The Bromeliad Society of Queensland Inc Constitution

Based on Model Rules

BSQ
1/19/2014

Contents

1. Preamble 3
2. Interpretation 3
3. Name 3
4. Objects 3
5. Powers 3
6. Classes of members 4
7. New member application 4
8. Membership fees 4
9. Admission and rejection of new members 4
10. When membership ends 5
11. Appeal against the rejection or termination of membership 5
12. General meeting to decide appeal 5
13. Register of members 6
14. Prohibition on use of information on register of members 6
15. Appointment or election of the secretary 6
16. Removal of the secretary 7
17. Functions of the secretary 7
18. Membership of the management committee 7
19. Electing the management committee 8
20. Resignation, removal or vacation of office of a management committee member 8
21. Vacancies on the management committee 9
22. Functions of the management committee 9
23. Meetings of the management committee 10
24. Quorum for, and adjournment of, a management committee meeting 10
25. Special meeting of the management committee 11
26. Minutes of the management committee meetings 11
27. Appointment of subcommittees 11
28. Acts not affected by defects or disqualifications 12
29. Resolutions of the management committee without meeting 12
30. Annual general meetings 12
31. Business to be conducted at an annual general meeting 12
32. Notice of a general meeting 13
33. Quorum for, and adjournment of, a general meeting 13

34. Procedure at a general meeting 14
35. Voting at a general meeting 14
36. Special general meeting 14
37. Proxies 15
38. Minutes of general meetings 16
39. By-laws 16
40. Alteration of rules 17
41. Common seal 17
42. Funds and accounts 17
43. General financial matters 18
44. Documents 18
45. Financial year 18
46. Distribution of surplus assets to another entity 18

1. Preamble

These rules should be read in conjunction with the Associations Incorporation Act 1981. The Act prevails if the Society's rules are inconsistent with the Act - see section 1B of the Act.

2. Interpretation

1. In these rules -

   Act *means the Associations Incorporation Act 1981.*

   present-

   a) at a management committee meeting, see rule 22(6); or
   b) at a general meeting, see rule 33(2).

2. A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

3. Name

1. The name of the incorporated association is The Bromeliad Society of Queensland Inc (***the society***).

4. Objects

1. The objects of the society are -

   a) To promote good fellowship among all people interested in Bromeliad culture and in horticulture generally.
   b) To further the knowledge and advancement of all that pertains to Bromeliads, including their natural history, cultivation and hybridisation.
   c) To disseminate knowledge of Bromeliads and carry out educational and research activities into all aspects of Bromeliaceae.

5. Powers

1. The society has the powers of an individual.
2. The society may, for example -

   a) enter into contracts; and
   b) acquire, hold, deal with and dispose of property; and
   c) make charges for services and facilities it supplies; and
   d) do other things necessary or convenient to be done in carrying out its affairs.

3. The society may also issue secured and unsecured notes, debentures and debenture stock for the society.

6. Classes of members

1. The membership of the society consists of ordinary members, and any of the following classes of members -

   a) Ordinary Members – refers to an individual person.
   b) Life Members – refers to individual members of the society who are granted the title of 'Life Member'.
   c) Associate Members – refers to other societies which share journals with the society.

2. The number of ordinary members is unlimited.

7. New member application

1. An applicant for membership of the society must be proposed by 1 member of the society (the ***proposer***) and seconded by another member (the ***seconder***).
2. An application for membership must be -

   a) in writing; and
   b) signed by the applicant and the applicants proposer and seconder; and
   c) in the form decided by the management committee.

8. Membership fees

1. The membership fee for each Ordinary Member and for each other class of member -

   a) is the amount decided by the members from time to time at a general meeting; and
   b) is payable when, and in the way, the management committee decides.

9. Admission and rejection of new members

1. The management committee must consider an application for membership at the next committee meeting held after it receives -

   a) the application for membership; and
   b) the appropriate membership fee for the application.

2. The management committee must ensure that, as soon as possible after the person applies to become a member of the society, and before the management committee considers the persons application, the person is advised -

   a) whether or not the society has public liability insurance; and
   b) if the society has public liability insurance—the amount of the insurance.

