

Revision of the Launceston Horticultural Society Constitution

The LHS Constitution is being revised to meet the requirements of the Tasmanian Associations Incorporation (Model Rules) Regulations 2017. Our current constitution was defined on 13 September 1999.

The proposed changes include:

- Provision for electronic banking
- Provision for subcommittees
- Provision for Special Interest Sections
- Specification of the roles and responsibilities of key people to be defined in a separate document. Our current constitution defines duties. This change will allow for refinement, where required, without having to update the constitution.

Timeframe for adoption

The draft is available on the LHS website <http://launcestonhorticultural.org.au/>

Members are encouraged to review this draft by the 19th January 2022. Comments should be emailed to Erica Maxwell ericamaxwell@netspace.net.au When making comments please reference the rule number, and the subsection, e.g. Rule 7 (1) (a)

The new constitution will then be presented to LHS AGM in March 2022 for adoption.

We welcome your feedback

Associations Incorporation (Model Rules) Regulations 2017

SCHEDULE 1 – Rules for the Society

Regulation 3

1. **Name of association/society:** The name of the association is as follows:
Launceston Horticultural Society Inc.

2. **Interpretation**

In these rules, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

Act means the Associations Incorporation Act 1964 ;

Annual General Meeting means an Annual General Meeting of the Association held under rule 12;

Association means the Society referred to in rule 1 ;

Association/Society has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Society under rule 10 ;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

basic objects of the Society means the objects and purposes of the Society as stated in an application under section 7 of the Act for the incorporation of the Society;

Committee means the committee of management referred to in rule 23;

Committee Meetings means meetings of the committee of management;

financial year has the same meaning as in the Act;

Monthly Meeting means –monthly meeting open to all members and visitors;

officer of the Society means a person elected as an officer of the Society at an Annual General Meeting or appointed as an officer of the Society under rule 22;

ordinary business of an Annual General Meeting means the business specified in rule 12(5) ;

ordinary committee member means a member of the committee other than an officer of the Society;

public officer means the person who is, under section 14 of the Act, the public officer of the Society;

Special General Meeting means a Special General Meeting of the Society convened under rule 13 ;

special resolution has the same meaning as in the Act.

Section means a sub-group of the Society, comprised of members of the Society, which has a specialist interest in an aspect of horticulture.

Society means the Association, as per the Incorporation Regulations, 2017.

Writing means “including references to printing, photography and/or other modes of representing or reproducing words in a visible form”.

3. **Society’s office**

The office of the Society is to be at the following place or at any other place the committee determines: The office of the Society shall be at the personal address of the Public Officer.

4. **Objects and purposes of Society**

The objects and purposes of the Society consist of the following;

(1)

- (a) to promote, stimulate, expand and foster interest in horticulture in all aspects and to encourage improvements in the methods and products thereof;
- (b) effect the foregoing purposes by the establishment of a library and the promotion and conduct of exhibitions and meetings; the donation and allocation of certificates, awards, trophies and prizes and by any other means which may be from time to time determined by the Society;
- (c) to co-operate and affiliate with other approved bodies having similar ideals for the interchange of horticultural knowledge, and to promote a fellowship among garden lovers;
- (d) to offer growers the opportunity to exhibit flowers, produce, floral art and/or other horticultural displays at regular Shows run by the Society;
- (e) to support community horticultural ventures where possible;
- (f) to communicate information and advice regularly to members and the wider community by mail, email, and other electronic communication;

- (g) to provide speakers and judges, upon request, from other organisations with and/or other horticultural organisations;
 - (h) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Society;
 - (i) the purchase, sale or supply of, or other dealing in, goods of all kinds;
 - (j) the acceptance of a gift for any of the objects or purposes of the Society;
 - (k) the taking of any step the committee, or the members of the Society at a Monthly Meeting, determine expedient for the purpose of procuring contributions to the funds of the Society;
 - (l) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee, or the members of the Society at a Monthly Meeting, determine desirable for the promotion of any of the objects or purposes of the Society;
 - (m) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
 - (n) the establishment and support, or aiding in the establishment or support, of any other sub-group formed for any of the basic objects of the Society;
 - (o) the purchase, or acquisition, of all or part of the property, assets, liabilities or engagements of any association with which the Society is amalgamated in accordance with the provisions of the Act and the rules of the Society;
 - (p) subject to the provision of the Trustee Act 1898, the investment, in any manner of the committee determines, of any money of the Society not immediately required for any of the objects or purposes of the Society; and
 - (q) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Society.
- (2) The assets and income of the Society shall be applied solely in furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered and/or expenses incurred on behalf of the Society.

