

*Geranium & Pelargonium
Society of
Western Australia Inc.*



Rules

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1 PRELIMINARY

1.1 *Name of Society*

The name of the Society is:

Geranium & Pelargonium Society of Western Australia Inc.

and the Society is also known as gapswa

1.2 *Objects of Society*

The objects and purposes of the Society are:

- (a) to encourage the culture and development of the genera of the Geraniaceae family in pots and gardens;
- (b) to establish and maintain suitable and desirable standards and specifications for the various classes of the genera of the Geraniaceae family that already have been or may in the future be developed and/or displayed, subject to ratification by The Western Australian Horticultural Council Incorporated;
- (c) to affiliate with The Western Australian Horticultural Council Incorporated or with any other body whose objects are considered to be in accord with those of the Society;
- (d) to arrange and conduct shows, exhibitions, displays and competitions of the genera of the Geraniaceae family;
- (e) to assist other societies in conducting similar activities;
- (f) to raise awareness of caring for the environment whilst caring for our plants;
- (g) to promote the genera of the Geraniaceae family as water-wise plants;
- (h) to provide opportunities for members to meet and socialise with others who share similar interests.

1.3 *Quorum for Committee Meetings*

Five committee members - one of whom must be either the chairperson, secretary or treasurer - will constitute a quorum for the conduct of business at a committee meeting.

1.4 *Quorum for General Meetings*

Eleven members personally present - one of whom must be either the chairperson, secretary or treasurer - will constitute a quorum for the conduct of business at a general meeting.

1.5 *Financial Year*

The Society's financial year will be the period of twelve months commencing on the first day of March and ending on the last day of February of each year.

2 INTERPRETATIONS

2.1 *Definitions*

- "ACT" means the Associations Incorporation Act 2015.
- "the Association" and "the Society" mean the Society referred to in rule 1.1.
- "Annual General Meeting" is the meeting convened under rule 21.
- "Books of the Society" has the meaning given to it in section 3 of the Act and includes all of the registers, financial records, financial statements or financial reports as each of those terms is defined in section 62 of the Act - however compiled, stored or recorded - minute books and documents and securities of the society.

- “Sub-Rules” are additional arrangements or processes adopted by members by ordinary resolution of the society to supplement these rules; they do not form part of the rules and are not required to be lodged with the Commissioner.
- “Commissioner” means the person designated as the “Commissioner” from time to time under the Act.
- “Committee” means the management committee required by the Act which is the body responsible for the management of the ordinary and usual affairs of the society and is referred to in rule 10.
- "Committee Meeting" means a meeting referred to in rule 18.
- “Financial Records” has the meaning given to it in section 62 of the Act and includes:
 - (i) invoices, receipts, orders for the payment of money and cheques,
 - (ii) the cash book,
 - (iii) the annual financial statement to members.
- “Financial Statement” means the annual report to members.
- “Financial Year” has the meaning given to it in rule 1.5.
- "General Meeting" means a meeting of the Society that all members are invited to attend.
- "Member" means a person who becomes a member of the Society under these rules.
- “Office Holder” means the chairperson, secretary and treasurer.
- “Ordinary Committee Member” means committee members other than the chairperson, secretary and treasurer.
- “Ordinary Resolution" means a resolution other than a special resolution.
- “Poll” means voting conducted in written form that may include, but is not limited to, a secret ballot (as opposed to general agreement or a show of hands).
- “Rules” mean these rules of the Society as amended from time to time under rule 27.
- “Special Resolution” is a resolution of the Society passed in accordance with rule 22.1;
- “Surplus Property” has the meaning given to it in the Act and means the property remaining when the Society is wound up or cancelled after satisfying:
 - (iv) the debts and liabilities of the Society, and
 - (v) the costs, charges and expenses of winding up the Society,
 - (vi) but does not include books pertaining to the management of the Society.

2.2 Notices

- (a) A notice or other communication connected with these rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered in person to the addressee; or
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by email or any other method of electronic communication to the nominated electronic address of the addressee.
- (b) Any notice given to a member under these rules must be sent to the member’s address as set out in the register referred to in rule 9.
- (c) When a notice is sent by post under rule 2.2 (a) (ii) sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

3 POWERS OF THE SOCIETY

Subject to the Act, the Society may do all things necessary or convenient for carrying out its objects and purposes in a lawful manner and in particular may:

- (a) open and operate bank accounts;

- (b) invest its money in any security in which trust moneys may lawfully be invested;
- (c) make decisions or enter into contracts provided these do not impose financial liability or reduction of receipts for future years.

4. NOT FOR PROFIT

The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of those objects or purposes.

5 MEMBERSHIP

5.1 *Class of Members*

The membership of the Society consists of ordinary, financial members.

5.2 *Minimum Number of Members*

The Society must have at least six members with full voting rights.

5.3 *Becoming a Member*

- (a) Applicants may become a member by paying the regular fees and accepting the rules and sub-rules of the Society.
- (b) A non-member may attend a maximum of two meetings as a visitor before becoming a member.

5.4 *Responsibilities of Members*

- (a) A member's conduct must not be detrimental to the interests of the Society.
- (b) No member shall make any public statement or comment or cause to be published any words or articles concerning the conduct of the Society unless the person is authorised by majority vote at a general or committee meeting to do so and such authority is recorded in the minutes of that meeting.

