CACTUS AND SUsucculent SOCIETY OF THE ACT Inc.
CONSTITUTION

(Revised Constitution – July 2022)
Amendment (1) – Rule 16, 1. (b), 31 October 2025

TABLE OF PROVISIONS

PART I – PRELIMINARY 2
1 Interpretation 2
2 Name 2
3 Aims 2
PART II - MEMBERSHIP 2
4 Membership 2
5 Membership Categories and Entitlements 2
6 Application for membership 3
7 Membership entitlements not transferable 3
8 Cessation of membership 3
9 Resignation of membership 3
10 Fee, subscription etc 3
11 Members' liabilities 3
12 Copies of documents for members 3
13 Dispute resolution procedures 4
14 Disciplinary action 5
PART III - THE COMMITTEE 5
15 Powers of the committee 5
16 Office bearers 5
17 Election of committee members 6
18 Secretary 6
19 Treasurer 6
20 Vacancies 7
21 Removal of committee member 7
22 Committee meetings and quorum 7
23 Voting and decisions 7
24 Use of position and information 7
PART IV - GENERAL MEETINGS 8
25 Annual general meetings - holding of 8
26 Annual general meetings - calling of and business at 8
27 General meetings - calling of 8
28 General meetings - notice of 8
29 General meetings - procedure and quorum for 8
30 General meetings - presiding member 9
31 General meetings - making of decisions 9
32 General meetings - voting 9
PART V – MISCELLANEOUS 9
33 Ordinary meetings 9
34 Funds - source 9
35 Funds - management 9
36 Appointment of auditor 9
37 Alteration of objects and rules 9
38 Authentication and execution of documents 10
39 Custody of books 10
40 Inspection of books 10
41 Service of notices 10
42 Surplus property 10
43 Public Officer 10
44 Newsletter 10
45 Relationship with the Horticultural Society of Canberra Inc. 10

PART I – PRELIMINARY

1 INTERPRETATION

(1) In this constitution, clauses will be called rules and in these rules, unless a contrary intention appears -

"financial year" means the year ending on 30 April;

meetings;

-"ordinary meeting" means those meetings scheduled by the committee and included in the annual "Program of Events" but excluding the annual general meeting.

-"general meeting" means a meeting convened by the committee in accordance with rule 27 of this constitution.

-"annual general meeting" means the meeting held annually in accordance with rules 25 and 26 of this constitution.

"secretary" means the person holding office under these rules as secretary of the society or, where no such person holds that office, the public officer of the society;

"the Act" means the Associations Incorporation Act 1991, as amended from time to time;

"the Regulations" means the Associations Incorporation Regulations, as amended from time to time;.

(2) In these rules -

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of a duty.

(3) The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2 NAME

The name of the society shall be the Cactus and Succulent Society of the ACT Inc. hereinafter referred to as the 'society'.

3 AIMS

The objects of the society shall be to promote interest in and disseminate knowledge of cactus and other succulent plants and of horticulture generally in the Canberra region.

PART II - MEMBERSHIP

4 MEMBERSHIP

Subject to these rules, the members of the society shall be the members of the society immediately prior to incorporation together with such other people and organisations as the committee admits to membership.

5 MEMBERSHIP CATEGORIES AND ENTITLEMENTS

(1) Membership may consist of:

(a) Ordinary Members who shall be individual members of 18 years of age and over;

(b) Household Membership which shall cover not more than two adults living at the same address and any dependent children who shall be called Junior Members. Each adult Household Member shall have one vote;

(c) Student Members who are full-time students of any educational institution;

(d) Corporate Membership may be open to local government and statutory bodies, schools, clubs, organisations, companies and firms; Corporate Members may take part in all activities through a representative, notice of whose appointment must first have been received by the secretary of the society.

(2) Members are entitled to participate in all activities of the society except that Junior Members shall not hold office and shall not vote.

(3) Members are entitled to receive one electronic copy of each newsletter, notice or report, except that Household Members shall receive only one electronic copy of each newsletter, notice or report per household.

(4) Members shall observe all rules authorised by the committee.

6 APPLICATION FOR MEMBERSHIP

(1) Membership shall be open to persons or organisations who subscribe to the aims and objects of the society.

(2) Applications shall be lodged with the treasurer of the society and must be accompanied by the appropriate subscription as determined under Rule 10.

(3) As soon as is practicable after receiving an application for membership, the treasurer shall refer the application to the committee to determine whether or not to approve an application for membership. The committee is not required to supply reasons for any such decisions. The treasurer shall as soon as practicable after that determination notify the applicant of that decision.

(4) The treasurer shall, on acceptance of the membership, enter the applicant's name in the register of members.

7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the society:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

8 CESSATION OF MEMBERSHIP

Membership shall cease if the member:

(a) dies or, in the case of a body corporate, is wound up;

(b) resigns from membership of the society;

(c) is expelled from the society; or

(d) fails to renew membership of the society within three months of the date on which membership subscription is due.

