

**CONSTITUTION**

**THE GARDEN CLUBS OF AUSTRALIA INCORPORATED**

**ABN 74 058 867 744**

**INCORPORATED 2 OCTOBER 1992**

**NO.Y 15886 – 46**



**NOVEMBER 2019**

## CONTENTS

### **PART 1 Preliminary**

1. Name	2
2. Definitions and interpretations	2
3. Objects	3

### **PART 2 Affiliation and membership**

4. Affiliates	4
5. Members	4
6. Life Members	5
7. Application for membership	5
8. Cessation of membership	6
9. Resignation of membership	6
10. Register of members	6
11. Fees and subscriptions	7
12. Members' liabilities	7
13. Resolution of disputes	7
14. Disciplining members	7
15. Right of appeal of disciplined members	8

### **PART 3 The Committee**

16. Powers of the committee	8
17. Composition of the committee	9
18. Election of committee members	11
19. Secretary	11
20. Treasurer	11
21. Removal of committee members	12
22. Meetings and quorums	12
23. Delegation to sub-committee	13
24. Publications, functions, conventions and awards	13
25. Voting and decisions	13

### **PART 4 General Meetings**

26. Annual General Meeting	14
27. General meetings	14
28. Notice	15
29. Quorum for General Meetings	15
30. Presiding member	15
31. Adjournment	16
32. Making of decisions	16
33. Special resolutions	16
34. Voting	17
35. Appointing of proxies	17

### **PART 5 Miscellaneous**

36. Public Officer	17
37. Zone Coordinators	18
38. Judges	18
39. Insurance	18
40. Funds	18
41. Not for Profit	19
42. Distribution of property on winding up of the GCA	19
43. Change of name, objects and Constitution	19
44. Custody of books	19
45. Inspection of books	19
46. Service of notices	20

## **Part 1 Preliminary**

### **1 Name**

1.1 The name of the incorporated association is The Garden Clubs of Australia Incorporated (in this Constitution called “the GCA”).

1.2 The motto of the GCA shall be “Friendship Through Gardens”.

### **2 Definitions and interpretation**

2.1 In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

**Act** means the *Associations Incorporation Act 2009* (NSW), as amended from time to time.

**Affiliates** means those clubs, societies, associations, institutes, bodies or other kindred organisations, whether incorporated or unincorporated, throughout Australia and other countries, with aims and objects similar to the GCA and who have been granted membership with the GCA under clause 7 and entered on the register of members of the GCA as Affiliates.

**Annual Affiliation Fee** means the annual fee payable to the GCA by an Affiliate as determined by the Committee subject to approval by the Members at the Annual General Meeting.

**Annual General Meeting** means a General Meeting required to be held annually as provided in clause 26.

**Committee** means the Committee of management of the GCA.

**Committee Member** means a member of the Committee from time to time.

**Financial Year** means the year ending 30 June.

**General Meeting** means a meeting of Members and includes an Annual General Meeting.

**Life Member** means a person entered on the register of members of the GCA as a Life Member.

**Member** means a person entered on the register of members of the GCA in accordance with clauses 5.2, 6.2 and 7.4, and includes Affiliates, Committee Members and Life Members.

**Office Bearers** means the persons appointed to the positions set out in clause 17.2.

**Ordinary Committee Member** means a Committee Member who is not an Office Bearer of the GCA.

**President** means the person holding office under this Constitution as president of the GCA.

**Public Officer** means the person holding office under this Constitution as public officer of the GCA.

**Regulation** means the *Associations Incorporation Regulation 2016* (NSW) and any subsequent regulation made pursuant to the Act.

**Secretary** means:

(a) the person holding office under this Constitution as secretary of the GCA; or

(b) if no person holds that office, the Public Officer of the GCA.

**Subscription Fee** means the fee set out in clause 11.1.

**Treasurer** means the person holding office under this Constitution as treasurer of the GCA.

2.2 In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of a duty.

2.3 The provisions of the *Interpretation Act 1987* (NSW), apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2.4. The singular includes the plural and vice versa.

2.5 A gender includes all other genders.

2.6 Headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

2.7 A clause, schedule or appendix is a reference to a clause, schedule or appendix to this constitution.

### **3 Objects**

3.1 The objects of the GCA are:

**(a) to extend the culture of gardening into the wider community for the benefit of all citizens;**

**(b) to promote and encourage various aspects of community-based horticulture, through:**

(i) Community – through activities such as gardens for the aged, disabled or community beautification and recognition of individual and group efforts;

(ii) Private – through encouragement of open gardens and recognition of individual efforts; and

(iii) Civic – through activities such as horticulture regeneration following natural disasters and establishment of roadside rest areas;

**(c) to extend knowledge throughout the community of gardening, horticulture and its uses and garden design, through:**

(i) organising seminars and training for Members, members of Affiliates and the general public;

(ii) organising and supporting the running of community garden projects;

