



NOOSA DISTRICT ORCHID & FOLIAGE SOCIETY Inc.

CONSTITUTION

AND

BY LAWS

DECEMBER 2015

Issue 10

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RULES OF NOOSA DISTRICT ORCHID & FOLIAGE SOCIETY Inc.

NAME

The name of the incorporated association shall be NOOSA DISTRICT ORCHID & FOLIAGE SOCIETY Inc, (in these rules called “the association”).

OBJECTS

The objects for which the association is established are:

- 2.1 To promote all aspects of orchid and foliage growing.
- 2.2 To encourage a free interchange of ideas and information.
- 2.3 To foster and promote goodwill among members.
- 2.4 To assist in the preservation of native orchids.
- 2.5 The conservation of native orchids and foliage plants by artificial propagation in cultivation.

POWERS

The powers of the association are:

- 3.1 To subscribe to, become a member of and cooperate with any other association, club or organisation whether incorporated or not, whose objects are altogether or in part similar to those of the association 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 association under or by virtue of rule 27 (10).
- 3.2 In furtherance of the objects of the association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members, the association or persons frequenting the association’s premises.
- 3.3 To purchase, take on lease or in exchange, hire and otherwise acquire any land, building, easements or property, real and

personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any objects of the association, provided that in case the association shall take hold any property which may be subject to any trust the association shall only deal with the same in such a manner as is allowed by law having regard to such trusts.

- 3.4 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 association, to obtain from such government or authority any rights privileges and concession which the association may think it is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concession.
- 3.5 To appoint, employ, remove or suspend such manager's clerks, secretaries, servants, workmen and any other persons as may be necessary or convenient for the purposes of the association.
- 3.6 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 unsecured notes, debentures or other securities of the incorporated association, or about the incorporated association or promotion of the incorporated association or promotion of the incorporated association or in furtherance of its objects.
- 3.7 To construct, improve, maintain, develop work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which say seem calculated directly or indirectly to advance the association's interests 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.
- 3.8 To invest and deal with the money of the association not immediately required in such a manner as may from time to time be thought fit.
- 3.9 To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances

borrowed or to be borrowed alone 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 any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities.

- 3.10 To take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.
- 3.11 In furtherance of the objects of the association to lend and advance money to give credit to any person or body corporate; to guarantee and give guarantees or indemnities of the payment of money or the performance of contracts or obligations by any persons or body corporate, and otherwise to assist any person or body corporate.
- 3.12 To draw, make, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.13 In furtherance of the objects of the association 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 association.
- 3.14 To take or hold mortgages, liens of charge, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the association's property of whatsoever kind sold by the association, or any money due to the association for purchasers and others.
- 3.15 To take any gift of property whether subject to any special trust or not, for any one of the objects or more of the association's but subject always to the provision sub-rule 3.3
- 3.16 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 association, in the shape of donations, annual subscriptions or otherwise.

- 3.17 To print and publish any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objects.
- 3.18 In furtherance of the objects of the association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the association and which shall prohibit the distribution of its or their income and property among its members to an extent at least as great as that imposed upon the association under or by virtue of rule 27.10.
- 3.19 In furtherance of the objects of the association to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities engagements of any one or more of the incorporated associations with which the association is authorised to amalgamate .
- 3.20 In furtherance of the objects of the association to transfer any part of the property, assets and liabilities, engagements of any one or more of the incorporated associations with which the association is authorised to amalgamate.
- 3.21 To make donations for patriotic, charitable or community purposes.
- 3.22 To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

CLASSES OF MEMBERS

- 4.1 The membership of the association shall consist of any of the following class of members;
- i. Ordinary members
 - ii. Life members
- 4.2 The number of ordinary members is unlimited.

MEMBERSHIP

- 5.0 Every applicant for any class of membership of the association shall be proposed by one member of the organisation and seconded by another member. The application for membership shall be made in writing signed by the applicant and his/her proposer and seconder and shall be in such form as the management committee from time to time prescribes.

