

THE ROSE SOCIETY OF NEW SOUTH WALES
INCORPORATED

CONSTITUTION

1. NAME OF SOCIETY:

The name of the Society shall be "The Rose Society of New South Wales Incorporated" (hereinafter referred to as the "Society").

2. MEMBERSHIP:

- (a) Membership of the Society shall include:-
- (i) all persons who were members of the unincorporated association The Rose Society of New South Wales immediately prior to the incorporation of the Society under the Associations Incorporation Act, 1984 and
 - (ii) all persons who after such incorporation shall be duly nominated for membership of the Society and who shall be approved for membership by the State Council of the Society.
- (b) (i) The public Officer of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the year in which the person became a member.
- (ii) The register of members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (c) A Regional Society shall consist of such number of members operating in a particular area as hereinafter defined or specified.

3. OBJECTS:

The objects of the Society shall be:

- (a) to arouse, foster and maintain the interest of its members and the public concerning roses of all varieties.
- (b) to co-operate with other organizations having similar interests.
- (c) to hold regular meetings at which lectures and demonstrations will be given and films and slides shown.
- (d) to arrange field days, pruning and other demonstrations and social outings for its members.
- (e) to foster the foundation and maintenance of official trial grounds.

- (f) to hold Rose and Floral Art Shows and Exhibitions.
- (g) to formulate Rules, Regulations, By-Laws, Standards and generally deal with like matters in the interests of Rose Culture.

4. STATE COUNCIL:

- (a) The activities of the Society shall be controlled by the "State Council of the Rose Society of New South Wales Incorporated" (hereinafter referred to as the "State Council" or "The Council") consisting of three appointees from each Regional Society or such other number of appointees from each Regional Society as the State Council may fix from time to time. At its first meeting in August of each year the Council so constituted shall elect from its numbers and/or from the Society membership at large a President, Vice President, Honorary Secretary, Honorary Subscription Secretary, Honorary Treasurer, Honorary Editor and such other office bearers as it may from time to time see fit.

These latter members who are not Regional appointees on election shall assume full Council membership and voting rights.

However at no stage during the life of the Council shall members from any one Regional have a numerical strength on Council exceeding 50% - 1. Unless the State Council shall otherwise resolve the Honorary Secretary shall be the Public Officer as required by and for the purpose of the Associations Incorporation Act 1984. At meetings of the State Council seven (7) members shall constitute a quorum. At its meetings every member shall have one vote on every motion and in the case of an equality of votes the Chairman shall have a second or casting vote.

- (b) The State Council shall meet at least quarterly, namely in the months of August, November, February and May in each year. Apart from the foregoing the President or Secretary shall convene a meeting of the State Council upon receipt of a signed request from not less than four (4) members of the State Council.
- (c) At its meetings the President shall take the Chair, in his absence the Vice President and if he is also absent the members present shall elect a Chairman from their number.
- (d) The meetings shall be conducted in accordance with the rules of debate as generally accepted. Speakers shall address the Chair.

5. DISQUALIFICATION OF COUNCIL MEMBERS:

Any member of the State Council absenting himself or herself from three (3) consecutive meetings of that Council without assigning a reasonable excuse shall be deemed to have vacated office and such office shall be filled in accordance with the provisions of Article 31 (a) hereof.

6. FUNCTIONS:

The Functions of the State Council shall be generally to foster the objectives of the Society and shall include the following:

(a) REGIONALS:

To approve of the establishment of Regional Societies in the State of New South Wales.

(b) ADJUDICATE:

To adjudicate on matters concerning the Society.

(c) MAGAZINE:

To publish at least quarterly the official journal of The Rose Society of New South Wales (known as "The NSW Rose") and to mail it to all financial members of the Society.

(d) SUB-COMMITTEES:

The State Council may from time to time appoint such Sub-Committees as it may deem necessary or expedient and may depute or refer to them such of the powers and duties of the State Council as the Council may determine. Such Sub-Committees shall periodically report their proceedings to the State Council and shall conduct their business in accordance with the directions of the State Council.

(e) STANDARDS, RULES, BY-LAWS AND REGULATIONS:

The State Council shall from time to time make, repeal and amend all such Standards, Rules, By-Laws and Regulations (not inconsistent with this Constitution) as they shall think expedient for the internal management and well-being of the Society. All Standards, Rules, By-laws and Regulations made by the Council under this Article shall be binding upon the members until repealed by the Council.

