

**CONSTITUTION  
of  
THE AUSTRALASIAN NATIVE ORCHID SOCIETY INC.**

**ABN 88 676 231 296**

(As amended by special resolution on 29 March 2022. The changes were registered by NSW Fair Trading on 29 April 2022 and took effect from that date.)

**Part 1 – Preliminary**

**1 Name**

The association shall be called The Australasian Native Orchid Society Inc., hereinafter referred to as “the Society” or “ANOS”.

**2 Definitions**

In this Constitution:

**associated native orchid society** means an orchid society which has a primary focus on Australasian or Australian native orchids and is a corporate member of ANOS, but which is not an ANOS group.

**Australasia** means the Commonwealth of Australia and all its Territories at the date of this Constitution, together with New Zealand, New Caledonia, Vanuatu, Fiji, Papua New Guinea including the Bismark Archipelago, Solomon Islands, West Papua and Samoa, all islands south-east of a line joining 0° latitude 130° east longitude, and 20° south latitude and 120° east longitude, and all islands east of Australia to the International Date Line and south of the Equator.

**Australia** means the Australian mainland, Tasmania, and any island under the political control of an Australian state.

**Australasian native orchid species** means a species found growing within the boundaries of Australasia, but not one found growing in Australia unless, being a species which occurs both within and outside Australia, the provenance of a particular plant (or one of its ancestors in the case of a line bred species) is known to be outside Australia.

**Australasian native orchid hybrid** has the meaning ascribed to it in the ANOS Judging Handbook.

**Australian native orchid species** means a species found growing within the boundaries of Australia. Where a species occurs both within and outside Australia a plant of that species shall be regarded as an Australian native orchid species unless its provenance (or the provenance of one of its ancestors in the case of a line bred species), is known to be outside Australia.

**Australian native orchid hybrid** has the meaning ascribed to it in the ANOS Judging Handbook.

**By-laws** means the By-laws of the Society.

**Council** means the committee of management of the Society.

**ordinary councillor** means a member of Council who is not an office-bearer of the Society.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Group** means an incorporated or unincorporated group as defined and provided for in the By-laws.

**Secretary** means:

- (a) the person holding office under these rules as secretary of the Society; or
- (b) if no such person holds that office – the public officer of the Society.

**Special general meeting** means a general meeting of the Society called for the purposes of specified business, other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009* of New South Wales.

**the Regulation** means the *Associations Incorporation Regulation 2010* of New South Wales.

### 3 **Objects of the Society**

The Objects of the Society shall be:

1. To promote the appreciation, culture, and propagation of Australian and Australasian native orchid species and hybrids.
2. To promote the conservation of Australian and Australasian native orchid species and natural hybrids, and, in particular, to assist in the preservation of those species and natural hybrids in their natural habitat.
3. To promote the scientific and cultural knowledge of Australian and Australasian native orchid species and hybrids.
4. To print and publish any pamphlet, book, periodical or other communication which the Society may consider desirable for the furtherance of its objects.
5. To establish and maintain standards for the judging of Australian and Australasian native orchid species and hybrids, and to train judges to apply these standards.
6. To establish and maintain awards for Australian and Australasian native orchid species and hybrids.
7. To organise and promote and support conferences and shows featuring Australian and Australasian native orchids.
8. To subscribe to or become a member or associate of any other organisation with similar objects.
9. To subscribe to any charity and make donations for any public or charitable purpose as deemed appropriate by Council.

