

Rose Society of South Australia Incorporated



Constitution

sarose.org.au

May 2026

1. Association

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

2. Definitions and Abbreviations

2.1 “the Society” means The Rose Society of South Australia Incorporated.

2.2 “the Act” means the *Associations Incorporation Act 1985*.

2.3 “Council” means the committee of management of the Society.

2.4 “Member and member/s” represent those in all categories of membership of the Society, excluding where specified otherwise and definitively within these rules.



3. Object and Objectives

The Object and Objectives of the Society are:

3.1 To encourage, improve, foster and extend the cultivation and appreciation of the Rose;

3.1.1 to arrange, sponsor, and/or conduct talks, demonstrations, exhibitions and shows;

3.1.2 to do all such other things as may be incidental to the attainment of the object.

4. Powers

For the purpose of carrying out its Objects and Objectives, the Society shall have the powers conferred on it by Section 25 of the Act, save and except such modifications and exclusions as permitted by special laws or regulations enacted by State and Federal Parliaments and in this Constitution. These include such powers as follows:

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

4.1.2 to raise funds;

4.1.3 to charge subscriptions and entrance fees;

4.1.4 to establish and support activities of like associations;

4.1.5 to appoint delegates to representative organisations;

4.1.6 to appoint committees with the purpose of attaining any of the objectives of the Society;

4.1.7 to appoint agents to transact any business of the Association on its behalf;

4.1.8 to provide prizes and awards;

4.1.9 to create and trademark a brand logo;

4.1.10 to acquire, hold, deal with, and dispose of any real or personal property;

4.1.11 to open and operate bank accounts;

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

4.1.13 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, 4.3, 4.4 and 4.5.

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

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

4.4 The Society shall not secure any pecuniary profit as a principal or subsidiary benefit except where it buys, sells, deals in, provides goods or services, charges admission fees to Society functions, or receives donations or grant monies, that provide financial support to the Society directly related to its Object and Objectives;

4.5 Members shall not secure any pecuniary profit except for: trophies or prizes awarded as a result of contests; and Honorariums, all of which support attainment of the Object and Objectives of the Society.

5. Membership

5.1 Shall consist of:

- 5.1.1 Single Members;
- 5.1.2 Joint Members—to consist of any two persons who make application to be treated as Joint Members, with each party having full voting rights;
- 5.1.3 Junior Members—under the age of eighteen years;
- 5.1.4 Life Members—who have given special, outstanding and exemplary service to the Society, and who shall have all the privileges of membership and not pay subscriptions, based on:
 - 5.1.4.1 a written submission presented to Council at least three [3] months prior to the Annual General Meeting;
 - 5.1.4.2 Council's endorsement of the nomination; and
 - 5.1.4.3 ratification of Council's endorsement at an Annual General Meeting.
- 5.1.5 Honorary Members—appointed by Council for a specified period, based on their unique relationship with the Society, and who shall not pay subscriptions; vote at any meetings, or hold any office in the Society; and
- 5.1.6 Associate Members—open to any organisation Council may admit which supports the Object and Objectives of the Society, with their rights defined by the Society but excluding: voting at any meetings; or holding any office in the Society.

5.2 Any person, upon providing the membership form and paying the prescribed membership fee to the Treasurer, and approved by Council, shall be deemed a financial member. Any applicant rejected for membership may appeal to the next Annual General Meeting of the Society.

5.3 Membership of the Society shall cease upon:

- 5.3.1 resignation in writing forwarded to the Secretary;
- 5.3.2 arrears of subscriptions (Clause 6.3);
- 5.3.3 death; or
- 5.3.4 expulsion from membership as per (Clause 21).

6. Subscriptions

- 6.1 Annual Subscriptions for each class of membership shall be the sum as determined by Council from time to time.
- 6.2 The subscription fee for each class of membership shall be payable annually on the first day of April.
- 6.3 Any member whose subscription is more than four [4] months in arrears shall cease to be a member of the Society until receipt of the annual subscription and any due arrears are received.

7. Management

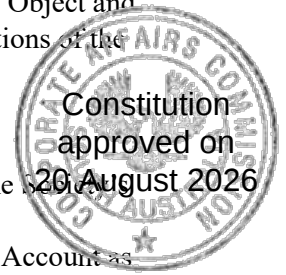
- 7.1 The affairs of the Society shall be managed and administered exclusively by Council which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the Object and Objectives of the Society, and are not by the Act or by these rules required to be done in a Society meeting, other than those of Council.
- 7.2 Council shall have the power to appoint such sub-committees, officers and employees as are required to carry out the objectives of the Society and may discuss or delegate any of its powers to such sub-committees, officers and employees who shall report to Council and whose reports and advice are not binding.