(f) INTERPRETATION OF CONSTITUTION, ETC:

The State Council shall be the sole authority for the interpretation of the Constitution and of the Rules, Regulations or By-laws made there under and the decision of the Council upon any question of their interpretation or upon any matter affecting the Society and not provided for by these Articles or by the Rules, Regulations or By-Laws made thereunder shall be final and binding on the members.

(g) JUDGES:

To appoint a panel of judges qualified to judge according to the Standards set down by the Rose Society and from whom a Chairman of Judges shall be appointed at the discretion of the State Council, to allocate judges from this panel as and when requested by a Regional or other kindred body.

(h) NATIONAL ROSE SOCIETY OF AUSTRALIA:

To deal with all matters concerning the National Rose Society of Australia including the appointment of delegates, remittance of monies, etc.

(i) LIBRARY:

To maintain a Library of books, films and slides and to appoint an Honorary Librarian if so needed.

(j) KINDRED SOCIETIES:

To grant associate membership to kindred bodies on the payment of the subscription fixed from time to time by the State Council.

(k) LIFE / HONORARY MEMBERSHIP:

To grant at its discretion Life and/or Honorary membership of the Society.

(l) CANCELLATION:

To cancel such associate membership and honorary membership by a majority vote of members present at a State Council meeting.

(m) EXHIBITORS:

To grade exhibitors as it sees fit and to keep all Regionals so informed and further, to advise the exhibitor when a regrading occurs.

(n) The Society is prohibited from making any distribution to its members, whether in money, property or otherwise howsoever, of any assets belonging to the Society PROVIDED HOWEVER that this shall not prevent payment in good faith of remuneration to any officers or servants of the Society for which provision may be made from time to time in this Constitution.

(o) If upon the winding up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other Institution or Institutions having objects similar (wholly or in part) to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst its members; such Institution or Institutions to be determined by the members of the Society at or before the time of dissolution or in default thereof, a Judge of the Supreme Court of New South Wales and if and so far as effect cannot be given to the aforesaid provision then to some charitable object or objects.

7. FINANCE:

- (a) The State Council shall from time to time fix a per capita annual subscription which the Regional Societies shall forward to the State Council with a list of members as hereinafter prescribed. See Article 30 (h).
- (b) The Society shall open in a Bank approved by the State Council an Account in the name of The Rose Society of New South Wales Incorporated, such account to be operated upon by any two jointly of the following members of the State Council, namely the President, Honorary Secretary, Honorary Subscription Secretary or Honorary Treasurer. An audited Balance Sheet and Supporting Accounts (as at the 30th June in each year) shall be published and sent to all members no later than the 30th September of the same year.

8. AUDITOR:

An Auditor shall be appointed by the State Council for the purpose of auditing the Society's financial transactions. The Auditor shall supervise generally the method of keeping the books and accounts and make any suggestions for their improvement and shall at once report to the State Council any irregularities that may come under notice. The Books of the State Council shall be made available to the Auditor at any time and shall be closed each year in sufficient time for the preparation of the Balance Sheet and Annual Audit. The Auditor shall certify to the correctness of the Balance Sheet before publication.

9. THE HONORARY SOLICITOR:

The State Council may appoint an Honorary Solicitor of the Society and may make such other honorary appointments as are desired by the Council.

10. HONORARY SECRETARY:

The Honorary secretary shall conduct all correspondence and carry out all the business arising out of the proceedings of the Council.

11. HONORARY ASSISTANT SECRETARY:

The Honorary Assistant Secretary shall record the Minutes of the State Council and shall take over the duties of the Honorary Secretary during the temporary absence of the latter.

12. HONORARY TREASURER:

The Honorary Treasurer shall receive all money and deposit it in a Bank Account approved by the Council and shall pay all accounts authorized by the meeting assembled.

13. AMENDMENTS TO THE CONSTITUTION:

- (a) The State Council may subject to the proviso hereinafter stated amend these articles at one of its meetings provided that all members of the Council are given thirty (30) days written notice of such meeting and of the intended amendment or amendments. A majority of at least two-thirds of the Council members present at such meeting is required to carry an amendment to the Constitution PROVIDED THAT this Article shall not empower the State Council to alter the Society's Constitution so far as it refers to the matters set out in Article 6 (n) and 6 (o) hereof.
- (b) Any amendment or alteration of the Society's Constitution may also be made at a Special General Meeting called for that purpose upon the same being carried by a majority of at least two-thirds of the members of the Society present at such meeting. At least fourteen (14) days notice of the proposed amendment or alteration shall be given in writing to the members of the Society prior to the date of any such Special General Meeting.

