

NATIVE ORCHID SOCIETY OF SOUTH AUSTRALIA INC. (NOSSA)

RULES OF ASSOCIATION

2007

1. NAME:

The name of the Society shall be **The Native Orchid Society of South Australia Incorporated**, hereinafter referred to as **The NOSSA**.

2. REPEAL

All the rules of The NOSSA that preceded these rules are repealed.

3. INTERPRETATION AND DEFINITIONS:

(a) General

- i. Definitions used within these rules that are provided by Section 3 of the **Associations Incorporation Act S.A. 1985** shall be the definitions to be applied in interpreting these rules.
- ii. Legal definitions and legal forms shall conform to the conventions of legislation in the State of South Australia as outlined in the **Acts Interpretation Act (SA) 1915** as amended.
- iii. "**The Act**" means the **Associations Incorporation Act 1985**.
- iv. "**The Regulations**" means the **Associations Incorporation Regulations 1985**.
- v. Definitions that are not provided within Section 3 of the **Associations Incorporation Act 1985** and Rule 2 of the Regulations shall be interpreted according to these rules to the extent that the definitions are consistent with the Act and Regulations.

(b) In these rules, unless the contrary intention appears: -

"**Australasian**" means **Australia, New Zealand, New Caledonia, New Hebrides, Fiji, Papua and New Guinea** including the **Bismarck Archipelago** and the **Solomon Islands**.

4. OBJECTS

The objects of The NOSSA are to promote and engage in activities for the promotion and furtherance of: -

- (a) the culture, propagation, conservation, knowledge and scientific study of the native orchids of Southern Australia and the Australasian region;
- (b) The preservation of orchids as a species and their preservation within their native habitat.

5. POWERS

The NOSSA shall have all the powers conferred by **Division 1V s. 25** of the Act. The NOSSA may enter into contracts for the maintenance and benefit of The NOSSA providing such contracts are pursuant to its objects and are in accordance with **Division V s. 26** of the Act.

6. MEMBERSHIP:

(1) The membership shall consist of:-

- Honorary Members.
- Life Members, by honour,
- Subscribing Members.

(2) **Designation of members**

- (a) **Honorary Members** shall be such persons as the Management Committee thinks fit to appoint upon the submission of names by members to the Secretary. The annual membership fee shall be waived and honorary members shall not be entitled to vote or hold executive office. Honorary membership shall be tenable for six months.
- (b) **Life Members by honour**

The Committee may recommend to an Annual General Meeting that a member whose conduct and service to The NOSSA has been of outstanding value be elected a life member, subject to ratification of subscribing members. Life membership will carry all the rights and obligations of ordinary membership except the payment of annual membership fees. The number of such members shall not exceed ten (10) members at any one time.

The Membership Register shall contain those members on whom Honorary membership and Life membership has been conferred.

- (c) **Subscribing members** shall consist of *Single* membership, *Family* membership, *Student* membership and *Junior* membership. A Student member shall hold a current Student ID card. Subscribing members shall retain all the rights and benefits of membership whilst they remain financial. Students less than 16 years of age shall be regarded as Junior members of The NOSSA

(3) The Membership Register

The NOSSA shall keep and maintain a Register of members. The Register may exist in electronic form provided a paper record of all membership data is kept. The Register shall specify for each member whether the membership is: -

- *single* or *family* membership
- *Honorary* member, *Life Member by honour* or *Subscribing* member (Single, Family, Student or Junior).

7. SUBSCRIPTION

The amount of the annual subscription shall be determined by the members at the Annual General Meeting, or Special General Meeting, on the recommendation of the Management Committee. The annual subscription shall be for the period of 12 months commencing on the 1st January. Subscriptions shall become due and payable on the 31st December in each year. The NOSSA Committee may waive the payment of subscriptions by certain members in recognition of their services to The NOSSA.

8. UNFINANCIAL MEMBER

Subject to Rule 6(2) (a) and (b) of these rules, any member whose annual subscription is unpaid on the first day of April in any year shall cease to be a member.