5.5 *Financial Liability of Members*

A member is only liable for their outstanding membership fees, if any, under rule 6.

5.6 *Eligibility for Positions of Responsibility*

A person must have been a member for the previous 12 months and attended at least eight meetings during that time to be eligible for election or appointment to any position of responsibility.

5.7 *Ceasing to be a Member*

Membership of the Society may be terminated upon:

- (a) receipt by the treasurer or another committee member of a notice in writing from a member of their resignation from the society;
- (b) non-payment by a member of their subscription within three months of the date fixed for subscriptions to be paid in accordance with rule 6 (c);
- (c) the death of that member;
- (d) expulsion of that member in accordance with rule 30.

6 SUBSCRIPTIONS

- (a) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (b) Each member must pay to the treasurer annually on or before 1 March the amount of the subscription determined under rule 6 (a).
- (c) A member whose subscription is not paid within three months after the date fixed under rule 6 (b) ceases on the expiry of that period to be a member.
- (d) A person exercises all the rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the date fixed by rule 6 (b) or within three months thereafter.

7 VOTING RIGHTS OF MEMBERS

Subject to these rules, each member present in person at a meeting of the Society and qualified to remain at such meeting shall be entitled to one vote.

8 PAYMENTS TO MEMBERS

- (a) Subject to rule 8 (b) no portion of the income or property of the Society may be paid directly or indirectly by way of dividend, bonus or otherwise to the members.
- (b) Rule 8 (a) does not prevent:
 - (i) the payment in good faith of remuneration to any member in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual course of business; or
 - (ii) the reimbursement of expenses incurred by any member or any committee member on behalf of the Society;provided the payments have been approved at a committee or general meeting.

9 REGISTER OF MEMBERS

9.1 *Maintaining the Register*

- (a) The treasurer or a member authorised by the committee must keep and maintain an up to date register of members of the Society.
- (b) The register must contain:
 - (i) the full name of each member;
 - (ii) a contact postal, residential or email address of each member;
 - (iii) the date on which the person became a member.
- (c) Any change in membership of the Society must be recorded in the register within 31 days after the change occurs.
- (d) The register of members will be kept electronically and a regularly up-dated electronic or printed copy must be distributed to and retained by each of the office holders.

9.2 *Inspecting the Register*

- (a) Upon the request of a member, the Society shall make the register available for the inspection of the member and the member may make a copy of or take an

extract from the register but shall have no right to remove the register for that purpose.

- (b) The Society will require a member who requests a copy of the register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Society.

9.3 *Use of Information in the Register*

A member must not use or disclose the information on the register:

- (a) to gain access to information that a member has deliberately denied them (that is in the case of social, family or legal differences or disputes);
- (b) to contact or send material to the Society or a member for the purpose of advertising for political, religious, charitable or commercial purposes;
- (c) for any purpose unless the purpose is:
 - (i) directly connected with the affairs of the Society; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

10 POWERS AND COMPOSITION OF THE COMMITTEE

10.1 *Management of Society*

The ordinary and usual affairs of the Society, but not any unusual or extra-ordinary affairs, will be managed by a committee consisting of:

- (a) the chairperson;
- (c) the secretary;
- (d) the treasurer;
- (e) at least two ordinary committee members;

all of whom must be natural persons and financial members of the Society.

10.2 *Committee Members Honorary*

Committee members shall be honorary and must not receive any remuneration for their services as committee members other than as described at rule 8 (b).

10.3 *Eligibility for Committee Membership*

- (a) No person shall be entitled to hold any position on the committee if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act;unless the person has obtained the consent of the Commissioner.
- (b) No person shall be entitled to hold a position on the committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- (c) A person must have been a member for the previous 24 months and attended at least sixteen meetings during that time to be eligible for election to the roles of chairperson, secretary or treasurer.

- (d) A person must have been a member for the previous 12 months and attended at least eight meetings during that time to be eligible for election or appointment to any other position of responsibility.
- (e) A member may not be elected concurrently to more than one position on the committee.
- (f) Office holders shall not be eligible to hold one particular office for more than three consecutive years, with eligibility for re-election in twelve months when that particular office is declared vacant, but shall be eligible for election to a different position on the committee. Notwithstanding this if at the annual general meeting no nomination is received to replace a retiring office holder who has completed three years service in a particular office that retiring office holder may be nominated to serve for a further 12 months in the same office held for the past three years; the situation to be reviewed at the next annual general meeting.

10.4 Appointment of Delegates

The committee may appoint delegates to The Western Australian Horticultural Council Incorporated and such delegate/s may be invited to attend committee meetings but may not vote on any matter at committee meetings.

11 APPOINTING COMMITTEE MEMBERS

11.1 Appointment to Committee

Committee members are appointed to the committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 12.

11.2 Nominating for Membership of the Committee

- (a) The secretary must send a notice at least 14 days before the meeting to elect or appoint office holders and ordinary committee members.
- (b) Candidates for election to the committee must have previously signed, or state their willingness to sign, a declaration witnessed by one other member that they are eligible to hold that position under rule 10.3 and their election shall not be validated until this declaration is signed.
- (c) All such declarations according to rule 11.2 (b) must be kept with the minutes of the meeting at which that committee member was originally elected.
- (d) If a nomination for election as a committee member is not made in accordance with rule 11.2 (b) the nomination is deemed invalid.

