

CONSTITUTION Of Native Plants Queensland

[Society for Growing Australian Plants (Queensland Region) Inc.]

As amended 4 December 2022

1.0 NAME

- 1.1 The name of the association shall be the Society for Growing Australian Plants (Queensland Region) and its trading name shall be Native Plants Queensland. (Hereinafter referred to as the "Society".)

2.0 OBJECTS

The objects for which the Society is established are:

- 2.1 To encourage the cultivation of Australian native flora, including:
- 2.1.1 promoting its introduction into gardens
 - 2.1.2 interesting nursery operators in propagating and supplying native plants to the public;
 - 2.1.3 adapting species to cultivation by breeding and selection.
- 2.2 To promote the conservation of Australian native flora, including;
- 2.2.1 advocating the establishment of National Parks, Flora Reserves and Botanic Gardens in all Bioregional ecosystems;
 - 2.2.2 advocating the establishment/enhancement of laws and regulations designed to enhance the protection of indigenous flora;
 - 2.2.3 liaison with and advocacy to all levels of government to improve conservation outcomes.
- 2.3 To educate the community about Australian native plants, including:
- 2.3.1 supporting research into Australian plants;
 - 2.3.2 recording, publishing and presenting information on Australian plants.
- 2.4 To encourage the establishment of Branches within the Society.
- 2.5 To establish and maintain association with other organizations having compatible aims.

3.0 POWERS

- 3.1 The Society shall have in the exercise of its affairs, all the powers of an individual, for example, to:
- (a) enter into contracts; and
 - (b) acquire, hold, deal and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

The Society may also issue secured and unsecured notes, debentures and debenture stock for the Society.

4.0 CLASSES OF MEMBERSHIP

- 4.1 An application for membership may be made by all persons and organisations interested in the aims of the Society.
- 4.2 The classes of membership of the Society shall be:-
- (a) Ordinary Member

- (b) Honorary Life Member
- (c) Organization Member

- 4.3 An Honorary Life Member shall be entitled to all the privileges of an Ordinary Member. He/she shall be a person whose outstanding and meritorious service in furthering the objects of the Society has earned such recognition. Elevation to Honorary Life Membership shall bear the recommendation of three-quarters of the officers present at a Council meeting and the approval of three-quarters of the Members present at a general meeting.
- 4.4 Honorary Life membership shall be limited to no more than 5% of the membership of the Society at the time of admission.
- 4.5 A Member that is an organization may nominate a person to represent it at general meetings in the Society and such person shall be deemed to have the authority to speak for and do all things on behalf of such organization. The nomination shall be in writing to the Secretary and signed by two of the executive of that organization.
- 4.6 The number of members shall be unlimited.

5.0 MEMBERSHIP SUBSCRIPTIONS

- 5.1 The annual subscriptions for the various classes of membership of the Society shall be such as the Council shall from time to time prescribe.
- 5.2 The Council may prescribe concessional subscriptions within the various classes of membership as it may determine from time to time.
- 5.3 Members shall be notified of the subscription rates for the following year not less than twentyone (21) days prior to the due date.
- 5.4 Annual subscriptions shall be due and payable in advance. A member shall be deemed unfinancial if his/her subscription is not paid within ninety days of the due date.

6.0 ADMISSION AND REJECTION OF MEMBERS

- 6.1 Application to become a member shall be in writing, either on paper, or in electronic form, and shall be considered by the Council which may accept or reject it.
- 6.2 Membership shall be considered provisional until such time as it is confirmed by Council. Provisional memberships shall be deemed to have been confirmed if the member has not been otherwise advised within ninety days of submission of a membership application form and payment of membership subscription.
- 6.3 Upon rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such rejection

7.0 TERMINATION OF MEMBERSHIP

- 7.1 A member may resign from the Society at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice, when it shall take affect on that later date.
- 7.2 If a member has membership fees in arrears for a period in excess of three months, his/her membership may be immediately terminated by Council without further notification. Such termination may, at the discretion of Council, be revoked by payment of the overdue fees.
- 7.3 If a member fails to comply with any of the provisions of these Rules; or conducts herself or himself in a manner considered to be injurious or prejudicial to the character or interests of the Society; the Council shall determine whether his/her membership shall be terminated.

- 7.4 A person whose membership is terminated under clause 7.3 shall be given a full and fair opportunity of presenting his/her case; and if Council resolves to terminate /his/her membership, it shall instruct the Secretary to advise the member in writing accordingly.

8.0 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 8.1 A person whose application for membership has been rejected, or whose membership has been terminated under clause 7.3, may within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her intention of appeal against the decision of the Council. Whereupon the Secretary shall convene, within three months, a general meeting to determine by the vote of the members present at such meeting.
- 8.2 Where a person whose application is rejected does not appeal against the decision of the Council within the time prescribed by these Rules, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

9.0 REGISTER OF MEMBERS

- 9.1 The Council shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Society and the dates of their admission.
- 9.2 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.
- 9.3 However, the Council may, on the application of a member of the Society, withhold information about the member (other than the member's full name), from the register available for inspection, if the Council has reasonable grounds for believing the disclosure of this information would put the member at risk of harm.

