

ASSOCIATIONS INCORPORATION ACT, 2009

CONSTITUTION OF CAMELLIAS ILLAWARRA INCORPORATED

'This Revised Constitution was adopted and confirmed by our members at the Annual General Meeting on Saturday, 20 October 2018. Previous revision was on the 18 October 2014.

NAME

The name of the Society shall be "Camellias Illawarra Incorporated".

STATEMENT OF OBJECTS

1. The society is a not-for-profit organization whose objectives are;
 - A. To provide the means whereby the many attributes of the genus Camellia may become known, appreciated and enjoyed by members and the public generally.
 - B. To encourage investigation and research in matters relating to the genus Camellia.
 - C. To make the genus, its species, hybrids and cultivars known and appreciated.
 - D. To convene regular meetings for its members.
 - E. To conduct exhibitions or shows as may be considered desirable.
 - F. To maintain liaison and, if thought fit, affiliate with other organisations.
 - G. To do all other acts or things that may assist in attaining the objects as set out herein.....

PRELIMINARY

1. Interpretation

"the Act" means the Associations Incorporation Act, 2009.

"the Regulation" means the Associations Incorporation Regulation, 2016.

"National Body" means Camellias Australia Incorporated.

"CAI" means Camellias Australia Incorporated.

"Society" means Camellias Illawarra Incorporated.

"Financial year" means the year ended on the last day of July each year.

2. Society Affiliation with the National Body

- A. The Society is affiliated with and carries on its affairs within the framework of and subject to the Constitution and By-laws of the National Body.
- B. The organisation and affairs of the Society are the sole concern of the Society.
- C. The Society or any officer or person on behalf of the Society shall not make any public statement concerning Camellias Illawarra or the National Body or the policy of the National Body;
 - (i) In any situation or circumstances from which it might be implied that it or the person is speaking for these associations, and,
 - (ii) Without making it clear that such statement is not made on behalf of or authorised by the said associations.

3. Membership of the National Body

- A. Society members become indirect members of the National Body through membership of the Society. The Society is allowed 2 delegate representatives at the National Council Meeting.

4. Application of Income and Property

- A. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objectives of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Society provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society or reasonable and proper rent for premises let by any member of the Society.
- B. In the event of the society being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

5. Membership Qualifications

- A. The members of the Society shall consist of the following:
 - (i) All persons who were members of the Society immediately before the change of our title.
 - (ii) Such other persons as the Committee shall admit to membership in accordance with these rules.

MEMBERSHIP

6. Membership Categories

A. The membership of the Society shall be divided into the following categories:

(i) *Ordinary Members*

Ordinary members are known as Single.

(ii) *Family Members*

Family Members are those persons who form a group comprising of partner (husband and/or wife) and their children under age 18. Each group being entitled to the rights and privileges of two (2) Single memberships, but such groups being entitled only to receive one set of publications.

(iii) *Society Life Members*

Society Life Membership is an award given for recognition of honorary service or outstanding contributions made to our Society, by whatever means. Life Membership can be by recommendation of the committee or by nomination at a General Meeting on consensus basis.

(a) A Society Life Member shall be entitled to all the rights privileges and advantages to which an ordinary member is entitled under these rules.

(b) A Society Life Member shall not be obliged to pay any annual subscription but shall pay all other charges.

(iv) *Honorary Members*

Honorary Members being:

(a) A visiting dignitary who may be admitted by the Committee as an Honorary member for a specific period.

(b) A person appointed as a Patron by the members in General Meeting. Honorary members shall have no voting rights, providing that a Patron who is also a

financial member shall be entitled to exercise all the privileges and advantages of such membership.

7. Nomination for Membership

- A. A nomination of a person for membership of the Society:
- (i) Shall be made in writing and or electronic means, including email by a member of the Society.
 - (ii) Shall be lodged with the Membership Secretary of the Society.
 - (iii) The Membership Secretary shall, as soon as practicable, after receiving a nomination for membership, refer the nomination to the Committee.
 - (iv) If the Committee or Sub-Committee approves the nomination, the Membership Secretary shall on payment by the applicant/s of the annual subscriptions enter the applicant/s name/s in the Register of Members and, upon being so entered, the applicant becomes a member of the Society.

