

# Rules of The Dahlia Society of NSW & ACT Incorporated

## 1 Rules

These rules are the rules of **The Dahlia Society of NSW & ACT Inc.** (the *Association*).

## 2 Application of certain Acts

The following Acts apply to the Association's Rules as if they were an instrument made under the Act:

- (1) the *Electronic Transactions Act 2001*;
- (2) the *Legislation Act 2001*.

## 3 Objects

(1) The Objects of the Association are:

- (a) To arouse, foster and maintain the interests of its members and the public concerning dahlias of all types and cultivars.
- (b) To exchange ideas and information with kindred organisations.
- (c) To formulate Rules, Regulations, By-Laws, Standards, and generally deal with like matters in the interests of dahlia culture.
- (d) To hold periodical public meetings, lectures, demonstrations and exhibitions.
- (e) To award by provision of a prize to a person or group judged by the Association to be worthy of such an award.

## 4 Membership

(1) The membership of the Association shall consist of –

- (a) Full Membership
  - (i) Single Membership
  - (ii) Single Pensioner Membership
  - (iii) Family Membership
  - (iv) Family Pensioner Membership
- (b) Affiliated Clubs & Societies Membership
- (c) Honorary Membership
- (d) Honorary Life Membership

## **5 Membership qualifications**

- (1) Applicants are qualified for Full Membership if they;
  - (a) have completed an application for membership; and
  - (b) have agreed to support the Association's Objects and agree to comply with the Act and Association's Rules; and
  - (c) have paid the membership fee.
- (2) Affiliated Clubs and Societies Membership
  - (a) Affiliated membership of the Association shall be open to any horticultural society, show society or kindred body, if the horticultural society, show society or kindred body
    - (i) has completed an application for membership, and
    - (ii) has agreed to support the Association's Objects, and agrees to comply with the Act and Association's Rules, and
    - (iii) has paid the membership fee.
  - (b) the horticultural society, show society or kindred body may appoint one delegate to represent that horticultural society, show society or kindred body at the Association.
- (3) Honorary Membership
  - (a) The Association shall have the power, by simple majority, to appoint honorary members at their discretion, and shall have the power to withdraw this privilege at any time.
- (4) Honorary Life Membership
  - (a) Any person in good standing who has rendered the Association meritorious service may be granted Honorary Life Membership by a three-quarters of the voting members present at an Annual General Meeting.

## **6 Membership - application**

- (1) An application for membership must be made in writing, or in the equivalent electronic format, and must :
  - (a) include the applicant's name, address, email address if applicable, and telephone number; and
  - (b) indicate support for the Association's Objects and agreement to comply with the Act and Association's Rules; and
  - (c) include payment of the membership fee.
- (2) The committee may require the application to be in a form decided by the committee.

(3) After the applicant pays the fee and supplies the details required in 6(1)(a)&(b), the information required by Section 67(2) of the Act must be recorded in the Register of Members.

## **7 Membership - when membership begins**

(1) An applicant's membership begins on the latest of the following:

- (a) the day the applicant's contact details and agreement to support the Association's Objects and agreement to comply with the Act and Association's Rules, have been received.
- (b) the day the applicant pays the membership fee.

## **8 Membership - fee**

(1) The membership fees for each class of membership shall be such sum as determined from time to time at an Annual General Meeting.

(2) The membership fee is payable before (the *due date*) -

- (a) 1 July each year; or
- (b) if the committee decides another date - that date.

(3) However, if a person joins the Association after the due date, where Sec8(2)(a) is applicable, the due date for the following membership fee is -

- (a) except as provided in paragraph (b), on 1 July in the following calendar year; or
- (b) where a person becomes a member on or after 1 February in any calendar year and before 1 July in that calendar year, the applicant shall be entitled to membership of the Association up to 30 June in the year following payment of such fee.

## **9 Membership - when membership ends**

(1) A membership ends if -

- (a) the member resigns under section 10; or
- (b) the member has not paid their annual subscription by the due date; or
- (c) the membership is cancelled as a result of disciplinary arrangements pursuant to Sections 12-36; or
- (d) if the member is an individual, the individual
  - (i) dies; or
  - (ii) is not physically or mentally fit to exercise the functions of membership; or
- (e) if the member is a corporation - the corporation is wound up; or

- (f) the incorporation of the Association is cancelled under –
  - (i) Section 83 of the Act, (cancellation where continued incorporation inappropriate); or
  - (ii) Section 85 of the Act (cancellation of incorporation following voluntary transfer); or
  - (iii) Section 93 of the Act (Cancellation of incorporation); or
- (g) the Association is wound up under -
  - (i) Section 88 of the Act (Voluntary winding-up); or
  - (ii) Section 90 of the Act (Winding-up by the court).

