



Gardeners' Circle WA Inc

# Constitution

20 March 2017

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## Change History

Version	Date	What	Where
1.01	19 August 2015	Reformat document	Whole document
2.0	1 September 2015	Change Chairman to Chair	Throughout document
		Correct name of Associations Incorporation Act 1987	1.1
		Allow minutes to be kept electronically	6.7
		Notice of constitution amendments to go to extra-ordinary meeting or AGM.	10.2
3.0	20 March 2017	Changes for Incorporated Associations Act 2015	Throughout document

# Constitution

## 1 Name

- 1.1 This Club shall be called “Gardeners’ Circle WA Incorporated” (hereinafter referred to as the Circle). This Constitution is formulated in accordance with the Associations Incorporation Act 2015.

## 2 Aims and Objectives

- 2.1 The aims and objectives of the Circle are:
- To stimulate interest in gardens and their designs
  - To educate about the propagation and identification of plants through talks, demonstrations and publications.
  - To co-operate with and participate wherever possible in the activities of any other organization having similar aims.
  - To meet in social fellowship and harmony under a common bond.
- 2.2 The property and income of the Circle shall be used solely for the promotion of the objectives of the Circle and no part of that property or income may be paid or otherwise distributed directly or indirectly, to members of the Circle, except in good faith in the promotion of those objectives or purposes.

## 3 Membership

- 3.1 Membership shall be open to anyone who has an interest in gardens, who pays the regular fees and accepts the Constitution and By-laws of the Circle.
- 3.2 Membership categories shall be:
- Individual
  - Family, where two people reside at the same address.
  - Organisations
  - Life Member.

- 3.3 Life Membership of the Circle may be granted by a general meeting to persons whose services to the Circle are deemed worthy of such an honour.
- 3.4 A member shall cease to be a member of the Circle by submitting a written resignation.
- 3.5 A member shall cease to be a member by failing to pay the regular fees by the day of the Annual General Meeting.
- 3.6 The secretary must keep a record, for at least one year after a person ceases to be a member, of the date on which the person ceased to be a member; and the reason why the person ceased to be a member.
- 3.7 If a person who ceased to be a member under subrule 3.5 pays the annual fee, their membership shall be reinstated.

## 4 Meetings

- 4.1 The Circle shall meet once a month, or at such time as the membership shall otherwise determine. Meetings are notified in the Newsletter and other channels used by the Circle.
- 4.2 The Annual General Meeting shall be held in March each year or at such time as the membership may from time to time determine. All members shall be given at least 21 days notice of the Annual General Meeting.
- 4.3 The business of the Annual General Meeting shall be;
- Election of office bearers and committee members.
  - Fixing of membership fees for the following year.
  - Appointment of the Auditor.
  - Discussion of any Notice of Motion and General Business which has been communicated in writing to the Secretary at least 14 days prior to the Annual General Meeting.
- 4.4 A special meeting may be called at any time if demanded in writing and signed by any 20 financial members, providing that the Secretary be advised in the request of the business to be dealt with at least 30 days before the date of the requested special meeting.

## 5 Office Bearers

- 5.1 Executive Office bearers of the Circle shall consist of the following:

- President
- Vice-President
- Secretary
- Treasurer

- 5.2 All shall be elected at the Annual General Meeting.
- 5.3 Executive Office bearers are subject to a limit of a term of three consecutive years in any one position
- 5.4 The business affairs and activities shall be managed, conducted and controlled by a committee. The Committee shall comprise of the above office bearers together with a minimum of six and a maximum of eight members as shall be elected at the Annual General Meeting or appointed by the Committee from time to time.
- 5.5 A person who has reached 18 years of age and is an ordinary member may become a committee member.
- 5.6 A person must not hold two or more of the Executive Offices at the same time
- 5.7 The Committee shall meet monthly, February to November inclusive and will exercise any power which is not required to be exercised by a General Meeting.
- 5.8 Not less than 50% of the committee shall constitute a quorum.
- 5.9 Each committee member present at the committee meeting has one vote on any question arising at the meeting. In the event of a tied vote the President will have the casting vote
- 5.10 Elected officers shall take office for one year. Casual vacancies with the exception of President shall be filled at the monthly general meeting.
- 5.11 A casual vacancy in membership of the Committee occurs if a Committee member:
- Dies
  - Resigns by notice in writing delivered to the President or if the Committee member resigning is the President, to the Vice-President.
  - Is convicted of an offence under the Act.
  - Is permanently incapacitated by mental or physical ill-health.
  - Is absent for more than three consecutive meetings of which he or she has received notice, without tendering an apology to the Chair presiding at each of these committee meetings; or

- Ceases to be a member of the Circle.
- 5.12 In the event of the President resigning or retiring during the term of office the Vice-President shall assume the duties of the President until the next Annual General Meeting.
- 5.13 The maintenance and custody of the financial records of the Circle shall be the responsibility of the Treasurer. The books of the Circle must be retained for at least seven years.
- 5.14 The maintenance and custody of the register of members, the minutes of meetings and other records of the Circle shall be the responsibility of the Secretary.
- 5.15 The Register of Members must include the type of membership each member holds, the date they became a member, the member's name and a contact address.
- 5.16 The Committee shall have the right to appoint members of the Circle to fill offices or subcommittees required to promote the objectives of the Circle e.g. Project Coordinators, Honorary Consultants, Liaison Officer, Education Officer. The committee may delegate power to these offices and/or subcommittees.
- 5.17 All proceedings of the Circle committee meetings shall be minuted. Minutes as accepted by the Committee at the following meeting shall be the official record of the meeting.

