

# THE CONSTITUTION OF THE BROMELIAD SOCIETY OF AUSTRALIA INC.

(Incorporated in N.S.W. – 21<sup>ST</sup> July, 1987)

Issued 01/01/14

1. The society shall be called “The Bromeliad Society of Australia Inc.” and shall hereinafter be referred to as the Society.
2. The Society is a non-profit organization with membership open to any person with an interest in bromeliads.

## INTERPRETATION OF CONSTITUTION

3. In the interpretation of this Constitution unless the context otherwise requires :-
  - i. The singular shall include the plural and the masculine gender shall include the feminine and vice versa.
  - ii. The Department shall mean the Department of Fair Trading.

## OBJECTS

4. The objects of the Society shall be :
  - a. To promote the study, culture, and propagation of bromeliads.
  - b. To hold meetings, shows, and other such functions as will allow members to indulge freely and harmoniously in their hobby and to attract membership to the Society.
  - c. To publish and review
    - (i) such literature as is deemed by the Society to advance the science of bromeliad culture, or to increase the knowledge of it among Society members and the general public, and (ii) a regular newsletter for circulation to members.
  - d. To establish and maintain a library containing such literature as pertains to objects a. and c. above.
  - e. The assets and income of the organisation shall be applied solely in furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

## MEMBERSHIP

5. Any person of the age of eighteen years or over shall be eligible for membership, subject to the payment of a joining fee and the first annual subscription as prescribed. Further, any branch of the Society may also be eligible for membership as provided for in Rules 50 to 54 hereof.
6. Admission to membership shall be by written application and subject to the approval of the committee. The Committee's decision in respect of any membership application shall be final.  
A register of members shall be kept as provided for in Rule 43 hereof.

## LIFE MEMBERSHIP

7. The Committee may recommend or a member may put forward in writing a proposal, duly seconded, that the Committee give consideration to recommending for Honorary Life Membership an esteemed member who has had a long, outstanding, and rewarding relationship with the Society or for special services to the Society. Subject to endorsement by the Committee such a recommendation shall be dealt with at the next Annual General Meeting of members. A two-thirds majority of members present shall be required to vote in favour of the recommendation. Voting shall be by ballot – refer Rule 35.  
A Life Member shall have all the rights and privileges of a member but shall not be required to pay subscriptions.

## LIABILITY OF MEMBERS

8. The liability of the members shall be limited to individual members' subscriptions paid or in arrears.

## INDEMNITY OF MEMBERS

9. Members of the Society who by authority of the Committee or a General Meeting accept or incur any pecuniary liability on behalf of the Society shall be held indemnified by the Society against any personal loss in respect to such liability.

## RENUMERATION

10. No member or office bearer shall receive remuneration from the Society by virtue of being a member or office bearer either during the currency of the Society or upon its dissolution.

## ANNUAL SUBSCRIPTION

11. An annual subscription shall be payable by all members on the first day of January in each and every year. Such subscriptions shall be as recommended by the Committee from time to time and determined by members at a General Meeting. Subscriptions of members joining after 1<sup>st</sup> October shall be deemed to cover membership for the following year.

#### ARREARS

12. If a member fails to pay an annual subscription for any year on or before the date of the Annual General Meeting in that year the Committee may at any time thereafter cancel his membership. Reminders that the subscription is due will be published in the Society journal and announced at meetings. Reminder letters will not be sent to individuals unless otherwise decided by the Committee.

#### EXPULSION

13. The Society has the power to expel any member who offends against this Constitution, or whose conduct in the opinion of the members renders that person unfit for membership of the Society. No member is to be expelled without first being given an opportunity to appear before the Committee or a General Meeting as applicable to answer complaints made against him. For this purpose the Secretary shall give him fourteen days written notice to attend the relevant meeting and shall inform him of the complaint made against him. At such meeting voting shall be by ballot and a majority is required to expel a member.

#### RESIGNATION

14. Any member may resign by giving notice of resignation in writing. Every resignation shall take effect immediately upon receipt by the Secretary of such notice. A member not resigning in writing shall remain liable for debts as per Rule 8.

#### CESSATION OF MEMBERSHIP

15. Any person, upon ceasing to be a member in any manner whatever, shall forfeit all rights and claims upon the Society (except those covered by Rule 9) but shall nevertheless remain liable to pay all money due by him and return any property held by him and owned by the Society.

#### NOTICES

16. A notice may be served upon a member either personally or through the post addressed to him at the address given by him to the Secretary.