## **10 Membership - resigning**

- (1) A member may resign their membership of the Association by giving written notice to the committee.
- (2) The resignation takes effect -
  - (a) on the day the committee receives the notice; or
  - (b) if a later day is stated in the notice - on that day.
- (3) Despite section 11(2), a member who resigns their membership remains liable for any annual subscription the member owes the Association when the resignation takes effect.
- (4) The committee must remove information about the member from the register of members as soon as practicable after the member's resignation takes effect.

## **11 Membership - rights and liabilities not transferable**

- (1) A member's rights and liabilities -
  - (a) are not transferable; and
  - (b) end when the member's membership ends.

## **12 Dispute Resolution - Application**

- (1) Sections 13-35 set out the dispute resolution procedure for dealing with a dispute under the Act or the Association's rules between -
  - (a) a member and another member; or
  - (b) a member and the committee.

## **13 Dispute Resolution - meaning of *party* to a dispute**

- (1) *party*, to a dispute, means –
  - (a) if the dispute is between members - the members; or

(b) if the dispute is between a member and the committee - the member and the committee.

## **14 Resolving dispute by agreement**

(1) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.

(2) A party to the dispute may ask the committee to help the parties resolve the dispute by agreement if -

(a) the committee is not a party to the dispute; and

(b) the parties are unable to resolve the dispute between themselves.

## **15 Dispute resolution procedure - starting the procedure**

(1) If the parties to a dispute do not resolve the dispute by agreement under Section 14, any party to the dispute may start the dispute resolution procedure by giving written notice to the committee.

(2) The notice must -

(a) include the names and contact details of the parties to the dispute; and

(b) give a brief summary of the matters in dispute (a *dispute summary*) including the relevant provisions of the Act and the Association's rules (if known); and

(c) briefly state the steps the parties have taken to resolve the dispute.

## **16 Dispute resolution procedure - appointing decision-maker**

(1) As soon as practicable after receiving a notice under Section 15, the committee must appoint a decision-maker to decide the outcome of the dispute.

The committee must ensure that the decision-maker -

(a) is unbiased; and

(b) has, or can quickly acquire, knowledge of the following:

(i) the Act;

(ii) the Association's Rules;

(iii) the Association's Objects;

(iv) the management and operation of the Association; and

(c) does not have a conflict of interest.

(2) The committee must give the decision-maker a copy of the notice provided under Section 15.

## **17 Dispute resolution procedure - notice to parties about decision-maker**

(1) As soon as practicable after a decision-maker is appointed under section 16, the Secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.

(2) However, if the committee is a party to the dispute, the Secretary is not required to give the committee notice under subsection (1).

(3) The notice must include -

(a) a copy of the dispute summary for the dispute; and

(b) the name and contact details of the decision-maker; and

(c) information about the dispute resolution procedure.

## **18 Dispute resolution procedure - opportunity to be heard**

(1) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.

(2) The invitation must state -

(a) if the decision-maker invites the parties to make a written submission - a period of not less than 14 days in which a party may make a written submission (the submission period); and

(b) if the decision-maker invites the parties to make oral submissions - the day and time (within the submission period) when the party may make the oral submission.

(3) The decision-maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

## **19 Dispute resolution procedure - outcome**

(1) As soon as practicable after the submission period has ended, the decision-maker must -

(a) consider any submissions made during the submission period; and

(b) decide the outcome of the dispute (the *dispute decision*); and

(c) give the parties to the dispute a written notice that states -

(i) the dispute decision; and

(ii) the reasons for the dispute decision; and

(d) if the committee is not a party to the dispute - give the committee a copy of the notice mentioned in Section 19(1)(c).

## 20 Dispute resolution procedure - ending dispute by agreement

(1) The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.

(2) If the parties agree to end the dispute, they must give written notice to the following people:

- (a) if the committee is not a party to the dispute - the committee;
- (b) if a decision-maker has been appointed for the dispute - the decision-maker.

(3) The notice must state -

- (a) that the parties have agreed to end the dispute; and
- (b) the reasons for the parties ending the dispute.

## 21 Disciplinary Procedure Definitions

(1) ***disciplinary action*** means action taken against a member of the Association in relation to the member's status as a member of the Association, and includes any of the following:

- (a) suspending the member's entitlement to exercise some or all of the member's rights and privileges as a member for a stated period;
- (b) suspending the member's membership for a stated period;
- (c) cancelling the member's membership and disqualifying the member from applying for membership for a stated period.

## 22 Disciplinary Procedure Application

(1) Sections 21-36 set out the disciplinary procedure the Association must use if it proposes to take disciplinary action against a member.