11.3 Electing Committee Members

- (a) If the number of valid nominations received under rule 11.2 (b) is equal to the number required to fill the relevant positions on the committee the members nominated shall be deemed to be elected at the annual general meeting.
- (b) If the number of valid nominations exceed the number required to fill the relevant positions on the committee elections for the positions must be conducted at the annual general meeting.
- (c) If an insufficient number of valid nominations are received for the number of vacancies on the committee that remain each relevant position on the committee is declared vacant by the person presiding at the annual general meeting and rule 12 applies.

- (d) Nominations received under rule 11.3 must be made in accordance with rule 11.2 (b) or the nomination is deemed invalid.

11.4 Voting in Elections for Membership of the Committee

- (a) Each member present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the committee.
- (b) A member nominated for election or re-election may vote for themselves.

11.5 Term of Office of Committee Members

- (a) The appointment of committee members will commence on the date of their:
 - (i) election at an annual general meeting; or
 - (ii) appointment to fill a casual vacancy that arises under rule 12; and end when all positions are declared vacant at the following annual general meeting.
- (b) All retiring committee members are eligible for re-election under rules 10.3 and 11.2 (b).

12 CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

12.1 Occurrence of casual vacancy

A casual vacancy occurs in the office of a committee member and that office becomes vacant if the committee member:

- (a) dies;
- (b) resigns by verbal or written notice to an office holder of the committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) three consecutive committee meetings; or
 - (ii) three committee meetings in the same financial year without tendering an apology to the person presiding at each of those committee meetings of which meetings the member received notice and the committee has resolved to declare the office vacant;
- (f) ceases to be a member of the society; or
- (g) is the subject of a resolution passed by a general meeting of members terminating their appointment as a committee member.

12.2 Resigning from the Committee

- (a) A committee member may resign from the committee by giving written notice of resignation to an office holder of the committee.
- (b) The committee member resigns:
 - (i) at the time the notice is received by the office holder under rule 12.2 (a); or
 - (ii) if a later time is stated in the notice at the later time.

12.3 Removal from Committee

- (a) Subject to rule 12.1 (g) a committee member may only be removed from their position on the committee by resolution 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 the removal.

- (b) The committee member who faces removal from the committee must be given a full and fair opportunity (at the general meeting to decide the proposed resolution) to state their case as to why the member should not be removed from their position on the committee.
- (c) If all committee members are removed by resolution at a general meeting the members must at the same general meeting elect an interim committee. The interim committee must within two months convene a general meeting of the Society for the purpose of electing a new committee.

12.4 *Filling a casual vacancy*

- (a) When a casual vacancy occurs in the committee the next general meeting may proceed without further notice to select an eligible member for the vacancy but only for the remainder of the current term and such selection may be made by resolution or ballot as may appear desirable to such general meeting.
- (b) If the number of committee members is less than the number fixed under rule 1.3 as the quorum for committee meetings the continuing committee members may act only to convene a general meeting of the Society.

13 RESPONSIBILITIES OF COMMITTEE MEMBERS

- (a) The committee must take all reasonable steps to ensure the Society complies with its obligations under the Act and these rules.
- (b) A committee member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (c) A committee member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Society and for a proper purpose.
- (d) Committee members must make themselves aware of the financial obligations of the Society including insurance, affiliation fees and rent.
- (e) A committee member or former committee member must not improperly use information obtained because they are, or have been, a committee member to:
 - (i) gain an advantage for themselves or another person; or
 - (ii) cause detriment to the Society.
- (f) A committee member having any material personal interest in a matter being considered at a committee meeting or a general meeting must:
 - (i) disclose the nature and extent of their interest to the meeting as soon as they become aware of that interest;
 - (ii) not be present while the matter is being considered at the meeting, nor vote on the matter.
- (g) Rule 13 (f) does not apply in respect of a material personal interest that the member has in common with all, or a substantial proportion of, the members of the Society.
- (h) The secretary must record every disclosure made by a member under rule 13 (f) in the minutes of the meeting at which the disclosure is made.
- (i) The committee shall appoint a suitable person to review the financial records and statements of the Society according to rule 25.4.

14 CHAIRPERSON

14.1 *The chairperson is to:*

- (a) consult with the secretary regarding the business to be conducted at all meetings;
- (b) preside as chairperson of all meetings;
- (d) ensure that the minutes of all meetings are reviewed and signed as correct under rule 23 (d);
- (e) consult with the secretary to ensure the Commissioner is advised of any change of address for the Society within 28 days of the change occurring;
- (f) consult with the secretary to ensure the information statement is submitted to the Commissioner within six months of each annual general meeting.

14.2 *Chair person unable to act:*

If the chairperson is absent or unwilling to act the remaining committee members must choose one of their number to preside at that meeting.

