



**AUSTRALIAN  
GARDEN  
HISTORY  
SOCIETY**

**CONSTITUTION OF  
THE AUSTRALIAN GARDEN  
HISTORY SOCIETY INC.**

THE AUSTRALIAN GARDEN HISTORY SOCIETY INC  
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RULES

## **PART 1: PRELIMINARY**

### **Interpretation**

1. (1) In these rules, except insofar as the context or subject matter otherwise indicates or requires:
  - "Secretary" means
    - (a) the person holding office under these rules as Secretary of the Society, or
    - (b) where no such person holds that office, the public officer of the Society;
  - "special general meeting" means  
a general meeting of the Society other than annual general meeting;
  - "the Act" means  
the Associations Incorporation Act, 1984;
  - "the Regulation" means  
the Associations Incorporation Regulation, 1985.
2. In these Rules;
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
3. The provisions of the Interpretation Act, 1897, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

### **PART 1A OBJECTS OF THE SOCIETY**

The objects of the Society are to:

1. To promote interest in, and research into, significant cultural landscapes and the systematic identifying, recording and restoration of historic gardens, as an important component of Australia's heritage.
2. To actively encourage and support conservation of significant cultural landscapes, historic gardens and plants.
3. To foster the highest standards of conservation and maintenance.
4. To exchange information and liaise with government authorities, organisations and individuals with similar aims and objectives.
5. To provide a forum for discussion and debate and maintain an active advocacy role.
6. To administer and maintain a gift fund for the advancement of education, and the scientific, literary and artistic work of the AGHS and other purposes beneficial to the community.
7. To provide members with a dynamic programme through the branch structure.
8. To provide responsible and efficient administration.

## **PART 2: MEMBERSHIP**

### **Classes of Membership**

1. Membership of the Society shall be in any one of the following classes:
  - (a) Ordinary - covering one individual only.
  - (b) Family - covering all members of a family residing at the same address.
  - (c) Corporate - covering members of a corporation, Institution, association or business partnership.
  - (d) Life - covering an individual who the committee determines has made a significant contribution to the Society's objectives and whom the committee wishes to honour with a life membership

### **Membership qualifications**

2. A person, family or corporation is qualified to be a member if, but only if, that person, family or corporation:
  - (a) was a member of the Society immediately before incorporation, or:
  - (b) has applied for and been approved for membership as required by Rule 3.

### **Application for membership**

3.
  - (1) Application for membership of the Society shall be made in writing on the prescribed form, to be lodged with the Secretary of the Society. Each application shall be accompanied by a remittance equal to the sum payable under these Rules as entrance fee and annual subscription.
  - (2) The Committee reserves the right to reject any such application for membership received, in which case the full amount paid shall be refunded to the applicant.

### **Life membership**

- 3A.
  - (1) Life membership shall be by invitation from the committee and no application from the person concerned is required.
  - (2) Persons appointed as life members shall not be liable for any entry fee or annual subscription but otherwise shall enjoy all the rights and privileges attached to ordinary membership.

### **Cessation of membership**

4. Membership of the Society ceases on:
  - (a) death;
  - (b) resignation;
  - (c) expulsion in accordance with Rule 10;
  - (d) non-payment of annual subscription within three calendar months of the due date.

### **Membership rights non-transferable**

5. A right, privilege or obligation which a person, family or corporation has by reason of being a member of the Society:
- (a) is not capable of being transferred or transmitted to another; and
  - (b) terminates upon cessation of membership.

### **Resignation of membership**

6. (1) A member of the Society is not entitled to resign that membership except in accordance with this Rule.
- (2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving notice (being not less than one month or not less than any such other period as the committee may determine) in writing to the Secretary of the member's intention to resign, and upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member ceases to be a member pursuant to Clause (2), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **Register of Members**

7. (1) 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, family or corporation who is a member of the Society.
- (2) 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 by prior appointment.

### **Fees, subscriptions, etc**

8. (1) A member of the Society shall pay to the Society, upon admission to membership, such entrance fee as shall be determined by the Committee.
- (2) In addition to any amount payable by the member under Clause (1) a member of the Society shall pay to the Society an annual membership fee as shall be determined by the committee:
- (a) except as provided by paragraph (b) before 1st July in each calendar year; or
  - (b) where the member becomes a member on or after 1st July in any calendar year upon becoming a member and before 1st July in each succeeding calendar year.

### **Members' liabilities**

9. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Rule 8.

## **Disciplining of Members**

10. (1) Where the committee is of the opinion that a member of the Society;
  - (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society, the committee may, by resolution,
  - (c) expel that member from the Society; or
  - (d) suspend that member. from membership of the Society for a specified period.
- (2) A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3) confirms the resolution in accordance with this Rule.
- (3) Where the committee passes a resolution under clause (1) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause (3) the committee shall;
  - (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting, and;
  - (c) by resolution determine whether to confirm or revoke the resolution.
- (5) Where the committee confirms a resolution under clause (4) the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 11.
- (6) A resolution confirmed by the committee under clause (4) does not take effect;
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period: or
  - (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution pursuant to Rule 11(4).

