

**THE CONSTITUTION
OF
THE SOUTH COAST ORCHID CLUB OF SOUTH AUSTRALIA INC.**
Associations Incorporation Act 1985

NAME

1. The name of the Association is **THE SOUTH COAST ORCHID CLUB OF SOUTH AUSTRALIA INCORPORATED** (which is hereinafter referred to as "**The Club**").

OBJECTS

2. The objects of the Club include the promotion of good fellowship and the advancement of all that pertains to orchids, and particularly their natural history, cultivation and hybridisation.

POWERS

3. The Club shall have all the powers conferred by *Section 25 of the Associations Incorporation Act 1956 (as amended)* (hereinafter called "*the Act*").

MEMBERSHIP

4. The Club shall consist of the following classes of members, namely: -
 - (a) Ordinary Members;
 - (b) Junior Members - i.e. members under the age of 18 years;
 - (c) Life Members as elected pursuant to Rule 5;
 - (d) Honorary Members as elected pursuant to Rule 6.
5. An applicant for membership of the Club shall supply in writing to either the Secretary or Treasurer of the Club his full name, address (and age if under 18 years) and the appropriate membership fee. All such applications shall be referred to the Committee at the earliest opportunity, and shall be accepted or rejected (without the necessity of any reasons being given) by majority vote of Committee. Any person whose membership application is rejected shall have the right of appeal to a general meeting of the Club, provided that such person can produce to the Secretary of the Club the written support of not less than thirty members of the Club. Upon receipt of such written support and a written request by such a rejected applicant to have his 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 may not re-apply until the laps of 12 calendar months from the date of his rejected application or for such other period as the Committee may determine.

LIFE MEMBERS

6. On the recommendation of the Committee a member may be elected to life membership at any Annual General Meeting and shall, upon election, be entitled to all privileges of membership without paying any further annual subscriptions or any special payments for such life membership. 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 in the discretion of the Committee.

HONORARY MEMBERS

7. The Committee may invite as Honorary Members such persons as it shall in its discretion think fit, which 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

8. Any member who has not paid his annual subscription by the Fifteenth day of 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 shall be kept by the Honorary Treasurer and shall be produced for perusal by any financial member who shall have requested it.

ADDRESSES OF MEMBERS

9. 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 members address appearing in the register of members and shall be deemed to have been received 48 hours after posting thereof.

EXPULSION

10. Any member may be expelled from the Club by resolution of Committee or a general meeting of the Club. Reasons need not be given for any such expulsion. A 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 which may either affirm or cancel any such expulsion. Expulsion shall not take effect until a written notice of expulsion shall have been posted to the member. Any member expelled by Committee may be reinstated by Committee but any member whose expulsion is affirmed or made by a general meeting may not be reinstated except by resolution of a general meeting of the Club.

OFFICERS

11. 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 an 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.
12. Nomination 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 Ordinary General Meeting in December each year. The election of Officers of the Club shall be by ballot at each Annual General Meeting.

COMMITTEE OF MANAGEMENT

13. The following provisions shall apply in regard to the Committee of Management of the Club, namely

- (a) The Committee of Management (herein called the "Committee") shall consist of the President, two Vice Presidents, Honorary Secretary, Honorary Treasurer, Immediate Past President, and seven other members.