15 SECRETARY

The secretary must:

- (a) consult with the chairperson about all business to be conducted at meetings;
- (b) co-ordinate the correspondence of the Society;
- (c) ensure the list of attendance is fixed to the minute book at the conclusion of each meeting;
- (d) prepare full and correct minutes of the proceedings at all meetings;
- (e) ensure the minutes of all meetings are fixed to the minute book within 31 days after the holding of that meeting, according to rule 23 (c);
- (f) ensure that declarations of eligibility to be a committee member according to rule 11.2 (b) are kept with the minutes of the meeting at which that person was first elected to the committee;
- (g) ensure the minute book of the society is returned to the storage facilities supplied by the Society at the end of each meeting, unless a majority vote at a general meeting authorises its temporary removal;
- (h) keep and maintain in an up to date condition the rules of the Society as required by rule 27 and any sub-rules of the Society made in accordance with rule 28;
- (i) maintain the record of office holders of the Society referred to in rule 17;
- (j) advise the Commissioner of any change of address for the Society within 28 days of the change occurring;
- (k) submit the information statement to the Commissioner within six months of each annual general meeting;
- (l) perform any other duties as are imposed by the rules or the Society on the secretary.

16 TREASURER

The treasurer must:

- (a) be responsible for the receipt of all moneys paid to or received by them on behalf of the Society and must issue receipts for those moneys in the name of the Society;
- (b) pay all moneys referred to in rule 16 (a) into such account or accounts of the Society as the members at a general meeting may from time to time direct;

- (c) ensure timely payments from the funds of the Society with the authority of a general meeting or of the committee and in so doing ensure that all cheques and drawings thereon are signed jointly by two office holders;
- (d) ensure that the Society complies with the account keeping requirements in Part 5 of the Act by:
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Society;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Society to be prepared from time to time;
- (e) ensure the safe custody of the financial records of the Society and any other relevant records of the Society;
- (f) co-ordinate the preparation of the financial statements of the Society prior to their submission to the annual general meeting of the Society;
- (g) assist the reviewer or auditor in performing their functions;
- (h) submit to members at each annual general meeting of the Society accounts and bank statements of the Society showing the financial position of the Society at the end of the immediately preceding financial year;
- (i) have custody of and maintain in an up-to-date condition the register of members of the Society referred to in rule 9.1, unless the members resolve otherwise at a general meeting;
- (j) ensure an regularly up-dated copy of the register of members is distributed to all office holders;
- (k) upon the request of a member of the society make this record available for inspection according to rule 9.2;
- (l) ensure an audited, signed copy of the annual financial report is affixed to the minute book with the minutes of that annual general meeting;
- (m) perform any other duties as are imposed on the treasurer by these rules.

17 RECORD OF OFFICE HOLDERS

17.1 *Contents and Maintenance*

- (a) The secretary or a person authorised by the committee from time to time must maintain a record of office holders.
- (b) The record of office holders must include:
 - (i) the full name of each office holder;
 - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current postal, residential or email address of each office holder.
- (c) The record of office holders shall be kept in the storage facilities supplied by the Society.

17.2 *Inspecting the Record of Office Holders*

- (a) Any member is able to inspect the record of office holders free of charge at such time and place as is mutually convenient to the Society and the member.
- (b) The member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

18.1 Quorum

- (a) The quorum for a committee meeting is five committee members - one of whom must be either the chairperson, secretary or treasurer - as specified at rule 1.3, and the committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time and place in the following month.
- (c) If at a meeting adjourned under rule 18.1 (b) a quorum is not present within half an hour of the time appointed for the meeting the committee members personally present will constitute a quorum.
- (d) Subject to these rules, the committee members present at the committee meeting are to determine the procedure and order of business to be followed at a committee meeting.
- (e) The secretary, or a person authorised by the committee from time to time, must keep minutes of the resolutions and proceedings of all committee meetings together with a record of the names of persons present at each meeting.

18.2 Notice of Committee Meetings

- (a) The secretary must give each committee member at least 24 hours notice of each committee meeting before the time appointed for holding the meeting.

18.3 Procedure of Committee Meetings

- (a) Committee meetings may take place where the committee members are physically present together.
- (b) The committee shall meet at such times and from time to time as shall be deemed necessary by the chairperson or at least two other members of the committee, one of whom must be an office holder, provided reasonable notice be given.
- (c) The committee is to determine the place and time of all committee meetings.

18.4 Powers and Responsibilities of Committee

- (a) The committee shall have the authority to authorise payment of accounts necessary for the ordinary and usual efficient running of the Society; but shall not donate, give, commit or otherwise transfer any other moneys or property to any organisation without approval of the majority of members at a general meeting.
- (b) The committee jointly shall be responsible for planning and organising the proceedings for all meetings and special events.
- (c) The committee shall, prior to the annual general meeting, appoint a suitable person to review bank records, books of accounts and all other documents relative to the financial affairs of the Society for the preceding 12 months.

18.5 Voting at Committee Meetings

- (a) Subject to these rules, each committee member present at a committee meeting is entitled to one vote.
- (b) Decisions may be made by general agreement or a show of hands.
- (c) A question arising at a committee meeting is to be decided by a majority of votes but if there is an equality of votes the matter shall be considered lost.
- (d) A poll by secret ballot may be used if the committee prefers to determine a matter in this way and the person presiding over the meeting is to oversee the ballot.