(iii) encouraging and supporting the running of garden competitions, shows and displays and involving local residents in the management of such competitions and shows and displays;

(iv) conducting Judges' accreditation and garden appreciation courses and establishing judging standards and rules for horticultural displays and garden competitions; and

(v) producing and distributing information relating to horticulture and gardening;

**d) to educate the public in the protection and conservation of our natural resources, through:**

(i) developing skills in conservation and environmental preservation techniques;

(ii) preparing, printing and distributing publications to educate, encourage and promote conservation and environmental preservation techniques;

(iii) organising and providing guest speakers and presentations; and

(iv) encouraging programs and activities in educational institutions;

***(e) to contribute to, encourage and participate in activities assisting Botanic Gardens, Affiliates and other like-minded horticultural institutions, through:***

- (i) assisting with research programs;
- (ii) encouraging Affiliates to assist with planting and propagation programs; and
- (iii) encouraging volunteering in other associated activities;

***(f) to develop and co-ordinate the education of Members and members of affiliated and kindred organisations through publications, conferences, workshops, seminars, correspondence, association and networking;***

***(g) to co-operate with other agencies to further the interests of horticulture and conservation, through:***

- (i) providing financial assistance or personal effort;
- (ii) providing horticulture expertise;
- (iii) providing guest speakers and presentations; and
- (iv) publicly recognising and commending outstanding efforts;

***(h) to promote and encourage areas of floral art, through:***

- (i) the use of floral art and its contribution to private and public appreciation; and
- (ii) providing awards for floral art efforts;

***(i) to encourage assistance to charities and to engage in activities to promote and assist charities by financial gifts and/or Affiliates' efforts; and***

***(j) to be non-political and non-sectarian in all undertakings.***

## **Part 2 Affiliation and Membership**

### **4 Affiliates**

4.1 Any incorporated or unincorporated body with objects similar to those of the GCA

- (a) who agrees to be bound by this Constitution;
- (b) who has applied for membership in accordance with clause 7; and
- (c) who has paid the Subscription Fee;

may be granted membership as an Affiliate of the GCA by the Committee.

4.2 Any Affiliate who fails to pay the Annual Affiliation Fee by the 31<sup>st</sup> day of January in each year or (or such other time as the Committee determines) shall cease to be a Member of the GCA.

### **5. Members**

5.1 The Members of the GCA are:

(a) the Affiliates, Honorary Life Members and Members of GCA as at the date of adoption of this Constitution;

(b) any person that meets the membership criteria in clause 4 and that has applied and been approved for membership as an Affiliate under clause 7;

(c) subject to their written consent, a person who becomes a Committee Member after the adoption of this Constitution and while ever they remain in office; and

(d) a person granted life membership under clause 6.

5.2 If a person becomes a Member by operation of clause 5.1(c), the Secretary must enter or cause to be entered the applicant's name in the register of members of the GCA as a Committee Member and, on the name being so entered, the applicant becomes a Member of the GCA

5.3 Subject to this Constitution and the Act, the Committee may create eligibility criteria for membership and categories of membership with the same or differing rights and privileges.

5.4 Notwithstanding any other provisions in this Constitution, the GCA shall at all times maintain a minimum of five (5) members.

## **6 Life Members**

6.1 A person who:

(a) has conferred outstanding service to the GCA; or

(b) has demonstrated exceptional commitment to pursuing the GCA's objects over time, may be honoured as a Life Member through nomination by the Committee and subsequent approval by a majority vote of Members in General Meeting .

6.2 If a person is approved as a Life Member, the Secretary must enter or cause to be entered the person's name in the register of members of the GCA as a Life Member and, on the name being so entered, the applicant becomes a Life Member of the GCA.

6.3 Honorary Life Members of GCA immediately prior to adoption of this Constitution are Life Members.

6.4 Life Members have the same rights as Members under this Constitution.

6.5 Life Members do not pay Subscription Fees, Annual Membership Fees or any other fees.

## **7 Application for membership**

7.1 An application for membership of the GCA:

(a) must be made in writing (including by email or other electronic means,) in the form determined by the Committee; and

(b) must be lodged (including by electronic means,) with the Secretary of the GCA.

7.2 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.

7.3 As soon as practicable after the Committee makes that determination, the Secretary must notify the applicant in writing (including by email or other electronic means,) that the Committee approved or rejected the application (whichever is applicable).

7.4 If the application for membership is approved, the Secretary must enter or cause to be entered the applicant's name in the register of members of the GCA and, on the name being so entered, the applicant becomes a Member of the GCA.

7.5 No reason shall be required to be given by the Committee if an application for membership is refused.

## **8 Cessation of membership**

8.1 A person ceases to be a Member of the GCA if the person:

- (a) dies;
- (b) resigns membership in accordance with clause 9;
- (c) ceases to be a Committee Member;
- (d) is expelled from the GCA under clause 14; or
- (e) if the Member is an Affiliate, fails to pay the Annual Affiliation Fee in accordance with clause 11.2.

