

## **Orchids Western Australia Inc.**

### **Constitution**

#### **1 NAME**

The name of the organization is "Orchids Western Australia Inc."

#### **2 INTERPRETATION**

In this constitution, unless the contrary intention appears:-

'ORCHIDS WA' means Orchids Western Australia Inc. in accordance with Australian Orchid Council Constitution when referring to Area Representative Organizations.

'Members' means Orchid Societies and Clubs, properly constituted and incorporated in Western Australia, a member of the Australian Orchid Council who is a member of this Orchids WA

'Club Delegate' means an authorized representative of a member Society or Club.

'Host Society' means the Member Society/Club or combination of Societies or Clubs chairing the meeting.

'Financial year' means the year ending the last day of February.

'General Meeting' means a general meeting of members convened in accordance with Rule 12.

'The Regulations' means regulations under the Associations Incorporation Act 1987.

'A.O.C. means The Australian Orchid Council'

#### **3 OBJECTS OF THE ORGANIZATION**

The objects of the Organization shall be: -

- 3.1 To advance and promote the culture of orchids for the promotion and development of the horticultural resources of Australia.
- 3.2 To formulate, carry out and encourage schemes for the betterment of orchid culture.
- 3.3 To receive and disseminate information relating to orchid culture.
- 3.4 To encourage the cordial exchange of information and ideas amongst State Societies and Clubs affiliated with the Australian Orchid Council.
- 3.5 To act when requested to do so on behalf of the ORCHIDS WA and for anyone or more of the members in connection with any matter pertaining to orchids.
- 3.6 Generally where possible to promote the interests of orchid growers, the Western Australian Orchid Societies and Clubs and the Australian Orchid Council Inc.
- 3.7 To promote and support the Australian Orchid Foundation.

- 3.8 The property & income of the organization shall be applied solely towards the promotion of the objects or purposes of the organization & no part of that property or income may be paid or otherwise distributed directly or indirectly, to members of the organization, except in good faith in the promotion of those objects or purposes after prior approval having been given at a meeting of members.
- 3.9 As directed by A.O.C. to operate and administer the Area Representative Organization for the State of Western Australia

#### **4 MEMBERSHIP**

- 4.1 Membership of Orchids WA is open to all properly constituted Orchid Societies and Clubs incorporated under the Associations Incorporation Act 1987 of Western Australia and a member of the AOC.
- 4.2 A nomination of a Society or Club for membership of ORCHIDS WA:  
(a) shall be made in writing and  
(b) shall be lodged with the Secretary of ORCHIDS WA.
- 4.3 As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to ORCHIDS WA.
- 4.4 Upon a nomination being referred to ORCHIDS WA, ORCHIDS WA shall determine whether to approve or reject the nomination.
- 4.5 Upon a nomination being approved by ORCHIDS WA, the Secretary shall, with as little delay as possible notify the nominee in writing that it is approved for membership of ORCHIDS WA and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- 4.6 The secretary shall, upon payment of the amounts referred to in sub-clause 4.5 within the period referred to in that sub-clause, enter the nominee's name in the register of members and upon the name being so entered the nominee becomes a member of ORCHIDS WA.

#### **5. COMMITTEE OF MANAGEMENT**

- 5.1 The affairs of the Organization shall be managed exclusively by a Committee of Management consisting of:-  
(a) a Chairperson  
(b) a Secretary  
(c) a Treasurer  
(d) not less than four Club Delegates
- 5.2 The Club Delegate shall remain as a Committee member whilst they are appointed Delegate of a Member Society/Club.
- 5.3 The Committee shall meet for the dispatch of business not less than 4 times in a calendar year and the Chairperson may at any time convene a meeting of the Committee.
- 5.4 The grounds on which, or reasons for which, the office of a member of the committee shall become vacant; the filling of casual vacancies occurring on the committee; and the quorum and procedure at those meetings are the same as those

expressed for a General Meeting stated elsewhere in this Constitution.