MEMBERSHIP FEES

- 6.1 The membership fees shall be such sum as the members shall determine at the Annual General Meeting.
- 6.2 The membership fees shall be payable at such time and in such manner as determined at any Annual General Meeting.

ADMISSION AND REJECTION OF MEMBERS

- 7.1 At the next meeting of the management committee after the receipt of any application and the fee applicable for membership, such application shall be considered by the management committee, who shall thereupon determine the admission or rejection of the applicant or applicants.
- 7.2 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.
- 7.3 Upon the acceptance or rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

- 8.1 A member may resign from the association at any time by giving notice in writing to the secretary. 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.

- 8.2 The management committee shall consider whether his/her membership shall be terminated if a member:-
- i. Is convicted of an indictable offense; or fails to comply with any of the provisions of these rules; or has membership fees in arrears for a period of three (3) months; or
 - ii. Conducts himself/herself in such a way considered injurious or prejudicial to the character or interest of the association.
- 8.3 The member concerned shall be given a full and fair opportunity of presenting his or her own case and if the management committee resolves to terminate his/her membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the secretary written notice of his or her intention to appeal against the decision of the management committee.
- 9.2 Upon receipt of the notification of intention to appeal against termination or rejection of membership the secretary shall convene within one month of the date of receipt by him/her of such a notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her 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 a meeting.
- 9.3 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 fees paid.

REGISTER OF MEMBERS

- 10.1 The management committee shall cause a register to be kept in which shall be entered names and residential addresses of all persons admitted to membership of the association and the dates of their admission.
- 10.2 Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.
- 10.3 The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- 11.1 The management committee of the association shall consist of a president, vice-president, secretary, treasurer, show organiser and editor all of whom shall be members of the association, and at least one other member, as members of the association at any general meeting may from time to time elect or appoint.
- 11.2 At the Annual General Meeting of the association, all the members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 11.3 The election of officers and other members of the management committee shall take place in the following manner:-
 - i. Any two members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee.
 - ii. The nomination, which shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the secretary at least twenty-one (21) days before the Annual General Meeting at which the election is to take place.

- iii. A list of the candidates' names in alphabetical order, with the proposers and seconders names shall be posted too or made available to all members at least seven (7) days prior to the Annual General Meeting at which the election is to take place.
- iv. 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.
- v. Should at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

RESIGNATION AND REMOVAL

- 12.1 A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- 12.2 The resignation takes effect on:-
- i. The day and at the time the notice is received by the secretary, or
 - ii. If a later day is stated in the notice – the later day.
- 12.3 A member may be removed from office at a general meeting of the association if a majority of members present at the meeting vote in favour of removing the member.
- 12.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he/she should not be removed from office.
- 12.5 A member has no right of appeal against the member's removal from office under this section.

VACANCIES ON THE MANAGEMENT COMMITTEE.

- 13.1 The management committee shall have the power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next Annual General Meeting.
- 13.2 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 member or 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 association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 14.1 Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the management committee shall have:-
- i. The general control and management of the administration of the affairs property and funds of the association; and
 - ii. Authority to interpret the meaning of these rules and any matter relating to association on which these rules are silent.
- 14.2 The management committee may exercise all the powers of the association:-
- i. To borrow, raise or secure the payment of money in such a manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or any other engagement, incurred or to be entered into by the association in any way and in particular by the issue of debentures or otherwise, charged upon all or any of the association's property, both present and

- future, and to purchase, redeem or pay off any securities.
- ii. To 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 money 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 a security for any debt, liability or obligation of the association, and to provide and pay off any such securities.
 - iii. To invest in such manner as the members of the association may from time to time determine.

