

**CONSTITUTION
OF THE
CANBERRA BONSAI SOCIETY INCORPORATED**

(incorporated in the Australian Capital Territory)

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CONSTITUTION OF THE
CANBERRA BONSAI SOCIETY INCORPORATED
(incorporated in the Australian Capital Territory)

1. NAME

- (a) The name of the Society formed under this Constitution shall be the Canberra Bonsai Society Incorporated (hereinafter called the Society).
- (b) The Society shall cause every notice, advertisement, bill of exchange, promissory note, endorsement, order, waybill, in voice, receipt or other document given, published, drawn, endorsed or issued by it to contain the name of the Society in legible characters.

2. OBJECTS

- (a) To promote interest in working together to improve the knowledge and practice of bonsai.
- (b) The Society shall be a non-profit making organisation.

3. MANAGEMENT

- (a) The management of the Society shall be vested with the Executive which shall consist of the President, Secretary, Treasurer and Newsletter Editor.
- (b) There shall also be a committee or committees, if elected, of a number not exceeding four plus the Executive, to any position specified as the need is required. Committee positions may be created at any time and shall terminate at the end of a specified period but shall not exceed twelve months. Committee members shall not vote at Executive meetings.

4. MEMBERSHIP

- (a) Application for membership shall be in writing and shall be in such form as the Executive shall determine and shall be accompanied by the prevailing membership fee.
- (b) Interested members shall be expected to apply for membership to the Society in attending their second general meeting or monthly activity, the first being without obligation.
- (c) All members shall be accepted by the Executive who shall not be required to assign any reason for the refusal of any application for membership.
- (d) Renewal of membership shall be automatic upon payment of the prevailing membership fee.

- (e) All rights of membership shall terminate, unless financial, immediately upon the commencement of the Annual General Meeting or upon termination of membership as provided for in this Constitution.
- (f) Any member who is absent from three consecutive general meetings or monthly activities without apology will be liable to forfeit membership by a decision of the Executive.
- (g) It will be the responsibility of all members to notify the Secretary of any change of address or any other particulars pertaining to membership.

5. SUBSCRIPTIONS

- (a) The annual subscription fee shall be determined by the membership at the Annual General Meeting.
- (b) Renewal of membership shall become due every twelve months from the date of membership acceptance and is payable within one month of this date
- (c) All members' subscriptions are non-refundable.

6. THE EXECUTIVE

- (a) The Executive shall be elected at the Annual General Meeting and shall hold office, unless otherwise removed as provided in this Constitution, until the conclusion of the following Annual General Meeting elections.
- (b) Members of the retiring Executive are eligible for re-election.
- (c) Any position becoming vacant during the term of office may be filled by the Executive temporarily until the members can elect a replacement.
- (d) The Executive shall have the power to make and publish any by-laws for the better management and control of the Society which shall not be inconsistent with this constitution and shall have the power to invite any other person to attend Executive Meetings who may be of assistance, provided that person cannot vote on the Executive.
- (e) The Executive shall meet as and where required by the President or a majority of the Executive.
- (f) Any member of the Executive failing to attend three consecutive meetings of the Executive without just cause shall be removed from office on a majority vote of the Executive. Any member of the Executive who ceases to be a member of the Society shall cease to be a member of the Executive. Any member of the Executive can be removed from office on a two-thirds majority vote of no confidence at a general meeting.
- (g) The President of the Society shall chair all Society meetings. In the absence of the President the meeting may elect another member to chair that meeting.

- (h) The Executive shall be responsible for the maintenance of all the Society records and safeguard and maintain all the Society assets and property.

7. PUBLIC OFFICER

- (a) The Executive of the Society shall within fourteen days after incorporation, appoint a Public Officer who must be a resident of the Australian Capital Territory in accordance with the Associations Incorporation Ordinance 1953.
- (b) The Public Officer shall within fourteen days after appointment give notice in writing to the Registrar of Companies of their full name and address.
- (c) If the office of Public Officer falls vacant, the Executive must appoint another within fourteen days who must subsequently notify the Registrar of Companies within fourteen days of their appointment.
- (d) If the Public Officer changes their address they shall, within fourteen days after that change, give notice in writing to the Registrar of Companies of that change.
- (e) The office of Public Officer shall become vacant if the person holding that office:
 - (i) dies;
 - (ii) becomes bankrupt, applies to take the benefit of a law for the relief of bankrupt or insolvent debtors or compounds with his creditors;
 - (iii) becomes of unsound mind;
 - (iv) resigns their office by writing under their own hand addressed to, the Executive of the Society; and or
 - (v) ceases to be resident in the Australian Capital Territory.
- (e) The Public Officer may hold any position on the Executive while holding this position.
- (f) The Public Officer shall within one month after an alteration of:
 - (i) the objects or purposes of the Society; or
 - (ii) the rules of the Society,

file with the Registrar of Companies notice of the alteration, a copy of any instrument evidencing the alteration and a statutory declaration made by the Public Officer declaring that that copy is a true copy and, in the case of an alteration of the objects, purposes or rules of the Society, that the alteration is authorised and was made in the manner provided by the rules of the Society.

