

**ASSOCIATIONS INCORPORATION ACT, 2009 (NSW)**

**CONSTITUTION OF CAMELLIAS AUSTRALIA INCORPORATED**  
**(formerly the Australian Camellia Research Society Incorporated)**

**NAME**

- 1** The name of the Association shall be “Camellias Australia Incorporated”.

**STATEMENT OF OBJECTS**

- 2** Camellias Australia Incorporated is a nation-wide ‘not-for-profit’ association, whose objects are:
- (a)** To encourage co-operation between, and to co-ordinate activities between, the Affiliated societies, and
  - (b)** To encourage investigation and research into matters concerning the genus *Camellia*, to collect, record information and publish the findings, and by appropriate means to make the genus, its species, hybrids and cultivars known and appreciated throughout Australia and internationally.

**PART 1**  
**PRELIMINARY**

**INTERPRETATION**

- 3** This Constitution was adopted by resolution of a Special General Meeting, and confirmed on the 17th day of June, 2002. Revisions were made on 26 September 2003, 18 August 2006 and 29 August 2008. The name was changed to Camellias Australia Incorporated by resolution of a Special General Meeting held on 14 November, 2005. A further revision and update was confirmed by resolution at the Annual General Meeting on 29 July 2017.
- 4** The Association’s financial year runs from 1 June to 31 May.
- 5** The term “Society” shall refer to “Camellias Australia Incorporated”.
- 6** “The Act” means the “New South Wales Associations Incorporation Act, 2009” including any amendment thereof.
- 7** “Council” means the “National Council” of the Society.
- 8** “Councillor” means a member of the National Council.
- 9** The term “Affiliate” refers to an Affiliated Body, incorporated or unincorporated, of Camellias Australia Incorporated, as authorised by National Council.
- 10** The Annual General Meeting of the Association shall be called the Annual National Council Meeting.

**PART II**  
**MEMBERSHIP**

- 11** Members of Camellias Australia Incorporated shall be in two categories (a) **Direct** & (b) **Indirect**:
- (a) Direct** members shall be the Affiliates, who, through their appointed or elected representatives as directed in their respective constitutions, shall be voting members of the Society. The other voting members will be the Office-bearers and Fellows and those appointed as voting members under Clause 27.
  - (b) Indirect** and non-voting membership of the Society occurs through (i) general membership of Affiliates, (ii) Overseas Memberships or (iii) Others as specified under Section 12(i).
- 12** Any person or organisations interested in the ‘Objects of the Society’ may be admitted to **Indirect Membership**.  
Categories of **Indirect Membership** are:
- (a) Single** – an individual who holds membership of an Affiliate, holds an Overseas Membership, or others who shall receive one set of publications of the Society.
  - (b) Household** - being those individuals who form a group, each group being entitled to the rights and privileges of two single memberships but to receive one set of publications of the Society.
  - (c) Associations**, which shall have the same privileges as household members.
  - (d) Fellows**, being those whom the Society has appointed as Fellows, in recognition of achievement in the special fields of the Society, and who pay no annual subscription but receive the same privileges of the Society. Fellows shall, *ex-officio*, be Councillors of the Society, but may not appoint a proxy.
  - (e) Life Subscribers**, being those accepted as such before 27 September 2003, and who pay no annual National Membership Subscription, but receive the same privileges of the Society.
  - (f) Honorary** Members, being those nominated by the Society for services rendered, and who will pay no National Membership Subscription, but receive the same privileges of the Society.
  - (g) Overseas** Members, being those admitted by the Overseas Membership Secretary.

(h) **Patrons**, being those who, because of their position in the community and/or interest in the Society, have been asked and have consented to become Patrons.

(i) **Others**, as may be decided from time to time by the Council, but do not have the same privileges of the Society.

**13 The Obligations of the Society** to its Affiliates Members and others are:

(a) The provision, direct to all financial members of the Affiliates, of publications such as *Camellia News*.

(b) The facilitation, through the Overseas Membership Secretary, of acceptance of overseas memberships, for publications such as *Camellia News*.

(c) The facilitation, through the National Camellia Registrar of registrations of new camellia cultivars to the National Camellia Register.

(d) The facilitation of access to, and participation in, the various activities of the Society such as Congresses, Seminars, General meetings, and other activities at the individual's own expense.

