

STATEMENT OF PURPOSES
OF
AUSTRALIAN PLANTS SOCIETY

10. to carry on any other activity for the furtherance and extension of the purposes of the Association.

The purposes of the Association are:

1. to promote and maintain interest in growing and in propagating Australian plants in home gardens and public places;
2. to encourage the recognition and development of distinctive landscape styles and forms using Australian plants;
3. to improve Australian plants as garden subjects;
4. to monitor and encourage the strengthening of the laws for preservation of flora;
5. to encourage the nursery industry to propagate and supply Australian plants to the general public;
6. to support all information received by the Association on methods of propagation and of the sources of supply of plants and seeds available for distribution and to publish such information from time to time;
7. to establish and encourage District Groups;
8. to encourage and facilitate the conservation and study of Australian plants and their habitats, especially in the Australia region;
9. to further the dissemination of knowledge and to act as a source of informed opinion on those matters;

RULES
OF
AUSTRALIAN PLANTS SOCIETY
Keilor Plains Group Incorporated

1. Name

The name of the incorporated District Group is Australian Plants Society, Keilor Plains Group Incorporated (in these Rules called the “District Group”)

2. Definitions

- (1) In these Rules, unless contrary intention appears:
- “**Act**” means the Associations Incorporation Act 1981;
 - “**committee**” means the committee of the District Group;
 - “**committee meeting**” means a meeting of committee, convened in accordance with Rule 17;
 - “**committee of management**” means the committee of management of Australian Plants Society (SGAP Victoria) Incorporated
 - “**delegate**” means a District Group member who represents the District Group at committee of management;
 - “**district group**” means a branch of the Australian Plants Society (SGAP Victoria) Incorporated operating by approval in a particular location according to the Rules of the District Group;
 - “**financial year**” means the year ending on 30 June;
 - “**public meeting**” means a meeting of members that is open to non-members;
 - “**Public Officer**” means the person nominated by the committee for appointment under the Associations Incorporation Act (1981), for the purpose of providing reports on financial and constitutional matters to the relevant Victorian Government Department.

“**Regulations**” means regulations under the Act;
“**relevant documents**” has the same meaning as in the Act.

- (2) In these Rules, a reference to the Secretary of a District Group is a reference -
- (a) if a person holds office under these Rules as Secretary of the District Group – to that person; and
 - (b) in any other case to the public officer of the District Group
- (3) In these Rules, a reference to the membership Officer of a District Group is a reference -
- (a) to a person who holds office under these Rules as Membership Officer of the District Group, and
 - (b) in any other case, to the Secretary of the District Group.

3. Alteration of the rules

- (1) These Rules and the statement of purposes of the District Group shall not be altered except by special resolution as in accordance with the Act.
- (2) All proposed alterations shall be approved by the committee of management.

4. Membership and subscription

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the District Group on payment of the annual subscription payable under these Rules.
- (2) An application for membership of the District Group shall:
- (a) be made in writing in the form set out in Appendix 1. and
 - (b) be accompanied by the prescribed annual fee; and
 - (c) be lodged with the Secretary or Membership Officer of the District Group
- (3) A person who is not a member of Australian Plants Society (SGAP Victoria) Incorporated shall not be admitted to membership unless:
- (a) they concurrently apply for membership; and
 - (b) as soon as practicable after the receipt of such an application, the Secretary or Membership Officer refers the application to Australian Plants Society (SGAP Victoria) Incorporated membership officer; and

- (c) the application for membership is approved by the committee of management.
- (4) The annual subscription of the District Group is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 July in each year.

5. Register of members

- (1) The Secretary or Membership Officer shall keep and maintain a register of members containing:
 - (a) the name and address of each member, and
 - (b) the date on which each member's name was entered in the register
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a hand copy of entries in the register.

