

**THE ORCHID CLUB OF SOUTH AUSTRALIA
INCORPORATED**



CONSTITUTION (2007)

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NAME

1. The name of the Association is THE ORCHID CLUB OF SOUTH AUSTRALIA INCORPORATED (which is hereinafter referred to as ‘the Club’), according to The Associations Incorporation Act 1985 to be hereafter referred to as ‘The Act’.

In the interpretation of this Constitution where the Context so permits, the masculine gender shall include the feminine and neuter genders and vice versa.

OBJECTS

2. The primary objects of the Club are:
 - i The advancement of all that pertains to orchids including their natural history, cultivation, development and hybridization.
 - ii The preservation and propagation of all species of orchid.
 - iii The promotion and development of orchids as an advancement to the horticultural resources of Australia.
 - iv The promotion and maintenance of good fellowship with all persons and bodies with similar goals and aims.

MEMBERSHIP

3. The Club shall consist of the following classes of members namely:-
 - i Ordinary members.
 - ii Life Members as elected pursuant to rule 5.
 - iii Honorary Members as invited pursuant to rule 6.
 - iv Junior Members; individuals under the age of 18 years.
4.
 - a. An applicant for membership of the Club shall supply in writing to either the Secretary or the Treasurer of the Club his/her full name, address, (and age if under 18 years) and the appropriate membership fee. All such membership applications shall be referred to Committee at the earliest opportunity and may be accepted or rejected (without necessity of any reasons being given) by majority vote of Committee. Any person whose membership application is rejected shall have the right to appeal to a general meeting of the Club provided that such person can produce to the Secretary the written support of not less than thirty (30) financial members of the Club. Upon receipt of such written support and a written request by such a rejected applicant to have his or her membership application referred to

the general meeting, the Secretary shall forthwith refer same to a general meeting of the Club. The details of any person accepted to membership including the date of his acceptance shall be entered in the Register of Members. Any person whose application for membership has been rejected shall not be at liberty to apply again for membership for a period of at least twelve (12) calendar months, or in the case of an appeal, for such other period as the general meeting may fix.

- b. A Junior Member may not vote and is ineligible to be a member of Committee.

LIFE MEMBERS

- 5. On the recommendation of Committee a member may be elected to Life Membership at any Annual General Meeting and shall, upon election, be entitled to all privileges of financial membership without paying any further annual subscriptions. A two-thirds majority of those present in person or by proxy and voting, which shall be done by ballot, shall be necessary to elect any member to life membership. The spouse (if any) of a Life Member may also be given special membership rights at the discretion of Committee. A Life Member is not an honorary member. A Life Member may not have his membership terminated except by a two-thirds majority of the members at a General Meeting of the Club of which the Life Member has been given not less than one calendar month's notice. The motion shall not preclude the Life Member from attending and addressing the general meeting which may affirm or cancel any such Life Membership. Cancellation of Life Membership shall not take effect until written notice of cancellation shall have been posted to the member.

HONORARY MEMBERS

- 6. The Committee may invite as Honorary Members such persons as it shall in its discretion think fit, the duration of this membership shall be fixed by Committee at the time of appointment. Membership may be cancelled by Committee, at any time without giving any reason for such cancellation.

Honorary Members shall not be required to pay any entrance fee or subscription and shall be entitled to all the privileges of membership, except that they shall not be entitled to vote at meetings or hold any office or position in the Club.

FINANCIAL MEMBERS

- 7.
 - a. Any member other than a Life Member or Honorary Member who has not paid his/her annual subscription by the 18th day of the April in any year shall no longer

be financial and shall forthwith cease to be a member of the Club. A list of Financial Members and Honorary Members shall be kept by the Honorary Treasurer; Life Members shall be considered Financial members of the Club.

- b. A register of current financial members will be compiled by the Treasurer each year by 1st June in each calendar year.
- c. Financial Members are entitled to exercise one vote on each resolution to be voted upon in any meeting of the Club.

ADDRESSES OF MEMBERS

8.
 - a. Every member shall communicate to the Secretary the member's address and thereafter notify the Secretary of any changes thereto. All notices may be sent to the member's address appearing in the Register of Members and shall be deemed to have been received 48 hours after the posting thereof.
 - b. A member may resign from membership of the Club by giving written notice to the Secretary. Outstanding liabilities owed by the member may be recovered as debt due to the Club.

