

Rules

Of

The Cactus and Succulent Society of

NSW Inc.

1. Name

The name of the Society is **The Cactus and Succulent Society of New South Wales**

Inc.

2. Objects

The objects of the Society shall be to promote interest in, and disseminate knowledge of, cacti and other succulents and of horticulture generally.

3. Membership

(a) Subject to these Rules, any person interested in the Society's objects, as is admitted to membership by the Management Committee, is qualified to be a member of the Society. All applications for membership shall be in writing and must be accompanied by one year's subscription or such other amount as may be approved from time to time by the Management Committee.

(b) *Categories of Membership*

- (i) Ordinary;
- (ii) Fellow;
- (iii) Junior; and
- (iv) Associate

(c) *Ordinary Member*

Any person shall be eligible for admission by the Management Committee as an Ordinary Member of the Society. An Ordinary Member whose address is located outside the Commonwealth of Australia shall be classified by the Society as an Overseas Member.

(d) *Fellow*

A member who has made significant contributions to the objects and welfare of the Society and who has been an active member for not less than 10 consecutive years may, if nominated in writing by three members for admission as such, be admitted by the Management Committee as a Fellow of the Society.

(e) *Junior Member*

An individual who is a full-time student under the age of 18 at the time of admission shall be eligible for admission by the Management Committee as a Junior Member of the Society. Junior membership shall cease on the last day of the Society's financial year in which the member ceases to be a full-time student or attains the age of 18 years. Upon ceasing to be a Junior Member, that person will, subject to these Rules, automatically become an Ordinary Member.

(f) Associate Member

A spouse or partner of any Ordinary Member or Fellow shall be eligible for admission by the Management Committee as an Associate Member of the Society.

An Associate Member shall have, and may exercise, all the rights and privileges of that Ordinary Member or Fellow, as the case may be, except that the Associate Member shall not be entitled to vote at any general meeting of the Society, requisition or participate in requisitioning a special general meeting of the Society under Rule 8(b) or to receive a separate copy of the Society's journal, other publications or notices.

(g) Admission to Membership

(i) The Management Committee shall determine whether or not to accept any application for membership. The Management Committee is not required to provide reasons for accepting or declining any such application. If an application is declined by the Management Committee, the amount tendered by the applicant shall be returned to that applicant by the Management Committee within 21 days.

(ii) The Management Committee shall establish a sub-committee (the **Fellowship Sub-Committee**) of three persons (being members of the Society) to report to it on nominations received under Rule 3(d). The Management Committee shall determine whether or not to admit the nominated member as a Fellow of the Society, on such conditions and with such rights and privileges (if any) as the Management Committee in its sole discretion determines, after considering the Fellowship Sub-Committee's report. The Management Committee is not required to provide reasons for accepting or declining any such nomination.

(h) Membership fees and other fees and charges

(i) All members shall pay such entrance fees, membership fees and such other fees and charges as may be determined from time to time by the Management Committee.

(ii) Membership fees shall fall due on the first day of each financial year of the Society. The financial year of the Society shall commence on April 1 in each year and end on March 31 in the following year or on such other dates as may be determined from time to time by the Management Committee.

(iii) In the event of any member ceasing to be a member under Rule 3(j), for any reason, during the course of a financial year of the Society, the membership fee paid by that member shall not be apportioned and no portion of that fee shall be returnable by the Society to that member.

(i) Register of Members

(i) The Management Committee shall maintain a register of members in which shall be recorded the name, address and date of commencement and cessation of membership of each member.

(ii) Except for:

- (A) each member of the Management Committee; and
- (B) the Society's librarian, membership secretary and Public Officer and any other member of the Society approved from time to time by the Management Committee for purposes of the Society's business or activities,

the register of members shall not be open for inspection or copying (in whole or in part) by any other member of the Society or by any other person.

(j) Cessation of Membership

The membership of a member shall cease upon the death, resignation or expulsion of that member under Rule 5 or if that member fails to pay his membership fee or other fees and charges within three months of their due date.