MEETINGS OF THE MANAGEMENT COMMITTEE

- 15.1 The management committee shall meet at least once every two (2) months to exercise its functions.
- 15.2 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 reasons why a special meeting is being convened and the nature of the business to be transacted thereat.
- 15.3 At a management committee meeting more than 50% of members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- 15.4 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 question shall be deemed to be decided in the negative.
- 15.5 A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which he/she is interested, or any matter arising thereof, and if he/she does so vote his/her vote shall not be counted.

- 15.6 Not less than (7) seven days' notice shall be given by the secretary to members of the management committee of any such special meeting of the management committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 15.7 The President shall preside as chairperson 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 the chairperson, or if the vice-president is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
- 15.8 If within half an hour from the time appointed for the commencement for a management committee meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the management committee, shall lapse. In any other case it shall stand adjourned to such other day and at such other time and place as the management committee may determine, and if at that adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

DELEGATION OF POWERS

- 16.1 The management committee may delegate any of its powers to a sub-committee consisting of such members of the association as the management committee thinks fit. Any sub-committee 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.
- 16.2 A sub-committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes of the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- 16.3 A sub-committee may meet and adjourn as it thinks proper. If there is equality of votes, the question shall be deemed to be decided in the negative.

ACTS NOT AFFECTED

17.0 All acts performed by any meeting of the management committee or sub-committee or by any person acting as a member of the management committee shall be taken as validly performed. Afterwards discovered that there was some defect in the appointment of any such member of the management committee or persons acting as aforesaid, or that members of the management committee or any of the were disqualified, that act will be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

18.0 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.

ANNUAL GENERAL MEETINGS

19.1 The annual general meeting shall be held within (4) months of the close of the financial year.

19.2 The business to be transacted at every annual general meeting must include:-

- 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 association for the preceding financial year;

- ii. The receiving of the auditor's report upon the books and accounts for the preceding financial year;
- iii. Presenting the audited statement to the meeting for adoption;
- iv. The appointment of an auditor.
- v. The election of members of the management committee.

SPECIAL GENERAL MEETINGS

20.0 The secretary shall convene a special general meeting:-

- i. When directed to do so by the management committee; or
- ii. 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 Association which equals double the number of members presently on the management committee plus one. Such requisition shall clearly state the reasons why such a special general business meeting is being convened and the nature of the business to be transacted thereat; or
- iii. 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.

GENERAL MEETINGS

21.1 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.

21.2 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.

- 21.3 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 association, shall lapse. In any other case it shall stand adjourned to such other day and at such other time and place as the management committee may determine, and if at that adjourned meeting a quorum is not present within half an hour of the appointed time for the meeting, the members present shall be a quorum.
- 21.4 The chairperson 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 the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

NOTICE OF MEETINGS

- 22.1 The secretary shall convene all general meetings of the association by giving not less than (14) fourteen days' notice of any such meeting to the members of the association.
- 22.2 The manner by which such notice shall be given shall be determined by the management committee:

PROCEDURE AT MEETINGS

- 23.1 The president shall preside as chairperson, or if there is no president, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be chairperson 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 chairperson of the meeting.
- 23.2 The chairperson shall maintain order and conduct the meeting in a proper and orderly manner.

- 23.3 Every question, matter or resolution shall be decided by a majority vote of the members present.
- 23.4 Every member present shall be entitled to one vote and in the case of an equality of votes the chairperson shall have a second or casting vote: provided that no member shall be entitled to vote if his/her annual subscription is more than one month in arrears at the date of the meeting.
- 23.5 Voting shall be by a 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 chairperson shall appoint two members to conduct the secret ballot in such a manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 23.6 A member may vote in person or by proxy and on a show of hands. Every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy shall have one vote.
- 23.7 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer. A proxy may but need not be a member of the association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 23.8 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 there to as circumstances permit.

