

# ORCHIDS WESTERN AUSTRALIA INC.

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## INTERPRETATION

In these Rules:

- (i) a reference to a function includes a reference to a power, authority and duty;
- (ii) words importing the singular include the plural and vice versa;
- (iii) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (iv) a reference to an Australian state includes a reference to an Australia territory;
- (v) a reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (vi) any matters of ambiguity relating to these Rules, shall be resolved by the Delegates in their sole discretion.

In these Rules unless the contrary intention appears, these words shall have the following meanings:

**Act** means the *Associations Incorporation Act 2015*

**Alternate Delegate** means a person nominated in writing by a Member to replace a Delegate who is unable to attend a general or other meeting of Orchids Western Australia Inc..

**Annual General Meeting** means the Annual General Meeting of Orchids Western Australia Inc.

**AOC** means the Australian Orchid Council (Inc).

**AOC Board Representative** means a person appointed from time to time by the Delegates under Rule 5.1 who is entitled to exercise the rights of Orchids Western Australia Inc. at meetings of the Australian Orchid Council Inc. and the Board of Management.

**Association** means Orchids Western Australia Inc.

**By-Laws** mean any by-laws made by Delegates in accordance with Rule 8.1.

**Chairman** means the person elected in accordance with these Rules who shall preside over all meetings of Orchids Western Australia Inc., or if absent, another person appointed for that meeting by those persons in attendance and eligible to vote.

**Committee** means the Management Committee of Orchids Western Australia Inc.

**Committee member** means a personal member of a Member society, club or body elected by Delegates voting at an Annual General Meeting of Orchids Western

Australia Inc., or appointed by the Management Committee in accordance with rule 3.7.

**Delegate** means a person nominated from time to time in writing by a Member to attend and vote at meetings on behalf of the Member.

**Disciplinary Committee** means the committee appointed in accordance with sub-rule 2.5.8.

**Financial Statements** mean the financial accounts of Orchids Western Australia Inc. including the profit and loss and balance sheets of Orchids Western Australia Inc. for the relevant financial year.

**Financial Year** refers to the 12 month period commencing on July 1 and ending on 30 June in the following year.

**General Meeting** means a General Meeting of Orchids Western Australia Inc.

**Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, videos or films) or service marks of or relating to Orchids Western Australia Inc. or any event or competition conducted, promoted or administered by Orchids Western Australia Inc.

**Member** means a member orchid society, club or body.

**member** means a personal member of a Member orchid society, club or body.

**State Entity** means the entity recognised by Australian Orchid Council Inc. and its successors as the peak body for Western Australia's orchid societies, clubs and bodies.

**Orchids WA** means Orchids Western Australia Inc. and is the entity recognised by the Australian Orchid Council and/or its successors as the peak body for Western Australian orchid societies, clubs and bodies.

**Rules** mean the rules of Orchids Western Australia Inc., and include the matters set out in the Objects of the Association.

**Register** means the register of Orchids WA Members.

**Secretary** means the person holding this position from time-to-time, exercising the duties and responsibilities set out in sub-rule 3.19.2.

**Treasurer** means the person holding this position from time-to-time, exercising the duties and responsibilities set out in sub-rule 3.19.4.

**Special General Meeting** means a meeting conducted in accordance with rule 4.3.

**Special Resolution** means a resolution passed in accordance with the Act, or if no definition or procedure is specified in the Act, a resolution passed by a majority of three quarters (75%) of the votes cast where at least 21 days' notice of the resolution has been given to those entitled to notice under these Rules

## **1 THE ASSOCIATION**

### **1.1 Association Name.**

1.1.1 The name of the Association is Orchids Western Australia Inc. hereinafter referred to as Orchids WA.

### **1.2 Objects of the Association**

The purpose of Orchids WA is the promotion, support and encouragement of orchid events and orchid culture throughout Western Australia. As the peak body for Western Australian orchid societies, clubs and bodies, it:

- 1.2.1 identifies and promotes ways of increasing personal membership of orchid societies, clubs and bodies through equitable and inclusive practices that provide opportunities for participation at all levels in orchid culture, and formulates, carries out and encourages initiatives for the enhancement of orchid culture
- 1.2.2 devises, plans and hosts major local, national and international orchid events including the Australian Orchid Council Conference & Show and a World Orchid Conference & Show for the benefit of Members and the general public to improve the understanding and application of progressive orchid culture;
- 1.2.3 provides financial and other in-kind support to assist and encourage Member participation in major orchid events, including as appropriate:
  - (a) payment of prize money and,
  - (b) reimbursement of approved expenditure incurred by Members in pursuit of these objects; and
  - (c) other financial incentives as approved from time-to-time;
- 1.2.4 receives and disseminates information relating to orchid culture, and promotes and encourages co-operation and the free exchange of information and ideas between Western Australian Members;
- 1.2.5 promotes the interests of orchid growers, Western Australian Members, and the Australian Orchid Council Inc.;
- 1.2.6 promotes and supports the objects of the Australian Orchid Foundation;
- 1.2.7 provides area representation to the AOC and AOC Board of Management;
- 1.2.8 encourages, supports and promotes conservation of the natural environment, flora and fauna, particularly native orchids and their habitat; and

- 1.2.9 applies the income and property of Orchids WA solely towards the promotion of these objects. No part of this income or property may be paid or otherwise distributed directly or indirectly other than to further the achievement of these objects.