EXPULSION

9. Subject to Clause 5 hereof, any member may be expelled from the Club by resolution of Committee. The terms of the charge need to be communicated in writing to the member the subject of the charge provided 21 days prior to the Committee Meeting when the resolution to expel him or her is voted upon. A financial member so expelled may, within 14 days of receiving written notice of expulsion, request the Secretary in writing to refer the expulsion to the next general meeting of members. The Secretary, upon receiving such a written request, shall place the matter on the Agenda for consideration by the next general meeting and the expulsion shall not preclude the expelled member from attending and addressing the general meeting, followed by a Committee member's address, at the conclusion

OFFICERS OF THE CLUB AND THEIR APPOINTMENT

10.
 - a. The Officers of the Club shall be a President, two Vice Presidents (one of whom shall be elected Senior Vice President by the Committee), Honorary Secretary, and a Honorary Treasurer, all of whom shall hold office until the conclusion of the next Annual General Meeting, when they shall retire. All retiring officers shall be eligible for re-election from year to year.

- b. Nominations in writing for these offices duly proposed and seconded by two financial members and accepted by the nominee, shall be lodged with the Honorary Secretary before the close of the last Ordinary General Meeting in December in each year. The election shall be by secret ballot at each Annual General Meeting.

COMMITTEE OF MANAGEMENT

11.
 - a. The Committee of Management (hereinafter called “The Committee” shall be comprised of: The President, two Vice Presidents, Honorary Secretary, Honorary Treasurer, the Immediate Past President and six other members (these six other members hereafter referred to as “the general members”). Election of these office holders shall be by secret ballot at the Annual General Meeting.
General Members shall be elected to the Committee for a term of two years with one half of the number of general members retiring each year. Subject to Clause 10(a) hereof, a retiring member of the Committee shall be eligible for re-election. The Immediate Past President shall be a member of the Committee and entitled to full voting rights until such time as he/she ceases to be the Immediate Past President, or until conclusion of the next Annual General Meeting after first becoming Immediate Past President, whichever of these events be earlier.
 - b. Other Office Holders may also be included in The Committee of Management. These Other Office Holders are the Registrar of Judges, the Editor of the Bulletin, and the Show Marshall. These Other Office Holders shall be appointed by the Committee as soon as possible after the Annual General Meeting and their appointment shall continue until the end of the next Annual General Meeting.
 - c. Meetings of The Committee shall be held monthly and shall be chaired by the President, and failing this, by a Vice President and failing them by a Chairperson elected by Committee. The President may delegate the position as Chairperson to any other Committee member, with the approval of the Committee.
 - d. The Chairperson shall have a casting vote only.
 - e. Should any Member absent themselves from three consecutive meetings of The Committee without written leave provided to The Committee, the seat may be declared vacant by The Committee.
 - f. Should any vacancy occur during the year on Committee, The Committee may fill such vacancy. Any such appointments to Committee shall only hold office until the conclusion of the next Annual General Meeting.
 - g. Honorary and Junior Members may not hold office on The Committee.

- h. Any member of The Committee may hold more than one position on the Committee. Subject to the provisions of Clause 11(d) hereof any member of Committee holding more than one position on Committee shall only have one vote.
- i. At all Meetings of The Committee fifty percent (50%) of the members of the elected Committee being present shall form a quorum.
- j. A Member of The Committee having a direct or indirect pecuniary interest in any dealings of the Club or proposed dealings must declare the nature and extent of that interest and shall not deliberate on that dealing/s within The Committee Meeting and must absent him or herself in respect of any vote regarding the dealing or proposed dealing. Further the interested Member must disclose the nature and extent of that interest at the next Annual General Meeting of the Club.
- k. The office of a Committee Member shall become vacant if such member is:
 - i disqualified by the Act from being a Committee Member
 - ii expelled as a Member
 - iii permanently incapacitated by ill health
 - iv absent from three consecutive Committee Meetings without written leave from The Committee.
- l. The Committee, prior to making any resolution on the investment of the Club monies shall have regard to the purpose of the investment, the desirability of diversifying Club investments, the nature and risk associated with both existing and proposed investments, the need to maintain the real capital value of an investment, the prospect for both income return and capital appreciation, the possibility of capital loss, the duration of the proposed investment, the costs of making a new investment and the need to review existing investments.
- m. The day to day operation of The Club may be administered by a Senior Office Holder and/or General Committee Member.

SEAL HOLDERS

- 12. The seal of The Club shall remain in the custody of the Secretary and may be affixed to any document by any three officers of the Club provided however that prior consent of the Committee shall first have been obtained. The officers affixing the seal to any documents shall sign their names below the seal.