10.0 ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

- 10.1 The Annual General Meeting shall be held within six months after the end of the financial year of the Society. The business to be transacted at every annual general meeting shall be:
- 10.1.1 the receiving of the Council's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Society for the preceding financial year;
 - 10.1.2 the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - 10.1.3 the election of members of the Council;
 - 10.1.4 [deleted]; and
 - 10.1.5 such other business as the Council may determine.
- 10.2 The Secretary shall convene a special general meeting:
- (a) when directed to do so by the Council; or
 - (b) on the requisition in writing signed by not less than one-third of the members presently on the Council or not less than twenty ordinary members of the Society. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be discussed thereat; or
 - (c) on being given notice in writing of an intention to appeal against the decision of the Council to reject an application for membership or to terminate the membership of any person.

The only business to be conducted at a Special General Meeting shall be those matters for which it is called and these shall be specified by the Secretary in the notice of meeting.

- 10.3 Quorum

- (a) At any general meeting the number of financial members required to constitute a quorum shall be the number of members elected or appointed to the Council at the last General Meeting, plus one.
- (b) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this Rule 'member' includes a person attending as a proxy or representing a corporation or organization which is a member.

10.4 Notice of Meetings

- (a) The Secretary shall convene all general meetings of the Society by giving not less than fourteen (14) days notice of any such meeting to the members of the Society.
- (b) The manner by which such notice shall be given shall be determined by the Council; provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his/her membership by the Council, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed.

10.4A Electronic Meetings

- (a) General meetings may be held and members may take part in general meetings using any technology that reasonably allows members to hear and take part in discussions as they happen.
- (b) A member who participates in a meeting under subrule (a) is taken to be present at the meeting.

10.5 Unless otherwise provided by these Rules, at every general meeting:

- (a) the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, then one of the Vice-President shall be the Chairman, or if one of the Vice-President is not present, or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting.
- (b) every motion shall be decided by a majority of votes of the members present (except for Special Resolutions which require a three-quarters majority).
- (c) every member shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote. No member shall be entitled to vote at any general meeting if his/her annual subscription is more than one month in arrears at the date of the meeting.
- (d) voting shall be by show of hands unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot.
- (e) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy shall be a member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot. Electronic transmission of the proxy form shall be an acceptable mode of appointment.
- (f) where a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:-

Native Plants Queensland:

I,of.....
being a member of the Society, appoint
of as my proxy to vote for me
on my behalf at the (annual) general meeting of the Society, to be held on the
.....day of 20 , and at any adjournment of the meeting.
Signed this day of ,,year)

Signature:

This form is to be used * in favour of / * against (* Strike out whichever is not desired) the following resolutions

[List relevant resolutions]

- (g) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting at which the person named in the instrument proposes a vote; and
- (h) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Council meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Council meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Council meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

11.0 MEMBERSHIP OF THE COUNCIL

11.1 The Council of the Society shall consist of:

- (a) the following elected officers, all of whom shall be members of the Society:
 - President
 - Vice President - two (2)
 - Secretary
 - Treasurer
 - Councillors – Nine (9)
- (b) the immediate past President who shall be an ex-officio non-voting member of Council for 12 months immediately following the end of his/her term of office.
- (c) such non-voting delegates or proxy delegates of Branches and other non-voting officers appointed under Rule 14.1(d) or entitled to representation in Council in accordance with Rule 23.2.

11.2 At the annual general meeting of the Society all members of the Council shall retire from office, but shall be eligible upon nomination for re-election except that the maximum period of consecutive office of President shall be three years.

11.3 The election of officers of the Council shall take place in the following manner:-

- (a) any two members of the Society shall be at liberty to nominate any other member to serve as an officer of the Council;
- (b) the nomination, which shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place;
- (c) should there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

12.0 RESIGNATION OR REMOVAL OF MEMBERS OF THE COUNCIL

- 12.1 Any member of the Council may resign from membership of the Council at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date. A member may be removed from office at a general meeting of the Society where that member shall be given the opportunity to fully present his/her case. The decision to remove a Council member shall be determined by the vote of the members present at a general meeting.

13.0 VACANCIES ON COUNCIL

- 13.1 The Council shall have power at any time to appoint any member of the Society to fill any casual vacancy on the Council until the next annual general meeting.
- 13.2 Where a quorum exists the Council may continue to act notwithstanding any casual vacancy. Where no quorum exists such members of the Council as are available may act to increase their numbers or summon a general meeting but for no other purpose.