(e) All of the above are contingent on the payment to the Society of the appropriate Membership Subscriptions as determined by the Council, or of Membership Subscription requested by the Overseas Membership Secretary, or other independent subscriptions determined by the Council.

**14 The Obligations of Affiliates to each other & to the Society.** In order to assist with the fulfillment of the 'Objects of the Society', the sharing of ideas and the mutual involvement of members is essential. This will involve:

(a) The interchange of any newsletters between (at least), (i) Affiliate & Affiliate and (ii) Affiliate & National Council, to include the National Secretary, National Editor and National Webmaster.

(b) Where appropriate, the mutual attendance at meetings, exhibiting and judging at shows, etc.

(c) And in any other ways in which Council and Affiliates can appropriately support each other.

**15** The liability of any member of the Society to contribute to the debts and liabilities of the Society, or to the costs, charges and expenses of the winding up of the Society, is limited to the amount, if any, unpaid by the member in respect of affiliation fees of the Society.

#### **AFFILIATES**

**16** For the purpose of developing regional interest in camellias and otherwise furthering the objects of the Society, the Council may authorise the admission of Affiliates as direct members, whose members then become indirect members of the Society through that Affiliate.

**17 (a)** Each Affiliate shall form and conduct its own organisation by having its own Constitution.

(b) Each Affiliate shall be allowed 2 delegate representatives or Councillors at Council Meetings (refer to Section 28).

**18** Activities of the Affiliates, which might interfere with the interests and policy of Council or other Affiliates, are expressly subject to the action and direction of Council.

**19** No Affiliate, or any officer or person on behalf of any Affiliate, shall make any public statement concerning camellias or the Society, or the policy of the Society in any circumstances from which it might be inferred that such Affiliate or person is speaking for the Society, without making it clear that such statement is not made on behalf of, or authorised by, the Society.

#### **DISCIPLINING OF MEMBERS**

**20** The procedure for disciplining members shall be determined by Council. Any person may appeal against any disciplinary decision of Council, and may do so at the Annual General Meeting.

**Part III**  
**NATIONAL COUNCIL**

- 21** All elected representatives of the Affiliates, the National President, National Vice President, National Secretary, National Treasurer, National Editor, and the Immediate Past President shall comprise the Management Committee, which shall be called National Council. Other past presidents are, ex-officio, non-voting members of the National Council.

**POWERS OF NATIONAL COUNCIL**

- 22** National Council shall, subject to the Constitution of Camellias Australia Incorporated, control the affairs and business of the Society, and without in any way limiting the generality of its powers, National Council has the power:

- (a) (i) To control all financial matters of Camellias Australia Incorporated.
- (ii) Council shall not initiate or permit to be initiated any special projects, including expanded publication, unless the means of funding such special projects have been clearly established and firmly defined.
- (iii) If Council's approval is sought for the creation, manufacture or publication of any item or document for distribution among the Society's members or otherwise, such approval must be on the understanding that the responsibility for the distribution and accounting for such items remains with the initiator of the proposal.
- (b) To appoint sub-committees.
- (c) To define members of all categories.
- (d) To choose times and places of meetings and prepare agendas thereof.
- (e) To authorise the admission of Affiliates, and to the use of the words "Camellias Australia" in the titles of such Affiliates, and to withdraw that authorisation if the Affiliate ceases to qualify as such a body under this Constitution.
- (f) To promote camellia shows, competitions and functions.
- (g) To acquire by purchase or otherwise, to sell, to give away, mortgage, lease, borrow money with or without security, and to appoint trustees and remove them from office.
- (h) To invest or lend funds in such manner and on such terms as the Council may think fit.
- (i) To make a levy; must be uniform over all members of a particular category.
- (j) (i) To administer all National Awards for persons, and to grant such awards to those deserving of them, either to a person or in appropriate circumstances, to persons conjointly.
- (ii) From time to time to create other awards as Council may think fit.
- (iii) To appoint annually an Awards Committee to make recommendations to Council on awards. The relevant Committee will consist of at least four and not more than five members who hold any National Award, or who have held the office of President or Vice-President of the Society.
- (iv) To appoint any other member of an Affiliate to the Awards Committee, who is willing and able should there be not sufficient members qualified as above and available to be appointed, and to appoint a Chairperson.
- (v) To make and alter, within the framework of this Constitution, rules relating to awards as Council may deem appropriate, provided, however, that:  
**The E. G. Waterhouse Award** remains basically for outstanding achievement in Australia, in regard to knowledge of the genus *Camellia* in scientific and botanical fields, including nomenclature investigation and practical research into culture and care;  
**The Walter Hazlewood Award of Honour** remains basically for exceptional service to the Society in the development of community regard for camellias, particularly in the fields of administration, the creation, distribution and recording of publications and for the making of common rules for displaying and judging camellias.
- (vi) Each award may be made not more frequently than annually.
- (vii) Nominations for the Society's Awards must be submitted by an Affiliate not less than one month prior to the Annual General Meeting.
- (viii) The membership categories Fellows and Patrons, and their appointment, are to be treated in the same manner as other Society Awards.
- (ix) Nothing in this clause shall affect the right of an Affiliate to make its own award rules, applicable within the Affiliate.

