

ANOS Inc. BY-LAWS

1. Proxy Form

The form to be used by a member to appoint a proxy to vote for him or her at a general meeting shall be in accordance with Appendix 1 to these By-laws.

2. Groups

- (1) There are two types of Groups:
 - (a) Incorporated Groups; and
 - (b) Unincorporated Groups.
- (2) Incorporated Groups:
 - (a) An incorporated Group is an incorporated association registered under the Act or under the corresponding legislation in the State or Territory in which the Group was incorporated, which has a constitution which is consistent with this Constitution and which has been approved in writing by Council, which identifies as a Group of the Society, and which has the written approval of Council to refer to itself, and operate, as an ANOS Group.
 - (b) Incorporated Groups may not enter into contracts, or perform any other activity, on behalf of the Society without the prior written approval of Council.
 - (c) Incorporated Groups shall provide a report, preferably in writing, in relation to their activities throughout the year, at each ANOS Inc. Annual General Meeting.
- (3) Unincorporated Group:
 - (a) An unincorporated Group is a number of persons who are ANOS Inc. individual or Group Members who hold regular meetings and, subject to the Constitution, are responsible for their own administration and finance, have adopted the ANOS Inc. Group Rules set out in Appendix 2, and who have the written approval of Council to refer to themselves as an ANOS Group and to conduct specified activities as such.
 - (b) Members of unincorporated Groups who are not individual members of the Society are eligible to be Group Members of the Society on payment by the Group of the requisite Group Membership Fee on their behalf, and it shall be a condition of Council's approval of the Group operating as an ANOS Group that the unincorporated Group ensures that all Members of the Group who are not individual members of the Society become Group Members of the Society.
 - (c) Unincorporated Groups shall, at such intervals as Council directs, submit a written report on their activities, a Financial Report and Membership Listing to Council.

- (d) Unincorporated Groups may not enter into contracts, or purport to perform any other activity in the name of, or on behalf of, ANOS, or otherwise act as an ANOS Group, other than in accordance with the terms of the written authority of Council which must be obtained in advance.
- (4) Where possible, every Group, whether incorporated or unincorporated, shall adopt a name in the following format: "The Australasian Native Orchid Society Inc. AAAA Group", where "AAAA" is a local or regional name, and the name shall be submitted to Council for approval before the Group is formed and/or incorporated.
- (5) Council may delegate to officers of Groups the authority to enter into contracts or agreements for hall hire and other transactions connected with meetings, shows and other events organised by the Group, and to open and operate bank accounts in the name of the Group on behalf of the Society.

3. The Orchadian

- (1) The Society shall publish a quarterly journal titled The Orchadian.
- (2) The mailing list for the journal shall comprise the Society's patron/s, all individual members including life members and all corporate members, and such other persons and entities as Council shall determine from time to time.
- (3) Council shall register the name The Orchadian as a Trade Mark with the relevant government authority and ensure that ownership of same shall remain with ANOS Inc.

4. Editorial Sub-Committee

- (1) Council shall, pursuant to Clause 26 of the Constitution, appoint an editorial sub-committee.
- (2) The Editorial Sub-Committee shall consist of:
 - (a) The editor;
 - (b) Up to 5 persons with the required skills to achieve the objectives in Item 3 below.
- (3) The Editorial Sub-Committee shall:
 - (a) Define the purpose of The Orchadian to ensure that the content is consistent with the objectives as defined in the Constitution.
 - (b) Define a Style Guide for submissions.
 - (c) Consider and implement mechanisms to obtain articles for inclusion.
 - (d) Define policies on the use of nomenclature.
 - (e) Define balance of content.
 - (f) Determine the policy on peer review for use when required.

(4)

- (a) The sub-committee shall meet as required, but not less than 4 times per year.
- (b) The matters to be considered by the sub-committee shall be resolved by consensus in the first instance, and vote if needed.
- (c) Where a vote may be required, the editor shall have a casting vote.

5. Ira Butler Trophy Committee

- (1) Council shall, pursuant to clause 26 (4) of the Constitution, support the Ira Butler Trophy Committee ("IBTC").
- (2) The structure and function of the IBTC shall be as set out in the Memorandum of Agreement between The Australasian Native Orchid Society Inc. and The Orchid Society of New South Wales Inc. dated 29th January 2007 as amended.

