

Australian Native Plants Society, Canberra Region Inc.

Constitution

1. NAME

The name of the Society shall be the Australian Native Plants Society, Canberra Region Incorporated, hereinafter referred to as 'the Society'.

2. OBJECTS AND PURPOSES

The objects and purposes of the Society shall be:

- 2.1. To provide a forum for the discussion and exchange of ideas on the horticulture of Australian native plants including their cultivated varieties.
- 2.2. To improve Australian native plants as garden subjects.
- 2.3. To promote the conservation of Australian plants and their habitats.
- 2.4. To observe and support laws for the preservation of Australian native plants.
- 2.5. To interest nurserymen in propagating and supplying Australian native plants to the general public.
- 2.6. To record faithfully all information received by the Society on the horticulture of Australian native plants and to publish such information from time to time.
- 2.7. To promote the study of Australian native plants by sponsoring or engaging in scientific research.
- 2.8. To purchase, acquire, receive, sell, transfer, demise and otherwise deal with any real or personal property in pursuit of the objects of the Society.
- 2.9. To be and remain a Member Society of the Australian Native Plants Society (Australia) Incorporated.
- 2.10. To do such things as are necessary and incidental to attain the objects of the Society.

3. MEMBERSHIP

- 3.1. Subject to this Constitution, the membership of the Society shall comprise the members of the Society together with such other people as the Regional Council admits to membership.
- 3.2. The classes of membership of the Society shall be:
 - 3.2.1. Ordinary Member
 - 3.2.2. Honorary Life Member
- 3.3. Membership is open to all individuals who accept the objects and rules of the Society PROVIDED THAT any member who has not attained the age of sixteen (16) years shall not be entitled to vote at any meeting of the Society.
- 3.4. Individuals wishing to become members of the Society shall make application to the Regional Council.
- 3.5. The Regional Council shall determine whether or not to accept an application for membership and is not required to supply reasons for accepting or rejecting an application.
- 3.6. A member who has rendered outstanding and meritorious service in furthering any or all of the objects of the Society may be awarded Life membership. Nominations for Life Membership shall be in writing signed by two financial members and forwarded to reach

the Secretary of the Regional Council not later than 30 June in any year. Each nomination shall be supported by a Citation of the service rendered to the Society by the nominee.

3.6.1. The Regional Council may by October in the year of nomination

3.6.2. make no award; or by a two-thirds majority vote:

3.6.2.1. elect one Life Member; or

3.6.2.2. in special circumstances, where a member and their spouse or partner has been separately nominated and each has rendered outstanding service meriting Life Membership, either one Joint Life membership or Life Membership to each may be awarded.

3.6.3 Voting shall be by secret ballot.

3.7. Life Membership awards shall be presented at the annual general meeting in the year of nomination or at a special meeting called for the purpose as soon as convenient after the Regional Council has made its decision.

3.8. All members, except for Honorary Life members, shall be liable to pay the annual subscription as determined by the Regional Council. Subscriptions shall fall due on the first day of January in each year.

3.9. A register of members shall be kept by the Society showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

3.10. Except for Honorary Life members, membership shall cease upon resignation, expulsion or failure to pay outstanding subscriptions within two months of the due date PROVIDED THAT a member whose subscription has not been paid by the thirty-first day of January shall be reminded of the fact.

4. MANAGEMENT - BY REGIONAL COUNCIL

4.1. The Society shall have its affairs controlled and managed by a Regional Council, hereinafter referred to as 'the Council' comprising the office bearers and up to six (6) other members. All Council members shall be members of the Society and act in an honorary capacity.

4.2. The office bearers shall consist of a President, Vice President, Secretary, Treasurer and Assistant Secretary/Treasurer.

4.3. The office bearers and the other members of the Council shall be elected at each Annual General Meeting. Where insufficient nominations are received, any vacancies remaining on the Council shall be deemed to be casual vacancies. Any casual vacancy occurring in the Council may be filled by a member appointed by Council.

