

RULES OF
THE FRIENDS OF THE OLD PARLIAMENT HOUSE ROSE GARDENS
ACT INCORPORATED ASSOCIATION NO A04954

Effective from 07 July 2015

1. PRELIMINARY

1.1. **Name of the association.** Friends of the Old Parliament House Rose Gardens (FOPHRG).

1.2. **Objects of the association.**

1.2.1. To enable a group of rose lovers to extend their knowledge by discussions, lectures and demonstrations and by visiting other gardens locally and interstate.

1.2.2. To support the Old Parliament House Rose Gardens by resuming publications of newsletters, pamphlets and books for the Friends and visitors to the Gardens.

1.2.3. To extend the use of the gardens by holding occasional concerts and other gatherings to ensure interest in the gardens continues.

1.3. **Definitions. In these rules:**

1.3.1. **financial year** means the year ending on 31 March.

1.3.2. **member** means a member, however described, of the FOPHRG.

1.3.3. **life member** means a person who is granted life membership by the committee.

1.3.4. **ordinary committee member** means a member of the committee who is not an office-bearer of the association as mentioned in section 3.2.2.

1.3.5. **secretary** means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the FOPHRG.

1.3.6. **the Act** means the Associations Incorporation Act 1991.

1.3.7. **the regulation** means the Associations Incorporation Regulation 1991.

2. MEMBERSHIP

2.1. **Membership qualifications.**

2.1.1. Membership shall be open to all.

2.1.2. No member shall conduct the business of other associations at FOPHRG gatherings.

2.1.3. **Membership entitlements not transferable.** A right, privilege or obligation that a person has because of being a member of the association:

2.1.3.1. cannot be transferred or transmitted to another person, and

2.1.3.2. terminates on cessation of the person's membership.

2.2. **Life membership.** Life membership may be granted by the committee to a member that has been deemed to be deserving of the honour. As such, all rights and obligations of a member are conferred on life members, with the exemption of the requirement to pay annual subscription fees. Life membership is based on services to the FOPHRG being above and beyond the normal expectations of a member, including where the member has enhanced the reputation of the association.

2.3. **Cessation of membership.** A person ceases to be a member of the FOPHRG if the person resigns from membership, fails to renew membership, or dies.

2.4. **Resignation of membership.** Resignation shall be in writing to the secretary who shall record the date on which the member ceased to be a member.

2.5. **Fees and subscriptions.**

2.5.1. A member of the FOPHRG shall upon admission to membership but only at the time of such admission pay a fee as determined by the committee and such fee shall be known as the joining fee.

2.5.2. In addition to any amount payable by the member under section 2.5.1, a member of the FOPHRG shall pay an annual subscription determined by the committee and shall fall due on a date to be determined by the committee.

2.6. **Members' liabilities.** The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the FOPHRG is limited to the amount (if any) unpaid by the member in relation to membership as required by section 2.5.

2.7. **Disciplining of members.** There is no provision for disciplining members.

3. **COMMITTEE**

3.1. **Powers of committee.** The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting:

3.1.1. controls and manages the affairs of the association, and

3.1.2. may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting, and

3.1.3. has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

3.2. **Constitution and membership of FOPHRG committee.**

3.2.1. The committee consists of:

3.2.1.1. the office-bearers of the association, and

3.2.1.2. up to six ordinary committee members, each of whom must be elected under section 3.4 or appointed in accordance with section 3.7.2.

3.2.2. The **office-bearers** are:

3.2.2.1. the president,

3.2.2.2. the vice-president,

3.2.2.3. the treasurer, and

3.2.2.4. the secretary.

3.3. **Term of office.** Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

3.3.1. The president shall not hold office for more than three consecutive terms.

3.3.2. Except for the president, there is no limit on the number of consecutive terms that an office-bearer or ordinary committee member may be re-elected or appointed.

3.4. **Election of committee members.**

3.4.1. Nominations of candidates for election as office-bearers or as ordinary committee members:

3.4.1.1. may be received at the annual general meeting if the person being nominated is in attendance, or

3.4.1.2. may be made in writing, signed by two members of the FOPHRG and accompanied by the written consent of the candidate (which may be endorsed on the nomination form) and must be given to the secretary not less than seven days before the date fixed for the annual general meeting at which the election is to take place.

3.4.2. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.

3.4.3. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

3.4.4. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

3.4.5. The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.

3.4.6. A person may simultaneously hold more than one position on the committee.

3.5. **Secretary.** The secretary must keep minutes of:

3.5.1. all elections and appointments of office-bearers and ordinary committee members,

3.5.2. the names of members of the committee present at a committee meeting or a general meeting,

3.5.3. all proceedings at committee meetings and general meetings.

3.6. **Treasurer.** The treasurer must:

3.6.1. collect and receive all amounts owing and make all payments authorised; and

3.6.2. keep correct accounts and books showing the financial affairs of the FOPHRG with full details of all receipts and expenditure connected with its activities.

3.7. Vacancies.

- 3.7.1. A vacancy in the office of a member of the committee happens if the member resigns the office, or ceases to be a member, or is absent without the consent of the committee from three consecutive meetings of the committee, or dies.
- 3.7.2. If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

3.8. Committee meetings and quorum.

- 3.8.1. The committee must meet at least four times in each calendar year at the place and time that the committee may decide.
- 3.8.2. Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 3.8.3. In addition to any other business which may be transacted at a committee meeting the business of the committee meeting shall be:
 - 3.8.3.1. to confirm the minutes of the last preceding committee meeting;
 - 3.8.3.2. to receive reports (including a financial report) upon the activities of the association since the last committee meeting; and
 - 3.8.3.3. pass accounts for payment.
- 3.8.4. At meetings of the committee:
 - 3.8.4.1. the president or, in the absence of the president, the vice-president presides; or
 - 3.8.4.2. if the president and the vice-president are absent, one of the remaining members of the committee may be chosen by the members present to preside.