14. SPECIAL GENERAL MEETING:

A Special General Meeting may be convened at any time by the State Council and a like meeting will be convened by the President or Honorary Secretary upon receipt of a written request from not less than eighteen (18) financial members of the Society. Fourteen (14) days notice in writing of any such meeting must be given to the members of the Society. At any such Special General Meeting a quorum shall be twenty-five (25) members of the Society.

15. VOTING AT MEETINGS:

At all Special General Meetings of the Society every financial ordinary or life member present shall be entitled to one vote upon every motion and in the case of an equality of votes the Chairman shall have a second or casting vote. Honorary membership and Associate membership is not an entitlement to vote.

16. EXPULSION OF MEMBERS BY THE COUNCIL:

The State Council, if it at any time is of the opinion that the interests of the Society will thereby best be served may by written notice forwarded to a member call upon such member to appear before the State Council to show cause why he or she should not be expelled from the Society. The State Council after hearing any representations by such member or in the absence of any such representations may by resolution of not less than two-thirds of the members of the State Council resolve that the member be expelled from the Society whereupon such member shall cease to be a member of the Society.

17. DISBANDONMENT OF A REGIONAL SOCIETY BY THE COUNCIL:

The State Council if it at any time is of the opinion that the interests of the Society will thereby best be served may by written notice forwarded to the Secretary of a Regional Society call upon the Chairman, Secretary, Treasurer and Committee of

such Regional Society to appear before the State Council to show cause why such Regional Society should not be disbanded. Should the State Council after hearing any representations on behalf of such Regional Society by the aforementioned persons or any of them or in the absence of any such representations, still hold the opinion that the Regional Society should be disbanded it may by resolution of not less than two-thirds of the members of the State Council so resolve whereupon such Regional Society shall forthwith upon the passing of such resolution be deemed to have been disbanded and the provisions of Article 38 shall apply thereto.

18. REGIONAL SOCIETIES:

QUALIFICATIONS:

To constitute a Regional Society it shall have not less than twenty-five (25) members unless the State Council waives such requirement.

19. AREA OF OPERATION:

A Regional Society will operate within such geographical or other boundaries if any, as are fixed by the State Council.

20. NAME OF REGIONAL SOCIETIES:

A Regional Society will be known by such name as is given to it by the State Council and it will use such name on all correspondence, advertising or notices issued by the Regional Society.

At the date of incorporation of the Society the names of the Regional Societies of the Society are:

The Hunter Valley Regional
The Illawarra Regional
The Parramatta and Hills Regional
The Macarthur District Regional.

21. OFFICE BEARERS:

Each Regional Society's activities shall be controlled by office bearers consisting of:

A Regional Chairman
An Assistant Regional Chairman
Regional Secretary
Regional Treasurer and a Committee of not more than ten (10) members of the Regional Society who shall meet at least quarterly and who shall be elected at the Annual General Meeting of the Regional Society which will be held in July each year.

22. SPECIAL GENERAL MEETING:

A Special General Meeting of a Regional Society may be convened at any time by the Chairman of such Regional Society and the Chairman or Secretary shall convene a Special General Meeting of the Regional Society if so requested in writing and such request is signed by not less than seven (7) financial members of the Regional Society. Fourteen (14) days notice in writing of any such meeting must be given to the members of the Regional Society.

23. VOTING AT MEETINGS:

At the Annual General Meeting and at all Special General meetings of a Regional Society every financial, ordinary or life member present shall be entitled to one (1) vote upon every motion and in the case of an equality of votes the Chairman shall have a second or casting vote. Honorary membership is not an entitlement to vote.

24. QUORUMS:

(a) A quorum at a meeting of the Committee of any Regional Society shall be seven (7) and at the Annual General Meeting or a Special General Meeting of the Regional Society shall also be seven (7).

(b) The meetings shall be conducted in accordance with the rules of debate as generally accepted. Speakers shall address the Chair.

25. RESOLUTIONS AT REGIONAL ANNUAL GENERAL MEETINGS:

Any member desirous of moving any resolution at the Annual General Meeting of the Regional shall give notice thereof in writing to the Regional Secretary not less than twenty-one (21) clear days before the date of such meeting.

26. CONSTITUTION:

A Regional Society shall be bound by and operate under the provisions of this Constitution.

27. MEMBERSHIP FEES:

The annual subscription payable by members of a Regional Society shall be determined by its Committee with due regard to Article 7 of these Articles.

