

ASSOCIATIONS INCORPORATION ACT 1981
RULES
OF
AUSTRALIAN PLANTS SOCIETY

1. Name

The name of the incorporated association is Society for Growing Australian Plants Warrnambool & District Inc No A0013120X
(in these Rules called the "District Group").

2. Definitions

(1) In these rules, unless contrary intention appears—

"**Act**" means the **Associations Incorporation Act 1981**;

"**committee**" means the committee of the District Group;

"**committee of management**" means the committee of management of Australian Plants Society (SGAP Victoria) Incorporated;

"**financial year**" means the year ending on 30 April

"**committee meeting**" means a meeting of committee, convened in accordance with Rule 17;

"**member**" means a member of the District Group;

"**ordinary member of committee**" means a member of the committee in accordance with Rule 11;

"**delegate**" means an District Group member who represents the District Group at committee of management;

"**public meeting**" means a meeting of members that is open to nonmembers;

"**District Group**" means a branch of the Australian Plants Society (SGAP Victoria) Incorporated operating by approval in a particular location according to the rules of the District Group;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of a District Group is a reference—
(a) if a person holds office under these Rules as Secretary of the District Group—to that person; and

(b) in any other case to the public officer of the District Group.

(3) In these Rules, a reference to the Membership Officer of an District Group is a reference—

(a) if a person holds office under these Rules as Membership Officer of the District Group—to that person; and

(b) in any other case, to the Secretary of the District Group.

3. Alteration of the rules

These Rules and the statement of purposes of the District Group must not be altered except by special resolution as in accordance with the Act. All proposed alterations must be approved by the committee of management.

4. Membership and subscription

(1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the District Group on payment of the annual subscription payable under these Rules.

(2) There will be no entrance fee for membership of the District Group.

(3) An application of a person for membership of the District Group must

(a) be made in writing in the form set out in Appendix 1; and

(b) be accompanied by the prescribed annual fee; and

(c) be lodged with the Secretary or Membership Officer of the District Group.

(4) A person who is not a member of Australian Plants Society (SGAP Victoria) Incorporated must not be admitted to membership unless they—

(a) concurrently apply for membership; and

(b) as soon as practicable after the receipt of such an application, the Secretary or Membership Officer must refer the application to Australian Plants Society (SGAP Victoria) Incorporated membership officer; and

(c) the application for membership is approved by the committee of management.

(5) The annual subscription of the District Group is the relevant amount set out in Appendix 4, and is payable in advance on or before 1 July in each year.

5. Register of members

(1) The Secretary or Membership Officer must keep and maintain a register of members containing—

(a) the name and address of each member; and

(b) the date on which each member's name was entered in the register.

(2) The register is available for inspection free of charge by any member upon request.

(3) A member may make a hand copy of entries in the register.

6. Ceasing membership

(1) A member of the District Group who has paid all moneys due and payable by a member to the District Group may resign from the District Group by giving notice in writing to the Secretary or Membership Officer of his or her intention to resign.

(2) On receiving the notice referred to in sub-rule (1)—

(a) the member ceases to be a member; and

(b) the Secretary or Membership Officer must record in the register of members the date on which the member ceased to be a member; and

(c) the Secretary or Membership Officer to notify Australian Plants Society (SGAP Victoria) Membership Officer as soon as possible.

7. Discipline, suspension and expulsion of members

(1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming a member or prejudicial to the interests of the District Group, the committee may by resolution—

(a) fine that member an amount not exceeding \$500; or

(b) suspend that member from membership of the District Group for a specified period; or

(c) expel that member from the District Group.

(2) A resolution of the committee under sub-rule (1) does not take effect unless—

(a) At a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and

(b) If the member exercises a right of appeal to the District Group under this rule, the District Group confirms the resolution in accordance with this rule.

