



Constitution

of the

Townsville Orchid Society Inc.

2013

In the interpretation of these rules the masculine gender shall include the feminine gender.

1. NAME

The name of the incorporated association shall be Townsville Orchid Society Inc. (In these rules called "The Society").

2. OBJECTS

The objects for which the Society is established are:-

The promotion of good fellowship and the advancement of knowledge of all that pertains to orchids, particularly their natural history, cultivation and hybridisation, and the dissemination of such knowledge amongst members and kindred societies. Members shall also assist the Government as far as possible in preventing vandalism and the destruction of orchids in their natural habitat.

3. POWERS

The powers of the Society are:-

(a). To take over the funds and other assets and the liabilities of the unincorporated association known as the "Townsville Orchid Society";

(b). To subscribe to, become a member of and co-operate with any other association, club or organisation, whether Incorporated or not, whose objects are altogether or in part similar to those of the Society provided that the Society shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of rule 31(j);

(c). In furtherance of the objects of the Society to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Society or persons frequenting the Society's premises;

(d). To purchase, take or lease or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Society; provided that in case the Society shall take or hold any property which may be subject to any trusts, The Society shall only deal with the same in such manner as is allowed by law having regard to such trusts;

(e). To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society; to obtain from any such government or authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(f). To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Society;

(g). To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association, or promotion of the incorporated association or in the furtherance of its objects;

(h). To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

(i). To invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit;

(j). To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

(k). In furtherance of the objects of the Society to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

(l). To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed along or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

(m). To draw, make, accept, or endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

(n). In furtherance of the objects of this Society to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society;

(o). To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others;

p). To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the proviso in sub-rule (d);

(q). To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise;

(r). To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects.

(s). In furtherance of the objects of the Society to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income

and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of rule 31(j);

(t). In furtherance of the objects of the Society to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Society is authorized to amalgamate;

(u). In furtherance of the objects of the Society to transfer all or any part of the property, assets, liabilities and engagements to any one or more of the incorporated associations with which the Society is authorized to amalgamate;

(v). To make donations for patriotic, charitable or community purposes.

(w). To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;

(x). To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

4. MEMBERSHIP

(a). Every person who at the date of incorporation of the Society was a member of the unincorporated association and who on or before the day of incorporation agrees in writing to become a member of the Society shall be admitted by the Management Committee to the same class of membership of the Society as the member held in the unincorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription;

(b). Every applicant for any class of membership of the Society (other than the members of the unincorporated association referred to in sub-rule (a)) shall be proposed by one member of the Society and seconded by another member. The application for membership shall be made in writing, signed by the applicant, his proposer and seconder, and shall be in such form as the Management Committee from time to time prescribes.

5. MEMBERSHIP FEES

(a). The annual subscriptions of members shall be determined at the July General Meeting. All subscriptions shall become due and payable on the first day of September each year;

(b). No member who is in arrears with his subscription is eligible to vote at any meeting – and if he should vote, his vote shall not be counted (refer rule 25(d));

(c). Any member whose subscription is unpaid on the first day of November in any year shall cease to be a member of the Society, but the Management Committee may, for what appears to it – in its absolute discretion – to be good and sufficient reason, reinstate any person ceasing to be a member under this rule;

(d). A pensioner member shall pay half the membership fee otherwise applicable;

(e). A country member shall pay half the membership fee otherwise applicable;

(f). A junior member shall pay half of the membership fee applicable;

(g). The spouse of a Life member shall pay half the membership fee that would be applicable if that Life member was not a Life member;

(h). New members joining from the first day of April each year shall be charged pro-rata.