5. Membership of Society

The Society shall consist of honorary members, life members, family members and ordinary members. The number of members shall not be limited.

- (1) A person can complete a Membership application form to be a member of the Society on payment of the annual subscription specified in rule 33.
- (2) Where two people reside in a relationship of husband/wife, or partners, or parent/child, they may be admitted to membership as Family Members
- (3) A member of the Society may resign by serving on the Public Officer a written notice of resignation.
- (4) On receipt of a notice from a member of the Society under sub-rule (5), the Public Officer is to remove the name of the member from the register of members.
- (5) A person –
 - (a) becomes a member of the Society when his or her name is entered in the register of members; and
 - (b) ceases to be a member of the Society when his or her name is removed from the register of members under sub-rule (6) or rule 31 (4).
- (6) The Public Officer is to maintain, or establish and maintain, a register of members containing –
 - (a) the name of each member of the Society and the date on which he or she became a member; and
 - (b) the member's postal or residential address or address of business or employment; and
 - (c) an email address, if any, that the member has nominated as the email address to which notices from the Society may be sent; and (d) the name of each person who has ceased to be a member of the Society and the date on which the person ceased to be a member of the Society.
- (7) The Committee shall have power to recommend the appointment of any member who has rendered meritorious and continuous service to the Society as an Honorary Life member of the Society. Honorary Life members will not be obliged to pay the annual membership fee. They also may vote at the Annual General Meeting and/or any Special General meeting.

6. Privileges of Members

- (1) Upon payment of an annual subscription a member shall be entitled to:
 - (a) a member's ticket for that year.
 - (b) admission free of charge to any exhibition held by the Society unless that exhibition is held as part of a larger exhibition managed by another organisation and that organisation imposes a charge for entry to that exhibition.
 - (c) stage as many exhibits as he or she desires at any exhibition held by the Society including any exhibition held as part of a larger exhibition managed by another organisation in that subscription year without fee or charge and may use the Society's property for that purpose.

7. Liability of members

- (1) Any right, privilege or obligation of a person as a member of the Society –
 - (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member of the Society.
- (2) If the Society is wound up, each person who was, immediately before the Society is wound up, a member or Honorary Life Member of the Society, then each person who was a member or Honorary Life Member of the Society within the period of twelve (12) months immediately preceding the commencement of the winding-up, is liable to contribute –
 - (a) to the assets of the Society for payment of the liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under sub-rule (2) is not to exceed the amount equivalent to the amount of annual membership subscription fees.
- (4) Despite sub-rule (2) , a former member of the Society is not liable to contribute under that sub-rule in respect of any liability of the Society incurred after he or she ceased to be a member.

8. Income and property of Society

- (1) The income and property of the Society is to be applied solely towards the promotion of the objects and purposes of the Society.
- (2) No portion of the income or property of the Society is to be paid or transferred to any member of the Society unless the payment or transfer is made in accordance with this rule.
- (3) The Society may –
 - (a) pay a person or member of the Society –
 - (i) remuneration in return for services rendered to the Society, or for goods supplied to the Society, in the ordinary course of business of the person or member; or
 - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Society; or
 - (iii) interest at a rate not exceeding standard bank interest on money lent to the Society by the person or member; or
 - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Society by the person or member; and
 - (b) pay a member of the committee remuneration in return for carrying out the functions of a member of the committee; and
 - (c) pay a member of a Section or Sub-Committee remuneration in return for carrying out the functions of a member of the Section and/or subcommittee; and
 - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Society to an office in that other association, organisation or body.
- (4) Despite sub-rule (3)(a), (b) and (c), the Society is not to pay a person any amount under that subrule unless the Society or committee has first approved that payment.
- (5) Despite sub-rule (3) (d), the Society is not to appoint or nominate a member of the Society under that sub-rule to an office in respect of which remuneration is payable unless the committee has first approved:
 - (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

9. Accounts of receipts and expenditure

- (1) True accounts are to be kept of the following:
 - (a) each receipt or payment of money by the Society and the matter in respect of which the money was received or paid;
 - (b) each financial asset or liability of the Society.
- (2) The accounts are to be open to inspection by the members of the Society at any reasonable time, and in any reasonable manner determined by the committee.
- (3) The treasurer of the Society is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Society in the form and manner the committee determines.
- (4) The accounts, books and records are to be kept at the Society's office or at any other place the committee determines.

