



## CONSTITUTION

1. NAME:

The name of the organisation shall be the Goulburn Argyle Garden Club Incorporated, hereinafter referred to as the Club.

2. OBJECTS:

The objects of the Club are as set out hereunder:-

- (a) Friendship through gardens.
- (b) To aid in the protection and conservation of our natural resources.
- (c) To encourage civic beauty and roadside development.
- (d) To study the fine art of gardening in all its aspects.
- (e) To co-operate with other agencies furthering the interests of horticulture and conservation.
- (f) The Club is to be non-political and non-sectarian.

3. MEMBERSHIP:

- (a) Membership of the Club is comprised of natural persons who have been nominated for membership and have been approved for membership by the Committee as provided by the next clause of this Constitution.
- (b) Application for membership shall be made in writing and shall be considered by the Committee, designated below, who shall determine upon the admission or rejection of the application. In no case shall the Committee be required to give any reason for the rejection of an application.
- (c) The register of members shall be kept showing in respect of each member his/her name and date of commencement of membership.
- (d) Honorary Life Membership may be awarded to any person who has rendered outstanding service to the Club over a period of years.
- (e) A person enjoying public esteem may be invited to become Patron of the Club, for a period of two years.
- (f) Each member, other than an Honorary Life Member, shall pay an annual subscription, the amount of which shall be determined as provided for in Clause 10 (e) of this Constitution.

4. MANAGEMENT:

- (a) The Management of the Club shall be vested in a Management Committee, hereinafter referred to as the Committee, elected annually at the Annual General Meeting, consisting of a President, two Vice-Presidents, Secretary, Treasurer and eight members. The President, Secretary and Treasurer shall form the Executive of the Club. The immediate Past President shall have all the privileges of membership of the Committee for the year following completion of his/her term as President.
- (b) Members of the Executive may not serve more than three years consecutively in any one position. The President shall have been a member of the Committee for not less than one year, at any time before appointment.
- (c) No member of the Committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Club to any members of the Committee except repayment of out-of-pocket expenses.
- (d) A casual vacancy occurring on the Committee may be filled by the Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced.
- (e) The Committee may meet together not less than four times each year for the despatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The President may at any time and the Secretary on request of any 3 members of the Committee, summon a meeting of the Committee, giving at least 7 days' notice.
- (f) A Committee member may appoint a proxy to vote in his/her stead at a Committee Meeting if the member

shall be unable to attend that meeting and may direct the proxy to vote in a particular way.

(g) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present in person or by proxy and a determination by a majority of the members of the Committee present shall for all purposes be a determination of the Committee. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

5. ANNUAL GENERAL MEETING:

(a) The Annual General Meeting at which the Annual Report and audited financial statements will be presented shall be held within three months of the end of the financial year.

(b) Notice of the Annual General Meeting shall be circulated to all members in the quarterly Newsletter immediately preceding the date of such Annual General Meeting.

6. SPECIAL GENERAL MEETINGS:

(a) Special General Meetings may also be convened by the President and Secretary on their own motion or upon the written request of not less than two members of the Club and shall be held within a period of three months from the date of receipt of the request.

(b) Notice of a Special General Meeting shall be circulated to all members in the quarterly Newsletter or by posting notices to the address recorded in the register of members.

7. VACATION OF OFFICE:

The office of a member of the Committee shall become vacant:-

(a) upon his/her decease;

(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 or 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 Club;

(e) if he/she ceases to be a member of the Club;

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

(g) upon a resolution being passed a two-thirds majority of members present at a properly constituted Committee meeting specially called for the purpose, to remove him/her from office; if he/she holds any office of profit under the Club; if he/she is directly or indirectly interested in any contract or proposed contract with the Club.

8. QUORUM:

At a General Meeting a quorum shall consist of twenty members and at a Committee Meeting shall consist of seven members. If within half an hour of the time set down for a meeting to commence a quorum be not present then the meeting shall be adjourned to another time and place designated by the President or in his/her absence a Vice-President. If at such an adjourned meeting a quorum be not present, then those attending shall be deemed to be a quorum provided the number be not less than half that required for a quorum as above.

9. PROCEEDINGS AT GENERAL MEETINGS:

(a) The President or in his/her absence a Vice-President shall preside as Chairman at every general meeting of the Club.

(b) In the case of an equality of votes the Chairman of the meeting shall be entitled to a casting vote.