### **1.3 Powers of the Association**

To do all such acts and things as are incidental, conducive or subsidiary to achieve all or any of the objects of Orchids WA.

### **1.4 Rules**

- 1.4.1 A copy of the registered rules shall be provided to all Members and their Delegates. The rules can be provided as either paper copy sent by post-paid ordinary mail to the Member's or Delegate's mail address, or electronic copy to the Member's or Delegate's e-mail address
- 1.4.2 A copy of the registered rules will be available for download from Orchids WA website.
- 1.4.3 Any amendment, additional, deletion or change to the adopted and duly registered rules may only be made at an Annual General or Special General meeting, of which notice is given in accordance with sub-rules 4.1.2 and 4.3.2.

## **2 MEMBERSHIP**

### **2.1 General**

- 2.1.1 Membership of Orchids WA is open to all Western Australian orchid societies, clubs and bodies promoting the growing and culture of orchids.
- 2.1.2 The nomination of a society, club or body for membership of Orchids WA;
- (a) shall be made in writing, and
  - (b) shall be lodged with the Secretary of Orchids WA.
- 2.1.3 As soon as practicable after the receipt of a nomination, the Secretary will refer the nomination to Orchids WA Members.
- 2.1.4 Upon a nomination being referred to Orchids WA, current Members shall determine whether to approve or reject the nomination.
- 2.1.5 Upon the nomination being approved by Orchids WA, the Secretary will notify the applicant society, club or body in writing that membership of Orchids WA is approved, advise the applicable membership fee and request payment within twenty eight (28) days as the first year's annual subscription.
- 2.1.6 If a membership nomination is rejected by Orchids WA Members, the applicant will be advised in writing giving reasons for the rejection, and inviting the applicant society, club or body to make further submissions to Orchid WA in support of their application for membership.

- 2.1.7 On receipt of membership payment, the Secretary will record the applicant's details in the register of Members and show the society, club or body's name as a Member of Orchids WA

## **2.2 Delegates**

- 2.2.1 Each financial society, club or body entered in the Register of Members under sub-rule 2.1.6 shall be entitled to one vote at meetings. This vote shall be cast by the Delegate appointed by the Member. Any change in the appointed Delegate is to be communicated in writing and received by the Secretary not less than 24 hours before the meeting to which same applies.
- 2.2.2 In the absence of a Member Delegate or a Member Alternate Delegate, a proxy vote may be lodged in advance of the meeting with the Secretary. The proxy vote must be lodged no less than 24 hours before the meeting, must be in writing, and must state the matter to which the proxy vote attaches, and the desired vote to be cast.
- 2.2.3 Each Delegate appointed will remain as Delegate until their delegation is cancelled in writing, and details of the replacement Delegate advised in writing to the Secretary.
- 2.2.4 Each Member shall be entitled to have at least one observer at meetings of the Association. The observer has no voting rights but may be heard on matters under discussion.
- 2.2.5 No Delegate or observer may represent more than one society, club or body at the same time, nor act as a proxy for another Member
- 2.2.6 A Delegate desiring to offer them self for election to the office of Chairman, Secretary or Treasurer must resign their delegation before submitting their nomination.
- 2.2.7 A right, privilege, or obligation of a society, club or body by reason of its Orchids WA membership is not capable of being transferred or transmitted to another society, club or body; and terminates upon the cessation of its membership, whether by resignation or otherwise.
- 2.2.8 A Member that, or a person who is a personal member of the AOC may submit items to Orchids WA for the meeting agenda of the AOC and its Board of Management. Such items are to be transmitted as received to AOC and the Board of Management.

## **2.3 Other Attendees**

- 2.3.1 Delegates and/or the Committee may, at their discretion, invite other people to attend meetings to participate in the discussion of matters of general interest, contribute specialised expertise or provide advice to assist Orchids WA and the Delegates to meet the Association's objectives.
- 2.3.2 Orchid judging panels in Western Australia may have a representative present at an Annual General Meeting or other meetings and may speak on any matter, but have no voting rights.

## **2.4 Register of Members**

- 2.4.1 The Secretary shall keep and maintain a register of Members in which shall be entered the full name and address of the Member society, club or body.
- 2.4.2 All records and documents of the organisation must be available upon request by Members at the address of the Orchids WA Secretary, provided such request complies with Federal and State Privacy legislation.
- 2.4.3 The Secretary shall keep and maintain a register of Delegates including the name of their society, club or body and the date of appointment or cancellation. The Secretary shall also maintain a record of observers attending meetings including the name of the society, club or body of which they are a personal member.