8.2 If a Member ceases to be a Member under clause 8.1, the Secretary must make an appropriate entry in the register of members of the GCA recording the date on which the Member ceased to be a Member.

## **9. Resignation of membership**

9.1 A Member may resign from membership by giving to the Secretary written notice of at least one (1) month (or any other period that the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

## **10. Register of members**

10.1 The Secretary must establish and maintain a register of members of the GCA (whether in written or electronic form) specifying for each Member:

- (a) the Member's name;
- (b) the Member's postal and residential address;
- (c) the Member's email address (or in the case of an Affiliate, the email address of the Affiliate's secretary or an appropriate office holder);
- (d) the date on which the membership commenced; and
- (e) whether the member is an Affiliate, a Committee Member or a Life Member.

10.2 The register of members of the GCA must be kept in New South Wales:

- (a) at the main premises of the GCA; or
- (b) if the GCA has no premises, at the GCA's official address.

10.3 The register must be open for inspection, free of charge, by any Member at any reasonable hour.

10.4 A Member may obtain a copy of any part of the register on payment of a fee of not more than \$1.00 for each page copied.

10.5 If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.

10.6 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the GCA or other material relating to the GCA; or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10.7 If the register of members of the GCA is kept in electronic form:

(a) it must be convertible into hard copy, and

(b) the requirements in clauses 10.2 and 10.3 apply as if a reference to the register of members of the GCA is a reference to a current hard copy of the register of members of the GCA.

### **11 Fees and subscriptions**

11.1 Upon approval of membership, but only at the time of such approval, an Affiliate shall pay to the GCA the Subscription Fee as determined by the Committee from time to time.

11.2 In addition to any amount payable under clause 11.1, an Affiliate shall pay to the GCA the Annual Affiliation Fee which shall become due on the first day of January in each year or such other time as the Committee determines.

### **12 Members' liabilities**

12.1 The liability of a Member of the GCA to contribute towards the payment of the debts and liabilities of the GCA or the costs, charges and expenses of the winding up of the GCA is limited to the amount, if any, unpaid by the Member in respect of membership of the GCA as required by clause 11.

### **13. Resolution of disputes**

13.1 A dispute between a member and another member (in their capacity as members) of the GCA, or a dispute between a member or members and the GCA, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

13.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

13.3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

### **14. Disciplining of Members**

14.1 A complaint may be made to the Committee by any person that a Member:

(a) has refused or neglected to comply with a provision of this Constitution; or

(b) has willfully acted in a manner prejudicial to the interests of the GCA.

Such complaint must be lodged with the Secretary by post, by email, by facsimile transmission or other form of electronic transmission

14.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

14.3 If the Committee decides to deal with the complaint, the Committee:

(a) must cause notice of the complaint to be served on the Member concerned;

(b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and

(c) must take into consideration any submissions made by the Member in connection with the complaint.

14.4 The Committee may, by resolution, passed by three fourths of the members present and voting may expel the Member from the GCA after considering the complaint and any submissions made in connection with the complaint, if it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

14.5 If the Committee expels a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of:

(a) the action taken;

(b) the reasons given by the Committee for having taken that action; and

(c) the Member's right of appeal under clause 15.

14.6 The expulsion of a Member does not take effect:

(a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or

(b) where within that period the Member exercises the right of appeal, unless and until the GCA confirms the resolution pursuant to clause 15.4

### **15 Right of appeal of disciplined Members**

15.1 A Member may appeal to the GCA in General Meeting against a resolution of the Committee under clause 14 within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

15.2 Upon receipt of a notice from a Member under clause 15.1, the Secretary shall notify the Committee, which shall convene a General Meeting to be held within thirty (30) days after the date on which the Secretary received the notice.

15.3 At a General Meeting convened under clause 15.2:

(a) no business other than the question of the appeal shall be transacted;

(b) the Committee and the Member shall be given the opportunity to state their respective cases orally or in writing or both; and

(c) the Members present who, under this Constitution, are entitled to vote, shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

15.4 If at the General Meeting the GCA passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 The Committee**

### **16 Powers of the Committee**

16.1 Subject to the Act, the Regulation, this Constitution and any resolution passed at a General Meeting:

(a) the management of the GCA shall be vested in the Committee;

(b) the Committee shall control and manage the affairs of the GCA;

(c) the Committee may exercise all the functions that may be exercised by the GCA, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the GCA; and

(d) the Committee has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the GCA, including but not limited to:

(i) power to invest or deal with any moneys of the GCA as it may from time to time determine;

(ii) power to purchase, enter into leases either as lessor or lessee for any period of time, hire, or otherwise acquire on behalf of the GCA, any land, buildings, rooms or other interest in real estate, and to sell, let, lease, hire or otherwise dispose of the whole or any part of such interest in real estate; and

(iii) power to borrow or to raise money on behalf of the GCA and to offer as security such property of the GCA as may be necessary to obtain such money to execute any mortgage, debenture or other security required to record the same provided that such instrument shall be executed under the common seal of the GCA and shall be attested by the President, Treasurer and/or Secretary.

