

# **The Stirling and Hills Garden Club Incorporated Constitution - Approved 21 March 2019**

## **1. Preamble**

The Stirling and Hills Garden Club comprises a group of people who share a common interest in a love of gardening and who meet regularly to share in this interest.

## **2. Name and Powers**

The name of the incorporated association is 'The Stirling and Hills Garden Club Incorporated', hereafter referred to as 'the Club'.

For the purpose of carrying out its objectives, the Club shall have all the powers conferred by section 25 of the Act, as detailed in the attached ADDENDUM A - Extract from the Associations Incorporation Act 1985.

## **3. Definitions**

'Committee' means the committee of management of the Club.

'General Meeting' means a general meeting of members of the Club convened in accordance with these rules.

'Annual General Meeting' or 'AGM' means a meeting held annually to elect the Committee and office bearers of the club.

'Member' means a member of the Club who shall be entitled to vote at meetings of the Club.

'The Act' means the Associations Incorporation Act.

'Special Resolution' means a special resolution defined in the Act.

'Month' shall mean a calendar month.

## **4. Objectives of the Club**

The objectives of the Club are:

- 1) To promote the dissemination and assimilation of knowledge and information in any form related to gardening;
- 2) To provide opportunities to share an appreciation of gardens and the beauty of plants and their propagation through appropriate means such as, presentations, lectures, garden visits and dissemination of gardening related information;
- 3) To encourage members in gardening related activities;
- 4) To affiliate with any body having similar objectives that may be to the advantage of the Club or its members; and
- 5) To promote gardening throughout the general community.

## **5. Membership**

Any person who supports the objectives of the Club and agrees to be bound by its rules and who applies for membership of the Club shall be eligible to become a member of the Club. The application for membership shall be made in writing and signed by the applicant. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be a member of the Club.

### **5.1 Types of Membership**

- 1) 'Individual Membership' is the normal category of membership.
- 2) 'Double Membership' shall be available to couples residing at the same residential address and each such member of eighteen years of age or older has the same benefits and rights as an Individual Member.

- 3) 'Life Membership' can be awarded at an AGM and confers all membership rights without the need to pay fees.

## **5.2 Subscriptions**

- 1) The annual subscription fee for membership shall be such sum as the members shall determine from time to time in a general meeting.
- 2) The annual subscription fee for double membership shall be 1.5 times the fee for an individual member or such other fee as determined from time to time in a general meeting.
- 3) The subscription fees shall be payable annually in advance as of the first day of March or at a time that the Committee determines.
- 4) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.
- 5) If a new member joins after the first day of September of a year then the subscription fee shall be reduced by 50% for the remainder of that year.

## **5.3 Resignations**

A member may resign from membership of the Club by giving written notice to the Secretary or President of the Club.

## **5.4 Register of members**

A register of members must be kept by a nominated member of the committee and shall contain:

- 1) The name and address of each member;
- 2) The contact details of the member, such as email address and phone number;
- 3) The date on which each member was admitted to the Club; and
- 4) If applicable, the date of and reason(s) for termination of membership.

Members are expected to advise the secretary of any changes to details.

## **5.5 Expulsion of a member**

Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.

- 1) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 2) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 5.5 3) below, cease to be a member 14 days after the committee has communicated its determination to the member.
- 3) It shall be open to a member to appeal the expulsion to the Club at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the committee has been communicated to the member.
- 4) In the event of an appeal under 5.5 3) above, the appellant's membership of the Club shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Club in the general meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

## **6. The Committee**

### **6.1 Powers and duties**

- 1) The affairs of the Club shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objectives of the Club, and are not by the Act or by these rules required to be done by the Club in a general meeting or Annual General Meeting.
- 2) The committee has the management and control of the funds and other property of the Club.
- 3) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- 4) The committee shall report its decisions to the membership in a timely manner and club members shall have the option to challenge and override any such decisions by a majority vote of the members present at the next general meeting.
- 5) The committee shall appoint a public officer as required by the Act.

### **6.2 Appointment**

- 1) The committee shall be comprised of a president, vice-president, secretary, treasurer and at least two and up to five committee members or such other members as the members determine at an AGM.
- 2) All committee positions shall be subject to re-election at each AGM.
- 3) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Club has nominated that person, however, nominations may also be taken from the floor of the AGM.
- 4) Notice of all persons seeking election to the committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.
- 5) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Club and shall be eligible for election to the committee without nomination.