## **2.5 Resignation and Suspension of Members and/or Delegates**

- 2.5.1 A Member of Orchids WA that submits written advice of their resignation to the Secretary shall cease to be a Member on delivery of that notice.
- 2.5.2 A Member that ceases to be a Member remains liable to pay Orchids WA the amount of any subscription due and payable remaining unpaid at the date of cessation.
- 2.5.3 Subject to these rules, Orchids WA may by resolution, suspend a Delegate from a meeting or meetings of Orchids WA for a specified period of time if the other Delegates are of the opinion that the Delegate:
  - (a) has refused or neglected to comply with these rules; or
  - (b) is alleged to have been guilty of conduct detrimental to the interests of Orchids WA.
- 2.5.4 A resolution of Orchids WA under sub-rule 2.5.3:
  - (a) does not take effect unless Orchids WA, at a meeting held not earlier than fourteen (14) and not later than thirty (30) days after service of notice in accordance with sub-rule 2.5.5 on the Member and their Delegate confirms the resolution in accordance with this clause; or
  - (b) where the Delegate exercises a right of appeal to Orchids WA under sub-rule 2.5.5 (d) (iii), the resolution of Orchids WA has no effect.
- 2.5.5 Where Orchids WA passes a resolution under sub-rule 2.5.4 (a), the Secretary shall, as soon as practicable, issue to the Delegate and Member notice in writing:
  - (a) setting out in writing the resolution of Orchids WA and the grounds on which it is based;
  - (b) advising the Delegate and Member that the Delegate may address an Orchids WA meeting to be held not earlier than fourteen (14) days, and not later than thirty (30) days after service of the notice;

- (c) stating the date, place and time of that meeting; and
  - (d) informing the Delegate that they may do one or more of the following:
    - (i) attend the meeting
    - (ii) provide a written statement seeking revocation of the resolution to Orchids WA prior to the date of that meeting
    - (iii) no later than 24 hours before the scheduled time and date of the meeting, lodge with the Secretary a notice to the effect that they wish to appeal against the resolution.
- 2.5.6 At the meeting of Orchids WA held in accordance with sub-rule 2.5.5:
- (a) the Delegate will be given the opportunity to be heard;
  - (b) due consideration will be given to any written statement submitted by the Delegate; and
  - (c) Delegates present at the meeting will determine whether to confirm or to revoke the resolution.
- 2.5.7 Where the Secretary receives a notice under sub-rule 2.5.5, Members and Delegates of Orchids WA shall be notified, and a Special General Meeting of Orchids WA will be held within thirty (30) days of the date on which the notice was received.
- 2.5.8 At the Special General Meeting of Orchids WA convened under sub-rule 2.5.7:
- (a) no business other than the question of the appeal shall be dealt with;
  - (b) Delegates may place before the meeting details of the grounds for the resolution;
  - (c) the suspended Delegate shall be given the opportunity to be heard;
  - (d) the Delegates present shall vote by secret ballot on whether the resolution should be confirmed or revoked; and
  - (e) where the suspension relates to a Delegate, the President of the Member orchid society, club or body of which the Delegate is a personal member, or another authorised officer of that society, club or body may speak on the Delegate's behalf.
- 2.5.9 At the Special General Meeting under sub-rule 2.5.8:
- (a) if two thirds (66%) of the Delegates vote in person in favour of confirming the resolution, the resolution is confirmed;
  - (b) otherwise the resolution is revoked;
  - (c) for impartiality, the Delegate or the Alternate Delegate for the Member to which this resolution relates does not have the right to vote on this matter.

## **2.6 Dispute Resolution**

- 2.6.1 The parties to a dispute shall endeavour to resolve any dispute between themselves within fourteen (14) days of notification of the dispute. A dispute may be:
- (a) between Members and/or Delegates; or
  - (b) between one or more Members and/or Delegates and the Association.
- 2.6.2 If the parties to the dispute are unable to resolve the dispute between themselves within fourteen (14) days, one or more of the parties may commence the grievance procedure by giving written notice to the Secretary advising details of:
- (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- 2.6.3 Within thirty (30) days of the Secretary receiving such notice, a Committee meeting must be convened to consider and determine the dispute.
- 2.6.4 The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held. This notice shall advise:
- (a) the date, time and location of the Committee meeting; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given an opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- 2.6.5 If the dispute is between one or more Member societies, clubs or bodies, Delegates and the Association, and a party to the dispute gives written notice to the Secretary stating that the party:
- (a) does not agree to the dispute being determined by the Committee; and
  - (b) requests the appointment of a mediator under sub-rule 2.7.3,
- the Committee must not determine the dispute.
- 2.6.6. At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
- (a) give each party to the dispute, or the party's representative, an opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute;
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 2.6.7 If the dispute is determined by the Committee, each party to the dispute shall be given written notice of the Committee's determination, and the

reasons for such determination within seven (7) days of the Committee meeting at which the determination is made.