18.6 Acts not Affected by Defects or Disqualifications

Any act performed by the committee or a person acting as a committee member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a committee member; or
- (b) a committee member was disqualified from being a member.

19 GENERAL MEETINGS

19.1 Notice of General Meetings

- (a) The secretary must give at least 14 days notice of a meeting to each member if a special resolution is proposed to be moved at the meeting.
- (b) The notice convening a meeting where a special resolution is proposed to be moved must specify:
 - (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.

19.2 Presiding at General Meetings

- (a) The chairperson is to preside at each general meeting.
- (b) If the chairperson is absent or unwilling to act the remaining committee members must choose one of their number to preside at that meeting.
- (c) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct under rule 23 (d).

19.3 Quorum and Adjournment

- (a) The quorum for general meetings is eleven members personally present - one of whom must be either the chairperson, secretary or treasurer - as specified in rule 1.4.
- (b) Subject to rules 19.3 (d) no business is to be conducted at a general meeting unless a quorum of members entitled to vote under these rules is present at the time when the meeting is considering that item.
- (c) If within half an hour of the time appointed for the commencement of a general meeting a quorum is not present:
 - (i) in the case of a special general meeting the meeting lapses; or
 - (ii) in the case of an annual general meeting the meeting is to stand adjourned to the same time and place in the following month.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting the members present are to constitute a quorum.
- (e) The person presiding over a general meeting at which a quorum is present may adjourn the meeting from time to time with the consent of a majority of members present at the meeting.
- (f) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (g) When a general meeting is adjourned the secretary must give notice of the adjourned meeting in accordance with rules 2.2 as if that general meeting was a new general meeting.

19.4 Procedure at General Meetings

General meetings may take place when and where the members are physically present together.

19.5 *Record of those attending that meeting*

A record must be made of all those attending that meeting and this record be kept with the minutes for that meeting.

19.6 *Voting at General Meetings*

- (a) Subject to the rules, each member present in person has one vote at a general meeting of the Society.
- (b) In the case of an equality of votes at a general meeting the matter will be considered to be lost.
- (c) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid in accordance with rule 6.

19.7 *Resolutions*

At a general meeting:

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 22.4; and
- (b) a declaration by the chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact;
- (c) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 22.1 (e); and
- (d) should the vote be tied in the resolutions referred to in rules 19.7 (a) (b) and (c) the resolution shall be considered lost.

20 SPECIAL GENERAL MEETINGS

20.1 *Convening Special General Meetings*

- (a) The committee may at any time convene a special general meeting of the Society.
- (b) The secretary or other office holder must convene a special general meeting of the Society within 31 days after receiving a written request to do so from a minimum of 20 per cent of the total number of members.

20.2 *Request for Special General Meeting*

A request by the members for a special general meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of members making the request as specified in rule 20.1 (b); and
- (c) be lodged with the secretary and a copy also lodged with the chairperson and the treasurer.

20.3 *Failure to Convene Special General Meeting*

- (a) If the secretary or other office holders fail to convene a special general meeting within the 31 days referred to in rule 20.1 (b) the members who made the request may convene a special general meeting within three months after the original request was lodged as if the members were the committee.
- (b) A special general meeting must be convened in the same or substantially the same manner as general meetings are convened in rule 19 and the Society must pay the reasonable expenses of convening and holding the special general meeting.

21 ANNUAL GENERAL MEETINGS

21.1 *Timing of Annual General Meeting*

- (a) The Society must convene an annual general meeting each calendar year:
 - (i) within six months after the end of the Society's financial year as stated in rule 1.5; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) If the Society requires the approval from the Commissioner to hold its annual general meeting within a longer period the secretary must apply to the Commissioner no later than four months after the end of the Society's financial year.

21.2 *Notice of AGM*

The notice convening an annual general meeting must specify that it is the annual general meeting of the Society and otherwise must comply with rules 2.2 and rule 21.1 as applicable.

21.3 *Business to be Conducted at Annual General Meeting*

- (a) Subject to rule 21.1 the annual general meeting of the Society is to be convened on a date, time and place as the members at a general meeting decide.
- (b) At each annual general meeting of the Society, the Society:
 - (i) must confirm the minutes of the preceding annual general meeting and of any special general meeting held since that meeting if the minutes of that annual or special general meeting have not yet been confirmed;
 - (ii) must receive the financial statements of the Society for the preceding financial year;
 - (iii) must elect or appoint the office holders and ordinary committee members.

22 MAKING DECISIONS AT MEETINGS

22.1 *Special Resolutions*

- (a) A special resolution must be moved at a general meeting where notice of the special resolution has been given under rule 2.2 and rule 19.1.
- (b) A special resolution of the Society is required to:
 - (i) amend the name of the Society;
 - (ii) amend the rules under rule 27.3;
 - (iii) affiliate the Society with another body;
 - (iv) transfer the incorporation of the Society;
 - (v) amalgamate the Society with one or more other incorporated societies;
 - (vi) voluntarily wind up the Society;
 - (vii) cancel incorporation; or
 - (viii) request that a statutory manager be appointed.
- (c) Notice of a special resolution must:
 - (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a special resolution;
 - (iv) set out the wording of the proposed special resolution; and
 - (v) be given in accordance with rule 2.2 and rule 19.1.