6. CLASSES OF MEMBERS

(a). The membership of the Society shall consist of any of the following classes of members the numbers of which shall be unlimited:-

Ordinary Members – family or single; Life Members; Country Members – family or single; Junior Members; Honorary Members; and Pensioner Members – family or single

(b). One ordinary membership shall be granted to any two (2) members of the same family residing at the same address;

(c). Life membership may be granted to any ordinary member on the recommendation of the Management Committee, such recommendation to be confirmed or denied by a vote of the General membership at the Annual General Meeting of the Society, as a mark of appreciation in return for outstanding service to the Society;

(d). Country membership shall be granted to those residing not less than 35km. from Townsville on the same basis as ordinary membership;

(e). Junior membership shall be granted to those under 18 years of age. They shall possess the same rights as ordinary members except that they shall not be eligible for election to any office, nor have any voting rights at an election of officers;

(f). Honorary membership shall be granted to such persons as the Committee shall, in its discretion, think fit to appoint. Members may submit, to the Secretary, names of persons suggested for appointment. Such members shall not be required to pay any subscription and shall not be entitled to vote at any meetings or hold any executive office in the Society;

(g). Pensioner membership shall be granted to those members who are entitled to full Commonwealth benefits.

7. ADMISSION AND REJECTION OF MEMBERS

(a). At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of an applicant;

(b). Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for;

(c). Upon the acceptance or rejection of an application for any class membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection, and the applicant will be provided with a copy of the constitution of the Society.

8. TERMINATION OF MEMBERSHIP

(a) A member may resign from the Society at any time by giving notice in writing to the Secretary and paying all monies due at the time of such notice. Any such member wishing to rejoin the Society shall, unless the Committee otherwise determines, be subject to re-election in accordance with rules 4 and 7. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice, when it shall take effect on that later date;

(b). If a member:-

(i). is convicted of an indictable offence; or

(ii). fails to comply with any provisions of these rules; or

(iii). has membership fees in arrears for a period of two months; or

(iv). conducts himself in a manner considered to be injurious or prejudicial to the character of interests of the Society;

then the Management Committee shall consider whether his membership shall be terminated;

(c). The member concerned shall be given a full and fair opportunity of presenting his case, and if the Management Committee resolves to terminate his membership it shall instruct the Secretary to advise the member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- a). A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee;
- (b). Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership, or terminated the membership subsequently, shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting;
- (c). Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- (a). The management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Society and the dates of admission;
- (b). Particulars shall also be entered into the register, of deaths, resignations, terminations and reinstatements of members and any further particulars as the Management Committee or the members, at any General Meeting, may require from time to time;
- (c). The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for any such inspection.

11. OFFICERS

- (a). The officers of the Society shall be: Patron, President, six (6) Vice-Presidents, (of whom two (2) shall be Country), Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Technical Adviser, Librarian, Auditor, Publicity Officer, Four (4) Hosts. They shall be elected at each Annual General Meeting. They shall hold office until the next Annual General Meeting, when they shall retire, but shall be eligible for re-election from year to year;
- (b). Any member who has served a term as President of the Society shall be entitled to the title of "Past President";
- (c). The Patron can be either a member of the Society or a non-member;

12. COMMITTEE OF MANAGEMENT

- (a). The general control and management of the administration of the Society, shall be led by a "Committee of Management"(in these Rules called "the Management Committee") consisting of:-
President, City Vice Presidents, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Technical Adviser, Publicity Officer, Librarian, and five (5) other members. They shall be elected at each Annual General Meeting. They shall hold office until the next Annual General Meeting, when they shall retire, but shall be eligible for re-election from year to year;
- (b). Meetings of the Management Committee shall be held at least once in each calendar month except December and shall be presided over by the President; but in his absence, by a Vice president in order of seniority. Senior Vice President shall be the Immediate Past President, should he be elected to a Vice president position, otherwise seniority of the Vice Presidents will be determined by the Management Committee.
- (c). Should any member of the Management Committee absent himself from two (2) consecutive Management Committee Meetings without reasonable excuse, his seat will be declared vacant at the next Management Committee Meeting;
- (d) The Chairman, shall, on all occasions, have a deliberative as well as a casting vote;

13. RESIGNATIONS FROM MANAGEMENT COMMITTEE

(a). Any member of the Management Committee may resign from membership of the Management Committee at any time giving notice in writing to the Secretary. The resignation shall take effect at the time the notice is received by the Secretary unless a later date is specified in the notice, when it will take effect from the later date; or such member may be removed from office at a general meeting of the Society where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

14. VACANCIES ON MANAGEMENT COMMITTEE

(a). The Management Committee shall have the power at any time to appoint any member of the Society to fill any casual vacancy on the Management Committee until the next Annual General Meeting;

(b). The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing number of members may act for the purpose of increasing the number of members of the Management Committee to that number, or of summoning a general meeting of the Society, but for no other purpose.