## **2.7 Mediation**

- 2.7.1 A party to a dispute may, within fourteen (14) days after receiving notice of the Committee's determination under sub-rule 2.6.7, give written notice to the Secretary requesting the appointment of a mediator under sub-rule 2.7.3.
- 2.7.2 If written notice has been given to the Secretary requesting the appointment of a mediator, each party to the dispute is a party to the mediation.
- 2.7.3 A mediator must be a person chosen by the parties to the dispute when:
- (a) the appointment of a mediator was requested by a Member or Delegate in accordance with sub-rule 2.6.5 (b), by agreement between the Member and/or Delegate and the Committee; or
  - (b) the appointment of a mediator was requested by a party to a dispute under sub-rules 2.6.5 or 2.7.1 by agreement between the parties to the dispute.
- 2.7.4 If agreement cannot be reached for the purposes of sub-rules 2.7.3 (a) or 2.7.3 (b), then, subject to sub-rules 2.7.5 and 2.7.6 the Committee must appoint the mediator.
- 2.7.5 A person appointed as mediator by the Committee should be a person with experience in mediating disputes in non-commercial or not-for-profit bodies when the appointment of a mediator was requested by:
- (a) a member under rule 2.6.5; or
  - (b) a party to a dispute under sub-rule 2.6.5; or
  - (c) a party to a dispute under sub-rule 2.7.1 and the dispute is between one or more Members and/or Delegates and the Association.
- 2.7.6 The person appointed as mediator by the Committee may be a personal or former personal member of a Member, but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.
- 2.7.7 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 2.7.8 No less than five (5) days prior to the mediation process taking place, each party to the mediation must give the mediator a written statement of the issues to be considered at the mediation.
- 2.7.9 In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard; and

- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that procedural fairness is given to all parties to the mediation throughout the mediation process.
- 2.7.10 The mediator cannot determine the matter that is the subject of the mediation. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to a matter that is the subject of mediation.
- 2.7.11 Costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 2.7.12 In the event that mediation results in the decision to suspend or expel being revoked when:
  - (a) mediation takes place because a Delegate or Member whose membership is suspended or who is expelled from the Association gives notice under rule 2.6.5; and
  - (b) as the result of the mediation, the decision to suspend the Delegate or Member's membership or expel the Delegate or Member is revoked,that revocation does not affect the validity of any decision made at a Committee or any other meeting during the period of suspension or expulsion.
- 2.7.13 If the dispute is unable to be resolved through the mediation process, the parties may make application to the State Administrative Tribunal pursuant to Section 182(1) of the Act.

## **2.8 Application Fee and Annual Subscription**

- 2.8.1 No application fee applies.
- 2.8.2 On the recommendation of the Committee, Delegates shall determine the membership fee applicable from time-to-time at a general or annual general meeting.

## **2.9 Correspondence to Members**

- 2.9.1 All correspondence is to be sent to the address shown in the Membership Register, and shall be addressed to the Member Secretary.
- 2.9.2 Where members provide an electronic mailing address, correspondence will be sent to this address unless the member advises otherwise.

### **3 MANAGEMENT COMMITTEE**

#### **3.1 Committee Structure and Powers**

- 3.1.1 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of Orchids WA.
- 3.1.2 The Committee must take all reasonable steps to ensure that Orchids WA complies with the Act, these rules and the by-laws in force from time-to-time.
- 3.1.3 The Committee consists of the following office holders:
- (a) Chairman;
  - (b) Secretary;
  - (c) Assistant Secretary;
  - (d) Treasurer;
  - (e) Events Manager.
- 3.1.4 The office holder positions of Secretary and Treasurer may be combined and undertaken by one person.

#### **3.2 Eligibility for Election to Committee**

- 3.2.1 To be eligible for election to the Committee, the person must be:
- (a) a person who has reached 18 years of age; and
  - (b) an ordinary or life member of a Member society, club or body.
- 3.2.2 Under section 39 of the Act, the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:
- (a) a person who is, according to the *Interpretation Act 1984*, section 13D, a bankrupt or person whose affairs are under insolvency laws; or
  - (b) a person who has been convicted, within or outside the State of Western Australia, of-
    - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
    - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - (iii) an offence under Part 4, Division 3 or Section 127 of the Act

Section 39 applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

### **3.3 Election of Committee**

- 3.3.1 A person becomes a Committee member when that person:
- (a) is elected to the Committee at an Annual General Meeting; or
  - (b) is appointed to the Committee by the Committee to fill a casual vacancy under sub-rule 3.7.1.
- 3.3.2. No less than thirty (30) days prior to the Annual General Meeting, the Secretary will:
- (a) issue notice to Members and their Delegates advising of Committee vacancies for the forthcoming year, and calling for nominations for election to the Committee;
  - (b) stating the date by which nominations must be received by the Secretary to comply with sub-rule 3.3.3.
- 3.3.3 An eligible person who wishes to be considered for election to the Committee at the Annual General Meeting may nominate by sending written or electronic notice of the nomination to the Secretary at least fourteen (14) days before the Annual General Meeting.
- 3.3.4 A person may nominate for one or more office holder positions.
- 3.3.5 A person whose nomination does not comply with these rules is not eligible for election to the Committee unless the member is nominated under sub-rule 3.3.7.
- 3.3.6 Officers shall be elected for a term of 2 (two) years, and may, on expiry of this term, offer themselves for re-election.
- 3.3.7 If there is no nomination for a position, the returning officer/chairperson of the meeting may call for nominations from the Delegates present at the meeting. A Delegate intending to accept nomination for the office holder positions of Chairman, Secretary or Treasurer must resign their delegation before accepting nomination.
- 3.3.8 If only one person has nominated for a position, the returning officer/chairperson of the meeting will declare the person elected to the position.
- 3.3.9 If more than one person has nominated for a position, the Delegates must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position. A person who has nominated for the position may vote for themselves.

