

# **LILIUM and BULB SOCIETY OF SOUTH AUSTRALIA INC. CONSTITUTION**

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# **LILIUM and BULB SOCIETY OF SOUTH AUSTRALIA INC.- CONSTITUTION**

## **1 Name**

The name of the incorporated body is the LILIUM and BULB SOCIETY OF SOUTH AUSTRALIA INC., hereinafter referred to as the Society.

## **2. Affiliation**

The Society may by resolution at a Special General Meeting affiliate with any society which has similar aims to the Society.

## **3. Objects**

The objects of the Society are:

- (a) to promote and encourage the growing and development of liliiums, bulbs, tubers, corms and rhizomes under the conditions prevailing in South Australia.
- (b) to bring into close association, members of the community having a common interest in liliiums, bulbs, tubers , corms and rhizomes.
- (c) to publish and distribute any materials which will assist in the achievement of paragraphs a. and b. To work with public and private enterprises to achieve the above objectives for the public benefit.
- (d) to promote friendship and goodwill among members at all times at meetings and other functions.

## **4 Governance**

- 4.1 The Society shall be entirely self governing
- 4.2 The Society shall have the exclusive control and disposition of its own moneys.
- 4.3 Neither the Society nor any affiliated society shall be in any circumstance responsible for any debts or obligations of the other.

## **5. Definitions**

In this constitution unless the contrary intention appears:

"the Committee" means the Management Committee of the Society.

"financial year" means the year commencing on 1 July in each year and ending on 30 June next.

## **6. Membership**

- 6.1 Any person may apply to be a member of the Society and shall become a member on payment in advance of the subscription for the current financial year, providing that if the person joins the Society on or after the January Show, that person's subscription will be valid for the following year.
- 6.2 Membership of a member may be cancelled if the member defaults in payment of the annual subscription for more than 90 days.
- 6.3 The Committee may recommend to the members at a Special General Meeting that the membership of a person be cancelled if the person has committed a serious breach of this Constitution or has behaved in a manner prejudicial to the Interests of the Society The membership of the Society shall only be cancelled if the recommendation of the Committee is accepted by at least two thirds of the members present and voting.

- 6.4 There shall be the following categories of membership of the Society:
- (a) Full member
  - (b) Full Family member
  - (c) Honorary member
  - (d) Honorary Life member
- 6.5 A Full member shall be a person who pays the annual subscription of the Society as determined each year. A Full member is entitled to all rights and privileges of the Society as determined from time to time.
- 6.6 A full family membership shall be family members living together in the same residence. Voting rights shall apply to two adult members of the family.
- 6.7 An Honorary member is a person elected by resolution of the Committee who has rendered notable service to the objectives of the Society, but not necessarily to the Society in particular. An Honorary member shall have all the rights and privileges of a Full member but shall not be required to pay the annual subscription. Honorary membership shall be conferred for a specified period not exceeding five consecutive financial years.
- 6.8 An Honorary Life member shall be a member of the Society elected by resolution of the Committee carried by a two thirds majority of those committee members present. Honorary Life membership will be conferred only on such members who have rendered valuable and meritorious service to the Society over a period of not less than ten years. An Honorary Life member shall continue to have all the rights and privileges of a Full member for life but shall not be required to pay the annual Subscription. At any one time the number of Honorary Life members shall not exceed six. All current Honorary Life members shall retain that membership on the adoption of this Constitution.
- 6.9 Persons with special interests or knowledge relevant to the Society may be invited to attend any meeting and to speak at the discretion of the Chairperson.

## **7 Management of the Society**

- 7.1 The general management of the affairs of the Society shall be vested in the Management Committee which shall consist of a:
- (a) President
  - (b) First Vice- President
  - (c) Second Vice President
  - (d) Secretary
  - (e) Treasurer
  - (f) Immediate Past President
  - (g) and up to five members of the Society, but if the Immediate Past President is not available, an additional member may be elected.
- 7.2 All Committee members (except the Immediate Past President) shall be elected at an Annual General Meeting.
- 7.3 The President and First Vice-President will be elected for a term of two years commencing at the 1997 Annual General Meeting.
- 7.4 The Second Vice-President and the Secretary will be elected for a term of one year commencing at the 1997 Annual General Meeting. Subsequent elections for those offices will be for a term of two years.
- 7.5 Other Committee members shall be elected for a term of one year except that the

Immediate Past President shall continue until his or her successor ceases to be President.