### **6.3 Proceedings of committee**

- 1) The committee shall meet together for the dispatch of business on a monthly basis from each February until November unless otherwise determined by the committee.
- 2) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.
- 3) A quorum for a meeting of the committee shall be a majority of the members of the committee.
- 4) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract.
- 5) In the event that the president or vice-president is not available to attend, the committee members present shall select a member to chair the meeting.

## **7. General meetings**

### **7.1 Annual general meetings**

- 1) The committee shall call an annual general meeting to be held at the March general meeting of each year in accordance with the Act and these rules. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. Notice of the meeting shall be distributed to all members at least fourteen days before the date of the meeting.
- 2) The order of the business at the meeting shall be:
  - i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
  - ii. The consideration of the accounts and reports of the committee;
  - iii. Declaration of vacancy of all committee positions;
  - iv. Appointment of a chairperson to conduct the elections being a member who is not nominated for any position;
  - v. The election of office bearers and other committee members; and
  - vi. Any other business requiring consideration by the Club in a general meeting.
- 3) A quorum shall comprise nine members or 50% of the total membership whichever is the lesser.
- 4) Voting shall be by a show of hands, unless a secret ballot is specifically requested by a member, in which case the members present shall appoint a returning officer.

### **7.2 General meetings**

- 1) General meetings shall normally be held on the fourth Thursday evening of each calendar month for the months of February to November or at such other time as determined at a general meeting.
- 2) At least 7 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 3) Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting with the specifics of the proposed resolution.
- 4) In the event that the president or vice-president is not available to attend, the committee members present shall select a member to chair the meeting.

### **7.3 Proceedings at general meetings**

- 1) A quorum shall comprise nine members or 50% of the total membership whichever is the lesser.
- 2) The format of general meetings shall be as determined by the members from time to time.
- 3) A record of those attending the meetings shall be kept.
- 4) Visitors are welcome to attend general meetings on a casual basis but must provide their contact details for the meeting register record. Visitors are expected to submit an application to join the Club by the third such visit.

## **8. Minutes**

- 1) Proper minutes of all proceedings of general meetings of the Club and of meetings of the committee shall be kept in accordance with the requirements of the Act.
- 2) The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the committee (as relevant) at a subsequent meeting.

- 3) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 4) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **9. Financial reporting**

### **9.1 Financial year**

The financial year of the Club shall commence on the first day of March of each year.

### **9.2 Accounts to be kept**

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

### **9.3 Accounts and reports to be laid before members**

The accounts, together with the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

## **10. Banking**

The funds of the Club shall be held in an account with a recognised bank. Withdrawal of funds shall be by electronic means or by cheque in a manner that requires authorisation by any two of the following: Treasurer, President, Vice-President, Secretary or a nominated committee member.

## **11. Insurance**

The committee shall arrange public liability insurance cover for the Club.

## **12. Liability of Members**

The liability of the Club and its members shall be limited to that provided by the Club's insurance cover and funds held by the Club. Specifically, in accordance with the Act:

- 1) Membership of the Club does not confer on a member, except as may be provided by the rules of the Club, any right, title or interest in any real or personal property of the Club.
- 2) Except as may be provided by the rules of the Club, a member of the Club is not liable to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of a winding up of the Club.

## **13. Winding up**

The Club may be wound up in the manner provided for in the Act. If, after winding up the Club surplus funds remain, such funds must be transferred to a similar type of association that is agreed upon by a majority of the remaining members. In accordance with the Act, such surplus funds cannot be distributed to the remaining members.

## **14. Rules**

These rules may be altered (including an alteration to the Club's name) by Special Resolution of the members of the Club. This includes rescission or replacement by substitute rules.

The registered rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed.

## ADDENDUM A

### Extract from the **Associations Incorporation Act 1985**

#### **25—Powers of an incorporated association**

For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rules—

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI accounts; and
- (d) invest its moneys—
  - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
  - (ii) in any other manner authorised by the rules of the association; and
- (e) borrow money upon such terms and conditions as the association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.