

The Rose Society of South Australia Incorporated



Constitution

www.sa.rose.org.au

Revised 3rd July, 2020

1. Association:

The name of the Association is The Rose Society of South Australia Incorporated.

2. Definitions:

2.1. "Council" means the committee of management of the Society.

2.2. "Society" means The Rose Society of South Australia.

3. Objects:

3.1. The Objects of the Society are:

3.1.1.to encourage, improve, foster and extend the cultivation and appreciation of the Rose; and

3.1.2.to arrange, sponsor, and/or conduct talks, demonstrations, exhibitions and shows.

3.2. To do all such other things as may be incidental to the attainment of these objects.

4. Powers:

4.1. For the purpose of carrying out its objects, the Society shall have the powers conferred on it by section 25 of the Incorporated Association Act 1985 (the Act), save and except such modifications and exclusions as permitted by special laws or regulations enacted by State or Federal Parliament and in this constitution. The Society has such powers as follows:

4.1.1.to elect a Council to manage the affairs of the Society; and

4.1.2.to raise funds; and

4.1.3.to charge subscriptions and entrance fees; and

4.1.4.to establish and support activities of like societies; and

4.1.5.to affiliate with like associations; and

4.1.6.to appoint delegates to representative organisations; and

4.1.7.to appoint committees with the purpose of attaining any of the objectives of the Society; and

4.1.8.to appoint agents to transact any business of the Association on its behalf; and

4.1.9.to provide prizes and awards; and

4.1.10. to create By-Laws; and

4.1.11. to create a badge; and

4.1.12. to acquire, hold, deal with, and

4.1.13. dispose of any real or personal property; and

4.1.14. to open and operate bank accounts; and

4.1.15. to invest any part of the available funds of the Society in any investment it deems fit; and

4.1.16. to enter into agreements and do all such other things as are incidental and conducive to the attainment of the objectives of the Society with exception of Clauses 4.2 and 4.3.

4.2. The Society shall not borrow money unless approved by a Special General meeting called for that purpose.

4.3. The Society shall not administer any real property on trust unless approved by a Special General meeting of the Society called for that purpose.

5. Members:

5.1. *Individual membership* shall be open to any person the Council may admit, who supports the objects of the Society and agrees to be bound by its rules in the following categories:

5.1.1.ordinary members; and

5.1.2.joint members who are any two persons who make application to the Council to be treated as Joint members provided that each joint member has full voting rights and may hold office; and

5.1.3.junior members who are under the age of eighteen (18) years; and

5.1.4.Life members :

5.1.4.1. who have rendered special, outstanding and exemplary service to the Society, shall be elected by members voting at an Annual General Meeting provided that:

[a] a written submission giving reasons is presented to the Council at least three (3)

months prior to the Annual General Meeting; and
[b] such nomination is recommended by the Council;

5.1.4.2. Life members shall have all the privileges of membership but shall not pay any subscriptions; and

5.1.5. Honorary Members may be appointed by the Council for a specified period. Honorary Members shall not:-

- [a] pay subscriptions; and
- [b] vote at any meetings; and
- [c] hold any office in the Society.

5.2. *Associate Membership* of the Society shall be open to any organisation the Council may admit which supports the objects of the Society.

5.2.1. The Council shall define the rights and privileges available to members of the associate member.

5.2.2. Members of the associated member shall not:-

- [a] vote at any meetings of the Society; or
- [b] hold any office in the Society.

5.3. Membership of the Society shall cease on:-

- 5.3.1. resignation in writing forwarded to the secretary; or
- 5.3.2. expulsion from the membership; or
- 5.3.3. arrears of subscription as per Clause 8.3; or
- 5.3.4. death.

6. Application for Membership:

6.1. Applications for membership of the Society shall be made in writing to the Council and it will be considered at its next meeting.

6.2. Any applicant rejected for membership may appeal to the next Annual General Meeting of the Society.

7. Joining Fees:

7.1. The joining fees shall be determined by the Council.

8. Subscriptions:

8.1. Annual Subscriptions shall be determined by the Council.

8.2. Subscriptions shall become due on the first day of April in each year.

8.3. Any member whose subscription is more than four (4) months in arrears shall cease to be a member of the Society.

8.4. The Council may reinstate any member upon payment of all arrears of subscription or under such circumstances it deems appropriate.

9. Management:

9.1. The Council shall, subject to the Objects and Powers of the Society and any decisions of the Annual General or Special General Meeting, have care, control and management in all aspects of the affairs, business funds and property of the Society.