- 7.3 Council may develop and modify Policies and Procedures, in line with the Object and Objectives and these rules, to guide and direct the development and operations of the Society's activities provided that:
- 7.3.1 Policies and Procedures are not contrary to the Act; and
- 7.3.2 Policies and Procedures are made available to all members.
- 7.4 Council shall appoint a Council member to be one of four signatories to the bank accounts, the others being the President, Secretary and Treasurer.
- 7.5 Any two [2] signatories shall authorise payments from the Society's Bank Account as well as any Safe Custody documents.
- 7.6 Council may determine and authorise the payment of Honorariums from time to time.
- 7.7 Council shall be elected at the Annual General Meeting of the Society and shall comprise a President, Immediate Past President as Ex-Officio, Vice-President, Secretary, Treasurer, and six committee members, all of whom shall be members of the Society. The Immediate Past President shall have full privileges of Council.
- 7.8 The term of all elected office bearers shall be for a period of two years.
- 7.9 The President may serve two consecutive terms, take a break and then seek re-election.
- 7.10 The term of the Immediate Past President (Ex-Officio) runs concurrently with that of the President.
- 7.11 Commencing in July 2026, the President, Vice-President and three [3] Ordinary Councillors shall be elected for a one-year term then, thereafter, for two-year terms. The Secretary, Treasurer and three [3] Ordinary Councillors shall be elected for a two-year term.
- 7.12 Council shall appoint a Financial Reviewer/Auditor as prescribed by the *Associations Incorporation Act 1985*. This person shall not be a member of Council.
- 7.13 Council may appoint a member to fill a casual vacancy. Such a Council member shall hold office until the next Annual General Meeting of the Society.
- 7.14 Any member of the Society may stand for election to fill a vacant office of Council by being nominated in writing on the prescribed form and signed by both the Nominee and the Nominator. This form must be delivered to the Secretary prior to the commencement of the Annual General Meeting.
- 7.15 If only the required number of persons are nominated to fill existing vacancies, these nominations shall be declared at the Annual General Meeting as duly elected to Council.
- 7.15.1 Should an excess of nominations to join Council be received in writing as required, then a poll shall be conducted at the Annual General Meeting to elect the required number of persons to Council.
- 7.15.2 Should there be insufficient nominations in writing to fill the positions required, then the President shall call for nominations to fill these positions from the floor at the Annual General Meeting.
- 7.16 A majority of members of Council or of any sub-committee shall form a quorum.
- 7.17 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association 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.
- 7.18 The member of the committee mentioned in subsection 7.17 must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

8. Disqualification of Council Members

- 8.1 The office of a Council Member shall become vacant if a Council Member is disqualified by the Act or by determinations outlined in Clause 21.



9. Duties of Officers of the Society.

9.1.1 President

- When present, presides at all meetings of the Society and leads members present at any other function of the Society.
- Has a deliberative vote and in the event of the vote being equal shall have a casting vote.

9.1.2 Vice-President

- The Vice-President assists the President in the duties of that office.
- In the absence of the President, the Vice-President, if present, assumes the duties of the office of the President.

9.1.3 Secretary

- Records proper minutes of all proceedings at meetings of the Society.
- Performs the clerical duties of the Society.
- Issues notices, etc. in the name of the Society.
- Carries out the directions received at Council and General Meetings.

9.1.4 Treasurer

- Issues receipts in the name of the Society.
- Banks monies received on behalf of the Society in the Society's Bank Account.
- Arranges payment of all debts authorized by the Society as per Sub-Clause 9.1.5.
- Maintains the Society's Accounts and reports the balance in hand to Council as and when required.
- Prepares Income and Expenditure Statements as and when required by Council and annually produces the Balance Sheet of the Society's Assets and Liabilities as at 31st March each year.
- Keeps a register of members' names and contact details, and records therein those subscriptions received.
- Advises the Secretary and Bulletin Editor of those members who have paid their annual subscription fees.
- Pays prize monies as per amounts specified in the Show Schedule.

9.1.5 Bank operators/signatories

- 9.1.5.1 Bank Operators make good all payments from the Society's Bank Account and authorized by Council. No two members of a family shall be approvers to any single transaction.

9.1.6 Public Officer

- 9.1.6.1 The Public Officer is the Secretary and is obligated to meet requirements of the Act.

