

CONSTITUTION OF THE BANKSTOWN ORCHID SOCIETY INCORPORATED

Dated 8th May 1972

Revised 15th August 2007

Clause 1 NAME

The Society shall be called 'The BANKSTOWN ORCHID SOCIETY INCORPORATED'

Clause 2 OBJECTIVES

The objectives of the Society are -:

- a) The advancement of the cultivation and enjoyment of Orchids.
- b) To conduct exhibitions.
- c) To promote friendly competition.
- d) To affiliate with kindred Societies at the discretion of the Committee of Management.

Clause 3 SOCIETY FUNDS

The income of the Society shall be used exclusively for the furtherance of its objectives, or for charitable purposes. No funds of the Society shall be used to pay members except in payment for services ordered by the Society or reimbursement for expenses incurred.

Clause 4 MEMBERSHIP

The Society may consist of – Financial members, Honorary Members, Honorary Life Members and Junior Members.

- a) Application for membership shall be open to all persons interested.
- b) A member who has given continuous service to the Society, in relation to its objectives, for a period of not less than (10) years, may be elected as an Honorary Life Member at a General Meeting of the Society. Nominations for Honorary Life Membership must be submitted in writing to the Committee one month prior to a general meeting. Voting on election of an Honorary Life Membership may be by ballot if requested. A two-thirds (2/3) majority of those present and voting shall be necessary for such conference of Honorary Life Membership.
- c) Any person who is under the age of sixteen (16) years can become a Junior Member until the end of the competitive year in which he or she reaches the age of 16 years. Junior Members shall not be eligible for election to the offices of President, Vice President, Secretary or Treasurer, but may be elected to any other position subject to Clause 5 restrictions.
- d) The Committee of Management shall have the power to bestow Honorary Membership on worthy persons for services rendered to the Society for a designated period of time.

Clause 5 ELECTION OF OFFICERS AND COMMITTEE OF MANAGEMENT

At each Annual General Meeting two (2) Patrons, a President, two (2) Vice Presidents, a Secretary, a Treasurer, a Registrar, two (2) Assistant registrars and a Committee of not less than five (5) and not more than twelve (12) of whom not more than two (2) may be junior members shall be elected.

Election shall be by simple majority and successful candidates shall hold office until the next Annual General Meeting when they shall be eligible for re-election.

Clause 6 COMMITTEE OF MANAGEMENT

The management of the Society shall be vested in the Committee of Management elected under Clause (5).

Eight (8) members shall constitute a quorum.

Extraordinary meetings of the Committee may be held at the request of three (3) members of the Committee.

The Committee shall have the power to fill any vacancy other than President, Secretary or Treasurer. In the event of these positions becoming vacant an election to fill them shall be held at the first available General Meeting.

The Committee shall have the power to appoint in the functioning of the Society.

Clause 7 DUTIES OF THE SECRETARY

The Secretary shall conduct the correspondence of the Society and shall have the custody of all the documents of the Society. The Secretary shall keep full and correct minutes of all proceedings and records of the Society and carry out the directions of the Committee.

The Secretary shall keep a book in which is recorded the names and addresses of the members of the Society. The Secretary shall also keep a register of the current by-laws of the Society.

Clause 8 DUTIES OF THE TREASURER

The Treasurer shall keep correct accounts and books showing the financial affairs of the Society, The Treasurer shall make the annual statement of accounts and balance sheet of the Society to the 30th June in each year. Such balance sheets and statement of accounts shall, after audit, be available for the inspection of the members at a reasonable time prior to the Annual General Meeting.

Clause 9 PAYMENTS

All payments shall be made to the order of the Committee. All cheques are to be signed by the Treasurer and one of the following officers – President or Secretary. In the absence of the Treasurer, all cheques are to be signed by the President or the Secretary.

Clause 10 SUBSCRIPTIONS

The amount of the annual subscription shall be decided upon by the Committee of Management and such amounts may be altered at the discretion of the Committee.

The Society may publish a periodical to be known as ‘Bulletin Of The Bankstown Orchid Society Incorporated’.

Clause 11 PAYMENT OF SUBSCRIPTIONS

The Annual Subscription shall fall due and be payable from July 1st each year when the financial year commences. Any member whose subscription is not paid by the February meeting in a any year shall cease to be a member of the Society. The Committee of Management may, at its absolute discretion, reinstate any person ceasing to be a member under this clause. If the Committee of Management refuses to re-instate any person ceasing to be a member, it shall not be bound to give any reason for such refusal.

Clause 12 WITHDRAWING AND REJOINING

A member may withdraw from the Society at any time after giving notice in writing to the Secretary, and paying all money due to the date giving such notice. Any former member wishing to rejoin the Society shall, unless readmitted by the Committee of Management under Clause 11, be submitted to ballot exactly as would be a new member.