4.4. Each member of the Council shall hold office from the date of their election or appointment until the conclusion of the next Annual General Meeting.

4.5. Retiring Council members are eligible for re-election PROVIDED THAT no individual may be a member of the Council for longer than six (6) consecutive years nor occupy a particular office for longer than three (3) consecutive years.

4.6. Notwithstanding the provisions of Clauses 4.1 to 4.5 inclusive, the immediate past President shall be, ex-officio, a member of the Council.

4.7. The Council shall meet as often as necessary to conduct the business of the Society and not less than on six (6) occasions in the twelve (12) months period following any Annual General Meeting.

4.8. Notice of a Council meeting shall be given at the previous Council meeting or by such other means as the Council may decide.

- 4.9. A member of the Council shall cease to hold office upon resignation in writing to Council or the Public Officer, removal as a member of the Society or absence from three (3) successive Council meetings without providing reasonable justification for those absences to the satisfaction of the Council.
- 4.10. The quorum for meetings of the Council shall be six (6) Council members elected at the previous Annual general meeting or appointed under the provisions relating to casual vacancies.
- 4.11. The Council may function validly provided its number is not reduced below the quorum. No business shall be transacted unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting shall be dissolved.
- 4.12. Questions arising at any meeting of the Council shall be decided by the majority of votes of those present and eligible to vote. In the case of an equality of votes the person chairing the meeting shall have a second or casting vote.
- 4.13. Members of the Society or other persons as the Council shall invite may attend Council meetings as visitors but shall not be entitled to vote.
- 4.14. The Council may create, from time to time, working parties to study and report on specific issues affecting the operations of the Society PROVIDED THAT such working parties shall not be empowered to make decisions on behalf of the Society and may or may not be formed from Council members only.
- 4.15. In the case of any emergency not provided for in this Constitution, the three (3) most senior members of the Council able to be contacted shall take the appropriate action which shall be reported at the next meeting of the Council. The order of seniority shall be as listed in Clause 4.2.

5. OFFICE BEARERS

- 5.1. The President shall be responsible for the good management of the Society and shall supervise the activities of the Council. The President shall act as Chairperson at each meeting of the Society and shall be, ex-officio, a member of all working parties.
- 5.2. The Vice-President shall, in the President's absence or unwillingness to act, chair meetings.
- 5.3. The Vice-President shall become acting President if the President is incapacitated, either temporarily or permanently, until the President returns to duty or a new President is elected.
- 5.4. If the President and Vice-President are absent from a meeting, or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson of that meeting.
- 5.5. The Secretary shall keep, or cause to be kept, the records of the business of the Society, including the rules, register of members, minutes of all general and Council meetings and a file of correspondence. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- 5.6. The Secretary shall carry out, or cause to be carried out, all lawful directives of the Society.
- 5.7. The Treasurer shall ensure that all monies received by the Society are properly receipted and paid in full into an account in the Society's name. Payments shall be made by cheque or by electronic banking means by the Treasurer or the President or other person authorised in advance by the Council. Major or unusual expenditures shall be authorised in advance by the Council or a general meeting.

- 5.8. The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the society. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- 5.9. The Treasurer shall arrange for the books and accounts to be audited by an independent auditor following the end of each Society financial year, which shall run from the first day of July to the thirtieth day of June next following, and shall report such audit to the Annual General Meeting.
- 5.10. The Assistant Secretary/Treasurer shall become acting Secretary or Treasurer, as applicable, if the Secretary or Treasurer is incapacitated, either temporarily or permanently, until the Secretary or Treasurer returns to duty or a new Secretary or Treasurer is elected.
- 5.11. Officers must carry out their duties in accordance with the Associations Incorporations Act 1991:
 - a duty of care and diligence;
 - a duty of good faith and proper purpose;
 - to not improperly use their position; and
 - to not misuse information obtained through their position.