3.9. Voting and decisions.

- 3.9.1. Questions arising at a meeting of the committee are decided by a majority of the votes of members of the committee present at the meeting.
- 3.9.2. Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

4. GENERAL MEETINGS

4.1. General meetings – types.

4.1.1. Annual general meeting.

- 4.1.1.1. The annual general meeting shall be held within three months after the end of the financial year on the date and at the place and time that the committee considers appropriate
- 4.1.1.2. In addition to any other business that may be transacted at the annual general meeting, the business of the annual general meeting is:

- 4.1.1.2.1. to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
- 4.1.1.2.2. to receive from the committee reports on the activities of the association during the last financial year; and
- 4.1.1.2.3. to elect members of the committee, including office-bearers; and
- 4.1.1.2.4. to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).

4.1.2. **Special general meetings.**

- 4.1.2.1. The committee may, whenever it considers appropriate, call a special general meeting.
- 4.1.2.2. The committee must, on the requisition in writing of not less than 10% of the total number of members, call a special general meeting that must be held within three months of the date of receipt of such motion.

4.2. **General meetings - notice.**

- 4.2.1. The secretary must, at least 21 days before the date fixed for the holding of the general meeting, send by email or post to each member, a notice specifying the place, date and time of the meeting and the nature of the business, including special resolutions, proposed to be transacted at the meeting.
- 4.2.2. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 4.1.1.2.
- 4.2.3. A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.3. **General meetings - procedure and quorum.**

- 4.3.1. **Quorum.** Ten members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 4.3.2. **Presiding member.** The president, or in the absence of the president, the vice-president, presides at each general meeting of the association. If the president and the vice-president are absent from a general meeting, the members present must elect one of their number to preside at the meeting.
- 4.3.3. **Voting.**
 - 4.3.3.1. On any question arising at a general meeting of the association a member has one vote only, except that if the votes on a question are equal, the person presiding is entitled to exercise a second or casting vote
 - 4.3.3.2. All votes must be given personally or by proxy.
 - 4.3.3.3. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

4.3.4. **Appointment of proxies.**

- 4.3.4.1. Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 4.3.4.2. The notice appointing the proxy may be provided by post or email and must detail the name and address of the member, the name and address of the proxy, detail of the resolution proposed, and a statement that authorises the proxy to vote in favour of or against the resolution.

5. **MISCELLANEOUS**

5.1. **Public officer.**

- 5.1.1. The members shall appoint a public officer at the annual general meeting. The public officer must be at least 18 years of age and must reside in the ACT.
- 5.1.2. The public officer may be an office bearer of the association, an ordinary committee member or such person as the committee may consider suitable and shall hold the position until terminated by the members.
- 5.1.3. The public officer acts as the contact between the association and the Registrar-General's Office; the public officer is the person who is contacted to pass on information to the association or to notify changes to legislation or procedures and the like.
- 5.1.4. The public officer is a signatory to the annual financial statement lodged with the Registrar-General's Office.
- 5.1.5. The public officer's duties are:
 - 5.1.5.1. To ensure a register is kept of FOPHRG members specifying the name and address of each member. The register shall also indicate the date on which the member became a member.
 - 5.1.5.2. To ensure the register is kept at the principal place of administration of the association and shall be open for inspection free of charge, by any FOPHRG member at any reasonable hour.
 - 5.1.5.3. To ensure that the following are lodged with the Registrar-General's Office on the prescribed forms:
 - 5.1.5.3.1. Appointment of public officer, including the name, address and date of appointment to be lodged within 14 days of such appointment.
 - 5.1.5.3.2. Lodgement of the audited income and expenditure statement, to be lodged within six months of the end of the most recently ended financial year.
 - 5.1.5.3.3. Changes to the committee, the public officer or the association name, within one month of the date when the change took place.
 - 5.1.5.3.4. Changes to rules, objects and purposes within one month of the special resolution.

5.2. **Funds.**

- 5.2.1. Funds must be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed in general meeting and subject to the Act, section 114, any other sources that the committee decides.
- 5.2.2. All money received by must be deposited as soon as practicable and without deduction to the credit of the FOPHRG's bank account.
- 5.2.3. As soon as practicable after receiving any money, an appropriate receipt must be issued.
- 5.2.4. Subject to any resolution passed in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.
- 5.2.5. All cheques and negotiable instruments must be signed by two office-bearers.

5.3. **Alteration of objects and rules.** Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

5.4. **Special resolutions.**

- 5.4.1. A special resolution must be passed in general meeting to:
 - 5.4.1.1. Alter, add to or rescind any rules or objects of the association or alter or add to the name of the association,
 - 5.4.1.2. Amalgamate with another incorporated club or organization, or
 - 5.4.1.3. Voluntarily wind up and distribution of assets.
- 5.4.2. A special resolution must be passed by at least three-quarters of the votes of those members of the association who, being entitled to vote, vote in person or by proxy at the meeting.

5.5. **Common seal.**

- 5.5.1. The common seal of the association must be kept in the custody of the secretary.
- 5.5.2. The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures of two members of the committee.

5.6. **Custody and inspection of books.**

- 5.6.1. The secretary shall keep in custody or under control all records, books and other documents relating to the association, with the exception of the records books and other documents that are required to carry out the duties of the treasurer.
- 5.6.2. The treasurer shall keep in custody or under control the records, books and other documents that are required to carry out the duties of the treasurer.
- 5.6.3. The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.