6. Judging

(1) Judging Sub-Committee

- (a) Council shall, pursuant to clause 26 of the Constitution, appoint a Judging Sub-Committee, to consist of the Registrars of each of the Regions which have an ANOS Judging Panel.
- (b) The National Registrar of Judges shall be the chairperson of the Judging Sub-Committee
- (c) The Judging Sub-Committee shall convene at least twice per calendar year.
- (d) The Judging Sub-Committee shall:
 - (i) Present and discuss and vote on recommendations made by State and Regional Judging panels and the National Registrar in respect of the following matters:
 - a. Amendments to the judging standards;
 - b. Amendments to the judging handbook; and
 - c. Such other matters relating to judging as may arise.
 - (ii) Ratify decisions made by state or regional judging panels as to that panel's appointment of certificated and associate judges and the elevation of associate judges to full judge status.
- (e) Except for voting on amendments to the Judging Handbook, that are detailed in By-Law 6 (2), each member present at a meeting of The Judging Sub-Committee is entitled to one vote on each question before the sub-committee but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(2) Judging Handbook

- (a) The ANOS judging panel shall produce a Judging Handbook which shall cover all matters relevant to the judging of Australian and Australasian Native orchids and the administration of the ANOS Judging Panel.
- (b) The Judging Handbook shall comprise the terms of this judging By-law together with such additional provisions as the Judging Sub-Committee may determine from time to time.
- (c) Amendments to the Judging Handbook shall be made as follows, and only as follows,
 - (i) An amendment may be proposed by any judge.
 - (ii) The judge proposing the amendment shall give written notice of the proposed amendment to his or her State or Regional Judging Panel Registrar, and the Registrar shall place that proposal on the agenda for discussion at the Panel's next meeting,
 - (iii) If the Panel decides that the proposal has merit, the State or Regional Judging Panel Registrar shall give written notice of the proposed amendment to all members of the Judging Sub-Committee. After the other Panels have had a reasonable opportunity to discuss and vote on the proposal, the National Registrar shall place the proposal on the agenda for discussion at the next Judging Sub-Committee meeting;
 - (iv) The State or Regional Panel Registrars shall then present total votes from Judges and Associate Judges for and against the proposal. The national tally shall determine the success or failure of the proposal.
- (d) The National Registrar of judges may propose amendments to the judging standards or Judging Handbook, and such recommendations shall be submitted to each of the State or Regional Panel Registrars for discussion, voting and subsequent treatment as provided for in sub-clause (2)(d)(iii).

7. Conferences and Shows

(1) Timing

- (a) The ANOS Conference and Show should be held over a period of up to five days every three years in the month of August or September.
- (b) The choice of dates is the responsibility of the Host Group. The dates should coincide with peak native orchid flowering times for the region in which the event is to be conducted.

(2) Selection of Host

- (a) A group interested in hosting a conference should submit an expression of interest to ANOS Inc. Council prior to the upcoming conference.

- (b) Council shall consider expressions of interest at the Council meeting immediately prior to the upcoming Conference and select the Host Group.
 - (c) The Host for the next conference will be announced at the closing of the current conference.
 - (d) At each conference, expressions of interest shall be called for the conference in six years time.
- (3) Funding & Budget
 - (a) ANOS Inc. shall provide seed funding for the conference as determined.
 - (b) Within three months of selection, the Host Group shall submit a draft budget for the Conference and Show to ANOS Inc. Council
 - (c) ANOS Inc. Council should be satisfied that the proposed budget ensures a successful Conference and Show.
 - (d) Changes to expected budget outcomes should be notified to ANOS Inc Council in progress reports as detailed in section 9 (a) (iii) below.
- (4) Model Show Schedule
 - (a) The Show Schedule shall be based on the Model Show Schedule contained in ANOS Inc Conference and Show Guidelines.
 - (b) Amendments to the Model Show Schedule may be made to allow for the particular requirements of the Host Group.
 - (c) The proposed Show Schedule shall be submitted to the National Registrar of Judges and be approved by the Judging Sub-Committee prior to publication.
- (5) Conference and Show Format
 - (a) The format of the Conference and Show shall be determined by the Host Group taking into account the possible format/s included in the Conference Guidelines.
 - (b) A draft Conference and Show format shall be submitted to ANOS Inc Council for comment within 12 months of the Host Group being selected.
 - (c) The final Conference and Show format shall be submitted for approval by ANOS Inc Council at least 12 months prior to the Conference.
- (6) Provision for ANOS Sub-Committee Meetings
 - (a) ANOS Sub-Committee chairpersons shall liaise with the Conference Committee chairperson or delegated representative to outline requirements and finalise arrangements for meetings they require.

- (7) Conference Proceedings
 - (a) The conference committee shall appoint an editor who shall be responsible for the production of the Conference Proceedings.
 - (b) The Conference Proceedings shall contain,
 - (i) The program of the Conference and Show,
 - (ii) Manuscripts relating to the speaker program.
 - (c) The proceedings shall be distributed to registrants on arrival at the Conference.
- (8) Reporting to ANOS Inc. Council
 - (a) ANOS Inc. Council shall appoint a Councillor to liaise between ANOS Inc. Council and the Conference Committee. This Councillor shall be responsible for updating ANOS Inc. Council at bi-monthly intervals on the progress of the Conference Committee.
 - (b) The Conference Committee shall provide a written report on the Conference and Show and a full financial report to ANOS Inc Council within three months of the Conference.