### **3.4 Term of Office**

- 3.4.1 The term of office of a Committee member begins when the person:
- (a) is elected at an annual general meeting or under sub-rule 3.3.8 or 3.3.9; or

- (b) is appointed to fill a casual vacancy under rule 3.7.
- 3.4.2 Subject to rule 3.6, a Committee member holds office until the positions on the Committee are declared vacant at an annual general meeting.
- 3.4.3 A Committee member may be re-elected.
- 3.4.4 For continuity of administration following endorsement and registration of these rules, the officer holders of the positions of Chairman and Events Manager are to be filled for a period of one (1) year, and the positions of Secretary, Treasurer and Assistant Secretary for two (2) years.
- 3.4.5 In subsequent periods, the office holder positions of Chairman and Events Manager, and the Secretary, Treasurer and Assistant Secretary are eligible for election for a term of two (2) years.

### **3.5 Resignation and Removal from Office**

- 3.5.1 A Committee member may resign from the Committee by written, verbal or electronic notice given to the Secretary or, if the resigning member is the Secretary, given to the Chairman.
- 3.5.2 The resignation takes effect:
  - (a) when the notice is received by the Secretary or Chairman; or
  - (b) if a later time is stated in the notice, at the later time.
- 3.5.3 At a general meeting, the Association may by resolution:
  - (a) remove a Committee member from office; and
  - (b) elect a person who is eligible under rule 3.2 to fill the vacant position.
- 3.5.4 A Committee member who is the subject of a proposed resolution under sub-rule 3.5.3 (a) may make written representations to the Chairman or Secretary and may ask that those representations be provided to the Delegates.
- 3.5.5 The Chairman or Secretary may give a copy of the representations to each Delegate or, if they are not so given, the Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### **3.6 Cessation of Management Committee membership**

- 3.6.1 A person ceases to be a Committee member if the person:
  - (a) dies or otherwise ceases to be a member; or
  - (b) resigns from the Committee or is removed from office under sub-rule 3.5.3 (a); or
  - (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
  - (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or

- (e) fails to attend three (3) consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that they will be unable to attend.

### **3.7 Filling Casual Vacancies**

- 3.7.1 The Committee may co-opt a person who is eligible under rule 3.2 to fill a position on the Committee that:
  - (a) has become vacant under sub-rule 3.6.1; or
  - (b) was not filled by election at the most recent annual general meeting.
- 3.7.2 If the positions of either Secretary or Treasurer become vacant, the Committee must promptly co-opt a person who is eligible under rule 3.2 to fill the position.
- 3.7.3 Subject to the requirement for a quorum under rule 3.14, the Committee may continue to act despite any vacancy in its membership.
- 3.7.4 If there are fewer Committee members than required for a quorum under rule 3.14, the Committee may act only for the purpose of:
  - (a) co-opting Committee members under this rule; or
  - (b) convening a general meeting.

### **3.8 Validity of acts**

The acts of the Committee or subcommittee, or of a Committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member or member of a subcommittee.

### **3.9 Payments to Committee members**

- 3.9.1 In this rule, Committee member includes a member of a subcommittee; and Committee meeting includes a meeting of a subcommittee.
- 3.9.2 A Committee member is entitled to be reimbursed for any approved expenditure properly incurred on the Association's behalf and authorised by Members and/or their Delegates.

### **3.10 Management Committee meetings**

- 3.10.1 The Committee must meet not less than four (4) times in each year on the dates and at the times and places determined by the Committee.
- 3.10.2 The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the Annual General Meeting at which the Committee is elected.
- 3.10.3 Special Committee meetings may be convened by the Chairman or any two (2) Committee members.

### **3.11 Managing Conflict of Interest**

- 3.11.1 A Committee or sub-committee member shall declare their interest in any financial, contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. The declaration is to be recorded in the minutes of the meeting.
- 3.11.2 A Committee member or sub-committee member, co-opted in accordance with rule 3.7 shall similarly declare their interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. The declaration is to be recorded in the minutes of the meeting.
- 3.11.3 In the event of any uncertainty as to whether it is necessary for a Committee or sub-committee member to absent themselves from discussion or refrain from voting, the issue should be immediately determined by vote of the Committee.
- 3.11.4 If the uncertainty is not able to be resolved by a vote, the matter shall be adjourned or deferred.

### **3.12 Notice of committee meetings**

- 3.12.1 Notice of each Committee meeting must be given to each Committee member no less than seven (7) days before the time of the meeting.
- 3.12.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 3.12.3 Unless sub-rule 3.12.4 applies, the only business that may be conducted at the meeting is the business described in the notice.
- 3.12.4 General business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

### **3.13. Procedure and order of business**

- 3.13.1 The Chairman or, in their absence, the Secretary must preside as chairperson of each Committee meeting.
- 3.13.2 If the Chairman and Secretary are absent or are unwilling to act as chairperson of a meeting, the Committee members present at the meeting must choose a Committee member to act as chairperson of the meeting.
- 3.13.3 The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.

- 3.13.4 The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- 3.13.5 A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- 3.13.6 A person invited under sub-rule 3.13.5 to attend a committee meeting:
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

### **3.14 Committee meeting quorum**

- 3.14.1 Subject to sub-rule 3.7.4, no business is to be conducted at a Committee meeting unless a quorum is present. The quorum for Committee meetings is three (3) elected members.
- 3.14.2 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
  - (a) in the case of a special meeting, the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to an agreed time and date.
- 3.14.3 If:
  - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under sub-rule 3.14.2 (b); and
  - (b) at least two (2) Committee members are present at the meeting,those members present are taken to constitute a quorum.