14.0 FUNCTIONS OF THE COUNCIL

- 14.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Society carried at any general meeting the Council:-
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Society,
 - (b) shall have authority to interpret the meaning of these Rules and any matters relating to the Society on which these Rules are silent,
 - (c) may exercise all the powers of the Society in the matters enumerated in Rule 3.1 of these Rules, and
 - (d) shall appoint other non-voting officers as it sees fit.

15.0 MEETINGS OF THE COUNCIL

- 15.1 The Council shall meet not less than six times in each year to exercise its functions.
- 15.2 A special meeting of the Council shall be convened by the Secretary on the requisition in writing by not less than one-third of the members of Council. Notice of such meeting must be given within 14 days after receipt of the request. The requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be discussed.
- 15.3 At every meeting of the Council more than 50% of the members elected to the Council by the end of the last General Meeting shall form a quorum.
- 15.4 Subject as previously provided in this Rule, the Council may meet and regulate its proceedings as it thinks fit. Questions arising at any meeting of the Council shall be decided by a majority of votes of officers present and eligible to vote and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 15.5 A member of the Council shall not vote in respect of any contract or proposed contract with the Society in which he/she is interested, or any matter arising therefrom, and if he/she does so his/her vote shall not be counted.
- 15.6 Not less than fourteen (14) days notice shall be given by the Secretary to members of the Council of any special meeting of the Council. Such notice shall clearly state the nature of this, the only business to be discussed.
- 15.7 The President shall preside as Chairman at every meeting of the Council, or if there is no President, or if at any meeting he/she is not present within ten minutes after the time appointed for the meeting, then one of the Vice Presidents shall be Chairman or if neither Vice President is present the members may choose one of their number to be Chairman of the meeting.

15.8 Sub-committees and Non-Voting Officers

- (a) The Council may delegate any of its powers to a subcommittee consisting of such members of the Society as the Council thinks fit. In the exercise of powers so delegated any such sub-committee shall conform to any regulations imposed on it by the Council. Such regulations must include specific limits on the sub-committee's ability to bind the Council without reference. In the event that Council does not impose such regulation on a sub-committee, its powers shall be limited to making recommendations to Council.
- (b) A subcommittee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (c) A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (d) The Council may delegate any of its powers to any member of the Society who shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Council. Such regulations must include specific limits on the member's ability to bind the Council without reference. In the event that Council does not impose such regulation on the member, the member's power shall be limited to making recommendations to Council.
- (e) Branch delegates and other non-voting officers shall submit a concise report to a Council meeting at least annually, and at other times if so requested by Council.
- (f) The appointment of all sub-committees and non-voting officers shall terminate at the next annual general meeting unless terminated by the Council at an earlier date.

15.9 Validation of Acts

All acts done by any member of the Council or of a sub-committee or any person acting as a member of the Council, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the members of the Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

15.10 Resolution in Writing

A resolution in writing signed by all members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

16.0 BY-LAWS

- 16.1 The Council may from time to time make, amend and repeal By-Laws, not inconsistent with these Rules, for the internal management of the Society. Any By-Law may be set aside by a general meeting of members.

17.0 ALTERATION OF RULES

- 17.1 Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a Special Resolution carried at any general meeting. A special resolution means a resolution passed at a general meeting of the Society by the votes of three-quarters of the members who are present and entitled to vote on the resolution. Such an amendment, rescission or addition shall be submitted to the Chief Executive Officer, Consumer Affairs Queensland, for review, and shall be void and without effect in these Rules if approval is withheld.

18.0 COMMON SEAL

- 18.1 The Council shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Council and every instrument to which the Seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

19.0 FUNDS AND ACCOUNTS

- 19.1 The funds of the Society shall be kept in the name of the Society in a financial institution decided by the Council from time to time.
- 19.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Society and the particulars usually shown in books of a like nature.
- 19.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 19.4 All amounts of \$100 or more shall be paid by cheque or electronic funds transfer. If the payment is made by cheque the cheque shall be signed by two of the President, Secretary, Treasurer or one other member of Council authorised by the Council to sign cheques.
- 19.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances, or petty cash recoupment, which may be open.
- 19.6 The Council shall determine the amount of petty cash which shall be kept on the imprest system.
- 19.7 All expenditure shall be approved or ratified at a Council meeting.
- 19.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of -
- (a) the income and expenditure for the financial year just ended;
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Society at the close of that year.
- 19.9 All such statements shall be examined by the auditor who shall present his/her report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 19.10 The income and property of the Society wheresoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Society, provided that nothing herein contained shall prevent the payment in good faith of interest to any member in respect of moneys owing by the Society to him/her or of remuneration to any officers or servants of the Society or to any member of the Society or other person in return for any services actually rendered to the Society, provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society.
- 19.11 Unless otherwise required by any law or regulation an 'auditor' for the purposes of this constitution shall be as follows:
- a) appointed by the Council;
 - b) a person who the Council considers to be suitable to review the annual accounts of the Society;
 - c) need not be an accountant or be registered with any government or professional body as auditor; and
 - d) may be a member of the Society.