HONORARY SECRETARY

13. The Honorary Secretary shall conduct the correspondence of the Club, and shall have the custody of all documents of the Club, except as otherwise specifically directed by Committee. He or She shall keep full and correct minutes of all proceedings of Club and Committee meetings and records of the Club, which shall be the property of the Club, and he or she shall faithfully carry out all the lawful directions of the Committee. The Honorary Secretary shall be the Public Officer of The Club. Proper Minutes of all proceedings of Meetings shall be entered into the records within one month of the Meeting. The records to be confirmed by members and signed by the Chairperson at the subsequent meeting of the Club.

HONORARY TREASURER

14. The Honorary Treasurer shall receive all monies payable to the Club and shall pay same, within a reasonable time, into such bank, and to the credit of the Club, as Committee may, from time to time direct, and shall keep correct accounts and accurate books for the Club. He or she shall produce and table a monthly reconciliation of the Club monies at each Committee Meeting. He or she shall prepare the annual statement of accounts and balance sheet of the Club to the 31st day of December in each year, a copy of which shall, after audit, be sent to each member of the Club, preferably with the notice calling the Annual General Meeting.

DUTIES OF AUDITORS

15. The books of account, balance sheet and profit and loss account of the Club shall be audited each year between the last day of December and The Annual General Meeting. The Auditors of the Club shall be appointed by members at the Annual General Meeting or, should a vacancy occur, at a subsequent General Meeting of the Club.

MANAGEMENT OF THE CLUB

16.
 - a. The entire management of the Club (except as otherwise provided by this Constitution) shall be delegated to the Committee.
 - b. Any business raised at any General Meeting of the Club except election of the Officers of the Club and the General Members of Committee at the Annual General Meeting, may be forthwith adjourned by the Chairperson for consideration and determination by Committee excepting those matters set out in

this Constitution as remaining in the province of the general meeting of members. The Chairperson shall not have this power at any extraordinary general meeting of the Club or in relation to any business arising under rule 4, 5, 9, and 21 of this Constitution, or if the general meeting by majority resolution determines that the Chairperson should not refer the matter to Committee.

INTERPRETATION OF RULES AND BY-LAWS

- 17.
- a. The Committee shall be the sole authority for interpreting the rules and by-laws of the Club, and the decision of the Committee upon any question of interpretation, or upon any matter affecting the Club which is not provided for by this Constitution, or the by-laws made hereunder, shall be final and binding except in so far as any general meeting of the Club may by simple resolution alter or vary any such decision of Committee.
 - b. Committee to decide Honoraria for Office Holders at the December Committee Meeting and paid by the 28th day of the following February.

POWERS OF ASSOCIATION

18. The association shall have all the powers conferred by section 25 of the Act.

POWER OF DELEGATION

19. Except for its powers and responsibilities under Clauses 4, 5, 6, 9, 11, 12, 16(b), 17, 20(f), 24, 25, and 28 of this Constitution the Committee shall have the right to delegate to any person or group of persons only part of the powers that the Committee has vested in it under this Constitution and in this regard may make such appointments as it considers fit. Any appointment so made by Committee may likewise be determined by Committee at any time, and will automatically cease at the conclusion of the Annual General Meeting in each year.

CLUB MEETINGS

- 20.
- a. Ordinary General Meetings of the Club shall be held regularly at such place and times as the Committee shall from time to time determine but at least one such meeting shall be held in December of each year. Nomination for declared Committee positions at and or before this meeting shall be received in writing by

The Secretary, signed by the nominee with such signature witnessed together with the name and signature of the proposer, prior to the close of business as announced by the Chairperson at this meeting.