28. FINANCIAL YEAR:

The financial year of all Regional Societies will commence on the 1st day of July in each year and the annual subscription shall be payable in advance on this date.

29. FAILURE TO PAY ANNUAL SUBSCRIPTION:

If any member or joint members of the Regional Societies shall fail to pay his, her or their annual subscription on or before the 31st day of July next after it has become due, notice shall be sent to him, her or them calling attention thereto and if he, she or they do not pay the amount due within fourteen (14) days from the posting of such notice he, she or they shall cease to be a member or members of the Regional Society and of the Society and his, her or their name shall be erased by the Regional Committee from the list of members of the Regional Society.

30. OBLIGATIONS OF REGIONAL SOCIETIES:

- (a) To at all times abide by the decisions and directions of the State Council and the provisions of the Constitution, Rules, Regulations, By-Laws and Standards of the Society or any subsequent amendments to them.
- (b) To forthwith notify the Secretary for the time being of the State Council in writing of :
 - (i) The names and addresses of the Committee of the Regional Society elected at the Annual General Meeting within thirty (30) days of the holding of such meeting.
 - (ii) Any changes in the Committee of the Regional Society that may take place after its Annual General Meeting has been held.
 - (iii) The names and addresses of the appointees and alternate appointees elected to the State Council under the provisions of Article 31(a) hereof.
- (c) Immediately after its Annual General Meeting to forward to the Secretary of the State Council a copy of its Annual Report and Balance Sheet together with supporting accounts.
- (d) To pay promptly all debts incurred by the Regional Society on its own behalf and to indemnify the State Council against all claims, demands or actions taken by any person against the State Council for any act, statement or proceedings made, published or taken by or on behalf of the Regional Society without the written consent of the State Council first having been obtained.
- (e) Where a dispute arises within the Regional Society which cannot be settled by the Committee of such Regional Society then the Secretary of that Regional Society shall forthwith refer such dispute in writing to the Secretary of the State Council so that it can be considered and settled by the State Council.
- (f) To refer all grievances of the Regional Society in writing to the Secretary of the State Council so that they can be considered and ruled upon by the State Council.

- (g) To accept and abide by the rulings of the State Council upon all disputes submitted to it for arbitration.
- (h) To forward to the Honorary Subscription Secretary of the State Council after the 1st day of July and not later than the 31st day of July in each year a list of the names and addresses of the financial members of the Regional Society and a cheque for the amount of the membership subscriptions due to the State Council for the then current year received by the Regional Treasurer up to the date of compilation of the list and thereafter to forward on the 1st day of such succeeding month up to the first day of July in each year a list of the names and addresses of all members who have joined or paid their annual subscription to the Regional Society during the preceding month together with a cheque for the amount of membership subscriptions received by the Regional Society since the date to which the preceding list was compiled. (See Article 7(a)).
- (i) On demand in writing by the State Council to submit to it within thirty (30) days of such demand all Minute Books, Membership Lists, Books of Account, Bank Statements, Bank Books, Cheque Books or such other documents of the Regional Society as are specified by the State Council in its demand. The Secretary of the State Council on receipt of such books and documents will issue a form of receipt listing the books and documents received from the Regional Secretary.
- (j) To meet at least quarterly.
- (k) To forward without delay to the Secretary of the State Council the name and address of any person who has resigned or through any other cause has ceased to be a member of the Regional Society.
- (l) To allow members of The Rose Society of New South Wales Incorporated who are not members of the Regional Society to attend General and Annual General Meetings, outings and activities, as visitors, but such visitors shall have no voting rights at any such meetings.

31. RIGHTS AND PRIVILEGES OF REGIONAL SOCIETIES:

The rights and privileges of a Regional Society shall be as follows:

- (a) In July each year to elect three (3) (or such other number as is fixed from time to time by the State Council) financial members of the Regional Society who shall at the next meeting of the State Council, ipso facto, become members of the State Council and in the event of the death, disqualification or retirement of any such persons during the subsequent financial year to elect a financial member or members of the Regional Society as members of the State Council in the place or stead of the deceased, disqualified or retired Council member or members for the unexpired balance of his, her or their term of office AND FURTHERMORE each Regional Society shall also elect three (3) alternate appointees who shall be entitled to attend State Council

Meetings who may speak for or against a motion but shall neither move nor second a motion nor shall they vote on any motion. In the absence from the meeting of the State Council of any of the appointees from their Regional they may on a one for one basis assume full Council member status during such absence.