20.0 DOCUMENTS

- 20.1 The Council shall provide for the safe custody of books, documents, instruments of title and securities of the Society.

21.0 FINANCIAL YEAR

- 22.1 The financial year of the Society shall close on 31st January in each year.

22.0 DISTRIBUTION OF SURPLUS ASSETS

- 22.1 If the Society shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains after satisfaction of all 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 to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Rule 19.10, such institution or institutions to be determined by the members of the Society.

23.0 BRANCHES

- 23.1 A Branch may be formed by not less than six (6) financial members subject to the approval of the Council and in accordance with such By-Laws as the Council may from time to time prescribe.

- 23.2 A Branch having a membership of not less than ten (10) may appoint a delegate from its members or a proxy delegate (being a member of the Society) to represent it in the Council. A delegate or proxy delegate shall be appointed in the manner prescribed in the By-laws.

- 23.3 A Branch shall not:

- (a) enter into any agreement which shall create a liability exceeding:
 - (i) its liquid assets; or
 - (ii) when aggregated with all other liabilities of the Branch, its total assets;

- 23.4 Winding-up

- (a) Council shall be notified of the intention to wind up a Branch at least three (3) months prior to the nominated date of closure and during this period there shall be no distribution of any records or assets. The Branch must provide a copy of the Minutes of the meeting at which the decision was made within 14 days of this meeting.
- (b) Upon winding-up of a Branch and after satisfaction of all its debts and liabilities, all property, including all records and assets, shall be transferred forthwith to the Society at large through the Council.
- (c) Upon transfer of such property that remains, the Council shall determine the use, or uses, to which it may be put in the interests of the Society

- 23.5 Incorporation of Branches

A Branch of the Society may, subject to the approval of the Council, become incorporated in accordance with the provisions of Part 9, Division 1 of the Associations Incorporation Act 1981.

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Native Plants Queensland
(Society for Growing Australian Plants (Queensland) Inc.)

BY-LAWS

(adopted by NPQ Council 24.10.2019)

BY-LAW 1. FORMATION AND CONDUCT OF BRANCHES

1.1 Purposes for which a Branch should be formed.

To further the aims of the Society by combining the efforts of members in a particular district or field of interest by means of regular meetings or activities.

1.2 Procedures for Formation:

- (a) A minimum of six members of the Society may form a Branch subject to the approval of the Council.
- (b) An inaugural meeting of interested members shall be called to elect a Provisional Committee and make an application to the Council for approval to form the Branch . The application shall contain the names of the members making the application and the Provisional Committee and the reasons for which formation of the Branch is sought.
- (c) Approval of the application shall be at the discretion of the Council.
- (d) Upon advice of approval by Council the Provisional Committee shall become the Committee and shall conduct the business of the Branch.

1.3 Conduct:

- a) All members of a Branch must be members of the Society.
- b) The Branch Committee shall keep a record the activities of the Branch, including, where funds are collected by the branch, appropriate accounts.
- c) An annual general meeting shall be held by not later than 31 March in each year, at which time a Committee shall be elected.
- d) So that the Society may be kept informed of branch affairs each branch shall provide annual updates to the Council secretary and membership officer as follows:
 - a. The names and contact details of the branch committee members, by 31 March;
 - b. A report of branch activities, before the Society annual general meeting; and

- c. a list of branch members, by 31 January.
- e) Where a branch collects funds the branch shall prepare an annual statement of receipts and expenditure. The statement of accounts shall be audited however an external audit is not required. The statement and other account records shall be made available to the Society's treasurer on request.

1.4 Funds:

- (a) Funds of a Branch shall be kept in a separate account/s in a financial institution and require two member signatories/authorisers.
- (b) A Branch may raise its own funds by way of a levy on its members and/or by other means not inconsistent with the objectives of the Society.
- (c) Funds of a Branch shall be used in the interests of, and for the benefit of that Branch and/or the Society
- (d) Any membership levy imposed by a Branch shall be additional to the subscription for financial membership of the Society.
- (e) Each Branch shall be financially self-sufficient in the ordinary conduct of its activities and shall not incur any debt for which the Society may become liable without prior approval of the Council.

BY-LAW 2. FINANCIAL ASSISTANCE TO BRANCHES OR INDIVIDUAL MEMBERS FOR SPECIFIC PURPOSES

- 2.1 The Council may from time to time make financial assistance available to Branches or individual members for purposes consistent with the objects of the Society, including to assist new branches meet costs related to establishing the branch. Such financial assistance may be in the form of a loan or grant and on such terms as the Council shall determine.
