

17 July 2006

Constitution

The Australian Institute of Horticulture Inc A.B.N. 59 465 108 322 is incorporated under the *Associations Incorporation Act 1991* and *Associations Incorporation Regulations* of the Australian Capital Territory. This Constitution must be read with the By-Laws of the The Australian Institute of Horticulture Inc.

Web: www.aih.org.au

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A. INTERPRETATION

1. INTERPRETATION

1.1 Definitions

In this Constitution:

- (a) **Act** means the *Associations Incorporation Act 1991 (ACT)*;
- (b) **Financial Year** means the year ending on 30 June;
- (c) **Institute** means the Australian Institute of Horticulture Inc;
- (d) **Member** means a member of the Institute;
- (e) **National Administrator** means the business providing administrative services under a contract signed with the Institute;
- (f) **National Council** means the body referred to in part D of this Constitution;
- (g) **National Executive** comprises the National President, National Secretary, National Treasurer and National Vice-President as set out in rule 19.3;
- (h) **National President** means the national president referred to in rule 19.3;
- (i) **National Secretary** means the national secretary referred to in rule 19.3;
- (j) **National Treasurer** means the national treasurer referred to in rule 19.3;
- (k) **National Vice-President** means the national National Vice-President referred to in rule 19.3;
- (l) **Officer** means a member of the National Council as referred to in rule 19, including any member of the National Executive;
- (m) **Regional Councils** means the bodies referred to in part E of this Constitution; and
- (n) **Regulations** means the *Associations Incorporation Regulations 1991 (ACT)*.

1.2 Inconsistency

If there is an inconsistency between provisions of this Constitution and other instruments, to the extent of that inconsistency a descending order of precedence applies so that the following higher ranked items prevail in descending order and all necessary steps must be taken by the Institute to remove that inconsistency:

- (a) the Act;
- (b) model rules prescribed under section 127(2)(a) of the Act;
- (c) the Regulations;
- (d) the Constitution; and

(e) the By-Laws.

2. COMMENCEMENT

2.1 This Constitution will have effect from the day of its adoption.

2.2 The By-Laws will have effect from the date specified in section 1 of the By-Laws.

2.3 This Constitution and the By-Laws replace all previous governing instruments of the Institute.

B. NAME, MISSION, OBJECTS AND STRUCTURE

3. NAME

3.1 The name of the Institute is The Australian Institute of Horticulture Inc. 'Inc' or 'Incorporated' must be included in the name of the Institute on all stationery and in all correspondence of the Institute. The informal short form name of the Institute is 'AIH Inc'.

3.2 The name of the Institute may be changed only by a resolution passed by at least seventy five per cent (75%) of the votes of Members present in person, by proxy or by other permitted means and entitled to vote at a general meeting of the Institute.

4. MISSION

The mission of the Institute is:

The Australian Institute of Horticulture Inc will lead the industry nationally in promoting excellence and environmental responsibility in horticultural practice through quality professional development, services and advocacy.

5. OBJECTS

The objects of the Institute are:

- (a) to provide a framework for the promotion and encouragement of professional best practice;
- (b) to establish and enforce a code of ethics which is binding on Members;
- (c) to promote the dissemination and exchange of horticultural knowledge, and to cooperate with governments, scientific or other societies or bodies in any part of the world in matters related to horticultural knowledge and practice;
- (d) to assist with and promote horticultural education and continuous learning;
- (e) to represent qualified horticulturists to government, industry and the public; and
- (f) to undertake such other activities as the membership may adopt.

6. STRUCTURE

6.1 The Institute is a national organisation governed by the National Council and subject to the Act and the Regulations, and any other pertinent instruments.

- 6.2 The National Council will be the governing body of the Institute and will control and direct the affairs of the Institute including its committees, and will determine its promotion, policies, strategic planning and methods for evaluation of progress made towards achievement of its mission. The powers of the National Council and its Officers are set out in part D of this Constitution.
- 6.3 Although the Institute is a national organisation to which Members join, the National Council may establish Regional Councils with which Members may affiliate.

C. MEMBERSHIP

7. MEMBERSHIP QUALIFICATIONS AND ELIGIBILITY

- 7.1 A natural person is qualified to be a Member of the Institute if that person has fulfilled the requirements for membership as set out in the By-Laws.
- 7.2 The process for consideration and approval of applications for membership is set out in the By-Laws.
- 7.3 If the application for membership is approved, and the requisite joining and membership fees paid, the applicant becomes a Member of the Institute and is entitled to exercise the rights of membership.

