



Highlands Garden Society Bowral Inc

HIGHLANDS GARDEN SOCIETY BOWRAL INCORPORATED CONSTITUTION

(As amended 20 November 2006, 21 November 2008 and 16 November 2012)

1. NAME

The name of the organisation shall be the HIGHLANDS GARDEN SOCIETY BOWRAL INCORPORATED, hereinafter referred to as the Society.

2. OBJECTS

The objects of the Society are as set out hereunder:

- (a) Friendship through gardens.
- (b) To aid in the protection and conservation of our natural resources.
- (c) To encourage civic beauty and roadside development.
- (d) To study the fine art of gardening in all its aspects.
- (e) To co-operate with other agencies furthering the interests of horticulture and conservation.
- (f) To establish, promote and maintain a library.
- (g) To be non-political and non-sectarian.

3. MEMBERSHIP

- (a) Membership of the society is comprised of persons over the age of sixteen (16 years) who have been approved for membership by the Committee as provided by the next clause of this Constitution.
- (b) Application for membership shall be made in writing and shall be considered by the Committee, designated below, who shall determine upon the admission or rejection of the application.
- (c) A register of members shall be kept in respect of each member showing his/her name and date of commencement of membership.
- (d) Honorary Life Membership may be awarded to any person who has rendered outstanding service to the Society. A life member will be entitled to all privileges and all obligations of membership without paying an annual fee or any special payments.
- (e) A person enjoying public esteem may be invited to become Patron of the Society.
- (f) Each member, other than those described in 3(d), shall pay an annual subscription, the amount of which shall be determined as provided for in clause 11(d) of this Constitution.

4. MANAGEMENT

- (a) The management of the Society shall be vested in a Management Committee, elected annually at the Annual General Meeting, consisting of a President, Vice-President, Secretary, Treasurer and up to six members. The President, Vice – President, Secretary and Treasurer shall form the Executive of the Society.
- (b) Members of the Executive may not serve more than three years consecutively for a particular position; should no nominations be received, the retiring officer may seek re-election. The President and Vice-Presidents shall have been members of the Society for not less than one (1) year preceding appointment.
- (c) No member of the Committee shall be appointed to any salaried office of the Society or any office of the Society paid by fees and no remuneration or other benefit shall be given by the Society to any members of the Committee except repayments of out-of-pocket expenses.
- (d) A casual vacancy occurring on the Committee may be filled by the Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced.



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(e) The Committee shall meet no less than six (6) times each year for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The President may at any time, and the Secretary on request of any three (3) members of the Committee, summon a meeting of the Committee, giving at least seven (7) days notice thereof.

(f) A Committee member may appoint the chairman of a Committee meeting to vote in his/her stead if the member shall be unable to attend that meeting and may direct the proxy to vote in a particular way.

(g) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present in person or by proxy and a determination by a majority of the members of the Committee present shall for all purposes be a determination of the Committee. In the case of an equality of votes the Chairman of the Meeting shall have a second or casting vote

(h) The Committee may invest the monies of the Society not immediately required in such manner as the Committee may determine and may vary or realise all or any of such investments.

(i) The Committee shall have the power to appoint from its members, or other members of the Society, sub-Committees for any purpose and to delegate to any sub-Committee such powers as it thinks fit.

(j) The Committee shall have powers to appoint any delegate or delegates to represent the Society for any purpose with such powers as may be thought fit, and to revoke any such appointment.

5. ANNUAL GENERAL MEETING

(a) The ANNUAL GENERAL MEETING at which the annual report and audited financial statements will be presented shall be held within two (2) months of the end of the financial year (see clause 11(a)).

(b) Notice of the ANNUAL GENERAL MEETING shall be circulated to all members by delivery of notice to the addresses recorded in the register of members at least twenty-one (21) days prior thereto.

6. GENERAL MEETINGS

Regular GENERAL MEETINGS of the Society shall be held on such day and at such times as the Committee shall determine.

7. SPECIAL GENERAL MEETINGS

(a) SPECIAL GENERAL MEETINGS may also be convened by the President, Vice-President and Secretary on their own motion or upon the written request of not less than five per cent (5%) of members of the Society and shall be held within a period of two (2) months from the date of receipt of the request.

(b) Notice of a SPECIAL GENERAL MEETING shall be circulated to all members by delivery of notice to the addresses recorded in the register of members at least twenty-one (21) days before the date fixed for the holding of the meeting.

8. VACATION OF OFFICE

The office of the member of the Committee shall be vacant if the member -

(a) Dies.

(b) Becomes bankrupt or makes any arrangement or composition with his/her creditors generally.

(c) Becomes mentally ill or a person or estate is liable to be dealt with in any way under the law relating mental health.

(d) Resigns by notice in writing to the Society.



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- (e) Ceases to be a member of the Society.
- (f) Is absent without leave from more than two consecutive meetings of the Committee.
- (g) Is removed from office upon a resolution being passed by a two-thirds majority of members present at a property constituted Committee meeting specially called for the purpose.

9. QUORUM

At a general meeting a quorum shall consist of thirty (30) members and at a Committee meeting shall consist of six (6) members. If within half an hour of the time set down for a meeting to commence a quorum not be present then the meeting shall be adjourned to another time and place designated by the President or in his/her absence the Vice-President. If at such an adjourned meeting a quorum be not present, then those attending shall be deemed to be a quorum providing the number be not less than half that required for a quorum as above.