6. Ceasing membership

- (1) A member of the Keilor Plains District Group who has paid all moneys due and payable by a member to the District Group may resign from the District Group by giving notice in writing to the Secretary or Membership Officer of his or her intention to resign.
- (2) On receiving the notice referred to in Rule 7, sub-rule (7) –
 - (a) the member ceases to be a member, and
 - (b) the Secretary or Membership Officer shall record in the register of members the date on which the member ceased to be a member; and
 - (c) the Secretary or Membership will notify the Australian Plants Society (SGAP Victoria) Membership Officer as soon as possible.

7. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these rules or has been guilty of conduct unbecoming a member or prejudicial to the interests of the District Group, the Committee may by resolution –
 - (a) Suspend that member from membership of the District Group for a specified period; or

- (b) Appeal to the Australian Plants Society (SGAP Victoria).
- (2) A resolution of the Committee under sub-rule (1) does not take effect unless –
 - (a) at a meeting held in accordance with sub-rule (3), the Committee confirms the resolution; and
 - (b) should the member exercise a right of appeal to the District Group under this rule, the District Group confirms the resolution in accordance with this rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1) shall be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary shall, as soon as practicable, cause to be given to the member a written notice –
 - (a) setting out the resolution for the Committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following –
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after the meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the District Group against the resolution.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1), the Committee shall –
 - (a) give the member or his or her representative on opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee the Committee confirms the resolution, the member may, not later than 48 hours after

that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the District Group against the resolution.

- (7) If the Secretary receives a notice under sub-rule (6), he or she shall notify the Committee and the Committee shall convene a special general meeting of the District Group to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a special general meeting of the District Group convened under sub-rule (7) –
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed only if, at the special general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution.

8. Disputes and mediation

- (1) The grievance procedure set out in these rules applies to disputes under these Rules between –
 - (a) a member and another member; or
 - (b) a member and the District Group.
- (2) The Committee of the District Group shall encourage the parties to the dispute to meet and discuss the matter in dispute, and if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, a mediator shall be appointed to convene a meeting between the two parties to the dispute.
- (4) The mediator shall be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:

- (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the District Group; or
- (ii) in the case of a dispute between a member and the District Group, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- (5) A member of the District Group can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The mediator in conducting the mediation shall –
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow all parties due consideration of any written statement submitted by any party; and
 - (c) throughout the mediation process, ensure that natural justice is accorded to the parties to the dispute.
- (8) The mediator shall not determine the dispute.
- (9) Should the mediation process not result in the resolution of the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Committee

- (1) Subject to section 23 of the Act, the Committee shall consist of –
 - (a) the officers of the District Group,
 - (b) the delegate to Australian Plants Society (SGAP Victoria),
 - (c) the immediate Past President of the District Group,
 - (d) up to 5 ordinary members,
- (2) The Committee shall control and manage the business and affairs of the District Group; and
 - (a) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the District Group other than those powers and functions that are required by these Rules and the Rules of the Australian Plant Society (SGAP Victoria) Inc., to be exercised by a special general meeting or annual general meeting of the members of the District Group;
 - (b) subject to these Rules, the Act and the Regulations, perform all such acts and things as appear to the Committee to be essential for the proper management of the affairs of the District Group;

- (c) may make such By-Laws as it deems necessary for the proper and effective administration of the District Group;
- (d) require a notice of motion to be served at a Committee meeting for additions to, alterations to, or repeal of By-Laws;
- (e) publish all changes to By-Laws in the next issue of the District Group newsletter or, as a supplement to the next District Group newsletter.

10. Office holders

- (1) The officers of the District Group shall be –
 - (a) a President or Leader;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 26, so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the officers referred to in sub-rule (1).
- (3) Each officer of the District Group shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

11. Ordinary members of the Committee

- (1) Subject to these Rules, each ordinary member of the Committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the District Group to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of appointment.