## **17 Composition of the Committee**

17.1 (1) The committee is to consist of

- (a) the Office-Bearers of the GCA, and
- (b) such numbers of Ordinary Committee Members between 4 and 8 as the Committee Members determine. In the absence of any such determination, the number of Ordinary Members will be 8.

17.2 The Office Bearers of the GCA shall be:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary; and
- (d) the Treasurer;

17.3 Subject to Clause 17.5 the Office Bearers of the GCA and Ordinary Committee Members shall be elected for a term of 2 years with a maximum of 3 consecutive terms.

17.4 Each Committee Member shall, subject to this Constitution, hold office until the conclusion of the second Annual General Meeting following the date of the Committee Member's election, but, subject to clause 17.3, is eligible for re-election.

### 17.5 Transitional period

To facilitate a transition in governance arrangements, at the Annual General Meeting following the General meeting at which this Constitution is adopted by the Members:

- (a) all Committee Members in office must retire from office (with effect from the conclusion of the Annual General Meeting),
- (b) the GCA is to conduct elections to elect 12 individuals to fill the 12 vacancies, in accordance with the terms of this Constitution; and
- (c) to facilitate orderly board rotation over time, immediately after the election is held, the individuals elected as Committee Members must draw lots, in such manner as determined by the chairperson, to determine their initial term of office, such that:
  - (i) 6 Committee Members have an initial 2-year term;
  - (ii) 6 Committee Members have an initial 1-year term,and at the conclusion of their initial term, such Committee Members must retire but may be eligible to stand for re-election in accordance with the terms of this Constitution.

17.6 The President and Vice-President must have been Committee Members for not less than two (2) years prior to their election.

17.7 The Committee shall appoint a Public Officer, who shall be over the age of 18 years and a resident of New South Wales. The Public Officer may be an Office Bearer of the GCA, a Committee Member, or such other person as the Committee may consider suitable, and shall hold the position until terminated by the Committee.

17.8 The Committee may create and fill, subject to this Constitution, such other positions as it may from time to time determine.

17.9 The office of a Committee Member shall become vacant:

(a) upon his/her death;

(b) if he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally;

(c) if he/she becomes mentally ill or a person whose estate is liable to be dealt with in any way under the law relating to mental health;

(d) if he/she resigns his/her office by notice in writing to the GCA;

(e) if he/she ceases to be a Member of the GCA or a member of an Affiliate;

(f) if he/she is absent without leave for more than three consecutive meetings of the Committee; or

17.10 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of an Affiliate to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the next Annual General Meeting following the date of the appointment.

17.11 The Committee may function validly provided its numbers are not reduced below the quorum. Should Committee Members fall below the quorum, the remaining Committee Members may act only to appoint new Committee Members.

17.12 Where a dispute arises between Committee Members which cannot be resolved at a Committee meeting:

(a) the matter in dispute shall be submitted to a panel consisting of five (5) independent members chosen from Zone Coordinators and appointed by the Committee;

(b) the panel shall meet not earlier than fourteen (14) days and not later than twenty-eight (28) days after the failure of the Committee to resolve the dispute;

(c) the panel may receive either oral or written representations, or both, and any written submissions shall be presented prior to, or at such meeting;

(d) the President or the Vice-President of the GCA shall act as chairperson of the panel but shall not be entitled to vote; and

(e) the decision of the panel shall be final.

17.13 No Committee Member shall be appointed to any salaried office of the GCA, nor shall any office be paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the GCA to any Committee Member, except the payment of out-of-pocket expenses, and no Committee Member shall be interested directly or indirectly in any contract or proposed contract with the GCA, provided that:

(a) nothing in this Constitution shall prevent any Committee Member acting without reward, as an agent or other authorised representative of any provider of services, notwithstanding any actual or potential conflict between the Committee Member's obligations to such provider of services (or its agent, broker or other duly authorised representative) and the Committee Member's obligations to the GCA pursuant to the Constitution; and

(b) if a Committee Member becomes aware of any actual or potential conflict between such obligations, that Committee Member will promptly give written notice thereof to the President and Secretary including full particulars of the nature of, and reason for, the actual or potential conflict insofar as they are known to that member, and full particulars of any directions given to that member by or on behalf of any individual to whom the conflicting (or potentially conflicting) obligation is owed.

## **18 Election of Committee Members**

18.1 An Affiliate may nominate only one (1) of its members for a position on the Committee. The nomination;

(a) must be in writing in the form set out in Appendix 1 (or as amended by the Committee from time to time), signed by two (2) office bearers of the Affiliate making the nomination and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) must be delivered to the Secretary not less than 28 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

18.2 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

18.3 If insufficient nominations are received to fill the vacancies, the candidates nominated shall be deemed to be elected, and any vacant positions remaining on the Committee shall be deemed to be casual vacancies. Casual vacancies may be nominated from the floor at the Annual General Meeting.

