

THE AUSTRALASIAN NATIVE ORCHID SOCIETY-THE WARRINGAH GROUP INC.

CONSTITUTION

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**THE AUSTRALASIAN NATIVE ORCHID SOCIETY, THE WARRINGAH GROUP INC.
CONSTITUTION**

Under the Associations Incorporation Act 2009

and

Associations Incorporation Regulation 2016

PART 1- PRELIMINARY

1. NAME

The association shall be called The Australasian Native Orchid Society, The Warringah Group Inc. (hereinafter called "the Warringah Group").

2. DEFINITIONS

(1) In this constitution, except in so far as the content or subject matter otherwise indicates or requires:

"ANOS" means the Australasian Native Orchid Society Inc.

"Australasia" means the Commonwealth of Australia and all its Territories together with New Zealand, New Caledonia, Vanuatu, Fiji, Papua New Guinea including the Bismarck Archipelago, Solomon Islands, Samoa and West Irian, all islands southeast of a line joining 0° latitude 130° east longitude and 20° south latitude and 120° east longitude, and all islands east of Australia to the International Date Line and south of the Equator.

"Committee" means the Committee of Management of the Warringah Group.

"Ordinary member" means a member of the Committee who is not an office-bearer of the Warringah Group.

"Member" means a member of the Warringah Group.

"Native orchid" means an orchid native to Australasia.

"Native orchid hybrid" means an orchid the parents of which are exclusively native orchid species or hybrids derived solely therefrom.

"Secretary" means the person holding office under this constitution as Secretary of the Warringah Group.

"Special General Meeting" means a general meeting of the Warringah Group called for the purposes of specified business other than a general meeting or an Annual General Meeting.

"The Act" means the Associations Incorporation Act 2009

"The Regulation" means the Associations Incorporation Regulation 2016

(2) In this constitution:

- (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, if the function is a duty a reference to the performance of the duty.

(3) The provisions of the *Interpretations Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

3. OBJECTIVES

The objectives of the Warringah Group shall be:

- (1)
 - (a) To promote the culture and propagation of native orchids and native hybrid orchids.
 - (b) To assist in the preservation of native orchids in their natural state.
 - (c) To promote the scientific and cultural knowledge of native orchids.
 - (d) To print and publish literature that the Warringah Group may consider desirable for the promotion and furtherance of any of its objectives.
 - (e) To affiliate with and/or register with other organisations having similar objectives to the Warringah Group.
 - (f) To engage in any activity that would further the wellbeing and increase the knowledge of native orchids.
 - (g) To arrange and conduct competitions and public or private exhibitions of native orchids and native orchid hybrids and to grant appropriate prizes or certificates.
- (2) The Warringah Group is a non-profit organisation.
- (3) The Warringah Group shall not distribute any of its income and property among the members.
- (4) No remuneration or any other benefit in money or money's worth shall be given by the Warringah Group to any member except in repayment of out-of-pocket expenses.

PART 2-MEMBERSHIP

4. MEMBERSHIP

(a) Qualification

A person is eligible to be a member of the Warringah Group if:

- (1) The person was a member of the Australasian Native Orchid Society, the Warringah Group (without the word "Inc.") immediately prior to the incorporation of the Warringah Group; or
- (2) The person is a natural person who
 - (i) has been nominated for membership of the Warringah Group pursuant to clause 4(b), and
 - (ii) has been approved for membership of the Warringah Group by the Committee.

(b) Nomination for Membership

- (1) A nomination of a person for membership of the Warringah Group shall be made by a member of the Warringah Group in writing in a form determined by the Committee and shall be lodged with the Secretary of the Warringah Group.
- (2) As soon as practicable after receiving a nomination for membership the Secretary shall refer the nomination to the Committee which shall determine whether to approve or to reject the nomination..
- (3) Where the Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days from the date of such notification the sum payable under clause 4(h) by a member as entrance fee and annual subscription.
- (4) The Secretary or the nominated Committee member shall, on payment by the nominee of the amounts referred to in clause 4(b)(3) within the period referred to in that clause, enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the Warringah Group.

(c) Classes of Members

- (i) The Committee may from time to time as it sees fit, provide for different classes of members and of membership, including Patron, Member, Junior Member, Honorary Life Membership and Family Membership.
- (ii) Honorary Life Membership shall be confirmed by a resolution at an Annual General Meeting on the recommendation of the Committee. Honorary Life Members shall enjoy

all privileges and rights of the Warringah Group and shall be exempt from subscriptions. Honorary Life Membership of any other group, society or association shall not be deemed to include Honorary Life Membership of the Warringah Group.

(d) Cessation of Membership

A person ceases to be a member of the Warringah Group if the person:

- (i) dies; or
- (ii) resigns that membership; or
- (iii) becomes unfinancial and the Committee agrees the membership ceases; or
- (iv) is expelled from the Warringah Group.

