

CONSTITUTION

1. NAME

The name of the Society shall be the 'Australian Plants Society Tasmania Inc.' hereinafter referred to as 'the Society'.

2. OBJECTIVES

- 2.1 To promote the knowledge, appreciation and preservation of Australian plants, both in their natural settings and in cultivation, with special emphasis on species indigenous to Tasmania.
- 2.2 To encourage the cultivation and study of Australian plants and the establishment of gardens in all types of soil and climate for the preservation of the flora of Australia.
- 2.3 To publish any information that may further the aims and objectives of the Society.
- 2.4 To cooperate with other societies or bodies with similar or substantially similar aims and objectives.
- 2.5 To promote recognition of the Society as a resource group for educationalists and the government.
- 2.6 To encourage compliance with laws and regulations in regards to the preservation of the flora.
- 2.7 To support efforts to strengthen the laws and regulations of all bodies given authority by legislation of the Commonwealth and States of Australia for the conservation of Australian flora.
- 2.8 To purchase, lease, exchange, hire or otherwise use any real or personal property necessary or suitable for the purpose of the Society.

3. MEMBERSHIP

- 3.1 The Society shall be made up of persons who undertake to observe the objectives of the Society. There shall be the following types of membership:

- Individuals
- Households, including children
- Organisations.

Voting rights will be limited to financial members, provided that Household Membership shall entitle two members of the household to vote.

Children under sixteen years of age may be included in Household membership but shall have no voting rights.

Organisations are entitled to one vote.

Concession Membership fee shall be available to members who possess a Pensions Concession card issued by the appropriate government department or by the Department of Veteran Affairs, or a Student ID card.

The spouse or partner of a Life Member shall be entitled to the full rights and privileges of an Individual Member by payment of an annual subscription as for additional household members.

- 3.2 A member who is three months in arrears with payment of subscription, after receipt of a reminder, who continues not to pay, shall be deemed to have relinquished membership.
- 3.3 Any person who has been convicted of an offence against the law or regulations of any of the States of Australia or of the Commonwealth of Australia relating to conservation of the flora shall not be eligible for membership and any member who has been convicted of any such offence shall upon conviction cease to be a member provided that any such person may become a member or be re-admitted to membership, as the case may be, at the discretion of the Council.
- 3.4 (a) The Council shall control the membership of the Society and may vote to:
- (i) refuse an application for membership of the Society, or
 - (ii) revoke the membership of any member of the Society.
- (b) The Secretary of the Society shall within seven days of the Council's resolution inform the person or member in writing of such refusal or revocation but without being obliged to state the reason.
- (c) The person or member may within ten days of receipt of such notice give to the Secretary notice in writing of their intention to appeal to the Council against such resolution. The Secretary shall upon receipt of such notice of intention to appeal, place such appeal on the agenda of the next Council meeting of the Society. The person or member may appeal in person and be heard. The Council's decision shall be final.

3.5 Life and Honorary Membership

Honorary membership has two categories:

- Life Membership
- Honorary Membership.

(a) Life Membership

A member who has, over a continuous period of not less than ten years, rendered outstanding and meritorious service in furthering any or all of the objectives of the Society may be awarded Life Membership. Nominations for Life Membership can be recommended by a Group or an individual member and shall be in writing signed by two financial members and forwarded to reach the Council Secretary not later than 15 April in any year. Each nomination shall be supported by a citation of the service rendered to the Society by the nominee.

If any nominations have been received a subcommittee comprising the President or a nominated member of Council and two Life Members, shall consider all nominations at a meeting as soon as possible after the close of nominations.

The subcommittee may:

- (i) make no award, or
- (ii) by a two-thirds majority vote to elect a Life Member.

The Life Members serving on this subcommittee shall be active in APST and available to attend its meetings.

Life Membership awards shall be presented at a Special General Meeting called for the purpose, or at the discretion of the President, as soon as convenient after the subcommittee has made its decision. Life Members shall not be required to pay an annual subscription but shall enjoy all rights and privileges of an individual member.

