

**CONSTITUTION OF**  
**THE LAUNCESTON HORTICULTURAL SOCIETY INCORPORATED.**

**1. INTERPRETATION:**

- (1) Words importing one gender include all other genders.
- (2) Words denoting the singular include the plural and vice versa.
- (3) Words or expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithography, photography, facsimile and other modes of representing and reproducing words in visible form.
- (4) Unless the contrary intention appears:-  
"Act" means the Associations Incorporation Act, 1964 and any amendments thereto.

**2. NAME:**

The name of the Society is The Launceston Horticultural Society Incorporated (hereinafter called the Society).

**3. OBJECTS:**

The objects of the Society are to:-

- (a) promote, stimulate, expand and foster interest in horticulture in all its aspects and to encourage improvement in the methods and products thereof;
- (b) effect the foregoing purposes by the establishment of a library and the promotion and conduct of exhibitions and meetings; the donation and allocation of certificates, awards, trophies and prizes and by any other means which may be from time to time determined by the Society;
- (c) acquire, maintain and hire such property and buildings as may be required for the above purposes;
- (d) include the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Society.
- (e) include the buying, selling, and supplying of, and dealing in, goods of all kinds;
- (f) include the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Society;
- (g) include the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Society;
- (h) include the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Society, whether by way of donations, subscriptions or otherwise;
- (i) include the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Society;
- (j) include the borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting;
- (k) include the investment of any moneys of the Society not immediately required for any of the objects or purposes of the Society in accordance with the

- provisions of the Trustee Amendment (Investment Powers) Act 1997 and any other relevant legislation;
- (l) include the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which section 78(1)(a) or other relevant sections of the Income Tax Assessment Act 1936, or other relevant legislation of the Commonwealth relates;
  - (m) include the establishment and support, or aiding in the establishment or support, of any association formed for any of the objects of the Society;
  - (n) include the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Society may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Society;
  - (o) include the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Society or any of the objects and purposes specified in the foregoing provisions of this clause;
  - (p) include the receipt of funds and other assets from any other Society, association or group which is in recess or dissolved or going into recess or being wound up on such terms and conditions that the Committee shall determine; and
  - (q) include the right to collaborate and co-operate with any other organisation whose objective is the wellbeing or the benefit of the public by horticultural displays, gardens or other horticultural activities.

#### **4. CONSTITUTION AND MEMBERSHIP:**

The Society shall consist of honorary members, life members and family members. The number of members shall not be limited.

#### **5. ELECTION OF MEMBERS:**

- (1) A person seeking membership shall complete an application for membership in the form determined by the committee from time to time and be recommended by another member of the Society and shall pay an amount equal to the subscription for the then current year or pro rata as the committee shall from time to time determine.
- (2) The applicant shall be entitled to attend functions of the Society pending consideration of the application.
- (3) The application will be considered by the committee at its first meeting after the lodgement of the application and, if approved, the applicant will be elected to membership.
- (4) If the application is rejected, the applicant shall be notified, and the moneys paid by the applicant refunded to the applicant.
- (5) The committee shall not be obliged to give any reason for the rejection.
- (6) A right, privilege or obligation of a person by virtue of his membership of the society:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) - terminates upon the cessation of his membership, whether by death, resignation or otherwise.

#### **6. MEMBERS REGISTER:**

A member's register shall be kept by the Secretary and shall at all reasonable times be open to inspection by members of the Society. The names of members shall be entered in the

member's register by the Secretary on acceptance of a candidate for membership to membership.

**7. HONORARY LIFE MEMBERS:**

The members at any Annual Meeting, in recognition of service given to the Society or any other like good cause, may elect any member as an Honorary Life Member of the Society and thereafter such member shall be entitled to all the privileges of membership without paying the annual subscription or any other payment for such Honorary Life Membership.

**8. HONORARY MEMBERS:**

The committee may from time to time elect a person an honorary member of the Society, such honorary membership to be for one year but may be renewed by the Committee.

**9. FAMILY MEMBERS:**

Where two persons reside in a relationship of husband/wife and/or partner they may be admitted to membership as Family Members at a membership rate determined by the Committee or the Society from time to time.