9.2. The Council shall consist of:-

- President; and
- three (3) Vice Presidents; and
- a Secretary; and
- a Treasurer; and
- up to six (6) members of the Society; and
- the Immediate Past President.
- In the event that there are insufficient nominations to fill positions of Vice President, Secretary and/or Treasurer, the Society may resolve to elect less than three Vice Presidents, and may elect one person to the position of Secretary and Treasurer.

- 9.3. The Council may appoint sub committees for any purpose, which shall report to the Council and are unable to bind the Society;

10. Election of Officers:

- 10.1. Nominations for office shall be in writing and lodged with the Secretary before the commencement of the Annual General Meeting.
- 10.2. If more than the required nominations are received for any office a ballot shall be held.
- 10.3. Officers shall hold office until the expiration of the next Annual General Meeting.
- 10.4. Officers shall be eligible for re-election except the President who may not hold office for more than three [3] consecutive years.
- 10.5. Any vacancy arising by resignation or otherwise of any office may be filled by the Council for the remainder of the term of office.
- 10.6. A member of Council shall cease to hold office upon;
- 10.6.1. resignation in writing; or
 - 10.6.2. suspension of membership of the Society; or
 - 10.6.3. a member becoming ineligible to be a member of the Council pursuant to section 30 of the Incorporated Associations Act 1985.

11. President:

- 11.1. The President shall:-
- 11.1.1. preside at all meetings of the Society and ensure that the business is conducted with probity and order; and
 - 11.1.2. have a deliberative vote and in the event of the vote being equal shall declare the motion lost.

12. Vice President:

- 12.1. The Vice President shall assist the President in keeping order and preside over all meetings in the absence of the President with like powers.

13. Secretary:

- 13.1. The Secretary shall:-
- 13.1.1. have a list of all members of the Society; and
 - 13.1.2. convene all meetings of the Society; and
 - 13.1.3. conduct correspondence on behalf of the Society; and
 - 13.1.4. maintain records of the Society

14. Treasurer:

- 14.1. The Treasurer shall:-
- 14.1.1. receive all monies; and
 - 14.1.2. pay all monies into the Society's Bank accounts; and
 - 14.1.3. maintain a record of all receipts, payments and other financial transactions; and
 - 14.1.4. report to each Council meeting on the finances of the Society; and
 - 14.1.5. present the audited accounts to the Annual General Meeting.

15. Finances:

- 15.1. The funds of the Society shall be kept in bank or investment accounts.
- 15.2. No funds shall be withdrawn from the Society's accounts except by an order signed by any two (2) of four [4] signatories being, the President, the Secretary, the Treasurer and one other member of Council.

- 15.3. No two members of a family shall be signatories to any single transaction.
- 15.4. The financial year shall commence on the 1st day of April and end on the 31st day of March the following year.
- 16. Public Officer:**
- 16.1. The Public Officer shall be the Secretary.
- 17. Patron:**
- 17.1. The Council may appoint an eminent person as a Patron of the Society.
- 18. Vice Patron:**
- 18.1. The Council may appoint an eminent person as a Vice Patron of the Society.
- 19. Auditor:**
- 19.1. The Auditor shall:-
- 19.1.1. be appointed by the Annual General Meeting; and
 - 19.1.2. have the power to call for books, papers, records, vouchers and documents belonging to the Society; and
 - 19.1.3. submit a report in writing on such audit to the Annual General Meeting; and
 - 19.1.4. not be a member of the Council.
- 20. Meetings of Members:**
- 20.1. General meetings of the members shall be held at a venue and time determined by Council.
- 20.2. The Annual General Meeting shall be held in July of each year
- 20.3. The business of the Annual General Meeting shall be:-
- 20.3.1. to confirm the minutes of the previous meeting; and
 - 20.3.2. to receive the report of the Council; and
 - 20.3.3. to receive the Treasurer's report; and
 - 20.3.4. to approve the Audited financial statements; and
 - 20.3.5. to appoint an Auditor; and
 - 20.3.6. to conduct the Elections of the Officers of the Council as provided for in this Constitution; and
 - 20.3.7. to alter the Constitution of the Society of which due notice has been given; and
 - 20.3.8. to consider any other business referred to it by the Council.
- 20.4. All members shall be notified in writing fourteen [14] days before of the time and place of the Annual General Meeting.
- 20.5. Special General meeting called by the Council:-
- 20.5.1. the Council may give notice of a Special General meeting of the Society; and
 - 20.5.2. only the business that has been specified in that notice shall be conducted at that meeting.
- 20.6. Special General Meeting called by the members:-
- 20.6.1. Special General Meetings of the Society shall be called by the Secretary not less than seven (7) days and not more than twenty eight (28) after the receipt of the written request of twelve (12) financial members of the Society specifying the business of that meeting; and
 - 20.6.2. only the business as specified in that request shall be dealt with at that meeting.
- 20.7. All members shall be notified in writing fourteen (14) days before of the time and place of any Special General meeting.
- 21. Quorum:**
- 21.1. At General, Annual and Special General meetings ten (10) members shall form a quorum.
- 21.2. A majority of members of Council or of any sub committee shall form a quorum.
- 22. Expulsion or Suspension from the membership:**
- 22.1. A member may be expelled or suspended from the membership of the Society for a period of time, if that member is found to have acted in a way that is injurious, prejudicial or brings discredit upon the Society provided that:-