(b) Honorary Membership

Any non-member who has rendered notable service in furthering the objectives of the Society may be awarded Honorary Membership.

Any nomination for the award is to be first submitted to Council supported by a citation

(i) Any nomination for the award is to be first submitted to Council supported by a citation.

(ii) Should Council consider the nominee has rendered notable service in furthering the objectives of the Society then a General Meeting of the Society may award Honorary Membership by a two-thirds majority of members present.

(iii) Presentation of the award will be as decided by the President. The Secretary shall keep a record of all Life and Honorary Memberships granted.

4. SUBSCRIPTIONS

Subscriptions which are set from time to time by Council, shall become due on the anniversary of the first payment and become payable within one month.

5. ANNUAL GENERAL MEETING

5.1 An Annual General Meeting shall be held in March each year on a date to be determined by the Council, for the purpose of:

- presenting the annual report and balance sheet for the year ending 31st December of the year preceding the Annual General Meeting
- electing the Council executive in accordance with Rule 7.2 hereof
- appointing the Auditor
- any other business of the Society.

5.2 The Annual General Meeting shall be called by notice addressed to each member not less than fourteen days before such meeting or in such manner as the Council may determine. Fifteen members present at such meeting shall form a quorum.

5.3 If voting is required, each member present is entitled to one vote. The President shall have a casting vote.

6. SPECIAL GENERAL MEETING

6.1 A Special General Meeting may be convened at any time, subject to direction or request being made in pursuance of this rule.

6.2 The Secretary shall convene a Special General Meeting:

- (a) at the direction of the President or the Council, or
- (b) upon receipt by the Secretary of a requisition made to the Society signed by not less than five financial members.

6.3 Such meeting shall be held within forty-two days of the giving of such a direction or the receipt of such requisition as the case may be and at least fourteen days' notice of such meeting shall be given to members, together with the notice of the matters to be discussed at the meeting.

6.4 Fifteen members present at such meeting shall form a quorum.

6.5 If voting is required, each member present is entitled to one vote. The President shall have a casting vote.

7. USE OF TECHNOLOGY

7.1 General Meetings may be held, and members may take part, using any technology that reasonably allows members to hear and take part in discussions as they happen.

7.2 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member, and the members present at the meeting, to clearly and simultaneously communicate with each other.

7.3 For the purposes of this Part, a member participating in a general meeting as permitted under the above sub-rules is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.'

8. COUNCIL

8.1 The purpose of the Council is to provide a platform which brings together the Groups to facilitate achievement of the objectives.

8.2 The management of the affairs of the Society shall be carried out by a Council consisting of two delegates from each Group and the executive positions:

- President
- Vice President
- Secretary
- Treasurer
- Public Officer.

8.3 Council nominations and elections:

Nominations for the executive positions on Council are to be received in writing not less than three weeks before an Annual General Meeting. They will then be circulated to members. Nominations may also be accepted at the Annual General Meeting. If there is more than one nomination for any position, a secret ballot shall be held at the Annual General Meeting.

8.4 A quorum shall consist of half plus one of the Council members. All members elected to Council shall hold office until the completion of the next Annual General Meeting of the Society. Subject to rule 8.5 hereof all retiring members of the Council shall be eligible for re-election.

8.5 The President may hold office for up to three years, but must be re-elected each year. Once retired as President, that person can be immediately elected to any other position on Council.