15. FUNCTIONS OF THE MANAGEMENT COMMITTEE

Except as otherwise provided by these rules and subject to resolution of the members of the Society carried at any general meeting, the Management Committee:-

(a). shall have the general control and management of the administration of the affairs, property and funds of the Society, and shall have authority to interpret the meaning of these rules and any matter relating to the Society on which these rules are silent.

(b). The Management Committee may exercise all powers of the Society to:

(i). borrow or raise or secure the payment of money in such manner as the members of the Society may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way and in particular to the issue of debentures, perpetual or otherwise, charged upon all or any of the Society's property, both present and future, and to purchase, redeem or pay off any such securities;

(ii). Borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on monies lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Society, and to provide and pay off any such securities; and

(iii). Invest money in such manner as the members of the Society may from time to time determine.

16. DUTIES OF OFFICE BEARERS

The President is the chief officer of the Society. The President shall facilitate the effective and efficient functioning of the Society, ensuring that the Society works towards the objectives as stated in this Constitution. The President shall allocate the four standing sub-committees of the Society to the Vice Presidents and shall chair all general meetings and Management Committee meetings when present.

The Four Vice Presidents of the Society will each be allocated a sub-committee to chair. The sub-committees and duties are:

(i). **The Show Sub-Committee**: The Vice President shall facilitate all that pertains to shows and displays including the sale of plants and judging;

(ii). **The Property, Finance and Investment Sub-Committee**: The Vice-President shall facilitate all that pertains to the property, finance and investments of the Society;

(iii). **The Hospitality and Catering Sub-Committee**: The Vice-President shall facilitate all social functions of the Society;

(iv). **The Editorial Support Sub-Committee:** The Vice-President shall facilitate the production and delivery of the Society bulletin at a frequency required by rule 35 of this constitution.

The Vice Presidents will report at each Management Committee meeting of the activities of their Sub-Committee.

The Country Vice Presidents shall foster the objectives of the Society within the locality where the Vice President resides.

The Secretary shall conduct the correspondence of the Society. All correspondence appertaining to the Society shall be placed in his hands. He shall have the control of all documents and property of the Society. He shall keep full and accurate minutes of all proceedings of the Society, and carry out the directions of the committee.

The Assistant Secretary shall assist the Secretary in the carrying out of his duties.

The Treasurer shall receive all monies payable to the Society and shall pay the same into such bank account for credit of the Society, as the Committee shall from time to time direct. He shall also keep correct accounts and books, showing the financial affairs of the Society; he shall, at each monthly meeting, produce a financial statement and shall make up the annual statement of accounts and balance sheet of the Society to the thirty-first of August in each year, which shall, after audit, be circulated to all members at least seven (7) days prior to the Annual General Meeting. He shall make all payments, by order of the committee, by cheques signed by President; Secretary, or Treasurer, (any two (2) of the above officers to sign or (b) by electronic payment after authorization by President; Secretary, or Treasurer, (any two (2) of the above officers to sign.

The Assistant Treasurer shall assist the Treasurer in carrying out his duties.

The Hosts shall be responsible for welcoming and introducing new members and visitors.

The Publicity Officer shall be responsible for the publicising of the Society's activities.

The Technical Adviser shall be responsible for conducting plant commentaries at general meetings and also be available to give technical advice when and wherever called upon to do so.

Librarian: The Librarian shall operate and maintain the Society's library.

17. ELECTION OF OFFICERS

(a). Any two financial members of the Society shall be at liberty to nominate any other financial member to serve as an officer or other member of the Management Committee;

(b). The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Returning Officer at least fourteen days before the Annual General Meeting. The nomination must be in a sealed envelope marked "Nominations." It may be placed in a second envelope and posted to the Returning Officer at the Society's postal address.

(c). In the presence of the Scrutineers, the Returning Officer shall open the nominations.

