

THE ORCHID SOCIETY OF NEW SOUTH WALES
INCORPORATED
CONSTITUTION

23 May 2017

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PART 1 PRELIMINARY

1. DEFINITIONS

1.1 In this constitution:

1.1.1 "Act" means the [Associations Incorporation Act 2009](#).

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

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

1.1.4 "special general meeting" means a meeting of the members of the Society other than the annual general meeting.

1.1.5 "member" means a member of the Orchid Society of New South Wales Incorporated

1.1.6 "ordinary committee member" means a member of the committee who is not an office-bearer of the association.

1.1.7 "Regulation" means the [Associations Incorporation Regulation 2016](#).

1.1.8 "secretary" means the person holding office under this constitution as secretary of the association, or if no person holds that office then the public officer of the association.

1.1.9 "Society" means the Orchid Society of New South Wales Incorporated

1.2 In this constitution:

1.2.1 a reference to a function includes a reference to a power, authority and duty, and

1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the [Interpretation Act 1987](#) apply to and in respect of this constitution in the same manner as those provisions would apply if this constitution were an instrument made under the Act.

2. OBJECTS OF THE SOCIETY

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

2.1 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.

- 2.2 To extend the membership of the Society and to stimulate the interest of persons in the activities and business of the Society.
- 2.3 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.
- 2.4 To organise and support Conferences pertaining to orchids and their Shows throughout New South Wales.
- 2.5 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.
- 2.6 To maintain a library of books and magazines pertaining to orchids and botany.
- 2.7 To subscribe to or become a member or associate of any other association or society whose objects are similar to those of this Society.
- 2.8 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.
- 2.9 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.
- 2.10 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.
- 2.11 To subscribe to any local or other charities and to make donations for any public or charitable purpose.
- 2.12 To actively promote, foster and assist the Australian Orchid Council in the furtherance of its objects.

- 2.13 To assist the State/Territory Representative Organisation for New South Wales and its delegate.
- 2.14 To do all such other things as are incidental or conducive to the attainment of the above objects.

PART 2 MEMBERSHIP

3. MEMBERSHIP GENERALLY

- 3.1 A person is eligible to be a member of the Society if:
 - 3.1.1 the person is a natural person, and
 - 3.1.2 the person has applied for and been approved for membership of the Society in accordance with clause 4.
- 3.2 A person is taken to be a member of the association if:
 - 3.2.1 the person is a natural person, and
 - 3.2.2 the person was:
 - 3.2.2.1 in the case of an unincorporated body that is registered as the association, a member of that unincorporated body immediately before the registration of the association, or
 - 3.2.2.2 in the case of an association that is amalgamated to form the relevant association, a member of that other association immediately before the amalgamation, or
 - 3.2.2.3 in the case of a registrable corporation that is registered as an association, a member of the registrable corporation immediately before that entity was registered as an association.
 - 3.2.3 A person is taken to be a member of the Society if the person was one of the individuals on whose behalf an application for registration of the Society under section 6(1)(a) of the Act was made.

4. APPLICATION FOR MEMBERSHIP

- 4.1 An application by a person for membership of the Society:
 - 4.1.1 must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee from time to time, and

- 4.1.2 must be lodged (including by electronic means, if the committee so determines) with the secretary of the Society.
- 4.2 As soon as practicable after receiving an application for membership, the secretary must:
 - 4.2.1 if the candidate has been nominated for membership in the previous 12 months and was rejected, reject the nomination and advise the candidate of that rejection in writing;
 - 4.2.2 otherwise, refer the application to the committee which is to determine whether to approve or to reject the application.
- 4.3 As soon as practicable after the committee makes that determination, the secretary must:
 - 4.3.1 notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - 4.3.2 if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- 4.4 The secretary must, on payment by the applicant of the amounts referred to in subclause 4.3.2 within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Society.
- 4.5 Where a nomination has been rejected the committee shall not be required to give any reason for that decision.
- 4.6 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. LIFE MEMBERS

On the recommendation of the committee a member may be elected a life member by special resolution of the Society's members 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.

