

Constitution of
The Orchid Society of New South Wales Incorporated,
incorporated under the Associations Incorporation Act, 1984

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Part 1 Preliminary

1 Definitions

(1) In these rules:

Director-General means the Director-General of the Department of Fair Trading.

member means a member of The Orchid Society of New South Wales Incorporated.

committee member means a member of the committee as referred to in rule 14(1).

Society means The Orchid Society of New South Wales Incorporated.

general meeting means a meeting of the general membership of the Society other than the annual general meeting or a special general meeting.

Special general meeting means a general meeting of the association called for the purposes of specified business, other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the regulation means the *Associations Incorporation Regulation 1999*.

By-laws means the By-laws of the Society.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2 Objects of the Society

The objects of the Society are to establish all or any of the following:

- (1) to promote advance develop and foster the culture, propagation, hybridisation, growing and classification of orchids of all genera and kindred or associated botanical growths and improvement of the quality and standard thereof and the advancement of knowledge appertaining to orchidology in all its branches.
- (2) To extend the membership of the Society and to stimulate the interest of persons in the activities and business of the Society.
- (3) To arrange and conduct competitions and public or private exhibitions of orchids and kindred growths and to set from time to time standards by which they shall be accepted for exhibition and judged and to grant appropriate prizes, awards and certificates in connection therewith.
- (4) To organise and support Conferences pertaining to orchids and their Shows throughout New South Wales.
- (5) To print and publish any newspaper, newsletter, pamphlet, book, journal, magazine or other communication that the Society may think desirable for the promotion and furtherance of any of its objects.
- (6) To maintain a library of books and magazines pertaining to orchids and botany.
- (7) To subscribe to or become a member or associate of any other association or society whose objects are similar to those of this Society.
- (8) To establish and/or support or aid in the establishment of any association or society whose objects are similar to those of this Society and whose constitution shall prohibit the distribution of its or their money to any extent at least as great as is imposed on this Society under its constitution.
- (9) To acquire or undertake all or any of the property, assets, liabilities and engagements of any one or more societies or associations having similar objects to this Society and to amalgamate with any body whose objects shall prohibit the

distribution of its or their money to any extent at least as great as is imposed on this Society under its constitution. In particular to take over the property assets liabilities and engagements of the Company known as The Orchid Society of New South Wales Limited.

- (10) To purchase, lease or otherwise acquire or sell or dispose of or let any property whether real or personal belonging to the Society for such consideration and upon such terms and conditions as the Society may think fit.
- (11) To subscribe to any local or other charities and to make donations for any public or charitable purpose.
- (12) To actively promote, foster and assist the Australian Orchid Council in the furtherance of its objects.
- (13) To assist the State/Territory Representative Organisation for New South Wales and its delegate.
- (14) To do all such other things as are incidental or conducive to the attainment of the above objects.

Part 2 Membership

3 Membership qualifications

A person is qualified to be a member of the Society if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act,
or
- (b) the person is a natural person:
 - (i) who has been nominated for membership of the Society as provided by rule 4, and
 - (ii) who has been approved for membership of the Society by the committee of the Society.

All financial members and life members of The Orchid Society of New South Wales Limited on May 31st 2003 shall become financial members or life members as the case may be of The Orchid Society of New South Wales Incorporated without payment of a joining fee.

4 Nomination for membership

- (1) A nomination of a person for membership of the Society:
 - (a) must be made by a member of the Society in writing in the form set out in the By-laws, and
 - (b) must be lodged with the secretary of the Society.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination. Approval requires a two-thirds vote in favour by those present at the meeting of the committee.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

- (4) The secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Society. A copy of the Constitution of the Society shall be supplied to the member.
- (5) Where a nomination has been rejected, the committee shall not be required to give any reason for such rejection. Such candidate shall not be proposed again within a period of one year of that rejection being notified to the candidate.
- (6) Honorary membership may be conferred by the committee on visiting members of the orchid-growing fraternity. Honorary members shall not pay a subscription and shall have all rights and privileges of membership except they may not vote on any business of the Society or hold office.

5 Cessation of membership

A person ceases to be a member of the Society if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) becomes unfinancial, or
- (d) is expelled from the Society.

All property of the Society must be returned at the expense of the past member..

6 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

7 Resignation of membership

- (1) A member of the Society is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8 Register of members

- (1) The public officer of the Society must establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the Society and must be open for inspection, free of charge, by any member of the Society at any reasonable hour.

9 Life members

- (1) On the recommendation of the committee a member may be elected a life member at the general meeting of the Society and shall be thereafter entitled to all the rights and privileges of membership without paying the annual subscription or any special payment for life membership. The vote shall be by ballot. Approval requires a three quarters vote in favour.