4. Members Liability

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding-up of the Society shall be limited to the amount (if any) of any unpaid membership or other fees and charges of that member.

5. Disciplining of Members

The Management Committee may suspend or expel any member of the Society for conduct which, in the opinion of the Management Committee, is unbecoming or which is detrimental to the best interests of the Society and its members as a whole or which is likely to bring the Society into disrepute. Prior to determining the matter, the Management Committee must first provide the member in question with written notice of the conduct in question and provide that member with an opportunity to make a written submission to the Management Committee within 14 days of the notice being served on that member. The decision of the Management Committee shall be final

and binding on the member, shall not be subject to appeal and shall be notified in writing to the member within 21 days of a decision being made.

6. Resolution of Internal Disputes

(a) Any dispute between any two or more members of the Society (in their capacity as members), and any dispute between the Society and any one or more of its members, if unresolved by personal negotiation for a period of 90 days, is to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983(NSW).

(b) At least 14 days before the date scheduled for the mediation, the parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator.

7. Management

(a) *Management Committee to manage Society*

The business and affairs of the Society shall be managed by a committee of members of the Society which:

(i) may exercise all such powers of the Society as are not, by the Act or by these Rules, required to be exercised by the Society in general meeting; and

(ii) has power to perform all such acts and do all such things as appear to it to be necessary or desirable for the proper management of the affairs of the Society.

(b) *Composition of Management Committee*

The Management Committee shall consist of:

(i) the officer-bearers of the Society, who must be members of the Society; and

(ii) up to four other members of the Society,

each of whom is to be elected annually at the annual general meeting of the Society.

The office-bearers of the Society are to be a President, up to two Vice Presidents, a Secretary and a Treasurer. Only the offices of Secretary and Treasurer may be held by the same person.

(c) *Nomination and election of Management Committee Members*

- (i) Subject to Rule 7(c)(ii), nomination of candidates for election as members of the Management Committee must be submitted in writing and received by the Secretary not less than 21 days prior to the annual general meeting. Each candidate must be nominated by two members (excluding the nominee) of the Society and signed by the nominee indicating his acceptance of the nomination.
- (ii) If insufficient nominations are received to fill all positions (as permitted by Rule 7(b)) on the Management Committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting. If sufficient further nominations are not received, any unfilled positions remaining on the Management Committee are taken to be casual vacancies.
- (iii) If the number of nominations received is equal to the number of positions permitted by Rule 7(b) to be filled, the persons nominated are taken to be elected.
- (iv) If the number of nominations received exceeds the number of positions to be filled or if more than one nomination is made for the same position, a secret ballot must be held at the annual general meeting in such usual and proper manner as the Management Committee may direct. The order of names for each position shall be determined by lottery.

(d) *Term of Office*

- (i) Each member of the Management Committee shall hold office from the close of the annual general meeting at which they are elected and shall retire at the conclusion of the annual general meeting next succeeding their election; and
- (ii) Retiring members are eligible for re-election.

(e) *Cessation of Membership of Management Committee*

A member of the Management Committee shall automatically cease to hold office if that member:

- (i) dies;
- (ii) resigns;
- (iii) otherwise ceases to be a member of the Society under Rule 3(j);
- (iv) is removed from office under Rule 7(f); or
- (v) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

(f) *Removal of Member of Management Committee*

(i) The Society may by resolution in general meeting (of which at least 14 days' prior notice has been given under Rule 8(c)(i)) remove any member of the Management Committee from office before the expiration of that member's term of office and may by resolution appoint another member of the Society to hold office until the conclusion of the next annual general meeting of the Society.

(ii) If the member of the Management Committee proposed to be removed makes representations in writing to the Secretary or President (not exceeding a reasonable length) as to why he should not be removed and requests that those representations be notified to the members of the Society prior to the general meeting at which the resolution is to be considered, the Secretary or President may send a copy to each member of the Society or, if not sent, must read out those representations at that general meeting prior to the proposed resolution being voted on.