8. MEMBERSHIP CLASSES

8.1 Individual Membership

The Institute will consist of the following classes of Members, each with qualifications and rights as specified in this clause:

(a) Full Member

The minimum requirement for full membership is completion of a Certificate III in lifestyle/amenity horticulture or related disciplines, or their equivalent. A Full Member is entitled to use after his or her name the words 'Member of the Australian Institute of Horticulture; or the distinguishing letters 'MAIH'.

(b) Associate Member

Any person who has been actively employed in the field of horticulture or related disciplines for not less than four (4) years and is not less than eighteen (18) years of age, but does not meet the requirements of full membership, may apply to join as an Associate Member. An Associate Member is entitled to use after his name the words 'Associate Member of the Australian Institute of Horticulture' or the distinguishing letters 'AAIH'.

An Associate Member is entitled to attend all general meetings and regional meetings, and has the same voting rights as a Full Member, but is not entitled to hold any position on National Council.

An Associate Member may apply in writing at any time after acceptance as an Associate Member, to be recognised as a Full Member, such application to be supported in writing by two (2) Full Members of the Institute.

(c) Student Member

Any person who is currently enrolled as a student in a first course which would lead to eligibility to join the Institute as a Full Member may apply to be accepted as a Student Member of the Institute. A Student Member is entitled to attend all general meetings and all regional meetings, but is not entitled to vote nor to hold any positions on National Council.

Student Members who have completed their first course of study must take out full membership, even if further study is being undertaken. Student Members who have not graduated from their first course of study within six (6) years of commencement of student membership must have their membership status reviewed.

8.2 Upon written application to the National Council, retired Members may be entitled to a twenty per cent (20%) reduction in membership fees. This will only be available on evidence that the person has effectively retired from the work force, such as possession of a seniors card.

8.3 Corporate Membership

(a) Eligibility

Any company, business or organisation, including government departments, local government councils and similar bodies, may apply for corporate membership of the Institute, provided they support the mission and objects of the Institute and employ at least one (1) horticulturist eligible to be a full member of the Institute. A Corporate Member is entitled to display the words 'Corporate Member of the Australian Institute of Horticulture' and to display the Institute logo in accordance with the rules for use of the logo as set out in these ByLaws.

(b) Participation on National or Regional Councils

Corporate Members are encouraged to participate in committees and working groups established by the National Council or Regional Councils. A representative of a Corporate Member is not eligible to be a member of the National Council unless he is either a Member or is eligible to be a Member of the Institute.

9. MEMBERSHIP CERTIFICATE

9.1 A certificate of membership will be issued to each Member. A certificate of associate membership will be issued to each associate Member.

9.2 All certificates remain the property of the Institute, and must be returned to the Institute on cessation of membership.

10. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

10.1 A right, privilege or obligation which a person has as a Member of the Institute:

- (a) is not capable of being transferred to another person; and
- (b) terminates on cessation of the person's membership.

11. MEMBERSHIP CESSATION

A person ceases to be a Member of the Institute if the person:

- (a) dies or, for a corporation, is wound up;

- (b) resigns from membership of the Institute;
- (c) is expelled from the Institute; or
- (d) fails to renew membership of the Institute.

12. **MEMBERSHIP RESIGNATION**

- 12.1 A Member is not entitled to resign from membership of the Institute except in accordance with this rule.
- 12.2 A Member who has paid all amounts payable by the Member to the Institute may resign from membership by giving one (1) month's notice in writing to the National Administrator of the Member's intention to resign, and on the expiration of that period of notice, the Member ceases to be a Member.
- 12.3 Where a person ceases to be a Member, the National Administrator must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

13. **MEMBERSHIP FEES**

- 13.1 Members must pay annual membership fees as set out in the By-Laws.
- 13.2 Additional fees or subscriptions may be required for services or benefits additional to membership. Such amounts will be determined by the National Council and will be specified in the By-Laws.
- 13.3 Members who fail to renew their membership within three (3) months after the date their membership fees fall due are unfinancial and may have their membership terminated.

14. **MEMBERSHIP LIABILITIES**

The liability of a Member to contribute towards the payment of any debts and liabilities of the Institute, or the costs, charges and expenses of the winding up of the Institute is limited to any amount unpaid by the Member in respect of membership or any additional amounts as required by rule 13.