- 23** National Council has power by unanimous vote, to co-opt, without voting rights, any other member of the Society it thinks fit, as an additional member of National Council.

### **ELECTION OF OFFICERS**

- 24** Each year Council shall elect from its members, and/or from the membership of Affiliates, a National President, a National Vice-President, a National Secretary, a National Treasurer, and a National Editor (called Office-bearers). The Immediate-Past President shall be an Office-bearer.
- 25** The term of each Office-bearer extends from the time of election or appointment until the next election of Office-bearers, or as may be decided by Council. The term of each ordinary Councillor extends for twelve months from the time of election.
- 26** (a) (i) The election of Office-bearers for National Council for the coming term shall take place at the Annual National Council Meeting.  
(ii) Nominations may be received at the Annual National Council Meeting, at any time prior to the election, for any office.  
(iii) In the event of an office not being filled, or of a casual vacancy, the Office-bearers have the power to make an appointment to the vacant office, to be valid until the next Annual National Council Meeting.  
(iv) In the event of an equality of votes for any of the offices, the National Secretary shall decide the voting by lot.  
(b) All Office-bearers shall vacate their positions at the end of each term but are eligible for re-election, however, a National President shall not serve more than three consecutive terms in that office.  
(c) A casual vacancy (not being an Office-bearer) of National Council, shall be filled by the Affiliate whose Councillor caused the vacancy.  
(d) Periods and dates of all election procedures may be varied by the Council from time to time, and by the President in a particular case where the President believes it desirable to do so.

### **APPOINTMENTS**

- 27** Council may appoint a National Camellia Registrar, Membership Secretaries, an Assistant National Secretary, an Assistant National Treasurer, an Assistant National Editor and any other officer as it may think fit. Subject to a Council decision otherwise, all appointments other than auditor will be as voting members of Council, with the proviso that should any person hold more than one position on Council they will only have one vote.

### **ELECTION OF COUNCILLORS BY AFFILIATES**

- 28** Each Affiliate of the Society shall elect its National Councillor(s) for each year at its Annual General Meeting, or at a Meeting of its Executive Officers, and shall advise the National Secretary as soon as possible the names of those elected. Each Affiliate is entitled to 2 elected Councillors (refer to Section 17(b)).

### **DUTIES OF OFFICERS AND APPOINTMENTS**

- 29** All officers' duties shall be recorded, where possible, for the benefit of the Society, in either written or electronic form, if needed by the Public Officer. Privacy and security of these records must be adhered to in all cases in accordance with Clause 56 of this Constitution.
- (a) The National President is the administrative head of the Society and shall direct its affairs under the general direction of National Council. The National President is a member ex-officio of all standing and special committees of National Council.
- (b) The National Vice-President shall act as consultant to the President and shall stand in the place of the President during the President's absence.
- (c) The National Secretary is the executive officer of the Council. The National Secretary shall conduct correspondence relating to the Council's affairs, act as liaison officer with the officers of Affiliates, issue and transmit notices of meetings, issue notices of elections, and perform such other duties as may be required of the National Secretary by National Council. All the above Secretarial duties provision clarifies that minutes can be kept in written or electronic form and that the chairperson can sign the minutes of the proceedings electronically.
- (d) (i) The National Treasurer shall receive and account for all monies of National Council and make and care for such investments as may be directed by National Council. The National Treasurer shall submit a true account of receipts and payments in any form, written or electronically, as requested by Council at the end of the Society's year, and such current accounts as the Council may require from time to time. The Council may require the accounts to be audited at any time and shall require an audit to be taken at the end of each Society financial year.  
(ii) The income and property of the Society shall be applied towards the promotion of the objects as set forth in this Constitution, and no portion thereof shall be paid or transferred directly by way of dividend or bonus as a profit to members.  
(iii) All internet banking, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed, either by written or electronically, by any 2 approved members of the Council.