8. MEETINGS

- (a) General Meetings shall be convened as and when necessary, as determined by the Executive or on written application by ten financial members, at a time and venue as notified. At least fourteen days clear notice will be given to members.
- (b) The Annual General Meeting of the Society shall be held within three months after the end of the financial year of the society (namely within three months after 31 December) when annual reports and balance sheets shall be presented.
- (c) Any decision of the Executive or of the members at any general meeting shall be decided by the simple majority of those present entitled to vote and voting unless otherwise specified herein. A quorum at an Executive meeting is two and a general meeting ten members.

9. FINANCE

- (a) The income and property of the Society shall be applied solely towards the promotion of the objects of the Society and no part shall be paid or transferred in any manner to the members of the Society. The foregoing shall not prevent repayment to any member for expenses incurred or services rendered.
- (b) The funds of the Society shall be banked in the name of the Society as soon as possible after receipt of monies and the bank account operated upon by any two of the Executive, one of whom must be the Treasurer.
- (c) The Executive is empowered to expend monies to further the objectives of the Society either by decision of the Executive or members at the general meeting. The Treasurer shall report to the general meeting on monies received and expended.
- (d) The Executive shall cause the financial affairs of the Society to be audited, by a person who is not a member of the Society or the Public Officer, once in every period of twelve months.
- (e) The Executive shall prepare or cause to be prepared a balance sheet setting out the assets and liabilities of the Society.
- (f) The Public Officer shall within one month after the preparation of a balance sheet file with the Registrar of Companies, a copy of that balance sheet certified to be correct by the person who audited the financial affairs of the Society.

10. MEMBER CONDUCT

If, in the opinion of the Executive or the members at a general meeting the conduct of any members shall be contrary to the welfare or objects of the Society, the member may be called upon to justify and explain such conduct at the next general meeting. If, after consideration, it is the general meeting's opinion that the conduct of such member is as charged, the general meeting may caution, suspend or expel such member.

11. AMENDMENT OF CONSTITUTION

- (a) This Constitution may be amended by a three quarters majority vote of members present and voting at a duly convened meeting for which 21 days notice has been given of the amendment.
- (b) An alteration of the objects, purposes or rules of the Society is of no effect unless filed with the Registrar of Companies, as prescribed in Section 7(g) of this Constitution and in the case of an alteration to the objects or purposes, unless the alteration is approved by the Registrar.

12. DISSOLUTION

- (a) The Society shall be dissolved in the event of the membership being less than five or a two thirds majority vote of members present and the voting at a special meeting convened to consider such question.
- (c) A member of the Society is not liable to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of a winding-up of the Society; except as provided for in this Constitution.
- (c) If on the dissolution of the Society there remains after satisfaction of all debts and liabilities property of any kind the same shall not be distributed among the members of the Society but shall be transferred to an organisation having similar objectives to Canberra Bonsai Society.
- (d) Where, upon the winding-up of the Society, a resolution relating to the distribution of surplus assets of Society has been passed by a two-thirds vote of members, the judge of the Supreme Court shall, subject to the next succeeding sub-section, make an order for the distribution of those assets in accordance with the resolution.
- (e) Where:
 - (i) the judge of the Supreme Court considers that a distribution of the surplus assets of the Society in accordance with a resolution of a kind referred to in the preceding sub-section would not be just; or
 - (iii) such a resolution has not been passed,the judge of the Supreme court shall make such order for the distribution of those assets as having regard to the objects and purposes of the Society, he considers being just.
- (f) In this section, "surplus assets" means, in relation to an incorporated association, the assets remaining on a winding-up of the Society after payment of the debts and liabilities of the Society and the costs, charges and expenses of the winding-up.

**BY-LAWS TO THE CONSTITUTION OF THE CANBERRA BONSAI SOCIETY
INCORPORATED**

There are no by-laws to this Constitution.