15. **MEMBERSHIP RIGHTS AND RESPONSIBILITIES**

- 15.1 All Members are bound by the Institute's code of ethics and the rights and responsibilities of membership, respectively as set out in the By-Laws and as amended from time to time.

16. **MEMBERSHIP REGISTER**

The Institute must keep a register which includes:

- (a) the name and address of each Member of the Institute;
- (b) the date on which each Member became a Member of the Institute;
- (c) the date (if any) on which each Member ceased to be a Member of the Institute; and
- (d) such other information as may be decided by the National Council from time to time.

17. MEMBERSHIP EXPULSION

17.1 Where the National Council is of the opinion that a Member:

- (a) has persistently refused or neglected to comply with this Constitution or the By-Laws,
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Institute, or
- (c) has acted contrary to current civil or criminal law whilst undertaking actions on behalf of the Institute,

the National Council may, by resolution:

- (d) expel the Member from the Institute, or
- (e) suspend the Member from such rights and privileges of membership of the Institute as the National Council may determine for a specified period.

17.2 A resolution of the National Council under rule 17.1 does not take effect unless:

- (a) at a meeting held in accordance with rule 17.3, the National Council confirms the resolution, and
- (b) if a Member exercises the right of appeal under rule 17.4, the Institute confirms the resolution in accordance with this rule.

17.3 A meeting of the National Council, to confirm or revoke the resolution in accordance with rule 17.1 must be held not earlier than fourteen (14) days, and not later than twenty eight (28) days, after notice has been given to the Member in accordance with rule 17.4.

17.4 For purposes of giving notice in accordance with rule 17.3, the National Secretary must, as soon as practicable, cause a written notice to be given to the Member:

- (a) setting out the resolution of the National Council and the grounds on which it is based;
- (b) stating that the Member may address the National Council at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that he or she may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) give the National Council before the date of that meeting a written statement relating to the resolution.

17.5 Subject to section 50 of the Act, at a meeting of the National Council mentioned in rule 17.3, the National Council must:

- (a) give the Member an opportunity to make oral representations;
- (b) give due consideration to any written statement submitted by that Member; and

- (c) determine by resolution whether to confirm or to revoke the resolution of the National Council.
- 17.6 If at the meeting of the National Council, the National Council confirms the resolution, the Member may, not later than forty eight (48) hours after that meeting, give the National Secretary a notice to the effect that he or she wishes to appeal to the Institute in general meeting against the resolution.
- 17.7 On receipt of a notice under rule 17.6, the National Secretary is to notify the National Council which must convene a general meeting of the Institute to be held within twenty one (21) days after the date on which the National Secretary received the notice or as soon as possible after that date.
- 17.8 Subject to section 50 of the Act, at a general meeting of the Institute convened under rule 17.7:
- (a) no business other than the question of the appeal must be transacted;
 - (b) the National Council and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present may vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 17.9 If the meeting passes a special resolution in favour of the confirmation of the resolution, that resolution is confirmed.

D. NATIONAL COUNCIL

18. NATIONAL COUNCIL POWERS

18.1 General Powers

The National Council, subject to the Act, the Regulations, this Constitution, and any resolution passed by the Institute in general meeting:

- (a) will control and manage the business and the affairs of the Institute;
- (b) may exercise all such functions as may be exercised by the Institute other than those functions that are required by this Constitution to be exercised by the Institute in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the National Council to be necessary or desirable for the proper management of the affairs of the Institute.

18.2 Power to Determine By-Laws

- (a) The National Council may determine and promulgate By-Laws for the effective functioning of the Institute on any matter including the following, subject to the Act, the Regulations, this Constitution, and any resolution passed by the Institute in general meeting:
 - (i) the establishment and operation of any Regional Council;

- (ii) the establishment and operation of any standing or ad hoc committee;
 - (iii) the finances and financial procedures of the Institute;
 - (iv) joining and annual membership fees; and
 - (v) such other matters as the National Council may determine.
- (b) By-laws must be promulgated to Members by publication on the Institute's website or other publication.
- (c) A general meeting, including an annual general meeting of the Institute, may by resolution amend or delete any By-law of the Institute.