### **3.15 Voting at Committee meetings**

- 3.15.1 Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- 3.15.2 A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- 3.15.3 If the votes are divided equally on a question, the chairperson of the meeting has a casting vote.
- 3.15.4 A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- 3.15.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

### **3.16 Minutes of Management Committee meetings**

- 3.16.1 The Secretary, Assistant Secretary or another member agreed by the Committee must ensure that minutes are taken and kept of each Committee meeting.
- 3.16.2 The minutes must record the following —
- (a) the names of the Committee members present at the meeting;
  - (b) the name of any person attending the meeting under sub-rule 3.13.5;
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- 3.16.3 The minutes of a Committee meeting electronically circulated to each member must be placed in the Association's minutes file within thirty (30) days after the meeting is held.
- 3.16.4 When the minutes of a Committee meeting have been accepted by members and retained in the minute file they are, until the contrary is proven, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

### **3.17 Subcommittees and subsidiary offices**

- 3.17.1 To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following:
- (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- 3.17.2 A subcommittee may consist of people that the Committee considers appropriate, whether or not those persons are personal members of Member societies, clubs or bodies.
- 3.17.3 A person may be appointed to a subsidiary office whether or not the person is a personal member of a Member society, club or body.
- 3.17.4 Subject to any directions given by the Committee:
- (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### **3.18 Delegation to subcommittees and holders of subsidiary offices**

- 3.18.1 In this rule, non-delegable duty means a duty imposed on the Committee by the Act or any other law of the state.
- 3.18.2 The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than:
- (a) the power to delegate; and
  - (b) a non-delegable duty.
- 3.18.3 A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- 3.18.4 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies.
- 3.18.5 The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- 3.18.6 Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- 3.18.7 The Committee may, verbally, in writing or electronically, amend or revoke the delegation.

### **3.19 Management Committee Responsibilities**

- 3.19.1 The Chairman is the chief executive officer of Orchids WA. The responsibilities of this position include:
- (a) Convening and presiding at general and other meetings provided for in these rules; and
  - (b) Consulting with other members of the Committee, Member societies, clubs and bodies and their Delegates regarding the business to be conducted at each meeting.
- 3.19.2 The Secretary of Orchids WA is responsible for:
- (a) attending to the Association's correspondence;
  - (b) consulting with the Chairman regarding the business to be conducted at each meeting;
  - (c) preparing the notices required for meetings and agendas for the business to be conducted at meetings;
  - (d) maintaining the register of Members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;

- (e) maintaining a current copy of these rules, as required under section 35(1) of the Act;
  - (f) maintaining a record of Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
  - (g) ensuring the safe custody of the books of Orchids WA other than the financial records, financial statements and financial reports, as applicable to the Society;
  - (h) maintaining full and accurate minutes of Committee meetings and general meetings;
  - (i) maintaining a full and accurate record of the Association's assets; and
  - (j) carrying out any other duty given to the Secretary under these rules or by the Committee.
- 3.19.3 The Assistant Secretary of Orchids WA is responsible for;
- (a) assisting the Secretary in discharging their secretarial duties;
  - (b) understudying the Secretary to become familiar with the role and responsibilities; and
  - (c) assisting other members of the Committee as required from time-to-time.
- 3.19.4 The Treasurer of Orchids WA is responsible for:
- (a) collecting and properly accounting for all monies due and payable to the Association;
  - (b) ensuring that all payments due and payable by the Association are properly authorised and paid in accordance with payment terms;
  - (d) ensuring compliance by the Association with Part 5 of the Act;
  - (e) preparing the Association's financial statements in accordance with the requirement for Tier 1 associations, and submission of the statements to the Association's Annual General Meeting;
  - (f) safe custody of the Association's financial records;
  - (g) assisting the reviewer appointed to conduct the review of the Association's financial statements under Part 5 Division 5 of the Act; and
  - (h) performing any other responsibilities under these rules or as directed by the Committee.
- 3.19.5 The Events Manager of Orchids WA is responsible for:
- (a) in conjunction with the Chairman, Secretary, Delegates and Members, planning, negotiating and promoting major orchid events undertaken by Orchids WA;
  - (b) promoting, negotiating and realising commercial sponsorship and financial support for events;

- (c) establishing and chairing committees and sub-committees created to conduct such events; and
- (d) providing advice to Orchids WA on the feasibility and financial implications of any commitment to proposed major orchid events.