(d). A list of candidates names, for each position, with the proposers' and seconds' names shall be posted in a conspicuous position in the office or usual place of meeting of the Society for at least seven days immediately preceding the Annual General Meeting;

(e). A Returning Officer and two (2) Scrutineers shall be elected by show of hands after nominations for the positions have been called from the Annual General Meeting. They shall hold office until the next Annual General Meeting, when they shall retire, but shall be eligible for re-election from year to year;

(f). At the Annual General Meeting, the Returning Officer shall conduct the election of all officers and other members of the Management Committee in accordance with this Constitution. The Scrutineers shall assist the Returning Officer to perform all of his duties;

(g) After the Auditor's Report, the Returning Officer shall take the chair until the election of officers and other members of the Management Committee has been completed, at which time the incoming President shall take the chair;

(h). Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(i) At the commencement of such meeting, should there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting;

(j). The Returning Officer shall conduct the election of all officers and shall determine the person elected to the office by a simple majority of the votes cast. The count of votes shall be checked by the Scrutineers. In the event of an even number of votes being cast for two or more candidates for any one office, the Returning Officer shall determine the result of the ballot by lot.

18. MEETINGS OF MANAGEMENT COMMITTEE

(a). The Management Committee shall meet at least once every calendar month except December to exercise its functions.

(b). A Special Meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reason for the Special Meeting.

(c). Not less than fourteen days notice shall be given by the Secretary to members of the Management Committee of any Special Meeting. Such notice shall clearly state the nature of the business to be discussed thereat.

(d). At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.

(e). Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the chairman shall have a casting vote.

(f). A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Society in which he is interested, or any matter arising there-from.

(g). The President shall preside as chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be chairman; or if the Vice-President is not present at the meeting then the members may choose one of their number to be chairman of the meeting.

(h). If within half an hour from the time appointed for the commencement of a Management Committee meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

19. SUB-COMMITTEES

(a). The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Society as the Management Committee thinks fit. Any sub-committees so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Management Committee.

(b). A sub-committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

(c). A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of equality of votes, the chairman shall have a casting vote.

(d). A sub-committee so appointed shall report back to the Management Committee at regular intervals.

(e). No sub-committee formed for any purpose whatsoever may commit the Society to any expenditure without the approval of the Management Committee with the exception of a sub-committee appointed to organise a major

international or national orchid conference. Such sub-committee may control disbursement of finance which it has raised but any expenditure to be provided by the Society from general funds may not be committed without the approval of the Management Committee.

20. DISCLAIMER

(a). All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the member of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

(b). A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee, shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

21. FIRST GENERAL MEETING/ANNUAL GENERAL MEETING

(a). The First General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Society and at such place as the Management Committee may determine.

(b). The Annual General Meeting of the Society shall be held each year on the fourth (4th) Friday in October, at such time and place as the Management Committee shall decide.

(c). The business to be transacted at every Annual General Meeting shall be:

(i). the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Society for the preceding financial year;

(ii). The receiving of the Auditor's report upon the books and accounts for the preceding financial year;

(iii). The election of members of the Management Committee and other officers of the Society; (iv).

the appointment of an Auditor.

(v). the appointment of a Returning Officer and two (2) Scrutineers.

22. SPECIAL GENERAL MEETINGS

The Secretary shall convene a Special General Meeting:

(a). when directed to do so by the Management Committee; or

(b). on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Society which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reason why such Special General Meeting is being convened and the nature of the business to be transacted thereat, or

(c). On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

23. QUORUMS AT MEETINGS

(a). At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.

(b). No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or representing a corporation which is a member.

(c). If within half an hour from the time appointed for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Society shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

(d). The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(e). Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. NOTIFICATION OF GENERAL MEETINGS

(a). The Secretary shall convene all general meetings of the Society by giving not less than fourteen (14) days notice of any such meeting to the members of the Society.

(b). The manner by which such notice shall be given shall be determined by the Management Committee; provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his/her membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the business to be discussed thereat.