## 23 Disciplinary procedure - grounds for disciplinary action

(1) Each of the following is a ***ground for disciplinary action*** against a member of the Association:

- (a) the member has persistently refused or failed to comply with the Act or the Association's rules;
- (b) the member has persistently and intentionally acted in a way that is likely to be harmful to the Association.

## 24 Disciplinary procedure - proposed disciplinary action

(1) If the committee is satisfied that a ground for disciplinary action exists in relation to a member of the Association, the committee may, by resolution, propose to take disciplinary action (the ***proposed disciplinary action***) against the member in relation to the member's status as a member.

## **25 Disciplinary procedure - appointing decision-maker**

(1) If the committee passes a resolution under Section 24, the committee must appoint a decision-maker to decide whether to take the proposed disciplinary action.

The committee must ensure that the decision-maker -

- (a) is unbiased; and
- (b) has, or can quickly acquire, knowledge of the following:
  - (i) the Act;
  - (ii) the Association's rules;
  - (iii) the Association's objects;
  - (iv) the management and operation of the Association; and
- (c) does not have a conflict of interest.

(2) The committee must give the decision-maker the following information in writing:

- (a) the name and contact details of the member who is the subject of the proposed disciplinary action;
- (b) the nature of the proposed disciplinary action;
- (c) the grounds for the proposed disciplinary action.

## **26 Disciplinary procedure - notice to member about proposed disciplinary action**

(1) As soon as practicable after appointing a decision-maker under Section 25, the committee must give the member written notice telling the member that the disciplinary procedure has started.

(2) The notice must include -

- (a) information about the proposed disciplinary action; and
- (b) the grounds for the proposed disciplinary action; and
- (c) the name and contact details of the decision-maker; and
- (d) information about the disciplinary procedure.

## **27 Disciplinary procedure - opportunity to be heard**

(1) Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the member to make a written or oral submission (or both) about -

- (a) the proposed disciplinary action; and



(b) the grounds for the proposed disciplinary action.

(2) The invitation must state -

(a) if the decision-maker invites the member to make a written submission - a period of not less than 7 days in which the member may make a written submission (the *submission period*); and

(b) if the decision-maker invites the member to make oral submissions - the day and time (within the submission period) on which on the member may make the oral submission.

## **28 Disciplinary procedure - outcome**

(1) As soon as practicable after the submission period has ended, the decision-maker must -

(a) consider any submissions made during the submission period; and

(b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member (the *disciplinary action decision*); and

(c) give the member and the committee written notice stating-

(i) the disciplinary action decision; and

(ii) the reasons for the disciplinary action decision; and

(iii) if the decision-maker decides to take disciplinary action - the day the disciplinary action takes effect.

(2) If the decision-maker decides to take disciplinary action against a member, the committee must -

(a) if the member's membership is cancelled - remove information about the member from the register of members; or

(b) in any other case - record the details of the disciplinary action in the register of members.

(3) If the decision-maker decides to suspend the member's membership for a stated period, the person is taken to not be a member of the Association during the period of suspension.

## **29 Disciplinary procedure - stopping**

(1) The committee may, by resolution, decide to stop a disciplinary procedure against a member at any time before the decision-maker makes a disciplinary action decision.

(2) If the committee decides to stop the disciplinary procedure, the committee must give written notice to -

(a) the member; and

(b) the decision-maker.

(3) The notice must state -

- (a) that the committee has decided to stop the disciplinary procedure for proposed disciplinary action against a member; and
- (b) the reasons for the committee's decision to stop the disciplinary procedure.

### **30 Disciplinary procedure - no further action by committee**

(1) If a decision-maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct set out in the written notice given to the member under Section 26.

### **31 Disciplinary Procedure - setting aside decision-maker's decision**

(1) A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association.

### **32 Appealing decisions - party to an appeal**

(1) party to an appeal means -

- (a) if the appeal is against a dispute decision - the parties to the dispute; and
- (b) if the appeal is against a disciplinary action decision -
  - (i) the member subject to the disciplinary procedure; and
  - (ii) the committee.

### **33 Who may appeal**

(1) A party to a dispute may appeal the dispute decision.

(2) A member who is the subject of a disciplinary action decision may appeal the decision.

(3) The committee may also appeal a disciplinary action decision.

### **34 Appeal notices**

(1) A person appealing a decision must, within 7 business days after being given the notice of the decision, give the Secretary written notice of the appeal (an *appeal notice*) that states the grounds for the appeal.

### **35 Withdrawing an appeal**

(1) A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the Secretary.

### **36 General Meeting to decide appeal**

(1) As soon as practicable after the Secretary receives an appeal notice -

- (a) the Secretary must give the parties to the appeal, a copy of the appeal notice; and
  - (b) the committee must call a General Meeting to consider a special resolution about the appeal.
- (2) The chair of the General Meeting must ensure that -
- (a) the special resolution is the only item of business at the General Meeting called under subsection (1) (b); and
  - (b) the parties to the appeal are given the opportunity to be heard about the special resolution; and
  - (c) the members vote on the special resolution by a secret ballot.