6. CESSATION OF MEMBERSHIP

- 6.1 A person ceases to be a member of the Society if the person:
- 6.1.1 dies, or
 - 6.1.2 resigns membership in accordance with clause 8 , or
 - 6.1.3 is expelled from the Society, or
 - 6.1.4 fails to pay the annual membership fee under clause 10.2 within 3 months after the fee is due.
- 6.2 Upon a person ceasing to be a member of the Society, they must return to the Society all property of the Society at the former member's expense.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

- 7.1 is not capable of being transferred or transmitted to another person, and
- 7.2 terminates on cessation of the person's membership.

8. RESIGNATION OF MEMBERSHIP

- 8.1 A member of the Society is not entitled to resign that membership except in accordance with this clause.
- 8.2 A member of the Society who has paid all amounts payable by the member to the Society may resign from membership of the Society by first giving to the secretary written notice of at least 1 month (or any other period that 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.
- 8.3 If a member of the Society ceases to be a member under subclause 8.2, 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.

9. REGISTER OF MEMBERS

- 9.1 The secretary must establish and maintain a register of members of the Society (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Society together with the date on which the person became a member.
- 9.2 The register of members must be kept in New South Wales:

- 9.2.1 at the main premises of the association, or
- 9.2.2 if the Society has no premises, at the Society's official address.
- 9.3 The register of members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- 9.4 A member of the Society may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 9.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 9.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - 9.6.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or
 - 9.6.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 9.7 If the register of members is kept in electronic form:
 - 9.7.1 it must be convertible into hard copy, and
 - 9.7.2 the requirements in subclauses 9.2 and 9.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10. FEES AND SUBSCRIPTIONS

- 10.1 A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee from time to time, that other amount.
- 10.2 In addition to any amount payable by the member under subclause 10.1, a member of the Society must pay to the Society an annual membership fee as determined by the committee:
 - 10.2.1 except as provided by paragraph (b), before the first day of October in each calendar year, or
 - 10.2.2 if the member becomes a member on or after the first day of April in any financial year of the Society—on becoming a member and before the first day of October in each succeeding calendar year.

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 clause 10.

12. RESOLUTION OF DISPUTES

12.1 Disputes between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, are to be referred to a Community Justice Centre for mediation under the [Community Justice Centres Act 1983](#).

12.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

12.3 The [Commercial Arbitration Act 2010](#) applies to a dispute referred to arbitration.

13. DISCIPLINING OF MEMBERS

13.1 A complaint may be made to the committee by any person that a member of the Society:

13.1.1 has persistently refused or neglected to comply with a provision or provisions of this constitution, or

13.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Society.

13.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

13.3 If the committee decides to deal with the complaint, the committee:

13.3.1 must cause notice of the complaint to be served on the member concerned, and

13.3.2 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

13.3.3 must take into consideration any submissions made by the member in connection with the complaint.

13.4 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 and the expulsion or suspension is warranted in the circumstances.

13.5 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 clause 14.

13.6 The expulsion or suspension does not take effect:

13.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

13.6.2 if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14,

whichever is the later.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

14.1 A member may appeal to the Society in general meeting against a resolution of the committee under clause 13.4 by lodging with the secretary a notice to that effect within 7 days after notice of the resolution is served on the member.

14.2 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.

14.3 On receipt of a notice from a member under clause 14.1, 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 clause 33.

14.4 At a general meeting of the Society referred to in clause 14.3:

14.4.1 the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

14.4.2 the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14.5 The appeal is to be determined by a simple majority of votes cast by members of the Society.