(e) Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Warringah Group:

- (i) is not capable of being transferred or transmitted to another person; and
- (ii) terminates upon cessation of the person's membership.

(f) Resignation of Membership

- (1) A member of the Warringah Group may resign from membership of the Warringah Group by first giving written notice (being not less than 1 month or not less than such other period as the Committee may determine) 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.
- (2) Where a member of the Warringah Group ceases to be a member pursuant to clause 4(f)(1), and in every other case where a member ceases to hold membership, the Secretary or the nominated Committee member shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

(g) Register of Members

- (1) (i) The Secretary or a nominated Committee member shall establish and maintain a register (whether in written or electronic form) of members of the Warringah Group specifying the name, postal or residential address and email address of each person who is a member of the Warringah Group and the date the person became a member.
- (ii) A member must notify the Secretary or the nominated Committee member of any change in their postal or residential address or email address and the Secretary or the nominated Committee member will enter the change in the register of members.
- (iii) The register of members may be kept in electronic form but must be convertible to hard copy.
- (2) The register of members shall be open for inspection, free of charge, by any member of the Warringah Group at any reasonable hour.
- (3) If a member requests that any information contained on the register about the member (other than the member's name) not be made available for inspection, that information must not be made available for inspection.
- (4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event or material relating to the Warringah Group or any other purpose necessary to comply with a requirement of the Act or the Regulations.

(h) Fees and Subscriptions

- (1) A member of the Warringah Group shall, upon admission to membership, pay to the Warringah Group a fee determined by the Committee.
- (2) A member of the Warringah Group shall pay to the Warringah Group an annual membership fee:

- (i) Except as provided by clause 4(h)(2)(ii), before the first day of the financial year of the Warringah Group in each calendar year; or
 - (ii) If the member becomes a member on or after the first day of the financial year of the Warringah Group in any calendar year, upon becoming a member and before the first day of the financial year of the Warringah group in each succeeding calendar year.
- (3) Different fees and subscriptions may be fixed from time to time by the Committee for different classes of members and membership.

(l) Members' Liabilities

The liability of a member of the Warringah Group to contribute towards the payment of the debts and liabilities of the Warringah Group or the costs, charges and expenses of the winding up of the Warringah Group is limited to the amount, if any, unpaid by the members in respect of membership of the Warringah Group as required by clause 4(h).

(j) Disciplining of Members

- (1) Where the Committee is of the opinion that a member of the Warringah Group;
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Warringah Group, the Committee may, by resolution:
 - (i) expel the member from the Warringah Group, or
 - (ii) suspend the member from membership of the Warringah Group for a specified period.
- (2) A resolution of the Committee under clause 4(j)(1)(b) 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 4(j)(3) confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under clause 4(j)(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; and
 - (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; and
 - (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 that meeting written representations relating to the resolution.
- (4) At a meeting of the Committee held as referred to in Clause 4(j) (3) the Committee shall:
 - (a) give to the member an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Committee by the member; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Committee confirms a resolution under clause 4(j)(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 to appeal under clause 4(k).
- (6) A resolution confirmed by the Committee under clause (4)(j)(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 Warringah Group confirms the resolution pursuant to clause 4(k)(4).

(k) Right of Appeal of Disciplined Member

- (1) A member may appeal to the Warringah Group at a general meeting against a resolution of the Committee which is confirmed under clause 4(j)(4) within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect setting out the grounds of the appeal.
- (2) Upon receipt of a notice from a member under clause 4(k)(1) the Secretary shall notify the Committee which shall convene a general meeting of the Warringah Group to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Warringah Group convened under clause 4(k)2:
 - (a) no business other than the question of the appeal shall be transacted; and
 - (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 Warringah Group passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

(l) Resolution of Internal Disputes

A dispute between a member and another member (in their capacity as members) of the Warringah Group, or a dispute between a member or members and the Warringah Group, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.

PART 3-THE COMMITTEE**5. THE COMMITTEE****(a) Powers of the Committee**

Subject to the Act, the Regulation, this constitution and any resolution passed by the Warringah Group in general meeting, the Committee:

- (1) shall control and manage the affairs of the Warringah Group, and
- (2) may exercise all such functions as may be exercised by the Warringah Group other than those functions that are required by this constitution to be exercised by a general meeting of the members of the Warringah Group, and 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 affairs of the Warringah Group.

(b) Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing or resolution of the Committee delegate to one or more sub-Committees (consisting of the member or members of the Warringah Group that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument other than
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Committee under this clause 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 clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, 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 clause 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 or resolution of the Committee

revoke wholly or in part any delegation under this clause.

(7) A sub-Committee may meet and adjourn as it thinks proper.

