

THE
HORTICULTURAL
SOCIETY
OF
CANBERRA
INCORPORATED

CONSTITUTION
AS AT
15 AUGUST 2022

(Last amended at AGM on 15 August 2022)

THE HORTICULTURAL SOCIETY OF CANBERRA INCORPORATED
CONSTITUTION 1929-2022

TITLE

1. The name of the Society shall be:
"The Horticultural Society of Canberra Incorporated"
hereinafter referred to as the "Society"
2. The address of the Society shall be:
G.P.O. Box 1388, Canberra, A.C.T. 2601
or such other place as the Council may from time to time decide.

OBJECTS

3. The objects of the Society shall be the encouragement, improvement and development of horticulture in all its branches. These shall be achieved by the:
 - (a) dissemination of information to assist and promote interest in horticulture;
 - (b) holding of meetings, lectures, demonstrations and exhibitions;
 - (c) preparation and distribution of technical material concerning horticultural subjects in printed, tape, videotape, film, compact disk, electronic and/or other forms;
 - (d) exchange of ideas and information with kindred organisations;
 - (e) organisation of other activities incidental or conducive to the attainment of the objects; and
 - (f) provision of a prize to a person or group judged by Council to be worthy of such an award.
4. Clause 3 shall not operate to prevent the Society from fund-raising for charitable or community purposes (including purposes not connected with horticulture) while promoting interest in horticulture, provided that the Society shall be reimbursed for expenses it incurred by undertaking the fund-raising before any such funds raised are disbursed for the charitable or community purposes.

MEMBERS

5. There shall be two types of members:
 - (a) Ordinary Members. Any person who agrees to conform to the rules of the Society may, upon payment of the annual subscription, as provided in Clauses 6 and 7 hereinafter, become an ordinary member of the Society.
 - (b) Life Members. Any person of good standing who has rendered meritorious service to or on behalf of the Society may be elected a Life Member of the Society at any Annual General Meeting on the nomination of the Council. He/she shall be issued with a Life Member's Badge, and for all purposes shall be considered a financial member of the Society, together with his/her spouse. Life Member entitlements shall be continued to the spouse in the event of the death of the Life Member.

SUBSCRIPTIONS

6. The annual subscription shall be as fixed from time to time by the Annual General Meeting following consideration of a recommendation from Council.
7. The annual subscription shall be payable on the day of application for membership in each year and shall entitle the payer(s) to membership of the Society for one year following payment of such subscription.
8. No content.
9. Where a member or new member pays annual subscriptions in advance, the member shall be entitled to membership of the Society up to the date appropriate to the number of annual subscriptions paid in advance.
10. Any member whose subscription is in arrears for six months or more shall be deemed to have resigned that membership.

MEMBERS' LIABILITY

11. A member is not liable to contribute towards:
 - (a) the payment of the debts and liabilities of the Society;
 - (b) the cost, charges and expenses of the winding up of the Society.

END OF MEMBERSHIP

12. A member's membership of the Society ends if the member:
 - (a) dies; or
 - (b) resigns that membership; or
 - (c) is deemed to have resigned that membership pursuant to Clause 10.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

13. A right, privilege or obligation which a person has because of being a member of the Society:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) ends when the person's membership ends.

RESIGNATION OF MEMBERSHIP

14. A member may resign his or her membership of the Society by notice in writing to the Secretary and the person's resignation takes effect when it is received by the Secretary.

MEETINGS

15. Any meeting of the Society shall be notified in the Society's Bulletin distributed to each financial member, or on the Society's website, at least 21 days before the meeting.

16. The Annual General Meeting of the Society shall be held during August of each year on a date to be fixed by the Council.
17. General Meetings shall be held at such times and places as the Council may determine.
18. An Extraordinary Meeting of members of the Society shall be held within twenty eight days of the receipt by the Secretary of a requisition signed by not less than ten financial members of the Society, provided that such requisition sets forth the business for which such Extraordinary Meeting is desired. No business other than that set out in the requisition shall be conducted at that meeting.