3. The management committee must decide at the meeting whether to accept or reject the application.
4. If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

5. The secretary of the society must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

10. When membership ends

1. A member may resign from the society by giving a written notice of resignation to the secretary.
2. The resignation takes effect at -

   a) the time the notice is received by the secretary; or
   b) if a later time is stated in the notice - the later time.

3. The management committee may terminate a members membership if the member -

   a) is convicted of an indictable offence; or
   b) does not comply with any of the provisions of these rules; or
   c) has membership fees in arrears for at least 2 months; or
   d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the society.

4. Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
5. If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

11. Appeal against the rejection or termination of membership

1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
2. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
3. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

12. General meeting to decide appeal

1. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
3. Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

5. If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

13. Register of members

1. The management committee must keep a register of members of the society.
2. The register must include the following particulars for each member -

   a) the full name of the member;
   b) the postal or residential address of the member;
   c) the date of admission as a member;
   d) the date of death or time of resignation of the member;
   e) details about the termination or reinstatement of membership;
   f) any other particulars the management committee or the members at a general meeting decide.

3. The register must be open for inspection by members of the society at all reasonable times.
4. A member must contact the secretary to arrange an inspection of the register.
5. However, the management committee may, on the application of a member of the society, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14. Prohibition on use of information on register of members

1. A member of the society must not -

   a) use information obtained from the register of members of the society to contact, or send material to, another member of the society for the purpose of advertising for political, religious, charitable or commercial purposes; or
   b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the society for the purpose of advertising for political, religious, charitable or commercial purposes.

2. Subrule (1) does not apply if the use or disclosure of the information is approved by the society.

15. Appointment or election of the secretary

1. The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is -

   a) a member of the society elected by the society as secretary; or
   b) any of the following persons appointed by the management committee as secretary -

i. a member of the society's management committee;
ii. another member of the society;
iii. another person.

2. If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the society within 1 month after the vacancy happens.
3. If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
4. However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
5. If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
6. In this rule - ***casual vacancy***, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

16. Removal of the secretary

1. The management committee of the society may at any time remove a person appointed by the committee as the secretary.
2. If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.
3. If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

17. Functions of the secretary

1. The secretary's functions include, but are not limited to—

a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
b) keeping minutes of each meeting; and
c) keeping copies of all correspondence and other documents relating to the association; and
d) maintaining the register of members of the association.

18. Membership of the management committee

1. The management committee of the society consists of a president, treasurer, and any other members the society members elect at a general meeting.
2. A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), must be a member of the society.

3. At each annual general meeting of the society, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
4. A member of the society may be appointed to a casual vacancy on the management committee under rule 20.
5. The Immediate Past President shall be an ex-officio member of the management committee for a period of 12 months from the date of the Annual General Meeting only and shall have voting rights in line with other members of the management committee.

19. Electing the management committee

1. A member of the management committee may only be elected as follows -

   e) any 2 members of the society may nominate another member (the ***candidate***) to serve as a member of the management committee;
   f) the nomination must be -

      i. in writing; and
      ii. signed by the candidate and the members who nominated him or her; and
      iii. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;

   g) each member of the society present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
   h) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

2. A person may be a candidate only if the person—

   a) is an adult; and
   b) is not ineligible to be elected as a member under section 61A of the Act.

3. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the society for at least 7 days immediately preceding the annual general meeting.
4. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
5. The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—

   a) whether or not the society has public liability insurance; and
   b) if the society has public liability insurance—the amount of the insurance.

20. Resignation, removal or vacation of office of a management committee member

1. A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.

2. The resignation takes effect at -

   c) the time the notice is received by the secretary; or
   d) if a later time is stated in the notice - the later time.

3. A member may be removed from office at a general meeting of the society if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
5. A member has no right of appeal against the member's removal from office under this rule.
6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21. Vacancies on the management committee

1. If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the society to fill the vacancy until the next annual general meeting.
2. The continuing members of the management committee may act despite a casual vacancy on the management committee.
3. However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to -

   a) increase the number of management committee members to the number required for a quorum; or
   b) call a general meeting of the society.

22. Functions of the management committee

1. Subject to these rules or a resolution of the members of the society carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the society.
2. The management committee has authority to interpret the meaning of these rules and any matter relating to the society on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—
The Act prevails if the Society's rules are inconsistent with the Act - see section 1B of the Act.