18.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

18.5 The ballot for the election of Committee Members shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

## **19 Secretary**

19.1 In the event of a vacancy in the office of the Secretary, the Committee shall within fourteen (14) days of such vacancy appoint another Secretary.

19.2 It is the duty of the Secretary:

(a) to keep the register of members of the GCA in accordance with clause 10; and

(b) to ensure that records and minutes (whether in written or electronic form) are kept of:

(i) all appointments of Office Bearers of the GCA and Committee Members;

(ii) the names of Committee Members present at a Committee meeting or a General Meeting; and

(iii) all proceedings at Committee Meetings and General Meetings.

19.3 Minutes of proceedings at a meeting:

(a) shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(b) shall be dispatched by the Secretary direct to each Committee Member not later than three (3) weeks after each meeting.

(c) Where the Committee convenes more than one meeting within a period of five(5) days, the Secretary shall dispatch minutes of these meetings within three(3) weeks of the conclusion of the final meeting.

The signature of the chairperson may be transmitted by electronic means for the purposes of this clause 19.3.

19.4 the Secretary shall deal with all correspondence directed to, or to be answered by the GCA.

## **20 Treasurer**

20.1 It is the duty of the Treasurer to ensure that:

(a) all money due to the GCA:

(i) is paid to the GCA by EFT, direct deposit, cheque or any other method determined as suitable by the Committee from time to time; and

(ii) is collected and deposited as soon as possible to the credit of the GCA's bank account;

(b) all payments made by the GCA are authorised by the Committee, provided always that the Committee may predetermine a list of accounts which:

(i) the Treasurer may arrange to pay without further reference to the Committee;

(ii) will be recorded in the minutes and procedures manual; and

(iii) may be altered at any time by the Committee if such payments are presented to the Committee Members at the next meeting of the Committee for ratification and recording in the minutes;

(c) correct records of accounts are kept showing the financial affairs of the GCA, including full details of all receipts and expenditure connected with the activities of the GCA; and

(d) the audited Statements of Income and Expenditure and a Balance Sheet audited for Financial Year are submitted at the Annual General Meeting.

## **21 Removal of Committee Members**

(a) The GCA in General Meeting may by resolution remove any Member of the Committee from the office of Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.

(b) If a Member of the Committee to whom a proposed resolution referred to in clause 21(a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the GCA, the Secretary or the President may send a copy of the representations to each Member of the GCA or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22 Meetings and quorums**

22.1 The Committee shall meet at least six (6) times in each period of twelve (12) months at such place and time or using such technology as the Committee shall decide. A Committee meeting may be held at 2 or more venues using technology approved by the Committee that gives each Committee member a reasonable opportunity to participate. A member of the Committee who participates in a Committee meeting using technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

22.2 Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Committee Member at least fourteen (14) days (or such other period as the majority shall agree upon) before the time appointed for the holding of the meeting.

22.3 Additional meetings of the Committee may be convened by the President or by the Secretary on the request of any three (3) Committee Members giving at least forty-eight (48) hours' notice either orally or in writing, and specifying the general nature of the business to be transacted at that meeting, and no other business shall be transacted at such meeting except business which the majority of Committee Members present agree to treat as urgent business.

22.4 At a meeting of the Committee:

(a) the President, or in the President's absence, the Vice-President shall preside; or

(b) if the President and the Vice-President are absent or unwilling to act, one of the remaining Committee Members as may be chosen by the Committee Members shall preside.

22.5 The quorum to transact the business of the Committee shall be a majority of Committee Members present in person.

22.6 No business shall be transacted by the Committee unless a quorum is present in person and if within half an hour of the time set for the meeting a quorum is not present, the meeting shall be adjourned to the same place and at the same hour of the same day in the following week or another time and place designated by the President or in his/her absence the Vice-President.

22.7 If at such adjourned meeting a quorum of 5 members is not present with half an hour of the time appointed for the meeting, the meeting shall be dissolved.

### **23. Delegation to sub-committee**

23.1 The Committee may delegate to one or more sub-committees (consisting of such number of Members of the GCA as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act and any subsequent amendments or by any other law.

23.2 A function, the exercise of which has been delegated to a sub-committee under this clause 23 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

23.3 Notwithstanding any delegation under this clause 23, the Committee may continue to exercise any function delegated.

23.4 A sub-committee may meet and adjourn as it thinks fit but shall keep the President and Committee informed as to the progress of its deliberations, and no action shall be taken by a sub-committee without the approval of the Committee.

23.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause 23 has the same force and effect as it would have if it had been done or suffered by the Committee.

23.6 The Committee may revoke wholly or in part any delegation under this clause.

### **24 Publications, functions, conventions and awards**

#### **24.1 Publications**

The Committee may at its discretion produce various publications for the interest and information of Members.

#### **24.2 Seminars, functions and like events**

The Committee may at its discretion hold or arrange to be held seminars, functions, training events for the interest and information of Members.