9 RESIGNATION OF MEMBERSHIP

A member who has paid all amounts owing in relation to his or her membership may resign his or her membership of the society by notice in writing to the secretary and the person's resignation takes effect when it is received by the secretary.

10 FEE, SUBSCRIPTION ETC

All members shall pay such entrance fees, membership fees and such other fees as are determined by the committee.

11 MEMBERS' LIABILITIES

The liability of a member to contribute towards:

(a) the payment of debts and liabilities of the society or

(b) the costs, charges and expenses of the winding up of the society

is limited to the amount, if any, of unpaid subscription in respect of membership of the society as required by rule 10.

12 COPIES OF DOCUMENTS FOR MEMBERS

(1) Members Request

On the request of a member of the society, the society must give the member:

(a) a copy of a current statement of the objects of the society; or

(b) a copy of the rules of the society currently in force; or

(c) a copy of the deeds of any trust relevant to the society; or

(d) a summary of the minutes of a meeting of the committee.

(2) Committee May Refuse Access To Documents

The committee may refuse access to the documents referred to in subrule 12.1, if it is satisfied that allowing access to the document/s would be prejudicial to the interests of the society. In determining access to the document/s, the committee may require the member to state the purpose for requiring access to the document/s.

(3) Register Of Members

A member of the society may apply to the committee in writing to inspect the Register of Members.

(a) The committee must:
    a. allow the request; or
    b. refuse the request.

(b) The committee must refuse the request to the extent that it would allow the member to access any personal information restricted under subrule 12.4.

(c) The committee may refuse the request if satisfied that the member sought the inspection to use information contained in the Register for the purpose that was:
    a. not directly related to the management or the purposes of the society; or
    b. prohibited by the rules of the society; or
    c. improper.

(d) If the committee allows the request, the committee must make the Register available for inspection by the member at a date and time suitable to the society's treasurer within a reasonable period of time.

(4) Restriction Of Access To Personal Information

Personal information contained in the society's records and / or in the Register of Members is restricted except for:

(a) the public officer; and
(b) members of the committee.

A member may make a request to the committee of the society in writing to have access to the Register of Members. The committee may:

(a) if satisfied, agree to the request; or
(b) refuse the request.
(c) if the request is refused, the committee must notify the member in writing and give a reason(s) for their decision.

13 DISPUTE RESOLUTION PROCEDURES

(1) This procedure sets out the rules when there is a dispute between:
    (a) A member and another member; or
    (b) A member and the society.

(2) A member may appoint any person to act on behalf of the member in resolving a dispute.

(3) The member must put the contents of the dispute in writing, who the alleged dispute is with and send by mail to the secretary of the society.

(4) The executive of the society will ensure that:
    (a) an unbiased "Decision Maker" be appointed from the Register of Members of the society and where the dispute is with the society, any person.
    (b) each party of the dispute be given equal opportunity to be heard.
    (c) the "Decision Maker" after hearing from each party to the dispute, provide his or her decision in writing to the disputing parties.
    (d) the dispute resolution procedure be completed as soon as reasonably practical to do so.

(5) The dispute resolution decision by the "Decision Maker" may be subject to appeal by any of the parties to the dispute. The disputing parties must lodge their appeal within 10 days of the "Decision Makers" decision. The appeal will be in writing to the "Decision Maker" setting out the grounds of appeal. The "Decision Maker" shall review the submitted grounds for appeal and advise the appealing party / parties of his or her decision as to whether the appeal is upheld or not. If the appeal is not upheld, the "Decision Maker" shall set out his or her reasoning for the appeal not to be considered further and forward to the appealing party / parties.

(6) In the event that the "Decision Maker" determines that there are grounds for appeal, he or she will advise the Executive accordingly and the Executive will enact the following:-

(a) The Executive will appoint an independent adjudicator to review the appeal together with the "Decision Maker".

(b) Once the appeal has been thoroughly investigated and determined, then both the "Decision Maker" and the independent adjudicator will set out in writing their joint determination. This determination, which is final and not subject to further appeal, will be sent to the appealing party / parties.

(7) Where a member has initiated a dispute with the society, the society must not take disciplinary action against:

(a) the member who initiated the dispute; and

(b) any member of the society elected by the disputing member to represent them.

14 DISCIPLINARY ACTION

Where there is a need to discipline a member of the society, the committee shall ensure that:
An unbiased "Decision Maker" be elected from the Register of Members of the society.

(1) The member subject to disciplinary action be advised in writing the grounds for the proposed (i) disciplinary action, and

(ii) be given the opportunity to be heard in relation to the matter.

(2) The "Decision Maker" after hearing from the proposed disciplined member, provide his or her decision in writing to the member.