## **Right of appeal of disciplined member**

11. (1) A member may appeal to the Society in general meeting against a resolution of the committee which is confirmed under Rule 10(4) within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- (2) Upon receipt of a notice from a member under clause (1) the Secretary shall notify the committee which shall convene a general meeting of the Society to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Society convened under clause (2):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART 3: THE COMMITTEE**

#### **Powers, etc, of committee**

12. The committee shall be called the committee of management of the Society and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Society in general meeting;
  - (a) shall control and manage the affairs of the Society;
  - (b) may exercise all such functions as may be exercised by, the Society other than those functions that are required by these Rules to be exercised by a general meeting of members of the Society; and
  - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the Society.

#### **Constitution and membership**

13. (1) The committee shall consist of 15 members of whom 7 shall be State members appointed as provided by Rule 14A and the remaining 8 shall be appointed at the annual general meeting of the Society pursuant to Rule 14.
- (2) The office bearers of the Society shall be:
  - (a) the Chairman,
  - (b) the Vice-chairman,
  - (c) the Treasurer, and
  - (d) the Secretary,

and the committee shall elect the office bearers immediately following each annual general meeting.
- (3) Each member of the committee shall, subject to these Rules, hold office for a period of three years, but shall be eligible for re-election for a maximum of one additional term.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy PROVIDED THAT if the casual vacancy occurs with respect to a State member, then no such appointment shall be made unless the committee of the State Branch concerned signifies its approval of such appointment. A person appointed to fill a casual vacancy according to this Rule shall, subject to these Rules, hold office until the conclusion of the annual general meeting next following the date of appointment.

#### **Election of members**

14. (1) Nominations of candidates for election as members of the committee;
  - (a) shall be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
  - (b) shall be delivered to the Secretary not less than 42 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) if the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee shall direct.

#### **Representatives from States**

- 14A. (1) Each of the following States and Territory shall be entitled to appoint to the committee a State member as referred to in Rule 13:
 

New South Wales  
Queensland  
South Australia  
Tasmania  
Victoria  
Western Australia  
Australian Capital Territory
- (2) A State member shall be a member of the committee of the State Branch concerned and shall be appointed by the committee of that State Branch. Where there is more than one State Branch in a particular State or Territory the committees concerned shall decide amongst themselves which member shall be appointed. In the event that no agreement is reached, a ballot shall be held.
- (3) Each State members shall be subject to retirement pursuant to Rule 13 based on their last appointment to the committee and shall otherwise be entitled to resign or be subject to removal from office as provided in these Rules.
- (4) In the event that a State member is due for retirement at a particular annual general meeting as provided in Rule 13 or otherwise circumstances exist where there is no State member for a particular State or Territory or that member will cease to be a member of the committee as from a particular annual general meeting, then the committee of the State Branch of the State or Territory concerned or the committees of the State Branches of the State or Territory concerned shall appoint a new State member. A retiring State member shall be eligible for re-appointment.
- (5) The procedures for appointing a State member shall be completed by the particular State Branch or Branches prior to the holding of the relevant annual general



meeting and the result of the appointment certified by the Chairman of the State Branch concerned shall be announced at the annual general meeting.

- (6) The functions of a State Branch and other provisions relating to its establishment may be contained in an instrument of delegation pursuant to Rule 20."

### **Secretary**

15. (1) The Secretary of the Society shall, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes of;
- (a) all appointments of office bearers and members of the committee;
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **Treasurer**

16. It is the duty of the Treasurer of the Society to ensure that;
- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made; and
  - (b) correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

### **Casual vacancies**

17. For the purposes of these Rules, a casual vacancy in the office of a member of the committee occurs if the member;
- (a) dies,
  - (b) ceases to be a member of the Society,
  - (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code,
  - (d) resigns office by notice in writing given to the Secretary,
  - (e) is removed from office under Rule 18,
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

### **Removal of member**

18. (1) The Society in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Secretary or Chairman may send a copy of the representations to each member of the Society, or, if they are not so

sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **Meetings and Quorum**

19. (1) The committee shall meet at least 4 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the Chairman or by any member of the committee.
- (3) Written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 21 days (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at that meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee, provided that these 6 represent not less than 3 States.
- (6) No business shall be transacted by the committee unless a quorum is present, and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a place and time to be determined by the Chairman.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
  - (a) the Chairman, or in the Chairman's absence the Vice-chairman, shall preside; or
  - (b) if the Chairman and the Vice-chairman are absent or unwilling to act one of the remaining members of the committee as may be chosen by the members present shall preside.

