



Founded 1957

Incorporation #: 4374

ABN #: 67 681 395 422

# **Constitution**

**and**

# **By-Laws**

As at 18/01/2018



## **CONSTITUTION**

### **NAME**

1. The name of the incorporated association shall be “Mackay and District Orchid Society Inc.” (in these Rules called “the Association”).

### **OBJECTS**

2. The objects for which the Association is established are:
  - (1) The advancement of all that pertains to Orchids, particularly their natural history, cultivation and hybridisation.
  - (2) The dissemination of knowledge of Orchidology among members and kindred societies.
  - (3) The preservation of orchids in their natural habitat, in line with Government policy.
  - (4) The prevention of vandalism of Orchids.
  - (5) The promotion of good fellowship.

## **POWERS**

3. The powers of the Association are:-

(1) To take over the funds and other assets and liabilities of the present unincorporated association known as the “Mackay and District Orchid Society”.

(2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 29 (10).

(3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association’s premises.

(4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the

purpose of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

(7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the

incorporated Association or in the furtherance of its objects.

(8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.

(10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.

(11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

(12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities.

(13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

(15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold

by the Association, or any money due to the Association from purchasers and others.

(16) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4).

(17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

(18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.

(19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 29 (10).

(20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all



or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.

(21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.

(22) To make donations for patriotic, charitable or community purposes.

(23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

(24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

### **CLASSES OF MEMBERS**

4. (1) The membership of the Association shall consist of ordinary members, and any of the following classes of members:

(a) Associate members

(b) Life members

(c) Junior members

(d) Honorary members

(2) The number of members in all classes shall be unlimited.

## **MEMBERSHIP**

5. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the date of incorporation agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association. Every member of the Association who previously to his/her agreeing to become a member of the Association has paid his subscription due on the 30<sup>th</sup> day of September 1987 as a member of the unincorporated association shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the 30<sup>th</sup> day of September 1988.

(2) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by one ordinary member of the Association and seconded by another ordinary member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

(3) Ordinary Member. A financial member who is of or over the age of eighteen years.

(4) Associate Member. An Orchid Society, group or club whose aim is to further an interest in Orchidology provided that acceptance of affiliation is passed by a majority of members at a General Meeting.

(5) Junior Member. A Junior Member of the Association shall be a financial member under the age of eighteen years.

Junior Members shall not be eligible to hold office and shall have no voting power at any Association meetings.

(6) Life Members. On the recommendation of the Management Committee ordinary members who in the opinion of the Management Committee, are

deserving of special recognition due to outstanding service to the Association over a number of years, may be elected life members at any General Meeting of the Association provided they are active, financial members of the Association.

(7) Honorary Members. Any visitor may, on the recommendation of any financial member of the Association approved by any member of the Committee become an honorary member of the Association for a period of three calendar months. An honorary member shall not be entitled to vote at any General Meeting or other meeting of the Association nor shall be entitled to serve as an officer on the Committee of Management of the Association. He/she may speak at the Chairman's discretion.

## **MEMBERSHIP FEES**

6. (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any General Meeting so determine.

(2) The membership fees for each class of membership shall be payable at such time and such manner as the Management Committee shall from time to time determine.

## **ADMISSION AND REJECTION OF MEMBERS**

7. (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall determine upon the admission or rejection of the applicant.  
  
(2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.  
  
(3) Upon acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **TERMINATION OF MEMBERSHIP**

8. (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later

date is specified in the notice when it shall take effect on that later date.

(2) If a member –

(a) is convicted of an indictable offence; or

(b) fails to comply with any of the provisions of these rules; or

(c) has membership fees in arrears for a period of two months or more; or

(d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association;

the Management Committee shall consider whether his/her membership shall be terminated.

(3) The member concerned shall be given a full and fair opportunity of presenting his/her case and if the Management Committee resolves to terminate his/her membership it shall instruct the Secretary to advise the member in writing accordingly.

## **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

9. (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her intention to appeal against the decision of the Management Committee.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three (3) months of the date of receipt by him/her of such notice, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

(3) Where a person, whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

## **REGISTER OF MEMBERS**

10. (1) The Management Committee shall cause a register to be kept in which shall be entered the names and the residential addresses of all persons admitted to membership of the Association and the date of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any General Meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

11. (1) the Management Committee of the Association shall consist of a President, Vice President, Secretary, Treasurer.
- (2) At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.



(3) The election of officers and other members of the Management Committee shall take place in the following manner:-

(a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee.

(b) The nomination, which shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.

(c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each eligible member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

(e) If at an Annual General Meeting, insufficient written nominations are received to fill all the offices of the Management Committee, then nominations may be called from the floor to fill the offices for which no written nominations have been received.

12. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary or Assistant Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of the members present at such a General Meeting.