9. AWARDS

- (1) To be eligible for the NOSSA awards made under this rule, exhibitors must be the growers of the exhibits being judged and members of The NOSSA as defined by Rule 6 of these rules.
- (2) The NOSSA shall make awards to any exhibits in accordance with the rules and within the scope of the definitions contained in the Australasian Native Orchid Society's (ANOS) Judging Standards as prescribed for Australian native orchids and Australian native orchid hybrids.
- (3) The following certificates may be granted: -
 - First Class Certificate
 - Award of Merit
 - Highly Commended Certificate
 - Award of Commendation
 - Certificate of Culture.
- (4) A Certificate of Culture shall be granted to the grower of a plant that shows evidence of great cultural skill over an extended period. When applying for such an award the grower must supply to the Registrar or Secretary a signed certificate to the effect that the plant has been in the possession of the grower for at least two (2) years, together with a written comprehensive account of the mode of culture used in the preparation of the plant.
- (5) The Registrar shall submit to the Committee for ratification all recommendations and awards approved by the Judging Panel.
- (6) The Committee shall have the power to ratify or reject any recommendation of a Judging Panel, and to make a decision on any objection to an award being granted.
- (7) The owner of any exhibit to which an award has been made, or a grower awarded a Certificate of Culture, shall be presented by The NOSSA with a suitable certificate, subject to a grower's compliance with this rule.
- (8) Each Certificate of award shall be signed by the President and Registrar and shall be inscribed with the name of the owner and the name and variety of the plant, which is the subject of the award.
- (9) Every award granted shall be recorded by the Registrar of Judges in the Award Register stating the name of the owner, name and variety of the plant, date of the award and the registered number of the award. These details shall be published in the journal of The NOSSA.

- (10) Written descriptions and measurements of plants that have been awarded shall be made by the Registrar of Judges on a form to be provided and such form shall be affixed to an image of the plant or plants and kept in the records of The NOSSA and may include digital images stored on a database and/or web pages managed by The NOSSA. These images shall include:-
- Single flower
 - Inflorescence
 - In the case of a Certificate of Culture – the whole exhibit.

10. PATRON

The NOSSA may have a patron whose position in the community shall add prestige to The NOSSA's activities. Nominations of suitable patrons may be put forward by any members of The NOSSA and endorsed by the NOSSA Committee. Notice of nomination shall be conveyed to the members of The NOSSA prior to a General Meeting of The NOSSA and ratified at a General Meeting by a majority of members present.

11. MANAGEMENT OF THE NOSSA

(1) Management Committee

The management of The NOSSA shall be vested in a Management Committee consisting of the following offices:

- President
 - Vice President
 - Honorary Secretary
 - Honorary Treasurer
- and other committee members as required.

(2) Eligibility for appointment to the Management Committee

Unless precluded by s. 30 of the Act, Subscribing members and Life members by honour of The NOSSA shall be eligible to be elected or co-opted to the Management Committee of The NOSSA.

(3) General Powers of the Management Committee

The Management Committee of The NOSSA shall exercise power in respect of the: -

- (a) conduct of meetings, and the election of office bearers and committee members;
- (b) financial management of The NOSSA;
- (c) management of the property of The NOSSA;
- (d) organisation of displays and shows conducted by The NOSSA;
- (e) interpretation of ANOS judging rules binding on The NOSSA;
- (f) maintenance of judging standards consistent with ANOS standards.

(4) Power to co-opt

Subject to Rule 11 (2) of this rule, the Management Committee shall have the power to form sub-committees and to co-opt other members.

(5) Meetings of the Management Committee

- (a) The Management Committee shall meet once each month at such time and place as it shall decide, but should it be decided at any time by the Management Committee that a meeting for any month is unnecessary, the Secretary shall notify the members of the Management Committee accordingly.
- (b) The Secretary may dispense with the formality of notifying Management Committee members of regular monthly meetings, but in the event of notices being sent, five (5) days notice of any Management Committee Meeting shall suffice.
- (c) The Office of an Office bearer absent from three (3) consecutive Management Committee Meetings without valid reason being given, may, at the discretion of the Management Committee, be declared vacant.
- (d) A Meeting of the Committee of The NOSSA shall include:-
 - Minutes of the previous meeting of the Management Committee
 - Subject to Rule 12 (7) (e) of these Rules, The NOSSA's incoming and outgoing correspondence (Secretary)
 - The current financial position of The NOSSA (Treasurer)
 - reports of other Office Bearers of The NOSSA where appropriate
 - General business items such as proposals for consideration and proposals for decision by the Management Committee.
- (e) Subject to the provisions of s. 24 of the Act, the Management Committee may propose changes to the Rules of The NOSSA in accordance with Rule 22 of these rules.