- (e) The National Editor has general supervision of the editing, publishing and distribution of the Society's publications under the general control and direction of Council.
- (f) The National Membership Secretary shall keep, either written or electronically, all memberships nationally or internationally for the Society. All personal information shall be respected and the privacy and security of these records must be adhered to in all cases.
- (g) The National Webmaster is responsible for the general administration of the Society's website.
- (h) The Appointed Public Officer, must reside in the state of registration to be able to act on behalf of the Society. See Section 55 Public Officer for further clarification of duties.

## **PART IV** **MEETINGS**

- 30 Where practicable, the Council shall meet by the Direct Members convening in person at a time and place notified by the National Secretary, and each member present in person, or by proxy, has one vote. In addition Council meetings can be held at 2 or more venues using any technology the committee approves. Whatever technology is used, it must give each Councillor a reasonable opportunity to participate. Councillors who participate at a Council meeting using such technology, have the same rights as members who are present at the meeting, including the above voting rights.

### **GENERAL MEETINGS OF COUNCIL**

- 31 (i) The National Secretary shall be able to, in all cases regarding correspondence the use of either written or electronic form of remittance to all interested parties.  
(ii) The National Secretary shall give to all members not less than 21 days notice of a General Meeting, and of any motions to be moved at that meeting.
- 32 The National Secretary may give notice of a General Meeting, serving it by postal or electronic mail to the relevant address as listed in the Register or serving it to a member in person.
- 33 At a General Meeting, fifty per cent (50%) of Councillors in person, or by proxy, constitutes a quorum.
- 34 One Council Meeting in each year shall be the Annual General Meeting of National Council, and shall be called the Annual National Council Meeting.
- 35 Notice of business should preferably be given in the notice convening the meeting, and a copy of such notice (and after the meeting a copy of the minutes of the meeting including any resolutions passed) shall be sent to all members of Council, and to the Secretary of each Affiliate, or by ordinary or electronic mail.
- 36 The National President, or in the President's absence the National Vice-President, or then the Immediate Past President, is Chairperson of each General Meeting of National Council. In their absence, the Council may, by a majority vote, elect any of its members to be Chairperson for such meeting.

### **ANNUAL GENERAL MEETING (AGM) OF COUNCIL**

- 37 Council shall convene an Annual General Meeting of its members within the period of six months of the expiration of each financial year of the Society.
- 38 The Annual General Meeting of the Council shall, subject to the Act and to clause 37 of this Constitution, be convened at such place and time or with the provision of the use of technology as Council decides.
- 39 The expenses incurred in holding the Annual General Meeting of National Council (such as rent for the meeting room or cost of a meal for the Councillors during the course of the meeting) are the responsibility of the Affiliate that is the host. Council may make grants of money towards defraying such costs which should be the subject of a resolution at the previous Annual General Meeting.
- 40 The business at an Annual General Meeting shall be:
  - (a) To confirm the minutes of the preceding Annual General Meeting and those of any Special General Meeting held since that meeting.
  - (b) To receive from Councillors reports upon the activities of Council and all Affiliates during the period since the last Annual General Meeting.
  - (c) To election of officers to the Council, and make appointments by a simple majority of voting members present, or voting by registered proxy.
  - (d) To set the Membership Subscriptions for each of the categories under part II of this constitution.
  - (e) General Business.