8. Cessation of Membership

- A. A person ceases to be a member of the Society, if the person:
- (i) Dies.
 - (ii) Resigns that membership, either verbally to a member of the Committee, or in writing to the Secretary.
 - (iii) By virtue of being un-financial, is deemed by the Committee to have resigned.
 - (iv) Membership is cancelled from the society.
- B. Membership is not transferrable.

9. Register of Members

- A. The Membership Secretary of the Society shall establish and maintain a register of members of the Society. The register shall be in written or electronic form specifying:
- (i) The name and address of each person who is a member of the Society.
 - (ii) The category of such membership, and
 - (iii) The date on which the person became a member.
- B. If the register is kept in electronic form it must be convertible to a hard copy.

- C. The register of members can be open for inspection to any member of the Society, providing under the current Privacy Laws no objections have been received.

10. Subscriptions

- A. The Annual subscription payable by each of the various categories of membership shall be nominated by the Committee prior to the commencement of each subscription year. Subscriptions are payable in advance for the next calendar year.

11. Members' Liabilities

- A. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by a member in respect of membership of the Society as required by Clause 10.

12. Disciplining of Members

- A. The procedure for disciplining members shall be determined by the Committee. Any person may appeal against any disciplinary decision by the Committee, and may do so at the next Committee and or General Meeting.

COMMITTEE

13. The Committee

- A. The Committee shall be called the Committee of Management of the Society. The Committee subject to; 'the Act', 'the Regulations' and this 'Constitution' and also to any resolution passed by the members in General Meeting:
 - (i) Shall control and manage the affairs of the Society.
 - (ii) May exercise all such functions as may be exercised by the Society.
 - (iii) Other than those functions that are required by these Rules to be exercised by a general meeting of the Society and has power to perform all such Acts and do all such things as appear to the Committee to be necessary or desirable for the achievement of the objects of the Society.

- B. The Committee shall execute the proper management of the affairs of the Society including:
- (i) Control of all financial matters.
 - (ii) Appointment of a Society Editor who, unless already a committee member shall become an additional member of the committee with full voting rights.
 - (iii) Appointment of committee members to fill casual vacancies, other officials and sub-committees including; Minutes Secretary, Librarian, Assistant Librarian, Assistant Honorary Treasurer, Show Officials, Bloom Registration Committee, Judges and Stewards.
 - (iv) Election of Delegates to represent the Society during the next Society year.
 - (v) Choice of times and places of meetings and preparation of agendas therefore.
 - (vi) Encouragement for the formation and operation of other CAI Affiliates.
 - (vii) Promotion of camellia shows, competitions and functions.

14. Constitution and Membership

- A. The office-bearers of the Society shall be:
- (i) The President.
 - (ii) The Vice-President.
 - (iii) The Honorary Secretary.
 - (iv) The Honorary Treasurer.
 - (v) The immediate past President (ex officio).
 - (vi) The Membership Secretary.
 - (vii) Up to seven committee persons.
 - (viii) The Society Editor (appointed by the committee).
- B. A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- C. There is no maximum number of consecutive terms for which office bearers or a committee member may hold office.

- D. Each member of the committee shall, subject to these Rules, hold office until the election of the new committee at each annual general meeting.
- E. The committee may fill casual vacancies on the committee. Such office bearers to hold office in accordance with Clause 14 D.

15. Election of Committee Members

- A. Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee Members:
 - (i) Must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination).
 - (ii) Must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - (iii) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - (iv) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
 - (vi) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (vii) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - (viii) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
 - (ix) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16. President

- A. The President is the nominal head of the Society and shall conduct its affairs under the general control and direction of the committee. The President shall be ex officio a member of all sub-committees.

17. Vice-President

- A. The Vice-President shall take the place of the President during the President's absence.

18. Honorary Secretary

- A. The Honorary Secretary of the Society or the person holding office under these Rules as Honorary Secretary, shall, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his or her address. If no person is holding office under these Rules as Honorary Secretary of the Society; the Public Officer is responsible for their duties till an appointment is made.
- B. It is the duty of the secretary to keep records of:
 - (i) All appointments of office bearers.
 - (ii) The names of members of the committee present at a committee meeting.
 - (iii) A true and correct record of all proceedings at committee meeting and annual and special general meetings including, apologies and numbers in attendance.
 - (iv) Recording of minutes can be taken by an appointed Minute Secretary.
- C. Minutes of proceedings at a meeting , whether in written or electronic format, shall be signed by the appointed chairperson of the meeting or the chairperson of the next succeeding meeting.
- D. The signature of the chairperson may be transmitted by electronic means for the purposes of Clause 18.C.

