

Constitution of Bathurst Gardeners' Club Inc.

Definitions:

In these rules:

Commissioner means the Commissioner of the Office of Fair Trading.

ordinary member means a member of the committee who is not an office-bearer of the club, as referred to in rule 12(2).

secretary means:

- (a) the person holding office under these rules as secretary of the club, or
- (b) if no such person holds that office-the public officer of the club.

special general meeting means a general meeting of the club other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the Regulation means the *Associations Incorporation Regulation 1999*.

Statement of the Club's Objectives

The Objectives of the Club are-

- (a) To develop and coordinate the horticultural-related education of members, or other kindred organisations. To bring them into closer relationship for mutual knowledge by education through association, meetings, excursions, correspondence and publications.
- (b) To educate the members in the protection and conservation of our natural resources.
- (c) To study the fine art of gardening in all its aspects.
- (d) To encourage civic beauty.
- (e) To cooperate with other agencies furthering the interests of horticulture and conservation.
- (f) To give donations to charities, town beautification or any other project from time to time as determined by the Committee and Club members.
- (g) The Club is a not-for-profit organization. The assets and income of the Club shall be applied solely in furtherance of the above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

Part 1 Membership

1. Membership qualifications

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

- I. the person is at least 16 years of age, and
2. the person has completed an application for membership of the club and paid the appropriate fees.

2. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the club, or
- (d) has not paid the annual subscription by the 31st March each year.

3. Membership entitlements not transferable

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

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

4. Resignation of membership

- (1) A member of the club is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the club who has paid all amounts payable by the member to the club in respect of the member's membership may resign from membership of the club by first giving to the secretary written notice.
- (3) If a member of the club 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.

5. Register of members

- (1) The public officer of the club must establish and maintain a register of members of the club specifying the name and address of each person who is a member of the club 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 club and must be open for inspection, free of charge, by any member of the club at any reasonable hour.
- (3) A member of the club may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

6. Fees and subscriptions

- (1) A member of the club must, on admission to membership, pay to the club a fee of \$5 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the club must pay to the club an annual membership fee of \$10 or, if some other amount is determined by the committee, that other amount:

7. Members' liabilities

The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as required by rule 6.

8. Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the club, and disputes between members and the club, 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.

9. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the club:
 - (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 club.
- (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 club or suspend the member from membership of the club 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 10. 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 club confirms the resolution under rule 10(5), whichever is the later.

10. Right of appeal of disciplined member

- (1) A member may appeal to the club in general meeting against a resolution of the committee under rule 9, within 7 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 which is to convene a general meeting of the club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the club convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 2 The committee

11. Powers of the committee

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

- (a) is to control and manage the affairs of the club, and
- (b) may exercise all such functions as may be exercised by the club, other than those functions that are required by these rules to be exercised by a general meeting of members of the club, 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 club.

12. 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 club, and
 - (b) 2 ordinary members,each of whom is to be elected at the annual general meeting of the club under rule 13.
- (2) The office-bearers of the club are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer
 - (d) the secretary, and
 - (e) the publicity officer
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election. The president cannot serve as president for more than 3 consecutive years unless otherwise determined by a majority of members at the annual general meeting following the expiration of a 3-year term.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the club 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.

13. Election of members

- (1) Nominations of candidates for election as office-bearers of the club or as ordinary members of the committee must be made at the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received subsequent to 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.

14. Secretary

- (1) the Secretary of the club must, as soon as practicable after being appointed as secretary, lodge notice with the club 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.

15. Treasurer

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

- (a) that all money due to the club is collected and received and that all payments authorised by the club are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the club, including full details of all receipts and expenditure connected with the activities of the club.

16. Casual vacancies

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

- (a) dies, or
- (b) ceases to be a member of the club, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office, or
- (e) is removed from office under rule 17, 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 6 months.

17. Removal of member

- (1) The club in general meeting may by 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.
- (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 club, the secretary or the president may send a copy of the representations to each member of the club 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.

18. Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (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 such other period as many be unanimously agreed on by the members of the committee) before the time appointed for the meeting.
- (4) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business is to be transacted by the committee unless a quorum is present.

- (6) 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 members present at the meeting is to preside.

19. 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 club 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.

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. 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.
- (2) Subject to rule 18(4), the committee may act despite any vacancy on the committee.

- (3) 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 3 General meeting

21. Annual general meetings - holding of

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

22. Annual general meetings - calling of and business at

- (1) The annual general meeting of the club is, subject to the Act and to rule 21, 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 club during the last preceding financial year,
 - (c) to elect office-bearers of the club 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.

23. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the club.

- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the club.
- (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 that 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.
- (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 and any member who consequently incurs expenses is entitled to be reimbursed by the club for any expense so incurred.

24. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, 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.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, 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 clause (1), the intention to propose the resolution as a special resolution. 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 22(2).
- (3) 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.

25. 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) Five 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
 - (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.
- (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 3) is to constitute a quorum.

26. 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 club.
- (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.

27. Adjournment

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.

28. Making of decisions

- (1) A question arising at a general meeting of the club 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 club, 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 club, a poll may be demanded by the chairperson or by at least 3 members present 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.

29. Special resolution

A resolution of the club is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the club as, being entitled under these rules so to do, vote in person 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 Commissioner 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 Commissioner.

30. Voting

- (1) On any question arising at a general meeting of the club a member has one vote only.
- (2) All votes must be given personally.
- (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 general meeting of the club unless all money due and payable by the member to the club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Part 4 Miscellaneous

31. Insurance

The club may effect and maintain insurance.

32. Funds - source

- (1) The funds of the club are to be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the club in general meeting, such other sources as the committee determines.

- (2) All money received by the club must be deposited as soon as practicable to the credit of the club's bank account.
- (3) The club must, as soon as practicable after receiving any money, issue an appropriate receipt.

33. Funds - management

- (1) Subject to any resolution passed by the club in general meeting, the funds of the club are to be used in pursuance of the objects of the club in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the club, being members or employees authorised to do so by the committee.

34. 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 club.

35. Common seal

- (1) The common seal of the club 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

36. 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 club.

37. Inspection of books

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

38. Dissolution

- (1) The Club shall be dissolved **in** the event of membership less than 7 persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such questions.
- (2) Upon a resolution being passed **in** accordance with paragraph (1) of this rule, all assets and funds of the Club on hand shall after payment of all expenses and liabilities be handed over to an

organization with similar purposes, and which has rules prohibiting the distribution of its assets and income to its members, as a simple majority of the members at the Special General Meeting so convened, or at a subsequent Special General meeting, may decide.

39. 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.