(c) Should a meeting be adjourned then at the adjourned meeting no business shall be transacted other than that left unfinished at the meeting from which the adjournment took place.

(d) Each member entitled to vote shall have one vote.

10 FINANCE:

- (a) The financial year shall end on 30th April.
- (b) All moneys received by the Club shall be deposited intact at the earliest possible date to the credit of the Club's Bank Account. Receipts for moneys received shall also be issued promptly.
- (c) Correct books and accounts shall be kept by the Treasurer showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club.
- (d) All payments in excess of \$30 made by the Club shall be paid by cheque signed by any two of the bank signatories (being members of the Committee) as decided at the Annual General Meeting.
- (e) The annual subscription shall be determined from time to time by the Annual General Meeting, and shall be payable before or at the Annual-General Meeting held in June each year. In the event of a member being elected to membership for part only of a financial year the amount of subscription payable by such member shall be fixed by the Committee.
- (f) In addition to the annual subscription provided for in clause 10 (e) above the funds of the Club may be derived from competitions, sale of goods, and profits from functions organised by the Committee.

11. AUTHORISATION OF ACCOUNTS:

All accounts shall be presented to and passed for payment at a Committee Meeting and full details of such approvals shall be entered in the Minute Book.

12. AUDIT:

- (a) The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc. and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than 12 months.
- (b) The auditor shall not be a member or closely related to a member on the Committee.

13. MINUTES:

The Committee shall cause minutes to be made:-

- (a) of all appointments of office bearers and members of the Committee;
- (b) of the names of members of the Committee present at all meetings of the Club and of the Committee;
- (c) of all proceedings at all meetings of the Club and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

14. EXPULSION OF MEMBERS:

A member may be expelled from membership of the Club by the Committee, if in the opinion of such Committee, after affording such member an opportunity of offering the Committee an explanation of his/her conduct either verbally or in writing as the Committee may decide, the conduct of the member is such as to be detrimental to the best interests of the Club, provided that:-

- (a) such expulsion shall not be effective unless it is confirmed by a majority of members present at a Special General Meeting of members convened to consider the expulsion;
- (b) such Special General Meeting is held within a period of one month from the date of the decision of the Committee to expel the member;
- (c) at such Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his/her conduct verbally or in writing at the option of such member;
- (d) the voting of such Special General Meeting shall be by ballot if not less than five members present thereat shall so demand;
- (e) it shall be in the power of the Committee to exclude such member from participation in the affairs of the Club until such Special General Meeting shall be held.

15. DISSOLUTION:

(a) The Club shall be dissolved in the event of membership becoming less than twenty members or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.

(b) Upon a resolution being passed in accordance with paragraph (a) of this clause, all assets and funds of the Club shall, after payment of all expenses and liabilities, be handed over to such like body as a simple majority of the members at the Special General Meeting so convened, or at a subsequent Special Meeting, may decide.

16. MEMBERS' LIABILITIES:

The liability of a member of the Club to contribute towards the payment of debts and liabilities of the Club or the cost, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 10(e) of this Constitution.

17. AMENDMENTS TO THE CONSTITUTION:

(a) This Constitution may be amended by a special resolution passed by a two-thirds majority of members present at an Annual General Meeting at which two months' notice has been given to all members or at a Special General Meeting convened for such purpose.

(b) Notice of proposed amendment must reach the Secretary three months before the proposed Meeting.

18. COMMON SEAL:

The Common Seal of the Club shall be affixed to documents by resolution of the Committee and any affixation of such Common Seal shall be evidenced by at least two members of such Committee. The Common Seal shall remain in the custody of the Secretary.

19. CUSTODY OF BOOKS AND DOCUMENTS:

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

20. INSPECTION OF BOOKS AND DOCUMENTS:

The records, books and other documents of the Club shall be open to inspection, free of charge, by a member of the Club at any reasonable hour.

21. INSURANCE:

(a) The Club shall effect and maintain insurance pursuant to section 44 of the Association Incorporation Act 1984 as amended.

(b) In addition to the insurance required under paragraph (a) of this clause, the Club may effect and maintain other insurance.

22. SERVICE OF NOTICES:

(a) For the purpose of this Constitution, a notice may be served by or on behalf of the Club upon any member either personally, or by email, or by sending it by post to the member at the member's address shown in the register of members.

(b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.