19. Honorary Treasurer

- A. It is the duty of the Treasurer of the association to ensure:
 - (i) That all monies due to the association is collected and received and that all payments authorised by the association are made.

- (ii) That correct books and accounts are kept in any form, written or electronic, showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- (iii) The (Honorary) Treasurer shall submit an Income and Expenditure Account and Balance Sheet at the end of each financial year. Interim financial statements to be tabled at each Ordinary Meeting of members and committee meetings.
- (iv) The (Honorary) treasurer shall attend to any investments as directed by the committee and report investment details to the next general meeting.
- (v) All internet banking, and or cheques must be signed either written or electronically by two (2) authorised signatories who are members of the committee.

20. Membership Secretary

A. The Membership Secretary shall:

- (i) Receive nominations for membership and deal with them in accordance with Clause 7.
- (ii) Maintain a register of members in accordance with Clause 9.
- (iii) Receive annual subscriptions from members of the Society and issue receipts therefore.
- (iv) Promptly forward remittances received to the treasurer for banking.
- (v) Advise the secretary, treasurer and editor any amendment in membership immediately. Or such information as the committee may determine from time to time.
- (vi) Advise the Membership Secretary of the National Body of any new, cancelled or un-financial memberships of the Society.

21. Ordinary Committee Member

- A. Means a member of the committee who is not an office-bearer of the Society.
- B. A member who fills a casual committee vacancy.
- C. For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if a committee member:

- (i) Dies.
- (ii) Ceases to be a member of the Society.
- (iii) Becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code.
- (iv) Resigns office by notice in writing given to the honorary secretary.
- (v) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (vi) Is absent without the consent of the committee from all meetings of the committee held during a period of 6 months, or
- (vii) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months.

22. Meetings and Quorum

- A. The committee shall meet at least 4 times in each period of 12 months at such place and time as the committee may determine.
- B. Additional meetings of the committee may be convened by the president or vice-president.
- C. Oral, written or email notice of a meeting of the committee shall be given by the secretary, or such person as delegated to do so, to each member of the committee at least 24 hours before the time appointed for the holding of the meeting.
- D. Five elected office-bearers constitute a quorum for the transaction of the business of a meeting of the committee.
- E. If a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- F. At a meeting of the committee:
 - (i) The president or, in the president's absence, the vice-president shall preside, and
 - (ii) If the president and vice-president are absent, or unwilling to act, one of the remaining members of the committee as may be chosen by members present shall preside.

23. Voting and Decisions

- A Questions arising at a meeting of the committee shall be determined by a majority of the votes of members of the committee present at the meeting.
- B Each member present at a meeting of the committee is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may have a second or casting vote.

24. Annual General Meeting — Calling of and Business At

- A. The Annual General Meeting of the Society shall, subject to the Act, be convened on such date and at such place and time as the Committee thinks fit giving 28 days notice.
- B. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
 - (i) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting.
 - (ii) To receive from the committee reports upon the activities of the Society during the last preceding financial year. i.e., Presidents & Treasurers Reports.
 - (iii) To receive and consider the Annual Financial Statement which is required to be submitted to attending members in written form.
 - (iv) To elect office-bearers of the Society.
 - (v) To elect an Auditor, and
 - (vi) To consider any other business of which 28 days notice has been given to members, or which the president deems proper to be transacted.

25. Special General Meeting — Calling Of

- A. The committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
- B. The committee must, on the requisition of at least 5% of the total number of members, convene a Special General Meeting of the Society.

- C. A requisition for a Special General Meeting by members:
 - (i) Must be in writing.
 - (ii) Must state the purpose or purposes of the meeting.
 - (iii) Must be signed by the members making the requisition.
 - (iv) Must be lodged with the secretary, and
 - (v) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- D. If the committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- E. A Special General Meeting convened by a member or members, as referred to in Clause 25.D, must be convened as nearly as is practicable in the same manner as General Meetings are convened by the committee.
- F. For the purposes of Clause 25.C.:
 - (i) A requisition may be in electronic form, and
 - (ii) A signature may be transmitted, and a requisition may be lodged, by electronic means.