- 8.6 The Council shall have the power to fill any vacancy that may occur between Annual General Meetings and the person appointed to fill such vacancy shall hold office until the next Annual General Meeting. Any member of Council who has been absent from two consecutive meetings of the Council without just cause or excuse to the satisfaction of the Council shall cease to be a member thereof.
- 8.7 The President shall preside at all meetings, provided that in the absence of the President, the Vice President shall preside. In the absence of both the President and the Vice-President, the Council shall elect a Council member to chair the meeting.
- 8.8 The Council shall have power to make any necessary rulings or decisions, provided they are not inconsistent with the provisions of this Constitution.
- 8.9 The Council shall meet at least four times in each calendar year.
- 8.10 The Council:
- (a) shall properly manage the business and affairs of the Society in compliance with the statutory requirements of the Associations Incorporation Act (Tasmania). The APST Inc Council shall have two signatories for all financial transactions.
 - (b) coordinate the activities of the District Groups, where necessary, to achieve a unified approach and further the objectives of the Society, but as far as practicable to limit such activities to necessary administrative functions as set out in the Council Handbook
 - (c) may exercise all the powers and perform all the functions of the Society, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Society
 - (d) may delegate any of its powers to sub-committees consisting of such member or members of the Society or such person or persons as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any directions that may from time to time be imposed upon it by the Council.
- 8.11 The Council Secretary shall provide to each District Group herein known as 'Groups':
- (I) names and contact details of Officers elected and appointed at the Annual General Meeting of the Society as soon as practicable after that Annual General Meeting
 - (II) copies of the Minutes of each meeting of Council and of all general and special meetings of the Society.
- 8.12 The Council Treasurer will arrange for the audit of the Groups and consolidated accounts.
- 8.13 The Membership Officer shall notify each Group of new members residing in their area with their details and provide each Group with a membership list whenever it is revised.

9. DISTRICT GROUPS

- 9.1 Groups have been or are formed to facilitate participation at a local level in the activities of the Society and in furthering its objectives.
- 9.2 Any group of members may apply to Council to form a new Group and if Council is satisfied that the formation of the new Group is in the interests of the Society and will contribute to furthering the aims of the Society it may agree by a three-fourths majority of Council members present, to form the new Group.
- 9.3 Groups may raise their own funds and use those funds in any way which is not contrary to the objectives of the Society. All Groups must have two signatories to access all bank

accounts. Funds raised by a Group remain the property of that Group. If the Group is dissolved, the remaining funds are to be transferred to the Society.

- 9.4 All property owned by the Group shall be added to the Society Asset List.
- 9.5 A Group may submit a request to Council for financial support in special cases of emergency or in conducting an activity or project that is beyond the reasonable financial capacity of the Group and Council may agree to or reject, with reasonable grounds, any such request. A Group shall not incur expenditure in anticipation of approval by Council of such a request.
- 9.6 Each group is to elect two members to Council, one of these preferably being the President of the Group.
- 9.7 The election of members of Council in accordance with this rule shall be conducted at the Annual General Meeting of the respective Group and candidates for election shall be members of the Group. Members so elected shall have full voting rights at Council meetings.
- 9.8 A Group may appoint a proxy for an elected member of Council who is unable to attend a Council meeting.
- 9.9 The authority and responsibilities of the Group shall be in accordance with the Council Handbook and as agreed with Council.
- 9.10 Council may agree, by a three-fourths majority of Council members present, to wind up a Group on the request of that Group or a Group that has become inactive or has demonstrably acted against the Constitution. The President of the Group may appeal against such a decision and may appear before Council to support the appeal and Council shall hear the appeal. The decision of Council to uphold or reject the appeal shall be final.
- 9.11 For the purpose of this rule, members of the Group shall be those members residing in the municipality in which the Group regularly meets and in adjacent municipalities, or if residing elsewhere, have nominated by advice to the Group Secretary to be members of that Group. The Group Secretary shall advise Council of all members who have so nominated.
- 9.12 Each Group shall:
- (i) as soon as practicable after the AGM of the Group advise the Council Secretary of the names and addresses of the Group's President, Secretary, Treasurer and Council delegates.
 - (ii) present to each meeting of Council a report in writing on its recent activities in a form suitable for publication in the Journal
 - (iii) submit an Annual Report to the Council Secretary not less than seven days before the date of the AGM of the Society
 - (iv) provide to the Council Treasurer an Annual Financial Report in a format and at a time determined by the Council Treasurer for inclusion in the consolidated accounts of the Society, and all supporting documentation that may be required for auditing. The Council Treasurer will arrange for the audit of the Group and consolidated accounts.

