

CONSTITUTION OF THE SOUTH AUSTRALIAN IRIS SOCIETY INCORPORATED

1. The name of the Society shall be The South Australian Iris Society Incorporated, hereinafter referred to as "the Society".
2. In these rules unless the contrary intention appears-
'Committee' means the Committee of the Society;
'meeting' means a general meeting of members of the Society convened in accordance with these rules;
'member' means a member of the Society;
the 'Act' means the Associations Incorporation Act 1985;

3. OBJECT AND PURPOSES

To provide an organisation to promote the culture of the iris in all its phases and to work together in friendship and fellowship with those interested in the development and welfare of the iris.

4. POWERS

- (1) For the purpose of carrying out its objects, the Society may, subject to the Act and its rules —
 - (a) acquire, hold, deal with, and dispose of, any real or personal property; and
 - (b) administer any property on trust; and
 - (c) open and operate bank accounts; and
 - (d) invest its moneys
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of the Society; and
 - (e) borrow money upon such terms and conditions as the Society thinks fit; and
 - (f) give such security for the discharge of liabilities incurred by the Society as the Society thinks fit; and
 - (g) appoint agents to transact any business of the Society on its behalf; and
 - (h) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

- (1) Membership of the Society shall be open to any person, group, body or other society interested in the cultivation and development of beauty in the Iris.
- (2) Membership shall be of three kinds-
 - (a) Honorary Membership,
 - (b) Life Membership,
 - (c) Annual Membership.
- (3) Honorary membership may be granted by the Society. Such membership will be exempt from payment of dues, but precluded from exercising voting rights.
- (4) Life members will pay a sum determined by the Society.

- (5) Three classes of annual membership will be open on payment of subscriptions determined by the Society to all who qualify under sub—section (1) of this section.
 - (a) Individual membership,
 - (b) Family or Corporate membership,
 - (c) Associate Membership, which will be confined to groups not exclusively formed for Iris growing. Associate members will have no voting rights.
- (6) The Society has the right to refuse membership.
- (7) Applications for membership shall be on the form provided by the Society.

6. SUBSCRIPTIONS

- (1) The subscription fees for each class of membership shall be determined each year at the Annual General Meeting.
- (2) The subscription fees for membership shall be due and payable at the Annual General Meeting.
- (3) Any member whose subscription is outstanding for more than four months after the due date for payment shall cease to be a member of the Society, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

7. RESIGNATION

A member may resign from membership of the Society by giving written notice thereof to the secretary or public officer of the Society.

8. EXPULSION OF A MEMBER

- (1) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Society.
- (2) Particulars of the charge shall be communicated in writing to the member at least one month before the meeting of the Committee at which the matter will be determined.
- (3) The determination of the Committee shall be communicated in writing to the member, and in the event of an adverse determination the member shall, subject to subrule (4), cease to be a member fourteen days after the Committee has communicated the determination to the member.
- (4) It shall be open to a member to appeal to the Society in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Society in writing within fourteen days after the determination of the Committee has been communicated to the member.
- (5) In the event of an appeal under sub-rule (4) the appellant's membership of the Society shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Society in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. THE COMMITTEE

- (1) The affairs of the Society shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Society, and are not by the Act or by these rules required to be done by the Society in general meeting.
- (2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Society, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- (3) The Committee shall be comprised of a President, Vice-President, Secretary and Treasurer and three committee members all of whom shall be members of the Society.
- (4) The first Committee shall be comprised of such persons as hold office prior to Incorporation. The first Committee shall hold office until the first annual general meeting after incorporation at which time all members of the committee will vacate their positions. Committee members shall thereafter remain in office until the next annual general meeting but shall be eligible for re-election. At each annual general meeting nominations will be called for members of the Committee and will be elected by majority vote of the meeting. If more than the required number of nominations are received election will be by show of hands or secret ballot as decided by members at the meeting.
- (5) A casual vacancy may be filled by a natural person nominated by the Committee or membership and appointed after the approval of the next general meeting.
- (6) A retiring committee member shall be eligible to stand for re—election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Society has nominated that person. The nomination shall be proposed and seconded, provided the nominee has signified a willingness to stand for election.

10. DISQUALIFICATION OF COMMITTEE

The office of committee member shall become vacant if a committee member is:

- (i) disqualified by the Act;
- (ii) expelled under these rules;
- (iii) permanently incapacitated by ill health;
- (iv) absent without apology either from more than three consecutive committee meetings, or more than three committee meetings in a financial year.
- (v) no longer the duly appointed representative of a corporate member.

11. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the dispatch of business as often as is deemed necessary.
- (2) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.
- (3) A quorum for a meeting of the Committee shall be four members.
- (4) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

12. FINANCIAL YEAR

The first financial year of the Society shall be the period ending 31 December 1994, and thereafter ending a period of 12 months in each year.

13. RULES

- (1) Subject to approval by a resolution of the members of the Society at a special meeting called for that purpose, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.
- (2) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

14. THE SEAL

- (1) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Society. The affixing of the seal shall be witnessed by the President and Secretary.
- (3) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

15. MEETINGS

- (1) The Committee may call a special general meeting of the Society at any time, and shall call an annual general meeting in accordance with the Act.
- (2) The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Society, and thereafter no later than 15th March each year.
- (3) Upon requisition in writing of not less than 10% of members of the Society, the Committee shall convene a special general meeting for the purpose specified in the requisition. Thirty (30) days' notice of a special general meeting must be given to all members, such notice to state the time, place and purpose of the special general meeting.
- (4) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (5) If a special general meeting is not convened as required by sub—rule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Society.
- (6) Subject to sub—rule (7) at least fourteen days' notice of any general meeting, and twenty—one days' notice of annual general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members (if required), and any other business requiring consideration of the Society in general meeting.
- (7) Notice of meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

- (8) A notice may be given by the Society to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- (9) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

16. PROCEEDINGS AT MEETINGS

- (1) 10% of members present personally or by proxy shall constitute a quorum at any general meeting. 10% of voting members present personally or by proxy shall constitute a quorum at a special general meeting. 10% of voting members present personally or by proxy shall constitute a quorum at an annual general meeting.
- (2) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of members shall lapse.
- (3) The President of the Committee or if there shall be no President, then the Vice-President of the Committee or in their absence, or in their declining to take, or retiring from the chair, one of the Committee members chosen by the meeting shall preside as chairperson at every general meeting of the Society.
- (4) If there is no such President or Vice—President present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson.
- (5) The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn 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.
- (6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (7) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll demanded by conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.
- (8) If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- (9) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment

17. MINUTES

- (1) Proper minutes of all proceedings of meetings of the Society and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- (3) Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

18. VOTING RIGHTS

- (1) Subject to these rules each member present in person or by proxy shall be entitled to one vote.
- (2) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Society to represent it at a particular meeting or at all meetings of the Society. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Society for all purposes until the authority to represent the corporate member is revoked.

19. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Society to be the member's proxy, and to attend and vote at any meeting of the Society.

20. ACCOUNTS

The Society shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society.

21. WINDING UP

The Society may be wound up in the manner provided for in the Act.

22. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be forwarded to the Iris Society of Australia Inc.