Clause 13 EXPULSION

The Committee of Management reserves the right to refuse membership or renewal of membership to any member deemed by the Committee of Management to be unbecoming of a member or prejudicial to the interest of the Society. Such member may be expelled by resolution of the Committee of Management and such resolution need not state the grounds, facts or opinions on which it is based. The Secretary shall communicate with such members who shall be given the opportunity to state their case at the next meeting of the Committee of Management.

Any resolution under this article shall require for its passage a simple majority of votes of the Committee of Management.

Clause 14 MEETINGS

Annual General Meetings of the Society shall be held during the month of November.

Regular General Meetings of the Society shall be held at least once a month, when and where to be determined from time to time. At all General Meetings of the Society the President or Vice President of the Society shall take the chair. In the absence thereof, the Committee shall elect a Chairperson. Every financial member shall be entitled to one vote on every motion. In the equality of votes, the Chairperson shall have the casting vote.

At all General Meetings of the Society, save where otherwise provided by the rules, twelve (12) members shall constitute a quorum.

Adjournment The Chairperson with the consent of the meeting, may adjourn any meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. At all meetings of members (except otherwise herein provided) the mode of voting shall be by show of hands, or if required by three (3) members, by an actual division or by ballot, and a declaration by the Chairperson that the resolution has been carried or otherwise and an entry made in the minute book of the Proceedings to that effect. This shall be sufficient evidence of the fact without proof of numbers or portions of votes recorded in favour or against such resolution.

Extraordinary General Meeting The Committee may call an Extraordinary General Meeting when any question of importance shall arise, and shall be bound to do so on receiving a *requisition* signed by five (5) members of the Society and specifying the subject to be discussed. At least fourteen (14) days notice of an Extraordinary General Meeting, specifying the business to be transacted and the day, place and hour of such meetings shall be sent to every member by letter.

Clause 15 INDEMNITY

Every member of the Committee, Secretary or other officer or servant of the Society shall be indemnified by the Society against loss and it shall be the duty of the Committee to pay out of the funds of the Society all costs, losses and expenses which any officer or servant may incur or be liable to by reason of an authorized contract entered into, act or thing done by he or she, as an Officer or servant in any way, in the lawful discharge of his or her duty.

Clause 16 ALTERATION OF THE CONSTITUTION

No part of the Constitution of the Society may be repealed or altered and no new clauses shall be made save by two-thirds (2/3) majority of the members present and voting at a General Meeting. Notice of intention to propose any new clause or alterations shall be given by a member to the Secretary. The Secretary shall send by prepaid post particulars and notice of the same to every member seven (7) days before the following General Meeting.

Clause 17 ADDRESSES OF MEMBERS

Every member shall communicate to the Secretary any changes of address. Such change of address shall be inserted in the Register of Members and all notices sent by post to such address will be deemed to have been delivered.

Clause 18 BY-LAWS

- a) The Committee of Management shall have the power to formulate By-Laws from time to time to facilitate the functioning of the Society or any Committee elected thereunder.
- b) Any individual member shall have the right to propose a new By-Law or an alteration or deletion of an existing By-Law. They shall give notice of their intention in writing to the Secretary who will then notify the members in accordance with Clause 16. A proposal from a member shall be approved by a two thirds (2/3) majority of members present and voting.
- c) These By-Laws shall be subject to and not in any way negate the Constitution of the Society.

Clause 19 MEMBERS BOUND BY THE CONSTITUTION

Every member shall be bound by the Constitution of the Society and by the By-laws in force at the time.

Clause 20 USE OF THE SOCIETY NAME

No member may use the Society's name in connection with any function without the authority of the Committee.

Clause 21 INTERPRETATION OF THE CONSTITUTION AND BY-LAWS

The Committee of Management shall be the sole authority for interpreting the Constitution of the Society and its BY-Laws. The decision of the Committee of Management upon any question of

interpretation of any matter affecting the Society, which is not provided for in this Constitution and BY-laws thereunder, shall be final and binding on all members.

Clause 22 SOCIETY PROPERTY

No member shall take or permit to be taken out of possession of the Officers of the Society any book or other article, the property of the Society unless authorized by the Committee to do so.

Clause 23 THE WINDING UP OR DISSOLUTION OF THE SOCIETY

If upon the winding up or dissolution of the Society there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Society, but shall be given or transferred to some other society or institution having objectives similar to the objectives of this Society or a charitable body.

Clause 24 JUDGING

Judging at all shows of this Society shall be in accordance with the Articles of Association and BY-Laws of the Orchid Society of NSW Inc.