**10. ANNUAL SUBSCRIPTION:**

The committee shall prior to the 30th November in each year, determine the annual subscription for membership of the Society (including family membership) for the ensuing calendar year.

**11. INCOME AND PROPERTY OF THE SOCIETY:**

- (1) The property and income of the Society, however derived, shall be applied solely towards the promotion and furtherance of the objects and purposes of the Society, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or howsoever otherwise, by way of profit or otherwise to any member of the Society.
- (2) The Society shall not:-
  - (a) appoint a person who is a member of the committee to any office in the gift of the Society to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to an officer or member of the Society of
  - (a) remuneration in return for services actually rendered to the Society by the officer servant or member or for goods supplied to the Society by the officer servant or member in the ordinary course of business;
  - (b) a reasonable and proper sum by way of rent for premises let to the Society by the officer servant or member; or
  - (c) interest, at a rate not exceeding the then current rate charged by the Commonwealth Bank on commercial loans, on moneys lent to the Society by a servant or member.

**12. PRIVILEGES:**

Upon payment of his annual subscription a member shall be entitled to:

- (a) a member's ticket for that year.
- (b) admission free of charge to any exhibition held by the Society unless that exhibition is held as part of a larger exhibition managed by another organisation and that organisation imposes a charge for entry to that exhibition.
- (c) stage as many exhibits as he desires at any exhibition held by the Society including any exhibition held as part of a larger exhibition managed by another organisation in that subscription year without fee or charge and may use the Society's property for that purpose.

**13. ARREARS OF ANNUAL SUBSCRIPTION:**

- (1) A member, whose annual subscription is not paid by the 31st January in any year, shall be notified thereof in writing by the Secretary and he shall cease to enjoy any of the privileges of the Society as long as his subscription shall be in arrears.
- (2) If the member's subscription be not paid before the 31 March in the same year he shall cease to be a member of the Society but the committee may re-admit him to membership upon him giving a satisfactory explanation of his default and paying all arrears of subscription then due.

**14. RESIGNATION OF MEMBERS:**

- (1) A member may resign from membership at any time by giving the Secretary notice thereof; and
- (2) Any member who resigns without paying his subscription for the then current year, shall be liable for the same.

**15. COMPLIANCE WITH RULES AND EXPULSION OF MEMBERS:**

- (1) Every member on joining the Society implicitly undertakes to comply with these rules;
- (2) Any refusal or neglect to comply with the rules or any conduct considered by the committee to be detrimental to the interests of the Society shall render such member liable to expulsion by a resolution of an annual or extraordinary general meeting, carried by an absolute majority, provided that at least 7 clear days before such meeting the member shall have notice thereof, and of the intended resolution for his expulsion, and that he shall have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
- (3) A member expelled under this rule shall forfeit all right in and claim upon, the Society and its property.
- (4) A notice under this rule shall be held to been duly given if sent by prepaid post to the address of the member appearing in the Society's register.

**16. COMMITTEE:**

- (1) There shall be Committee of the Society (hereinafter called "the committee") consisting of the President, the Immediate Past President, 1 Vice President, the Secretary, the Treasurer and 9 committeemen, all of whom shall be members of the Society.
- (2) The President, 1 Vice President, the Secretary, the Treasurer and 9 committeemen shall be elected at the Annual General Meeting each year.
- (3) The committee shall manage the affairs of the Society and all its property shall be vested in the committee.

- (4) At any duly convened meeting of the committee, seven members shall constitute a quorum.
- (5) Should any member of the committee be absent from three executive meetings of the committee without leave, such member shall forfeit his seat thereon and the committee shall proceed to fill the vacancy caused by such forfeiture.
- (6) A meeting of the committee shall be duly convened by notice in writing addressed to the respective members of the committee under the hand of the Secretary.

#### **17. OFFICERS:**

The officers of the Society shall be:

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

all of whom are to be elected at the Annual General Meeting provided that in the event of there being no nomination for any office the Committee has the power to appoint a person to hold that office until the next Annual General Meeting of the Society.

The President shall not hold office for more than three consecutive years.

Nomination of candidates for election of officers and Committeemen shall be in writing.