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

Subject to the Act, the Regulation, this constitution and any resolution passed by the Society in general meeting, the committee:

- 16.1 is to control and manage the affairs of the Society, and
- 16.2 may exercise all the functions that may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
- 16.3 has power to perform all acts and do all things that 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. COMPOSITION AND MEMBERSHIP OF COMMITTEE

- 17.1 The committee is to consist of:
 - 17.1.1 the office-bearers of the Society, and
 - 17.1.2 7 ordinary committee members,
- 17.2 For the avoidance of doubt, no person may occupy two positions on the committee at the same time.
- 17.3 The total number of committee members is to be 12.
- 17.4 The office-bearers of the association are as follows:
 - 17.4.1 the president,
 - 17.4.2 the immediate past president,
 - 17.4.3 the treasurer,
 - 17.4.4 the secretary.
 - 17.4.5 the registrar of judges
- 17.5 Term of election
 - 17.5.1 The president will hold office until the conclusion of the annual general meeting following the date of the president's election, but is eligible for re-election provided that no president shall hold office for more than three consecutive years.
 - 17.5.2 Upon a member vacating the office of president for any reason, that member will become the immediate past president of the Society and the existing immediate past president will cease being the immediate past

president. 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.

17.5.3 Each other member of the committee will hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election. There is no maximum number of consecutive terms for which a committee member other than the president may hold office.

17.6 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 this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

18. ELECTION OF COMMITTEE MEMBERS

18.1 The immediate past president is determined in accordance with clause 17.5.2. The registrar of judges is elected by the State judging panel at their annual meeting. Each other committee member is to be elected at the annual general meeting of the Society under this clause.

18.2 Nominations of candidates for election as office-bearers of the Society or as ordinary committee members (except for the registrar of judges):

18.2.1 must be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

18.2.2 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.

18.3 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.

18.4 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

18.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

18.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- 18.7 The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- 18.8 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Society must be a member of the Society.

19. SECRETARY

- 19.1 The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- 19.2 It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- 19.2.1 all appointments of office-bearers and members of the committee, and
 - 19.2.2 the names of members of the committee present at a committee meeting or a general meeting, and
 - 19.2.3 all proceedings at committee meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 19.4 The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 19.3.

20. TREASURER

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

- 20.1 that all money due to the Society is collected and received and that all payments authorised by the Society are made, and
- 20.2 that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society and lists of the Society's assets and liabilities .
- 20.3 that all payments shall be made by cheque or electronic means which must be signed or electronically validated as the case may be, by two of the persons authorised by the committee and registered with the Society's financial institution; those each being independent of the other.
- 20.4 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;

20.5 that the annual statement accounts and balance sheet up to 30 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

21.1 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 this constitution, until the annual general meeting next following the date of the appointment.

21.2 A casual vacancy in the office of a member of the committee occurs if the member:

21.2.1 dies, or

21.2.2 ceases to be a member of the Society, or

21.2.3 is or becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth, or

21.2.4 resigns office by notice in writing given to the secretary, or

21.2.5 is removed from office under clause 23, or

21.2.6 becomes a mentally incapacitated person, or

21.2.7 is absent without the consent of the committee from all meetings of the committee held during a period of three months, or

21.2.8 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or

21.2.9 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth.

22. ASSISTANT OFFICERS

The committee shall at its discretion have power from time to time to appoint and remove assistant honorary officers (including assistant treasurer and assistant secretary) and to define and vary their duties and obligations. Each such officer 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 MEMBERS

- 23.1 The Society in general meeting may by special resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 23.2 If a member of the committee to whom a proposed resolution referred to in subclause 23.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations 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. 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. COMMITTEE MEETINGS AND QUORUM

- 24.1 The committee must meet at least six times in each period of 12 months at the place and time that the committee may determine.
- 24.2 Additional meetings of the committee may be convened by the president or by any four members of the committee.
- 24.3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 24.4 Notice of a meeting given under subclause 24.3 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.
- 24.5 Any seven members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 24.6 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.