10. Banking and finance

- (1) On behalf of the Society, the treasurer of the Society is to –
 - (a) receive any money paid to the Society; and
 - (b) immediately after receiving the money, issue an official receipt in respect of the money; and (c) cause the money to be paid into the account opened under sub-rule (2) as soon as practicable after it is received.
- (2) The committee is to open with an authorised deposit-taking institution an account in the name of the Society.
- (3) The committee may –
 - (a) receive from an authorised deposit-taking institution a cheque drawn by the Society on any of the Society's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Except with the authority of the committee, a payment of an amount exceeding \$50 is not to be made from the funds of the Society other than –
 - (a) by cheque drawn on the Society's account; or
 - (b) by the electronic transfer of funds from the Society's account to another account at an authorised deposit-taking institution.

- (5) The Committee may provide the treasurer of the Society with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Society's account, and an amount is not to be electronically transferred from the Society's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the committee.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be signed by any two of the Treasurer of the Society, and/or the President of the Society and/or the Secretary of the Society.
- (8) An electronic transfer of an amount from the Society's account to another account at an authorised deposit-taking institution –
 - (a) may only be authorised by the Treasurer, in the Treasurer's absence, by the President and/or the Secretary

10. Auditor

- (1) Official accounts shall be maintained and will be reported on at each of the Committee's meetings and at the Annual General Meeting. In accordance with the Associations Incorporation Act 1964 Section 24 (1C) an Audit is not required unless revenue exceeds \$250,000 for the financial year.

11. Exemptions under the Act

- (1) For any financial year that the Society is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Public Officer must provide, as part of the ordinary business of the Annual General Meeting for that financial year, a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that financial year.

12. Annual General Meeting

- (1) The Society is to hold an Annual General Meeting each year.
- (2) An Annual General Meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Society – which is 31 December) the committee determines.
- (3) An Annual General Meeting is to be in addition to any other Meeting that may be held in the same year.
- (4) The notice convening an Annual General Meeting is to specify the purpose of the meeting.

- (5) The ordinary business of an Annual General Meeting is to be as follows:
 - (a) to confirm the Minutes of the last preceding Annual General Meeting and of any Meeting held since that meeting;
 - (b) to elect the officers of the Society and the ordinary committee members;
 - (c) to receive Reports from the President, Treasurer and each Sub-Committee and/or Section.
- (6) An Annual General Meeting may transact business of which notice is given in accordance with rule 15 .
- (7) A quorum for an Annual General Meeting is fifteen (15) members of the Society entitled to vote.
- (8) If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of an Annual General Meeting, the meeting –
 - (a) if convened on the requisition of members of the Society, is dissolved; or
 - (b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and –
 - (i) at the same place; or
 - (ii) at any other place specified by the chairperson –
 - (A) at the time of the adjournment; or
 - (B) by notice in a manner determined by the chairperson.
- (9) The Chairperson is to be –
 - (a) the president; or
 - (b) in the absence of the president, the vice-president; or
 - (c) in the absence of the president and the vice-president, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.
- (10) Minutes of proceedings of an Annual General Meeting are to be kept, in the minute book of the Society, by the Public Officer or, in the absence from the meeting of the Public Officer, by an officer of the Society who is nominated by the chairperson of the meeting.

13. Special General Meetings

- (1) The committee may convene a Special General Meeting of the Society at any time.

- (2) The committee, on the requisition in writing of at least five (5) members of the Society, is to convene a Special General Meeting of the Society.
- (3) A requisition for a Special General Meeting –
 - (a) is to state the objects of the meeting; and
 - (b) is to be signed by each of the requisitionists; and
 - (c) is to be deposited at the address of the Public Officer; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a Special General Meeting to be held within 21 days after the day on which a requisition is deposited at the address of the Public Officer, any one or more of the requisitionists may convene the meeting within one (1) month after the day on which the requisition is deposited at the office of the Society (the address of the Public Officer).
- (5) A Special General Meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a Special General Meeting would be convened by the committee.
- (6) All reasonable expenses incurred by requisitionists in convening a Special General Meeting are to be refunded by the Society.
- (7) The Chairperson is to be –
 - (a) the president; or
 - (b) in the absence of the president, the vice-president; or
 - (c) in the absence of the president and the vice-president, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.