(3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after the meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the District Group against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must—
 - (a) give the member or his or her representative an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the District Group against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a special general meeting of the District Group to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a special general meeting of the District Group convened under sub-rule(7)—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the special general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules

between—

- (a) a member and another member; or
 - (b) a member and the District Group.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
 - (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
 - (4) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement;
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the District Group; or
 - (ii) in the case of a dispute between a member and the District Group, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - (5) A member of the District Group can be a mediator.
 - (6) The mediator cannot be a member who is a party to the dispute.
 - (7) The parties to the dispute must in good faith, attempt to settle the dispute by mediation.
 - (8) The mediator in conducting the mediation must—
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (9) The mediator must not determine the dispute.
 - (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Committee

- (1) Subject to section 23 of the Act, the committee shall consist of—
 - (a) the officers of the District Group;
 - (b) the delegate to the committee of management;
 - (c) 3 ordinary members.
- (2) The committee shall control and manage the business and affairs of the District Group; and
 - (a) may subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the District Group other than those powers and functions that are required by these Rules to be exercised by special general meeting or annual general meeting of the members of the District Group;
 - (b) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the and affairs of the District Group;
 - (c) the committee may make such By-Laws as it deems necessary for the proper and effective administration of the District Group.

- (d) notice of motion must be served at a committee meeting for additions, alterations or repeal of By- Laws;
- (e) all changes to By- Laws must be published either in or as a supplement to the next issue of the District Group newsletter.

10. Office holders

- (1) The officers of the District Group shall be—
 - (a) a President or Leader;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 25, so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the officers referred to in sub-rule (1).
- (3) Each officer of the District Group shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

11. Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the District Group to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of appointment.

12. Delegate

- (1) The district group shall appoint a delegate to represent the group at the committee of management.
- (2) Should a delegate be unavailable to attend the meeting, the district group shall appoint a proxy.
- (3) The committee shall resolve the issue of consistent non-attendance by the district group, with the committee of management.

13. Annual general meetings

- (1) The District Group shall in each calendar year convene an annual general meeting of its members.
- (2) The committee may determine the date, time and place of the annual general meeting of the District Group.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meetings held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the District Group during the preceding financial year; and
 - (c) to elect officers of the District Group and the ordinary members of the

- committee; and
- (c) to receive and consider the statement in section 30(3) of the Act.

- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (6) The Secretary or Public Officer shall complete the Annual Return (Form 9 of the Incorporated Associations Regulations) and lodge it within the time period set out in the Act.

14. Special general meeting

The committee, can convene a special general meeting of the District Group for the purposes of conducting special business.

15. Special business

- (1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.
- (2) A resolution concerning special business is only confirmed if not less than two-thirds of the votes counted are in favour of the resolution. In any other case, the resolution is revoked.

16. Meetings of the committee

- (1) The committee must meet throughout the year sufficiently to discharge the responsibilities of the District Group and to conduct business as determined by the committee.
- (2) Special meetings of the committee may be convened by the President or by any two(2) members of the committee.

17. Notice of meetings

- (1) The Secretary of the District Group must cause to be sent to each member of the District Group, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent—
 - (a) as a notice in the District Groups' newsletter; or
 - (b) by prepaid post to the address appearing in the register of members; or
 - (c) if the member requests, by facsimile transmission or electronic transmission.
- (3) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next committee meeting.

18. Quorum at meetings

- (1) No item of business may be conducted at a meeting unless a quorum of members entitled under these Rules to vote is present at the time of the meeting:
 - (a) for committee and annual general meetings, a simple majority of members constitutes a quorum.
- (2) If, within half an hour after the appointed time for the commencement of a meeting, a quorum is not present—
 - (a) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
 - (b) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place and time is specified by the chairperson at the time of the adjournment or by

written notice to committee members given before the day to which the meeting is adjourned) at the same place.

- (3) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present being not less than three (3) shall be a quorum;

19. Presiding at meetings

- (1) The President or in the President's absence, the Vice-President, if any, or the Secretary, shall preside as chairperson at each meeting of the District Group.
- (2) If the President and Vice-President are absent from a meeting, or are unable to preside, the committee members present must select one of their number to preside as chairperson.

20. Adjournment of meetings

- (1) The person presiding may, with the consent of the majority of members present, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 17.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

21. Voting at meetings

- (1) Upon any question arising at a meeting of the District Group, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) Unfinancial members are not eligible to vote at meetings of the District Group.