#### **24.3 Conventions**

The Committee may at its discretion hold a gathering of Affiliate Members to generally discuss matters relevant to the GCA.

#### **24.4 Awards**

The Committee may make Awards to members of the public, an Affiliate or a Member of an Affiliate to acknowledge their contribution to matters of general benefit to the community and the GCA.

### **25. Voting and decisions**

25.1 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

25.2 All decisions made by the Committee or by a sub-committee appointed by the Committee must be carried by a majority of votes.

25.3 Any act or thing done or suffered or purported to have been done or suffered to be done by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the Committee or sub-committee.

## **Part 4 General meetings**

### **26. Annual General Meeting**

26.1 The Committee shall convene an Annual General Meeting within six (6) months of the end of the Financial Year.

26.2 The Annual General Meeting shall be convened on such date and at such place, as the Committee shall determine.

26.3 A Member desiring to submit a resolution to be considered at the Annual General Meeting shall present such resolution in writing in an appropriate form to the Secretary 28 days prior to the date of the Annual General meeting determined by the Committee and such resolution shall be included in the notice calling the meeting.

26.4 In addition to any other business, which may be transacted at the Annual General Meeting, the business of the Annual General Meeting shall be:

(a) to confirm the minutes of the preceding Annual General Meeting or any other General Meeting held since that meeting;

(b) to receive from the Committee reports upon the activities of the GCA during the preceding Financial Year;

(c) to elect the office-bearers and Ordinary Committee Members ;

(d) to receive and consider an audited statement setting out the financial affairs of the GCA; and

(e) to deal with any business submitted by an Affiliate in accordance with Clause 26.3

26.4 Members of Affiliates may attend the Annual General Meeting but voting at that meeting is restricted to one (1) member only from an Affiliate, appointed by the Affiliate as a delegate.

26.5 Any twenty (20) Members present in person at an Annual General Meeting constitute a quorum. A quorum shall include a minimum of five (5) delegates of Affiliates .

### **27 General Meetings**

27.1 The Committee may whenever it thinks fit convene a General Meeting.

27.2 A General Meeting may be convened:

(a) by the President and Secretary on their own motion; or

(b) upon the written request of not fewer than five (5) Affiliates; and shall be held within three (3) months from the date of receipt of such notice.

27.3 A requisition for a General Meeting under clause 27.2(b):

(a) shall state the purpose of the meeting;

(b) shall be signed by the delegates of the Affiliates making the requisition; and

(c) shall be lodged with the Secretary.

27.4 If the Committee fails to convene a General Meeting to be held within three (3) calendar months after the date on which a requisition is made, any one (1) or more of the Affiliates who made the requisition may convene a General Meeting to be held not later than two (2) calendar months after that date.

27.5 A General Meeting convened by an Affiliate as referred to in clause 27.4 shall be convened as nearly as practicable in the same manner as General Meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Committee to the persons incurring the expense.

## **28 Notice**

28.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the GCA, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting cause to be sent to each Member, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the GCA, 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, in addition to the matters required under clause 28.1, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of the Annual General Meeting, business, which may be transacted pursuant to clause 26.

## **29 Quorum for General Meetings**

29.1 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.

29.2 Twenty (20) Members present in person (being Members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

29.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

(a) if convened upon the requisition of Members shall be dissolved; and

(b) in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the Members present, being not less than ten (10), shall constitute a quorum.

## **30. Presiding member**

30.1 The President, or, in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting.

30.2 If the President and the Vice-President are absent from a General Meeting or unwilling to act, the Members present shall elect one (1) of their number to preside as chairperson at the meeting.

### **31 Adjournment**

31.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary shall give written notice of the adjourned meeting to each Member of the GCA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32 Making of decisions**

32.1 A question arising at a General Meeting shall be determined by:

(a) a show of hands; or

(b) if a poll is demanded by the chairperson or by not fewer than five (5) Members, who, under this Constitution, are entitled to vote at the meeting, by a poll.

32.2 If the question is to be determined by a show of hands, and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the GCA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.3 Where a poll is demanded at a General Meeting, the poll shall be taken:

(a) immediately, in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **33 Special resolutions**

33.1 A resolution is passed as a special resolution if it is supported by not less than three quarters of the votes cast by Members who, under this Constitution, are entitled to vote on the proposed resolution.

33.2 A special resolution may be passed in accordance with clause 33.1:

(a) at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution;

(b) in a postal or electronic vote conducted by the GCA in accordance with Schedule 3 of the Regulation; or

(c) otherwise in accordance with section 39 of the Act.

33.3 A special resolution must be passed in accordance with clause 33.1 to:

(a) alter, add to or rescind the Constitution or objects of the GCA;

(b) alter or add to the name of the GCA;

(c) amalgamate with another incorporated Club or organisation; or

(d) voluntarily wind up and distribute the assets of the GCA.