10 Fees and subscriptions

- (1) A member of the Society must, on admission to membership, pay to the Society a fee as determined by the committee.
- (2) In addition to any amount payable by the member under clause (1), a member of the Society must pay to the Society an annual membership fee as determined by the committee
 - (a) except as provided by paragraph (b), before 1 October in each calendar year, or
 - (b) if the member becomes a member on or after 1 April in any financial year – on becoming a member and before 1 October in each succeeding financial year.
- (3) Any member whose subscription is unpaid on 1 October is deemed unfinancial and shall cease to be a member of the Society but the Committee may for what in its absolute discretion appears to be a good reason and upon such terms and conditions as it thinks fit reinstate such person upon due payment of arrears but if the Committee shall omit or refuse to reinstate such person it shall not be bound to give any reason for such omission or refusal.

11 Members' liabilities

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 10 plus one year's subscription.

12 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

13 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Society:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Society.
- (2) On receiving such a complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member 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 rule 14.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under rule 14(5),
- whichever is the later.

14 Right of appeal of disciplined member

- (1) A member may appeal to the Society in general meeting against a resolution of the committee under rule 13, within 10 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) 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.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee and Society members orally or in writing that the matter will be included for resolution at the next general meeting for which sufficient notice is possible, see Rule 24.
- (4) At a general meeting of the Society convened under clause (3):
- (a) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (b) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

15 Affiliated Societies

Associations and Societies with similar objects may be accepted as affiliates on conditions and fees as determined by the Committee by By-law.

Part 3 The committee

16 Powers of the committee

The committee is to be called the committee of management of the Society and, subject to the Act, the Regulation and these rules and to any resolution passed by the Society in general meeting:

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by these rules to be exercised by a general meeting of members of the Society, and
- (c) 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 Society, provided always they are not in conflict with the Rules.

17

Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the office-bearers of the Society, and
 - (b) 7 ordinary members,each of whom except the immediate past president is to be elected at the annual general meeting of the Society under rule 18.
- (2) The office-bearers of the Society are to be:
 - (a) the president,
 - (b) the immediate past president,
 - (c) the vice-president,
 - (d) the treasurer and
 - (e) the Registrar of Judges.
- (3) Each member of the committee except the immediate past president is, subject to these rules, to hold office until the conclusion of the annual general meeting and associated general meeting following the date of the member's election, but is eligible for re-election, provided that no president or vice-president shall hold office for more than three consecutive years. The president becomes the immediate past president when s/he is replaced and shall remain in that office until replaced in turn. If the immediate past president ceases to be a member at any time the position of immediate past president shall stay vacant until the current president is replaced and takes that position.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) All members of committee shall act in an honorary capacity. Expenses chargeable against the Society must be authorised by the committee prior to their commitment by any person or sub-committee..

18

Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the committee except for the Registrar of Judges:
 - (a) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) must be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) The Registrar of Judges is elected by the Principal Judging Panel at their annual meeting.

19

Secretary

- (1) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

20

Treasurer

It is the duty of the treasurer of the Society to ensure:

- (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made,
 - (b) that all payments shall be paid by cheque which must be signed by two of the signatories registered with the Society's financial institution; those two being independent of each other.
 - (c) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association, and lists of assets and liabilities,
 - (d) that a statement of receipts and expenditure be presented to committee members at each committee meeting and such books, accounts and lists shall always be open for inspection by the committee,
- and
- (e) that the annual statement accounts and balance sheet up to the 30th June each year shall be audited and available for inspection by members at any reasonable time prior to the annual general meeting.

21

Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the committee member:

- (a) dies, or
- (b) ceases to be a member of the Society, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 23, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 3 months.

22

Assistant officers

The committee shall at its discretion have power from time to time to appoint and remove the assistant honorary officers including assistant treasurer and assistant secretary and to define and vary their duties and obligations. Each of such officers shall be entitled to be given notice of and be present at all meetings of the committee but shall not be entitled to vote on any matter before the committee unless the treasurer, secretary or other officer (as the case may be) shall not be present at such meeting.

23

Removal of committee member

- (1) The Society in general meeting may by special resolution (see Rule 36) remove any member of the committee from the office of committee member before the expiration of the member's term of office and may by special resolution appoint another person to hold office until the expiration of the term of office of the committee member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society 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 resolution is considered.