### **37 Committee - members**

- (1) The committee must include the following office-bearers for the Association:
- (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) the Vice-President.
- (2) The committee must also include 15 other members.
- (3) An office-bearer must not hold more than 1 position on the committee at the same time.

### **38 Committee - functions**

- (1) The committee may exercise the Association's functions under the Act and the Association's rules, other than conducting the Association's business mentioned in -
- (a) Section 61 (Annual General Meetings - notice and business); and
  - (b) Section 62 (Other General Meetings - notice and business).

### **39 Committee - delegating functions to subcommittees**

- (1) The committee may delegate a function of the committee under the Association's rules to 1 or more subcommittees.
- (2) However, the committee must not delegate a function given to the committee -
- (a) under the Act or another territory law; or
  - (b) by resolution of the members at a General Meeting or Annual General Meeting.
- (3) If the committee delegates a function to a subcommittee, the subcommittee may, subject to any limitation or condition in the delegation -
- (a) meet on the dates and at the times and places agreed by the subcommittee; and

(b) decide its own procedures.

#### **40 Committee - functions of President**

The functions of the President include -

(1) chairing Committee Meetings and General Meetings (including Annual General Meetings); and

(2) exercising any other function given to the President

(a) under the Act or the Association's Rules; or

(b) by the committee or the members to achieve the Association's Objects.

#### **41 Committee - functions of Vice-President**

The functions of the Vice President (if any) include -

(1) exercising the functions of the President if the President is unavailable to exercise those functions for any reason; and

(2) exercising any other function given to the Vice President -

(a) under the Act or the Association's Rules; or

(b) by the committee or the members to achieve the Association's Objects.

#### **42 Committee - functions of Secretary**

The functions of the Secretary include -

(1) keeping minutes of committee meetings and General Meetings (including Annual General Meetings); and

(2) exercising any other function given to the Secretary -

(a) under the Act or the Association's Rules; or

(b) by the committee or the members to achieve the Association's Objects.

(3) The Secretary must lodge the notice mentioned in Section 62 (1) of the Act (Notice of changes in committee).

#### **43 Committee - functions of Treasurer**

The functions of the Treasurer include -

(1) keeping the accounting records mentioned in Section 71 of the Act (Accounting records); and

(2) preparing the statement of accounts mentioned in Section 72 of the Act (annual statement of accounts); and

(3) presenting the documents mentioned in Section 73 of the Act (presentation of statement to members) at the Annual General Meeting; and

(4) lodging with the registrar-general the documents mentioned in Section 79 of the Act (annual returns); and

(5) exercising any other function given to the Treasurer -

(a) under the Act or the Association's rules; or

(b) by the committee or the members to achieve the Association's Objects.

#### **44 Committee - membership**

A member of the Association becomes a committee member if the member

(1) is elected to the committee at an Annual General Meeting under Section 46; or

(2) is appointed by the committee to fill a casual vacancy on the committee under section 49.

#### **45 Committee - nominating members for election**

(1) The Secretary must, at least 21 days before an Annual General Meeting, give written notice to the members of the Association calling for nominations of members for election to the committee.

(2) A nomination of a member must -

(a) be in writing; and

(b) be signed by 2 other financial members; and

(c) include the written consent of the nominated financial member; and

(d) be given to the Secretary at least 7 days before the Annual General Meeting.

#### **46 Committee - electing members**

(1) If 4 office-bearers and 15 other members are nominated for the committee, those 4 office-bearers and 15 other members are taken to be elected to the committee at the Annual General Meeting.

(2) If fewer than 4 office-bearers and 15 other members are nominated for the committee -

(a) the nominated members are taken to be elected to the committee; and

(b) the chair must call for further nominations to fill the minimum number of remaining positions.

(3) If the chair calls for further nominations under subsection (2) (b) -

(a) if there are more nominations than remaining positions - the members at the meeting must vote to decide who is to be elected to the committee; or

- (b) if there are the same number of nominations as remaining positions - the nominated members are taken to be elected to the committee; or
- (c) if there are fewer nominations than remaining positions -
  - (i) the nominated members are taken to be elected to the committee; and
  - (ii) the unfilled positions are considered as casual vacancies.