18.3 Power to Delegate to Committees

- (a) The National Council may, in writing, delegate to one (1) or more committees (consisting of such Member or Members of the Institute as the National Council thinks fit) the exercise of such of the functions of the National Council as are specified in the instrument, other than:
- (i) this power of delegation; and
 - (ii) a function which is a function imposed on the National Council by the Act, by any other Australian Capital Territory law, or by resolution of the Institute in general meeting.
- (b) A function, the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (c) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, the National Council may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the National Council.
- (f) The National Council may, by instrument in writing, revoke in whole or part any delegation under this rule.
- (g) A committee may meet and adjourn as it thinks proper.

19. NATIONAL COUNCIL COMPOSITION

19.1 The National Council comprises:

- (a) the National Executive, and
- (b) up to eight (8) additional Officers, elected annually, with the number of such Officers from any given region not to exceed two (2),

- each of whom must be elected under rule 21 or be appointed in accordance with rule 19.6.
- 19.2 The immediate past National President must be a non-voting ex officio Officer.
- 19.3 The Officers on the National Council forming the National Executive comprise:
- (a) National President,
 - (b) National Vice-President,
 - (c) National Secretary and
 - (d) National Treasurer.
- 19.4 Subject to this Constitution, an Officer on the National Executive:
- (a) must hold office for two (2) years beginning at the close of the annual general meeting of the Institute at which the election is announced and terminating at the close of the annual general meeting of the Institute two (2) years following that election; and
 - (b) is eligible for re-election but may not serve more than two (2) consecutive terms in the same position.
- 19.5 The terms of appointment of office holders on the National Executive must be staggered, with the election for National President and National Secretary occurring in one (1) year, and elections for National Vice-President and National Treasurer occurring the subsequent year. To implement this in the first year in which this Constitution takes effect, the terms of the National President and of the National Secretary must be for one (1) year only.
- 19.6 In the event of a vacancy in the membership of National Council, the National Council may appoint a Member of the Institute to fill the vacancy. The Member so appointed must hold office, subject to these rules, for the remainder of the period of the original appointment to the National Council.
- 19.7 The National President may invite the chair of any standing or ad hoc committee to attend a meeting of the National Council as a non-voting participant.
- 20. NATIONAL EXECUTIVE POWERS**
- The National Executive may exercise all of the powers of the National Council.
- 21. NATIONAL COUNCIL ELECTION**
- 21.1 The National Executive must appoint a returning officer who will oversee all elections and ballots for the National Council.
- 21.2 Nominations must be received in writing by the National Secretary of the Institute at least thirty-five (35) days prior to the annual general meeting. Nominations must be signed by two (2) voting Members of the Institute. Nominees must be current financial full Members and indicate in writing that they will accept the offices if elected.
- 21.3 Nominations will be reported to the membership in writing at least thirty (30) days prior to the annual general meeting.

- 21.4 If the number of nominations received is equal to the number of positions to be filled, the persons nominated will be taken to be elected.
- 21.5 If insufficient nominations are received to fill all the vacancies on the National Council any vacant positions will be deemed to be vacancies.
- 21.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 21.7 The ballot must be conducted prior to the annual general meeting using the following procedures:
- (a) the National Secretary must cause ballots to be made available to all Members eligible to vote at least thirty (30) days prior to the annual general meeting;
 - (b) the ballot must list the names of all the nominees and must be accompanied by voting instructions;
 - (c) all ballots, in order to be valid, must be received by the returning officer on or before the tenth (10th) day prior to the annual general meeting;
 - (d) the returning officer will be responsible for counting the ballots and reporting the election results to the National Executive;
 - (e) the National President must notify all candidates of the results of the election at least five (5) days prior to the annual general meeting. Institute Members will be notified officially of the election results at the annual general meeting;
 - (f) all ballots and outer envelopes must be available for audit by any Institute Member for at least thirty (30) days following the annual general meeting, after which they may be destroyed; and
 - (g) in the case of tied votes, the selection will be made by secret ballot of the National Executive.
- 21.8 A person is not eligible to simultaneously hold more than one (1) National Executive position on the National Council.

22. PUBLIC OFFICER

- 22.1 The National Council must appoint a person resident in the Australian Capital Territory to be the public officer of the Institute.
- 22.2 The public officer may hold any office of the Institute in addition to the office of public officer.
- 22.3 A person who is appointed to be the public officer must, not later than one (1) month after being appointed, lodge with the registrar-general a notice of the appointment.
- 22.4 If the public officer changes his or her address, the public officer must, within one (1) month after the change, lodge with the registrar-general a notice of the change.
- 22.5 If the office of public officer becomes vacant, the National Council must, within fourteen (14) days after the vacancy, appoint another person resident in the Australian Capital Territory to fill that vacancy, and that person must lodge a notice as under rule 22.3.