24

Meetings and quorum

- (1) The committee must meet at least 6 times in each period of 12 months at such place and time as the committee may determine.
- (2) Special meetings of the committee may be convened by the president or by any four members of the committee.
- (3) Oral or written notice of such meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as many be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 7 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- (6) No business is to 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 is to stand adjourned to a time and place to be determined. Discussions may be held and recommendations formulated for presentation to the next meeting of the committee, but those recommendations must be duly authorised by a quorum of the committee before being acted upon. Due notice of the adjourned meeting must be given as if it were a normal meeting.
- (7) 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.
- (8) 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 unwilling to act, such one of the remaining members of the committee as may be chosen by the committee members present at the meeting is to preside.

25 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society and non-members as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.
- (8) The president is ex officio a member of all sub committees.

26 Indemnity of officers

- (1) Every member of the committee or servant of the Society shall be indemnified by the Society against loss and it shall be the duty of the committee out of the funds of the Society to pay all costs and expenses which any such officer or servant may incur or become liable to by reason of any authorised contract entered into or act or thing done by him or her as such officer or servant in any way in the lawful discharge of said duties.
- (2) These provisions shall in no wise be deemed to make it lawful for the Society to indemnify any such person therein referred to against any liability which would attach to such person by virtue of any negligence default breach of duty breach of trust or illegal act.

- (3) The Society may indemnify any such member of committee or authorised sub-committee against all liability incurred in defending any proceedings in connection with the Society whether civil or criminal in which judgement is given in such person's favour.

27

Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 24(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the 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.

Part 4 General meeting

28

Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- (2) The Society must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Society.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

29

Annual general meetings – calling of and business at

- (1) The annual general meeting of the Society is, subject to the Act and to rule 28, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Society during the last preceding financial year,
 - (c) to elect office-bearers of the Society and ordinary members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

30**Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The committee must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 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 3 months after that.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) The quorum for a special general meeting shall be 40 members. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved,
and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

31**Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, secretary must, at least 7 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the procedure noted in rule 36 below shall apply.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 29(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32**Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

- (2) Thirty members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved,
and
 - (c) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 15) is to constitute a quorum.

33 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Society.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 21 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35 Making of decisions

- (1) A question arising at a general meeting of the Society is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Society, a poll may be demanded by the chairperson or by at least 5 members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

36 Special resolution

A resolution of the Society is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Society as, being entitled under Rule 37(2) so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

37 Voting

- (1) On any question arising at a general meeting of the Society a member has one vote only. All votes must be cast personally; voting by proxy shall not be allowed.
- (2) Voting for a special resolution only shall be personally or by proxy on the form as noted in the By-laws.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any meeting of the Society unless all money due and payable by the member to the Society has been paid.

Part 5 Miscellaneous

38 Judging Panel

- (1) Only members may be authorised Judges.
- (2) Judges are trained appointed controlled and financed as detailed in the By-laws.
- (3) Regional Judging Panels may be formed as required throughout the State as detailed in the By-laws.

39 Insurance

The Society shall effect and maintain insurance especially for Public Liability.

40 Funds – source

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations, proceeds from Orchid Shows and similar events and (subject to any resolution passed by the Society in general meeting) such other sources as the committee determines.
- (2) The committee may from time to time with the sanction of the general meeting borrow from members or other persons or institutions any sum or sums of money for the purposes of the Society.
- (3) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.

- (4) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

41 Funds – management

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the committee determines.
- (2) No portion of those funds shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to persons who are or have been members of the Society except as
 - (a) payment for services actually rendered to the Society, or
 - (b) for out of pocket expenses incurred on behalf of the Society, or
 - (c) to successful exhibitors at any exhibition or show, or
 - (d) such bonus or grant to any affiliated society as the committee may think fit, or
 - (e) such honorarium as may be decided on by the committee of the Society or members in general meeting to such members of the committee who may have rendered services to the Society during and in the conduct of their office of such a nature as to justify payment of such honorarium.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 independent members of the committee or employees of the Society, being members or employees authorised to do so by the committee.
- (4) If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other society or institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Society under its Constitution. Such society or institution or institutions shall be determined by the members of the Society at or before the time of dissolution and in default thereof by the Director-General having given due consideration to the objects of the Society.

42 Audit of accounts

Auditors shall be appointed and shall audit the financial details of the Society as soon as practical after June 30th in each calendar year.

43 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Society.

44 Public Officer

The Public Officer of the Society shall be elected by the Committee from among their number.

45 Common seal

- (1) The common seal of the Society must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

46 Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

47 Inspection of books

The records, books and other documents of the Society must be open to inspection, free of charge, by a member of the Society at any reasonable hour, at a place convenient to the public officer.

48 Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

49 Privacy

The Society is committed to safeguarding the privacy of its members and Affiliates by ensuring that their information is protected and not disclosed to a third party without written approval and by complying with the National Privacy Principles of the Privacy Act (1988), as amended.