## **6 DELEGATES TO MEETINGS**

- 6.1 Each financial Society or Club entered in the Register of Members under sub-clause 4. (6) shall be entitled to one (1) vote at General Meetings. Such vote shall be cast by a Club Delegate appointed by each member in writing and received by the Secretary at least 24 hours before the General Meeting.
- 6.2 Each Club Delegate so appointed will remain as that Member's Delegate until cancelled in writing and the new appointment advised to the Secretary at least 24 hours before the next General Meeting.
- 6.3 Each Society or Club shall be entitled to have one Observer, however, the Observer has no voting rights
- 6.4 No Club Delegate or Observer can represent two Societies or Clubs nor act as a proxy for another member
- 6.5 The Regional Judging Panel of Western Australia may have one of its members present at ORCHIDS WA meetings. That representative may speak on any item but does not have any voting right.
- 6.6 A right, privilege, or obligation of a Society or Club by reason of its ORCHIDS WA membership is not capable of being transferred or transmitted to another Society; and terminates upon the cessation of its membership whether by resignation or otherwise.
- 6.7 In accordance with Australian Orchid Council By Laws an Australian Orchid Council Foundation or Group member which chooses not to join ORCHIDS WA can, whilst the Society may pay its subscription to the Australian Orchid Council, retain its membership of the Australian Orchid Council. The Society or Club can submit items for the Agenda of the Australian Orchid Council Board of Management, can submit items for the Agenda of ORCHIDS WA, can elect a Delegate to attend meetings of ORCHIDS WA and through its Delegate can take part in debate of motion at ORCHIDS WA in respect of Australian Orchid Council business but until it pays its dues to ORCHIDS WA that Delegate cannot vote on items before ORCHIDS WA on AOC matters.
- 6.8 Furthermore until that Society or Club pays its dues to ORCHIDS WA, members of that Society cannot access the Australian Orchid Council Regional Judging Panel of Western Australia unless they are either:
  - (a) Personal members of the Australian Orchid Council.
  - (b) Members of another Foundation/Group that has paid its dues to ORCHIDS WA.
  - (c) Arrangements are made by the Club with the Area Representative Organisation and/or the Regional Judging Panel in respect of the payment of judging fees etc.

## **7. PERSONAL MEMBERS OF AUSTRALIAN ORCHID COUNCIL**

- 7.1 Personal members of the Australian Orchid Council shall express their vote in Australian Orchid Affairs through ORCHIDS WA. This shall be achieved in such a manner to maintain a position of Foundation and Group members within the state. Personal members may submit items for discussion by ORCHIDS WA at Australian

- Orchid Council meetings.
- 7.2 Personal members shall nominate to the Australian Orchid Council., the Foundation or Group member through which their rights or privileges will be expressed. Personal members shall nominate only one Foundation or Group member for this purpose. But this nomination may be reviewed annually in December of each year on the initiative of the personal member.
- 7.3 Personal members of the Australian Orchid Council may with prior leave of the chair, attend the meetings of ORCHIDS WA and speak on their submitted item, or to other Australian Orchid Council Agenda items.
- 7.4 Personal members of the Australian Orchid Council shall have only their names recorded as the Privacy Act requires. Personal members, who have nominated a Foundation or Group member to act on their behalf, shall have their names only provided to ORCHIDS WA Secretary by the Australian Orchid Council.

## **8. REGISTER OF MEMBERS**

- 8.1 The Secretary shall keep and maintain a register of members in which shall be entered the full name and address of the Society or Club. The secretary shall also maintain a record of all business transactions by the organization. All records & documents of the organization must be available upon request by members at the address of the ORCHIDS WA Secretary, provided such request complies with any current Privacy Act .
- 8.2 The Secretary shall keep and maintain a register of Delegates and Observers as outlined clause 5, (1) (2) (3) in which shall be entered the name and address of the Societies or Clubs Delegates and Observers names and the date of appointment or cancellation.

## **9. RESIGNATION AND SUSPENSION OF MEMBER/DELEGATE**

- 9.1 A member of ORCHIDS WA who advises in writing of the Society's or Club's resignation from ORCHIDS WA to the Secretary, cease on that delivery to be a member.
- 9.2 A Society or Club, which ceases to be a member remains liable to pay ORCHIDS WA the amount of any subscription due and payable by that Society to ORCHIDS WA, which remain unpaid at the date of cessation.
- 9.3 Subject to these rules, ORCHIDS WA may by resolution suspend a Delegate, from a meeting of ORCHIDS WA for a specified period if ORCHIDS WA is of the opinion that the Delegate:-  
(a) has refused or neglected to comply with these rules; or  
(b) has been guilty of conduct detrimental to the interests of ORCHIDS WA
- 9.4 A resolution of ORCHIDS WA under sub-clause 8:  
(a) does not take effect unless ORCHIDS WA, at a meeting held not earlier than 14 and not later than 28 days after the service on the member or Delegate, of a notice under sub-clause 8, confirms the resolution in accordance with this clause.  
and  
(b) where the member or Delegate exercises a right of appeal to ORCHIDS WA under clause 8 does not take effect unless ORCHIDS WA confirms the resolution in accordance with this clause.