## **47 Committee - term of office**

- (1) The term of office of a committee member begins -
  - (a) for an elected committee member - at the end of the Annual General Meeting at which the member is elected; or
  - (b) for a committee member appointed to fill a casual vacancy under Section 49 - on the day the appointment commences.
- (2) The term of office of a committee member ends on the earliest of the following:
  - (a) the end of the Annual General Meeting held after the committee member's term of office begins; or
  - (b) if the person resigns from office - the day the resignation takes effect; or
  - (c) if the person's membership of the Association ends - the day the membership ends; or
  - (d) if the person is disqualified from holding committee membership under
    - (i) the Section 63 of the Act (Disqualification from office - convictions or bankruptcy) - the day the disqualification takes effect; or
    - (ii) Section 63A of the Act (Disqualification from office - noncompliance with Act) - the day the disqualification takes effect; or
    - (iii) Section 63B of the Act (Disqualification from office - disqualified under other legislation) - the day the disqualification takes effect; or
  - (e) if the person is removed from office under Section 48 - the day the removal takes effect.

## **48 Committee - removal of member from office**

- (1) The Association may, by resolution, remove a committee member from the committee before the end of their term of office if the member -
  - (a) does not exercise their functions or discharge their duties under Section 66A of the Act (Duty of care and diligence); or
  - (b) does not exercise their functions or discharge their duties under Section 66B of the Act (Duty of good faith and proper purpose); or
  - (c) contravenes -
    - (i) Section 66C of the Act (Use of position); or

(ii) Section 66D of the Act (Use of information); or

(d) fails to attend 2 consecutive committee meetings and does not have the agreement of the committee to be absent from one or both of the meetings; or

(e) does not exercise the functions of their office for a period of 3 months.

## **49 Committee - filling casual vacancies**

(1) The committee may appoint a member to fill a position on the committee that -

(a) becomes vacant because a person's committee membership ends under Section 47 (2)(b); or

(b) was not filled at the last Annual General Meeting.

(2) If there is a vacancy on the committee during a term of the committee, the committee may appoint a member to the committee for the remainder of the term of the committee.

(3) However, the committee must not appoint a member under subsection (2) if the member has been the subject of disciplinary action under Sections 21-31 in the previous 2 years.

## **50 Committee meetings**

(1) The committee must meet (a *Committee Meeting*) at least 3 times each year.

(2) Committee Meetings must be held on the dates and at the times and places decided by the committee.

(3) The committee may, by resolution, decide to hold a Committee Meeting using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.

(4) A person who takes part in a meeting conducted under subsection (3) is taken, for all purposes, to be present at the meeting.

## **51 Committee meetings - notice and business**

(1) The Secretary must give each committee member notice of a Committee Meeting (a *Committee Meeting Notice*) at least -

(a) 48 hours before the meeting; or

(b) if the committee unanimously agrees on another period - that period before the meeting.

(2) The Committee Meeting Notice must state -

(a) the date, time and place of the meeting; and

(b) the general nature of the business to be conducted at the meeting.

(3) The committee may only conduct business at a Committee Meeting that

- (a) is mentioned in the Committee Meeting Notice; or
- (b) the committee members at the meeting unanimously agree is urgent and appropriate to be conducted at the meeting.

## **52 Committee meetings - authorising proxy**

(1) A committee member (the *authorising member*) may authorise another committee member (the *proxy*) to vote on their behalf at a Committee Meeting.

(2) The authorisation must -

- (a) be in writing; and
- (b) include the name and contact details of the authorising member and the proxy; and
- (c) be signed by the authorising member and the proxy; and
- (d) include anything else required by the committee; and
- (e) be in a form decided by the committee.

(3) The authorisation may include instructions about how the proxy is to vote on the authorising member's behalf.

(4) If the authorisation does not include instructions, the proxy may vote on the authorising member's behalf in any way the proxy considers appropriate.

(5) The authorising member must give the authorisation to the Secretary not later than 24 hours before the Committee Meeting.

(6) The committee may accept the authorisation only if the proxy is not also authorised as proxy for 2 or more other members voting at the Committee Meeting.

(7) If the committee does not accept the authorisation, the committee must, as soon as practicable before the meeting, give the authorising member written notice that the authorisation has not been accepted.

(8) To remove any doubt, an authorising member is not taken to be present at a Committee Meeting only because they have authorised a proxy to vote on their behalf at the meeting.

## **53 Committee meetings - chair**

(1) A Committee Meeting must be chaired by -

- (a) the President; or
- (b) if the President is absent - the Vice President; or
- (c) if the President and the Vice President are absent - a committee member elected to chair the meeting by the committee members at the meeting.



## **54 Committee meetings - quorum**

- (1) The committee may conduct business at a Committee Meeting only if there is a quorum of 3 committee members.
- (2) If there is not a quorum at the time stated in the Committee Meeting Notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If there is not a quorum after the 30-minute postponement, the meeting is ended.

