

**CYMBIDIUM ORCHID CLUB OF SOUTH  
AUSTRALIA INCORPORATED**

**RULES**

**Registered Number: 12903E**

## **CYMBIDIUM ORCHID CLUB OF SOUTH AUSTRALIA INCORPORATED**

# **RULES**

### **NAME:**

1. The name of this body shall be the CYMBIDIUM ORCHID CLUB OF SOUTH AUSTRALIA INCORPORATED and it shall hereafter be referred to as the club.

### **OBJECTIVES:**

2.
  - (a) To promote interest in Cymbidiums.
  - (b) To promote and arrange functions, activities and (subject to the law relating thereto) raffles, lotteries, sweepstakes and housie for the raising of funds for the above mentioned purpose(s).
  - (c) To do all such things and acts conducive to the furtherance of the objects and interests of the Club.

### **MEMBERSHIP:**

3. Any person who is interested in the objects and interests of the Club shall be eligible for membership.
4.
  - (a) Any changes in the annual subscription for the next financial year of the Club shall be fixed by Committee in the last quarter in each year.
  - (b) Persons under the age of 16 shall be eligible to join as junior members at such special fee as shall be determined but they shall not be entitled to hold office or vote or take part in business procedure at meetings of the Club.
5. Any properly constituted Annual General Meeting or Special General Meeting may appoint any person as an honorary member or honorary life member of the Club in recognition of services rendered in promoting the interests and objects of the Club.
6. Any member may resign from the Club and such resignation must be in writing and forwarded to the Secretary of the Club

7. Upon any person ceasing to be a member of the Club for any reason whatsoever he shall not be entitled to the return of his membership subscription or any portion thereof.
8.
  - (a) The Committee may expel from the Club or otherwise punish or penalize any member whose conduct, in the opinion of the Committee, is discreditable or injurious to the character or interest of the Club.
  - (b) Before any member is expelled or otherwise punished or penalized his conduct shall be enquired into by the Committee and the member shall be given particulars of the charge in writing and the opportunity to defend himself and to justify or explain his conduct. Provided that a quorum is established and the majority of the Committee present when the matter is enquired into is of the opinion that the member has been guilty of such conduct or action as aforesaid, then the Committee may expel or suspend him from membership or otherwise punish or penalise him.
  - (c) should any member fail to appear at any enquiry conducted under clause 8 (b) hereof, or any adjournment thereof, the Committee may proceed in that member's absence to conduct the said enquiry and make its findings as hereinbefore empowered.

**GENERAL MEETINGS:**

9. The Annual General Meeting of the members shall be held in the month of February in each year, and members shall be given notice in writing at least twenty-one days before such meeting.
10. The annual report and audited balance sheet or financial statement shall be submitted to members at the Annual General Meeting.
11. The Annual General Meeting may make by-laws necessary for proper administration of the Club. Any by-laws so made shall not be repealed, added to or amended unless and until;
  - (a) Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Club to the Secretary of the Club not later than 30 days prior to the date of such Annual General Meeting and included in the agenda for such meeting.
  - (b) Such repeal, addition or amendment is proposed at such Annual General Meeting and is approved by not less than two-thirds of the members of the Club present at such meeting and voting thereon.

12. The election of the Committee for the ensuing twelve months shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the meeting. Half of the Committee members will annually be elected for terms of two years, with half being appointed for an initial term of one year, in the foundation year.
13. A special meeting of members shall be called at the request of the President or any three members of the Committee or at the written request of twenty financial members of the Club. Such meeting shall be held within thirty days of such request and all members shall be notified in writing not less than 10 days before such meeting.
14. The President of the Club shall be the Chairman at all general meetings. Should he not be present then a Vice-President shall be elected to the chair, and if there is no vice-President present the members shall elect a member to take the chair.
15. The Chairman shall have a casting vote but not a deliberate vote.
16. The quorum for a general meeting shall be 20 members present.
17. If at any general meeting there be no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse unless the majority of the members present decide to adjourn the meeting for a period not exceeding 14 days. If there be no quorum within 30 minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.
18. Only members present in person shall be entitled to vote.

**COMMITTEE:**

19.
  - (a) The business and affairs of the Club shall be under the management and control of a Committee (hereinafter called 'the Committee').
  - (b) The Committee may, subject to the decisions made at general meetings, exercise all the powers of the Club and do all such acts and things as may be done by the Club or which it considers necessary or expedient to carry out the objects of the Club.
20. The Committee shall consist of elected members who shall be;

- (a) The President, a Vice-President, a Junior Vice-President, a Secretary (who shall be the Public Officer of the Club for the purposes of the Act), a Treasurer (hereinafter called 'the office-bearers') and
  - (b) 6 members of the Club, elected at an Annual General Meeting or as otherwise provided herein
  - (c) The Registrar of Judges and the Editor of the Cymbidium News and the Show Marshall and the Club Photographer shall be appointed by Committee as soon as possible after the Annual General Meeting and their appointment shall continue until the end of the next Annual General Meeting provided that the first Committee under these Rules shall be elected at the general meeting of the club at which these Rules are adopted and shall hold office until the first Annual General Meeting of the Club after the adoption of these Rules.
21. All members of the Committee must be financial members of the Club and shall have full voting rights.
22. Should any vacancy occur, in the Committee or office bearers of the Club other than in the normal course of elections, the Committee may fill such a vacancy from the financial members of the Club and such members hold office for the unexpired portion of this predecessor's term.
23. The Committee shall meet as often as may be required but at least bi-monthly to conduct the business of the Club. The President or Secretary or 3 members of the Committee shall have the power to call a meeting of the Committee. The President of the Club shall take the chair at all Committee meetings. Should the President not be present then a Vice-President shall be elected to chair and if no Vice-President is present then the Committee shall elect one of its members to take the chair.
24. The chairman at all Committee meetings shall have both a deliberate vote and a casting vote.
- 25.
- (a) All notices of Committee meetings shall be in writing and posted to members of the Committee at least 7 days before the date of such meetings.
  - (b) The accidental omission to give to any member, or the non-receipt by any member of any notice required by these rules, shall not invalidate or affect any proceedings at such a meeting.