### **VACANCIES ON MANAGEMENT COMMITTEE**

13. (1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

(2) The continuing members of the Management Committee may act notwithstanding any casual

vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

### **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

14. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting the Management Committee:
  - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association: and
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association:
  - (a) To borrow or raise or secure the payment of money in such manner as the members of the

Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities.

(b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

(c) to invest in such a manner as the members of the Association may from time to time determine.

## **MEETINGS OF MANAGEMENT COMMITTEE**

15. (1) The Management Committee shall meet at least once in each calendar month.

(2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

(3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and /or appointed to the Management Committee as at the close of the last General Meeting of the members, shall constitute a quorum.

(4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

(5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he/she is interested, or any matter arising thereout, and if

he/she does so vote his/her vote shall not be counted.

(6) Not less than fourteen (14) days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

(7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he/she is not present within ten (10) minutes after the time appointed for holding the meeting, a Vice-President shall be Chairman or if a Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

(8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present

within half an hour from the time appointed for the meeting, the meeting shall lapse.

16. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.  
  
(2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.  
  
(3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards

discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as foresaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

18. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

### **ANNUAL GENERAL OR GENERAL MEETING**

19. The first General Meeting shall be held at such time, not being less than one (1) month nor more than three (3) months after the incorporation of the Association, and at such place as the Management Committee may determine.
20. (1) The Annual General Meeting shall be held within three months of the close of the financial year.



(2) The business to be transacted at the Annual General Meeting shall be:-

(a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding year.

(b) The receiving of the auditor's report upon the books and accounts for the preceding financial year.

(c) Election of the Officers of the Management Committee.

(d) The appointment of an auditor.

21. The Secretary shall convene a special General Meeting:-

(a) When directed to do so by the Management Committee: or

(b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary and life members of the Association which equals the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why

such a General Meeting is convened and the nature of the business to be transacted thereat: or

(c) On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

22. (1) At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.

(2) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule "member" includes a person attending as a proxy or representing a corporation which is a member.

(3) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. If any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present

within half an hour from the time appointed for the meeting the members present shall be a quorum.

(4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business

shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(5) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. (1) The Secretary shall convene all General Meetings of the Association by giving not less than fourteen (14) days notice of any such meeting to the members of the Association.

(2) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his/her membership by

the Management Committee, shall be given in writing. Notice of a General Meeting shall clearly state the nature of business to be discussed thereat.

## **MEETING PROCEDURES**

24. Unless otherwise provided by these Rules, at every General Meeting:

(1) The President shall preside as Chairman, or if there is no President, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President shall be the Chairman or if the Vice-Presidents are not present or are unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

(2) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.

(3) Every question, matter or resolution shall be decided by a majority of votes of the members present.

(4) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote:

Provided that no member shall be entitled to vote at any General Meeting if his/her annual subscription is more than one month in arrears at the date of the meeting.

(5) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

(6) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

(7) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may

but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

(8) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

ASSOCIATION: MACKAY AND DISTRICT ORCHID SOCIETY INC.

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the above named Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

This form to be used \_\_\_\_\_ \* in favour of the resolution  
\_\_\_\_\_ \* against the resolution

Strike out whichever is not desired.

(Unless otherwise instructed, the proxy may vote as he/she thinks fit).

(9) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

### **DUTIES OF OFFICERS**

25. (1) There shall be one President who shall be the Senior Executive of the Association. He/she shall preside at all meetings of the Association which he/she shall attend, or in his/her absence a Vice-President shall so preside. He/she shall ex officio, be a member of regular or special committees or sub-committees of the Association.

(2) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management

Committee Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee Meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

(3) There shall be one Treasurer of the Association. He/she shall keep accounts and books showing the financial affairs of the Association with full details of all receipts and disbursements and other particulars usually shown in books of account of a like nature. He/she shall be responsible for the collection and banking of all moneys payable to the Association. He/she shall disburse such amounts as may be authorised by the Association. He/she shall present a duly audited statement of receipts and payments to the Annual General Meeting.

## **BY-LAWS**

26. The Management Committee may from time to time make, amend or repeal by-laws, not consistent with these rules, for the internal management of the



Association and any by-law may be set aside by a General Meeting of members.

### **ALTERATION OF RULES**

27. Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution, carried at any General Meeting; Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

### **COMMON SEAL**

28. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

### **FUNDS AND ACCOUNTS**

29. (1) The funds of the Association shall be banked in the name of the Association in such bank or Permanent Building Society, as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee Meeting.

(8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of :-

(a) the income and expenditure for the financial year just ended: and

(b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

(9) All such statements shall be examined by the auditor who shall present his/her report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

(10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him/her to the Association or otherwise owing by the Association to him/her or of remuneration to any officers or servants of the Association or to any member of the Association or

other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

### **DOCUMENTS**

30. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

### **FINANCIAL YEAR**

31. The financial year of the Association shall commence on the first day of September in each year and terminate on the 31<sup>st</sup> day of August of the following year.