## **55 Committee meetings - voting**

- (1) Each committee member has 1 vote on each question arising at the meeting; and may vote personally or by proxy.
- (2) A motion is carried if a majority of the committee members at the committee meeting vote in favour of the motion.
- (3) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (4) A vote on a question at a committee meeting may be by a show of hands of committee members at the meeting.
- (5) However, a vote on a question at a committee meeting must be by ballot conducted at the meeting if -
  - (a) the chair decides the vote is to be by ballot; or
  - (b) at least 1/4 of the committee members request the vote be by ballot.
- (6) If a ballot is required, the chair must decide how the ballot is to be conducted.

## **56 Committee meetings - minutes**

- (1) The committee must ensure that minutes are taken and kept for each Committee Meeting.
- (2) The following must be recorded in the minutes:
  - (a) the names of the committee members at the meeting;
  - (b) a description of the business conducted at the meeting;
  - (c) if a committee member makes a disclosure of a material personal interest as required by Section 65(1) of the Act, the disclosure shall be -
    - (i) the nature and extent of the interest; and
    - (ii) the relation of the interest to the Association's activities;
  - (d) any motion on which a vote is taken at the meeting and the outcome of the vote.
- (3) The chair must review the minutes and sign them if they are correct.

## **57 Committee meetings - records**

- (1) The committee must keep the following records for each Committee Meeting:
  - (a) committee meeting notices;
  - (b) minutes of committee meetings;
  - (c) copies of documents considered at Committee Meetings.

## **58 General Meetings - called by committee**

- (1) The committee may call a General Meeting whenever it considers appropriate.
- (2) The committee must give each member written notice of a General Meeting at least 14 days notice before the meeting.

## **59 General Meetings - called at request of members**

- (1) The committee must call a General Meeting (other than an Annual General Meeting) if -
  - (a) at least 5% of the members of the Association ask for a meeting to be called (the *requesting members*); and
  - (b) the request -
    - (i) is made in writing; and
    - (ii) is given to the Secretary; and
    - (iii) states the purpose of the meeting; and
    - (iv) is signed by the requesting members.
- (2) If the committee does not call a General Meeting within 1 month after the date of the request, a requesting member may call a General Meeting to be held not more than 3 months after the date of the request.
- (3) If a General Meeting is called under subsection (2), the requesting members must give the General Meeting notice required under Section 61 (1).
- (4) The committee must reimburse any reasonable expenses incurred by the requesting members in calling a General Meeting under subsection (2).

## **60 General Meetings - virtual attendance**

- (1) If a General Meeting is called, the committee may, by resolution, decide to hold a meeting using a method of communication, or a combination of methods of communication, that allows a person taking part to hear or otherwise know what each other person taking part says without the people being in each other's presence.
- (2) A person who takes part in a General Meeting conducted under subsection (1) is taken, for all purposes, to be present at the meeting.

## **61 Annual General Meetings - notice and business**

(1) The committee must give each member written notice of an Annual General Meeting at least 14 days before the meeting.

(2) The notice must -

- (a) state the date, time and place of the Annual General Meeting; and
- (b) include the agenda for the Annual General Meeting; and
- (c) attach minutes of the previous Annual General Meeting; and
- (d) provide information and documents directly relevant to any matters to be decided, dealt with or done at the Annual General Meeting.

(3) The following must be done at an Annual General Meeting:

- (a) the minutes of the previous Annual General Meeting must be confirmed;
- (b) the committee must be elected under Section 46;
- (c) the documents mentioned in Section 73 (1) of the Act must be presented;
- (d) the documents the Association is required to lodge with the Registrar-General under Section 79 (1) of the Act must be dealt with.

## **62 Other General Meetings - notice and business**

(1) The committee, or the requesting members for a meeting called under Section 59 (2), must give each member written notice of a General Meeting (a General Meeting notice) -

- (a) at least 14 days before the meeting; or
- (b) if a special resolution is to be considered at the meeting - at least 21 days before the meeting.

(2) A General Meeting notice must provide information and documents directly relevant to any matters to be decided at the meeting.

(3) A member may give the Secretary written notice about any business the member would like included in the agenda for a General Meeting.

(4) If a member gives the Secretary written notice under subsection (3), the Secretary must include the business in the agenda for the next General Meeting.

(5) The chair of a General Meeting must ensure that the only business conducted at the meeting is -

- (a) the business stated in the General Meeting notice for the meeting; and
- (b) decisions about the procedure of the meeting.

## **63 General Meetings - authorising proxy**

- (1) A member of the Association (the *authorising member*) may authorise another member (the *proxy*) to vote on their behalf at a General Meeting.