- **(b)**Six members of Committee shall form a quorum.
- **(c)**Nomination of the seven other members of Committee shall be as in Rule 12 of this Constitution, who shall be elected to the Committee for a term of two years.
- **(d)** A retiring member of Committee shall be eligible for re-election.
- **(e)**The Immediate Past President shall become a Member of the Management Committee and entitled to full voting rights until such time as he ceases to become Immediate Past President, or until the conclusion of the next Annual General Meeting after first becoming Immediate Past President, which ever of these events be the earlier.
- **(f)**A Registrar of Judges, Editor of the Gazette, and Show Marshall shall be appointed by the Committee of Management from time to time as required. Such appointments hold Office at the discretion of the Committee of Management.
- **(g)**Should any of the seven members of Committee be appointed Officers of the club, the Committee of Management may appoint further persons to Committee to fill the vacancies so created. Any such appointments by Committee shall only hold office until the conclusion of the next Annual General Meeting.
- **(h)**Meetings of Committee shall be held at least once every two calendar months, and shall be chaired by the President, and failing him by a Vice President and failing them by a chairperson elected by the Committee.
- **(i)**The President may delegate his position as chairperson of Committee to any other Committee member.
- **(j)**The chairperson shall have a deliberative as well as a casting vote.
- **(k)**Should any member absent himself from four consecutive meeting of the Committee without leave; his seat may be declared vacant by the Committee.
- **(l)**Should any vacancy occur during the year on the Committee it shall have power to fill such vacancy.
- **(m)**Any member of Committee may hold more than one position. Any member of Committee holding more than one position on Committee shall have only one vote.
- **(n)**Honorary Members and Junior Members may not hold office on Committee.

SEALHOLDERS

- 14.** The seal of the Club shall remain in the custody of the Secretary and may be affixed to any document by any two Officers of the Club provided however that prior consent of the

Committee shall first have been obtained. Any two officers affixing the seal to any documents shall sign their names below the seal.

HONORARY SECRETARY

- 15.** The Honorary Secretary shall attend to all the correspondence of the Club, and shall have the custody of all documents of the club, except where otherwise specifically directed by Committee. He shall keep full and correct minutes of all proceedings and records of the Club, which shall be the property of the Club, and he shall carry out the directions of the Committee.

HONORARY TREASURER

- 16.** The Honorary Treasurer shall receive all monies payable to the Club, and shall upon receipt pay the same into such bank, and to the credit of the Club, as the Committee may from time to time direct, and shall also keep correct accounts for the Club. He shall make up the Annual Statements of accounts and balance sheet of the Club on a calendar year 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

- 17.** The annual statement of accounts and balance sheet of the Club shall be audited each year between the last day of December and the Annual General Meeting. The Auditor of the Club shall be appointed by members at the Annual General Meeting; should no election be made at the Annual General meeting, or should a vacancy occur, the Committee shall have the power to elect an Auditor to fill any vacancy. No retiring member or member of Committee may be appointed as the auditor of the Club.

MANAGEMENT OF CLUB

- 18.** The entire management of the Club (except as otherwise provided by this constitution) shall be deputed to the Committee. Any business raised at any general meeting of the Club may be forthwith adjourned by the Chairperson for consideration and determination by Committee excepting those matters set out in this Constitution as remaining in 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 10 or 28 of this Constitution.
- 19.** The Committee shall be THE sole authority for interpreting the Constitution and by-laws of the Club. The decision of the Committee on any request for interpretation shall be final and binding (except in so far as any general meeting of the Club may alter or vary any such decision of Committee).
- 20.** Every member shall be bound by, and submit to, the constitution and by-laws of the Club and reasonable directions of the Committee.
- 21.** 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. All by-law repeals and amendments shall have effect until set aside by Committee or any General meeting, provided that they are not in conflict with the Constitution. A copy of the by-laws shall be available to every member, as shall also all additions, alterations or amendments thereto.

POWER OF DELEGATION

22. The Committee shall have the right to delegate to any person or group of persons the whole or any 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 such appointments by Committee may likewise be determined by Committee at anytime. Any such appointments by Committee shall automatically cease at the conclusion of the Annual General Meeting in each year.

PAYMENTS

23. All payments by the Club shall be made by order of Committee and all payments in excess of \$50.00 (or such other amount as Committee may fix from time to time by resolution) shall be paid by cheque, signed by two of the three selected signatories. Methods of payment may also include advances in technology, such as computer banking and electronic funds transfers for methods of payment. Every effort shall be made to prevent any unauthorized transactions and all reasonable steps should be taken to ensure the security of all cards and their code (PIN/ Password.)

FINANCIAL YEAR AND SUBSCRIPTIONS

24. Any changes in the annual subscription for the next financial year of the Club shall be fixed by Committee in the last quarter in each calendar year. The Committee shall have the power to fix differential 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 member.
The accounts of the Club shall be calculated on the basis of a calendar year.