3. The management committee may exercise the powers of the society -

   a) to borrow, raise or secure the payment of amounts in a way the members of the society decide; and
   b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the

society in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the society's property, both present and future; and

c) to purchase, redeem or pay off any securities issued; and
d) to borrow amounts from members and pay interest on the amounts borrowed; and
e) to mortgage or charge the whole or part of its property; and
f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the society; and
g) to provide and pay off any securities issued; and
h) to invest in a way the members of the society may from time to time decide.

4. For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -

a) the financial institution for the society; or
b) if there is more than 1 financial institution for the society - the financial institution nominated by the management committee.

23. Meetings of the management committee

1. Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
2. The management committee must meet at least once every 4 months to exercise its functions.
3. The management committee must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the management committee.
5. The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
6. A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
8. A member of the management committee must not vote on a question about a contract or proposed contract with the society if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
9. The president is to preside as chairperson at a management committee meeting.
10. If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24. Quorum for, and adjournment of, a management committee meeting

1. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee -

   a) the meeting is to be adjourned for at least 1 day; and
   b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

4. If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25. Special meeting of the management committee

1. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
3. A request for a special meeting must state -

   a) why the special meeting is called; and
   b) the business to be conducted at the meeting.

4. (4) A notice of a special meeting must state -

   a) the day, time and place of the meeting; and
   b) the business to be conducted at the meeting.

5. (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

26. Minutes of the management committee meetings

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
2. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

27. Appointment of subcommittees

1. The management committee may appoint a subcommittee consisting of members of the society considered appropriate by the committee to help with the conduct of the societys operations.
2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
3. A subcommittee may elect a chairperson of its meetings.

4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
5. A subcommittee may meet and adjourn as it considers appropriate.
6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
7. The president shall be an ex-officio member of all sub-committees.

28. Acts not affected by defects or disqualifications

1. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
2. Subrule (1) applies even if the act was performed when -

   a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
   b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

29. Resolutions of the management committee without meeting

1. A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
2. A resolution may consist of a series of emails from management committee members which reflect the agreement to the proposal. A resolution responded to electronically by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held. Responses are to be stored for record purposes.
3. Urgent resolution may be achieved through the use of telephone conversations which are recorded by the secretary. These should be re-affirmed at the next management committee meeting.
4. A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

30. Annual general meetings

1. Each annual general meeting must be held -

   a) at least once each year; and
   b) within 6 months after the end date of the society's reportable financial year.

31. Business to be conducted at an annual general meeting

1. The following business must be conducted at each annual general meeting of the association -

   a) receiving the association's financial statement, and audit report, for the last reportable financial year;

b) presenting the financial statement and audit report to the meeting for adoption;
c) electing members of the management committee; and
d) appointing an auditor, an accountant or an approved person for the present financial year.

2. Additional business may be listed as part of the notice of annual general meeting.

32. Notice of a general meeting

1. The secretary may call a general meeting of the society.
2. The secretary must give at least 14 days' notice of the meeting to each member of the society.
3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
4. The management committee may decide the way in which the notice must be given.
5. However, notice of the following meetings must be given in writing -

a) a meeting called to hear and decide the appeal of a person against the management committee's decision -

i. to reject the person's application for membership of the society; or
ii. to terminate the person's membership of the society;

b) a meeting called to hear and decide a proposed special resolution of the society.

6. A notice of a general meeting must state the business to be conducted at the meeting.

33. Quorum for, and adjournment of, a general meeting

1. The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the society's last general meeting plus 1.
2. However, if all members of the society are members of the management committee, the quorum is the total number of members less 1.
3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the society, the meeting lapses.
5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the society -

a) the meeting is to be adjourned for at least 7 days; and
b) the management committee is to decide the day, time and place of the adjourned meeting.

6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
7. If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

34. Procedure at a general meeting

1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
2. A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
3. At each general meeting—

   a) the president is to preside as chairperson; and
   b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
   c) the chairperson must conduct the meeting in a proper and orderly way.