(g) *Casual Vacancies*

The Management Committee may at any time appoint a member of the Society to be a member of the Management Committee, to fill a casual vacancy provided that the total number of members of the Management Committee, after such appointment, does not exceed the maximum number permitted by Rule 7(b). A member appointed under this Rule holds office only until the conclusion of the next annual general meeting, but is eligible for election at that meeting.

(h) *Honorary positions*

Each member of the Management Committee must serve in an honorary capacity. Any such member may be recompensed for any expenses incurred on behalf of the Society and approved by the Management Committee, either before or after those expenses have been incurred.

(i) *Proceedings of the Management Committee*

(i) The Management Committee may meet together for the despatch of business and adjourn and regulate its meetings as it sees fit.

(ii) The Management Committee shall meet at least once in each calendar quarter on such dates and at such time and place as determined from time to time by the Management Committee and notified to all its members either at such meeting or in such other manner as the Management Committee may from time to time determine.

The President may, and the Secretary must on the written request of any two other members of the Management Committee, convene a meeting at any other time.

- (iii) A meeting of the Management Committee may be called or held using any technology consented to by all members of the Management Committee. The consent may be a standing one. Any such member may only withdraw their consent within a reasonable period before the meeting.
- (iv) Except where Rule 18(a)(ii) applies, at any meeting of the Management Committee, the number of members whose presence is necessary to constitute a quorum is one-half (rounded up to the next whole number) of the aggregate of the number of members of the Management Committee elected at the most recently held annual general meeting of the Society and the number of members (if any) appointed under Rule 7(g) subsequent to that annual general meeting. A quorum must be present at all times during the meeting.
- (v) All questions arising at a meeting of the Management Committee are to be decided by a majority of votes of members present and entitled to vote. Any such decision is for all purposes a decision of all members of the Management Committee.
- (vi) In the event of an equality of votes, the chairman of the Management Committee has a casting vote.
- (vii) The President or, in the President's absence, any Vice President shall chair meetings of the Management Committee. If at any meeting of the Management Committee, the chairman is not present within 15 minutes after the time appointed for the holding of that meeting or is unable or unwilling to act, the members present may elect one of their number to be chairman of that meeting.
- (viii) The continuing members of the Management Committee may act despite a vacancy in their number, but if their number is less than the minimum number required to constitute a quorum under Rule 7(i)(iv), those continuing members may act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting of the Society.
- (ix) If within 30 minutes of the time appointed for the holding of a meeting of the Management Committee that meeting remains inquorate, the meeting shall be dissolved.

(x) The members of the Management Committee may pass a resolution without a meeting being held if all of the members of the Management Committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by members of the Management Committee if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last member of the Management Committee signs. If a document is received by the Secretary by facsimile and appears to have been signed by a member of the Management Committee, it shall be taken to have been signed by that member when so received.

(xi) All acts done at a meeting of the Management Committee or by a person acting as a member of the Management Committee are, even if it is afterwards discovered that:

(A) there was a defect in the appointment or continuance in office of a person as a member of the Management Committee or of the person so acting; or

(B) a person acting as such a member was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

(j) *Delegation to Sub-Committees*

(i) The Management Committee may delegate any of its powers or functions, other than this power of delegation and any powers or functions required by law to be dealt with by the Management Committee, to a sub-committee or sub-committees consisting of at least one member of the Management Committee and such other person or persons (if any), being members of the Society, as it thinks fit.

(ii) A sub-committee to which any powers or functions have been delegated under Rule 7(j)(i) must exercise those powers or functions in accordance with the terms, and subject to the conditions, of the delegation and any directions given from time to time by the Management Committee. A power or function exercised by a sub-committee is taken to have been exercised by the Management Committee.

(iii) The Management Committee may at any time revoke, wholly or in part, any delegation made under Rule 7(j)(i).

- (iv) Despite any delegation under this Rule 7(j), the Management Committee may continue to exercise any power or function so delegated.
- (v) Subject to the terms and conditions of the delegation and any directions from the Management Committee, a sub-committee may meet and adjourn as it thinks proper.

