

WENTWORTH FALLS GARDEN CLUB INCORPORATED.

AMENDED CONSTITUTION APPROVED AT

ITS ANNUAL GENERAL MEETING OF 8 MAY 2014

1. **Title** Wentworth Falls Garden Club Incorporated referred to in this document as the “Club”.
2. **Objects**
 - 2.1 Wentworth Falls Garden Club is a non-profit, non political and non sectarian organisation for the promotion of gardening and member education in various aspects of gardening and environmental care.
 - 2.2 The Club will achieve this by:
 - (a) meeting on a monthly basis covering all aspects of gardening, inviting guest speakers to address the meetings
 - (b) organising outings to gardens, other garden clubs and garden related exhibitions/functions,
 - (c) providing a plant stall for members, and
 - (d) supporting community organisations.
3. **Membership**
 - 3.1 Membership to be open to all individuals who accept the objects and rules of the Club, and complete the application form for membership. The Committee will be notified of the application, which will be processed at the following Committee Meeting and a membership badge made available for the next General Meeting.
 - 3.2 A register of current members shall be kept showing their name, address, email address and contact number, and the date membership began and ceased.
 - 3.3 Membership fees shall fall due on the first day of the financial year. The financial year of the Club is from the 1 July to the 30 June each year, or such other period as is determined by the Committee.
 - 3.4 Any member not renewing their membership by the following October meeting will be deemed as unfinancial and may be required to reapply for membership.

These names will be transferred to a Suspended Membership list until the end of the financial year, during which time they can rejoin without paying a joining fee.

- 3.5 Honorary Life Membership may be conferred to persons for outstanding service to the club over a period of years.
- 3.6 Persons who are deemed to qualify for Honorary Life Membership must be nominated by the club's committee and approved by a majority vote of members present at a duly constituted meeting of the club.
- 3.7 Honorary Life Members shall enjoy all the rights and privileges of members.
- 3.8 Visitors are welcome to attend our meetings, but they are not eligible to participate in Club activities such as tours and functions, or borrow from the library.
- 3.9 Visitors are limited to 3 visits per Financial Year.

4. Members Liability

- 4.1 Members shall have no liability to contribute towards the payment of debts and liabilities of the club, or costs, charges and expenses of the winding up of the club, except to the amount of any unpaid membership fees.

5. Disciplining of Members

- 5.1 The procedure for disciplining members shall be determined by the committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the club.

6. Management

- 6.1 The Executive of the Club shall be the President, Vice President, Hon. Secretary and Hon. Treasurer

The Committee will consist of seven members selected from the membership of the Club. The Executive and the Committee will control the running of the Club, and appoint a Public Officer from their number.

- 6.2 The Executive and Committee shall be elected at each Annual General Meeting and will hold office until the following Annual

General Meeting. Retiring Executive and Committee members are eligible for re-election, except the President whose term of office shall not exceed 3 (three) consecutive years. Any casual vacancy occurring on the Executive and Committee may be filled by a member appointed by the Executive.

- 6.3 The Committee shall meet as often as necessary but not less than once a month. A quorum shall be one half the members of the Executive and Committee elected at the previous Annual General Meeting.
- 6.4 A committee member shall cease to hold office upon resignation, removal or absence without approval from 3 (three) consecutive committee meetings.
- 6.5 Discussion at committee meetings will be decided by simple majority, with the chairman having the casting vote.
- 6.6 The agenda for the Committee Meetings will be as follows:
 1. Apologies
 2. Minutes of last Committee Meeting
 3. Matters Arising from those Minutes
 4. Financial Report by the Treasurer
 5. Correspondence
 6. Matters Arising from the Correspondence
 7. Reports
 8. General Business
- 6.7 Committee Meetings will be held on the Tuesday of the week prior to the General Meeting. Notice of Committee Meetings shall be given at the previous Committee Meeting or by such other means as the Committee may decide.

7. General Meetings

- 7.1 The monthly General Meetings will usually be held on the second Thursday of each month, except as decided by the Committee.
- 7.2 A special General Meeting must be convened by the Committee within 3 (three) months of receiving a written request to do so from at least ten (10%) percent of the membership of the club.
- 7.3 Proposals presented to the meeting must be moved and seconded by members and resolved by a simple majority. Special resolutions

require seventy five per cent (75%) majority. There will be no voting by proxy.