### **Delegation by committee to sub-committee**

20. (1) The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the Society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstance, as may be specified in the instrument of delegation.

- (4) Notwithstanding any delegation under this Rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

### **Voting and Decisions**

- 21. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question the person presiding may exercise a second or casting vote..
- (3) Subject to Rule 19(5) the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered or purporting to have been done or suffered by the committee or by a sub-committee appointed by the committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the committee or sub-committee.

## **PART 4: GENERAL MEETINGS**

### **Annual general meetings - holding of**

- 22. (1) With the exception of the first annual general meeting of the Society, the Society shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- (2) The Society shall hold its first annual general meeting;
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 6 months after the expiration of the first financial year of the Society.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

### **Annual general meetings - calling of and business at**

- 23. (1) The annual general meeting of the Society shall, subject to the Act and to Rule 22, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be;
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.

- (b) to receive from the committee reports upon the activities of the Society during the last preceding financial year;
  - (c) to elect members of the committee; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

**Special general meeting - calling of**

24. (1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The committee shall, on the requisition in writing of not less than 50 members, convene a special general meeting of the Society.
- (3) A requisition by members for a special general meeting;
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

**Notice**

25. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society the Secretary shall at least 14 days before the date fixed for the holding of the general meeting cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1) the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 23(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**Procedure**

26. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules is present during the time the meeting is considering that item.
- (2) A quorum shall consist of 40 members and for the purposes of this clause a family membership shall be deemed to consist of two members and a corporate membership shall be deemed to consist of three members.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to a time and place to be determined by the Chairman.
- (4) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting the members present (being not less than 10) shall constitute a quorum.

### **Presiding member**

27. (1) The Chairman, or in the Chairman's absence the Vice Chairman, shall preside as chairperson at each general meeting of the Society.
- (2) If the Chairman and Vice-chairman are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **Adjournment**

- 28 (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written notice of the adjourned meeting to each member of the society stating the date, place and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2) notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **Making of decisions**

29. (1) Subject to Rule 31A a question arising at a general meeting of the Society shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Society, a poll may be demanded by the chairperson or by not less than 7 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting the poll shall be taken;

- (a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll- on the matter shall be deemed to be the resolution of the meeting on that matter.

### **Special resolution**

30. A resolution of the Society is a special resolution if;
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Society as, being entitled under these Rules so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - (b) where it is made to appear to the Director-General of the Department of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Director-General.

### **Voting**

31. (1) Subject to Rule 31A upon any question arising at a general meeting resolved by a show of hands each person present at the meeting has one vote only.
- (2) On a poll being demanded at a general meeting each ordinary member shall be entitled to one vote only, each family membership unit to two votes only, and each corporate membership unit to three votes only.
- (3) All votes shall be given personally or by proxy or by attorney but no member may hold more than 5 proxies.
- (4) In the case of an equality of votes on a question at a general meeting the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member or proxy or attorney is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy or attorney to the Society has been paid.

### **Postal Votes**

- 31A. (1) The committee shall make provision to enable members to cast postal votes on the election of the committee at an annual general meeting and on such other questions at an annual general meeting or special general meeting as the committee considers appropriate.
- (2) On any question where a postal vote is to be held, a voting paper or, in the case of an election for the committee, a ballot paper, shall be forwarded to members with the notice of meeting.
- (3) Nothing in this Rule shall require ballot papers to be sent to members with respect to the election of members to the committee if, pursuant to Rule 14, no ballot is required.
- (4) The committee shall make appropriate provisions for the authentication of postal votes received and shall also make appropriate provision for members to cast their votes in secret.

### **Appointment of proxies**

32. (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be on the prescribed form.

## **PART 5: MISCELLANEOUS**

### **Insurance**

33. (1) The Society shall effect and maintain insurance pursuant to Section 44 of the Act.
- (2) In addition to the insurance required under clause (1) the Society may effect and maintain other insurance.

### **Funds - source**

34. (1) The funds of the Society shall be derived from entrance fees and annual subscriptions of members, donations, and subject to any resolution passed by the Society in general meeting, such other sources as the committee determines.
- (2) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (3) The Society shall as soon as practicable after receiving any money issue an appropriate receipt.