(k) **Register of Committee Members**

The Management Committee shall ensure that a register of members of the Management Committee is maintained in accordance with section 21A of the Act.

8. General Meetings

(a) **Annual General Meetings**

(i) The annual general meeting of the Society shall be held each year, within six months (or within such extended period as the Director—
 General may approve) from the end of the Society’s financial year and, subject to the Act, is to be convened on such date and at such place and time as the Management Committee thinks fit.

(ii) In addition to any other business that may validly be transacted at such a meeting, the business of an annual general meeting is to include the following:

- (A) confirmation of the minutes of the preceding annual general meeting;
- (B) election of office-bearers and other members of the Management Committee; and
- (C) receipt and consideration of the statement from the Management Committee setting out the assets and liabilities, income and expenditure and other matters as prescribed by, and which otherwise satisfies the requirements of, section 26(6) of the Act.

(iii) An annual general meeting of the Society must be specified as such in the notice convening it.

(b) **Special General Meetings**

(i) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Society.

(ii) In addition to any other business that may validly be transacted at such a meeting, the business of a special general meeting is to include confirmation of the minutes of the preceding special general meeting.

(iii) The Management Committee must on receiving a requisition in writing to do so from at least ten percent of the Eligible Members of the Society, convene a special general meeting of the Society.

Such requisition for a special general meeting:

- (A) must state the purpose or purposes of the meeting;
- (B) must be signed by the members making the requisition;
- (C) must be lodged with the Secretary; and
- (D) may consist of several documents in identical form, each signed by one or more of the members making the requisition.

(iv) If the Management Committee fails to convene that special general meeting within 3 months after the date on which a valid requisition was received by the Secretary, any one or more of the requisitioning members may convene a special general meeting to be held not later than 3 months after the initial 3 months period has expired.

(v) A special general meeting convened by a member under Rule 8(b)(iv) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee and any member of the Society who consequently incurs reasonable expenses in doing so is entitled to be reimbursed by the Society for those expenses.

(c) ***Business and Notice of General Meetings***

- (i) Except where the business to be dealt with at a general meeting requires or includes a Special Resolution, at least 14 days' prior notice must be given to each Eligible Member of the Society, specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (ii) If the business to be dealt with at a general meeting requires or includes a Special Resolution, at least 21 days' prior notice must be given to each Eligible Member of the Society specifying, in addition to the information required under Rule 8(c)(i), the intention to propose a resolution as a Special Resolution.

- (iii) No business other than that specified in the notice convening a general meeting is to be transacted at that meeting except, in the case of an annual general meeting, business which may be transacted under paragraphs (A) to (C) inclusive of Rule 8(a)(ii).
- (iv) A member of the Society who wishes to bring any business before a general meeting may give notice in writing of that business to the Secretary. The Secretary must include that business in the next notice calling a general meeting of the Society.
- (v) Notice of a general meeting may be given by separate notice to members or published in the Society's journal or other publication distributed generally to members of the Society.

d) ***Proceedings of General Meetings***

(i) No item of business may be transacted at a general meeting of the Society unless a quorum of Eligible Members is present during the time the meeting is considering that item.

(ii) Ten Eligible Members present in person constitute a quorum for the transaction of business of a general meeting.

(iii) If within 30 minutes of the time appointed for the holding of a general meeting a quorum is not present, the meeting:

(A) if convened on the requisition of members or if convened by a member under Rule 8(b)(iv), the meeting shall be dissolved; and

(B) in any other case, is to stand adjourned to the same day in the following week at the same time and place (unless another time and place is specified by the person presiding at the meeting or notified in writing to members).

(iv) If at the adjourned meeting a quorum is not present within 30 minutes of the appointed time for the holding of that meeting, the Eligible Members present (being at least 5) shall constitute a quorum.