10. To do all such other lawful things incidental or conducive to the attainment of these objects.

## **Part 2 – Membership**

### **4 Membership Generally**

- (1) Subject to sub-clause 2, and clause 5, there shall be five classes of membership, namely:
- (a) Individual members;
  - (b) Corporate members;
  - (c) Group Members;
  - (d) Family Members;
  - (e) Junior Members.
- (2) Council may, from time to time, as it sees fit, provide for additional classes of membership.
- (3) Individual Membership:  
A person is eligible to be an individual member of the Society if the person is a natural person and has been nominated and approved for membership of the Society in accordance with Clause 6.
- (4) Corporate Membership:  
An incorporated association or other incorporated entity is eligible to be a corporate member of the Society if it has been nominated and approved for membership in accordance with Clause 6.
- (5) Group Membership:  
An individual who is a member of a Group as defined and provided for in the By-laws, who is not an individual member of the Society, and in respect of whom the Group has paid to the Society the requisite Group Membership fee, is eligible to be a Group member of the Society.
- (6) Family Members:  
A family member is a member of the immediate family of an individual or life member, living at the same address as the individual or life member, and in respect of whom the requisite family membership fee has been paid to the Society;
- (7) Junior Members:  
A person who is nominated and approved for individual membership of the Society as provided in Clause 4(3), but who is under the age of 18 years, shall be a junior member and the annual membership fee payable by a junior member so long as he or she remains under 18 at the time fees are payable shall be half the fee payable by individual members who are over the age of 18.

- (8) Individual, Junior and corporate membership of the Society shall include subscription to *The Orchadian*.

## **5 Life Membership**

- (a) Council may recommend to an Annual General Meeting that a member, whose conduct and service to the Society has been of outstanding value, be elected a life member. Life membership will carry all the rights, privileges, and obligations, of individual membership without the obligation to pay annual membership fees.
- (b) Any member may submit a nomination for Life Membership.
- (c) Nominations for Life Membership must be in writing and include a Resume giving the reason for the nomination.
- (d) Nominations must be submitted to Council at least 4 months prior to the annual general meeting.
- (e) Election of Life Members shall require a special resolution.

## **6 Nomination for membership**

- (1) A nomination of a person or incorporated entity for membership of the Society:
- (a) shall be made in writing in the form approved from time to time by Council; and
- (b) shall be lodged with the secretary of the Society.
- (2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to Council for determination as to whether to approve or reject the nomination.
- (3) As soon as practicable after Council makes that determination, the secretary shall:
- (a) notify the nominee, in writing, that Council approved or rejected the nomination (whichever is applicable); and
- (b) if Council approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification), if the nominee has not already done so, the sum payable under this Constitution by a member as entrance fee (if any) and annual subscription.
- (4) The secretary shall, on payment by the nominee of the amount/s referred to in subclause (3)(b) and clause 12(2) within the period referred to in that subclause in the case of individual, family, junior and corporate members, and on receipt of the group membership fee referred to in clause 12(3) in the case of group members, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Society.

## **7 Patrons**

- (a) Council may invite one or more Patrons from persons who, by their position in the community, will add prestige to the Society.
- (b) A person who is invited to be Patron of the Society, and who accepts that invitation, will be appointed to that office and hold office as the Patron until the person:
  - (i) dies; or
  - (ii) becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
  - (iii) resigns office by notice in writing given to the secretary; or
  - (iv) is removed from office by a resolution of Council; or
  - (v) becomes a mentally incapacitated person.

## **8 Cessation of Membership**

A person ceases to be a member of the Society if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Society; or
- (d) fails to pay appropriate Membership Fee within 3 months after the fee is due.

## **9 Membership entitlements not transferrable**

A right, privilege, or obligation which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

## **10 Resignation of membership**

- (1) A member of the Society may resign from membership of the Society by first giving to the secretary written notice of at least 1 month (or such other period as Council may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the membership registrar must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **11 Register of Members**

- (1) The membership registrar shall establish and maintain a register of members of the Society specifying the class of membership, the name and postal or residential address of each member, and the date on which the person or incorporated entity became a member.

- (2) The membership registrar shall provide the secretary and public officer with an up to date copy of the Membership Register immediately after updating it in order to ensure that the secretary and public officer have an up to date copy of the Register of Members at all times.
- (3) An up to date copy of the register of members shall be kept at the Society's official address, which shall be the address of the public officer, being either the address at which the public officer resides, is employed, or carries on business, and it shall be an address in New South Wales. This copy shall be deemed to be the Register of Members.
- (4) The register of members shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society; or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) Every member must inform the Secretary in writing of any change in their address and any such change of address must be entered in the Register of Members. The latest address in the Register of Members is deemed to be the Member's registered address.