- (f) No payment shall be made from the funds of The NOSSA unless authorised by the Management Committee who shall exercise sole control over the finances of The NOSSA.
- (g) The Management Committee shall annually appoint, at its discretion, an Honorary Editor, Honorary Registrar of Judges, Honorary Librarian, Honorary Conservation Officer and such other officers as may be required.
- (h) The Editor, Registrar of Judges and Conservation Officer shall be *ex officio* members of the Management Committee.

12. POWERS & DUTIES OF OFFICERS

(1) The President

The President shall be the chief executive officer of the Society. President shall preside at meetings and preserve order so that the business may be conducted in due form and with propriety. Upon the minutes being confirmed the President or Chairman shall sign them in the presence of the meeting.

(2) Vice President

The Vice President shall assist the President in carrying out the President's duties. In the absence of the President from any meetings of members or Management Committee, the Vice President, or in the absence of the Vice President - a member of The NOSSA, shall preside over the meeting.

(3) Secretary

The Secretary shall have the authority by resolution of General or Management Committee meetings to take action as directed for and on behalf of the Society and shall at all times carry out the instructions and resolutions of such meetings. The Secretary shall be the Executive Officer and the Public Officer of The NOSSA and as such have custody of the common Seal of The NOSSA.

The Secretary shall: -

- (a) Convene Management Committee Meetings and General Meetings.
- (b) Attend meetings, read the minutes and correspondence and make and keep an accurate record of all business transacted.
- (c) Receive and answer correspondence, keep copies of it in a correspondence file and produce the file when called upon.
- (d) In the absence of the Treasurer, receive moneys on behalf of The NOSSA, issue receipts and pay such moneys as soon as possible into The NOSSA's account at the Bank.

(4) Treasurer

The Treasurer shall: -

- (a) Receive moneys on behalf of The NOSSA, issue receipts and pay such moneys as soon as possible into The NOSSA's account at the Bank.
- (b) Pay all accounts passed for payment by the Management committee.
- (c) Keep an account of all receipts and payments in proper form and render a statement of receipts and payments to every meeting of the Management Committee.
- (d) At the end of the financial year, prepare a financial statement of The NOSSA for the preceding twelve months for submission to the Management Committee and then to the Annual General Meeting.
- (e) Maintain a Register of Financial Members which shall be available to the Management Committee at all times.

(5) Librarian

The Librarian shall be responsible for such library books, journals, magazines and texts as are the property of The NOSSA and shall, in consultation with the Management Committee, arrange for additions to the library. The Librarian shall arrange and supervise a scheme to permit members to borrow from the library.

(6) Editor

The Editor shall be responsible for the collection of necessary material, arrangement, printing and distribution for The NOSSA of any publication it sees fit to produce including electronic publications.

(7) The Registrar of Judges

The **Duties of the Registrar of Judges** (hereinafter called "The Registrar") shall be to: -

- (a) Maintain a schedule of members qualified to act as Judges and Associate Judges of Australasian native orchids and shall annually submit such names to the Management Committee for appointment.
- (b) Inform the officers of The NOSSA qualified to act as judges of changes to the ANOS Judges' Handbook and to ensure that the standards of The NOSSA judging panel conform to the current ANOS judging standards.
- (c) The Registrar shall submit to the Management Committee for ratification all recommendations and awards approved by the Judging Panel.

(8) Conservation Officer

The Conservation Officer shall be responsible for matters relating to the conservation of orchids indigenous to South Australia and shall endeavour to initiate activities and form alliances that will conserve such orchids from diminution or extinction.