- (b) To conduct its own affairs subject to the provisions of this Constitution and any subsequent amendments thereto.
- (c) To call upon the State Council to allocate Show Judges.
- (d) At any of its meetings to fill all or any vacancies which may occur in its office bearers or Committee during the course of any financial year.
- (e) To appoint honorary auditors or such other honorary appointments as are desired by the Regional Society.
- (f) To hold subject to the written approval of the State Council Rose or Floral Art Shows, Displays or Exhibitions in their Region or in any other Region.
- (g) To retain for its own use all monies received by it other than those referred to in Articles 7 and 38 hereof.

32. DUTIES OF REGIONAL CHAIRMAN:

The Regional Chairman shall preside at all meetings of the Regional Society and in his absence the chair shall be taken by the Assistant Regional Chairman and if he be absent a Chairman shall be elected for the evening by the members of the Regional Society who are present at such meeting. The Regional Chairman will arrange for speakers, lecturers and demonstrators for the meetings of the Regional Society.

33. DUTIES OF REGIONAL SECRETARY:

The Regional Secretary shall conduct all correspondence of the Regional Society and carry out all business arising out of the meetings and proceedings of the Regional Society. It shall be his or her duty in particular to see that the Regional Society complies with the provisions of Articles 30(h), 30(b), 30(c) and 30(i) of this Constitution. It shall be a further duty of the Regional Secretary to advise State Council of the result of all shows held under the Regional's auspices.

34. DUTIES OF REGIONAL TREASURER:

The Regional Treasurer shall receive all monies and deposit them in the name of the Regional Society in a Bank Account approved by the Committee of the Regional Society and shall pay all accounts authorized by the Committee and shall keep proper records of all money received or disbursed by the Regional Society. The Regional Treasurer shall also issue receipts for all money received by the Regional Society on receipt books purchased by the Regional Society. It shall be the Regional Treasurer's duty in particular to comply with the provisions of Article 29 of this Constitution.

35. RESIGNATION OF A MEMBER OF THE REGIONAL SOCIETY:

Any member of a Regional Society may resign his, her or their membership by giving to the Regional Secretary notice in writing to that effect.

36. EXPLUSION OF MEMBERS BY REGIONAL COMMITTEE:

It shall be the duty of the Regional Committee if at any time they shall be of the opinion that the interests of the Regional Society will thereby best be served to invite any members to withdraw from the Regional within a time specified by letter, and in default of such withdrawal to submit the question of the member's expulsion to a special general meeting of the Regional convened in accordance with the provisions of Article 22 hereof which meeting shall be held within eight (8) weeks after the date of such letter. At such meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his, her or their conduct verbally or in writing and if thereupon two-thirds of the members voting shall vote for his, her or their expulsion, he, she or they shall thereupon cease to be members of the Regional Society.

37. CESSATION OF MEMBERSHIP:

Any member shall, upon ceasing to be a member of the Society, forthwith forfeit all right to and claim upon the Society and its funds and property.

38. DISBANDING:

In the event of a Regional Society being disbanded for any reason whatsoever, all books, accounts, records, documents, monies or assets belonging to that Regional Society shall become the property of the State Council and shall be disposed of at the direction of the State Council and only at the direction of the State Council, which shall not be liable for any debts or obligations of such Regional Society incurred by it or its office bearers prior to such disbandment.

39. COMMON SEAL:

- (a) The Common Seal of the Society shall be kept in the custody of the Honorary Secretary of the State Council.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the State Council and the affixing of the Common Seal shall be attested by the signatures of two members of the State Council.

40. LIABILITIES OF THE SOCIETY AND MEMBERS:

- (a) The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or of any Regional Society or the costs, charges and expenses of the winding up of the Society is limited to

the amount if any unpaid by the member as his subscription to membership of the Society.

- (b) The Society shall be ultimately responsible for the debts of any Regional Society incurred in the normal course of that Regional Society's activities.
- (c) The State Council may from time to time decide upon a level of monetary liability of any Regional Society to any one creditor whereupon no Regional Society shall incur liability to any one creditor greater than such level without first obtaining approval of any such action from the State Council.

41. INSURANCE:

- (a) The Society shall effect and maintain insurance pursuant to Section 44 of the Associations Incorporation Act 1984.
- (b) In addition to the insurance required under clause (a) the Society may effect and maintain other insurance.

Formed 1913.

Reconstituted as a federated society 1979.

Incorporated 1989.

Reprinted with amendments 1996.

Reprinted with no amendments 2007.