9.1.7 Patron and Vice-Patron

- 9.1.7.1 Council has the power to appoint eminent persons to the roles of Patron and Vice-Patron of the Society.

10. Proceedings of Council

- 10.1 Council shall meet together for the dispatch of business as and when necessary.
- 10.2 A quorum for a meeting of Council shall be six members.
- 10.3 Motions put forward at any meeting shall be seconded and decided by a show of hands unless a secret ballot is requested by Council members. The Chairperson shall declare the majority decision as the position.
- 10.4 Council may appoint sub-committees for any purpose, which shall report to Council and are unable to bind the Society.

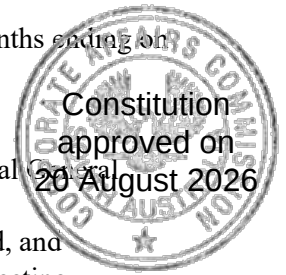


11. Financial year

- 11.1 The financial year of the Society shall be for the period of twelve [12] months ending on 31st March in each year.

12. Meetings

- 12.1 At least 14 days notice shall be given for all meetings, including the Annual General Meeting, Special Meetings, General Meetings and meetings of Council.
- 12.1.1 The notice shall set out where and when the meeting will be held, and particulars of the nature of the business to be transacted at the meeting.
- 12.1.2 A notice may be given by the Society to any member by serving it personally, by email, or by mailing it by post to the address appearing in the register of members.
- 12.1.3 Where a notice is sent by post or email, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail or an email.
- 12.2 The **Annual General Meeting** of the Society shall be held in the month of July each year.
- 12.2.1 The order of the business for an Annual General Meeting shall include Reports, the Financial Statements, the Election of Council and any other business as per the Agenda.
- 12.3 A **Special Meeting** of the Society may be called for a specific purpose.
- 12.3.1 A Special Meeting may be called by Council at any time.
- 12.3.2 A Special Meeting may be called by members upon a requisition in writing of not less than twenty [20] members of the Society who shall state the purpose.
- 12.3.3 If a Special Meeting of members is not convened by Council within one month, the requisitionists may convene a Special Meeting. Such a meeting shall be convened in the same manner as a meeting convened by Council, and for this purpose, Council shall ensure the requisitionists are supplied, free of charge, with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Society.
- 12.3.3.1 The requisitionists will appoint, by majority vote, a Chairperson.
- 12.3.4 If a quorum is not established within thirty [30] minutes after the time appointed for the meeting convened upon requisition of members, the meeting shall lapse.
- 12.3.5 Special Resolutions at Special Meetings shall be put to a vote, decided on a show of hands. At least three quarters of the members present and voting are required for the Chairperson to declare the Special Resolution passed.
- 12.4 **General Meetings** will be held as determined by Council.
- 12.4.1 Eleven members present shall constitute a quorum at any General Meeting of the Society.
- 12.4.2 If within thirty [30] minutes after the time appointed for the meeting a quorum is not present, the meeting shall lapse.
- 12.4.3 If the President or Vice-President is not present or upon their declining to take or retire from the chair, one of the Council members chosen by the meeting shall preside as temporary Chairperson at any meeting of the Society.
- 12.4.3.1 If a Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the temporary Chairperson.



- 12.4.4 A resolution put to a vote shall be decided by a show of hands, unless a secret ballot is requested by the members. The Chairperson will declare the majority result of such polls as the decision and position.
- 12.5 A poll demanded on the election of a Chairperson of a meeting or on any question at adjournment, shall be taken at the meeting and without adjournment.
- 12.6 All meetings may be held using virtual/electronic means or face-to-face. The format will be determined by Council.
- 12.7 Proxy voting is not permitted at any of the Society's meetings.



13. Minutes

- 13.1 Proper minutes of all proceedings at meetings of the Society and of meetings of Council, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 13.2 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which they are confirmed.
- 13.3 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 held and that all appointments made at the meeting shall be deemed to be valid.

14. Branches of the Society:

- 14.1 Council may approve the establishment of branches of the Society's members provided that:
- 14.1.1 all members of branches are members of the Society;
 - 14.1.2 branches elect a President, Secretary and other officers as required from amongst the Society's members;
 - 14.1.3 minutes of all meetings are kept;
 - 14.1.4 branches open and operate their own Bank account;
 - 14.1.5 branches report their financial positions and activities regularly to Council;
 - 14.1.6 branches abide by the Act, this Constitution and any of the Society's Policies and Procedures pertaining to the Society;
 - 14.1.7 All records are forwarded to the Secretary of the Society in the event of a branch closing; and
 - 14.1.8 Upon closure of a branch the branch's bank accounts are closed and any remaining money is forwarded to the Society's Treasurer.
- 14.2 Council will appoint one of its members to act as a Liaison person with a branch and whose role will include reporting to Council on activities of the branch and assisting with the identification of branch members suitable for awards, including Life Membership.