## 6 Meeting Procedure

- 6.1 The President shall be the Chair. In the event of the President and Vice-President being absent, the meeting shall elect a Chair for the occasion.
- 6.2 At any meeting of the Circle each financial member shall be entitled to one vote.
- 6.3 In all cases of a specific nature, where prior notice of a motion has been given, voting by proxy shall be available to each financial member of the Circle. These votes must be in writing and received by the Secretary prior to the commencement of the Meeting called to deal with the business in question.
- 6.4 Voting shall be by a show of hands. A resolution carried shall be deemed a resolution of the Circle.
- 6.5 The Chair shall be permitted to exercise a casting vote when voting on a resolution is equal.

- 6.6 No motion shall be decided at any general, Annual General or special meeting unless at least 12 members of the Circle be present, not including the executive of the Circle.
- 6.7 All proceedings of Circle Annual General Meetings shall be minuted. Minutes as accepted at the following meeting shall be the official record of the meeting.

## 7 Finances

- 7.1 It shall be the responsibility of the Treasurer to ensure that all monies on behalf of the Circle shall be receipted and deposited in a bank account and withdrawals from that bank account shall be approved by any two of the following:
- President
  - Vice-President
  - Secretary
  - Treasurer
- 7.2 Payments made on behalf of the Circle shall be authorized by the Committee.
- 7.3 The committee may authorise the Treasurer to expend funds on behalf of the Circle up to a specified limit without requiring approval from the committee for each item on which the funds are expended
- 7.4 The income and the property of the Circle shall be applied solely towards the promotion of the objectives of the Circle. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to members of the Circle provided that nothing shall prevent the payment in good faith to any officer or employee of the Circle or to any person, in return for services rendered to the Circle.
- 7.5 The financial year of the Circle shall be from 1st January to 31st December of each year.

## 8 Audit

- 8.1 The books of the Circle shall be submitted at the Annual General Meeting. Such books of account shall be audited by an auditor appointed by the members at the Annual General Meeting. The members present at the Annual General Meeting may also set the amount of remuneration for such an auditor.

## 9 Subscriptions

- 9.1 Annual subscriptions shall be of such amounts as may be decided by the members at the Annual General Meeting.
- 9.2 Members shall pay to the Treasurer annually, on or before 1st January the amount of the subscription decided upon.

## 10 General

- 10.1 Members of the Circle must not use the prestige of their membership for advertising their personal products or as publicity to promote tours, lectures, sale of books etc. which are for their own personal gain. This rule does not imply that a statement of membership cannot be used by any duly enrolled member providing that such a statement does not suggest approval by the Circle of any project or activity carried out for personal gain.
- 10.2 The Committee may make, amend or revoke by-laws.

## 11 Alteration of the Constitution

- 11.1 The terms of this Constitution may be altered or added to by a resolution carried by a 75% majority of members voting at an Annual General Meeting or extra-ordinary General Meeting called for the purpose.
- 11.2 Notice of such amendments shall be forwarded to the Committee 28 days prior to such a Meeting.
- 11.3 All members shall be notified 14 days prior to such a meeting.

## 12 Common Seal

- 12.1 The Common Seal of the Circle, engraved with the name of the Circle, shall be kept in the care of the President. The seal shall not be affixed to any deed or document except pursuant to the resolution of the Committee and in the presence of the President and two members of the Committee both of whom shall subscribe their names as witnesses.

## 13 Interpretation

- 13.1 The interpretation of these rules or any other by-laws made there under shall be at the sole determination of the Executive Committee whose decision, until set aside by a General Meeting, shall be binding on all members.

## 14 Copies of the Constitution

- 14.1 A copy of this Constitution shall be provided to any member as an entitlement of membership.

## 15 Inspection of Records

- 15.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Circle
- 15.2 If a member requests to be provided with a copy of the Register of Members the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Circle.

## 16 Disciplinary Action

- 16.1 The committee may decide to suspend a member's membership or to expel a member from the Circle if the member contravenes any of these rules; or the member acts detrimentally to the interests of the Circle.
- 16.2 The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- 16.3 The notice given to the member must state —
- (a) when and where the committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- 16.4 At the committee meeting, the committee must —
- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Circle permanently.