PROCEEDINGS AT MEETINGS

19. The President, a Vice President or a Past President shall preside at all meetings of the Society. If none of the above named are present, those members present may appoint one of their number to preside at such meeting.
20. At any Annual or Extraordinary Meeting of the Society, three members of Council and fifteen financial members shall form a quorum.
21. Only financial members of the Society shall be entitled to vote at any meeting.
22. At any meeting of the Society, or at any meeting of Council, each financial member present shall have one vote, and at each meeting the President, or person presiding as in Clause 19 above, shall have a deliberative vote and a casting vote if votes are even. Voting by proxy shall not be permitted.

MONIES OF THE SOCIETY

23. The funds of the Society are to be derived from the following sources:
 - (a) members' subscriptions;
 - (b) entrance fees to shows, exhibitions and open gardens;
 - (c) organising travel;
 - (d) the sale of goods and services;
 - (e) gifts, bequests, grants and subsidies.
24. Where the Society has entered into a scheme for raising funds for a charitable or community purpose while promoting an interest in horticulture, any such funds raised and collected by the Society shall be considered as moneys of the Society until they are disbursed in accordance with Clause 31.
25. All monies received by or on behalf of the Society shall be paid into an appropriate account with a bank or other institution, as Council shall from time to time determine. All cheques drawn upon any of the Society's accounts, other than investments, shall be signed by any two of the following:
 - The President
 - The Secretary
 - The Treasurer or
 - Any other Council member authorised by the Council.

26. All cheques, unless for a cash advance for a special purpose, shall be crossed and be in favour of the person or organisation to whom the amount is payable.
27. The Council may invest any funds surplus to immediate requirements, as Council determines to be in the best interests of the Society.
28. All investments shall be made in the Society's name and may be transacted under the signature of any two persons listed in Clause 25. Maturities and conversions of investments shall be handled in a similar manner.
29. Where an investment is to be made with a financial institution and that institution requires the Common Seal to be affixed to the application, the approval of Council to the making of the investment shall be authorisation for the affixing of the Common Seal. A similar authority applies where maturities and conversions require the affixation of the Common Seal.
30. Subject to Clause 31, the income and property of the Society, however derived, shall be applied solely towards the promotion of the objects and purposes of the Society, as outlined in Clause 3. No portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Society, except in reimbursement of expenditure properly incurred, on behalf of the Society or where such payments are made in accordance with Clause 3(f).
31. Where the Society has entered into a scheme for raising funds for a charitable or community purpose while promoting an interest in horticulture, the Council may authorise the disbursement of monies for that charitable or community purpose. The amount to be authorised by Council is not to exceed the figure obtained by deducting the expenses incurred by the Society, directly or indirectly, in such fund-raising from the total amount collected by the Society from the fund-raising.
32. No member of the Society is authorised to sign or enter into any contract for the supply of goods or services to or for the Society in an amount exceeding five hundred dollars or such other amount as Council may determine except the President, Secretary, Treasurer or such other Council member authorised by Council and then only with the express approval of Council. In the case of an emergency, the President may direct one of the officers mentioned to take a telephone vote of Council members.
33. Only the President, Secretary, Treasurer or Bulletin Editor may sign a sales tax exemption certificate in respect of the provision of goods or services for the Society.
34. The financial year of the Society ends on 30 June of a year.
35. The winding up or dissolution of the Society shall be carried out in accordance with the Associations Incorporation Act 1991, as in force from time to time.

INSURANCE

36. The Council shall cause to be taken out, with a recognised insurance company, a policy of insurance in the sum of at least \$500,000 safe-guarding the Society and members of Council against all risks from any claims for damages or injuries sustained by any person or persons at any meeting, show, demonstration, or the like, organised by the Society.

MANAGEMENT OF THE SOCIETY

37. The management of the Society shall be carried out by a Council consisting of:
- President
 - Senior Vice President
 - Vice President
 - Past Presidents (ex officio at their option)
 - Secretary
 - Treasurer
 - Canberra Gardener Officer
 - Membership Secretary
 - Sixteen Council members
- Any other members of the Society as may be appointed by Council.
38. All elected members of Council shall retire at the Annual General Meeting and all shall be eligible for re-election, provided that the President shall not hold office for more than three consecutive years, and the Secretary and Treasurer shall not hold office for more than five consecutive years.
39. A vacancy occurs in the membership of the Council if a member:
- (a) dies; or
 - (b) resigns that membership; or
 - (c) resigns, or is deemed to have resigned, as a member of the Society; or
 - (d) is ineligible to remain on Council under the terms of the Associations Incorporation Act 1991.
40. A member of Council (other than Secretary) may resign his or her membership of Council by notice in writing given to the Secretary.
41. The Secretary may resign from the Council by notice in writing given to the President.
42. Any vacancy among office holders or other members of Council may be filled by the remaining members of Council and members so appointed shall hold office until the next election of Council.
43. Subject to Clause 39, all members of Council shall remain in office until their successors are appointed, notwithstanding the provisions of Clause 38 that all members of Council shall retire at the Annual General Meeting.