26. Ordinary General Meetings

- A. The committee shall convene Ordinary General Meetings pursuant to the carrying out of the Society's objects, normally monthly.
- B. In addition to any other business which may be transacted at an Ordinary General Meeting, the business of an ordinary general meeting shall be:
 - (i) To confirm the minutes, if any, of the last Ordinary General Meeting.
 - (ii) To receive from the president and committee members, reports upon the activities of the Society, and
 - (iii) To receive and consider a Financial Report (statement) of financial activities, including receipts and payments since the last Ordinary General Meeting.

27. Notice of Meeting

- A. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society the secretary shall give oral notice specifying the place, date and time of the meeting at the general meeting immediately preceding the proposed meeting. Notice can also be given to all members, in whatever form, including notices in the Society's monthly Newsletter.
- B. Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member appearing in the Register of Members, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting and the intention to propose the resolution as a special resolution (notices may be sent electronically).
- C. A member desiring to bring any business before a General Meeting may give notice in writing of that business to the secretary who shall include that business in the notice calling a General Meeting.

28. Quorums for General Meetings

- A. No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- B. Twenty-five percent (25%) of members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

29. Making of Decisions

- A. A vote or question arising at a General Meeting of the Society shall be determined on a show of eligible member's hands.

30. Special Resolution

- A. A motion or resolution is a 'special' resolution, if it is passed by a majority which comprises not less than three-quarters (75%) of the financial members of the Society voting in person at a general meeting. Notice of which is given not less than twenty one (21) days in written or electronic form specifying the intention to propose the resolution as a special resolution or motion.

31. Voting

- A. Upon any question arising at a General Meeting each financial member present shall have one (1) vote only.
- B. All votes shall be given personally, preferably in a show of hands.
- C. In the case of an equality of votes, the person presiding may exercise a second or casting vote.
- D. A member is not entitled to vote by proxy at General Meetings.

MISCELLANEOUS

32. Insurance

- A. The Society shall effect and maintain insurance pursuant to Section 44 of the Act. A Certificate of Indemnity can be made available to requesting parties.

33. Funds — Source

- A. The funds of the Association are to be derived from Entrance Fees and Annual Subscriptions of members, donations and, subject to any resolution passed by the Society in General Meeting, any other sources that the committee determines.
- B. All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society bank or other authorised deposit-taking institution account.
- C. The Society must, as soon as practicable, after receiving any money, issue an appropriate receipt.

34. Funds - Management

- A. Subject to any resolution passed by the Society in General Meeting, the funds of the Society shall be used in pursuance of the objects of the Society, in such manner as the committee determines.
- B. All cheques, and electronic transactions, must be signed by two (2) authorised signatories.

35. Alteration of Objects and Rules

- A. The Statement of Objects and these Rules may be altered, rescinded or added to only by Special Resolution of the Society.

36. Books and Records of the Society

- A. The secretary shall keep in his/her custody or under his/her control all records, books and other documents of the Society. Those records, books and other documents shall be open to inspection by a member of the Society at any time.
- B. Financial records **shall be** kept for 5 years.

37. Public Officer

- A. Unless otherwise determined by the committee the Secretary shall be the Public Officer of the Society.
- B. The public officer shall maintain a Register of Committee Members in accordance with the Act. Also, it is the responsible of the Public Officer to make sure all the Societies documents and records are kept.
- C. The appointed Public Officer must reside in the state of incorporation.
- D. The Public Officer is responsible for the Department of Fair Trading's Annual Return. The required forms are to be completed and forwarded, with the remittance, to the address provided one month after AGM.

38. Auditor

- A. The Society shall have its accounts audited annually by a competent person, not necessarily one who is qualified or registered.

39. Winding Up Provisions

- A. If upon winding up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any assets and or property whatsoever remain the same shall NOT be distributed amongst members, but shall be given or transferred to an Incorporated Association or Associations with similar objective(s) to the objective(s) of Camellias Illawarra Incorporated.

40. Service of Notices

- A. For the purpose of this constitution, a notice may be served on or given to a person:
- (i) By delivering it to the person personally.
 - (ii) By sending it by pre-paid post to the address of the person, or
 - (iii) By sending it by some other form of electronic transmission to an address specified by the person for giving or serving the notice.