## **12 Fees and Subscriptions**

- (1) A member of the Society shall, upon admission to membership, pay to the Society any entrance fee determined from time to time by Council.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Society, other than a group member, must pay to the Society an annual membership fee determined by Council:
  - (a) before 1 July in each calendar year; or
  - (b) where the member becomes a member on or after 1 July in any calendar year, upon becoming a member and before 1 July in each succeeding calendar year.
- (3) An annual group membership fee determined by Council shall be payable by the group in respect of every group member:
  - (a) before 1 July in each calendar year; or
  - (b) where the person becomes a group member on or after 1 July in any calendar year, upon that person becoming a group member and before 1 July in each succeeding calendar year.

### **13 Members' Liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Clause 12.

### **14 Resolution of Disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **15 Disciplining of members**

- (1) A complaint may be made to Council by any person, including a member of Council, that a member of the Society:
  - (a) has refused or neglected to comply with a provision or provisions of this Constitution; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Society.
- (2) Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If Council decides to deal with the complaint, Council:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to Council in connection with the complaint; and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) Council may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If Council expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by Council for having taken that action and of the member's right of appeal under clause 16.
- (6) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under clause 16;
- whichever is the later.

## **16 Right of appeal of disciplined member**

- (1) A member may appeal to the Society in general meeting against a resolution of Council under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify Council and Society members orally or in writing that the matter will be included for resolution at the next general meeting for which sufficient notice is possible. See Rule 30.
- (4) At a general meeting of the Society convened under subclause (3):
  - (a) Council and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (b) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 – Council**

### **17 Powers of Council**

Subject to the Act, the Regulation and this Constitution, and to any resolution passed by the Society in general meeting, Council:

- (a) is to control and manage the affairs of the Society; and
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Society; and
- (c) has power to perform all such acts and do all such things as appear to Council to be necessary or desirable for the proper management of the affairs of the Society.

### **18 Composition and membership of Council**

- (1) Council is to consist of:
  - (a) the office-bearers of the Society; and
  - (b) five ordinary councillors;



each of whom shall be elected at the Annual General Meeting of the Society under Clause 19.

- (2) The office-bearers of the Society are to be:
  - (a) the president;
  - (b) the immediate past president;
  - (c) the vice-president;
  - (d) the secretary;
  - (e) the treasurer;
  - (f) the Society's national registrar of judges;
  - (g) the editor;
  - (h) the conservation officer;
  - (i) the membership registrar.
- (3) A Council member may hold up to two offices (other than both the president and vice-president offices).
- (4) Each member of Council is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election, except that the president's term shall not exceed three consecutive years.
- (5) It is acknowledged that it is desirable that each State of Australia is represented on Council.
- (6) A Member shall not be elected to a position on Council if that person is an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth or has been convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or is prohibited from being a director of a company under Part 2D.6 of the *Corporations Act 2001* of the Commonwealth.

## **19 Election of Council members**

- (1) Nominations of candidates for election as office-bearers of the Society or of ordinary councillors:
  - (a) must be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place. (These forms shall be dated with the date the Secretary receives them and displayed at the annual general meeting.)
- (2) If insufficient nominations are received to fill all vacancies on Council, and provided no more than one nomination is received for each office-bearer's

position and no more than five nominations are received for the position of ordinary councillor, the candidates nominated are taken to be elected and further nominations for the positions for which no nomination has been received are to be received at the annual general meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on Council are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and/or ordinary councillors is to be conducted at the annual general meeting in such usual and proper manner at Council may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary councillor must be a financial individual or family member of the Society aged 18 years or more.
- (8) The national registrar of judges is elected by the judging panel as provided in the By-laws.