### **34. Voting**

34.1 On any question arising at a General Meeting, each Member has 1 vote only. Subject to clause 34.3, a delegate of an Affiliate is entitled to exercise one (1) vote only on behalf of that Affiliate.

34.2 An Affiliate may appoint one of its members as a delegate to represent the Affiliate at General Meetings.

The appointment of a delegate by an Affiliate:

- (a) may be in the form set out in the Appendix 2 to this Constitution (or as amended by the Committee from time to time);
- (b) must include the name of the delegate;
- (c) must be in writing and be signed by an authorised representative of the Affiliate and
- (d) remains in force until the appointment is revoked.

34.3 An Affiliate is not entitled to vote at any General Meeting unless:

- (a) the delegate appointed by the Affiliate is over eighteen (18) years of age; and
- (b) all money due and payable by the Affiliate to the GCA has been paid.

34.4 All votes shall be given personally, or if an Affiliate is unable to have a delegate attend a General Meeting, by proxy, in accordance with clause 35.

34.5 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

### **35. Appointment of proxies**

35.1 Each Member shall be entitled to appoint one (1) person as proxy by notice given to the Secretary no later than seven (7) days before the time of the meeting in respect of which the proxy is appointed, provided always that a proxy vote may not be given to any person who is not a Member or a member of an Affiliate.

35.2 No Member (excluding the chairperson) may hold and vote in accordance with more than two proxies at a General Meeting.

35.2 The notice appointing a proxy shall be in the form set out in Appendix 2 of this Constitution (or as amended by the Committee from time to time).

## **Part 5 Miscellaneous**

### **36 Public Officer**

36.1 It is the duty of the Public Officer to lodge with the Department of Fair Trading and ASIC or such other government body that may from time to time be appointed by the government for this function, forms prescribed for:

- (a) appointment of the Secretary, name address and date of appointment, to be lodged within fourteen (14) days of such appointment;

- (b) notification of change of address, to be lodged within fourteen (14) days of such change;
- (c) change of name or alteration of the Constitution or objects of the GCA, to be lodged within one (1) month of such change;
- (d) change of membership of the Committee, to be lodged within 1 month of such change; and
- (e) lodgment of the Balance Sheet of the GCA, to be lodged in accordance with Part 5 of the Act.

36.2 In the event of a vacancy in the office of the Public Officer, the Committee shall within fourteen (14) days of such vacancy appoint another Public Officer and notify the appropriate authorities of that appointment.

### **37 Zone Co-ordinators**

The states, territories and overseas areas shall be divided into geographical zones as defined by the Committee. Affiliates located within each zone shall have the assistance of a Zone Co-ordinator who may be nominated by the zone and who is appointed by the Committee. The Zone Co-ordinator must be a member of an Affiliate.

37.1 Zone Co-ordinators shall be appointed:

- (a) by the Committee on the recommendation of the Director of Zones; and
- (b) for a term of (3) years with an option of a further three (3) years

37.2 It is the duty of the Zone Co-ordinators to make regular direct contact with clubs in their zones.

37.3 The Zone Co-ordinators may form a committee made up of members of Affiliates to provide a forum for the education of interested persons.

37.4 It is the duty of the Director of Zones:

- (a) to keep a register of Zone Co-ordinators appointed by the Committee; and
- (b) to advise and assist Zone Co-ordinators and the committees in their duties.

37.5 The GCA in a meeting of the Committee may by resolution remove any Zone Coordinator from office before the expiration of the Zone Coordinator's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Zone Coordinator so removed.

### **38 Judges**

38.1 The Committee on the recommendation of the Judges Registrar may appoint Judges.

38.2 The nominee for the office of Judge must be a Member of the GCA or of an Affiliate.

### **39 Insurance**

39.1 The GCA shall affect and maintain such insurance coverage as deemed necessary by the Committee.

### **40 Funds**

40.1 The funds of the GCA shall be derived from Subscription Fees, Annual Membership Fees, Annual Affiliation Fees, donations and such other sources as the Committee determines.

40.2 Subject to any resolution passed by the GCA in General Meeting, the funds of the GCA shall be used solely in pursuance of the objects of the GCA in such manner as the Committee determines.

40.3 All money received by the GCA shall be deposited as soon as practicable and without deduction to the credit of the GCA's bank account.

40.4 The GCA must, as soon as practicable after receiving any money, issue an appropriate receipt if requested.

40.5 An auditor shall be appointed at the Annual General Meeting, or such other time as may be practicable, by the Committee, who shall examine all accounts, vouchers, receipts and payments and furnish a report thereon to Members at the Annual General Meeting. The auditor shall not be a Committee Member or close relative of a Committee Member.

40.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Committee Members, being members authorised to do so by the Committee. Specific procedures for payments using EFT and/or direct deposits facilities shall be outlined in a Policy statement approved by the Committee from time to time.