13. TERMS OF OFFICE

- (1) The President shall hold office for a maximum of two (2) consecutive years, and shall thereafter be eligible for election to another office or to the committee. After the expiry of one (1) year from ending a term of Office, the President shall be eligible for election as President.
- (2) Subject to 13 1) of this rule, The President, The Vice-President, Secretary and Treasurer shall be proposed, seconded and elected at each Annual General Meeting. They shall hold office until the next Annual General meeting when they shall retire but shall be eligible for re-election,
- (3) Four members shall be elected to the Management Committee and shall be appointed for a period of two years. Only two members shall retire each year and thereafter shall be eligible for re-election.
- (4) The appointment of co-opted members of Committee shall require the ratification of the majority of office holders and elected members of the Committee. Co-opted members shall be regarded as ex officio members of the Management Committee and shall be accorded full voting rights. In the event of a tied vote, the President shall exercise a casting and deliberative vote. The appointment of co-opted Committee members shall be ratified annually by members elected to the Committee.

14. ELECTION OF OFFICERS OF THE NOSSA

(1) Nominations

- (a) Nominations for election shall be signed by two (2) members and their nominee as signifying willingness to stand for election and must be received by the Secretary twenty one (21) days prior to the meeting. If nominations for any office exceed the vacancies, an election by ballot shall be held at the Annual General Meeting and decided by simple majority.
- (b) In the event of there being insufficient nominations received in the prescribed manner for any office, those members who have been nominated shall be declared elected and the balance of the vacancies may be filled at the Annual General Meeting without prior nomination.

(2) Termination of office through impropriety or incapacity

The Management Committee may cancel by resolution any appointment it shall have made if in the opinion of the said Committee, the appointee, whether through illness, incapacity or impropriety, failed to carry out their duties or acted, whether in the performance of their duties or otherwise, in a manner detrimental to The NOSSA.

(3) Assumption of Office by Committee members following AGM

Newly elected officers shall take office immediately upon the conclusion of the Annual General Meeting at which they were elected.

(4) Appointment of Scrutineers

In the event of a contested election for an office of The NOSSA, two (2) scrutineers shall be appointed to count the ballot papers. At the close of the poll they shall convey the result of the ballot to the Chairman.

(5) The Filling of Vacancies

- (a) In the event of a President being temporarily or permanently unable to fulfil the duties of the Office of President, the Vice-President shall assume all the powers and duties of President conferred by these rules.
- (b) Should a vacancy occur between two Annual General Meetings in an office other than the Office of President, the Management Committee may, at its discretion, and in consideration of sub-Rule 14(c) of this rule, appoint a member of The NOSSA to act in the office until the next meeting of The NOSSA.

15. MEETINGS OF THE NOSSA

(1) General Meetings

- (a) General Meetings of members of The NOSSA shall be held at such place and at such time as the Management Committee shall determine and notice of such meeting conveyed to all members by the Hon Secretary in accordance with these rules. Where these rules are silent on procedural issues that may arise, the resolution of such issues shall be in accordance with the conventions of good meeting procedure.*

* A standard reference for the guidance of meetings is the *Guide for Meetings*, NE Renton (5th Edition) Publ. Law Book Company 1931-1990.

- (b) The Annual General Meeting of The NOSSA shall be held each year in the month of March on a date to be determined by the Management Committee.
- (c) At least seven (7) days prior notice shall be given in writing to each member.
- (d) The order of business to be transacted at the Annual General Meeting shall be:
 - Opened by the President and formal business dealt with.
 - Minutes of previous Annual General Meeting to be read for confirmation.
 - Presentation of Annual Report.
 - Presentation of Annual Financial Statement which is then open for discussion by the members.
 - Reports (if any) of other office bearers.
 - All positions declared vacant and a chairperson appointed for the conduct of the elections.
 - Election of office bearers and, subject to the applicability of "Prescribed Association" within s. 3 of the Act, appointment of an auditor.
 - General business.

(2) Special General Meeting

- (a) The Management Committee may call a Special General Meeting and shall be bound to so do on receiving a written request signed by ten (10) financial members of The NOSSA and specifying the business to be discussed. The Secretary shall on receiving such instructions call such a meeting within forty-two (42) days of receiving such instruction.
- (b) At least fourteen (14) days notice of any Special General Meeting, specifying the business to be transacted, the place, day and hour of the meeting shall be sent to every member eligible to vote.