(v) The President or, in his absence, any Vice President is to chair any general meeting of the Society. If the President or any Vice President is unable or unwilling to act as chairman, the Eligible Members present must elect one of their number to chair the meeting.

(vi) Except where a Special Resolution is required, a question arising at a general meeting is to be decided by a majority of votes of Eligible Members present and entitled to vote.

- (vii)** A question shall be determined on a show of hands, except where a secret ballot is required for the purposes of Rule 7(c)(iv).
- (viii)** A declaration by the chairman that a resolution has been carried unanimously or by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. Results of the secret ballot required under Rule 7(c)(iv) are to be announced by the chairman prior to the conclusion of the general meeting at which the ballot is conducted.
- (ix)** On any question arising at a general meeting of the Society, an Eligible Member has one vote only. All votes must be given personally and no proxy voting is permitted.
- (x)** In the case of an equality of votes, the chairman has a casting vote.
- (xi)** The chairman of a general meeting at which a quorum is present may, with the consent of the majority of Eligible Members present at that meeting, adjourn that meeting from time to time and from place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

9. Minutes

The Secretary or, in the Secretary's absence, another member of the Management Committee shall ensure that the Society keeps and maintains minute books in which is recorded:

- (a) proceedings and resolutions of meetings of the Management Committee;
- (b) resolutions passed by the Management Committee without a meeting; and
- (c) proceedings and resolutions of the Society in general meeting.

The Management Committee must ensure that minutes of a meeting are signed within a reasonable time after the meeting by either the chairman of that meeting or the chairman of the next meeting.

10. Alteration of Society's Objects and Rules

The Society's statement of objects and these Rules may be altered, rescinded or added to only by way of a Special Resolution of Eligible Members of the Society in general meeting.

11. Common Seal

- (a) The common seal of the Society must be kept in the custody of the Secretary or such other member of the Management Committee as may be determined from time to time by the Management Committee.
- (b) The common seal of the Society may be used only by the authority of the Management Committee and every document to which it is affixed shall be signed by the President or any Vice President and countersigned by the Secretary or the Treasurer or some other member of the Management Committee appointed by the Management Committee to countersign that document or a class of documents in which that document is included.

12. Society's Funds – Source and management

- (a) The funds of the Society shall be derived from the fees of members, donations, grants, bequests and such other sources approved from time to time by the Management Committee.
- (b) The Treasurer or, in The Treasurer's absence, another member of the Management Committee shall ensure that all money received by the Society shall be deposited as soon as practicable to the Society's bank account.
- (c) The Treasurer shall ensure that proper books and accounts of the Society are kept recording the financial affairs of the Society, including full details of all receipts and expenditure of the Society.
- (d) The funds of the Society are to be used or applied in pursuing the objects of the Society, in such manner as the Management Committee from time to time determines.
- (e) All cheques, drafts, bills of exchange, promissory notes, payment orders and other negotiable instruments drawn by or on behalf of the Society shall be signed jointly by any two members of the Management Committee or in such other manner as the Management Committee from time to time determines.

13. Custody and inspection of books and records

- (a) The Management Committee must provide for the proper custody and control of all records, books, registers and other documents relating to the Society and in a manner to ensure that the Society complies with the Act.
- (b) Except as provided for in Rule 3(i), such records, books, registers and other documents are open to inspection, free of charge, by a member of the Society,

subject to prior written notice being given to the Secretary and at any reasonable hour acceptable to the Management Committee.

14. Charging of Society's Property

No charge (whether fixed, floating or fixed and floating), mortgage, pledge or other encumbrance of any nature whatsoever over or on the whole or any part of the Society's property or assets may be given or agreed to, except with the approval of a special resolution of Eligible Members of the Society in general meeting.

15. Distribution of Society's Surplus Assets

In the event of:

- (a) a winding-up (whether voluntary or involuntary) of the Society; or
- (b) a voluntary cancellation of the Society's incorporation, the Society's surplus assets may only be paid or otherwise distributed in accordance with Part 8 of the Act.