14. Business and quorum at Special General Meetings

- (1) Business is not to be transacted at a Special General Meeting unless a quorum of members of the Society, entitled to vote, is present at the time when the meeting considers that business.
- (2) A quorum for the transaction of the business of a Special General Meeting is five (5) committee members.
- (3) If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of a Special General Meeting, the meeting is to be adjourned to:
 - (i) at the same place; or

- (ii) at any other place specified by the chairperson –
 - (a) at the time of the adjournment; or
 - (b) by notice in a manner determined by the chairperson.
- (5) If at an adjourned Special General Meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting is dissolved.

15. Monthly Meetings

- (1) Monthly Meetings may include guest speakers, several competitions, a trade table, and a raffle, and are open to members and visitors
- (2) At least 5 days before the day on which a Monthly Meeting of the Society is to be held, the Secretary is to publish a notice specifying –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.
- (3) A notice is published for the purposes of sub-rule (1) if the notice:
 - (a) appears on the official website of the Society, or at an electronic address, of the Society; or
 - (b) is sent to each member of the Society at an email address that the member has nominated as the email address to which notices from the Society may be sent.

16. Chairperson at Monthly Meetings

At each Monthly Meeting of the Society, the chairperson is to be –

- (a) the president; or
- (b) in the absence of the president, the vice-president; or
- (c) in the absence of the president and the vice-president, a member of the Society elected to preside as chairperson by the members of the Society present and entitled to vote at the Monthly Meeting.

17. Determination of questions arising at Monthly Meetings

- (1) A question arising at a Monthly Meeting of the Society is to be determined on a show of hands.
- (2) A declaration by the Chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, is evidence of that fact unless a poll is demanded on or before that declaration.

18. Votes

- (1) On any question arising at a Monthly Meeting of the Society, a member and/or Honorary Life Member of the Society (including the chairperson) has one vote only.
- (2) All votes are to be given personally.
- (3) Despite sub-rule (1), in the case of an equality of votes, the Chairperson has a second or casting vote.

19. Taking of poll

If at a Monthly Meeting a poll on any question is demanded –

- (a) the poll is to be taken at that meeting in the manner that the Chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

20. When poll to be taken

- (1) A poll that is demanded on the election of a Chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

21. Affairs of Society to be managed by a Committee

- (1) The affairs of the Society are to be managed by a Committee of Management constituted as provided in rule 24.
- (2) The Committee –
 - (a) is to control and manage the business and affairs of the Society; and
 - (b) may exercise all the powers and perform all the functions of the Society, other than those powers and functions that are required by these rules to be exercised and performed by members of the Society at a Monthly Meeting; and
 - (c) has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Society.

22. Officers of the Association

- (1) The Officers of the Association are as follows:
 - (a) the president;
 - (b) one vice-president;

- (c) the treasurer; and
 - (d) the secretary.
- (2) Subject to subrule (5), the officers of the Society are to be elected in accordance with rule 25.
 - (3) The President of the Society is to hold office for a maximum of three (3) consecutive years. Other members of the Society may hold office until the end of the next Annual General Meeting, and after that time he or she may be re-nominated and re-elected.
 - (4) If a casual vacancy in an office referred to in sub-rule (1) occurs, the Committee may appoint one of its members to fill the vacancy until the end of the next Annual General Meeting after the appointment.
 - (5) If an office referred to in sub-rule (1) is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.

23. Constitution of the Committee

- (1) The Committee consists of –
 - (a) the officers of the Society;
 - (b) nine (9) other members as ordinary committee members, elected at the Annual General Meeting or appointed in accordance with this rule; and
 - (c) a representative of each of the Sections and/or Sub-Committees of the Society.
 - (d) immediate past president
 - (e) Show Manager
 - (f) Show Secretary
- (2) An ordinary committee member of the Society may hold office until the end of the next Annual General Meeting, and after that time he or she may be re-nominated and re-elected.
- (3) If a casual vacancy occurs in the office of an ordinary committee member, the Committee may appoint a member of the Society to fill the vacancy until the end of the next Annual General Meeting after the appointment.
- (4) If an office of an ordinary committee member is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.