The authorisation must -

- (a) be in writing; and
  - (b) include the name and contact details of the authorising member and the proxy; and
  - (c) be signed by the authorising member and the proxy; and
  - (d) include anything else required by the committee; and
  - (e) be in a form decided by the committee.
- (2) The authorisation may include instructions about how the proxy is to vote on the authorising member's behalf.
  - (3) If the authorisation does not include instructions, the proxy may vote on the authorising member's behalf in any way the proxy considers appropriate.
  - (4) The authorising member must give the authorisation to the Secretary not later than 24 hours before the General Meeting.
  - (5) The committee may accept the authorisation only if the proxy is not also authorised as proxy for 5 or more other members voting at the General Meeting.
  - (6) If the committee does not accept the authorisation, the committee must, as soon as practicable before the meeting, give the authorising member written notice that the authorisation has not been accepted.
  - (7) To remove any doubt, an authorising member is not taken to be present at a General Meeting only because they have authorised a proxy to vote on their behalf at the meeting.

## **64 General Meetings - chair**

- (1) General Meeting must be chaired by -
  - (a) the President; or
  - (b) if the President is absent - the Vice President; or
  - (c) if the President and the Vice President are absent - a member elected to chair the meeting by members at the meeting.

## **65 General Meetings - quorum**

- (1) The members of the Association may conduct business at a General Meeting only if there is a quorum of members present.

- (2) If a quorum of 5 members is not present at the time stated in the general meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If a quorum of 5 members is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting to the same day, place and time in the following week.

## **66 General Meetings - voting**

- (1) Family Memberships, Family Pensioner Memberships, and Affiliated Clubs and Societies Memberships of the Association at a General Meeting or Annual General Meeting
- (a) have 1 vote each on questions arising at the meeting; and
  - (b) may vote personally or by proxy.
- (2) Each Single, Single Pensioner, Honorary, or Honorary Life Member of the Association at a General Meeting or Annual General Meeting
- (a) has 1 vote on each question arising at the meeting ; and
  - (b) may vote personally or by proxy.
- (3) A motion is carried (except in the case of a special resolution) if a majority of the members at the meeting vote in favour of the motion. However, if the votes on a question are equal, the chair has a second or deciding vote.
- (4) However, a vote on a question at a General Meeting or Annual General Meeting must be by ballot conducted at the meeting if -
- (a) the chair decides the vote is to be by ballot; or
  - (b) at least 3 members request the vote be by ballot.

## **67 General Meetings - minutes**

- (1) The Secretary, or another person authorised by the committee, must take and keep minutes of each General Meeting.
- (2) The following must be recorded in the minutes:
- (a) the names of the members present at the meeting;
  - (b) any authorisation of a proxy given to the Secretary;
  - (c) a description of the business conducted at the meeting;
  - (d) if a vote is taken at the meeting -
    - (i) the motion on which the vote is taken; and
    - (ii) the outcome of the vote; and
    - (iii) the number of votes by proxy.

- (3) The chair must review the minutes and sign them if they are correct.
- (4) The outcome of a vote on a matter at a General Meeting is taken to be the resolution of the General Meeting of the members on the matter.

## **68 General Meetings - adjournment**

- (1) The chair of a General Meeting may, at any time, adjourn the meeting if
  - (a) there is a quorum; and
  - (b) the majority of members vote to adjourn the meeting.
- (2) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

## **69 Funds - source**

- (1) The Association's funds may only be made up of -
  - (a) membership fees for the Association given under Section 8(1); and
  - (b) donations; and
  - (c) any other source that the committee decides, subject to -
    - (i) Section 114 of the Act (Investment with associations); and
    - (ii) a resolution passed by the Association at a General Meeting or Annual General Meeting.
- (2) The committee must -
  - (a) ensure that all money received by the Association is deposited into the Association's account with a deposit-taking institution as soon as practicable after the money is received; and
  - (b) issue receipts when money is received by the Association, by other than direct bank deposit or transfer.

## **70 Funds - use and management**

- (1) The Association must -
  - (a) open and maintain an account with an authorised deposit-taking institution; and
  - (b) pay all money received by the Association into the account; and
  - (c) pay all amount spent by the Association out of the account.
- (2) The Association's funds may only be used
  - (a) for the Association's Objects; and
  - (b) either -

- (i) in the way the committee decides; or
- (ii) if a General Meeting passes a resolution about the way the funds are to be used - in accordance with the resolution.

(3) The committee may make payments on the Association's behalf.

(4) The committee may delegate its functions under subsection (3) to

(a) a committee member; or

(b) anyone employed or engaged by the Association.

## **71 Records and other documents**

(1) The Secretary must keep all the Association's records and other documents, other than accounting records, in their custody or under their control.

(2) The Treasurer must keep the Association's accounting records in their custody or under their control.

(3) The Secretary must ensure that all the Association's records and other documents (other than the register of members) are available for inspection by a member free of charge at a reasonable place, at a reasonable time.

## **72 Common Seal**

(1) If the Association has a Common Seal, the Secretary must keep the Common Seal in their custody.