- 22.1.1. any complaint against a member is lodged in writing; and
- 22.1.2. the member against whom the complaint is lodged is notified and given fourteen (14) days to respond to that complaint and may address Council; and
- 22.1.3. the Council has resolved to expel or suspend the member from membership by a majority of not less than two thirds of the members present.
- 22.2. Any member who is expelled or suspended from the membership of the Society may appeal to the next Annual General or Special Meeting called for that purpose by giving notice in writing of intention to appeal to the Secretary within fourteen (14) days of the communication to that member of the Council's decision to expel or suspend.
- 22.3. The Annual or Special General meeting shall be held not less than seven (7) days or more than twenty-eight (28) days after the receipt of the notice of appeal.
- 22.4. The notice of appeal to an Annual or Special General meeting shall be included in the notice calling that meeting.
- 22.5. The members present at the Annual or Special General Meeting shall decide the appeal by a majority vote which shall be final.

23. The Common Seal:

- 23.1. The Secretary shall hold the common seal on behalf of the Society.
- 23.2. The Common Seal shall not be used except by authority of the Council and in the presence of the President and one other of the Vice Presidents, who shall sign the document.
- 23.3. The Secretary shall ensure that the use of the common seal is recorded in the minutes of the Council.

24. Notice to Members:

- 24.1. Any notice given to members may be given by:-
 - 24.1.1. posting a letter; or
 - 24.1.2. by electronic mail; or
 - 24.1.3. by notice attached to or included in the Bulletin addressed to the present address of the member.

25. Amendment to the Constitution

- 25.1. The Constitution of the Society shall not be amended except at an Annual or Special General meeting specifically called for that purpose.
- 25.2. No motion for amendment of the Constitution shall be passed unless carried by not less than two thirds of the members present.
- 25.3. All members shall be given at least fourteen (14) days notice in writing of the time and place of the Annual or Special General Meeting called for that purpose.

26. Branches of the Society:

- 26.1. The Council may approve the establishment of branches of the Society's members provided that:-
 - 26.1.1. the Branch shall annually elect a President, Secretary and other officers as required from amongst the Society's members; and
 - 26.1.2. keep minutes of all its meetings; and
 - 26.1.3. forward an audited financial statement to the Council in May of each year.
- 26.2. The Council may create by-laws for the operation of the branches.

27. Prohibition against securing profit for members:

- 27.1. The Society shall not conduct its affairs in a manner calculated to secure a pecuniary profit for any member or any of their associates.
- 27.2. The Society shall not make a payment from its income or capital or dispose of the assets of the Society to any member of the Society or any of their associates except for:-
 - 27.2.1. any reasonable remuneration of a member of the Society or any of their associates for work done by these persons on behalf of the Society; and
 - 27.2.2. any payments that are incidental to the activities carried out on behalf of the Society in accordance with its objects.

28. Dissolution:

- 28.1. The Society shall not be dissolved except by approval of not less than three quarters of the members of the Society present at a Special General Meeting called for that purpose.
- 28.2. All members shall be given at least twenty-eight (28) days' notice in writing of the time and place of the meeting.
- 28.3. The notice calling the meeting shall clearly set out the business of the meeting.
- 28.4. On dissolution of the Society, all property whether real or personal remaining after the payment of debts and Legal Liabilities shall be transferred to such other Association founded for promoting similar objects or for charitable purposes as approved by the Special General meeting provided that:-
 - 28.4.1. such other association shall also prohibit the distribution of income and property to its members to the extent stated herein.
 - 28.4.2. if the Society has deductible Gift Receipt status pursuant to section 30B of the Income Tax Assessment Act 1997 then funds which have been received in that form shall be transferred to another Association which has also been so approved.