(3) Voting

- (a) At meetings of members (except as otherwise provided herein) the mode of voting shall be by show of hands or if required by three (3) members - by an actual division or by ballot. A declaration by the Chairperson that a determination has been made and an entry to that effect in the minute book shall be sufficient evidence of the vote.
- (b) Each financial member present at any meeting shall be entitled to one vote.
- (c) The Chairperson, who may be the President, shall have a casting as well as a deliberative vote.
- (d) Appointment of Proxies.

A member who is unable to attend an Annual General Meeting or Special General Meeting of The NOSSA shall be entitled to appoint in writing a natural person who is also a member of The NOSSA to be a proxy and attend and vote on behalf of the absent member.

(4) Quorum

At any General Meeting ten (10) members shall form a quorum and at all Management Committee Meetings four (4) members shall form a quorum. In the event of a quorum not being present within half an hour of the appointed time for any meeting, it shall be abandoned and another meeting may be called. If at the second meeting a quorum is not present within half an hour of the appointed time for such meeting, the business thereof shall be proceeded with.

(5) Notice of Meetings

Advice of meetings published in The NOSSA's Journal and sent in the usual manner to a member shall be deemed to be sufficient advice of such meeting except where otherwise provided.

(6) Chairperson's ruling

The ruling of the Chairperson shall be final unless challenged by not less than two members and thereafter two-thirds of the members present shall vote in support of such challenge.

(7) Meetings: other procedural matters

- (a) Agenda:
 - An agenda may be prepared by the Chairperson and Secretary, setting out the order of the business, copies of which may be distributed before the meeting, failing this it shall be read at the commencement of the meeting.
- (b) Minutes
 - The minutes of the previous meeting may be distributed before the meeting, but if not, they must be read out at the time set out on the agenda, but no motion or discussion shall be allowed on the minutes unless in regard to their accuracy. After being confirmed they shall be signed by the Chairperson and dated. Members may then ask questions on matters arising out of the minutes. Minutes of an A.G.M. or Special General Meeting must be read at the next following Committee meeting and signed as correct by the Chairperson. They shall be read for confirmation at the next A.G.M.
- (c) Motions and Amendments
 - (i) Original Motion

The first proposition on a particular subject shall be known as the Original Motion and all succeeding propositions on that subject shall be called Amendments. Every motion and amendment must be moved and seconded by members actually present.

(ii) Substantive Motion.

If an Amendment is carried it displaces the Original Motion and becomes the Substantive Motion and shall be put to the vote and, if carried, shall then become the resolution of the meeting.

(iii) Rescinding a motion

No motion or resolution may be rescinded at the same meeting at which the motion was carried.

(d) Voting

The Chairperson shall determine when a vote shall be conducted after having given sufficient time for all members to be heard.

Subject to Rule 14 of these Rules, voting shall be by show of hands except where a ballot is decided by the meeting.

(e) Correspondence

(i) Correspondence may be dealt with by the Committee without recourse to a General Meeting.

(ii) Inward correspondence shall be read at the Committee Meeting and Outward correspondence shall be tabled for perusal of the Committee if desired.

(iii) The Secretary of The NOSSA may exercise discretion in either reporting on correspondence sent or received by, or reading to a general meeting of The NOSSA, correspondence likely to be of interest to members.

(f) Conflict of interest of Committee member

A Committee member shall declare a conflict of interest. No Committee Member shall vote on a motion in which it is proposed that The NOSSA shall enter into contractual relations with, donate to, or otherwise financially assist, a society, institution or group of which the person is a member.

(g) Closing a meeting

The Chairperson has power to close a meeting when there is no further business or if the Chairperson finds it impossible to maintain reasonable order, or if a majority of the meeting decides that the remaining items on the agenda should be dealt with at another meeting.

16. FUNDS OF THE NOSSA

The income and property of The NOSSA how-so-ever derived shall be applied solely towards the promotion of the objects of The NOSSA and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of The NOSSA or relatives of such members provided that nothing herein shall preclude the payment in good faith of remuneration to any officer or servant of The NOSSA or to any member of The NOSSA in return for any services rendered to The NOSSA or reasonable or proper rent for premises let by any member of The NOSSA.