16. Insurance

The Society must effect and maintain any insurance required by the Act and may effect and maintain any other insurance as the Management Committee may from time to time determine.

17. Notices

- (a) For the purposes of these Rules, and except where otherwise expressly provided for under these Rules, any notice or other document required to be given by the Society to any member may be served on or given to that member:
 - (i) by delivering it to the member personally; or
 - (ii) by sending it by pre-paid post to the address of the member last recorded in the Society's register of members.
- (b) Any such notice or document shall be taken to have been given or served:
 - (i) in the case of personal service, when delivered; and
 - (ii) in the case of pre-paid post, two days after the date of posting.
- (c) Service of notices and other documents on the Society may be effected in any manner permitted by section 63 of the Act.

18. Transitional provisions

(a) **Composition and Quorum of Management Committee**

(i) If on the Effective Date the Society:

(A) has only one Vice President or less than four other members, the unfilled Vice President position under Rule 7(b)(i) and the other unfilled positions under Rule 7(b)(ii) shall be taken to be casual vacancies for the purposes of Rule 7(g); and

(B) the Society has in office six members of the Society, in addition to the office-bearers of the Society, as members of the Management Committee, those members shall continue in office until the Society's next annual general meeting,

notwithstanding that the maximum number permitted under Rule 7(b) may be exceeded.

(ii) At any meeting of the Management Committee on or after the Effective Date and prior to the close of the annual general meeting of the Society next succeeding the Effective Date, the number of members whose presence is necessary to constitute a quorum is one-half (rounded up to the next whole number) of the aggregate of the number of members of the Management Committee in office on the Effective Date and the number of members (if any) appointed under Rule 7(g) on or after the Effective Date. A quorum must be present at all times during the meeting.

(b) **General**

Unless a contrary intention appears in these Rules, all persons, things and circumstances appointed, created or done by or under the Old Rules shall, on and after the Effective Date, continue to have the same status, operation and effect as if appointed, created or done by or under these Rules.

19. Definitions and Interpretation

(a) **Definitions**

In these Rules unless the contrary intention appears;

Act means the Associations Incorporation Act 1984 (NSW).

Commonwealth of Australia means the mainland States and Territories of Australia and Tasmania.

Director-General means the Director-General of the Department of Fair Trading or his successor.

Effective Date means the date on which these Rules become effective under the Act.

Eligible Member means any member of the Society other than an Associate Member, and the expression **Eligible Members** shall be construed accordingly.

Management Committee means the committee created and constituted under Rule 7.

Old Rules means the rules of the Society prior to the Effective Date.

Public Officer means the public officer of the Society appointed by the Society under the Act and whose name as such appears in the records of the Director-General.

Rules means these rules, as validly amended from time to time.

Secretary means the person holding office as such under Rule 7.

Society means The Cactus and Succulent Society of NSW Inc.

Special Resolution means a resolution of the Society in general meeting:

- (i) that is passed by a majority which comprises not less than three-quarters of the Eligible Members of the Society as, being entitled under the Rules so to do, vote in person at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules of the Society; or
- (ii) where it is made to appear to the Director-General that it is not possible or practicable for a resolution to be passed in the manner specified in paragraph (i) of this definition, that is passed in a manner specified by the Director-General.

Treasurer means the person holding office as such under Rule 7.

(b) **Interpretation**

In these Rules unless the contrary intention appears:

- (i) **(gender)** words importing any gender include all other genders;

- (ii) **(person)** the word person includes a firm, a body corporate, a partnership, an unincorporated body or association or an authority;
- (iii) **(singular includes plural)** the singular includes the plural and vice versa;
- (iv) **(regulations)** a reference to a law includes regulations and instruments made under that law;
- (v) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or provision;
- (vi) **(from time to time)** a power, an authority or a discretion reposed in the Management Committee or any member thereof, the Society in general meeting or a member of the Society may be exercised at any time or from time to time; and

(viii) **(headings)** headings and sub-headings are inserted for convenience only and are not to affect the interpretation of these Rules.