22. Poll at meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson or a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

23. Manner of determining whether resolution carried

A question arising at a meeting of the District Group is determined on a show of hands unless before or on the declaration of a show of hands a poll is demanded. If a question arising at the said meeting is determined on a show of hands then—

- (a) a declaration by the chairperson that a resolution has been
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the District Group—

is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

24. Proxies

- (1) Each member or committee member is entitled to appoint another member or committee member as a proxy by giving notice to the Secretary.
- (2) The notice appointing the proxy must be
 - (a) for a meeting of the District Group convened under rule 7(7) in the form set out in Appendix 2; or
 - (b) in any other case in the form set out in Appendix 3.

25. Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the District Group or as ordinary members of the committee must be—
 - (a) made in writing, signed by two members of the District Group and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the District Group not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting for any remaining vacancies.
- (4) 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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

26. Vacancies

The office of an officer of the District Group, or of an ordinary member of the committee, becomes vacant if the officer or member—

- (a) ceases to be a member of the District Group; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

27. Removal or censure of committee member

- (1) The committee at a meeting may by resolution, remove any office holder or ordinary member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) An office holder or ordinary member who is the subject of a proposed resolution referred to in sub-rule (1) may appeal the resolution in the manner set out in Rule 7.

28. Minutes of meetings

The Secretary of the District Group must keep minutes of the resolutions and proceedings of each meeting of the District Group, together with a record of the names of persons present at those meetings.

29. Funds

- (1) The Treasurer of the District Group must—
 - (a) collect and receive all moneys due to the District Group and make all payments authorised by the District Group; and

- (b) keep correct accounts and books showing the financial affairs of the District Group with full details of all receipts and expenditure connected with the activities of the District Group.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the District Group shall be derived from annual subscriptions, donations and such other sources as the committee determines.

30. Seal

- (1) The common seal of the District Group must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the District Group.

31. Notice to members

Except for the requirement in rule 18, any notice that is required to be given to a member, by or on behalf of the District Group, under these Rules may be given by—

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner; or
- (e) by announcement published in the District Group's newsletter.

32. Winding up

In the event of the winding up or the cancellation of the incorporation of the District Group, the assets of the District Group must be transferred to Australian Plants Society (SGAP Victoria) Incorporated who will hold them in trust for future reconstitution or similar.

34. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the District Group.
- (2) All accounts, books, securities and any other relevant documents of the District Group must be available for inspection free of charge by any member upon request
- (3) A member may make a hand copy of any rules, accounts, books, securities and any other relevant documents of the District Group.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF
AUSTRALIAN PLANTS SOCIETY
[Warrnambool and District Group] INCORPORATED

I, (name) _____

of, (address) _____

desire to become a member of

(name of District Group) _____

In the event that I am not a member of Australian Plants Society (SGAP Victoria) Incorporated, my application for membership is included (separate form) and on my approved admission as a member, I agree to be bound by the rules of the Society and that of the District Group for the time being in force.

Signature of Applicant _____

Date _____

APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF
DISTRICT GROUP CONVENED UNDER RULE 7(7)

I, (name) _____

Of (address) _____

being a member of _____
(name of Incorporated District Group)

appoint _____
(name of proxy holder)

of _____
(address of proxy holder)

being a member of that Incorporated District Group, as my proxy to vote for me on my behalf
at the appeal to the general meeting of the District Group convened under rule 7(7), to be
held on

(date of meeting) _____

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following
resolution (insert details of resolution passed under rule 7(1)).

Signed _____

Date _____

APPENDIX 3
AUSTRALIAN PLANTS SOCIETY (SGAP VICTORIA)
INCORPORATED
FORM OF APPOINTMENT OF PROXY

I, _____
(name)

of _____
(address)

being a member of _____
(name of incorporated District Group)

appoint _____
(name of proxy holder)

of _____
(address of proxy holder)

being a member of that Incorporated District Group, as my proxy to vote for on my behalf at
the annual/special* general meeting of the District Group to be held on

(date of meeting) _____

and at any a adjournment of that meeting

My proxy is authorised to vote in 'favour of' / 'against' the following resolution*

(insert details of resolution)

* Delete if not applicable

Signed _____

Date _____