

Dahlia Society of Australia Inc. Rules of Association

1 Name

The name of the Association is the “**Dahlia Society of Australia Inc.**” hereafter referred to as the “Association”.

2 Definitions

the Act means the *Associations Incorporation Act 1985* (SA);

AGM means annual general meeting;

affiliated body means any specialist group, club or society that has been accepted as an affiliated body by the Association and has paid the annual affiliation fee;

Association means the Dahlia Society of Australia Incorporated;

By-laws means any By-laws passed by special resolution;

CBS means the South Australia Consumer Business and Services or such other body that has succeeded it;

The Committee means the Committee of Management;

Constitution means these Rules of Association;

Delegate means one member of an affiliated body authorised to vote at Committee and General meetings who has been nominated by the body by notice to the secretary of the Association in writing prior to the commencement of any general meeting;

EFT means electronic funds transfer;

Executive Committee Member means the President, Vice President, Secretary or Treasurer of the Association;

financial year means 1st January to 31st December of any given calendar year;

general meeting means any meeting at which members are entitled to attend and Delegates are entitled to attend and vote, including the AGM ;

member unless otherwise clearly stated is an individual member of any affiliated body who is thereby a non-voting member of the Association

Special general meeting means any general meeting convened pursuant to these Rules other than the AGM;

special resolution means a resolution passed at a general meeting:

- (a) at least 21 days written notice specifying the intention to propose the special resolution has been given to the affiliated bodies and all members of the Committee; and
- (b) it is passed at a general meeting referred to in this paragraph by a majority of no less than seventy five percent (75%) of those being entitled to vote.

3 Purposes

- 1) The aims of the Association shall be to stimulate interest in and promote the cultivation and development of the Dahlia by:
 - a. Promoting in every way a general interest in building knowledge and enjoyment of Dahlias, Dahlia Growing, Dahlia Culture and Dahlia Exhibiting and fostering friendships through Dahlias.
 - b. Encouraging specialist groups, clubs or societies in the interests of the Dahlia to become affiliated with the “Dahlia Society of Australia Inc”.
 - c. Assisting specialist bodies with the staging and arranging of events, conferences, field days, displays, expo’s, trial grounds, workshops, competitions and shows.
 - d. Collecting and disseminating information on the culture of the Dahlia.

- e. Printing and publishing newsletters, leaflets or periodicals that the Association deems desirable.
- f. Regularly posting cultural information, show results, judges' information and standards on the Association's website.
- g. Encouraging and educating Judges to a National standard.
- h. Encouraging the adoption of the Australian standards and Judging Rules of the Dahlia.

4 Powers of the association

- 1) Subject to section 25 of the Act, the Association by resolution of the Committee shall have the power to:
 - a. Open and operate bank accounts;
 - b. Borrow money;
 - c. Enter into contracts it considers necessary or desirable.

5 Membership

5.1 Types

- 1) Affiliated Body
 - a. Dahlia Societies, Clubs, Groups or similar may apply to be affiliated with the Association.
 - b. The Committee may require the applicants to supply its Rules of Association or other evidence of its ability to further the Purposes of the Association.
 - c. The Committee may accept or reject an application at its sole discretion.
 - d. Affiliation is only confirmed when the annual fee has been received.
- 2) Member
 - a. Any individual member of an affiliated body is automatically a member of the Association
 - b. Members may
 - Attend conferences, events and meetings that are restricted to members of the Association.
 - Request information from members of the Committee at a general meeting.
 - Raise motions to be considered by a general meeting.
 - Nominate any member for election to an Executive Committee Member position.
 - Speak to any special resolutions or other motions considered at the meeting
 - c. Members are not entitled to vote at a general meeting unless they are a Delegate of an affiliated body.
- 3) Life Member
 - a. Life membership of the Association may be conferred upon an individual who has provided long and meritorious service to the Association for at least ten (10) years.
 - b. A proposal can come from any Association member but must be lodged with the Secretary two (2) months prior to the AGM. The Secretary shall distribute the nomination to all affiliated bodies and Committee Members; and
 - c. a vote with majority of seventy five percent (75%) is required for the proposal to pass.

5.2 Subscriptions

- 1) Fees for affiliated bodies shall be set annually on the recommendation of the Committee and confirmed at the AGM.

- 2) No fee applies to other member types.

5.3 Resignations

- 1) An affiliated body may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning body shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4 Register of members

- 1) A register of affiliated bodies must be kept and contain:
 - a. the name and address of each body
 - b. the email address of the primary contact
 - c. the phone number of the primary contact
 - d. the date on which each body was admitted to or terminated membership of the association.
 - e. the authorised Delegate appointed to the Committee and entitled to vote at committee and general meetings
- 2) Registers of members of affiliated bodies are maintained by the affiliated bodies in accordance with their rules.