6. PUBLIC OFFICER

- 6.1. The Council shall ensure that a person is appointed Public Officer. The Public Officer may be an office bearer, Council member or any other person regarded as suitable for the position by the Council PROVIDED THAT he/she is eighteen (18) years of age or older and a resident of the Australian Capital Territory.
- 6.2. The Council or a general meeting may, at any time, remove the Public Officer and appoint a new Public officer.
- 6.3. The Public Officer shall be deemed to have vacated the position in the following circumstances:
 - death
 - resignation
 - removal by the Council at a general meeting
 - bankruptcy or financial insolvency
 - mental or physical incapacity
 - residency outside the Australian Capital Territory.
- 6.4. When vacancy occurs in the position of Public Officer the Council shall, within the prescribed period, notify the Registrar's Office in the prescribed manner and appoint a new Public Officer.

7. GENERAL MEETINGS

- 7.1. The Society shall hold a minimum of eight (8) general meetings in each year, one of which shall be the Annual General Meeting.
- 7.2. The Annual General Meeting of the Society shall be convened in November of each year to transact the following business:
 - 7.2.1. Confirmation of the minutes of the last Annual General Meeting.
 - 7.2.2. Receipt of the Council's reports upon the activities of the Society in the last year. These reports shall include a statement which is not misleading and gives a true and fair view for the last year of:
 - income and expenditure
 - assets and liabilities

- mortgages, charges and other securities
- trust priorities

Copies of such reports shall be circulated to members.

7.2.3. Election of office bearers and up to six (6) other Council members.

- 7.3. Nominations of candidates for election as office bearers or other Council members may be made at the Annual General Meeting.
- 7.4. A general meeting shall be convened within thirty (30) days of receipt of a Special Resolution or a requisition in writing from ten (10) members stating the business to be discussed.
- 7.5. A Special Resolution shall be passed by a general meeting of the Society to effect the following:
- 7.5.1. To change the name of the Society.
- 7.5.2. To change the Constitution of the Society.
- 7.5.3. To change the Objects and Purposes of the Society.
- 7.5.4. To voluntarily wind up the Society.
- 7.6. At least seven (7) days notice of all general meetings shall be given to members by such means as may be determined by the Council. In the case of general meetings where a Special Resolution is to be proposed, notice of the resolution shall be given to members at least twenty one (21) days before the meeting.
- 7.7. The quorum for a general meeting shall be twenty members present and eligible to vote.
- 7.8. If, within half an hour of the appointed time for the commencement of a general meeting, a quorum is not present the meeting shall be dissolved, except in the case of an Annual General meeting which shall stand adjourned to the same time and day in the following week and, unless another location is specified at the time adjournment, to the same place.
- 7.9. Voting at general meetings shall be by a show of hands unless a secret ballot is demanded by at least two (2) members. Decisions shall be made by a simple majority vote except for those matters which must be decided by a Special Resolution where a three quarters majority of the members present and eligible to vote is required.
- 7.10. All votes shall be given personally and there shall be no voting by proxy.
- 7.11. In the case of an equality of votes the person chairing the meeting shall have a second or casting vote except in the election of office bearers and Council members where a second ballot shall be held.

8. BY-LAWS

- 8.1. The Council may from time to time make, amend or repeal By-Laws as may be necessary for attaining the objects of the Society. Such action shall take effect immediately or at such later time as the Council shall determine and shall be notified to members in writing.
- 8.2. A By-Law made pursuant to this Part shall not be inconsistent with this Constitution.