#### MANAGEMENT

17. The management of the Society shall be vested in a Committee consisting of no less than 7 and no more than 12 members of the Society (hereinafter called the office bearers). The President, Vice Presidents (2), Secretary, Treasurer, Editor and Assistant Editor shall be ex officio members of the Committee.
18. In addition to any other powers conferred upon it pursuant to this Constitution the Committee shall have the following powers :-
- (a) To investigate consider and make recommendations for and on behalf of members of the Society ;
  - (b) Such other powers as may be approved by members from time to time at a General Meeting.
19. The Committee of the Society shall meet at least once in every month to conduct and arrange the affairs of the Society. The quorum at such meetings shall be five members (see rule 34). Minutes of the proceedings of Committee Meetings shall be kept and shall be open for inspection by any member of the Society at a General Meeting. The Committee may from time to time for such purposes as it may think fit appoint one or more Society members as a sub-committee.
20. The Committee shall have the power to appoint members to fill casual vacancies in any office.
21. The Committee may grant leave of absence to any office bearer.
22. Any member of the Committee who does not attend three consecutive meetings shall, unless with leave, ipso facto cease to be a member thereof.

#### GENERAL MEETINGS

23. General Meetings of the Society shall be held monthly. Prior notice of General Meetings shall be given by publication in the Society journal posted to each member at his address. Minutes shall be taken and shall be open for inspection by any member at such meetings.

#### ANNUAL GENERAL MEETING

24. The Annual General Meeting of the Society shall be held during the month of February in each year, and such meeting shall be competent to entertain and transact any business of the Society. Members shall be given written notice of the Annual General Meeting by publication in the Society's journal.

25. At each Annual General Meeting all elected office bearers and those appointed pursuant of Rule 20 shall retire and the meeting shall elect members to fill the positions as set out in Rule 17 hereof. Candidates for each position on the Committee must be nominated and seconded. Such nominations shall be signed by each nominator and by the nominee indicating his willingness to stand for election, and shall be in the hands of the Secretary at least twenty one days before the Annual General Meeting. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held. In case of an equal vote a draw shall be held. Should written nominations for positions fall short of the required number, the nominees concerned shall be deemed to have been elected. Nominations for the vacant positions shall then be called from the floor of the Meeting. Any member present may be nominated and seconded. Acceptance of such nomination shall be deemed a due nomination.
26. A Librarian and a Publicity Officer shall be elected at this meeting. (See Rules 40 & 41).
27. The Public Officer to the Society shall also be elected and an Honorary Independent Accountant for Inspection purposes be appointed. (See Rule 43 & 42).
28. The President shall present to the meeting a written report covering the activities of the Society over the preceding year. (See Rule 36).
29. The yearly financial accounts made up to the thirty first day of December of the previous year and duly inspected shall be submitted by the Treasurer to the meeting. (See Rule 38).

### SPECIAL GENERAL MEETINGS

30. The Committee, whenever it considers it necessary for a special purpose, or upon requisition in writing lodged with the Secretary by not less than eight members, shall call a Special General Meeting. The requisition and call shall state the purpose for which the meeting is to be convened, and give notice of any motions to be presented relevant to this purpose. No other business shall be discussed at the meeting. The call to such Special General Meeting shall be by publication in the next issue of the Society's journal following the decision to hold the meeting or receipt of the aforementioned requisition. The date of such meeting shall be no later than that of the second General Meeting after such publication.
31. If such Special General Meeting be not called as above then any three of the requisitioners may call the meeting, to be held as soon as practicable.

### PROCEDURE AT MEETINGS

32. At all General, Annual General, Special General and Committee Meetings the President shall act as Chairman and in his absence a Vice President or such member as is appointed by the Committee. At such meetings each member present and not in arrears with his subscription or any other due to the Society shall have one vote and in the event of an equal number of votes being cast for and against a motion the Chairman shall have a second or casting vote.
33. All meetings of members shall have power to adjourn their proceedings for such a period as the meeting may think fit.
34. At all General, Annual General, or Special General Meetings a quorum shall be nine financial members, and for Committee Meetings five office bearers. If at any meeting a quorum shall not be present within half an hour of the time set for the start of the meeting, the meeting shall stand adjourned until a day and time selected by the President and advised to the members.
35. Voting shall be by a show of hands unless it is moved, seconded and carried that a specific vote shall be by ballot. However in the case of any motion dealing with individual members all voting shall be by ballot. Members are not entitled to vote by proxy at any meeting.

### PRESIDENT

36. The President shall be elected annually as hereinbefore provided. He shall preside over all meetings of the Society where he is present and the property of the Society (other than cash in the hands of the Treasurer) shall be vested in him upon trust for the members for the time being. The President shall deal with the property vested in him as directed by the Committee. The President shall report to the Annual General Meeting in accordance with Rule 28.