24. Election of numbers of committee

- (1) A nomination of a candidate for election as an officer of the Society, or as an ordinary Committee member, is to be –
 - (a) made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the Public Officer at least 10 days before the day on which the Annual General Meeting is to be held.
- (2) If insufficient nominations are received to fill all vacancies on the committee –
 - (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies on the Committee to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the Committee to be filled, a ballot is to be held.
- (5) If the number of further nominations received at the Annual General Meeting exceeds the number of remaining vacancies on the Committee to be filled, a ballot is to be held in relation to those further nominations.
- (6) The ballot for the election of officers of the Society and ordinary committee members is to be conducted at the Annual General Meeting in the manner determined by the Committee.

25. Vacation of office

- (1) For the purpose of these rules, the office of an officer of the Society, or of an ordinary committee member, becomes casually vacant if the officer or committee member –
 - (a) dies; or
 - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
 - (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
 - (d) resigns office in writing addressed to the committee; or
 - (e) ceases to be ordinarily resident in Tasmania; or

- (f) is absent from three (3) consecutive meetings of the committee without the permission of the other members of the committee;
- (g) ceases to be a member of the Society; or
- (h) fails to pay, within 14 days after receiving a notice in writing signed by any officer of the Society, stating that the officer or committee member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

26. Meetings of the Committee

- (1) The Committee is to meet at least nine (9) times in any membership year at any place and time the Committee determines. Exceptions to this rule would apply in the event of a national pandemic, natural disaster or war.
- (2) A meeting of the Committee, other than a meeting referred to in sub-rule (1), may be convened by the President or any six (6) of the members of the Committee.
- (3) Written notice of any Special Committee Meeting is to be served on members of the Committee and is to specify the general nature of the business to be transacted.
- (4) A Special Committee Meeting may only transact business of which notice is given in accordance with sub-rule (3).
- (5) A quorum for the transaction of the business of a meeting of the Committee is six (6) members of the Committee.
- (6) Business is not to be transacted at a meeting of the Committee unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –
 - (a) a meeting of the Committee (other than a Special Committee Meeting), is to be adjourned to the same place at a day and time specified by the Chairperson; or
 - (b) a Special Committee Meeting, the meeting is dissolved.
- (8) At each meeting of the Committee, the Chairperson is to be –
 - (a) the president; or
 - (b) in the absence of the president, the vice-president; or
 - (c) in the absence of the president and the vice-president, a member of the Committee elected to preside as chairperson by the members of the Committee present at the meeting.

- (9) Any question arising at a meeting of the Committee is to be determined
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the Chairperson determines.
- (10) On any question arising at a meeting of the Committee, a member of the Committee (including the Chairperson) has one vote only.
- (11) Despite sub-rule (10), in the case of an equality of votes, the Chairperson has a second or casting vote.
- (12) Written notice of each Committee meeting is to be served on each member of the Committee by emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Society may be sent.

27. Disclosure of interests

- (1) If a member of the Committee or a member of a Sub-Committee and/or Section has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Committee or any Sub-Committee and/or Section, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Committee, Sub-Committee and/or Section.
- (2) If at a meeting of the Committee, Sub-Committee and/or Section a member of the Committee, Sub-Committee and/or Section votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

28. Sections.

- (1) The Committee may –
 - (a) create or permit the creation of specialist Sections; and
 - (b) prescribe the powers and functions of those Sections.
- (2) The Committee will encourage the formation of Special Interest Sections as may, from time to time, be necessary. These shall operate as outlined in Rule 28, but with additional small conditions pertinent to each Section's own particular horticultural specialty.
- (3) Members of a Special Interest Section must be members of the Launceston Horticultural Society.
- (4) A quorum for the transaction of the business of a meeting of the Section is three (3) appointed members entitled to vote.