CLUB GENERAL MEETINGS

- 25(a) Ordinary general meetings of the Club shall be held regularly at such place and time, as the Committee shall from time to time determine.
- (b) The Annual General Meeting of the Club shall be the first meeting of the Club in each calendar year, and shall be held at such time and place, as the Committee shall determine. At least 10 day's prior notice thereof shall be given in writing to each member.
- (c) The President, or failing him, the Senior Vice President, or failing a Vice President, a member elected by the meeting shall act as Chairperson of all general meetings of the Club,
- (d) The Chairperson presiding at any general meeting of the Club shall have a deliberative as well as 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 general meetings the mode of voting shall be by show of hands, or if required by three members present and voting by actual division or by ballot, and a declaration by the Chairperson that a resolution has been carried or defeated and an entry to that effect in the minute book of the proceedings of the Club shall be sufficient evidence of that fact, without formal proof of the number or proportion of votes recorded in favour of or against any such resolution.
- (g) The Committee may call an extraordinary general meeting of the Club when any question of urgent importance shall arise, and shall be bound to do so on receiving a written

requisition signed by seven members of the Club, and specifying the subject to be discussed. At least 14 day's prior notice in writing of an extraordinary general meeting

- (h) An election shall forthwith be held to fill such vacancies at the same meeting.
- (i) To enable nominations to be accepted for any such vacancies the meeting shall adjourn for not less than 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.

ALTERATION OF CONSTITUTION

- 29.** 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 30 days prior written notice. Such notice to members (which may be given in the gazette) shall also set out full particulars of the amendment, repeal or new rule proposed. Any member desirous of proposing any such amendment, repeal or new rule, shall supply to the Honorary Secretary full details of same in writing, which must be signed by at least 10 financial members of the Club. No such amendment, repeal or new rule shall:-
- (a) Be voted on until all members present at the meeting shall have had adequate time to discuss same, and
 - (b) Be passed unless a majority of at least 60% of the members present in person or by proxy and voting have voted in favour of it.

CLUB PROPERTY

- 30.** 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 permission of Committee.

JUDGING OF PLANTS

- 31.** Judging at all shows of this Club shall be in accordance with the standards for judging as laid down from time to time by the Australian Orchid Council.

DISPOSAL OF PROPERTY

- 32.** 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 by way of profit to members or relatives of members of the Club, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officer, servant, or any member of the Club in return for any services actually rendered to the Club.

WINDING UP

- 33** The Club may be dissolved at any time upon special resolution carried at a General meeting of the Club. Upon such special resolution being carried, any property of the Club remaining after payment of all debts and legal liabilities shall be transferred to some other Club, Institution or Foundation having objects similar to the objects of this Club, and which prohibit the distribution of income and property to members. Such Club, Institution or Foundation shall be determined by the members of the Club at or before the time of dissolution.
- 34** “*special resolution*” means –
- (a) A resolution passed at a duly convened general meeting of the members of the club –
 - (i) Of which at least 21 days written notice specifying the intention to propose the resolution has been given to all members of the Club; and
 - (ii) Is passed at the meeting referred to in this paragraph by a majority of not less than three-quarters of the members of the Club as, being entitled to

do so, voting in person or, where proxies are allowed, by proxy, at that meeting.”

35 Subject to the provisions of Section 39B of the *Act* the Committee 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 (all such individual persons hereinafter called a “Club representative”) shall be indemnified and saved harmless by the Club from and against all or any claims and charges for damages or otherwise made against the Club or any club representative and any expenses and costs that may be incurred by any such Club representative as a result or in the course of any such Club representative acting for or 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 interest 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.

36 GENERAL

In this Constitution

- (a) Where the context so permits one gender includes the other; the singular includes the plural and the plural includes the singular and a person includes a body corporate
- (b) Any direct or indirect reference to any Legislation, Act of Parliament, Statute, By-law, Ordinance, Rule, or Regulation is deemed to include all amendments and revisions made to them from time to time.
- (c) A calendar year means the twelve month period commencing 1st January and ending 31st December in each year