15. Accounts

The Society shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society.

16. Insurance

- 16.1 The Council shall ensure annually that:
- 16.1.1 the Society has appropriate public liability insurance cover of a minimum \$20 million;
 - 16.1.2 the Society's assets are insured, or an estimated amount to cover the replacement cost of the Society's personal property is set aside, if it deems the insurance of the property is too costly or impractical;
 - 16.1.3 Directors and Officers Insurance is provided for the members of Council and Branch officers, and other members with delegated responsibilities.

17. Seal

- 17.1 The Society shall have a Common Seal upon which its corporate name shall appear in legible characters.
- 17.2 The Seal shall not be used without the express authorisation of Council, and every use of the Seal shall be witnessed by the Public Officer.
- 17.3 The Seal shall be kept in the custody of the Secretary or such person as Council from time to time decide.



18. Rules

- 18.1 Subject to approval by a resolution of the members at a Special Meeting of the Society called for the purpose, this Constitution may be altered, rescinded or replaced by substitute rules. Such an alteration shall be registered with the Commission as required by the Act.
- 18.2 The registered rules shall bind the Society and every member to the same extent as if they had respectively signed and Sealed.
- 18.3 Every member shall have access to a copy of the Constitution.

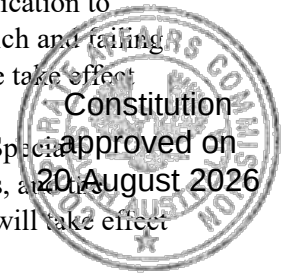
19. Special recognition of Members

- 19.1 Those who have achieved 25 or 50 years of consecutive membership may be awarded the Society's badge and a certificate acknowledging their membership.
- 19.2 The President may determine and acknowledge extraordinary contributions by members.
- 19.3 Council may determine other forms of acknowledgement for an individual's or group's activities, within or external to the Society.

20. Grievances/Disputes and Expulsion

- 20.1 Upon receipt of a written complaint to the President, or if about the President to the Vice President, the President or Vice President shall determine if a matter will be dealt with initially as a Grievance/Dispute or as a matter for potential Expulsion.
- 20.2 **Grievances/Disputes** are defined in this rule as a member who is aggrieved by the actions of another member or the Society. In such instances:
 - 20.2.1 the President/Vice President shall advise the person who is subject of the complaint about the detail of the complaint in writing within 14 days of receipt of the complaint and invite them to respond within a given timeframe;
 - 20.2.2 the President/Vice President shall endeavour to conciliate the matter with the two parties and may call on any member to assist in the conciliation;
 - 20.2.3 the matter raised at the conciliation and resolutions reached shall be provided by the President/Vice President in writing and be confidential and binding of all parties; and
 - 20.2.4 if the conciliation is unsuccessful the President or any party involved may appeal to Council or another mutually agreed party, who shall be responsible for resolving the matter.
- 20.3 **Expulsion** relates to any member who acts in a manner injurious to the Society or unbecoming of being a member, or who fails to carry out an act allocated to them with diligence and to the satisfaction of Council or members.
- 20.4 Subject to being heard and having a right to appeal, any member considered to have acted as per Clause 20.3 may be rejected for membership, expelled or dealt with in any way as determined appropriate by Council subject to:
 - 20.4.1 the complaint being receiving by the President or Secretary in writing;
 - 20.4.2 Council communicating details of the complaint with the member and inviting them to respond within 14 days;
 - 20.4.3 Council considering the matter, making a determination and advising the member of the outcome;

- 20.4.4 the member having a right to appeal, by way of written communication to Council, within 14 days of notification of the outcome, after which and failing an application to appeal, Council's determination shall otherwise take effect and be binding;
- 20.4.5 in the event of an appeal, the matter will be put to a General or Special Meeting, at which all information will be disclosed by all parties, and the outcome determined by a majority of votes in a poll. The result will take effect immediately and be binding.



21. Winding up

The Society may be wound up in the manner provided for in the Act.

22. Application of surplus assets

If after winding up or dissolution of the Society, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst members of the Society, but shall be distributed to other body or bodies having similar objectives, or to such charitable body or bodies which prohibit the distribution of income and property to members.