- b. The Annual General Meeting of the Club shall be the first general meeting of the Club in each calendar year, and shall be held at such time and place (within 60Kms of the GPO Adelaide) as the Committee shall determine. At least seven days prior notice thereof shall be given in writing to each member.
- c. The order of business at an Annual General Meeting shall follow this model:
 - i the confirmation of the minutes of the previous Annual General Meeting;
 - ii the consideration of the accounts and reports of Committee and Auditors Report;
 - iii the election of Committee Members;
 - iv the appointment of Auditors;
 - v the giving of Awards and Prizes;
 - vi any other business.
- d. The President, or failing him or her, a Vice President, or failing a Vice President, a member elected by the meeting shall act as Chairperson of all general meetings of the Club. The Chairperson presiding at any general meeting shall have a casting vote.
- e. The Chairperson, with the consent of the meeting, may adjourn any meeting from time to time and from place to place provided that at any such adjourned meeting, unfinished business shall first be dealt with prior to any new business being considered at any such adjourned meeting.
- f. At all meetings of members (except as herein otherwise provided), the mode of voting shall be by show of hands. If required by not less than ten members an actual division or ballot shall be conducted. A declaration by the Chairperson that a resolution has been carried or defeated shall be sufficient evidence of that fact, without formal proof of the number or proportion of votes recorded in favour of or against any resolution.
- g. The Committee may call an extraordinary general meeting when any question of urgent importance shall arise, and shall be bound to do so on receiving a requisition signed by not less than twenty (20) members of the Club, and specifying the subject to be discussed. At least fourteen (14) days prior notice in writing of any Extraordinary General Meeting specifying the business to be transacted, and the day, place and hour of the meeting shall be sent to every member.

- h. At all general meetings of the Club, forty (40) members or ten per cent of the financial members of the Club, whichever be the lesser, present in person or by proxy, shall form a quorum.
- i. Every financial member of the Club (with the exception of Junior Members) shall be entitled to vote at all general meetings of the Club.

VOTING BY PROXY

- 21.
- a. Any member entitled to vote may appoint another member as a proxy under the hand of the member wishing to appoint a proxy and witnessed by another member and every such instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit be in the form set out as described by Club By-Laws.
The instrument of proxy shall be produced by the proxy at the meeting. Where a member wishes to appoint the Chairperson as his proxy, the name and address of the Chairperson need not be included in the form of proxy but only the word 'Chairperson'.
 - b. Proxies are only to be accepted if they are signed and dated by the member providing the proxy and provided to the Secretary or at least a committee member prior to the official commencement of any Committee or General Meeting.
 - c. A proxy may only be given by one member to another for no more than 3 consecutive meetings in any calendar year.

EXTRA-ORDINARY MEASURE

- 22.
- a. At any General meeting of the Club, a motion of no confidence in the Committee or any one or more members of the Committee may be moved by not less than ten (10) financial members and seconded by not less than ten (10) different financial members. On the moving of any such motion no person shall occupy the Chair whose name is included in the motion expressly or by implication and if necessary a Chairperson may be appointed by the vote of a simple majority of members at that meeting. Any such motion shall be discussed at the meeting (herein after called "the meeting of First Instance") but shall not be passed, but may be defeated (except as herein otherwise set forth) until a general meeting of the Club which shall take place not less than twenty (20) days or more than forty (40) days thereafter. In the interval, notice of the motion giving the names of all the proposers and seconders thereof shall be communicated in writing to all members

of the Club and such notice shall be sent not less than seven (7) days prior to the General Meeting at which the motion may be passed. Any such motion or any part thereof may be passed by a majority of members present in person or by proxy and voting; and on the passing of any such motion or any part thereof all persons named in the passed motion shall immediately lose office on Committee and shall vacate any other positions they hold in the Club (apart from membership) and an election shall forthwith be held to fill such vacancies at the same meeting. To enable nominations to be accepted for any such vacancies the meeting shall adjourn for not less than ten (10) minutes so that the Chairperson may accept written nominations for vacancies and any positions so filled shall only hold office until the conclusion of the next Annual General Meeting. Notwithstanding anything herein before set forth the meeting of First Instance may proceed to pass such motion or any part thereof if at that meeting:

- i not less than 30% of all the financial members of the Club are present, and
 - ii the motion or any part thereof is passed by not less than a two thirds ($\frac{2}{3}$) majority of those present and voting.
- b. The meeting of First Instance by majority decision may:
- i temporarily suspend any member of Committee until the matter is determined
 - ii appoint temporary replacements to Committee pending the final determination of any such motion of no confidence.

ALTERATION OF CONSTITUTION

23. The Constitution of the Club shall not be amended or repealed nor shall any new rule be added except at a General Meeting of the Club of which all members have had at least thirty days (30) prior written notice.

Such notice to members (which may be given in the Bulletin) shall also set out full particulars of the amendment, repeal or new rule proposed.

Any members who wish to propose any amendment, repeal of provisions to the constitution, or to the rules shall supply to the Honorary Secretary full details of same in writing, which must be signed by at least ten (10) financial members of the Club or 20% of the total club membership, whichever is the lesser number.

No such amendment, repeal or new rule shall:-

- i be voted upon until all members present at the meeting shall have had reasonable time to discuss same and

- ii be passed unless a majority of at least two thirds ($\frac{2}{3}$) of members present in person or by proxy and voting have voted in favour of same.