### SECRETARY

37. The Secretary shall keep a faithful record in a book of the business transacted at all meetings. He shall keep a copy of this Constitution and arrange for relevant entries in the register of members as per Rule 43 below. The Committee may appoint an office bearer or other member to assist the Secretary generally, and such member shall be called Assistant Secretary. The Secretary shall receive and keep all correspondence and this shall be submitted to the Committee always for consideration. He shall perform all secretarial duties imposed upon him by the Committee.

### TREASURER

38. The Treasurer shall receive and disburse the moneys of the Society as authorised by the Committee. He shall keep correct accounts of all such transactions and shall lodge in an approved bank all moneys received by him and shall present at each meeting of the Committee a financial statement to date together with the bank deposit and cheque books. The Treasurer shall report to the Annual General Meeting in accordance with Rule 29. Cheques drawn on the bank account shall be signed by any two of the following office bearers whose signatures have been authorised by the bank: President, Vice Presidents, Secretary or Treasurer. No cheques shall be drawn or any payment made without the authority of the Committee.

### EDITOR & ASSISTANT EDITOR

39. The Editor and Assistant Editor shall collectively produce and/or edit all articles received for publication and shall produce at regular intervals for the Society its journal. Notices of meetings and annual reports of the President and Treasurer shall be published in the journal.

### LIBRARIAN

40. The duties of the Librarian will be performed by a member of the Committee or any other elected financial member of the Society. The Librarian shall be responsible for the care of all books and publications belonging to the Society. His duties shall include the issuance and retrieval of literature on loan to members and the recording of all transactions pertaining thereto.

### PUBLICITY OFFICER

41. The duties of the Publicity Officer will be performed by a member of the Committee or any other elected financial member of the Society. The Publicity Officer will arrange the distribution of promotional material regarding the Society's activities as approved by the Committee.

### INSPECTION OF ACCOUNTS

42. The accounts of the Society shall be prepared by the Treasurer at the end of each calendar year. These accounts will be inspected by an independent Accountant who shall report thereon, such report together with accounts to be presented by the Treasurer at the Annual General Meeting. Should an independent Accountant not be available to act on an honorary basis, funds shall be provided to obtain accounting services on a professional basis.

### PUBLIC OFFICER

43. Duties of the Public Officer will be performed by any elected financial member of the Society. The Public Officer shall not later than fourteen days after becoming elected give notice to the Department of his full name and address in the State. The Public Officer shall have under his control an up to date register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which that person became a member, and where relevant, the date on which he ceased to be a member. The register of members shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

### FUNDS

44. The funds of the Society shall be from subscriptions of members and other funds raised from fund raising activities organised by the Society.

### RECORDS

45. All currently financial members shall be at liberty to inspect the books of the Society, free of charge, at any reasonable hour after making suitable arrangements with the Secretary, Treasurer or Public Officer as appropriate.

### COMMON SEAL

46. The Common Seal of the Society shall be kept in the custody of the Public Officer. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

### INSURANCE

47. The Society shall effect with an approved insurance company a Public Risk Insurance Policy of not less than \$2,000,000.

### PROPERTY

48. The Society may own property of whatever nature and deal with such property as it sees fit as if the Society were a natural person.

#### DISSOLUTION

49. The Society shall not be wound up except by resolution at a Special General Meeting of the members. In the event of the Society being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation that is carried on with similar objects and is not carried on for the profit or gain of its individual members.

#### BRANCHES

50. In order to further and promote the objects of the Society, branches of the Society may be formed provided that such branches be approved of by a General Meeting of the Society and that notice of the proposed formation has been given for consideration at such a meeting. Such notice to be given as provided herein.

51. Each branch shall pay the Society one annual membership subscription as if such branch were a member of the Society.

52. Branch members shall pay to their branch an annual subscription as prescribed by their branch.

53. Members of the Society shall also be entitled to be members of a branch and the branch may elect to charge in full, waive or reduce their own annual subscription to such a member.

54. Subject to this Constitution, branches shall be entitled to make rules for the management and conducting of the affairs of the branch only.

#### AMMENDMENTS TO THE CONSTITUTION

55. No repeal, amendment or addition to the Constitution shall be made except by special resolution at a General Meeting of which not less than four weeks written notice specifying the intention to propose the resolution as a special resolution has been given.

Such resolution must be passed by a two-thirds majority of members present and entitled to vote.

#### CONSTITUTION COPIES

56. A copy of this constitution shall be supplied to any member on application to the Secretary.

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