- 7.6 In the event of a vacancy in the membership of the Committee the Committee is empowered to fill any such vacancy except that of President which shall be determined at the next General Meeting.
- 7.7 An Executive Committee consisting of the President the Secretary and the Treasurer is empowered to resolve any urgent business arising between Committee meetings. Any decision of the Executive Committee is subject to ratification by the Committee at their next meeting.
- 7.8 Each member of the Committee present at a meeting is entitled to one vote on any matter arising and the matter shall be determined by a majority of those votes. The Chairperson shall have a casting vote if votes are equal.
- 7.9 Subject to this Constitution, the Committee shall:
  - (a) determine the manner in which its business shall be conducted, provided that for any business to be transacted at a meeting at least one half the members of the Committee plus one must be present;
  - (b) give direction as to the Banking Account and Investments of the Society and the manner in which they shall be operated;
  - (c) give effect to any decision taken at any meeting of the Society;
  - (d) appoint sub committees of themselves and/or others for any purpose of the Society and to delegate any of its powers to such sub committees;
  - (e) donate or otherwise provide trophies and prizes;
  - (f) appoint an Auditor of the Society's accounts at least 2 months before the end of the financial year. The Auditor shall not be a member of the Committee. At least once in each five year period the accounts must be audited by an independent professional auditor who is not a member of the Society;
  - (g) establish a collection of materials related to lilliums bulbs tubers corms and rhizomes and a library for reference and lending to members;
  - (h) require the Treasurer to maintain a current register of all financial members in which shall be entered the name and address and any other relevant information of each member;
  - (i) appoint a Public Officer and advise the Officer of Consumer and Business Affairs of the appointment within 30 days of the appointment;
  - (j) require the President to be the holder of the Common Seal. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of the President and one other member of the Committee;
  - (k) after each Annual General Meeting appoint from the members of the Society;
    - (a) a Librarian
    - (b) a Show Chairperson and a Show Committee
    - (c) a Publicity Officer
    - (d) a Bulletin editor
    - (e) any other officer required for the proper conduct of all Society activities;
- 7.10 A decision of the Committee is not invalid by reason only of a vacancy in its Membership.
- 7.11 An officer or member of the Committee shall cease to hold that position upon:
  - (a) ceasing to be a member of the Society;
  - (b) resigning from the position in person or in writing to a General or Committee meeting;
  - (c) cancellation of membership;

- 7.11 (d) a majority vote of the Society at a Special General Meeting determining that the position will be declared vacant because the duties of the position have not been performed in a proper and acceptable manner; provided that notice of motion to declare the position vacant has been given to members at least fourteen days prior to the meeting and that the person who holds the position is provided with an opportunity to speak to the motion.
- 7.12 Unless there is no other nomination for the position, no Officer of the Society shall hold the same office for more than 4 successive complete financial years.

## **8 Income and Expenditure**

- 8.1 The income of the Society shall be derived from entrance fees, annual subscriptions, donations and such sources as the Committee sees fit.
- 8.2 The Treasure shall ensure:
- (a) that all monies received are paid into an account authorized by the Committee in the name of the Society;
  - (b) that all payments are made from petty cash or by cheque signed by two authorized signatories of whom there shall be no more than 3 appointed by the Committee. Expenditure in excess of \$50 shall be authorized in advance by the Committee or at a General Meeting.
  - (c) that records are kept of all receipts and payments and other transactions. Such records shall be available for inspection by any member of the Society;
  - (d) that financial statements are prepared and submitted in report form to each committee meeting and at other times required by the Committee;
  - (e) that financial statements consisting of an account of receipts and payments for the year and a statement of assets and liabilities are prepared at the end of the financial year;
  - (f) that the annual financial statements are audited and submitted to a Committee meeting held during September before presentation at the subsequent Annual General meeting.
- 8.3 The assets and income of the Society shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the organization except as bona fide remuneration for services rendered or expenses incurred on behalf of the Society.
- 8.4 Limits of authorized expenditure shall be as follows:
- 8.4.1 The Treasurer may maintain a reimbursement petty cash account to a value not exceeding \$50.00.
  - 8.4.2 The Executive Committee may authorize expenditure to a maximum of \$100.00.
  - 8.4.3 The Committee may authorize expenditure to a maximum of \$1000.00.
  - 8.4.4 Expenditure in excess of \$1000.00 must be authorized by a General or Special General Meeting. Such authorization can only be approved by a resolution carried at a meeting by a two thirds majority of the members present and voting, unless 14 days written notice was provided to all members.
  - 8.4.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

- 8.5 Any member or members incurring expenditure without authorization above will be personally liable for that expenditure.
- 8.6 Prior to 1<sup>st</sup> of May in each year the Committee shall set the annual subscription and prepare a budget for the ensuing financial year for adoption by members of the Society at a General Meeting held prior to 30<sup>th</sup> June in that year.
- 8.7 In the event of the Society being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Society in accordance with its powers to any organization which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

## **9 Duties of Secretary**

- 9.1 The Secretary shall ensure that notice of all meetings is given in accordance with the provisions of the Constitution.
- 9.2 The Secretary shall ensure that proper records are kept of the Society's proceedings. Those records shall be available for inspection by any member of the Society.
- 9.3 The Secretary shall be provided with a petty cash fund determined by the Committee. The Secretary shall account to the Committee for expenditure from the fund.