10. PROCEEDINGS AT A GENERAL MEETING

- (a) The President or in his/her absence the Vice-President shall preside as Chairman at every GENERAL MEETING of the Society.
- (b) In the case of an equality of votes the Chairman of the meeting shall be entitled to a casting vote.
- (c) Should a meeting be adjourned than at the reconvened meeting no business shall be transacted other than that left unfinished at the meeting from which the adjournment took place.
- (d) Each member entitled to vote shall have one (1) vote.

11. FINANCE

- (a) The financial year shall end on thirtieth (30th) day of September.
- (b) All monies received by the Society shall be deposited intact at the earliest possible date to the credit of the Society's bank account. Receipts will not be issued unless specifically requested.
- (c) All payments in excess of ten (10) dollars made by the Society shall be paid by cheque signed by any two (2) of the President, Vice President, Secretary and Treasurer. Notwithstanding the provisions of this clause, the Committee may authorise the Tour Director to be an additional signatory during the course of tours being conducted.
- (d) The annual subscription shall be determined from time to time by the Committee, and shall be payable not later than 30 November of each year. Any member whose fees are not received by 30 November each year will be deemed to be un-financial and be a non-member.

12. AUTHORISATION OF ACCOUNTS

All accounts shall be presented to and passed for payment at a Committee meeting and full details of such approvals shall be entered in the minute book.

13. AUDIT

An Auditor shall be elected at the ANNUAL GENERAL MEETING who shall examine all accounts, vouchers, receipts, books and records and furnish a report thereon to the members at the ANNUAL GENERAL MEETING. Audits shall be conducted at regular intervals of not more than twelve (12) months.



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14. RESPONSIBILITIES OF OFFICE BEARERS

The **President** shall have the responsibility to ensure that the Society functions efficiently and the reputation of the Society is maintained at a high level. The Vice President will act in all things for the President in his/her absence..

The **Secretary** shall keep minutes of all general and Committee meetings, which shall be submitted for confirmation; have charge of and be signatory to all correspondence, and such records as are entrusted to him/her, keep an attendance register of all members and visitors at all meetings held by the Society.

The **Treasurer** shall ensure that the correct books and accounts are kept showing the financial affairs of the Society, including full details of receipts and expenditure connected with of the Society. The Public Officer shall be appointed by the Society but is not required to be a member of the Committee; shall notify the appropriate agency of any changes in the Society and its financial position; and must submit returns as required by the Agency within the specified period.

15. EXPULSION OF MEMBERS

The Committee may expel from membership a member of the Society for conduct considered by a majority of the Committee, detrimental to the best interests of the Society, provided such member has been afforded an opportunity to explain his/her conduct either in person or in writing.

16. DISSOLUTION

(a) The Society shall be dissolved upon a vote of three-fourths majority of members present at a SPECIAL GENERAL MEETING convened to consider such a question.

(b) Upon a resolution being passed in accordance with paragraph (a) of this clause, all assets and funds of the Society shall, after payment of all expenses and liabilities, be handed over to such like body as a simple majority of the members at a SPECIAL GENERAL MEETING so convened.

17. MEMBER'S LIABILITIES

The liability of a member of the Society to contribute towards the payment of debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 11.

18. AMENDMENTS TO THE CONSTITUTION

(a) This Constitution may be amended by a special resolution passed by a three- quarters (3/4) majority of members present at an ANNUAL GENERAL MEETING for which two (2) months notice has been given to all members, or at a SPECIAL GENERAL MEETING convened for such purpose.

(b) Notice of any proposed amendment must reach the Secretary two (2) months before the proposed meeting.

19. COMMON SEAL

(a) The Common Seal of the Society shall not be affixed to any instrument except by the authority of the Committee and any such affixation of such Common Seal shall be evidenced by the signatures of at least two (2) members of the Committee and the Public Officer or the Secretary.

(b) The Common Seal shall remain in the custody of the Public Officer or the Secretary.



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20. CUSTODY OF BOOKS AND DOCUMENTS

Except as otherwise provided in these rules, the Public Officer shall keep in his/her custody, or under his/her control all records, books, and other documents.

21. INSPECTION OF BOOKS

The records, books and other documents of the Society shall be open for inspection, free of charge, by a member of the Society at any reasonable hour.

22. INSURANCE

(a) The Society shall effect and maintain insurance pursuant to Section 44 of the Association Incorporation Act 1984 as amended.

(b) In addition to the insurance required under clause (a), the Society may effect and maintain any other insurance.

23. SERVICE OF NOTICES

(a) For the purpose of these rules, a notice may be served by or on behalf of the Society upon any member either personally or by sending it by email or post to the member at the member's email or residential address shown in the register of members.

(b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of the post.

24. TAX EXEMPTION

It is hereby agreed that for the purposes of the Income Tax Assessment Act (1936) as amended, the Society is considered to be a Community Services Organisation and for self-assessment purposes is exempt from income tax. Further and in accordance with the said act it does pass the physical presence in Australia test and does exist, operate and incur its expenditure solely and entirely in Australia.

25. NON-PROFIT ORGANISATION STATUS

The Society is a non-profit Society that is not operating for the profit or gain of its individual members. The assets and income of the Society shall not be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society (Australian Tax Office Income Tax Guide for Non-Profit Organisations—2008).