### **DISTRIBUTION OF SURPLUS ASSETS**

32. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given

or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 29 (10), such institution or institutions to be determined by the members of the Association.

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## MACKAY AND DISTRICT ORCHID SOCIETY INC.

### BY-LAWS

#### 1. DUTIES OF OFFICE BEARERS

1.01 The **Patron** shall be a person who by his knowledge and standing in the community shall add prestige to the Association's activities.

1.02 The **Vice Presidents** shall aid the President in the conduct of the Association's business, and shall be

prepared to preside at meetings in the absence of the President.

- 1.03 The **Assistant Secretary** shall assist the Secretary and the Treasurer in the execution of their duties.
- 1.04 The **Publicity Officer** shall handle all publicity at the direction of the Association.
- 1.05 The **Editor** shall be responsible for the editing of a magazine or a newsletter.
- 1.06 The **Librarian** shall be responsible for the cataloguing and maintenance of magazines and books. He shall ensure that magazines and books are placed in the library within one month of arrival.
- 1.07 The **Registrar** shall be a participating judge, and have a broad general knowledge of the various orchid genera, and shall have a knowledge of international award standards.
- 1.08 The **Property Officer** shall ensure the storage and safe Custody of all

Association property; the purchase and sale of supplies as directed by the Committee, other than that property in the custody of other specific office bearers.

- 1.09 **Auditors** shall audit the Annual statement and balance sheet and certify same before they are made available for inspection by members.

The audit is to be performed by a person acceptable to the Justice Department.

- 1.10 The **Technical Adviser** shall be a member, appointed by the Management Committee, who shall have a broad general knowledge of the various orchid genera and their culture. He/she will assist and advise members as required.

- 1.11 **Hosts** shall be those members appointed by the Management Committee whose responsibilities will be to conduct and introduce members, new members and honorary members.

1.12 **Stewards** shall be those members appointed by the Committee whose responsibilities will be the organisation of the displays at the Association's meetings.

1.13 A **Patron** shall be invited by the Committee to fill the office for a period of twelve (12) months.

## 2. **MEMBERSHIP FEES**

2.01 The membership year shall commence on the first day of October in each year and terminate on the 30<sup>th</sup> day of September in the following year.

2.02 Membership fees for junior members and for those members who are recipients of Commonwealth Government Pensions shall be at least half of that applicable to ordinary members of the Association, or as directed by the Management Committee.

2.03 Membership fees for new member joining the Association on or



after the first day of May shall be half that applicable for a full membership year.

2.04 Membership fees for a family, including any children under the age of 18, shall be at least one and one-half times that applicable to ordinary members of the Association, or as directed by the Management Committee.

2.05 Membership fees are payable at the Annual General Meeting.

### **3. ELECTION OF OFFICE BEARERS**

3.01 At the Annual general meeting the outgoing Secretary shall assume the chair until the new President has been elected.

3.02 A Returning Officer and two (2) scrutineers shall be elected by a show of hands to conduct and declare any ballot.

3.03 The Returning Officer shall be responsible for the destruction of the ballot papers immediately after the

election, and together with the scrutineers, shall maintain confidentiality.

3.04 A person may hold more than one of the positions of office at any one time.

#### 4. **MEETINGS**

4.01 The Annual General Meeting of the Association shall be held each year on the third (3<sup>rd</sup>) Thursday of October, unless prevented by circumstances beyond the control of the Association, whereupon a new date shall be set by the Management Committee.

4.02 Committee Meetings shall be held on the first Thursday of each month.

4.03 General Meetings of the Association shall be held on the third (3<sup>rd</sup>) Thursday of each month, unless otherwise decided by the Management Committee.

4.04 The Ordinary General Meeting shall precede the Annual General Meeting.

## 5. MISCELLANEOUS

- 5.01 One copy of the Rules of Incorporation and one copy of the By-Laws shall be presented to each financial member. A copy shall also be handed to each new member on joining the Association.
- 5.02 Any contentious subject concerning the Association, brought up by member(s), shall be discussed at a Management Committee meeting before being presented to a General Meeting.
- 5.03 All Office Bearers, on relinquishing their positions, shall ensure the transfer of all files, correspondence, records, property, trophies etc. of the Association to the new incumbent within a period of four (4) weeks.
- 5.04 In the event of written nominations being received for the positions of office bearers, a list of candidates' names shall be mailed to members at least seven (7) days immediately preceding the Annual General Meeting.