ELECTION OF COUNCIL

44. The President shall invite, through the Bulletin or a Canberra newspaper, nominations for office bearers and Council, in writing, to be lodged with the Secretary before the Annual General Meeting.
45. All candidates for office must be financial members of the Society and all nomination forms must be signed by the nominee.

46. Retiring members of Council may state their willingness at the last Council Meeting of the preceding year to stand for election subject to the limitations of Clauses 38 and 45.
47. At the Annual General Meeting the President shall appoint a person to conduct elections to all positions to be filled at that meeting, hereafter termed the Returning Officer.
48. The Returning Officer shall not be a candidate for office and need not be a member of the Society.
49. The Returning Officer shall declare all elected positions vacant and shall then proceed with the elections to such positions.
50. Upon completion of the elections the newly elected President shall occupy the chair.
51. Two scrutineers shall be appointed by the retiring President to conduct any ballot. In the event of two or more candidates receiving an equal number of votes for any vacancy, a scrutineer shall draw one name from a hat and the person of that name shall be declared elected.
52. If nominations received, by the Secretary for any position, before the Annual General Meeting, are:
 - (a) equal to or less than the number of vacancies to be filled, the Returning Officer shall declare those persons elected;
 - (b) greater than the number of vacancies to be filled, a ballot shall be held.
53. If all vacancies have not been filled, the Returning Officer shall call for further nominations. Each person so nominated shall signify agreement. If the nominations are:
 - (a) equal to, or less than the required number, the Returning Officer shall declare those persons elected. If less than the required number, the remaining vacancies shall be filled by invitation at any meeting of the Council;
 - (b) greater than the number of vacancies to be filled, a ballot shall be held.

POWERS AND PROCEEDINGS OF COUNCIL

54. The Society and its property and affairs shall be under the control and management of the Council.
55. The Council shall meet at least six times per year, at a place to be determined by the President. Seven members of Council shall form a quorum.
56. The Secretary shall notify all members of meetings of Council, as directed by the President by a means to be determined by the President and convenient to the Secretary. Prior notice shall be given as far ahead as is practicable, but insufficient notice of meetings shall not invalidate proceedings at Council meetings, provided a quorum is present and a vote is carried that the meeting is properly constituted.
57. At all meetings of Council, the President shall preside, or if absent, the Senior Vice President, Vice President, or the Immediate Past President. In the absence of all the aforementioned, a member of Council shall be appointed by those present.

58. The person presiding shall have ultimate authority on every point of order.
59. Council may withdraw membership of the Society for such period as it may decide from any member who in the opinion of Council has acted in a way contrary to the best interests of the Society. Council, in the exercise of this power, is to give the member a reasonable opportunity to explain his or her actions to Council before a decision is made. The decision of Council is to be advised to the member in writing. Any member dissatisfied with the decision of Council may request the convening of an Extraordinary Meeting for the purpose of reviewing the decision of Council and the Secretary shall thereupon call an Extraordinary Meeting.

POWERS AND DUTIES OF OFFICE BEARERS

PRESIDENT

60. The President shall be the Chief Executive Officer of the Society with the power to convene General and Extraordinary Meetings of the Society and the Council.
61. The President shall be responsible for:
- (a) conduct of all meetings;
 - (b) supervision of discussions;
 - (c) preservation of order so that business may be conducted in due form and with propriety;
 - (d) signing of the minutes, upon confirmation; and
 - (e) preparation of a report on the immediate past year's activities for presentation to the Annual General Meeting.