22.6 The public officer of the Institute must within six (6) months of the end of the Financial Year of the Institute lodge an annual return with the registrar-general, in accordance with the Act.

23. NATIONAL SECRETARY DUTIES

23.1 The National Secretary must, as soon as practicable after being appointed as National Secretary, notify the Institute of his or her address.

23.2 The National Secretary must keep minutes of:

- (a) all elections and appointments of Officers;
- (b) the names of members of the National Council present at a National Council meeting or a general meeting; and
- (c) all proceedings at National Council meetings and general meetings.

23.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

23.4 Originals of the minutes referred to in this rule must be held by the National Administrator.

24. NATIONAL TREASURER DUTIES

24.1 The National Treasurer must, working with and through the National Administrator:

- (a) collect and receive all money due to the Institute and make all payments authorised by the Institute; and
- (b) keep correct accounts and books showing the financial affairs of the Institute with full details of all receipts and expenditure connected with the activities of the Institute.

25. NATIONAL COUNCIL VACANCIES

25.1 A vacancy on the National Council occurs if an Officer:

- (a) dies;
- (b) ceases to be a Member of the Institute;
- (c) resigns his or her office;
- (d) is removed from office under rule 32;
- (e) enters into bankruptcy;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under section 63(1) of the Act; or
- (h) is absent without the consent of the National Council from all meetings of the National Council held during a period of twelve (12) months.

26. REMOVAL OF OFFICERS

The Institute in general meeting may by resolution, subject to section 50 of the Act, remove any Officer, including any member of the National Executive, from the National Council before the expiration of that person's term of office.

27. NATIONAL COUNCIL - MEETINGS AND QUORUM

27.1 The National Council must meet in person at least once a year at such time and place as the National Council may determine.

27.2 Additional meetings in person, or by telegraphic or other communication, may be held as the National Council may determine.

27.3 Written notice of a meeting of the National Council must be given by the National Secretary to each Officer at least five (5) working days (or such other period as may be unanimously agreed on by the Members of National Council) before the time appointed for the holding of the meeting.

27.4 Notice of a National Council meeting given under rule 27.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business which the National Council Officers present at the meeting unanimously agree to treat as urgent business.

27.5 A quorum for a meeting of the National Council must be five (5) voting Officers.

27.6 No business is to be transacted by National Council unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a place and time to be specified.

27.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

27.8 At meetings of the National Council:

- (a) the National President or, in the absence of the National President, the National Vice-President must preside; or
- (b) if the National President and the National Vice-President are absent, then one (1) of the remaining Members of the National Council may be chosen by the Members present to preside.

28. VOTING, CASTING VOTES AND VALIDITY OF DECISIONS

28.1 Questions arising at a meeting of National Council or of any committee appointed by National Council will be determined by a majority of the votes by Officers of the National Council or committee present at the meeting.

28.2 Each Member present at a meeting of National Council or of any committee appointed by the National Council (including the person presiding at the meeting) is entitled to one (1) vote. If there are equal votes on any question the person presiding may exercise a second or casting vote.

28.3 Subject to a quorum being present, the National Council may act despite any vacancy on the National Council.

28.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the National Council or by a committee appointed by National Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Officer or committee.

29. NATIONAL EXECUTIVE - MEETINGS AND QUORUM

29.1 The National Executive will meet at such time and place and at such frequency as it may determine.

29.2 Written notice of a meeting of the National Executive, which must also specify the general nature of the business to be transacted at the meeting, must be given by the National Secretary to each person on the National Executive at least five (5) working days (or such other period as may be unanimously agreed on by the members of the National Executive) before the time appointed for the holding of the meeting.

29.3 Any three (3) office holders on the National Executive constitute a quorum for the transaction of the business of a meeting of the National Executive.

29.4 No business is to be transacted by the National Executive unless a quorum is present.

30. DISCLOSURE OF OFFICER INTERESTS

Subject to the provision of section 65 of the Act and any further details as set out in the By-Laws, where an Officer has any direct or indirect pecuniary interest in a contract or proposed contract to which the Institute may be a party, that Officer must:

- (a) as soon as the interest becomes apparent to that Officer, disclose the nature and extent of the interest to the National Council; and
- (b) disclose the nature and extent of the interest at the next general meeting of the Institute.