## **20 Secretary**

- (1) The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of Council; and
  - (b) the names of members of Council present at a Council meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The secretary shall conduct the correspondence of the Society and shall keep in custody, or under personal control, all documents of the Society, other than those required by the treasurer.
- (5) The secretary, unless Council otherwise directs, shall be the public officer of the Society and the public officer's private residence shall be the principal place of administration of the Society.

## **21 Treasurer**

It is the duty of the treasurer of the Society to ensure:

- (1) that, except as provided in By-laws 2 and 5 and Appendix 2, all money due to the Society is collected and received and that all payments authorised by the Society are made; and

- (2) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

## **22 Casual Vacancies**

- (1) In the event of a casual vacancy occurring in the membership of Council, Council may appoint a member of the society to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the officer of a member of Council occurs if the member:
- (a) dies; or
  - (b) ceases to be a member of the Society; or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
  - (d) resigns office by notice in writing given to the secretary; or
  - (e) is removed from office under clause 24; or
  - (f) becomes a mentally incapacitated person; or
  - (g) is absent without the consent of Council from three consecutive meetings of Council; or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **23 Assistant officers**

Council shall at its discretion have power from time to time to appoint and remove assistant honorary officers including assistant treasurer and assistant secretary and to define and vary their duties and obligations. Each of such officers shall be entitled to be given notice of and be present at all meetings of Council but shall not be entitled to vote on any matter before Council.

## **24 Removal of Council Members**

- (1) The Society in general meeting may by resolution remove any member of Council from the office of Council member before the expiration of that Councillor's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of Council to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may

send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **25 Council meetings and quorum**

- (1) Council shall meet at least every two months at such a time, date and place as Council may determine provided that the president or Council may cancel or defer any such meeting for sufficient cause.
- (2) A Council meeting may be held at 2 or more venues using any technology that gives each of the Council members a reasonable opportunity to participate.
- (3) Oral or written notice of meetings of Council shall be given by the Secretary to each member of Council at least 48 hours (or such other period as may be unanimously agreed upon by the members of Council) before the time appointed for the holding of the meeting.
- (4) A quorum for a meeting of Council shall comprise a number equal to the next whole number above 50 percent of Council for the time being.
- (5) No business is to be transacted by Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting may stand adjourned to a later date.
- (6) At any meeting of Council:
  - (a) the president, or, in the president's absence, the vice-president, shall preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of Council as may be chosen by the Council members present may preside;
  - (c) any person may, at the discretion of the president, attend meetings of Council but that person may only be heard with the permission of Council.

## **26 Delegation by Council to sub-committee**

- (1) Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as Council thinks fit) the exercise of such of its functions as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on Council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, Council may continue to exercise any function delegated, with the exception of functions delegated to the judging sub-committee and the Ira Butler Trophy Committee.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by Council.
- (6) Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper and its meetings may be held at 2 or more venues using any technology that gives each of the sub-committee members a reasonable opportunity to participate.
- (8) Each sub-committee established pursuant to this clause shall submit reports to Council in respect of its activities at least two days before the date of each scheduled Council meeting and shall table an annual report at the Society's annual general meeting.
- (9) The president of the Society is an ex officio member of all sub-committees except the judging sub-committee and the Ira Butler Trophy Committee.

## **27 Voting and decisions at Council meetings and sub-committee meetings**

- (1) Subject to clause 25(4), questions arising at a meeting of Council are to be determined by a majority of the votes of members of Council present at the meeting.
- (2) Each Council member present at a meeting of Council (including the person presiding at the meeting) is entitled to one vote on each question but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Questions arising at a meeting of the Ira Butler Trophy Committee and any other sub-committee shall be determined as provided for in the By-laws relating to that sub-committee.
- (4) The procedure for voting in the Ira Butler Trophy Committee and any other sub-committee shall be as provided for in the By-laws relating to that sub-committee.
- (5) Subject to clause 25(4), Council may act despite any vacancy on Council.
- (6) Any act or thing done or suffered, or purporting to have been done or suffered, by Council or by a sub-committee appointed by Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of Council or the sub-committee.