7.4 The agenda for general meetings will be as follows:

1. Welcome and apologies
2. Secretary's Report
3. Financial report
4. Tours and Functions Report
5. Librarian's Report
6. Publicity
7. General Business
8. Question and Answers
9. Gardening Clinic
10. Guest Speaker or Special Resolution

The Executive shall be able to change or curtail any part of the agenda to keep to the timetable when deemed necessary.

8. Annual General Meeting

- 8.1 The Annual General Meeting will be held in July of each year, unless otherwise stipulated by the Committee, but within three (3) months of the end of the financial year.
- 8.2 Nominations for the Executive & Committee may be made at the Annual General Meeting or in such other way determined by the Club at a General Meeting.
- 8.3 A quorum for an Annual General Meeting will be twenty five (25) members and decisions made by a simple majority, with the person appointed to the chair to have a casting vote only.
- 8.4 The agenda for the Annual General Meeting shall be as follows:
 1. Apologies
 2. Minutes of previous Annual General Meeting
 3. Annual report
 4. Financial report
 5. Election of office bearers and committee
 6. Appointment of Auditor

8.5 All votes shall be given personally and there shall be no voting by proxy.

9. Office Bearers

9.1 The President or Vice President shall act as chairperson at all meetings of the Club. If either is unavailable then the members shall elect one of their number to act as chairperson.

9.2 The Hon. Secretary shall keep records of business, including rules, register and minutes of all meetings and be responsible for correspondence.

9.3 The Hon. Treasurer will ensure that all monies received by the Club are paid into the Club's bank account. The Treasurer is to provide cash floats to those facilities collecting monies at the General Meeting for tours, plant stall, etc. Payments made by cheque require two (2) signatories. Cheque signatories must be authorised by the Executive.

9.4 The Hon. Treasurer shall ensure books and accounts are kept showing the financial affairs of the club. These records shall be available for inspection by any member and be held in the custody of the Treasurer.

10. Special Resolutions

(a) The following changes must be made by special resolution:

- 1 A change in the Clubs' name.
- 2 A change in the Clubs' rules.
- 3 A change on the Clubs' objects.
- 4 Amalgamation with another club.
- 5 The voluntary winding up the Club and the distribution of its assets.

(b) A special resolution shall be passed in the following manner:

1. All members will be informed that a general meeting is to be held to consider a special resolution.

2. The notice must give details of the proposed special resolution and give at least twenty one (21) days notice of meeting.
3. A quorum must be present at the meeting.
4. At least seventy five percent (75%) of those present must vote in favour of the resolution.
5. In situations where it is not possible or practicable for a resolution to be passed as described, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

11. Public Officer

11.1 The Public Officer keeps the Department Of Fair Trading informed of the following circumstances.

(a) The Public Officer shall be deemed to have vacated the position in the following circumstances: death, resignation, removal by the Executive of the Club, bankruptcy, mental illness or residence outside New South Wales.

(b) When a Public Officer vacates the position, the Executive must notify the Department of Fair Trading within fourteen (14) days and appoint a new Public Officer.

(c) The Public Officer is required to notify the Department Of Fair Trading on the prescribed forms of the following changes:

1. Appointment of the Public Officer - within fourteen (14) days
2. Change of residential address - within fourteen (14) days
3. Change of Club's Constitution or objects - within one (1) month
4. Change of the membership of the committee – within fourteen (14) days
5. Change in Clubs' financial affairs - within one (1) month after Annual General Meeting
6. Change in Club's name - within one (1) month

12. Miscellaneous

- 12.1 The club shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the club.
- 12.2 The funds of the club shall be derived from the fees of members, donations, grants, and such sources approved by the club.
- 12.3 The Common Seal of the club shall be kept in custody of the Secretary and shall only be affixed to a document with the approval of the committee. The stamping of the Common Seal shall be witnessed by the signatures of 2 (two) members of the Executive.
- 12.4 The Club may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Club should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporations Act 1984.
- 12.5 Service of documents on the club is effected by serving them personally on two members of the Executive.