## **4 ASSOCIATION MEETINGS**

### **4.1 Annual General Meeting**

- 4.1.1 Orchids WA shall in each calendar year convene an Annual General Meeting.
- 4.1.2 The Annual General Meeting shall be held on such day as Orchids WA determines, and is specified in the notice to Member societies, clubs and bodies and their Delegates.
- 4.1.3 Members and their Delegates will be provided with thirty (30) days' notice of the Annual General Meeting including minutes of the previous Annual General Meeting, the agenda, the financial and other reports to be considered and notice of any business to be addressed. Copies of any written submissions received will be included with the draft agenda.
- 4.1.4 The ordinary business of the Annual General Meeting shall be:
  - (a) confirm the minutes of the previous Annual General Meeting;
  - (b) receive the Chairperson's report on Orchids WA activities for the past year;
  - (c) receive and confirm the audited annual financial statements;
  - (d) elect office holders in accordance with rule 3.3;
  - (e) elect the Australian Orchid Council and Board of Management representative;
  - (f) elect, if applicable, a Conservation Officer; and
  - (g) general business.
- 4.1.5 The quorum for an Annual General Meeting is five (5) Delegates, the Chairman and Secretary.

### **4.2 General Meeting**

- 4.2.1 Not less than four (4) general meetings will be held each year at dates and venues, as agreed from time to time by Members and their Delegates.
- 4.2.2 Delegates meet to discuss the advancement and promotion orchid culture and growing within Western Australia.
- 4.2.3 Members and their Delegates will be provided with thirty (30) days' notice of general meetings including minutes of the previous meeting, draft agenda for the next meeting, financial and other reports and papers for discussion. Copies of any written submissions received will be included with the draft agenda.

- 4.2.4 Members wishing to submit items for the agenda for a meeting should communicate with the Secretary of Orchids WA not less than fourteen (14) days prior to the meeting. Where business items are of a complex nature, the Member should consider making submissions in writing. Other matters raised by Member's Delegates will be discussed in general business.
- 4.2.5 No item of business shall be transacted at a general meeting unless a quorum of Delegates entitled to vote are present prior to the meeting commencing.
- 4.2.6 The quorum for a General Meeting shall be the Chairman, Secretary and five (5) Delegates.
- 4.2.7 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting can proceed, however any decision to be made must be referred back to the Members and their Delegates for discussion at a later date. If required, the General Meeting can be postponed, deferred or cancelled.

### **4.3 Special General Meeting**

- 4.3.1 A Special General Meeting of Orchids WA may be called by:
- (a) the Chairman; or
  - (b) by any four (4) Members or their Delegates that request, in writing to the Chairman or Secretary, such a meeting: and
  - (c) notices are to be issued to Members and their Delegates within thirty (30) days of receipt of such notification.
- 4.3.2 Notice of any Special General Meeting shall be given to Members and their Delegates at least thirty (30) days prior to the date of the proposed Special General Meeting. The notice shall state the purpose of the Meeting, and the business to be conducted.
- 4.3.3 No item of business shall be conducted at a Special General meeting unless a quorum of Delegates entitled to vote are present prior to the meeting commencing.
- 4.3.4 The quorum for a Special General Meeting shall be the Chairman, Secretary and five (5) Delegates.

## **5 AUSTRALIAN ORCHID COUNCIL (INC.)**

### **5.1 Western Australian Representative**

- 5.1.1 The Australian Orchid Council (Inc.) constitution provides for a representative from each State to be elected by the orchid societies, clubs or bodies that are the members of the umbrella orchid organisation in that State to represent the interests of those members.

- 5.1.2 The WA representative to both the AOC and the AOC Board of Management shall be elected at the Annual General Meeting.
- 5.1.3 To be eligible for election, the person must be a current personal member of a Member society, club or body.
- 5.1.4 The person elected as AOC representative is an observer only with no voting rights unless the person is also a Member Delegate.

## **6 FINANCIAL ARRANGEMENTS**

### **6.1 Source of funds**

- 6.1.1 The funds of the Association may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee and Delegates.

### **6.2 Financial Year**

The Association's financial year shall commence 1 July each year and conclude on 30 June in the following year.

### **6.3 Control of funds**

- 6.3.1 The Association must open an account in the name of the Association with a financial institution determined by Members from which all expenditure is made and into which all funds received are deposited.
- 6.3.2 Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of Orchids WA.
- 6.3.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 6.3.4 All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and electronic transfers of the Association must be signed by:
  - (a) two (2) Committee members; or
  - (b) one (1) Committee member and another person authorised by the Committee.
- 6.3.5 No appointed signatory shall authorise any expenditure payable to them self.
- 6.3.6 All funds of the Association must be deposited into the Association's account within fourteen (14) working days of receipt.

## **6.4 Financial statements and financial reports**

- 6.4.1 For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements and/or financial reports of the Association are met.
- 6.4.2 Without limiting sub-rule 6.4.1, these requirements include:
- (a) if the Society is a tier 1 Society, the preparation of the financial statements; and
  - (b) the review of the financial statements or financial reports, as applicable; and
  - (c) the presentation to the Annual General Meeting of the financial statements or financial reports, as applicable; and
  - (d) if required, presentation to the Annual General Meeting of the copy of the report of the review on the financial statements or financial report.