12. Delegate

- (1) The District Group shall appoint a delegate to represent the District Group at meetings of the Committee of Management.
- (2) Should the delegate be unavailable to attend a meeting of the Committee of Management, the District Group shall appoint a proxy.
- (3) The Committee shall resolve with the Committee of Management, the consistent non-attendance of its representative at meetings of the Committee of Management.

13. Annual general meetings

- (1) The District Group shall in each calendar year convene an annual general meeting of its members.
- (2) The Committee may determine the date, time and place of the annual general meeting of the District Group.
- (3) The notice convening the annual general meeting shall specify that the meeting is an annual general meeting;
- (4) The ordinary business of the annual general meeting shall be –
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meetings held since that meeting; and
 - (b) to receive from the Committee reports upon the transactions of the District Group during the preceding financial year; and
 - (c) to elect officers of the District Group and the ordinary members of the Committee; and
 - (d) "to receive and consider the financial statement prepared to conform to the requirements specified in section 30(3) of the Act."
- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (6) The Secretary or Public Officer shall complete the Annual Return (Form 9 of the Incorporated Associations Regulations) and lodge it within the time period set out in the Act.

14. Special general meeting

- (1) The Committee can convene a special general meeting of the District Group for the purposes of conducting special business.

- (2) On a written request signed by not less than 10 per cent of the total number of members, the Committee shall convene a special general meeting of the District Group, given that such written request –
 - (a) states the objects of the meeting, and
 - (b) is delivered to the address of the Secretary.
- (3) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is delivered to the address of the Secretary, the members making the request, may convene a special general meeting to be held not later than 3 months after that date.
- (4) Should a special general meeting be convened by members in accordance with this rule and so far as possible, be convened in the same manner as a meeting convened by the Committee, all reasonable expenses incurred in convening the special general meeting shall be refunded by the District Group to the persons incurring the expenses.

15. Special business

- (1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.
- (2) A resolution concerning special business is only confirmed if not less than two-thirds of the votes counted are in favour of the resolution; otherwise the resolution is revoked.

16. Meetings of the Committee

- (1) The Committee shall meet throughout the year, to sufficiently discharge the responsibilities of the Society and the District Group and to conduct business as determined by the Committee.
- (2) Special meetings of the Committee may be convened by the President or by any three members of the Committee.

17. Notice of meetings

- (1) The Secretary of the District Group shall cause to be sent to each member of the District Group, a notice stating the place,

date and time of the meeting and the nature of the business to be conducted at the meeting.

- (2) At least 14 days notice is required and if special business is proposed, at least 21 days notice shall be given.
- (3) Notice may be sent –
 - (a) as a notice in the District Group's newsletter; or
 - (b) by prepaid post to the address appearing in the register of members; or
 - (c) if the member requests, by facsimile transmission or other electronic transmission.
- (4) A member intending to bring any business before a meeting may notify in writing, the Secretary of that business, who shall include that business in the notice calling the next committee meeting.
- (5) No business other than that set out in the notice convening the meeting shall be conducted at an annual general meeting or special general meeting.

18. Quorum at meetings

- (1) One quarter of the membership personally present constitutes a quorum at general meetings.
- (2) Three fifths of the Committee constitute a quorum at a Committee meeting.
- (3) No item of business may be conducted at a meeting unless a quorum of members entitled under these Rules to vote is present at the time of the meeting.
- (4) If, within half an hour after the appointed time for the commencement of a meeting, a quorum is not present –
 - (a) in the case of a meeting convened upon the request of members, the meeting shall be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place (unless another place and time is specified by the chairperson at the time of the adjournment).
- (5) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting –
 - (a) 3 or more members personally present shall be a quorum; or
 - (b) the meeting shall be dissolved.

19. Presiding at meetings

- (1) The President or in the President's absence, the Vice-President, shall preside as chairperson at each meeting of the District Group.
- (2) If the President and the Vice President are absent from a meeting, or are unable to preside, the Committee members present shall select one of their number to preside as Chairperson.

