

# **Petersham Horticultural Society**

## **Constitution**

### **1. Objective of the Society**

The name of the Society shall be the Petersham Horticultural Society.

- The objective of the Society shall be to promote good horticultural practices amongst the local community by holding a horticultural summer show once a year
- Any other activity for the furtherance of the objective of the Society that has local community support (resourcing and financial funding) such as
  - Holding regular meetings for lectures, discussions and demonstrations
  - Arranging visits to gardens and other sites to observe gardening in practice

### **2. Membership**

Members of the society shall be open to anyone interested in gardening and/or the local community. The Committee may, from time to time, confer honorary membership on individuals considered worthy of special recognition by the Society.

The Committee may expel someone from membership, provided it is in the best interests of the Society to do so, and they are given the right to be heard by the Committee before the decision is made. They can be accompanied by a friend.

### **3. Conduct of the Society's affairs**

The affairs of the Society shall be conducted by a Committee comprising Officers of the Society and no less than five (5) other members. This Committee may appoint one or more sub-committees comprising elected members of the Committee and/or other members of the Society to perform specific tasks.

Any member may put themselves forward for election as a Committee member at the AGM.

### **4. Officers of the Society**

The Officers of the Society shall be a President, Treasurer, Secretary, Membership Secretary and other such officers as shall be deemed necessary; no one individual shall hold more than one office at a time.

The officers shall be elected at the Annual General Meeting (AGM) of the Society and shall hold office until the end of the next AGM ("period of office").

## **5. Conduct of the Committee**

The Committee shall meet in accordance with the dates agreed by the Committee at the start of each financial year or on such dates as may be agreed by the President.

They shall propose the officers of the Society at their first meeting of each financial year. The Committee shall appoint one of its number as Vice-President

The Committee may make reasonable additional rules for the proper conduct and management of the Society. These rules must not conflict with this constitution or the law. Any matters for which provision is not made in this constitution shall be decided by the Committee at its discretion and shall be reported to the next AGM for endorsement or further direction.

Meetings of the Committee shall be chaired by the President of the Society. In the event that the President is absent at any meeting of the Committee, the Vice-President shall take the chair. In the event that neither President nor Vice-President is able to attend a meeting, the Committee members present shall elect one of their number to take the chair for that meeting.

The Committee may appoint distinguished individuals to the honorary position of Patron or non-executive Vice-Presidents.

Minutes shall be kept for every meeting.

## **6. Ordinary Meetings of the Society**

The ordinary meetings of the Society shall be held in accordance with a programme for the year which shall be drawn up by the committee and/or its sub-committees and issued to all members of the Society at or before its Annual General Meeting. No matters of policy shall be agreed at an ordinary meeting of the Society.

## **7. Annual General Meeting**

An Annual General Meeting of the Society shall be held within three (3) months of the financial year end for the purpose of:

- Approving the Committee's Annual Report on the work of the Society during the preceding financial year.
- Electing officers for the forthcoming year
- Approving Committee Members
- Approving financial statements signed by an Auditor
- Approving an Auditor for the next year
- Considering any motion which has been notified to the Secretary of the Society at least 28 calendar days prior to the date of the AGM.
- Noting any other matters for consideration by the Committee

## **8. Extraordinary General Meeting**

The Committee has the power to convene an Extraordinary General Meeting (EGM) of the Society at any time and must do so within 28 calendar days of receiving a written request signed by five percent (5%) of members. Notice in writing must be sent to all members not fewer than 14 calendar days before such a meeting, informing them of the date, time, venue and purpose of the meeting. No business other than that detailed in the notice shall be transacted at an EGM.

## **9. President of an Ordinary, Annual or Extraordinary General Meeting**

The President of the Society or in his/her absence the Vice-President of the Committee shall act as President chair at any ordinary, AGM or EGM of the Society. In the event that none of these people are available, the Committee members present shall elect one of their number to chair the meeting.

## **10. Quorum**

No matters of policy shall be agreed at an AGM or EGM unless a quorum is present. The quorum of a

- General Meeting shall be five (5) percent of the membership (unless otherwise required by these rules)
- Committee Meeting shall consist of one (1) officer and no less than five (5) Committee Members
- Sub-committee shall be decided by the Committee when appointing it.

In the event of a quorum not being present, the meeting shall be adjourned to a day, time and place which are decided by the President of the meeting.

## **11. Voting**

Only members whose subscription is fully paid, or those holding honorary membership of the Society, shall be entitled to vote at an AGM, EGM or meeting of any Committee or Sub-Committee.

Every fully paid member and honorary member shall have one vote.

Voting at all meetings shall be by a show of hands unless the President directs that a secret ballot be taken. All matters shall be decided by a simple majority of those present and voting.

The President of an AGM, EGM or any meeting of the Committee may not participate in the initial voting at any meeting but, in the event of a tie, shall have a casting vote.

## **12. Subscription**

The "membership period" shall be from 1<sup>st</sup> June. The annual subscription shall be decided by the Committee and notified to all members at least 14 calendar days in advance of the AGM. Annual subscriptions shall be payable by 1 July (the "due date"). Members joining the Society after 1 July shall pay their annual subscription on joining. Any member required to pay a subscription and whose subscription remains unpaid after 1 July shall cease to be a member of the Society from that date. Failure or refusal by the Treasurer and the Committee to collect subscriptions shall not disbar members from further participation in the Society's affairs.

Membership privileges shall be decided by the Committee and shall be reviewed in advance of each AGM.

### **13. Finances**

All subscriptions and other monies received by the Society shall be passed to the Treasurer, who shall be responsible for all of the Society's funds, for keeping accounting records thereof and presenting the accounts for audit at the end of the financial year. All sums received by the Treasurer on the Society's behalf shall be paid into the Society's bank account and all cheques drawn on that account shall be signed by any two nominated officers, one of whom shall be the Treasurer. The nominated officers shall be given password controlled access to any internet banking facility that provides the nominated officers the facility to electronically manage the Society's bank account(s).

The funds of the Society shall be used solely to further the objectives of the Society and only in ways approved by the Committee.

An Auditor shall be elected at every AGM to serve until the end of the next AGM and shall be eligible for re-election. No Committee member shall be eligible to act as Auditor.

The Society's financial year shall end on 31st December.

### **14. Alteration of the Constitution**

This constitution may only be amended at an AGM or EGM and then only if notice of the proposed amendment has been notified to all members not fewer than 14 calendar days before the meeting.

### **15. Winding-up the Society**

A decision to wind up the Society shall only be taken at an AGM or EGM that is attended by a minimum of ten percent (10%) of membership. There must be a majority vote in favour of the proposal to wind up the Society by those attending the meeting. In the event that the decision to wind up the Society is agreed, the meeting shall then go on to appoint a Committee of not fewer than three and not more than seven individuals to oversee the disposal of the Society's assets. The meeting shall give a clear indication to that Committee of the use to which any remaining funds should be put. The Committee appointed to oversee the disposal of the Society's assets shall abide as closely as possible to the wishes expressed at the meeting which appointed it.

*PHS Constitution Issue 1 dated 16 March 2010*