- (5) Any question arising at a meeting of a Section is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) The Section may convene its own meetings, providing the Committee is made aware of the dates and venues, in accordance with Rule 14 of the Society.
- (7) On any question arising at a meeting of a Section, a member of the Section (including the Chairperson) has one vote only.
- (8) Written notice of each Section meeting is to be served on each member of the Section by emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Society may be sent.
- (9) Each Section will elect its own Chairman and Secretary and will appoint one delegate to attend meetings of the committee.
- (10) Such delegate will be permitted to bring before the Committee any matter pertaining to the activities of the Section of which he/she is the representative and will also be entitled to vote on any motion before the Committee.
- (11) Members of each Section will meet periodically at such time and place as may be arranged by them.
- (12) Each Section will recommend and provide to the Committee a standard of judging pertaining to the special interests, rules and accepted national guidelines of each specialist Section.
- (13) Each Section shall provide Minutes executed at a Section meeting to the Committee if and when requested.
- (14) Each Section will present an Annual Report at the Annual General Meeting of the Society.
- (15) All bank accounts and/or financial arrangements are the responsibility of each Section. Each Section may open and operate any bank account it deems appropriate and report to Section meeting details pertaining to any bank accounts and/or any other financial arrangements made. Such financial arrangements may include the obtaining of financial sponsors for special events and/or exhibitions and/or specialist horticultural shows.
- (16) The Treasurer or such persons as the Committee shall from time to time appoint shall be a signatory to every bank account authorised to be operated by a Section.

29. Sub-Committees

- (1) The Committee may appoint Sub-Committees.:
 - a) the ambit of authority of a Sub-Committee shall be defined by the Committee; and
 - b) a member of the Committee shall be appointed a member of each Sub-Committee.
- (2) The Treasurer or such persons as the Committee shall from time to time appoint shall be a signatory to every bank account authorised to be operated by a Sub-Committee.
- (3) A Sub-Committee shall not delegate any of the powers given to it by the Committee.
- (4) A Sub-Committee shall be totally accountable for any work assigned by the Sub-Committee to any person or organisation to act on the Sub-Committee's behalf.
- (5) A Sub-Committee shall report to the Committee on a regular basis.
- (6) A Sub-Committee may invite persons who are not members of the Launceston Horticultural Society to participate in the activities of the Sub-Committee but such invitation shall not entitle that person to any privileges of membership of the society.
- (7) The Committee may dissolve a Sub-Committee at any time without notice.

30. Administrative Roles

The roles and responsibilities for the functioning of the Society are defined in the *Launceston Horticultural Society Roles and Responsibilities* document. The Committee can modify these roles and/or responsibilities as required.

31. Executive committee

- (1) The President, the vice-president, the treasurer and the secretary constitute the Executive Committee.
- (2) During the period between meetings of the Committee, the Executive Committee may issue instructions to the Public Officer and/or any other appropriate parties related to the Society in matters of urgency connected with the management of the affairs of the Society.
- (3) The Executive Committee is to report on any instructions issued under sub-rule (2) to the next meeting of the Committee.
- (4) The President, Secretary and Treasurer shall be the Executive of the Society and shall act on behalf of the Committee in between meetings of the Committee, save and except committing the Society to any expenditure in excess of the amount decided by the first meeting of the

Committee held after the AGM. After such expenditure they shall report their actions to the Committee at the next meeting of the Committee.

32. Patron

The Society may appoint a Patron of the Society who, if Vice-Regal, shall hold the appointment for the whole of their Vice-Regal appointment.

33. Annual subscription

- (1) The Committee shall prior to the 30th November in each year, determine the annual subscription for membership of the Society (including family membership) for the ensuing calendar year.
- (2) The annual subscription, for a calendar year of the Society, that is payable by members of the Society is due and payable on the first day of the calendar year (that is, on 1st January).
- (3) If:
 - (a) a member of the Society has not paid his or her annual subscription for a financial year of the Association within 3 months after the first day of the financial year (ie. by 1st April); and
 - (b) there has been sent to the member, after the first day of the financial year, a notice in writing, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and
 - (c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member – the Secretary will remove the name of the member from the register of members.
- (4) If a member of the Society has not paid his or her annual subscription for a financial year of the Society within 3 months after the first day of the financial year (ie. by 1st April), or within 14 days after receiving a notice under sub-rule (4), whichever is the later day, he or she is not entitled to attend, or vote at the next Annual General Meeting, or any Special General Meeting/s or any other meetings of the Society.