## **Part 4 – General meetings**

### **28 Annual General Meeting – holding of**

- (1) The Society shall hold its annual general meeting:
  - (a) within six months after the close of the Society's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **29 Annual general meetings – calling of and business**

- (1) The annual general meeting of the Society is, subject to the Act and to clause 28, to be convened on such date and at such place and time as Council thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from Council reports on the activities of the Society during the last preceding financial year;
  - (c) to elect office-bearers of Council and ordinary councillors;
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
  - (e) consideration of recommendations from Council for life membership.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **30 Special general meetings – calling of**

- (1) Council may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) Council must, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If Council fails to convene a special general meeting to be held within 2 months after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the

requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by Council.

### **31 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, given notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **32 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Twenty members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, may stand adjourned to a later date.

### **33 Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Society.

- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **34 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **35 Making of decisions**

- (1) A question arising at a general meeting of the Society is to be determined by either:
  - (a) a show of hands, or
  - (b) if, on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **36 Special resolutions**

A special resolution may only be passed by the Society in accordance with Section 39 of the Act.

### **37 Voting**

- (1) Subject to sub-clauses (3), (4), and (5) below, on any question arising at a general meeting of the Society, whether determined by show of hands or written ballot, every individual or family member present in person or by proxy shall have one vote.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.



- (3) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.
- (4) A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.
- (5) Corporate members are not entitled to vote at a meeting of the Society.

### **38 Proxy Voting**

- (1) Members of the Society who are entitled to vote at general meetings of the Society are entitled to vote by proxy but no member may hold more than five proxies.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1.
- (3) The form of appointment of proxy shall be deposited with the secretary 1 hour prior to the commencement of the scheduled meeting or adjourned meeting at which the person named in the form proposes to vote.

### **39 Postal ballots**

- (1) The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 16).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the regulation.

### **39A Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by Council that gives each of the Society's members a reasonable opportunity to participate.
- (2) A member of the Society who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 5 – Miscellaneous**

### **40 Judging Panel**

- (1) Only financial individual and family members of the Society may be ANOS judges.
- (2) ANOS judges are trained, appointed, and controlled as detailed in the By-laws.
- (3) ANOS judges shall judge all Australasian and Australian native orchid species and hybrids to the ANOS judging standards and in accordance with the provisions of the ANOS Judging Handbook which is provided for in the By-laws.
- (4) The ANOS judging standards shall be set out in the ANOS Judging Handbook.
- (5) The ANOS judging standards and the ANOS judging handbook shall be produced and amended in the manner provided for in the By-laws.

- (6) Regional judging panels may be formed as required as detailed in the By-laws.

#### **41 Insurance**

The Society shall effect and maintain insurance for public liability and Association Liability Insurance and may effect other insurance.

#### **42 Funds – source**

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations, and (subject to any resolution passed by the Society in general meeting) such other sources as Council determines.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account - except as provided in By-laws 2 and 5 and Appendix 2.

#### **43 Funds – management**

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of Council, being members authorised to do so by Council – except as provided in By-laws 2 and 5 and Appendix 2.

#### **44 Change of name, objects and Constitution**

An application to the Director-General for registration of a change in the Society's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or a Council member.

#### **45 Custody of books, etc.**

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books, and other documents relating to the Society.

#### **46 Inspection of books, etc.**

The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour, at a place convenient to the public officer:

- (a) records, books and other financial documents of the Society;
- (b) this Constitution;
- (c) minutes of all Council meetings and general meetings of the Society.

#### **47 Service of notices**

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or

- (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **48 Financial year**

The financial year of the Society is each period of 12 months commencing on 1 July and ending on the following 30 June.

#### **49 By-laws**

Council may make By-laws, not inconsistent with this Constitution, for the proper conduct of the business of the Society. Such By-laws, amendments or variations to existing By-laws may be set aside by a general meeting of members, but remain valid until set aside.