35. Voting at a general meeting

1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
2. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
4. The method of voting is to be decided by the management committee.
5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
6. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

36. Special general meeting

1. The secretary must call a special general meeting by giving each member of the society notice of the meeting within 14 days after -

   a) being directed to call the meeting by the management committee; or
   b) being given a written request signed by -

      i. at least 33% of the number of members of the management committee when the request is signed; or
      ii. at least the number of ordinary members of the society equal to double the number of members of the society on the management committee when the request is signed plus 1; or

   c) being given a written notice of an intention to appeal against the decision of the management committee -

i. to reject an application for membership; or
ii. to terminate a person's membership.

2. A request mentioned in subrule (1)(b) must state -

a) why the special general meeting is being called; and
b) the business to be conducted at the meeting.

3. A special general meeting must be held within 3 months after the secretary -

c) is directed to call the meeting by the management committee; or
d) is given the written request mentioned in subrule (1)(b); or
e) is given the written notice of an intention to appeal mentioned in subrule (1)(c).

4. (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

37. Proxies

1. An instrument appointing a proxy must be in writing and be in the following or similar form -

The Bromeliad Society of Queensland Inc:

I, [Full Name] of [Address] , being a member of the society, appoint [Full Name] of [Address]
as my proxy to vote for me on my behalf at the [Type of Meeting – Annual/Special] general meeting of the society, to be held on the [Date] day of [Month] 20YY and at any adjournment of the meeting.

Signed this [Date] day of [Month] 20YY.

Signature

2. The instrument appointing a proxy must -

a) if the appointer is an individual - be signed by the appointer or the appointer's attorney properly authorised in writing; or
b) if the appointer is a corporation -

i. be under seal; or
ii. be signed by a properly authorised officer or attorney of the corporation.

3. A proxy may be a member of the society or another person.
4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
5. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
6. Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

7. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

   The Bromeliad Society of Queensland Inc:

   I, [Full Name] of [Address] , being a member of the society, appoint [Full Name] of [Address]
   as my proxy to vote for me on my behalf at the [Type of Meeting – Annual/Special] general meeting of the society, to be held on the [Date] day of [Month] 20YY and at any adjournment of the meeting.

   Signed this [Date] day of [Month] 20YY.

   Signature

   This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

   [List relevant resolutions]

38. Minutes of general meetings

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
2. To ensure the accuracy of the minutes -

   a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
   b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the society that is a general meeting or annual general meeting, verifying their accuracy.

3. If asked by a member of the society, the secretary must, within 28 days after the request is made -

   a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
   b) give the member copies of the minutes of the meeting.

4. The society may require the member to pay the reasonable costs of providing copies of the minutes.

39. By-laws

1. The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the society.
2. A by-law may be set aside by a vote of members at a general meeting of the society.

40. Alteration of rules

1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

41. Common seal

1. The management committee must ensure the society has a common seal.
2. The common seal must be -

   a) kept securely by the management committee; and
   b) used only under the authority of the management committee.

3. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by -

   a) the secretary; or
   b) another member of the management committee; or
   c) someone authorised by the management committee.

42. Funds and accounts

1. The funds of the society must be kept in an account in the name of the society in a financial institution decided by the management committee.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the society.
3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
4. A payment by the society of $100 or more must be made by cheque or electronic funds transfer, save that returns of grower's funds from plant sales at Shows and other Society events may be made by cash.
5. If a payment of $100 or more is made by cheque, the cheque must be signed by any 2 of the following—

   a) the president;
   b) the secretary;
   c) the treasurer;
   d) any 1 of 3 other members of the society who have been authorised by the management committee to sign cheques issued by the society.

6. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
8. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
9. All expenditure must be approved or ratified at a management committee meeting.

43. General financial matters

1. On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
2. The income and property of the society must be used solely in promoting the society's objects and exercising the society's powers.

44. Documents

1. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the society.

45. Financial year

1. The end date of the society's financial year is 31 December in each year.

46. Distribution of surplus assets to another entity

1. This rule applies if the society -

   a) is wound-up under part 10 of the Act; and
   b) has surplus assets.

2. The surplus assets must not be distributed among the members of the society.
3. The surplus assets must be given to another entity -

   a) having objects similar to the society's objects; and
   b) the rules of which prohibit the distribution of the entity's income and assets to its members.

4. In this rule— ***surplus assets*** see section 92(3) of the Act.