26.

- (a) The Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President and the Secretary may be ex-officio members of all sub-committees.
- (b) All acts or decisions done or made by any meeting of the Committee or any member thereof, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.

27. The quorum for Committee meetings shall be greater than half of the elected members of the Committee present in person.

#### **ELECTION OF COMMITTEE:**

28. Nomination for each candidate for election as office bearer or Committee member may be in writing signed by the candidate and two members of the Club

or

nominations may be taken at the Annual General Meeting if the member nominated is present and consents to such nominations.

29. No person shall be eligible for election unless he is a financial member of the Club.

30. The election for the office bearers and other Committee members shall be by ballot of members present and voting thereon, held at the Annual General Meeting. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies in which event they shall be declared duly elected.

#### **AUDITORS:**

31. The Auditor of the Club shall be appointed by the members at the Annual General Meeting and shall hold office until the next Annual General Meeting. The books of account, balance sheet and receipts and expenditure account of the Club shall be audited each year between the last day of December and the Annual General Meeting.

The Auditor shall in each year examine the accounts of the Club and shall certify the correctness thereof. The Auditor shall make a report to the members upon the accounts to be submitted to the Annual General Meeting and in every such report shall state whether in his opinion they are properly drawn up so as to exhibit a true and correct view of the Club's financial affairs.

**DUTIES:**

32.

- (a) The Secretary shall carry out his duties under the direction of the committee and keep proper minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the Committee may from time to time direct.
- (b) The Treasurer shall receive all moneys payable to the Club and give receipts for same. All moneys so received shall be paid into the banking account of the Club. The Treasurer shall present at each general meeting a balance of the finances of the Club and shall keep proper books of account of all moneys received and disbursed and generally perform all such duties as are directed by the Committee from time to time.

**FINANCES:**

33. The financial year shall be from the 1<sup>st</sup> of January to the 31<sup>st</sup> of December.

34. All moneys of the Club shall be paid into the account of the Club at such bank as the Committee may from time to time direct.

35. No moneys shall be drawn from the Club's account save by cheque signed by 2 or 3 signatories authorised by the Committee.

No cheque shall be signed or money withdrawn unless such withdrawal has been approved by the Committee or in the case of urgency by the President and Secretary.

**POWERS OF THE ASSOCIATION:**

36. The association shall have all the powers conferred by section 25 of the Act. (Associations Incorporation Act 1985)

#### **ALTERATION TO THE RULES:**

37. These rules shall be the only rules of the **CYMBIDIUM ORCHID CLUB OF SOUTH AUSTRALIA INC** and shall come into force forthwith and shall not be altered, varied, added to or repealed unless two-thirds of financial members present at an Annual General Meeting or a meeting specially convened for that purpose are in favour of such alternation, variation, addition or repeal.

#### **PROPERTY:**

38.

- (a) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof should be paid or transferred directly or indirectly, by way of dividend bonus or otherwise, howsoever or by way of profit to members or relatives of members provided that nothing therein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member of the Club in return for any goods or services actually rendered to the Club or reasonable and proper rental for premises let by any member to the Club.
- (b) Should the Club for any reason whatsoever cease to function, any member or person holding any Club moneys or property shall forthwith pay the same to the Treasurer. (Subject to the Act.)

#### **DISSOLUTION AND DISPOSITION OF ASSETS:**

39. The Club may be dissolved or wound up only upon the resolution carried by a majority of three-quarters of the members present (either personally or by proxy) and voting at a general meeting called for such purpose. If upon the dissolution or winding up of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other Association or Institution having objects similar wholly or in part to the objects of the Club or to some charitable object or objects which Association or Institution or object shall be determined by members of the Club at or before the time of dissolution or winding up.

#### **THE SEAL:**

40.

- (a) The Club shall have a common seal upon which its corporate name shall appear in legible characters.



- (b) At its first meeting after the Club's Annual General Meeting in each year the Committee shall elect four of its number to be seal-holders and such four persons shall remain the Club's seal-holders until the appointment of others in their place. The Committee may appoint any of its number to fill any casual vacancy occurring in the office of the seal-holder and a person so appointed shall hold such office until the appointment of another seal-holder in his place.
- (c) The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the Minute book of the Committee. The affixing of the seal shall be witnessed by two seal-holders.
- (d) The seal shall be kept in the custody of the Secretary or such other persons as the Committee may from time to time decide.

**AFFILIATION:**

41. The club may seek affiliation with other such bodies as Committee sees fit.

**INTERPRETATION:**

42. In these rules:

The 'Act' means the Associations Incorporation Act, 1985.

'in writing' or 'written' means and includes printing or other means of representing or reproducing words in visible form.

Words importing the masculine gender only shall include the feminine and vice versa.

Words importing singular include the plural and words importing the plural include the singular where the context permits.

A notice to be given pursuant to these rules shall be deemed to have been given if posted by ordinary prepaid mail in a properly addressed envelope and shall be deemed to have been given at noon on the second business day after the day of posting. For the purpose of this provision a 'business day' is a day on which banks are open for business in the City of Adelaide.

The paragraph headings shall not affect the construction of these rules.