### **SPECIAL GENERAL MEETINGS OF COUNCIL**

- 41** Where it is not practicable for Councillors to meet in person, a meeting called a Special General Meeting shall be held under the following procedure:
- (a) The National Secretary shall, within thirty days, send a copy of such notice to each voting member of Council, together with a voting paper to be returned, and having received such votes, shall declare the result, together with the names of those voting for and against the resolution, to all members of Council and to all Secretaries of Affiliates.
  - (b) Any vote not received within eight weeks from the date upon which the notice calling the meeting is sent out to Councillors, is informal.
  - (c) A motion put to a Special General Meeting is carried by a two-thirds majority of formal votes, provided that a motion to amend the Constitution is carried by a three-fourths majority of formal votes. In either case, the majority required is calculated by reference to the number of votes received by the National Secretary in the prescribed time.
  - (d) A quorum shall consist of the return of fifty per cent (50%) of votes from all eligible voting members of Council.
- 42** (a) A Special General Meeting of Council may be convened by the President and/or Secretary at any time.  
(b) When requested to do so in writing from not less than five members of National Council or two Direct Members of the Society, the Secretary shall, within thirty days, convene a Special General Meeting.  
(c) Members have the option to make and send their request electronically for a General Meeting to be held (refer to Section 41).
- 43** A Special General Meeting shall not be used to make important awards, or to allot such trophies/awards Council has the power to bestow.

### **URGENT BUSINESS**

- 44** Should any matter arise which in the opinion of the National President is urgent and cannot satisfactorily wait to be dealt with by a Council meeting, the President may, after such consultation with other Officers of the Council as the President thinks fit, make decisions which are deemed to be decisions of the Council, but the President must as soon as practicable place the matter before the Council for such action as the Council may determine.

### **VOTING**

- 45** (a) Unless otherwise stated, voting is by simple majority and the Chairperson does not have a casting vote. In the event of a tied vote the status quo remains.
- (b) (i) At the discretion of the Executive (i.e. Officer-bearers as referred to under Section 24), a face-to face meeting or postal ballot or electronic ballot (but no combination) may be utilised to determine any special resolution or ordinary resolution.
- (ii) In the case of an electronic or postal ballot, a returning officer must be appointed who is not a member of the Executive, but a Councillor from an Affiliate.
- (iii) The returning officer shall receive, record and declare ballots of polls.

### **PROXIES**

- 46** At all General Meetings of National Council, any member entitled to vote may either vote in person or by a legally constituted agent (called a proxy) with the exception of a Fellow. Appointment of a proxy may be for a particular meeting, or in the case of an absence, for the period of absence.
- 47** A proxy may not only vote on behalf of the principal but has and is entitled to exercise at a General Meeting of the Council for which the proxy is held, all other powers of a Council member to which that principal would be entitled if that person were present in person, but if that principal is an Office-bearer, then no exercise of the office and powers of the Office-bearer is allowed.
- 48** A proxy may be appointed by an Affiliate. An Office-bearer or appointee may appoint his or her own proxy in whatever manner they may elect.
- 49** A letter or note of appointment which need not be in any particular form, signed by an Office-bearer or the Affiliate, is conclusive evidence of such appointment, but is not required if a simple majority of other Council members present at a meeting in person or by proxy expresses itself satisfied with such appointment.

- 50 A proxy may be appointed to act as agent for more than one principal and may vote separately for each.
- 51 A proxy need not be a resident or member of an Affiliate of the state in which a meeting is held, but shall be a member of Camellias Australia Incorporated.
- 52 The authority of a proxy extends to the adjournment of any meeting for which that appointment is held.

## **PART V** **MISCELLANEOUS**

### **AMENDMENTS TO THE CONSTITUTION**

- 53 This Constitution may be amended by a special resolution passed by a majority of not less than three-fourths (75%) of voting members of Council, of which one month's notice of the special resolution as an amendment to the Constitution has been duly given.

### **AUDITOR**

- 54 The Council shall appoint an Auditor who may be a member of the Society but should be an accountant.

### **PUBLIC OFFICER**

- 55 (i) Council shall appoint a Public Officer who shall be a member of National Council and shall be a resident of the State of incorporation.
- (ii) The Public Officer is responsible for the keeping of the Association's books, records and other documentation except as specified in this Constitution. The records are to be kept for 5 years at the official address of the association or the address of the Public Officer, who is the association's official contact.

### **INSPECTION OF RECORDS**

- 56 (i) A member may, subject to sub-clause (ii), at any reasonable time, without charge, request to inspect the books, records and documents of the Society.
- (ii) The Council may refuse to allow a member to inspect or obtain copies of records, where the Council is required to maintain confidentiality, or if such inspection or copying may be prejudicial to the interests of the Association.

### **WIND-UP PROVISIONS**

- 57 If upon winding-up or dissolution of the Society, there remains, after the satisfaction of all of its debts and liabilities, any property whatever, the same shall not be paid to or distributed amongst members, but shall be given or transferred to an Incorporated Association or Associations with similar objectives to those of Camellias Australia Incorporated.