10. FUNDS OF THE SOCIETY

- 10.1 The income and property of the Society 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 profit to the members of the Society or relatives of such members.
- 10.2 Nothing herein shall preclude 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 rendered to the Society or reasonable and proper rent for premises let by any member of the Society.

11. ACCOUNTS

- 11.1 (a) The Society shall ensure that proper accounts are kept of:
- (i) all sums of monies received and expended by the Society in respect of which the receipt or expenditure takes place; all transactions must have two signatories.
 - (ii) property, credits and liabilities of the Society.
- (b) The accounts, books, and records referred to in sub-rule (a) of this Section shall be kept at the Society's office or at such other place as the Council may decide.
- (c) The financial year of the Society shall end on the 31st day of December in each year. The books shall be reviewed by an auditor.
- 11.2 The Council will adopt appropriate procedures for financial matters in the running of the Society.

12. AUDITOR

- 12.1 At each Annual General Meeting of the Society, the members present shall appoint a person as the auditor of the Society.
- 12.2 A person so appointed shall hold office until the Annual General Meeting next after at which they are appointed, and are eligible for reappointment.
- 12.3 If an appointment is not made at any Annual General Meeting, the Council shall appoint an auditor for the Society for the then current financial year of the Society.
- 12.4 The auditor may only be removed from office by a special resolution passed at a Special General Meeting.
- 12.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Society, the Council may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.
- 12.6 Once at least in each financial year of the Society, the accounts of the Society shall be examined by the auditor.
- 12.7 The auditor shall certify as to the correctness of the accounts of the Society and shall report thereon to the members present at the Annual General Meeting.
- 12.8 In their report, and in certifying to the accounts, the auditor shall state:
- (a) whether they have obtained the information required by them
 - (b) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct position of the Society according to the information at their disposal and the explanations given to them as shown by the accounts of the Society
 - (c) whether the rules and policies relating to the administration of the funds of the Society have been observed.

12.9 The auditor:

- (a) has a right of access to the accounts, books, records and documents of the Society
- (b) may require from the servants of the Society such information and explanation as may be necessary for the performance of their duties as auditor
- (c) may employ persons to assist them in investigating the accounts of the Society.

13. ALTERATION OF CONSTITUTION

Any clause or clauses of this constitution may be altered, added to or amended from time to time at any Annual General Meeting or any Special General Meeting called for that purpose and of which fourteen days' notice of the proposed amendments has been given to members. A three-fourths majority of members present at such meeting voting in favour of the motion shall be necessary to effect any alteration, addition or amendment.

14. INTERPRETATION OF CONSTITUTION

In case of any question not provided for in these clauses or as to the interpretation of them the opinion of the Council shall be acted upon and be conclusive.

15. COMMON SEAL

15.1 The seal of the Society shall be in the form of a rubber stamp, inscribed with the name of the Society encircling the word 'seal'.

15.2 The seal of the Society shall not be fixed to any instrument except by the authority of the Council, and the affixing thereof shall be attested by the signatures either of two members of the Council or by one member of the Council and the Public Officer of the Society or such other person as the Council may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Council.

15.3 The seal shall remain in the custody of the Council, within the offices of the Society or any other place as the Council may deem as necessary from time to time.

16. DISSOLUTION OF THE SOCIETY

The Society shall be dissolved in the event of the membership being less than twenty persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such a question. Upon dissolution and after payment of all expenses and liabilities, funds are to be transferred to a like-minded organisation or organisations. Particular attention shall be directed towards the assignment of the Society's physical assets to organisations capable of caring for and using them properly both to their own advantage and to the benefit of the public.

Amended March 2022