Nomination forms shall be made available to all financial and honorary life members of the society not less than 30 days prior to the Annual General Meeting when the election of officers and Committeemen is to be held.

#### **18. PATRON:**

The Society in general meeting may appoint a Patron of the Society who, if Vice-Regal, shall hold the appointment for the whole of his Vice-Regal appointment.

#### **19. VACANCIES:**

In the case of any casual vacancy in the office of President, Vice President, Secretary or Treasurer, the committee shall as soon as practicable, convene an ordinary general meeting for the election of some member to fill such vacancy until the next annual general meeting, and may also appoint one of themselves to do the duties of the office so vacant until the holding of such general meeting.

#### **20. DUTIES OF SECRETARY:**

The Secretary shall:

- (1) keep a register of members of the Society;
- (2) keep minutes of proceedings of the committee and of general meetings;
- (3) keep records of shows and competitions and other activities conducted by the Society;
- (4) prepare and maintain an inventory of all property including perpetual trophies of the Society;
- (5) convene all necessary meetings, general and committee and prepare an agenda therefor;
- (6) attend to all necessary correspondence to and from the Society;
- (7) prepare the Annual and other necessary reports;

- (8) engage halls or other premises necessary for the conduct by the Society of exhibitions, competitions and other functions; and
- (9) perform such other duties as the Committee may from time to time direct.

## **21. DUTIES OF TREASURER:**

The Treasurer shall:

- (1) faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Society in such form and manner, including electronic recording, as the committee may direct;
- (2) keep proper accounts, books, and records relating to all the financial affairs of the Society at such place as the committee may direct, such accounts, books and records to be open to the inspection of the members of the Society;
- (3) on behalf of the Society, receive or otherwise exercise control over all moneys paid to the Society and forthwith after the receipt thereof issue official receipts therefor;
- (4) submit a statement of the financial position of the Society at each meeting of the committee in such form as the committee shall from time to time direct.
- (5) perform such other duties as the committee may from time to time direct.

## **22. MANAGEMENT OF THE SOCIETY'S FUNDS:**

- (1) The committee :
  - (a) shall cause to be opened with such bank or other financial institution as the committee selects a banking account or accounts in the name of the Society into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof; and
  - (b) may receive from the Society's bank or bankers for the time being the cheques drawn by the Society on any of its accounts and may release and indemnify the bank or bankers from and against all claims, actions, suit or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Society;
- (2) Except with the authority of the committee, no payment of a sum exceeding \$20.00 shall be made from the funds of the Society otherwise than by a cheque drawn on the Society's bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose;
- (3) No cheques shall be drawn on the Society's bank account except for the payment of expenditure that has been authorised by the committee;
- (4) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or by such other member or members of the committee as the committee may nominate for that purpose, and shall be countersigned by the President, Vice President or Secretary.

## **23. AUDITOR:**

The Society shall appoint an Auditor at the Annual General Meeting who shall be a properly registered company auditor or such other person as the then relevant authority shall approve.

## **24. ANNUAL GENERAL MEETING:**

As from 1 January 2000:

- (1) An Annual General Meeting shall be held at the place and on some day in the month of March in each year to be determined by the committee.
- (2) The business at such meeting shall be:

- a) the election of the office bearers, officers and committeemen, and the auditor;
- b) the receipt of the Annual Report and Balance Sheet;
- c) the passing of accounts; and
- d) any other business of which notice in writing shall have been given to the Secretary fourteen clear days before such meeting.

**25. EXTRAORDINARY GENERAL MEETING:**

The committee may at any time and shall on the requisition in writing of any ten members stating the business for which it is required, convene an extraordinary general meeting for any specific purpose.

**26. EXECUTIVE:**

The President, Secretary and Treasurer shall be the Executive of the Society and shall act on behalf of the Committee in between meetings of the Committee, save and except committing the Society to any expenditure in excess of \$200.00, and shall report their actions to the Committee at the next meeting of the Committee.

**27. NOTICE OF GENERAL MEETING:**

- (1) The Secretary shall at least 7 days before any general meeting give notice thereof in the Club Bulletin or in a notice published in a newspaper circulating in the Launceston area or in a notice sent to members stating the time when and the place where it will be held and the business that will be brought forward at any such meeting.
- (2) At any general meeting of the society 10 members shall form a quorum.