SAMPLE PROXY FORM

ASSOCIATION

I _____ OF _____
BEING A MEMBER OF THE ABOVE NAMED ASSOCIATION,

HEREBY APPOINT _____
OF _____

OR FAILING HIM/HER _____
OF _____

**AS MY PROXY TO VOTE FOR ME ON MY BEHALF AT THE
ANNUAL GENERAL MEETING OF THE ASSOCIATION,**

**TO BE HELD ON THE _____ DAY
OF _____ 20_____**

AND AT ANY ADJOURNMENT THEREOF.

**SIGNED THIS _____ DAY
OF _____**

**SIGNATURE _____ DAY
OF _____**

IN FAVOUR OF _____

**THIS FORM IS TO BE USED –IN FAVOUR OF OR AGAINST
THE RESOLUTION. (STRIKE OUT WHICHEVER IS NOT
DESIRED)**

**(UNLESS OTHERWISE INSTRUCTED, THE PROXY MAY VOTE
AS HE/SHE THINKS FIT.)**

23.9 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; and

23.10 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. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes 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 succeeding general meeting or annual general meeting.

BY-LAWS

24. 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 association any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

25. Subject to the provisions of the Associations Incorporations Act 1981 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 Director general Department of Justice, Brisbane.

COMMON SEAL

26. 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 a second member of the management committee or by some other person appointed by the management committee for that purpose.

FUNDS AND ACCOUNTS

- 27.1 The funds of the association shall be banked in the name of the association in such bank as the management committee may from time to time direct.
- 27.2 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 association and the particulars usually shown in books of a like nature.

- 27.3 All monies shall be banked as soon as practicable after receipt thereof.
- 27.4 All amounts of twenty dollars or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the management committee:
- 27.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 27.6 The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 27.7 All expenditure shall be approved or ratified at a management committee meeting.
- 27.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:-
- i. The income and expenditure for the financial year just ended; and
 - ii. The assets and liabilities of all mortgages, charges and securities affecting the property of the association at the close of that year.
- 27.9 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.
- 27.10 The income and property of the association whence so ever 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, bonus or otherwise by way of profit to or amongst the members of the association, provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him/her to the association or otherwise owing by the association to him or of

remuneration to any officers or servant of the association or to any member of the association or other person in return for any services actually rendered to the association provided further than nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the association or reasonable and proper rent for premises demised or let to the association.

DOCUMENTS

- 28 The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

FINANCIAL YEAR

- 29 The financial year of the association shall close on 30 June each year.

DISTRIBUTION OF SURPLUS ASSETS

- 30 If the association shall be wound up in accordance with the provisions of the Association Incorporated Act 1981, and there remain, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the association, 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 association under or by virtue of rule 27 (10) such institution or institutions to be determined by the members of the association.

CONSTITUTION OF NOOSA DISTRICT ORCHID AND FOLIAGE SOCIETY INCORPORATED

Note from the secretary 2015:

Since the Constitution was enacted the rules regarding rule 27 have changed. It is now no longer necessary to have an auditor check the books, unless the income of the association exceeds \$20.000 per annum.

BY-LAWS OF THE NOOSA DISTRICT ORCHID AND FOLIAGE SOCIETY INCORPORATED

(In these by-laws called the Association”)

Preface:

Rule 24 of the Constitution provides that “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 association and any by-law may be set aside by a General Meeting of the members”.

Accordingly the Management Committee sets forth the following by-laws.

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BY-LAWS

By-law 1 Meetings

- i. **General Meetings** – General Meetings will be held on the first Saturday of each month except January. The meetings will be held at a place determined by the Management Committee and will commence at 1.30pm, unless the meeting is to be preceded by a Special or Annual General Meeting. In such cases the General Meeting shall commence upon the close of the Special or Annual General Meeting.

At the discretion of the **Chairperson**. The order of business at General Meetings will be as follows:

Welcome

Apologies

Break for popular vote and judge's choice

Minutes of previous meeting and business arising

Financial report and business arising

General business

Guest speaker

Popular vote and judge's choice results

- ii. **Annual General Meeting** – to be held on a date to be determined by the Management Committee. The place for the holding of the Annual General Meeting shall be as prescribed for general Meetings.
- iii. **Management Committee Meetings** – to meet at times and places determined by the committee.
- iv. **Notice of Meetings** – to be given to all members by means of an advice in the newsletter published by the association or by letter if so determined by the Management Committee.