- (d) If notice is not given in accordance with rule 2.2 and 19.1 the special resolution will have no effect.
- (e) A special resolution must be passed at a general meeting at which there is a quorum and be supported by the votes of not less than 75% of the members present in person and eligible to cast a vote at the meeting.

22.2 *Ordinary Resolutions*

Subject to these rules a majority of votes will determine an ordinary resolution.

22.3 *Manner of Determining Whether Resolution Carried*

- (a) Unless a poll is demanded under rule 22.4, if a question arising at a general meeting of the Society is determined by general agreement or a show of hands a declaration must be made by the chairperson of the general meeting that the resolution has been:
 - (i) carried unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a special resolution, then subject to rule 22.1 (c), the declaration should state that a special resolution has been determined.
- (c) The declaration made under rule 22.3 (a) must be entered into the minute book of the Society.
- (d) The entry in the minute book of the Society under rule 22.3 (c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22.4 *Polls at General Meetings*

- (a) At a general meeting a poll on any question may be demanded by either:
 - (i) the chairperson of the meeting; or
 - (ii) at least three members present in person.
- (b) If a poll is demanded at a general meeting the poll must be taken in a manner as the chairperson of the meeting directs.
- (c) If a poll is demanded at a general meeting the poll must be taken:
 - (i) immediately in the case of a poll that relates to electing a person to preside over the meeting;
 - (ii) immediately in the case of a poll which relates to adjourning the meeting; or
 - (iii) in any other case in the manner and time before the close of the meeting as the chairperson directs.
- (d) The poll votes shall be counted by two committee members, one of whom must be an office holder.
- (e) Following rule 22.4 (d) a declaration by the chairperson of the result of the poll is evidence of the matter so declared.

23 MINUTES OF MEETINGS OF SOCIETY

- (a) The secretary or a person authorised by the committee from time to time must record minutes of the resolutions and proceedings of all general meetings and committee meetings, together with a record of the names of persons present at each meeting.

- (b) The record of those persons present at meetings must be fixed to the minute book at the end of that meeting.
- (c) The minutes are to be fixed to a minute book kept for that purpose within 31 days after the holding of each meeting.
- (d) The chairperson must ensure that the minutes of all meetings under rules 18, 19, 29, and 21 are signed as correct after they have been reviewed and received as a true record by at least two members who were present at that meeting:
 - (i) by the chairperson of the meeting to which those minutes relate; or
 - (ii) by the chairperson of the next succeeding meeting as the case requires.
- (e) When minutes have been entered and signed as correct under this rule they are, until the contrary is proved, evidence that:
 - (i) the general meeting or committee meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (f) The minutes of general meetings may be inspected by a member under rule 26.5.

24 SHOWS, EXHIBITIONS, DISPLAYS AND COMPETITIONS

- (a) Participation in the Society's shows, exhibitions, displays and competitions shall be restricted to members whose subscriptions are not in arrears; however, this rule does not apply to those sections of exhibitions that are not restricted to members of the Society.
- (b) An individual may not claim as their own a plant or bloom in any of the Society's events and competitions unless that individual has owned and cared for that specific plant for at least three months prior to that particular event.
- (c) Members who resign from the Society shall be entitled to receive and retain any trophies previously won except perpetual trophies.
- (d) Judging of any competitive section of shows, exhibitions, displays and competitions shall be in accordance with the classifications for the genera of the Geraniaceae Family as outlined in The Gardener's Handbook produced by the The Western Australian Horticultural Council Incorporated.
- (e) Suggested alterations to The Gardener's Handbook must be voted on at a general meeting.
- (f) Sub-rules for the conduct of such events must be voted on at a general meeting.

25 FUNDS AND ACCOUNTS

25.1 *Control of Funds*

- (a) The funds of the Society must be kept in an account in the name of the Society in a financial institution determined by members at a general meeting.
- (b) The funds of the Society are to be used in pursuance of the objects of the Society.
- (c) All cheques and other negotiable instruments of the Society must be signed by two office holders.
- (d) Notwithstanding rule 25 (c) two signatories who are related by blood, marriage or share an abode may not jointly sign cheques or other legal documents.

- (e) All expenditure of an unordinary or unusual nature must be approved or ratified at a general meeting.

25.2 *Source of Society Funds*

- (a) The funds of the Society may be derived from annual membership fees of members, donations, fund-raising activities, grants, interest and any other sources approved by members at a general meeting.
- (b) The Society must as soon as practicable:
 - (i) deposit all money received by the Society to the credit of the Society's bank account without deduction; and
 - (ii) after receiving any money issue an appropriate receipt.

25.3 *Financial Records, Statements and Reports*

- (a) The Society must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Society must retain its financial records for seven years after the transactions covered by the records are completed.
- (c) For each financial year the Society must ensure that the requirements under Part 5 of the Act are met.
- (d) Those requirements of Part 5 of the Act include:
 - (i) the preparation of financial statements;
 - (ii) the presentation of the financial statements to the annual general meeting of the Society.
- (e) A copy of the financial statements must be included with the minutes of the relevant annual general meeting.

25.4 *Review of Financial Statements*

The committee must ensure that a review is undertaken of the financial records and statements of the Society:

- (i) before these are presented at the annual general meeting;
- (ii) if the members require a review by resolution at a general meeting; or
- (iii) a review is directed by the Commissioner.