E. REGIONAL COUNCILS

31. REGIONAL COUNCILS - MEMBERSHIP

31.1 A Regional Council will comprise:

- (a) a convenor who must be a Member, and
- (b) such other Members as the Regional Council from time to time deems desirable.

31.2 A Regional Council has the power to co-opt additional non-voting Members as required.

32. REGIONAL COUNCILS - FUNCTIONS

32.1 Regional Councils will:

- (a) assist the National Council to manage the affairs of the Institute at a regional level,

- (b) identify the interests and needs of Members, and enable delivery of services, benefits and appropriate activities to Members at the regional level; and
 - (c) form linkages with related organisations in that region or with organisations sympathetic to the aims of the Institute.
- 32.2 Regional Councils will have such powers, duties and functions as are delegated to them, subject at all times to the Act and any other pertinent instruments, this Constitution and the By-Laws.
- 32.3 The National Council may at any time terminate and dissolve a Regional Council by a resolution passed by a two-thirds majority of Officers of the National Council voting in person or by proxy.
- 32.4 A Regional Council will meet at such time and place and at such frequency as it may determine and a written record must be made of such meetings.
- 33. REGIONAL COUNCILS - ANNUAL MEETINGS**
- 33.1 A Regional Council must convene every year, no later than at the end of August of that year, an annual general meeting of the Members of that region.
- 33.2 The business of an annual general meeting of a Regional Council must include:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the National Council reports on the activities of the Institute during the last preceding Financial Year; and
 - (c) to elect the convenor and any other elected Members of Regional Councils.
- 34. REGIONAL COUNCILS - AFFILIATION**
- A Member may elect to be affiliated with a Regional Council other than that covering the geographic area in which that Member resides.

F. GENERAL MEETINGS

- 35. ANNUAL GENERAL MEETINGS - CONVENING**
- 35.1 The Institute must, at least once in every calendar year and within the period of five (5) months after the end of each Financial Year of the Institute, convene an annual general meeting of Members.
- 35.2 The annual general meeting must, subject to the Act, be convened on such date and at such place and time as the National Council thinks fit.
- 35.3 An annual general meeting must be specified as such in the notice convening it.
- 36. ANNUAL GENERAL MEETINGS - CONDUCTING**
- 36.1 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the National Council reports on the activities of the Institute during the last preceding Financial Year;
- (c) to announce the results of the election of Officers; and
- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under section 73(1) of the Act.

37. **GENERAL MEETINGS – CONVENING**

37.1 **General Meetings**

The National Council may, whenever it thinks fit, convene a general meeting of the Institute.

37.2 **Special General Meetings**

- (a) The National Council must, on the requisition in writing of not less than five per cent (5%) of the total number of Members, convene a special general meeting of the Institute.
- (b) The request for a special general meeting:
 - (i) must state the objects of the meeting;
 - (ii) must be signed by the Members requesting the meeting;
 - (iii) must be lodged with the National Secretary; and
 - (iv) may consist of several documents in similar form, each signed by one (1) or more of the Members making the request.
- (c) If the National Council fails to convene a special general meeting within one (1) month of the date on which the request is lodged with the National Secretary, any one (1) or more of the Members making the request may convene a special general meeting to be held not later than three (3) months after that date.
- (d) If a special general meeting is convened by Members in accordance with this rule, it must be convened as nearly as practicable in the same manner as a meeting convened by the National Council and all reasonable expenses incurred by Members in convening the special general meeting must be reimbursed by the Institute.

38. **NOTICES OF GENERAL MEETINGS AND SPECIAL RESOLUTIONS**

38.1 Except as regards any business proposed to be transacted at a general meeting and which requires a special resolution of the Institute, the National Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent to each Member, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

38.2 If any business proposed to be transacted at a general meeting requires a special resolution of the Institute, the National Secretary must, at least twenty one (21) days

before the date fixed for the holding of the general meeting, cause notice to be sent to each Member specifying, in addition to the matters required under rule 38.1, the intention to propose the resolution as a special resolution.

38.3 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the National Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

38.4 No business other than that specified in the notice convening a general meeting may be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 36.1.