## **10 Meetings**

- 10.1 The president, or in the President's absence, the First Vice President, or in the absence of the President and the First Vice President, the Second Vice President shall preside as Chairperson at each meeting of the Society.
- 10.2 If the President and both Vice Presidents are absent from a meeting the members present will elect another member of the Committee to preside as Chairperson of that meeting.
- 10.3 The Chairperson at any meeting shall have a casting vote if votes are equal.
- 10.4 The Chairperson together with the Secretary shall prepare the agenda for all meetings.
- 10.5 The Chairperson of a meeting shall encourage full balanced participation of all members and shall decide on matters of order.

## **11 Voting**

- 11.1 Except where otherwise provided by this Constitution, a resolution of the Society shall be determined by a majority of those members present and voting.
- 11.2 Subject to paragraph 11.3, each member present shall be entitled to one vote at a meeting of the Society.
- 11.3 A member shall not be entitled to vote at any meeting unless the annual subscription payable in respect to the current financial year is paid.
- 11.4 Voting shall be by show of hands except that:
  - (a) any contested election shall be by secret ballot;
  - (b) any other vote shall be by secret ballot if the meeting by a majority show of hands requires it.

## **12 Annual General Meeting**

- 12.1 The Committee shall convene an Annual General Meeting of members in June of each year.
- 12.2 The Secretary shall give written notice of the date and time of the Annual General Meeting to all members at least 25 days prior to the meeting.
- 12.3 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since the last Annual General Meeting.
  - (b) to receive the President's Report for the previous financial year.
  - (c) to receive the Treasurer's Report and the audited financial statements for the previous financial year.
  - (d) to elect or re-elect Committee members as appropriate.
  - (e) to conduct any other business placed on the agenda, notice of which is given in writing to the Secretary not less than 14 days prior to the meeting.
- 12.4 A quorum for an Annual General Meeting shall be seven members present personally or by proxy in writing. If at any Annual General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then the Chairperson shall adjourn the meeting for a period not exceeding six weeks. If the quorum for the adjourned meeting is not reached within 30 minutes of the time appointed for the meeting then the existing Committee may take steps to dissolve the Society.

### **13 Special General Meeting**

The Committee may at any time convene a Special General Meeting of members, giving 14 days written notice to members. The notice of such meeting shall give details of the business to be transacted at the meeting. A quorum for a Special General Meeting shall be seven members present personally or by proxy in writing.

### **14 General Meeting**

- 14.1 Unless otherwise determined by the Committee, General Meetings will be held monthly. No notice of a General Meeting need be given if the meeting is part of a specified program notified to members.
- 14.2 It is primarily intended that a General Meeting shall be a social event which enables members to exchange knowledge about the growing of lilioms bulbs tubers corms and rhizomes. However, any business of the Society may be transacted at a General Meeting; provided that if in the opinion of the Chairperson any proposed motion is of sufficient significance that informed discussion should take place, a decision on the motion shall be postponed until a subsequent meeting. For official business to be transacted a minimum of seven members present personally or by proxy in writing, must be present.

### **15 Liabilities**

- 15.1 The Committee shall maintain an insurance policy to cover any physical injury incurred by any member or member of the general public participating in any activity authorized by the Committee or a General Meeting.
- 15.2 Persons who with the authority of the Committee or a General Meeting incur any debt or other liability on behalf of the Society shall have such liability met by the Society so that they incur no personal loss.

### **16 Elections**

- 16.1 Any contested election for any position in the Society shall be by secret ballot with a Returning Officer and two Scrutineers (all of whom may vote) appointed before the ballot begins. Neither the Returning Officer nor either of the Scrutineers shall

be a candidate in the election. In the event of an equality of votes the result shall be determined by lot.

- 16.2 Nominations of candidates for election as Officers of the Society (President, Vice Presidents, Secretary and Treasurer) or as members of the Committee shall:
- (a) be made in writing, signed by two members of the Society and accompanied by the written consent of the candidates (which may be endorsed on the form of nomination);
- and
- (b) be received by the Secretary before the proposed starting time of the meeting at which the election is to be held.
- 16.3 If the number of nominations received for each position is equal to the number of vacancies to be filled, the person(s) nominated shall be declared elected.
- 16.4 If the number of nominations for any position exceeds the number of vacancies to be filled, a ballot shall be conducted.
- 16.5 If insufficient nominations for any position are received to fill the vacancy, the candidates nominated shall be deemed to be elected and further nominations will be received and considered at the meeting, with elections held if necessary. If all positions are not filled by the end of the meeting, the Committee shall be empowered to fill the vacancy or vacancies.

## **17 General**

- 17.1 Rules for the proper administration of meetings may be made, repealed or amended by the Committee, subject to subsequent disallowance at a General Meeting.
- 17.2 This Constitution may be changed at a Special General Meeting provided that any resolution is carried by a two thirds majority of those present and voting.
- 17.3 The Association shall have all the powers conferred by Section 25 of the Act.
- 17.4 The association may be wound up in the manner provided by the act.