- 9.5 Where ORCHIDS WA passes a resolution under sub-clause 8, the Secretary shall, as soon as practicable, issue to the Delegate a notice in writing:-
- (a) setting out the resolution of ORCHIDS WA and the grounds on which it is based.
  - (b) stating that the Delegate may address ORCHIDS WA meeting to be held not earlier than 14 and not later than 60 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the Delegate that they may do one or more of the following :
    - (i) Attend the meeting
    - (ii) Give to ORCHIDS WA before the date of that meeting a written statement seeking the revocation of the resolution
    - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that they wish to appeal to ORCHIDS WA in a meeting against the resolution.
- 9.6 At a meeting of ORCHIDS WA held in accordance with sub-clause 8, ORCHIDS WA:-
- (a) shall give the Delegate an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the Delegate; and
  - (d) shall by resolution determine whether to confirm or to revoke the resolution.
- 9.7 Where the Secretary receives a notice under sub-clause 8 he shall notify the members of ORCHIDS WA which shall convene a Special General Meeting of ORCHIDS WA to be held within 60 days after the date on which the Secretary received the notice.
- 9.8 At the Special General Meeting of ORCHIDS WA convened under sub-clause 8
- (a) no business other than the question of the appeal shall be dealt with;
  - (b) the ORCHIDS WA member's delegates may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution;
  - (c) the suspended Delegate shall be given an opportunity to be heard, and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
  - (e) should the suspension relate to the Delegate, the Society's President may speak on behalf of the said person.
- 9.9 If at the Special General Meeting:-
- (a) two thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed, and
  - (b) in any other case, the resolution is revoked.
  - (c) the Society to which this relates does not have a vote on this matter as it would be seen to be not impartial.

## **10. APPLICATION FEE AND ANNUAL SUBSCRIPTION**

- 10.1 There shall be no application fee.
- 10.2 Members shall in March of each year pay an annual subscription fee as determined from time to time by ORCHIDS WA at a General Meeting. ,

## **11. CORRESPONDENCE (INCLUDING NOTICES)**

- 11.1 All correspondence served on or on behalf of ORCHIDS WA shall be forwarded to the address as shown in the Register of Members. The address for correspondence is the elected Secretary of each Society or Club.

- 11.2 Where Societies or Clubs have provided electronic mailing address, correspondence can be sent to this address, provided it is the Society's or Club's Secretary's contact mailing address.

## **12. ANNUAL GENERAL MEETING**

- 12.1 ORCHIDS WA shall in each calendar year convene an Annual General Meeting of its members.
- 12.2 The Annual General Meeting shall be held in March on such day as ORCHIDS WA determines.
- 12.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 12.4 The ordinary business of the Annual General Meeting shall be..
- (a) to confirm the minutes of the last preceding Annual General Meeting.
  - (b) to receive from the Chairperson reports upon the activities of ORCHIDS WA during the preceding financial year;
  - (c) to rotate the Host Society and/or Club on a two year basis,
  - (d) to receive and consider the audited financial statement for the last financial year.
  - (e) to elect the office bearers
  - (f) to elect the Australian Orchid Council Delegate and a Conservation Officer

## **13. SPECIAL GENERAL MEETING**

A Special Meeting of ORCHIDS WA may be called by

- (a) the Chairperson of ORCHIDS WA
- (b) by any four members of ORCHIDS WA who request, in writing to the Chairperson. such a meeting and notices are to be issued to members within 60 days of receipt of such notification.

Notice of any Special General Meeting shall be given to members at least 30 days prior to the date of the proposed Special General Meeting. The Notice shall state the purpose of the Meeting

## **14. GENERAL MEETINGS**

- 13.1 Four General Meetings will be held each year at times and venues, as agreed from time to time by the members, Gazetted Public Holidays within the state of Western Australia are to be excluded. The Secretary will convene the meeting regardless of the location.
- 13.2 The purpose of the General Meetings is for all member Societies or Clubs, having common goals, to discuss the advancement and promotion orchid culture and growing within Western Australia. Such items could include e.g.:- show date co-ordination, promotion of growers, items for the Australian Orchid Council and other related matters to the growing of orchids and horticulture in general.

## **15. NOTICE OF MEETING**

- 15.1 The Secretary shall give to all members not less than 60 days notice of a General Meeting. Minutes of the previous general meeting should be attached to the notice of next meeting. Business agenda for the General Meeting should be posted at least 30 days prior to the date of the General Meeting at which this agenda is to be considered.

- 15.2 All members wishing to submit items for the agenda for a meeting should tender a submission to the Secretary of ORCHIDS WA at least 40 days prior to the meeting, however if there are other items, which need to be discussed at the meeting under General Business, then the Delegate must table any submission, preferably in writing, at the meeting.

## **16. VOTING RIGHTS AT MEETINGS**

- 16.1 Upon any question arising at a general meeting of the Council a member has one vote only and in accordance with Australian Orchid Council By Laws clause stating:- Foundation, Group, Personal and Scientific Associate members of the Australian Orchid Council located within the State, shall have equal voice rights in deciding Australian Orchid Council affairs as outlined in clause 6 above.
- 16.2 All votes shall be given personally.
- 16.3 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a casting vote.