26 SOCIETY'S BOOKS AND RECORDS

26.1 *Custody of the Books of the Society*

All the books and records of the Society including the minute books, attendance lists, current insurance statement and financial records of the previous seven years are to be kept in the Society's designated storage and may not be removed from the vicinity of that storage without a resolution being passed at a general meeting and such resolution must be recorded in the minutes of that meeting.

26.2 *Maintaining of Minute Books*

Minute books are to be kept ad infinitum; however, if this becomes difficult or if the Society should be wound up then all minute books are to be given to the J.S. Battye Library of West Australian History for inclusion as historical records.

- 26.3 *Maintaining Past Financial Records*
Financial records of the Society must be retained for at least seven years.
- 26.4 *Returning the Books of the Society*
Outgoing committee members are responsible for transferring all relevant assets, records and books of the Society to the new committee within 14 days of ceasing to be a committee member.
- 26.5 *Inspecting the Books of the Society*
- (a) Subject to these rules a member is able to inspect the books of the Society free of charge at such time and place as is mutually convenient to the Society and the member.
 - (b) A member must contact the secretary to request to inspect the books of the Society.
 - (c) The member may copy details from the books of the Society but has no right to remove the books of the Society for that purpose.
- 26.6 *Prohibition on Use of Information in Books of the Society*
- (a) A member must not use or disclose information in the books of the Society except for a purpose:
 - (i) that is directly connected with the affairs of the Society; or
 - (ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

27 RULES OF SOCIETY

- 27.1 *Binding Nature of Rules*
These rules bind every member and the Society to the same extent as if every member and the Society had signed and sealed these rules and agreed to be bound by all their provisions.
- 27.2 *Copies of the Current Rules*
- (a) The Society must provide (free of charge) a copy of the rules in force at the time membership commences to each person who becomes a member under rule 5.3.
 - (b) The Society must keep at least one up-to-date copy of the rules in the Society's designated storage.
- 27.3 *Amendment of Rules, Name and Objects*
The Society may alter, rescind or add to these rules by special resolution in accordance with rule 22.1 and not otherwise.
- (a) When a special resolution amending the rules is passed the required documents must be lodged with the Commissioner within:
 - (i) 31 days after the special resolution is passed; or
 - (ii) a longer period as the Commissioner may allow.
 - (b) Subject to rule 27.3 (c) an amendment to the rules does not take effect until the required documents are lodged with the Commissioner under rule 27.3 (a).
 - (c) An amendment to the rules that changes or has the effect of changing:
 - (i) the name of the Society; or
 - (ii) the objects or purposes of the Society;

does not take effect until the required documents are lodged with the Commissioner under rule 27.3 (a) and the approval of the Commissioner is given in writing.

28 SUB-RULES OF THE SOCIETY

The members of the Society may make, amend and repeal sub-rules for the management of the Society by ordinary resolution at a general meeting provided that the sub-rules are not inconsistent with the rules or the Act.

- (a) The sub-rules made under rule 28 do not form part of the rules.
- (b) The sub-rules made under rule 28 may make provision for:
 - (i) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the rules;
 - (ii) restrictions on the powers of the committee including the power to dispose of assets;
 - (iii) any other matter that the Society considers necessary or appropriate; and
 - (iv) must be available for inspection by members.
- (c) Such sub-rules shall remain in effect until revoked by majority vote at a general meeting.
- (d) The Society must provide (free of charge) a copy of the sub-rules in force at the time membership commences to each person who becomes a member under rule 5.3.
- (e) The Society must keep at least one up-to-date copy of the sub-rules in the Society's designated storage.

29 AUTHORITY REQUIRED TO BIND SOCIETY

- (a) The Society may execute a document if the document is signed by two office holders.
- (b) Notwithstanding rule 29 (a) two signatories who are related by blood, marriage or share an abode may not jointly sign cheques or other legal documents.

30 EXPULSION OF MEMBERS

30.1 *Reasons for Expelling Members*

- (a) The members may by resolution expel a member from membership if:
 - (i) the member refuses or neglects to comply with these rules; or
 - (ii) the member's conduct or behaviour is detrimental to the interests of the Society.

30.2 *Procedure to Expel a Member*

- (a) The members must hold a general meeting to decide whether to expel a member.
- (b) The secretary must, not less than 14 days before the general meeting referred to in rule 30.2 (a), give written notice under rule 2.2 to the member:
 - (i) of the proposed expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the general meeting;
 - (iii) that the member may attend the general meeting; and

- (iv) that the member may address the members at the meeting and will be given a full and fair opportunity to state their case orally, in writing, or both.
- (c) At the general meeting referred to in rule 30.2 (a) the members, after having afforded the member concerned a reasonable opportunity to be heard by or to make representations in writing to the meeting, may:
 - (i) expel that member from the membership of the Society;
 - (ii) decline to expel that member from membership of the Society;
 - (iii) must forthwith after deciding whether or not to expel that member communicate under rule 2.2 that decision in writing to that member.
- (d) A member ceases to be a member 14 days after the day on which the decision to expel that member is communicated to them under rule 30 (c) (iii).