- 16.5 A decision of the committee to suspend the member's membership or to expel the member from the Circle takes immediate effect.
- 16.6 The committee must give the member written notice of the committee's decision, and the reasons for the decision, within seven days after the committee meeting at which the decision is made.
- 16.7 A member whose membership is suspended or who is expelled from the Circle may, within 14 days after receiving notice of the Committee's decision give written notice to the secretary requesting the appointment of a mediator.
- 16.8 If notice requesting the appointment of a mediator is given, the member who gives the notice and the committee are the parties to the mediation.
- 16.9 During the period a member's membership is suspended, the member loses any rights (including voting rights) arising as a result of membership; and is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Circle
- 16.10 When a member's membership is suspended, the secretary must record in the register of members —
- (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- 16.11 When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended

## 17 Resolving Disputes

- 17.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 17.2 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17.1, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
- (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.

- 17.3 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- 17.4 The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- 17.5 The notice given to each party to the dispute must state when and where the committee meeting is to be held; and that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 17.6 If the dispute is between one or more members and the Circle; and any party to the dispute gives written notice to the secretary stating that the party —
- (a) does not agree to the dispute being determined by the committee; and
  - (b) requests the appointment of a mediator,
- the committee must not determine the dispute
- 17.7 At the committee meeting at which a dispute is to be considered and determined, the committee must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 17.8 The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven days after the committee meeting at which the determination is made.
- 17.9 A party to the dispute may, within 14 days after receiving notice of the committee's determination give written notice to the secretary requesting the appointment of a mediator
- 17.10 If notice is given under subrule 17.2 each party to the dispute is a party to the mediation.

## 18 Mediation

- 18.1 The mediator must be a person chosen by agreement between the parties to the dispute.
- 18.2 If there is no agreement for the purposes of subrule 17.1 then, the committee must appoint the mediator.
- 18.3 The person appointed as mediator by the committee may be a member or former member of the Circle but must not have a personal interest in the matter that is the subject of the mediation; or be biased in favour of or against any party to the mediation.
- 18.4 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 18.5 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five days before the mediation takes place.
- 18.6 In conducting the mediation, the mediator must —
- (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 18.7 The mediator cannot determine the matter that is the subject of the mediation.
- 18.8 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 18.9 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 19 Dissolution

19.1 The Circle may be dissolved or wound up by a resolution passed by the consent of 75% of members voting at a special General Meeting called to dissolve the Circle.

19.2 If on the winding up of the Circle, any property of the Circle remains after satisfaction of debts and liabilities of the Circle and the costs, charges and expenses of that winding up, that property shall be distributed:

- To another incorporated association having objectives similar to those of the Circle; or
- For charitable or benevolent purposes

which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorizing and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Circle.

## Proposed Standing Orders for G.C.WA Incorporated Committee

1. The Standing Orders of the Committee of the Gardeners' Circle will be passed by the Committee at the first meeting of the Committee after the A.G.M. as the first item of business.
2. The Standing Orders must be agreed to by two thirds majority of members present.
3. Meeting will commence on time. If a quorum is not present the Meeting will be adjourned for a period of no more than 20 minutes. If at the end of that time the reconvened Meeting does not have a quorum the Meeting is to be adjourned to a time and place to be decided.
4. Agenda items will include:
  - Welcome
  - Apologies
  - Confirmation of Minutes
  - Business Arising from Minutes
  - Treasurer's Report
  - Correspondence
  - Coordinators' reports
  - General Business
  - Next Meeting
  
  - Close
5. Items for General Business should be sent to the Secretary at least one week prior to the Committee Meeting.
6. Items of an urgent nature should be communicated to the Chair prior to the commencement of the Meeting.
7. All Committee members will speak through the Chair. There shall be no cross talking between members during debate.
8. Members will move a motion then speak to it.
9. Order of speaking shall be;
  - The Mover of the Motion
  - Anyone who wishes to speak against ,
  - Anyone who wishes to speak for

until no one else wishes to speak. The Mover of the Motion has the Right of Reply.
10. Each member can speak for up to five minutes on a particular subject. Extra time is

at the discretion of the Committee.

11. The Chair shall put the motion as soon as possible.
12. Voting will be by a show of hands.
13. If any member wishes to challenge a decision of the Chair, he/she may do so by moving "that the Chair's decision be disagreed with". This should be done immediately or the motion cannot be entertained.
14. If one member feels that the member who is speaking is not talking to the motion he/she can call for a "point of order". This must be done immediately and the point of order must be explained.
15. Amendments to the original motion can be proposed which can either add, subtract or substitute but cannot negate the original Motion. Amendments are voted on first.
16. The Mover can withdraw his/her Motion with the permission of the seconder.
17. A motion can be rescinded by a member moving that way. It cannot be moved if the resolution has already been carried out.
18. Where it is necessary to speak informally or in general discussion a Motion for the suspension of Standing Orders should be carried.
19. At the end of the discussion a Motion for the resumption of Standing Orders should be carried.