34. Service of notices and requisitions

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person; or

- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) emailing it to the person's email address.

35. Expulsion of members

- (1) The Committee may expel a member from the Society if, in the opinion of the Committee, the member is guilty of conduct detrimental to the interests of the Society.
- (2) The expulsion of a member under sub-rule (1) does not take effect until whichever of the following occurs later:
 - (a) the fourteenth day after the day on which a notice is served on the member under sub-rule (3);
 - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the Special General Meeting convened to hear the appeal.
- (3) If the Committee expels a member from the Society, the public officer, without undue delay, is to cause to be served on the member a notice in writing –
 - (a) stating that the committee has expelled the member; and
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member of the right to appeal against the expulsion under rule 36.

36. Appeal against expulsion

- (1) A member may appeal against an expulsion under rule 35 by serving on the Public Officer, within 14 days after the service of a notice under rule 35(3), a requisition in writing demanding the convening of a Special General Meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the Public Officer is to immediately notify the Committee of the receipt.
- (3) The Committee is to cause a Special General Meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a Special General Meeting convened for the purpose of hearing an appeal under this rule –
 - (a) no business other than the question of the expulsion is to be transacted; and

- (b) the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion; and
 - (c) the expelled member must be given an opportunity to be heard; and
 - (d) the members of the Society who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion –
- (a) the expulsion is lifted; and
 - (b) the expelled member is entitled to continue as a member of the Society.
- (6) If at the Special General Meeting a majority of the members present vote in favour of the confirmation of the expulsion –
- (a) the expulsion takes effect; and
 - (b) the expelled member ceases to be a member of the Society.

37. Disputes

- (1) A dispute between a member of the Society, in his or her capacity as a member, and the Society is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011
- (2) This rule does not affect the operation of rule 36.

38. Dissolution/Winding-Up

- (1) The Society may be dissolved if:
 - (a) a Special General Meeting is called to consider the proposition and at least one month preceding the day of the meeting, a copy of the Special General Meeting Resolution is provided to every current financial member of the Society.
 - (b) Not less than three-quarters of the members of the Society entitled to vote (being current financial members) are present at the Special General Meeting approve the Resolution.
 - (c) a copy of the Resolution to Dissolve the Society is lodged with the Commissioner for Corporate Affairs by the Public Officer within fourteen (14) days after the passing of the Resolution, using the prescribed forms required by The Commission for Corporate Affairs.

- (2) No member shall hold more than one vote, as no proxy votes will be accepted.
- (3) On the dissolution of the Society, any property which remains after the satisfaction of all debts and/or liabilities shall not be paid to or distributed to the members, but shall be paid, given, donated, transferred and/or applied by the Committee in accordance with their powers to any fund, institution, charity or authority which has objects similar to the objects of the Society and which is a Gift Deductible Charity as accepted by the Commissioner of Taxation.

39. Amendment of Constitution And Rules:

- (1) Alterations to this Constitution can be made at any Special General Meeting of which 14 days notice of the business to be transacted at the meeting has been given if passed by seventy-five percent of the financial members in person and eligible to vote.
- (2) No other business shall be transacted at that meeting other than the business for which the meeting has been called.

40. Seal of Society

- (1) The seal of the Society is to be in the form of a rubber stamp inscribed with the name of the Society encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the Committee.
- (3) The affixing of the seal is to be attested by the signatures of –
 - (a) two members of the Committee; or
 - (b) one member of the Committee and –
 - (i) the Public Officer; or
 - (ii) any other person the Committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under sub-rule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- (5) The seal is to remain in the custody of the Public Officer of the Society.

41. By-Laws:

- (1) The Committee may from time to time make by-laws for the better management of the affairs of the Society.
- (2) A by-law shall not contravene any provision of this Constitution.

- (3) The Committee shall give at least 60 days notice to the members of the society of the intention to make a by-law
- (4) A notice of the intention to make a by-law shall be given by notice in the Society's publication "Landscape".
- (5) A notice of motion to rescind a by-law shall be given at a Monthly meeting of members held 30 days before the motion is dealt with. A simple majority of members in a Monthly Meeting may reject or rescind a by-law

Dated: DD/MM/YYYY

Seal of the Incorporated Society

DRAFT