40.7 Any Affiliate wishing to conduct a function in conjunction with the GCA associated with horticulture, agriculture, gardening or floral art, shall make application in writing to the Secretary setting out particulars of the proposed function and details of the proposed sharing of expenses and profits. The Committee shall give consideration of the proposal and the decision conveyed in writing to the applicant giving particulars in relation to the conduct of the function. Arrangements for the conduct of the function shall be in conjunction with the Committee.

#### **41 Not for profit**

41.1 Subject to the Act and the Regulation, the assets and funds of the GCA shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to provide a pecuniary gain for any Members of the GCA except as bona fide remuneration for services rendered or expenses incurred on behalf of the GCA.

#### **42 Distribution of property on winding up of the GCA**

42.1 If in the opinion of the Committee the GCA can no longer carry out its objects through lack of Members or of funds or for any other reason, the GCA may be wound up by special resolution.

42.2 In event of the winding up of the GCA, all assets and funds shall, after payment of all expenses and liabilities of the GCA, and the costs, charges and expenses of the winding up of the GCA, be transferred to another organisation with similar objects to the GCA and in accordance with section 65 of the Act.

#### **43 Change of name, objects and Constitution**

43.1 An application for registration of a change in the GCA's name, objects or Constitution in accordance with section 10 of the Act must be made by the Secretary, Public Officer or a Committee Member.

#### **44. Custody of books**

44.1 Except as otherwise provided by this Constitution, the Secretary or Public Officer shall keep in his/her custody or under his/her control all records, books and other documents relating to the GCA:

(a) at the main premises of the GCA; or

(b) at the GCA's official address.

#### **45. Inspection of books**

45.1 The following documents must be open to inspection, free of charge, by a Member of the GCA at any reasonable hour:

(a) records, books and other financial documents of the GCA;

(b) this Constitution; and

(c) minutes of all Committee meetings and General Meetings of the GCA.

45.2 A Member of the GCA may obtain a copy of any of the documents referred to in clause 45.1 on payment of a fee of not more than \$1.00 for each page copied.

45.3 Despite clauses 45.1 and 45.2, the Committee may refuse to permit a Member of the GCA to inspect or obtain a copy of records of the GCA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the GCA.

#### **46. Service of notices**

46.1 For the purpose of this Constitution, a notice may be served by or on behalf of the GCA upon any Member:

(a) personally;

(b) by sending it by post to the Member's address shown in the register of members of the GCA;

(c) by sending it by email to the Member's email address shown in the register of members of the GCA.

46.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee;

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; or

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date .

**APPENDIX 1**

**NOMINATION FOR MEMBERSHIP OF THE COMMITTEE OF GARDEN CLUBS OF AUSTRALIA INC.**

I .....(name of person being nominated)..... being a financial member of ...(name of Association) .....

which is a financial member of the Garden Clubs of Australia Inc hereby nominate for the position of **COMMITTEE MEMBER** of the GCA.

Signed .....

Nominated by ..... being President/Secretary/Treasurer of....., which is a financial member of the Garden Clubs of Australia Inc.

Signed .....

Seconded by ..... being President/Secretary/Treasurer of....., which is a financial member of the Garden Clubs of Australia Inc.

Signed .....

**Statement by Nominee.**

I acknowledge that the Committee of the Garden Clubs of Australia Inc is required to meet six times per year and that my reasonable expenses in attending these meetings will be reimbursed by the Garden Clubs of Australia Inc.

I consent to becoming a member and committee member of the Garden Clubs of Australia Inc and, if elected will so notify the Secretary, Garden Clubs of Australia in writing.

I have also read and agree to abide by the Constitution of the Garden Clubs of Australia Inc.

I acknowledge that the Committee of the Garden Clubs of Australia Inc corresponds extensively by digital means and that I have the skills and facilities to work in such a manner.

As a NEW NOMINEE the skills and capabilities I bring to the Committee are as follows:-

**APPENDIX 2**

**NOTIFICATION OF APPOINTMENT OF A DELEGATE OR PROXY  
OF THE GARDEN CLUBS OF AUSTRALIA INC  
TO BE HELD ON**

To: GCA Secretary,  
Email. [secretary@gardenclubs.org.au](mailto:secretary@gardenclubs.org.au)

**Form of Appointment of delegate or Proxy**

Name of Club/Society  
.....

being a member of the Garden Club of Australia Inc (GCA) hereby appoint:

Name of Delegate (being a member of the Affiliate)  
.....

Address .....

Phone .....

Email .....

as its [delegate or proxy] to vote for it on its behalf at the meeting of the members of the GCA to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ and at any adjournment of that meeting.

*[If appropriate, replace the above wording with "as its delegate or proxy to vote for it on its behalf at meetings of the members of the GCA from [meeting date] and until this notice is revoked in writing."]*

Signature of President .....

Signature of Secretary/Treasurer.....

Date .....

This notice must be returned to the Secretary of the GCA at [address and/or email address] by [time] on [date] [insert specific details ensuring that the time is 7 days before the time for the meeting]