SECRETARY

62. The secretary shall cause all proceedings of Council Meetings, Annual and Extraordinary Meetings to be recorded in Minute Books provided for the purpose.
63. The Secretary shall be responsible for the:
- (a) notification of all meetings as laid down in Clauses 15 and 56
 - (b) attendance to all matters of policy as directed by the President and/or Council; and
 - (c) attendance to all matters of correspondence as directed or implied.
64. The Secretary is to be responsible for the custody of:
- (a) the Minute Books of the Society; and
 - (b) any other documents of the Society other than those referred to in Clauses 67, 69 and 71.

TREASURER

65. The Treasurer shall be responsible for the keeping of correct account books showing the financial affairs of the Society and shall submit a financial report to each meeting of Council showing the state of the Society's affairs.
66. The Treasurer shall be responsible for the:
- (a) collection of all monies, other than for sales of the Society's publication, The Canberra Gardener, and for membership subscriptions due to the Society;
 - (b) issue of official receipts;
 - (c) payment of such monies into such accounts as Council may determine;
 - (d) incorporation in the Society's books of transactions by the Canberra Gardener Officer and the Membership Secretary;
 - (e) payment of monies as Council may direct or have approved;
 - (f) withdrawal of advances, required for the running of the Society's normal activities such as forthcoming shows, exhibitions, garden competitions, etc;
 - (g) submission of the books to the Council when required; and
 - (h) preparation and submission to the Annual General Meeting of a financial statement duly audited, for the year ending 30th June each year.
67. The Treasurer is responsible for the custody of:
- (a) the account books of the Society; and
 - (b) the financial documents and records of the Society other than those referred to in Clauses 64, 69 and 71; and
 - (c) any securities of the Society.

CANBERRA GARDENER OFFICER

68. The Canberra Gardener Officer shall be responsible for the:
- (a) maintenance of up-to-date records of the Society's publication – The Canberra Gardener;
 - (b) issue of accounts;
 - (c) collection of monies and issue of official receipts;
 - (d) payment of such monies into the appropriate account as Council may determine; and
 - (e) details of all monies being banked being forwarded to the Treasurer.

69. The Canberra Gardener Officer is responsible for the custody of accounts and records relating to The Canberra Gardener.

MEMBERSHIP SECRETARY

70. The Membership Secretary shall be responsible for the:
- (a) maintenance of up-to-date records of the names and addresses of all financial members of the Society;
 - (b) collection of membership subscriptions payable to the Society;
 - (c) issue of official receipts and membership tickets;
 - (d) payment of such monies into the appropriate account as Council may determine;
 - (e) details of all monies banked being forwarded to the Treasurer;
 - (f) necessary steps being taken to inform unfinancial members of arrears as set out in Clause 10 above; and
 - (g) issuing of the Bulletin to those entitled to receive same.
71. The Membership Secretary is responsible for the custody of:
- (a) the membership records; and
 - (b) receipts books which have not been completed.

PUBLIC OFFICER

72. The Council shall appoint a Public Officer of the Society which appointment may be terminated by a resolution of the Council. The Public Officer may be a member of the Council and may hold another office on the Council. The Public Officer shall do all things as required by the Associations Incorporation Act 1991, as in force from time to time.

COMMON SEAL

73. The Society shall have a common seal which shall not be affixed to any instrument except by the authority of a resolution of Council, and in the presence of at least two members of Council as authorised by Council, and of the Public Officer, and those present as above shall sign every instrument to which the seal of the Society is so fixed in their presence.
74. The common seal is to be kept by the Public Officer.

AUDITOR

75. The Council of the Society shall, from time to time, appoint an Auditor who shall not be a member of the Society and who shall not be the Public Officer. The Auditor shall audit the books of account kept by the Treasurer as hereinbefore provided and shall prepare and submit to each Annual General Meeting a report thereon.

INSPECTION OF BOOKS OR DOCUMENTS

76. A member may, by notice in writing to the Secretary, request access to the books or documents of the Society.

77. Where a request is made under Clause 76, the Secretary shall direct the officer(s) having the custody of the books and documents under the Constitution to arrange access to the books and documents at a reasonable time and place as soon as practicable.

AMENDMENTS TO THE CONSTITUTION

78. This constitution may be amended at any Annual General Meeting, or Extraordinary Meeting called for that purpose, provided that notice of motion has been given to the Secretary and all members notified in accordance with Clause 15. Such motion to amend the constitution shall not be carried unless approved by at least 75% of the members present.