39. **GENERAL MEETINGS - PROCEDURE AND QUORUM**

39.1 No item of business may be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.

39.2 Ten (10) Members present in person (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

39.3 If within thirty (30) minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of Members must be dissolved and in any other case must stand adjourned to the same day in the following week at the same time and at the same place (unless another place is specified at the time of adjournment by the person chairing or presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned).

39.4 If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, six (6) Members present constitute a quorum.

40. **PRESIDING AT GENERAL MEETINGS**

40.1 The National President, or in the absence of the National President, the National Vice-President, will preside at each general meeting of the Institute.

40.2 If the National President and the National Vice-President are absent from a general meeting, the Members present must elect one (1) of their number to preside at the meeting.

41. **GENERAL MEETINGS ADJOURNMENT**

41.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

41.2 If a general meeting is adjourned for fourteen (14) days or more, the National Secretary must give written or oral notice of the adjourned meeting to each Member of the Institute stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

42. DECISIONS - SHOW OF HANDS OR POLLS

- 42.1 A question arising at a general meeting of the Institute may be determined on a show of hands. A declaration by the person presiding that a resolution has on a show of hands been carried or carried unanimously or lost, or an entry to that effect in the minute book of the Institute, is evidence of the fact. This is not the case if before or on the declaration of a show of hands a poll is demanded.
- 42.2 At a general meeting of the Institute, a poll may be demanded by the person presiding or by not less than three (3) Members present in person or by proxy at the meeting.
- 42.3 If a poll is demanded at a general meeting on any matter, the poll must be taken:
- (a) immediately if the poll relates to the matter of election of the person to preside at the meeting or to the matter of an adjournment; or
 - (b) in any other case - before the close of the meeting that the person presiding directs.

The resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

43. VOTING

- 43.1 On any question arising at a general meeting of the Institute, a Member has one (1) vote only.
- 43.2 All votes must be given personally or by proxy.
- 43.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 43.4 A Member or proxy is not entitled to vote at any general meeting of the Institute unless all money due and payable by the Member or proxy to the Institute has been paid, other than the amount of the annual subscription payable in respect of the then current year.

44. APPOINTMENT OF PROXIES

- 44.1 Each Member has the right to appoint another Member as proxy by notice given to the National Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 44.2 The notice appointing the proxy must be in the form set out in **Appendix 1**.

45. MINUTES

- 45.1 The National Secretary must cause to be kept minutes of the resolutions and proceedings of each general meeting, including annual general meetings, and of each National Executive meeting. A record of the names of those present must be in those minutes.
- 45.2 Such minutes must be agreed and signed as a true record by the chair of the next such meeting.

46. MEETINGS CONDUCTED BY ELECTRONIC COMMUNICATION

46.1 Where a meeting is held via electronic, telephone, audio, audio-visual or other communication means approved by the National Council and made known to the Members, and where attendees at the meeting are able to communicate in real time with one another, the meeting will be a valid meeting.

47. CIRCULATORY RESOLUTIONS

47.1 If a document containing a statement, that the signatories to it are in favour of a resolution in the terms set out or otherwise identified in the document, has been signed by all the Members of the National Council, a resolution in those terms must be taken to have been passed at a meeting of the Officers of the National Council held on the day on which the document was last signed.

47.2 For the purposes of rule 47.1:

- (a) two or more separate documents containing statements in identical terms each of which is signed by one (1) or more persons must together be taken to constitute one (1) document containing a statement in those terms signed by those persons on the respective days on which they signed the separate documents; and
- (b) a document received by the Institute by facsimile or email with attached signature of an Officer must be taken to be a document signed by that Officer at the time of the facsimile or email transmission.

G. FINANCE, CONTRACTS AND INTELLECTUAL PROPERTY**48. INSTITUTE FUNDS**

48.1 The funds of the Institute must be derived from joining fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Institute in general meeting and subject to section 114 of the Act, such other sources as the National Council determines.

48.2 All money received by the Institute must be deposited as soon as practicable and without deduction in one (1) or more bank or investment accounts in the name of the Institute.

48.3 Subject to the provisions of this Constitution and the By-Laws, all payments of funds drawn from any such account of the Institute established by the National Council must be made only with the authority of the National Council.

48.4 All cheques, promissory notes, drafts, and other negotiable instruments must be signed by any two (2) employees of the Institute or any two (2) members of the National Executive.

49. HONORARIUMS

The payment of any honorariums to Officers of the National Executive, the National Council or members associated with Regional Councils must be in accordance with the By-Laws.