## **7 ALTERATIONS TO RULES**

- 7.1 If the Association wishes to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- 7.2 Notice of such addition, alteration or amendment shall be given in writing to each Member and their Delegate not less than sixty (60) clear days prior to the date upon which the meeting is to be held.
- 7.3 No addition, alteration or amendment to the Rules shall be made unless carried by a three quarters (75%) majority of Delegates present and entitled to vote at a General or Annual or Special General Meeting of the Association

## **8 GENERAL MATTERS**

### **8.1 By-laws**

- 8.1.1 The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- 8.1.2 By-laws may:
- (a) impose restrictions on the Committee's powers, including the power to dispose of the Association's assets; and
  - (b) impose requirements relating to the financial reporting and financial accountability of the Association and the reviewing of the Association's accounts; and
  - (c) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws

- 8.1.3 A by-law that it is inconsistent with the Act, the regulations or these rules has no effect.
- 8.1.4 Without limiting sub-rule 8.1.3, a by-law made for the purposes of sub-rule 8.1.2(b) may only impose requirements on the Society that are additional to, and do not restrict the requirements imposed by Part 5 of the Act.
- 8.1.5 At the request of a Member or their Delegate, the Association must make a copy of the by-laws available for inspection by the Member and their Delegate.

## **8.2 Notices to Members**

- 8.2.1 In this rule, recorded means recorded in the register of Members.
- 8.2.2 A notice or other document that is to be given to a Member and/or Member's Delegate under these rules is taken not to have been given unless it is in writing and:
- (a) delivered by hand to the recorded address of the Member and/or Member's Delegate; or
  - (b) sent by prepaid post to the recorded postal address of the Member; and/or Member's Delegate or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member and/or Member's Delegate.

## **8.3 Circular Resolutions**

Orchids WA as the umbrella body for Western Australian orchid societies, clubs and bodies, and some of its Members are based in regional centres distant from Perth. For efficiency, it is necessary from time-to-time to seek Member's approval for matters that would otherwise be put to Delegates at the quarterly general meeting of the association in accordance with rule 4.2.

- 8.3.1 Matters which may be the subject of circular resolutions include:
- (a) administrative matters that arise from time-to-time and need to be addressed between quarterly meetings, but are not of such significance that an extraordinary meeting should be scheduled to deal with them; or
  - (b) matters on which a further decision is required that are subsidiary to, consistent with decisions already made, or concern matters already known to Delegates and/or Members; or
  - (c) matters that are unforeseen and arise that require the attention of the Association and its Members.

8.3.2 Circular Resolutions in accordance with sub-rule 8.3.1 shall be sent to Members and Delegates in accordance with sub-rule 8.2.1.

Members are required to respond to the Secretary within the time stated in the Resolution, stating the Member's position on the matter or matters set out in the Resolution.

8.3.3 Orchids WA is a volunteer based organisation comprising community members from across Western Australia. It is acknowledged that not all Members will have access to scanning equipment to scan a signed Circular Resolution form. Therefore, if the Delegate or Member Secretary does not have access to such equipment, the e-mail reply from the address recorded for that Delegate/Member Secretary must include the full text of the e-mailed Circular Resolution, and state that the Delegate/Member Secretary has seen, read and understands the purpose of the Circular Resolution to which they are responding.

#### **8.4 Custody of books and securities**

8.4.1 Subject to sub-rule 8.4.2, the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

8.4.2 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.

8.4.3 Sub-rules 8.3.1 and 8.4.2 have effect except as otherwise decided by the Committee.

8.4.4 The books of the Association must be retained for at least seven (7) years.

#### **8.5 Record of office holders**

The record of Committee members and other persons authorised to act on behalf of the Society that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

#### **8.6 Inspection of records and documents**

8.6.1 Sub-rule 8.6.2 applies to a Member or Delegate who wants to inspect:

- (a) the register of Members under section 54(1) of the Act; or
- (b) the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Association, under section 58(2) of the Act; or
- (c) any other record or document of the Association.

8.6.2 The Member or Delegate must contact the Secretary to make the necessary arrangements for the inspection.

- 8.6.3 The inspection must be free of charge.
- 8.6.4 If the Member or Delegate wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting being available for inspection.
- 8.6.5 The Member or Delegate may make a copy of or take an extract from a record or document referred to in sub-rule 8.6.1(c) but does not have a right to remove the record or document for that purpose.

## **8.7 Committee members to be indemnified**

- 8.7.1 Every Committee member, office holder or agent of Orchids WA shall be indemnified out of the property or assets of Orchids WA against any liability incurred by them in their capacity as Committee member, office holder or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the court.
- 8.7.2 Orchids WA shall indemnify its Committee members, office holders or agents against all damages and costs (including legal costs) for which any such Committee member, office holder or agent may be or become liable to any third party in consequence of any act or omission except wilful misconduct.

## **8.8 Dissolution**

- 8.8.1 In the event that Orchids WA is to be dissolved, seventy five percent (75%) of all financial Members at a Special General Meeting, called for the purpose of dissolving Orchids WA, must be in favour of dissolution.
- 8.8.2 If upon winding up or dissolution of Orchids WA (other than for the purposes of reconstruction or amalgamation) there remains after satisfaction of all its debts and liabilities any assets or property, the same shall be distributed amongst the Member societies, clubs and bodies on a basis determined by the Delegates in accordance with the requirements of sub-rule 8.9.2.

## **8.9 Distribution of surplus property on cancellation of incorporation or winding up**

- 8.9.1 In this rule, surplus property, in relation to the Association, means property remaining after satisfaction of:
- (a) the debts and liabilities of the Association; and

(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association;  
but does not include books relating to the management of the Association.

8.9.2 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to section 24(1) of the Act.