## **17. PROCEEDINGS AT MEETINGS**

- 17.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote is present prior to the meeting commencing.
- 17.2 A quorum shall consist of five members and the Chairperson which makes six in total.
- 17.3 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 for discussion at a later date. If need be a Special Meeting can be called.
- 17.4 The Chairperson shall preside at each general meeting of ORCHIDS WA .

## **18. ELECTION OF OFFICE BEARERS**

- 18.1 The Office Bearers of ORCHIDS WA shall be:-  
(a) The Chairperson.  
(b) Secretary  
(c) Treasurer
- 18.2 Officer Bearers must be financial members of a Host Society or Club. The Host Society/ies or Club/s is/are nominated on a rotational basis of all ORCHIDS WA members. The rotation is on a two year basis (as with the financial year) and that no member Society or Club shall be the Host Society or Club prior to the end of a minimum five year rotation.

## **19. ELECTION OF AUSTRALIAN ORCHID COUNCIL DELEGATE AND A CONSERVATION OFFICER**

- 19.1 In accordance with Australian Orchid Council Constitution the Delegate for the state of Western Australia shall be duly elected at the Annual General Meeting by and from the Foundation, Group, Personal and Scientific Associate members of the Australian Orchid Council located within the State

- 19.2 The Australian Orchid Council Delegate should endeavour to attend all ORCHIDS WA meetings and inform the members of Australian Orchid Council matters but is ineligible to be a member Society or Club Delegate of ORCHIDS WA or an Office Bearer of ORCHIDS WA whilst being the Australian Orchid Council Delegate.
- 19.3 The Australian Orchid Council Delegate is only an Observer on ORCHIDS WA Agenda items relating to the state of Western Australia and therefore has only speaking rights.
- 18.4 A Conservation Officer for Western Australia may be elected at the Annual General Meeting.

## **20. SECRETARY**

- 20.1 The Secretary of ORCHIDS WA shall keep minutes of the resolutions and proceedings of each meeting in books provided for that purpose together with a record of the names of persons present at each meeting.
- 20.2 The Secretary shall conduct the correspondence of ORCHIDS WA and shall keep copies of the same ensuring that copies of the minutes and notices are, as required, forwarded to the members in clause 14.

## **21. TREASURER**

- 21.1 The Treasurer shall:-
- (a) collect and receive all monies due to ORCHIDS WA and make all payments authorised by ORCHIDS WA, and
  - (b) keep correct accounts and books showing the financial affairs of ORCHIDS WA with full details of all receipts and expenditure connected with the activities of ORCHIDS WA.
  - (c) prepare a quarterly statement to be submitted to each member Society or Club along with the Minutes of the previous meeting.
- (21.2 The accounts presented at the Annual General Meeting shall be subject to audit. The Auditor shall be appointed at the Annual General Meeting. The auditor must not be a Delegate or Office Bearer of ORCHIDS WA.

## **22. FINANCES**

Accounts in the name of ORCHIDS WA shall be opened at a Financial Institution decided upon by a meeting of ORCHIDS WA and all monies received shall be deposited therein. The accounts shall be operated by the Chairperson, Secretary, Treasurer and the elected Host Society or Club Delegate, any two of whom are to be authorised signatories and to sign cheques.

## **23. ALTERATIONS TO CONSTITUTION**

No new rule, addition or amendment to the Constitution shall be made unless and until carried by a 75% majority of members present and entitled to vote at a General or Special General Meeting of the members of ORCHIDS WA and notice of such new rule, addition, alteration or amendment having been given in writing to each member of ORCHIDS WA not less than 60 clear days prior to the date upon which the meeting is to be held.

## **24. COMMON SEAL OF THE ORGANIZATION**



- 24.1 The Organization shall have a common seal on which its corporate name shall appear in legible characters.
- 24.2 The common seal of the Organization shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in clause 19.
- 24.3 The affixing of the common seal of the Organization shall be witnessed by any two of the Chairperson, Secretary, Treasurer and the elected Host Society or Club Delegate.
- 24.4 The common seal of the Organization shall be kept in the custody of the Secretary or such other person as the Committee from time to time decides.

## **25. INSPECTION OF RECORDS etc. of the ORGANIZATION**

A member may appoint in writing one of their members to inspect at any reasonable time and without charge the books, documents, records and securities of the Organization.

## **26. WINDING UP OR CANCELLATION**

- 26.1 In the event of ORCHIDS WA requiring dissolution, 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, before ORCHIDS WA can be dissolved.
- 26.2 If upon the dissolution of ORCHIDS WA there remain after the satisfaction of all debts and liabilities any property or assets whatsoever, the same shall be sold and the proceeds distributed equally among like Societies or Clubs incorporated under the Western Australian Incorporations Act 1987.

## **27. CUSTODY OF RECORDS**

Except as otherwise provided in this constitution, the Secretary shall keep in their custody or under their control, all books, documents and securities of ORCHIDS WA. These documents are to be kept for a term as determined by ORCHIDS WA.