(2) The Common Seal may only be attached to a document if its attachment is -

(a) authorised by the committee; and

(b) witnessed by 2 committee members.

## **73 Property of defunct association**

(1) The Association may pass a special resolution nominating another association, or a fund, authority or institution, in which surplus property of the Association will vest if the Association is dissolved or wound up.

## **74 Creation of Rules, Regulations, By-Laws, or Standards**

(1) The Association may formulate Rules, Regulations, By-Laws, or Standards, and generally deal with like matters in the interests of dahlia culture.

## **75 Member Appointments**

(1) Members may be appointed by the Committee to perform specific duties under the guidance of the Committee, so long as they do not contravene the Rules, Regulations, By-laws or Standards set down by the Association.

## **76 Creation of Regional or Sub-groups**

(1) The Association may agree to the creation of regional or zone sub-groups, the member constituents of which are members of the Association, to foster the Objects of the Association at a local level, and establish rules or guidance for their operation. These groups will have the right to form their own executive committees and manage their own affairs so long as they do not contravene the Rules, Regulations, By-laws or Standards set down by the Association.



**Form 1 Nomination for Committee** (see Sec 45)

**THE DAHLIA SOCIETY OF NSW & ACT INC.**

Nominations are called for Committee Members for the Year 20..... – 20..... to be elected at the Annual General Meeting on .....20.....

Nominations should be forwarded no later than .....20..... to:  
*(date to be not less than seven days before the Annual General Meeting)*

**The Secretary**

.....  
*(address)*  
.....

**We** ..... **and** .....  
*(a financial member)* ..... *(a financial member)*

nominate .....  
*(a financial member)*

for the position of President / Vice President / Treasurer / Secretary / Committee Member  
*(Circle position)*

for the Committee of the Dahlia Society of NSW & ACT Inc. for 20..... – 20.....

**Signed** ..... **Date** .....

**Signed** ..... **Date** .....

I accept the above nomination, being a financial member of the Dahlia Society of NSW & ACT Inc. for the year 20..... - 20.....

**Signed** ..... **Date** .....

**IT IS PERMISSIBLE TO MAKE PHOTOCOPIES OR WRITTEN COPIES OF THE ABOVE FORM IF YOU WISH TO MAKE MORE THAN ONE NOMINATION TO THE COMMITTEE.**

**Form 2 Proxy for meeting** (see Ss 52 and 63)

**THE DAHLIA SOCIETY OF NSW & ACT INC.**

I, .....

*name of authorising financial member*

of .....

*address of authorising financial member*

a member of The Dahlia Society of NSW & ACT Inc.

authorise.....

*name of proxy – financial member*

of .....

*address of proxy – financial member*

a member of the Dahlia Society of NSW & ACT Inc., to vote on my behalf at the

.....

*type of meeting*

held on..... and at any adjournment of that meeting.

*date of meeting*

.....

*signature of authorising financial member*

*date*

My proxy is authorised to vote for/against the resolution .....

.....

*insert details of resolution if applicable*

## Dictionary

*Act* means the *Associations Incorporation Act 1991*.

*appeal notice* - see Section 34 (1).

*applicant* – Individual, family or club applying for membership of the Association.

*Association* - see Section 1.

*authorising member for proxy* -

(a) for a Committee Meeting - see Section 52(1); and

(b) for a General Meeting - see Section 63(1).

*Committee Meeting* - see Section 50(1).

*Committee Meeting Notice* - see Section 51.

*contact details*, include the applicant's name, address, email address if applicable, and telephone number.

*decision-maker* means -

(a) for a dispute resolution procedure - the person appointed under Section 16; and

(b) for a disciplinary procedure - the person appointed under Section 25.

*disciplinary action*, see Sections 21-31 (Disciplinary procedure)

*disciplinary action decision* - see Section 28.

*dispute decision* - see Section 19 (1) (b).

*dispute summary* - see Section 15(2)(b).

*due date*, for payment of a membership fee - see Section 8(2) & (3).

*financial year* means the year ending on 30 June.

*General Meeting Notice* - see Section 58(2).

*grounds for disciplinary action*, see Section 23

*membership fee* - see section 8(1).

*party*, to a dispute, - see Section 13

*party*, to an appeal, - see Section 32

*proposed disciplinary action* - see Section 24.

*proxy* -

(a) for a Committee Meeting - see Section 52(1); and

(b) for a General Meeting - see Section 63(1).

*requesting members*, for a General Meeting - see Section 59 (1)

***submission period -***

- (a) for a dispute resolution procedure - see Section 18 (2) (a); and
- (b) for a disciplinary procedure - see Section 27 (2) (a).

Terms used in the Association’s Rules have the same meaning that they have in the Act.

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