- 24.7 A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- 24.8 A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 24.9 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.
- 24.10 At a meeting of the committee:
- 24.10.1 the president or, in the president's absence, the immediate past president is to preside, or
- 24.10.2 if the president and the immediate past president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

25. APPOINTMENT OF COMMITTEE MEMBERS TO CONSTITUTE QUORUM

- 25.1 If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Society as committee members to enable the quorum to be constituted.
- 25.2 A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 25.3 This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

26. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 26.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Society that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
- 26.1.1 this power of delegation, and
- 26.1.2 a function which is a duty imposed on the committee by the Act or by any other law.

- 26.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 26.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- 26.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 26.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 26.7 A sub-committee may meet and adjourn as it thinks proper.
- 26.8 The president is ex officio a member of all sub-committees.

27. INDEMNITY OF OFFICERS

- 27.1 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.
- 27.2 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.
- 27.3 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.

28. VOTING AND DECISIONS

- 28.1 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.

- 28.2 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.
- 28.3 Subject to clause 24.5, the committee may act despite any vacancy on the committee.
- 28.4 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.

29. REMUNERATION OF THE COMMITTEE

Subject to clauses 45.3.5 and 46 all members of committee shall act in an honorary capacity.

PART 4 GENERAL MEETINGS

30. ANNUAL GENERAL MEETINGS—HOLDING OF

- 30.1 The Society must hold its first annual general meeting within 18 months after its registration under the Act.
- 30.2 The Society must hold its annual general meetings:
- 30.2.1 within six months after the close of the Society's financial year, or
 - 30.2.2 within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

31. ANNUAL GENERAL MEETINGS—CALLING OF AND BUSINESS AT

- 31.1 The annual general meeting of the Society is, subject to the Act and to clause 30, to be convened on the date and at the place and time that the committee thinks fit.
- 31.2 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:
- 31.2.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - 31.2.2 to receive from the committee reports on the activities of the Society during the last preceding financial year,
 - 31.2.3 to elect office-bearers of the Society and ordinary committee members,
 - 31.2.4 to receive and consider any financial statement or report required to be submitted to members under the Act.

31.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

32. SPECIAL GENERAL MEETINGS—CALLING OF

32.1 The committee may, whenever it thinks fit, convene a special general meeting of the Society.

32.2 The committee must, on the requisition of at least 10% of the total number of members, convene a special general meeting of the Society.

32.3 A requisition of members for a special general meeting:

32.3.1 must be in writing, and

32.3.2 must state the purpose or purposes of the meeting, and

32.3.3 must be signed by the members making the requisition, and

32.3.4 must be lodged with the secretary, and

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

32.4 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 date.

32.5 A special general meeting convened by a member or members as referred to in subclause 32.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

32.6 For the purposes of subclause 32.3:

32.6.1 a requisition may be in electronic form, and

32.6.2 a signature may be transmitted, and a requisition may be lodged, by electronic means.

33. NOTICE

33.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 14 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.

33.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the

date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 33.1, the intention to propose the resolution as a special resolution.

- 33.3 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 clause 31.2.
- 33.4 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.

34. QUORUM FOR GENERAL MEETINGS

- 34.1 No item of business is to 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 that item.
- 34.2 Thirty members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 34.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- 34.3.1 if convened on the requisition of members—is to be dissolved, and
 - 34.3.2 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.
- 34.4 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) are to constitute a quorum.

35. PRESIDING MEMBER

- 35.1 The president or, in the president's absence, the immediate past president, is to preside as chairperson at each general meeting of the Society.
- 35.2 If the president and the immediate past president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

36. ADJOURNMENT

- 36.1 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.
- 36.2 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.
- 36.3 Except as provided in subclauses 36.1 and 36.2, 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.

37. MAKING OF DECISIONS

- 37.1 A question arising at a general meeting of the Society is to be determined by:
- 37.1.1 a show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the committee may determine, or
 - 37.1.2 if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot— a written ballot.
- 37.2 If the question is to be determined by a show of hands, 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.
- 37.3 Subclause 37.2 applies to a method determined by the committee under subclause 37.1.1 in the same way as it applies to a show of hands.
- 37.4 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

38. SPECIAL RESOLUTIONS

A special resolution may only be passed by the association in accordance with section 39 of the Act.