5.05 A stock take and valuation of all Association property shall be conducted annually.

## 6. **PLANT DISPLAYS AT GENERAL MEETINGS**

6.01 A Novice Grower shall be one who has been a member for less than three (3) years, or has not won an annual popular vote award. The Committee has the discretionary power to elevate a Novice Grower to Open Section.  
Any Novice Grower elevates to Open Section on completion of three (3) years membership.

6.02 A Novice Grower may enter orchids for judging in any class at the General Meeting of the Association.

6.02 (A) If more than fifteen (15) plants are tabled in the Novice Section, two first places will be awarded.

6.03 Any member who is not a Novice may not enter plants in the Novice Section.

- 6.04 Points awarded for placing's will be:  
1<sup>st</sup> - 3 points;  
2<sup>nd</sup> - 2 points; 3<sup>rd</sup> - 1 point.
- 6.05 If one or more entries are awarded any one placing, each and every entry awarded that placing shall be given the full number of points.
- 6.06 There will be a Novice Section in the Association's  
Bi – Annual orchid displays.
- 6.07 No awards given at Bi – Annual displays will be given points.
- 6.08 Medals may be presented at Bi – Annual displays.
- 6.09 The Q.O.S. medallion may be presented for the most pre – eminent entry at the Autumn display.
- 6.10 One T.Q.O.C. medallion may be presented for the best entry of any genera at the Spring display.
- 6.11 One T.Q.O.C. medallion may be presented for the best entry in any

section at the Annual General Meeting.

- 6.12 The A.N.O.S. medallion may be presented at the Annual General Meeting for the highest overall number of points awarded in the Australian Native Section.
- 6.13 The Dorothy Ebner Memorial Trophy may be presented at the Annual General Meeting for the highest annual overall number of points in the Exotic Species Section.
- 6.14 The Arthur Ladbrook Memorial Trophy may be presented at the Annual General Meeting for the highest annual overall number of points summed over all sections.
- 6.15 A trophy may be awarded at the Annual General Meeting to each winner of overall points in each section for plants tabled at General Meetings for Popular Vote.
- 6.16 The Marj Purnell Memorial Trophy may be presented at the Annual General Meeting to the owner of the

Spatulata type Dendrobium which in the Judges' opinion best displays the type characteristics as selected for breeding purposes.

6.17 The Clyde Shoesmith Memorial Trophy may be presented at the Annual General Meeting for the highest overall number of points awarded in the Australian Native Hybrids Section.

6.17 (A) The A. & R. Cunningham Perpetual Trophy may be presented at the Annual General Meeting for the best Exotic Species tabled that night.

6.17 (B) The following Perpetual Trophies may be presented at the Annual General Meeting for the highest overall number of points awarded in the section

- First Flowering – Merv & Helen Toon Trophy
- Novice Grower – MDOS Trophy
- Dendrobium – Ron Bassan Trophy
- Australian Native Species – Jim Quinlan Memorial Trophy
- Cattleyas – Doug & Eve Penningh Trophy

- Vandaceous – Thelma Cameron Memorial Trophy
- Any Other Genera – George & Beryl Gilotti Trophy
- Bulbophyllums – Dennis & Ros Farlow Trophy

6.17 (C) The Orchid of The Year Perpetual Trophy donated by Orchids Mackay may be presented at the Annual General Meeting. The Orchid of the year is chosen by the Mackay Judging Panel from the Champion Orchid from all of the society's Orchid Shows held in the year and the monthly Judges Choice. Any orchid owned by a society member that is awarded a National award shall also be considered

6.18 Any plant competing in any section, for any award, must be owned by the exhibitor for three (3) months.

6.19 Penalty for breaching Clause 6.18 will be disqualification from exhibiting for twelve (12) months from that date.



- 6.20 Any blooms may be exhibited at consecutive meetings if still in good condition.
- 6.21 Any plant showing any evidence of a previous flowering shall not be entered in the First Flowering Section.
- 6.22 Any person may enter an example of a Species in the Class (Genera) to which that Species belongs to compete against the exhibited Hybrids in that Class. Once placed in that Class the plant will not be considered for points in the Species Class.
- 6.23 Any person is entitled to approach the Stewards for advice as to the Class best suited to that particular plant. The Stewards however will not be responsible if the Owner then proceeds against their advice to place the plant in an incorrect Class, where no points will be awarded.
- 6.24 The number of classes into which the orchids on display will be split, depends on the seasonal flowering and the requirement that there must be at least five (5) of any one group

for a class to be split, and no class will exist if there is less than three (3) plants tabled. All these will be placed in Any Other Genera.

Australian Natives (hybrids & species), Any Other Genera, Novice and First Flowering are excluded from the requirement to have a minimum of three (3) plants to exist on that night.

- 6.25 If by the time of the Popular Vote, the Stewards, Judges or Registrar have not identified that a plant is in the wrong section, then this plant will remain in this section and if it is awarded a place, then the points resulting will stand. This does not apply to Novice or First Flowering.

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