Appendix 1.

FORM OF APPOINTMENT OF PROXY

I,
(full name)
of
(address)
being a member of the AUSTRALASIAN NATIVE ORCHID SOCIETY INC.,

hereby appoint

.....
(full name of proxy)
of
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the.....day of of.....and at any adjournment of that meeting.
(month and year)

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....
** to be inserted if desired.*

.....
Signature of member appointing proxy

Date:

NOTE: A proxy vote may not be given to a person who is not a member of the Society.

Appendix 2

GROUP RULES

1 Name

The Group shall be called “The Australasian Native Orchid Society Incorporated, AAAA Group” (hereinafter called “The Group”) and is Incorporated as a group of the Australasian Native Orchid Society Inc. (hereinafter called “ANOS”) under the ANOS Constitution.

2 Rules

The Group is bound by the Constitution of ANOS Inc.

3 Committee

The Committee of Management of the Group:

- (a) shall, subject to the terms of the written approval and authority of ANOS Inc., control and manage the affairs of the Group;
- (b) may exercise all such functions as may be exercised by the Group, other than those functions that are required by these Group Rules to be exercised by a General Meeting of the members of the Group;
- (c) has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Group, provided those actions are in conformity with the written approval and authority of ANOS Inc.;
- (d) a quorum for a meeting of the Committee shall comprise a number equal to the next whole number above 50 per cent of the Committee for the time being.

4. Membership of the Committee

- (a) The Committee shall comprise:
 - (i) the four Office-Bearers of the Group;
 - (ii) an odd number of ordinary members, each of whom shall be elected at the Annual General Meeting of the Group;
- (b) The Office-Bearers shall be:
 - (i) the Group President;
 - (ii) the Group Vice-President;
 - (iii) the Group Treasurer;
 - (iv) the Group Secretary.

- (c) Each member of the Committee shall, subject to these Group Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.
- (d) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Group to fill the vacancy, and the member so appointed shall hold office subject to these Rules until the conclusion of the Annual General Meeting following the date of appointment.

5 Election of Members of the Committee

- (a) Nomination of a candidate for election as an Office-Bearer, or as an ordinary member of the Committee shall be at the Annual General Meeting by a financial member of the Group and seconded by a financial member of the Group
- (b) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held, conducted at the Annual General Meeting
- (c) The election of the Committee shall be conducted by an electoral officer appointed by the Annual General Meeting.

6 Fees

- (a) In addition to group membership subscriptions payable to ANOS Inc. which shall be collected by the Group and remitted to the ANOS Inc. Treasurer, a membership fee shall be levied by the group on all classes of members of the Group, except as provided in Rule 10, on 1st July of each year.
- (b) The amount of such fee shall be determined by the Committee.

7 Financial Year

- (a) The Financial year of the Group shall be from 1st July to 30th June the following year.

8 Finance

- (a) The Treasurer shall be responsible for the collection of all monies due to the Group and the banking of same in the Group's Bank Account.
- (b) The Treasurer shall keep correct books and accounts showing the financial affairs of the Group. Including full details of all receipts and expenditures connected with the activities of the Group.
- (c) At the end of the Financial Year and after approval of the Group's Financial Statement at the Group's Annual General Meeting. The Treasurer shall make a report on the Group's Finances to the ANOS Inc. Treasurer.

9 Disbanding of the Group

In the event of the Group being dissolved, all assets and properties of the Group shall be transferred to ANOS Inc.

10 Life Membership

- (a) Election as life member shall be by a majority of 75% of the Group Members present at the meeting after advice has appeared on the notice of meeting.
- (b) Voting shall be by a show of hands, or as determined by the Group President.
- (c) Life membership shall carry all the rights and obligations of ordinary Group Membership except the payment of annual membership fees.

11 Classes of Members

The following classes of members shall apply:

- (a) full;
- (b) family;
- (c) junior (under 18 years);
- (d) life.

12 Conduct of Meetings

- (a) At any meeting of the Group the President, or in his absence, the Vice-President, shall preside. If the President and the Vice-President is absent or unwilling to act, the members present shall elect a member to preside at the meeting.
- (b) The constitution of a quorum for transaction of business at any meeting of the Group shall be 20% of the financial membership of the Group.
- (c) If a quorum is not present, no official business may be transacted.

13 Annual General Meeting

The Annual General Meeting shall be held within two months of the end of the financial year.