20. Adjournment of meetings

- (1) The person presiding may, with the consent of the majority of members present, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in accordance with rule 17.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

21. Voting at meetings

- (1) Upon any question arising at a meeting of the District Group, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) Unfinancial members are not eligible to vote at meetings of the District Group.

22. Poll at meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (2) A poll that is demanded on the election of a chairperson or a question of an adjournment shall be taken at such time before the close of the meeting as the chairperson may direct.

23. Manner of determining whether resolution carried

- (1) A question arising at a meeting of the District Group is determined on a show of hands unless before or on the declaration of a show of hands a poll is demanded.
- (2) If a question arising at the said meeting is determined on a show of hands then –
 - (a) a declaration by the Chairperson of the result of the poll, and
 - (b) an entry to that effect in the minute book of the District Group is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

24. Proxies

- (1) Each member or committee member is entitled to appoint another member or committee member as a proxy by giving notice to the Secretary.
- (2) The notice appointing the proxy shall be -
 - (a) for a meeting of the District Group convened under rule 7(7) in the form set out in Appendix 2; or
 - (b) in any other case in the form set out in Appendix 3.

25. Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the District Group or as ordinary members of the Committee will be accepted from the floor at an annual general meeting or in such form as is otherwise specified by the Committee.
- (2) Where a candidate is not present at the Annual General Meeting, the written consent of the candidate shall be provided to the meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such manner as the Committee may direct.

26. Vacancies

The office of an officer of the District Group, or of an ordinary member of the Committee becomes vacant if the officer or member -

- (a) ceases to be a member of the District Group; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law, or
- (c) resigns from office by notice in writing given to the Secretary, or
- (d) does not pay the annual subscription fee within 2 months of the Annual General Meeting, or
- (e) Is not a financial member of the Australian Plants Society (SGAP Victoria) Incorporated within 2 months of the Annual General Meeting.

27. Removal or censure of committee member

- (1) The Committee at a meeting may by resolution, remove any office holder or ordinary member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

- (2) An office holder or ordinary member who is the subject of a proposed resolution referred to in sub-rule (1) may appeal the resolution in the manner set out in Rule 7.

28. Minutes of meetings

The Secretary of the District Group shall keep minutes of the resolutions and proceedings of each meeting of the District Group, together with a record of the names of persons present at those meetings.

29. Funds

- (1) The Treasurer of the District Group shall –
 - (a) Collect and receive all moneys due to the District Group and make all payments authorised by the District Group; and
 - (b) Keep correct accounts and books showing the financial affairs of the District Group with full details of all receipts and expenditure connected with the activities of the District Group.
- (2) Two members of the Committee shall sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.
- (3) The funds of the District Group shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

30. Seal

- (1) The common seal of the District Group shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee.
- (3) The affixing of the common seal shall be attested by the signatures –
 - (a) of two members of the Committee; or,
 - (b) of one member of the Committee and of the Public Officer of the District Group.

31. Notice to members

- (1) Except for the requirement in Rule 17, any notice that is required to be given to a member on behalf of the District Group, under these Rules may be given by –
 - (a) delivering the notice to the member personally; or,
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (c) electronic transmission, if the member has requested that notices be given to him or her in this manner; or
 - (d) by announcement published in the District Group's newsletter.

32. Winding up

- (1) In the event of the winding up or the cancellation of the incorporation of the District Group, the assets of the District Group shall be transferred to Australian Plants Society (SGAP Victoria) Incorporated and should the Australian Plants Society (SGAP Victoria) Incorporated be similarly wound up at the same time then the assets of the District Group shall be disposed of to like minded groups or Associations.
- (2) No member of the District Group, on being wound up, will gain benefit from the distribution of the District Group's assets.

33. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the District Group.
- (2) All accounts, books, securities and any other relevant documents of the District Group shall be made available for inspection free of charge by any member upon request
- (3) A member may make a hand copy of any rules, accounts, books, securities and any other relevant documents of the District Group.