50. AWARDS AND PRIZES

The institute may award various classes of certificates and prizes to Members and on occasion non-Members, in recognition of their special contribution of the broad field of horticulture. The current range of awards and prizes and the criteria for their awarding is set out in the By-Laws.

51. DISPOSAL OF INSTITUTE PROPERTY

In the event the Institute is wound up, any surplus assets after the payment of all liabilities and liquidation fees must be disposed of as decided on at a meeting of the National Council held for that purpose. In disposing of such surplus assets, the National Council must give consideration to some institute, society or association having similar objects and purposes as the Institute; such surplus assets must not to be paid or transferred to the Members of the Institute.

52. ABILITY TO CONTRACT

52.1 A person acting with the express or implied authority of the Institute may enter into, vary or discharge a contract in the name of or on behalf of the Institute as if the contract were entered into, varied or discharged by a natural person.

52.2 Entry into, variation or performance of a contract in accordance with rule 52.1 binds the Institute and the other party or parties to the contract.

53. INSTITUTE'S COMMON SEAL, EMBLEM AND LOGO

53.1 The National Secretary must provide for the safe custody of the common seal of the Institute.

53.2 The common seal must be used only by the authority of the National Council and every document to which the common seal is affixed must be signed by two (2) Officers of the National Executive.

53.3 The National Secretary must keep a register containing a list of all documents to which the common seal is affixed.

53.4 The National Council may from time to time adopt an emblem for the exclusive use of the Institute. The National Council or a Regional Council may authorise use of the emblem on any document or in any other way.

53.5 A logo may from time to time be designed and used by the Institute at the direction of the National Council. Such logo must be for the exclusive use of the Institute. Only the National Council or a Regional Council may authorise use of the logo, for the purposes and in the manner as set out in the By-Laws.

H. MISCELLANEOUS**54. CUSTODY OF BOOKS, DOCUMENTS AND SECURITIES**

Subject to the Act, the Regulations and this Constitution, the National Secretary must keep under his or her control all records, books, and other documents relating to the Institute.

55. INSPECTION OF BOOKS AND DOCUMENTS

The records, books and other documents of the Institute will be open to inspection at the registered National Office of the Institute, free of charge, by a Member of the Institute at any reasonable hour.

56. NOTICES TO MEMBERS

56.1 Any notice that is required to be given to Members under these rules on behalf of the Institute, the National Council, or a Regional Council may be given by:

- (a) electronic transmission to the Member's email address shown in the register of Members,
- (b) facsimile transmission to the facsimile number recorded in the register of Members;
- (c) delivering the notice personally, or
- (d) sending it by prepaid post addressed to the Member at the address recorded in the register of Members.

56.2 Unless the contrary is proved, where a document is sent by electronic or facsimile transmission it will be deemed for the purpose of this Constitution to have been served on the person at the time of transmission; and where it is served by properly addressing, prepaying and posting to the person a letter containing the document, the document must be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

57. AFFILIATION

The Institute may affiliate, ally or collaborate with related organisations as provided for in the By-Laws.

58. REVIEW AND AMENDMENT OF CONSTITUTION AND BY-LAWS

58.1 The Constitution should be reviewed from time to time as required, and at least within every five (5) years.

58.2 Subject to the Act, the Institute may, by special resolution, amend the Constitution in whole or in part: the proposed amendments must be circulated to all Members at least 21 days before the general meeting at which the resolution is to be proposed, and the resolution must be passed by at least seventy five per cent (75%) of those Members entitled to vote, and voting in person, by proxy or by other permitted means.

58.3 Not later than one (1) month after the resolution was passed, the Institute must lodge with the registrar-general a notice setting out the amendment, and must include a declaration by at least two (2) Officers of the National Executive that a special resolution adopting the new rules was duly passed.

58.4 The By-Laws should be reviewed from time to time as required, and at least within every three (3) years.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

Australian Institute of Horticulture Inc

I, _____
Insert name

of _____
Insert address

being a Member of the Institute, hereby appoint _____
Insert name of proxy

of _____
Insert address of proxy

as my proxy to vote for me on my behalf at the general meeting (annual general meeting or other general meeting, as the case may be) of the Institute to be held on the

_____ day of _____ and at any adjournment of that meeting.
Date Month & Year

OPTIONAL: My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution:

(Signature of Member appointing proxy)

Date _____

Note: A proxy vote may not be given to a person who is not a Member of the Institute.