By-law 2 The Management Committee

The Management Committee of the Association shall consist of President, Vice-President, Secretary, Treasurer, Show Organiser and Editor and a minimum of (1) one other to a maximum of (3) three members, that the members at any General Meeting may from time to time elect or appoint.

By-law 3 Duties of Officers

- i. **Management Committee** – as prescribed in the Rules. All members of the Management Committee must be aware of and carry out the requirements of the Associations Incorporations Act 1981 as amended.
- ii. **President** – the President shall represent the Association as required on official occasions.
- iii. **Vice President** – shall act for the President when required.
- iv. **Secretary** – as prescribed in the Rules. In addition, the Secretary shall conduct the correspondence of the Association, and unless otherwise determined by these By-laws or by the Management Committee, shall have custody of all non-financial documents of the Association. The Secretary shall maintain an up-to-date copy of the Associations Incorporations Act 1981 as amended which shall be available to other members of the Management Committee on request. The Secretary shall also maintain a Register of Members and an attendance book of members for all meetings.
- v. **Treasurer** – shall maintain the books of account of the Association, shall carry out all accounting requirements of the Associations Incorporations Act and Regulations and the Rules, and shall have custody of all financial books and documents. All such books and documents shall be made available for financial audit. The Treasurer, for each meeting of the Management Committee and the General Meeting shall prepare a statement of receipts and expenditure showing the current financial position of the Association.

Additionally the Treasurer shall prepare the Annual Statement of Accounts and Balance Sheet of the Association for the financial year which shall, after audit, be circulated to all members at or prior to the Annual General Meeting.

- vi. **EDITOR** – shall be responsible for collecting necessary material, arrangement, printing and distribution of the association's publications. The Editor shall be responsible for maintaining an up-to-date mailing list of all members, and for the maintenance and safe custody of any printing machinery and/or supplies. Approval shall first be obtained from authors or copyright owners before printing or reproducing articles or comments.
- vii. **SHOW ORGANISER** – shall be responsible for all shows arranged by the association, and shall co-ordinate the setting-up, pulling down and rostering of the Shows. The Show Organiser shall have the authority to enlist assistance required from members to carry out those duties.
- viii. **COMMITTEE MEMBER** – shall take on responsibility for at least one non committee position.

By-law 4 Past Presidents

Every member of the Association who has served a term as President of the Association shall have the title of Past President.

By-law 5 Subscription Fees

The Management Committee prior to each Annual General Meeting shall review the annual subscription fees, and a recommendation shall be submitted to that meeting for determination by the members. All subscriptions shall become due and payable on the first day of October each year. Members who remain un-financial by the first meeting in November following the Annual General Meeting will be

deemed to have resigned, except under exceptional circumstances. New members joining after the first six months shall pay half the joining fee, Members who re-join after less than two years absence shall not be required to pay the joining fee.

By-law 6 Affiliation

The Management Committee may approve affiliation with, or accept affiliation from, other orchid societies, orchid councils or other kindred groups, subject to any restrictions imposed by the Rules and may approve payment of any fees associated with such affiliation.

By-law 7 Library

The books, texts, journals, etc. maintained by the association shall be available for use at meetings. Items borrowed shall be returned at the next general meeting, however, on request, the Librarian may extend this period to the next general meeting.

Members will be required to make good any loss or damage to items borrowed.

All new books and journals are to be presented to the Librarian for recording and numbering before circulation to members.

By-law 8 Publications

The association shall, through the Editor, publish a newsletter prior to each general meeting of the association. This newsletter shall be distributed to each financial member and may be distributed to societies, orchid councils and other bodies with whom the association is affiliated.