5.5 Disputes and Expulsion from the Association

- 1) The Committee may expel or otherwise penalise any affiliated body, committee member or member whose conduct, in the opinion of the Committee, is discreditable or injurious to the character or interests of the Association.
- 2) The Committee must comply with the rules of natural justice in adjudicating any dispute between members or between a member and the Association.

6 The committee

6.1 Powers and duties

- 1) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 2) The committee has the management and control of the funds and other property of the association.
- 3) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- 4) The committee shall appoint a public officer as required by the Act

6.2 Appointment

- 1) A committee member shall be a natural person.
- 2) Each affiliated body may appoint one Delegate to be a member of the Committee.
- 3) The Committee shall include a President, Vice-President, Secretary and Treasurer as Executive Committee Members.
- 4) Executive Committee Members may also be Delegates of affiliated bodies.

- 5) All Executive Committee Members shall be subject to re-election at the AGM.
- 6) Nominations for an Executive Committee Member position may be made at any time before an election for the position commences.
- 7) If more than one nomination is received for an Executive Committee position, a ballot shall be held. The ballot will be managed by a Returning Officer appointed by the chairperson. The Returning Officer may not be a Committee member or nominated for the position.
- 8) The committee may appoint a person to fill a casual Executive Committee Member vacancy, and such a committee member shall hold office until the next annual general meeting.

6.3 Proceedings of committee

- 1) The committee shall meet together for the dispatch of business at least once a year.
- 2) Only Delegates can cast a vote.
- 3) Questions arising at any committee meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote.
- 4) A quorum for a committee meeting shall be one half of the members of the committee.
- 5) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of committee members

- 1) The office of a committee member shall become vacant if a committee member is:
 - a. disqualified from being a committee member by the Act
 - b. expelled as a member under these rules
 - c. permanently incapacitated by ill health
 - d. absent without apology from more than four meetings in a financial year
 - e. no longer the duly appointed Delegate of an affiliated body

7 Contracts

- 1) The Committee may authorise a Committee member to enter into a contract or agreement for the provision of goods or services.
- 2) The Association does not require a common seal

8 Meetings

8.1 Annual general meetings

- 1) The committee shall call an annual general meeting in accordance with the Act and these rules.
- 2) The order of the business at the meeting shall be:
 - a. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - b. the election of committee members
 - c. the consideration of the accounts and reports of the committee
 - d. any other business requiring consideration by the Association in a general meeting

8.2 Special general meeting

- 1) The committee may call a special general meeting of the Association at any time.

8.3 Notice of general meetings

- 1) Notice of a meeting shall be given in writing/email to each affiliated body at least two months prior to the meeting.

8.4 Proceedings at general meetings

- 1) 75% of the appointed Delegates present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 2) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 3) Subject to 8.4 4), the chairperson shall preside as chairperson at a general meeting of the Association.
- 4) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- 1) Only Delegates appointed by an affiliated body of the Association may vote at a meeting of the Association.
- 2) Every Delegate has only one vote.

8.6 Poll at Meetings

- 1) If two members propose a resolution, voting must be conducted in a manner determined by the chairperson.

8.7 Special and ordinary resolutions

- 2) A special resolution is a resolution passed at a general meeting
 - a. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all affiliated bodies;
 - b. it is passed by a majority of not less than three-quarters of those entitled to vote in person or by proxy.
- 3) An ordinary resolution is a resolution passed by a simple majority of those entitled to vote in person or by proxy at a general meeting.

9 Minutes

- 1) Minutes of all proceedings of general meetings and of committee meetings, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 2) The minutes must be confirmed by the Delegates or the members of the committee (as relevant) at a subsequent meeting.
- 3) The minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

10 Dispute resolution

- 1) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - a. a member or affiliated body and another member or affiliated body

- b. a member or affiliated body and the Association
- 2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties
- 3) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11 Financial reporting

11.1 Financial year

- 1) The financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

11.2 Accounts to be kept

- 1) The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 2) Appointment of an auditor is not required but the Committee may resolve to appoint an auditor.

12 Prohibition against securing profit for members

- 1) The income and capital of the Association shall be applied exclusively to the promotion of its purposes and no portion shall be paid or distributed directly or indirectly to affiliated bodies or members except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

13 Rules

- 1) These rules may be altered, amended or a new provision adopted by special resolution provided:
 - a. the alterations, amendments and/or motions are lodged in writing to the Secretary. The Secretary shall provide all affiliated bodies with a copy of the motion no less than 21 days prior to the general meeting.
 - b. it is passed by a special resolution.
- 2) Subject to a resolution to the contrary, an alteration to the rules comes into force at the time that the resolution is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered by CBS.

14 Winding up

- 1) A decision to dissolve the Association can only be made by the passing of a special resolution at a General Meeting.

15 Application of surplus assets

- 1) In the event of the dissolution of the Association
 - a. all liabilities and debts of the Association must be discharged; then
 - b. all remaining assets are to be distributed to affiliated bodies of the Association as determined by the Committee and with the consent of CBS.