30.3 *Right of Appeal against Expulsion*

- (a) If a member is expelled under rule 30.2 the person may appeal the Society's decision by giving written notice to the secretary within 14 days of receiving notice of the Society's decision under rule 30.2 (c) (iii).
- (b) When notice is given under rule 30.3 (a):
 - (i) the Society in a general meeting must, after consideration, either confirm or set aside the decision to expel the member after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Society in the general meeting; and
 - (ii) the member who gave that notice does not cease to be a member unless and until the decision of the meeting to expel them is confirmed under this rule.
- (c) Once the members have decided to expel a member under rule 30.3 (b) the member is immediately expelled from membership.
- (d) The secretary must inform the member in writing of the decision of the general meeting and the reasons for the decision within seven days of the general meeting referred to in rule 30.3 (b).

30.4 *Re-instatement of a Member*

If the Society's decision to expel a member is revoked under these rules, any act performed by the committee or members in general meeting during the period that the member was expelled from membership under rule 30.2 (c) is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership including voting rights during that period.

30.5 *When a Member is Expelled*

- (a) If a member is expelled under rule 30.2 (c) the secretary must record in the register:
 - (i) the name of the member who has been expelled;
 - (ii) the date on which the expulsion takes effect.

31 RESOLVING DISPUTES

31.1 *Disputes Arising under the Rules*

- (a) This rule applies to:
 - (i) disputes between members; and

- (ii) disputes between the Society and one or more members; that arise under the rules or relate to the rules of the Society.
- (b) In this rule 'member' includes any former member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute any party to the dispute may initiate a procedure under this rule by giving written notice to the secretary notifying the parties to, and details of, the dispute.
- (e) The secretary must convene a general meeting within 31 days after the secretary receives notice of the dispute under rule 31.1 (d) for the members to determine the dispute.
- (f) At the general meeting to determine the dispute all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (g) The secretary must inform the parties to the dispute of the decision reached at the general meeting and the reasons for the decision within seven days after the general meeting referred to in rule 31.1 (f).
- (h) If any party to the dispute is dissatisfied with the decision of the Society they may elect to initiate further dispute resolution procedures as set out in the rules.

31.2 *Mediation*

- (a) This rule applies:
 - (i) where a person is dissatisfied with a decision made by the Society under rule 31.1; or
 - (ii) where a dispute arises between a member or more than one member and the Society and any party to the dispute elects not to have the matter determined by the members at a general meeting.
- (b) Where the dispute relates to a proposal for the expulsion of a member this rule does not apply until the procedure under rule 30 in respect of the proposed expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 31.1 (c) or a party to the dispute is dissatisfied with the decision made by the members under rule 31.1 (g) a party to a dispute may:
 - (i) provide written notice to the secretary of the parties to, and the details of, the dispute;
 - (ii) agree to, or request the appointment of, a mediator.
- (d) The party or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement, if the dispute is between a member and another member, a person appointed by the committee; or
 - (iii) in the absence of agreement - if the dispute is between a member or more than one member and the Society, the committee or a committee member - then an independent person who is a mediator appointed to or employed with a not for profit organisation.
- (f) A member can be a mediator but the mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must in good faith attempt to settle the dispute by mediation.

- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

31.3 *Inability to Resolve Disputes*

If a dispute cannot be resolved under the procedures set out in the rules any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

32 WINDING UP OF SOCIETY

32.1 *Committee's Role*

- (a) In the event it becomes likely the Society may be wound up:
 - (i) the committee shall jointly be responsible for investigating all actions necessary for this to be achieved;
 - (ii) the committee shall jointly investigate possible recipients of any assets owned by the Society in accordance with the Act;
 - (iii) the committee's recommendations in these matters shall be presented to the members as a special resolution at a general meeting for the members to determine whether to accept or reject these recommendations, in accordance with rule 22.

32.2 *Notice of Meeting to Dissolve Society*

- (a) The secretary must give to each member at least 31 days notice of the meeting where the purpose is to vote on a special resolution to dissolve the Society.
- (b) A notice of meeting to dissolve the Society must comply with rule 2.2 and rule 19.1.
- (c) The notice of meeting to dissolve the Society must specify:
 - (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.

32.3 *Voting to Dissolve Society*

- (a) The Society shall be dissolved if at a special general meeting called for this purpose 75% of the members present and voting resolve to dissolve the Society.
- (b) The Society may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by special resolution that the Society will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.

- (c) The Society must be wound up under rule 32.3 (a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.

32.4 Member's Liability

A member is not liable by reason of the person's membership for the liabilities of the Society or the cost of winding up the Society.

32.5 Distribution of Surplus Property

If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members or former members. The surplus property must be given or transferred to another society incorporated under the Act that has similar objects and that is not carried out for the purposes of profit or gain to its individual members and which society shall be determined by resolution of the members at the meeting under rule 32.3.

The inaugural meeting of our Society was held on 7th October 1959

It was named 'The West Australian Geranium Society' sometimes shortened to W.A.G.S.

The Society was incorporated on 27 June 1986 and named 'Western Australian Geranium & Pelargonium Society Inc.' Association Number A 0822289 j

On 12 November 2009 the Society was renamed 'Geranium & Pelargonium Society of Western Australia Inc.' and is also known as gapswa