By-law 9 Exhibitor numbers

Any plant tabled at all general meetings, mini – shows and shows is to be clearly and legibly identified by an Exhibitor Number. Such a number is to be placed on the pot containing the plant or placed on a label in the pot. The Exhibitor Number will be recorded in the Register of Members, and can be requested at any time from the Secretary.

By-law 10 Ownership of Plants.

All plants tabled for competitive reasons at General Meetings, or at any competitive orchid show the association is holding are to have been in the possession of the member for a minimum period of six (6) months prior to the event.

Plants not in the possession of a member for the requisite period may be tabled at General Meetings or association orchid shows provided that such plants are clearly identified as being “non – competitive”.

By-law 11 Judges Choice and Popular Vote

Judges Choice - At each General Meeting of the association. A registered Australian Orchid Council or STOCQ judge, will select the best plant benched in each section, consistent with the guidelines contained in the Judges Handbook. If for any reason no judges are present, the chairperson at any meeting may select experienced members to carry out this task. At the end of the calendar year, a trophy will be awarded to the member who has gained the most number of overall Judges Choice.

Popular Vote – A popular vote by members present at each general meeting will be carried out on each section, and the owners of plants receiving first place in each section will be collated each month with the overall winner will receive a trophy at the end of the calendar year. The management committee may determine the number and make-up of sections of the popular vote as and when necessary.

In general the sections shall be based on the following:-

Foliage

Ferns

Bromeliads

Anthuriums

Native Orchids

Species Orchids

Primary Hybrids

Hybrids

Novice.

Note: The Hybrid section may be split into the following sections for the year, if sufficient plants are available in the section.

Cattleya Alliance

Vandaceous Alliance

Phalaenopsis

Dendrobiums

Oncidium Alliance

Any other Genera Hybrid

By-law 12 Shows

i. General

(a)Competitive entry at all shows conducted by the association shall be open to financial members of the association and financial members of other societies affiliated with the association or the Sub Tropical Orchid Council of Queensland.

(b) Non-competitive displays by financial members, other societies, or any person or persons, of orchids or foliage may be allowed at all shows at the discretion of the Management Committee.

(c) Commercial displays, which do not relate in some way to orchids or foliage, will not be permitted at the association's shows or displays, competitive or otherwise.

(d) Entry in all competitive shows conducted by the association shall be in either the open or novice section for members of the association, other entries will be in the open section

Conditions governing the entry of blooms in shows or displays, competitive or otherwise, conducted by the association, shall be in accordance with the schedule pertaining to such show or display.

(e) It should be noted by members of the association, that if they wish to have their plants sold in plant sales at shows, they must display at least one (1) flowering orchid or foliage plant on the show bench.

Foliage is defined as any plant that is grown for the beauty of its foliage and not its blooms

ii. Plant Sales

(a) Except where permission has not been given by a manager of a shopping centre or similar area, plant sales shall be permitted at shows or displays conducted by the association

(b) Plants for sale at a show or display conducted by the association shall be orchids, foliage plants or bromeliads.

(c) All plants to be sold must be well established, clean, disease and virus free, and labelled. If any plant does not meet with this requirement, or shows evidence of being recently re-potted,

such plant may be removed from the plant sales.

(d) Responsibility for deciding if a member's plant or plants will not be permitted in Plant Sales lies with the President and the Show Organiser or their representative.

(e) Members of the association and other persons invited to sell plants at shows or displays shall be liable for a percentage of the sales price of their plants. Such percentage shall be determined by the Management Committee and shall be paid to the association.

iii. Other Shows

Members may be reimbursed for attendance at other shows. Such expenses will be determined from time to time by the Management Committee.