9. DISCIPLINING OF MEMBERS

The procedure for disciplining members by suspension, disqualification or expulsion shall be for the Council:

- 9.1. In disciplining a member, Council must ensure that—
- (a) the rules of natural justice are followed; and

- (b) the member who is the subject of the disciplinary procedure—
 - (i) is told the grounds upon which the disciplinary action against the member is proposed to be taken; and
 - (ii) has been given an opportunity to be heard in relation to the matter; and
 - (c) the outcome of the disciplinary procedure is decided by an unbiased decision-maker; and
 - (d) the decision-maker notifies the member, in writing, about the decision and gives reasons for the decision.
- 9.2. The outcome of the disciplinary procedure may be appealed through recourse to a general meeting of the Society.
- 9.3. To the extent that doing so is compatible with 9.1 and 9.2, Council must ensure that the disciplinary procedure is completed as soon as is reasonably practicable.
- 9.4. A member of the Society who is the subject of a disciplinary procedure cannot initiate a dispute resolution procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

10. DISPUTE RESOLUTION

Disputes can arise between a member and another member, or between a member and the association.

- 10.1 In resolving disputes, Council must ensure that—
- (a) the rules of natural justice are followed; and
 - (b) each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute; and
 - (c) the outcome of the dispute is determined by an unbiased decision-maker; and
 - (d) the decision-maker notifies each party to the dispute, in writing, about the decision and gives reasons for the decision.
- 10.2 The outcome of the dispute resolution procedure may be appealed through recourse to a general meeting of the Society.
- 10.3 To the extent that doing so is compatible with 10.1 and 10.2, Council must ensure that the disciplinary procedure is completed as soon as is reasonably practicable.
- 10.4 If a member has initiated a dispute resolution procedure in relation to a dispute between the member and the association, the association must not take disciplinary action against the complainant or the complainant's representative in relation to the matter which is the subject of the dispute resolution procedure until the dispute resolution procedure has been completed

11. BRANCHES AND GROUPS

- 11.1. Branches or Groups may be formed within the Region based on geographic or special interest areas. Such Branches or Groups shall be subject to the provisions of this Constitution and any By-Laws in effect from time to time.
- 11.2. Each Branch or Group may formulate its own rules PROVIDED THAT such rules do not conflict with this Constitution or any By-Laws in effect from time to time.
- 11.3. Expenses incurred by a Branch or Group shall be met by the branch or Group out of its assets and the Region shall not be liable to meet any such expenses.
- 11.4. A Branch or Group shall notify the Regional Secretary of the names and addresses of the office bearers of the Branch or Group within fourteen days (14) days of their election.

12. INDEMNITY

Each and every member of the Council, and any member acting in an official capacity at a Society meeting or function, shall be indemnified and held harmless by the Society out of its assets for any costs they may incur in consequence of the performance of their duties in accordance with this Constitution and the By-Laws of the Society.

13. LIABILITY OF MEMBERS

The members of the Society shall have no liability to contribute towards the payment of debts and liabilities of the Society, or the costs, charges and expenses of the winding up of the Society, except to the amount of any unpaid membership fees.

14. MISCELLANEOUS

- 14.1. The Society shall effect and maintain any insurance which may be required by law or regarded as necessary by the Society.
- 14.2. The funds of the Society shall be derived from the fees of members, donations, grants and such other sources approved by the Society.
- 14.3. The Society shall be run on a non-profit basis. The Society must not distribute any income or assets directly or indirectly to any member of the Society except for payments, benefits or discounts allowed pursuant to the Associations and Incorporations Act 1991 (including, but not limited to, payments in return for any services rendered or goods supplied).
- 14.4. The Society shall publish a regular Journal in satisfaction of Object 2.6.
- 14.5. The Common Seal of the Society shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Council. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Council.
- 14.6. In the event that the Society is wound up the Council, after paying all debts and discharging all liabilities of the Society, shall give the balance of the Society's assets to the Australian Native Plants Society (Australia) Incorporated to be held in trust until handed on to any future affiliated Australian Native Plants Society which may be formed in the Australian Capital Territory.
- 14.7. Any member shall, on request, be provided with a copy of this Constitution and any By-Laws in effect at the time of request.

Constitution last amended at the Annual General Meeting on 14 November 2019.