39. VOTING

- 39.1 On any question arising at a general meeting of the Society a member has one vote only.
- 39.2 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.
- 39.3 A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.
- 39.4 A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.

40. PROXY VOTES NOT PERMITTED

Proxy voting must not be undertaken at or in respect of a general meeting.

41. POSTAL OR ELECTRONIC BALLOTS

- 41.1 The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 14).
- 41.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

42. USE OF TECHNOLOGY AT GENERAL MEETINGS

- 42.1 A general meeting may be held at two or more venues using any technology approved by the committee that gives each of the Society's members a reasonable opportunity to participate.
- 42.2 A member of the Society who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5 MISCELLANEOUS

43. INSURANCE

The Society may effect and maintain insurance.

44. FUNDS — SOURCE

- 44.1 The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, any other sources that the committee determines.

- 44.2 All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
- 44.3 The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 44.4 The committee may from time to time, in accordance with a resolution of the members of the Society, borrow from members or other persons or institutions any sum or sums of money for the purposes of the Society.

45. FUNDS — MANAGEMENT

- 45.1 Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used solely in pursuance of the objects of the Society in the manner that the committee determines.
- 45.2 All cheques, drafts, bills of exchange, electronic payments, promissory notes and other negotiable instruments must be signed by two signatories, being independent members of the committee, authorised to do so by the committee.
- 45.3 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:
- 45.3.1 payment (in an amount no more than is reasonable in the circumstances) for services actually rendered to the Society, or
 - 45.3.2 reimbursement for reasonable out of pocket expenses incurred on behalf of the Society, or
 - 45.3.3 prizes or other awards to successful exhibitors at any exhibition or show, or
 - 45.3.4 such bonus or grant to any affiliated society as the committee may think fit, or
 - 45.3.5 such honorarium as may be decided on by the committee of the Society or the members of the Society 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.

46. ASSOCIATION IS NON-PROFIT

Subject to the Act and the Regulation and notwithstanding any other clause in his constitution, the Society must apply its funds and assets solely in pursuance of the objects of

the Society and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

47. DISTRIBUTION OF PROPERTY ON WINDING UP OF SOCIETY

- 47.1 The Society can be wound up by its members if the members pass a special resolution to wind up the Society at a general meeting.
- 47.2 Subject to the Act and the Regulations, in a winding up of the Society any surplus property of the Society is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- 47.3 In this clause, a reference to the surplus property of an Society is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society.

48. CHANGE OF NAME, OBJECTS AND CONSTITUTION

An application for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

49. CUSTODY OF BOOKS ETC

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- 49.1 at the main premises of the Society, in the custody of the public officer or a member of the Society (as the committee determines), or
- 49.2 if the Society has no premises, at the Society's official address, in the custody of the public officer.

50. INSPECTION OF BOOKS ETC

- 50.1 The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
 - 50.1.1 records, books and other financial documents of the Society,
 - 50.1.2 this constitution,
 - 50.1.3 minutes of all committee meetings and general meetings of the Society.
- 50.2 A member of the Society may obtain a copy of any of the documents referred to in subclause 50.1 on payment of a fee of not more than \$1 for each page copied.
- 50.3 Despite subclauses 50.1 and 50.2, the committee may refuse to permit a member of the Society to inspect or obtain a copy of records of the Society that relate to

confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

51. SERVICE OF NOTICES

51.1 For the purpose of this constitution, a notice may be served on or given to a person:

51.1.1 by delivering it to the person personally, or

51.1.2 by sending it by pre-paid post to the address of the person, or

51.1.3 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.

51.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

51.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and

51.2.2 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

51.2.3 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.

52. FINANCIAL YEAR

The financial year of the Society is:

52.1 the period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and

52.2 each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.

53. AUDIT OF ACCOUNTS

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

54. ALTERATION OF OBJECTS AND CONSTITUTION

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

55. PUBLIC OFFICER

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