By-law 13 Delegates

Delegates appointed by the management committee to represent the Association at various functions are bound in their remarks by the decisions of members of the Association. STOCQ delegates shall actively represent the Association and Council. It is the duty of each delegate to maintain active liaison with the Council presenting and speaking on items submitted by the Association to the Council meeting, and reporting to the Association on decisions of the Council on matters referred by the Council to its member societies. Delegates shall be reimbursed for expenses travelling to and from STOCQ Meetings or to various functions. Such expenses will be determined from time to time by the Management Committee.

By-law 14 Policy Matters

If there are items of business which involve alteration to the Rules or By-laws of the association, or which otherwise affect the relationship between ordinary members and the association, any member of the Management Committee may propose such matters by a submission in writing to the Secretary, for inclusion on the agenda for the next General Meeting.

By-law Meeting 15 Purchase, Sale and Swapping of Plants at a Meeting

Members of the association may be permitted to offer plants for sale at General Meetings. Selling must cease prior to commencement of the meeting and may resume during the break or after the meeting has closed. As with plants sold at shows a percentage must be paid to the association, consistent with By-law 12 ii (e).

By-law 16 Emblem of the Association

The emblem of the association shall be a single flower of an *Orchid designated by the committee as the club emblem.*

By-law 17 Copy of Constitution and By-laws

A copy of the Constitution and By-laws will be issued to all financial members of the Association. Amendments to the Constitution and By-laws will be issued to members through the newsletter.

By-law 18 Novice Grower

A novice grower would be a grower who has a small amount of orchids and has been growing for a short time only. The Management Committee would make that decision.

- (a) A novice grower may remain as such for a period determined by the Management Committee.
- (b) A novice who wins a blue ribbon for an orchid at the Mother's Day Show will go straight into open class.
- (c) A novice who wins a blue ribbon at the Spring Show will go straight into open class.
- (d) The winner of the Reg Dyson Memorial Trophy at the end of the year will go straight into open class.
- (e) A novice who wins Judges Choice five (5) times in one year will go straight into open class.
- (f) A novice who wins a blue ribbon for an orchid at any other STOCQ Show will go straight into open class

The Management Committee will review the results on a regular basis and the Secretary will notify in writing to the novice of their progression to open class status.

By-law 19 Management of the Association

The entire management of the Association, except as otherwise provided by the Constitution, shall be deputed to the Management Committee

By-law 20 Expense Approvals

All expenditure over \$100.00 shall be approved in advance. This approval may take the form of informal consultation with at least two members of the Management Committee plus the Treasurer or President.

By-law 21 Life Membership

Nominations for life membership shall be considered by the management committee for those members who have ten years of continuous active membership in the society AND who have performed outstanding service and offered dedicated support. Such nomination may be proposed by any member in writing and successful candidates will be announced at the Annual General Meeting. Life members

shall be entitled to a life member badge and the full privileges of membership without payment of annual subscription fees. The number of life memberships compared to ordinary members will be reviewed annually by the Management Committee.

By-law 22 Visitors

Visitors have a maximum of three visits and pay \$2.00 per visit.

By-law 23 Termination of Membership

This is **further** to the Constitution 8.3 and 9 regarding the above.

The decision to terminate any member of the society (as per 8.2) can only be made after:

1. All members of the committee have been consulted. (If only a quorum is present, absent members must be contacted)
2. A notice of intent to terminate will be prepared by the Secretary to advise the member in writing accordingly.

This notice will give the member opportunity to present his/her case to the Management Committee at a separate meeting. A delegate /friend/member may also accompany the member at this meeting.

3 If the Committee members are in agreement to proceed with the termination, the Notice of Intent to Terminate will be presented to members at a Special General Meeting.

4 **Only** after the Committee and member concerned present their cases and a secret ballot indicates a majority in favour of termination, can the member be terminated from the Society effective of the date of the meeting.

By-Law 24 Payments by Cheque

Item 27-4 of the Constitution states that any account over \$20.00 be paid by cheque. This was deemed impracticable at this time and it was determined at a Special general Meeting that accounts over \$100.00 be paid by cheque and lesser amounts be paid in cash.