(c) Membership of the Committee

- (1) The Committee shall consist of:
 - (i) the office-bearers of the Warringah Group and
 - (ii) at least 3 ordinary members each of whom shall be elected at the Annual General Meeting of the Warringah Group pursuant to clause 5(d)
- (2) The office-bearers of the Warringah Group shall be:
 - (a) the President
 - (b) the Vice President
 - (c) the Secretary
 - (d) the Treasurer
 - (e) the Librarian
 - (f) the Editor
 - (g) the Web Administrator
- (3) A Committee member may hold up to 2 offices, other than both the offices of President and Vice President.
- (4) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election, provided however, that the term of the President shall not exceed 3 consecutive years.

(d) Election of Members of the Committee

- (1) Nominations of candidates for election as office-bearers of the Warringah Group or an ordinary member of the Committee:
 - (i) Shall be made in writing, signed by 2 members of the Warringah Group and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and
 - (ii) Shall be delivered to the Secretary not less than 7 days before the date fixed or the holding of the Annual General Meeting at which the election is to take place.

A person nominated as a candidate for election as an office-bearer or as an ordinary member of the Committee must be a financial member of the Warringah Group.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed 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 office-bearers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

6. SECRETARY

- (1) The Secretary shall, as soon as practicable after being appointed as such, lodge notice with the Warringah Group of his or her address.
- (2) It is the duty of the Secretary to keep minutes in written or electronic form of:
 - (a) all appointments of office-bearers and ordinary members of the Committee and
 - (b) the names of members of the Committee present at Committee meetings and general meetings; and

- (c) all proceedings at Committee meetings and general meetings and to present such minutes for signing by the Chairperson of the meeting or the Chairperson of the next meeting. For the purposes of this clause 6(2) (c) the signature of the Chairperson may be transmitted by electronic means.
- (3) The Secretary, unless the Committee shall otherwise decide, shall be the Public Officer of the Warringah Group and the Public Officer's private residence shall be the principal place of administration of the Warringah Group.

7. TREASURER

It is the duty of the Treasurer of the Warringah Group

- (1) to ensure that all money due to the Warringah Group is collected and received and that all payments authorised by the Warringah Group are made; and
- (2) to ensure that correct books and accounts are kept showing the financial affairs of the Warringah Group, including full details of all receipts and expenditure connected with the activities of the Warringah Group.

8. CASUAL VACANCIES IN THE MEMBERSHIP OF THE COMMITTEE

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Warringah Group to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (2) 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 Warringah Group;
 - (c) becomes insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under clause 9;
 - (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 3 consecutive meetings of the Committee;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 of the Corporations Act 2001 of the Commonwealth.

9. REMOVAL OF A MEMBER OF THE COMMITTEE

The Warringah Group 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 provided always that the member shall be duly notified of the proposed resolution and is afforded a fair and reasonable opportunity of making representations and being heard at such general meeting. The Committee may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

10. COMMITTEE MEETINGS AND QUORUM

- (1) The Committee shall meet at least once each month at such date, time and place as the Committee may determine provided that the President or the Committee may cancel or defer any such meeting for sufficient cause.
- (2) Meetings may be conducted either in person, by virtual or electronic means or by a combination of these.
- (3) Additional meetings of the Committee may be convened by the President or any member of the Committee.

- (4) Oral or written or electronic notice of a meeting of the Committee shall be given by the President or Secretary to each member of the Committee at least 48 hours (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.
- (5) Notice of a meeting given under clause 10(4) 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 the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (7) 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- (8) 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.
- (9) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice President shall preside; or
 - (b) if the President or Vice President are absent or unwilling to act, one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

11. VOTING AND DECISIONS BY THE COMMITTEE

- (1) Questions arising at a meeting of the Committee, or any sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or sub-Committee (including the person presiding at the meeting) is entitled to one vote on each question but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) If the Committee determines, a postal or electronic ballot can be held to determine an issue or proposal

PART 4-GENERAL MEETINGS

12. ANNUAL GENERAL MEETINGS - holding of:

The Warringah Group shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Warringah Group, convene an Annual General Meeting of its members.