25. GENERAL MEETINGS PROCEDURE AND VOTING

(a). Unless otherwise provided by these rules, at every general meeting the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen (15) minutes after the time appointed for the meeting the Vice-President shall be Chairman, or if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be chairman of the meeting.

(b). The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;

(c). Every question, matter or resolution shall be decided by a majority of votes of the financial members present;

(d). Every financial member shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second or casting vote. No member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the time of the meeting;

(e) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot

(The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded).

26. PROXY VOTING

(a). A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or representative of a member shall have one vote and on a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

(b). The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised;

(c). A proxy may be (but need not be) a member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand (or join in demanding) a secret ballot;

(d). Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances permit:- THE TOWNSVILLE ORCHID SOCIETY, INC.

I,..... of..... being a member of the above-named Society, hereby appoint.....of.....or failing him.....of.....as my proxy to vote for me on my behalf at the *(Annual) General Meeting of the Society, to be held on theday of.....20.....,and at any adjournment thereof.

Signed this.....day of.....20.....

Signature:.....

*This form is to be used in favour of the resolution.

* This form is to be used against the resolution.

(* Strike out whichever is not desired.)

(e) Unless otherwise instructed, the proxy may vote as he thinks fit.

(f). The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

27. MINUTES OF THE MEETING

(a). The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

(b) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding general meeting; provided that the minutes of any Annual General Meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding general meeting or Annual General Meeting.

28. BY-LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Society and any by-laws may be set aside by a general meeting of members.

29. ALTERATION OF RULES

Subject to the provisions of the Associations Incorporation Act 1981 hereafter called "the Act", these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane, and shall have been made by notice of motion presented and read out at a general meeting and published in the following monthly bulletin prior to being submitted to the vote.

30. COMMON SEAL

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second

member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

31. FUNDS AND ACCOUNTS

- (a). The funds of the Society shall be deposited in the name of the Society in such bank or financial institution as the majority of members may from time to time direct.
- (b). Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Society and the particulars usually shown in books of a like nature.
- (c). All moneys shall be deposited as soon as practicable after receipt thereof.
- (d). All amounts that exceed the prescribed sum as allowed by the Act shall be paid by cheque signed by any two of the President, Secretary, Treasurer (see rule 16) or other member authorised from time to time by the Management Committee; However when the Society is responsible for hosting a major international or national orchid conference and a sub-committee has been appointed to organise such conference then any funds raised specifically for such conference shall be banked in a separate account. Cheques issued against this account should be signed by any two of the Chairman, Secretary and Treasurer of the appropriate sub-committee. The Treasurer of the sub-committee shall maintain proper books of account as in rule 31(b). (above) and rule 31(h). (following), which shall be submitted for audit in terms of rule 31(i) (following).
- (e). Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (f). The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (g). All expenditure shall be approved or ratified at a management Committee meeting.
- (h). As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of (a) the income and expenditure for the financial year just ended; and (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Society at the close of that year.
- (i). All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (j). The income and property of the Society whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to or amongst the members of the Society – provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Society or otherwise owing by the Society to him or of remuneration to any officers or servants of the Society or to any member of the Society or other person in return for any services actually rendered to the Society- provided further that herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable or proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society.

32. SAFE CUSTODY OF DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Society.

33. SOCIETY AND PROPERTY

No member shall take or permit to be taken out of the possession of the officers of the Society, any document, book or other article, which is the property of the Society.

34. MEMBERS BOUND BY RULES

Every member shall be bound by and submit to, the Constitution and By-Laws of the Society.

35. OFFICIAL PUBLICATION

The official publication of the Society shall be the "Townsville Orchid Society Inc. Bulletin," which shall be published monthly, except December. An editor shall be appointed by the Management Committee.

36. LIBRARY

The Society shall operate and maintain a library. All books taken out shall be returned at the next general meeting. Failure to comply with the above rule, will instigate disciplinary action against the offending member by the Committee.

37. FINANCIAL YEAR

The financial year of the Society shall close on the thirty-first of August in each year.

38. WINDING-UP AND DISTRIBUTION OF ASSETS

If the Society shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debt and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of rule 31(j). such institution or institutions to be determined by the members of the Society.

END