PAYMENTS

- 24. All payments by the Club shall be authorised by Committee and any payment in excess of \$100:00 (or such other amount not exceeding \$250:00 as Committee may fix from time to time by resolution) shall be paid by cheque signed by such bank signatory or signatories as the Committee shall from time to time decide. A written receipt shall be obtained for all cash payments in excess of that specified by By-law, made by the Club.

FINANCIAL YEAR AND SUBSCRIPTIONS

- 25. Any changes in the annual subscriptions for the next financial year of the Club shall be fixed by Committee in the last quarter in each year. The Committee shall have power to fix differential subscription rates for different classes of members and in addition may in its discretion fix different subscription rates within the same class of membership provided that any such different rate is not more than the general annual subscription fixed for that class of members except in the case of members residing outside the State of South Australia where a reasonable amount may be added to cover postage.

FINANCIAL YEAR OF THE CLUB

- 26. The financial year of the Club commences on the 1st day of January in each year.

CLUB PROPERTY

- 27. No member shall take or permit to be taken out of the possession of the Officers of the club any document, book, or other article, the property of the Club except with the permission of Committee.

BY-LAWS

- 28. The Committee is empowered to make, repeal and amend such By-laws as they may from time to time consider necessary for the management and well being of the Club, provided they are not in conflict with this Constitution.

GENERAL

29. Every member shall be bound by the Constitution and By-laws of the Club. A copy of the Constitution and By-laws shall be supplied at members request as shall also any additions, alterations or amendments thereto.

CLUB INCOME

30. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof should be paid or transferred directly or indirectly, by way of dividend bonus or otherwise, howsoever or by way of profit to members or relatives of members provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member of the Club in return for any goods or services actually rendered to the Club or reasonable and proper rental for premises let by any member to the Club.

DISSOLUTION

31.

- a. The members may move to dissolve the Club provided that the following has been complied with:-
 - i a three-quarters majority of the members present and voting (either by proxy or personally) must be in favour of dissolution;
 - ii the meeting at which a motion of dissolution is to be passed must be an extraordinary general meeting of the Club and all members must have had at least thirty days (30) prior written notice of the meeting and the notice convening the meeting must unambiguously convey to the members that the intention and purpose of the meeting is to decide on a motion of dissolution.
- b. If a resolution is passed dissolving the Club the following matters shall take place prior to formal dissolution:-
 - i All members of the Club shall by written notice be informed of the intention to dissolve the Club and that notice must reach members not less than forty-five (45) days prior to the final act of dissolution and distribution of the club's assets;
 - ii The assets of the Club shall be first utilised in meeting all of the debts and liabilities of the Club and if there are contingent liabilities sufficient shall be retained to meet any such contingent liabilities or other suitable arrangements made to meet such contingent liabilities should they arise.

- c. If after meeting all of its debts and liabilities (including making arrangements in regard to its contingent liabilities) the Club is left with any assets (hereinafter referred to as “the net assets”) such assets may not be distributed to any members of the Club and/or their families.
- d. Either at the meeting at which the motion of dissolution is passed or at a subsequent final general meeting of the Club it may be resolved by majority decision of the members to transfer the net assets of the Club to some other club or clubs or organisation or organisations (hereinafter referred to as “the beneficiary body”) provided that the beneficiary body shall have objects and aims similar to those of the Club or at least objects and aims promoting the horticultural interests of Australia and in this regard preferably South Australia. The beneficiary body by its constitution or rules must also:-
 - i prohibit the distribution of income and property to its members, and
 - ii have a similar prohibitive clause in its constitution or rules in regard to the distribution of any of the net assets of the beneficiary body to its members on dissolution of that beneficiary body.

INDEMNITY

- 32. The Committee of Management and all the individual members thereof and all persons acting for and on behalf of the Club as appointed by the members or the Committee of Management (all such individuals hereinafter called a ‘Club representative’) shall be indemnified and saved harmless by the club of any claims and charges for damages made against the club representative and any expenses and costs that may be incurred by any such club representative acting for and on behalf of the club negligently or otherwise in any matter or thing provided that such club representative in any such matter or thing at all times acted honestly in good faith and in the interests of the club and within the scope of the express and/or implied ambit of such club representative’s authority to act for and on behalf of the club.

BEQUESTS

- 33. Bequests may be made to the Club and administered according to the furtherance of the aims and objectives of the existence of The Club.