**28. PROCEDURE AT MEETINGS:**

- (1) At all meetings the chair shall be taken by the President, or if he is absent, by the Vice President, or if he is also absent then by some member elected by the meeting.
- (2) Every question shall be decided by a majority of votes.
- (3) Every member shall have one vote and in the case of an equality of votes, the chairman shall have a second or casting vote.

**29. POLL OF MEMBERS AND CHAIRMAN'S DECISION:**

At any meeting unless a poll is demanded by seven members, a declaration by the chairman that a resolution has been carried, or carried by a particular majority or lost or not carried by a particular majority shall be conclusive.

**30. AMENDMENT OF CONSTITUTION AND RULES:**

- (1) Alterations to this Constitution can be made at any Special General Meeting of which 14 days notice of the business to be transacted at the meeting has been given if passed by seventy-five percent of the financial members in person and eligible to vote.
- (2) No other business shall be transacted at that meeting other than the business for which the meeting has been called.

**31. PUBLIC OFFICER:**

The Public Officer shall be Secretary of the Association from time to time. In the event of there being a vacancy in the office of Secretary the Committee shall forthwith appoint a proper person to be Public Officer until the position of Secretary is filled.

**32. DISCLOSURE OF INTEREST:**

- (1) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Society shall disclose his interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if

his interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his interest.

- (2) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the committee after he becomes so interested.
- (3) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

### **33. WINDING UP:**

- (1) A resolution under section 33 of the Act for the winding up of the Society passed at a meeting of the Society specially convened for that purpose shall as far as practicable provide that the surplus assets of the Society after satisfaction of all its debts and liabilities be distributed to an organisation whose objects are basically similar to the objects of the Society and is exempt from the payment of income under the relevant Commonwealth Act relating to the Assessment and Payment of Income Tax.
- (2) In the event of the society being wound up:
  - a) Every member of the Society; and
  - b) Every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the society;

Is liable to contribute to the assets of the society for payment of the debts or liabilities of the society and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$10.00, as may be required, but a former member is not liable in respect of any debt or liability of the society incurred or contracted after he ceased to be a member.

### **34. SEAL:**

- (1) The seal of the Society shall be in the form of a rubber stamp, inscribed with the name of the Society encircling the word "Seal".
- (2) The seal of the Society shall not be affixed to any instrument except by the authority of the committee, and the affixing thereof shall 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 Society or such other person as the committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.
- (3) The seal shall remain in the custody of the public officer or such other person properly authorised by law to have custody of the Seal.

### **35. SUB-COMMITTEES:**

- (1) The Committee may appoint sub-committees.:
  - a) the ambit of authority of a sub-committee shall be defined by the Committee; and
  - b) a member of the Committee shall be appointed a member of each sub-committee.
- (2) The President shall ex officio be a member of each sub-committee.
- (3) The Treasurer or such persons as the Committee shall from time to time appoint shall be a signatory to every bank account authorised to be operated by a sub-committee.
- (4) A sub-committee shall not delegate any of the powers given to it by the committee.



- (5) A sub-committee shall be totally accountable for any work assigned by the sub-committee to any person or organisation to act on the sub-committee's behalf.
- (6) A sub-committee shall report to the Committee on a regular basis.
- (7) A sub-committee may invite persons who are not members of the Launceston Horticultural Society to participate in the activities of the sub-committee but such invitation shall not entitle that person to any privileges of membership of the society.
- (8) The Committee may dissolve a sub-committee at any time without notice.

**36. BY-LAWS:**

- (1) The Committee may from time to time make by-laws for the better management of the affairs of the Society.
- (2) A by-law shall not contravene any provision of this Constitution.
- (3) The Committee shall give at least 60 days notice to the members of the society of the intention to make a by-law
- (4) A notice of the intention to make a by-law shall be given by notice in the Society's publication "Landscape".
- (5) A notice of motion to rescind a by-law shall be given at a general meeting of members held 30 days before the motion is dealt with. A simple majority of members in a general meeting may reject or rescind a by-law.