### **Funds – management**

35. (1) Subject to any resolution passed by the Society in general meeting the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the committee determines.
- (1A) Donations made to the Society may be received as general donations or as donations to the Kindred Spirits Fund. Donations must be:
- a) invested only in accordance with guidelines for public funds specified by the Australian Tax Office; and
  - b) used only to further the Society's objects under the Rules; and
  - c) distributed to members or office-holders only to the extent of reimbursement of out-of-pocket expenses necessarily incurred on behalf of the fund.
- (1B) The Kindred Spirits Fund must be administered in accordance with the Kindred Spirits Fund Policy (Appendix 1) and the recommendations of a subcommittee, the majority of whose members have, because of tenure in public office or other professional standing, an underlying community responsibility, as distinct from an obligation directed solely to the cultural objectives of the Society.
- (1C) Donations to the Kindred Spirits Fund must be deposited into a fund separate from the other funds of the Society, and known as the Kindred Spirits Fund.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by 2 members of the committee or employees of the Society, being members or employees authorised to do so by the committee.

### **Alteration of objects and rules**

36. The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Society.
- 36A At any time that the Society is listed on the Register of Cultural Organisations, it must, before amending a rule relating to the administration of the Kindred Spirits Fund mentioned in rule 35, give notice of the proposed amendment to the Department responsible for the administration of the Register.

### **Common Seal**

37. (1) The common seal of the Society shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or Secretary.

### **Custody of books, etc**

38. Except as otherwise provided by these rules the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

### **Inspection of books, etc**

39. The records, books and other documents of the Society shall be open for inspection, free of charge, by a member of the Society by appointment.

### **Service of notices**

40. (1) For the purpose of these Rules a notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would- have been delivered in the ordinary course of post.

### **Dissolution of the Society**

41. (a) The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objectives of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Society provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any member of the society in return for any services actually rendered to the Society in return for any services actually rendered to the Society or reasonable and proper rent for premises let by any member to the Society.
- (b) The Society shall not be dissolved except at a General Meeting of the Society specially convened for the purpose and by resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon the winding up or dissolution of the Society there remains after the satisfaction of all 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 or in part similar to the objects of the Society and which shall also prohibit the distribution of its or their property among its or their 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 by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.

### **State and Regional Branches**

42.

- (1) State or regional Branches of the Society may be formally constituted with the authority of the committee on receipt of a written submission signed by at least five members residing in the same State or Region.
- (2) Each Branch so constituted shall be called "The Australian Garden History Society..... Branch".
- (3) That each member of a Branch committee shall, subject to these Rules, hold office for a period of three years, but shall be eligible for re-election for a maximum of two additional terms.
- (4) Each Branch shall be bound by these Rules, but may, subject to the approval of the committee, vary those rules relating to the election and constitution of a committee, the number and designation of office bearers, and the calling of and conduct of business at general meetings.
- (5) Each Branch shall hold a general meeting at least one month before the Society's own Annual General Meeting, and at this general meeting a committee shall be elected, an audited statement of accounts for the preceding financial year presented, and any other business transacted.
- (6) A Branch of the Society shall not make any public statement, or involve itself in any public issue, without the prior approval of the committee.

## ***Appendix 1***

### **KINDRED SPIRITS FUND POLICY**

- 1 That the proceeds (monies) from the sale of Kindred Spirits be kept in a special purpose account.
- 2 That such monies be kept in a special fund called the `Kindred Spirits Fund`.
- 3 That any contributions taken, and any substantial donations made, be considered by the NMC to be added to this Fund.
- 4 That donations:
  - a) be invested only in accordance with the guidelines for public funds specified by the Australian Tax Office
  - b) used only to further the Society's Objects under the Rules and
  - c) distributed to members or office-holders only to the extent of reimbursement of out-of-pocket expenses necessarily incurred on behalf of the Fund.
- 5 That the Fund be used to foster education and the scientific, literary and artistic aspects of the Australian Garden History Society for the benefit of the Australian community.
- 6 That income generated from the Kindred Spirits Fund, whether from interest or commercial activities, only be available for expenditure so as not to diminish the capital base of the Fund.
- 7 That the Kindred Spirits Fund be administered in accordance with the recommendations of a subcommittee of three, (to be known as the `Kindred Spirits Fund Subcommittee`), the majority of whose members have, because of tenure in public office or other professional standing, an underlying community responsibility, as distinct from an obligation directed solely to the cultural objectives of the Society.
- 8 That the Kindred Spirits Fund Subcommittee be nominated by the NMC and be appointed each year within three months of the AGM and that this subcommittee advise the NMC on all aspects of the management of the Fund.
- 9 That at any time the Society is listed on the Register of Cultural Organisations, it must, before amending a rule relating to the administration of the Kindred Spirits Fund mentioned in rule 35 of the AGHS Constitution, give notice of the proposed amendments to the department responsible for the administration of the Register.
- 10 That if upon the winding up or dissolution of the Kindred Spirits Fund, there remains after satisfaction of all its debts and liabilities, and property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* (the Act) and providing the Society is listed on the Register of Cultural Organisations maintained under the Act.
- 11 That a box be added to the Membership Application Form and Renewal Form which allows members to donate to the `Kindred Spirits Fund` in addition to a general donation.