17. PROPERTY

The Treasurer shall maintain a Register of all items of property belonging to The NOSSA and their respective purchase price. Items of a capital nature shall be depreciated in accordance with good accounting practice and such items shall be included in the annual financial statements of The NOSSA.

The Secretary shall be the custodian of all property of The NOSSA unless determined otherwise by the Management Committee. With the exception of library books and other publications, no property of The NOSSA shall be loaned or disposed of without appropriate resolution of the Management Committee and recorded in the Minute Book.

18. THE KEEPING OF ACCOUNTS

- (1) A transaction account shall be opened at a Bank decided upon by the Management Committee and all moneys received shall be deposited therein.
- (2) Cheques or withdrawal forms for The NOSSA's Bank Account shall be signed or endorsed by any two of the following: President, Secretary, Treasurer and any other person on the management committee authorised by the management committee to sign cheques and withdrawal forms.
- (3) Management Committee shall open such other accounts as it considers necessary for investing the surplus funds of The NOSSA.

19. SEAL AND SEAL-HOLDER

- (1) The common seal shall have the name of The Native Orchid Society of SA Inc. inscribed on it. The Secretary shall be the seal - holder and the Public Officer.
- (2) The Management Committee shall have the power to use the seal in the execution of any powers vested in it in relation to the affairs or business of The NOSSA. The seal shall not be used except by authority of the Management Committee. The Secretary (or when the secretary is absent - the President) and one other member of the Management Committee shall sign every instrument to which the seal is affixed.

20. FINANCIAL YEAR

The financial year of The NOSSA shall commence on the first day of January and end on the thirty-first day of December each year.

21. AUDIT

The books of The NOSSA shall be audited prior to the Annual General Meeting and additionally when requested by the Management Committee.

Should a vacancy in the position of Auditor occur, the Management Committee shall have the power to appoint an Auditor or elect an Honorary Auditor or Honorary Auditors to fill such vacancy.

22. ALTERATION OF RULES OF ASSOCIATION

- (1) Every proposal to repeal, alter, add to or vary any existing rule of The NOSSA shall be by special resolution of The NOSSA, in writing and signed by at least ten (10) financial members and referred to the Management Committee for consideration.
- (2) The Management Committee shall then at a subsequent General Meeting of The NOSSA and within ninety (90) days submit its report to The NOSSA.
- (3) The NOSSA may, at any Annual General Meeting or Special meeting called for that purpose, by a resolution approved by not less than two-thirds of the members voting, repeal, alter, add to or vary any existing rule.
- (4) Any alteration in the Rules shall be duly filed with the Corporate Affairs Commission within one month of making an alteration to the Rules of The NOSSA and must be accompanied by a Statutory Declaration made by the Public Officer of The NOSSA verifying the alteration, in accordance with Division 111 of the Associations Incorporation Act 1985 (SA), Section 24.

23. RESCINDING RESOLUTIONS

No motions, the effect of which, if carried, would be to rescind any resolution previously passed in the same year, shall be considered unless notice of intention to move the same shall have been given in writing to the Honorary Secretary at least fourteen (14) days prior to the holding of the meeting at which it is proposed to move such motion.

24. AFFILIATIONS

The NOSSA shall be able to seek affiliation with any other body with similar objectives, and The NOSSA may accept affiliation with any Society with kindred aims and objects, at a fee to be laid down by the Management Committee.

25. DISSOLUTION OF THE NOSSA

The NOSSA shall be dissolved in the event of the membership being less than twelve (12) persons or upon the vote of three-fourths majority of members present at a Special General Meeting convened to consider such question.

Dissolution shall proceed in accordance with the Associations Incorporation Act 1985 Part 5 or if the surplus assets of The NOSSA exceed the current statutory limit required for The NOSSA to be dissolved under the Act, the dissolution shall proceed under the provisions of the Corporations Act 2001 (Cth).

Upon dissolution, the surplus assets of The NOSSA shall be distributed to any organisation or organisations having objects similar to The NOSSA, and whose funds are applied towards the promotion of those objects.