13. ANNUAL GENERAL MEETING - calling of and business at:

- (1) The Annual General Meeting of the Warringah Group shall, subject to the Act and Clause 12, 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 the 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; and
 - (b) to receive from the Committee reports upon the activities of the Warringah Group during the last preceding financial year; and
 - (c) to elect office-bearers and ordinary members of the Committee; and
 - (d) to receive and consider any statement which is required to be submitted to members under the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

14. GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS - calling of and procedure:

General Meetings

- (1) General meetings of the Warringah Group shall be held at such place, date and time as the Committee shall from time to time determine.
- (2) Notice of such general meetings shall be conveyed to each member specifying the place, date and time of the general meeting through the Warringah Group's bulletin or by such other means as the Committee shall determine.
- (3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Warringah Group, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying the place, date and time of the general meeting and the intention to propose the resolution as a special resolution. A special resolution may only be passed by the Warringah Group in accordance with section 39 of the Act.
- (4) At the Annual General Meeting, at general meetings and at Special General Meetings of the Warringah Group 10 members present at the meeting shall form a quorum.
- (5) At the Annual General Meeting, at general meetings and at Special General Meetings of the Warringah Group the President, or, in his/her absence the Vice President, shall preside.
If the President or Vice President are absent or unwilling to act such one of the members of the Warringah Group as may be chosen by the members of the Warringah Group present at the meeting shall preside.
- (6) A question arising at a meeting of the Warringah Group shall be determined on a show of hands and unless a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Warringah Group is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (7) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting.

Special General Meetings.

- (9) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Warringah Group.
- (10) The Committee shall, on the requisition in writing of not fewer than 10 members, convene a Special General Meeting of the Warringah Group.
- (11) A requisition of members for a Special General Meeting:
 - (a) Shall state the purpose or purposes of the meeting; and
 - (b) Shall be signed by the members making the requisition; and
 - (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.
- (12) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which the requisition of members for the meeting 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.
- (13) A Special General Meeting convened by a member or members as referred to in clause 14(10) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (14) For the purposes of clause 14(10):
 - (a) A requisition may be in electronic form; and
 - (b) A signature may be transmitted, and a requisition may be lodged by electronic means.
- (15) If within half an hour after the appointed time for the commencement of a Special

General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (16) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall constitute a quorum.

15. VOTING BY MEMBERS

- (1) On any question arising at a meeting of the Warringah Group a member has one vote only.
- (2) Except as provided in clause 15(6) all votes shall be given personally.
- (3) Proxy voting is not permitted.
- (4) In the case of an equality of votes on a question at a meeting of the Warringah Group the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (6) A member is not entitled to vote at any meeting of the Warringah Group unless all money due and payable by the member of the Warringah Group has been paid. (7) The Warringah Group may, if the Committee determines, hold a postal or electronic ballot to determine an issue or proposal, other than an appeal under clause 4(k). A postal or electronic ballot will be conducted in accordance with Schedule 3 to the Regulation.

PART 5-MISCELLANEOUS

16. INSURANCE

The Warringah Group may effect and maintain insurance.

17. FUNDS - source

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

18. FUNDS - management

- (1) Subject to any resolution passed by the Warringah Group in general meeting, the funds of the Warringah Group shall be used in pursuance of the objects of the Warringah Group in such manner as the Committee determines.
- (2) Other than advances by way of petty cash all payments shall be made by cheque or electronically.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee authorised to do so by the Committee. Electronic payments shall be authorised by any two members of the Committee authorised to do so by the Committee.

19. CHANGE OF NAME, OBJECTS AND CONSTITUTION

The name, objects and constitution may be altered, rescinded or added to only by a special resolution of the Warringah Group at a meeting of the Warringah Group of which 21 days written notice specifying the proposed resolution has been given to members where the resolution is passed by a majority comprising not less than

three-quarters of the members of the Warringah Group present and entitled to vote at such a meeting .

20. CUSTODY OF BOOKS etc.

Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody, or under his or her control in NSW, all records, books and other documents relating to the Warringah Group.

21. INSPECTION OF BOOKS etc.

The records, books and other documents of the Warringah Group shall be open to inspection, free of charge, by a member of the Warringah Group at any reasonable hour except that the Committee may refuse to permit a member of the Warringah Group to inspect or obtain a copy of records of the Warringah Group that relate to confidential, personal, commercial or legal matters or where to do so may be prejudicial to the interests of the Warringah Group.

22. SERVICE OF NOTICES

- (1) For the purpose of this constitution, a notice may be served by or on behalf of the Warringah Group upon any member either personally or by sending it by pre-paid post to the address shown in the register of members or by sending it by electronic transmission to the email address shown in the register of members
- (2) For the purposes of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

23. JUDGING AND AWARDS

Judging of native orchid plants and native orchid hybrid plants at all general meetings and shows of the Warringah Group shall be in accordance with the Award Judging Rules of ANOS. If a plant is judged to be worthy of an award or awards by an ANOS panel of judges at a general meeting or a show the award or awards can only be issued by ANOS Inc.

24. FINANCIAL YEAR

The financial year of the Warringah Group is each period of 12 months after the expiration of the previous financial year of the Warringah Group, commencing on 1st July and ending on the following 30th June.

25. DISSOLUTION OF SOCIETY

If upon the winding up or dissolution of the Warringah Group there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Warringah Group but shall be equally divided between ANOS Inc. and The Australian Orchid Foundation.