The disciplinary decision by the "Decision Maker" may be subject to appeal by the proposed disciplined member. The disciplined member must lodge their appeal within 10 days of the "Decision Makers" decision. The appeal will be in writing to the "Decision Maker" setting out the grounds of appeal. The "Decision Maker" shall review the submitted grounds for appeal and advise the appealing party / parties of his or her decision as to whether the appeal is upheld or not. If the appeal is not upheld, the "Decision Maker" shall set out his or her reasoning for the appeal not to be considered further and forward to the appealing party / parties.

(3) In the event that the "Decision Maker" determines that there are grounds for appeal, he or she will advise the Executive accordingly and the Executive will enact the following:-

(a) The Executive will appoint an independent adjudicator to review the appeal together with the "Decision Maker".

(b) Once the appeal has been thoroughly investigated and determined, then both the "Decision Maker" and the independent adjudicator will set out in writing their joint determination. This determination, which is final and not subject to further appeal, will be sent to the appealing party / parties.

(4) The disciplinary procedure be completed as soon as reasonably practical to do so.

(5) The member subject to disciplinary action by the society must not initiate a dispute resolution procedure until the disciplinary action has reached its conclusion.

PART III - THE COMMITTEE

15 POWERS OF THE COMMITTEE

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the society at a general and / or ordinary meeting:

(a) shall control and manage the affairs of the society;

(b) may exercise all such functions as may be exercised by the society other than those functions that are required by these rules to be exercised by the society at a general and / or ordinary meeting; and

(c) has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the society.

16 OFFICE BEARERS

(1) The office bearers shall be:

(a) an executive of president, vice-president, secretary and treasurer or secretary/treasurer, and

(b) up to eight other members of the committee each of whom shall be elected pursuant to rule 17

(c) or appointed in accordance with subrule (3).

(2) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(3) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting following the date of the appointment.

(4) A member of the committee may resign their position by giving written notice to the public officer of the society.

17 ELECTION OF COMMITTEE MEMBERS

(1) Nomination of candidates for election as office-bearers of the society or as ordinary committee members shall be delivered to the secretary of the society prior to or at the Annual General Meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled the persons shall be taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of office-bearers and ordinary committee members shall be completed at the annual general meeting.

(7) When required, voting at the annual general meeting for the executive and the committee shall be by secret ballot and the order of names for the positions, where a ballot is required, shall be determined by lottery.

18 SECRETARY

(1) The secretary of the society shall, as soon as practicable after being appointed as secretary, notify the society of his or her address.

(2) The secretary shall ensure that records are kept of the business of the society including:

(a) the rules;

(b) minutes of all proceedings at annual general meetings, committee meetings and general meetings; and

(c) a file of correspondence.

(3) These records shall be available for inspection by any member of the society subject to rule 12 and shall be held in the custody of the secretary.

(4) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.

(5) The secretary shall notify of meetings under subrule 22(3).

19 TREASURER

The treasurer of the society shall:

(a) collect and receive all moneys due to the society and make payments authorised by the committee; and

(b) Register of Members; and

(c) keep correct accounts and books showing the financial affairs of the society with full details of all receipts and expenditure connected with the activities of the society. These records shall be available for inspection by any member subject to rule 12 and shall be held in the custody of the treasurer.

20 VACANCIES

For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member:

(a) dies;
(b) ceases to be a member of the society;
(c) resigns from office;
(d) is removed from office pursuant to rule 21;
(e) becomes an insolvent under administration within the meaning of the Corporations Law;
(f) suffers from mental or physical incapacity;
(g) is disqualified from office under section 63 of the Act; or
(h) is absent without the consent of the committee members from all meetings of the committee held during a period of 6 months.

21 REMOVAL OF COMMITTEE MEMBER

The society at a general meeting may by resolution, subject to any section of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

22 COMMITTEE MEETINGS AND QUORUM

(1) The committee shall meet at least 2 times in each calendar year at such place and time as the committee may determine.
(2) Additional meetings of the committee may be convened by any member of the committee.
(3) Oral or written notice of a meeting of the committee shall be given by the president and/or secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
(4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
(5) A quorum for the transaction of the business of a meeting of the committee shall be three members of whom two must be drawn from the executive.
(6) No business shall be transacted by the committee 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 until a time and place set by the chairperson.
(7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
(8) At meetings of the committee:
    (a) the president or in the absence of the president, the vice-president shall preside; or
    (b) if the president and the vice-president are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.

23 VOTING AND DECISIONS

Questions arising at any meeting of the committee shall be decided by consensus, or failing that, by the majority of votes of those present. In the case of an equality of votes the person chairing the meeting shall have a second or casting vote.

24 USE OF POSITION AND INFORMATION

Any member of the executive, any member of the committee and the public officer must not improperly use their position to:
(a) Gain an advantage for that office bearer or another person; or
(b) Cause detriment to the society.

PART IV - GENERAL MEETINGS

25 ANNUAL GENERAL MEETINGS - HOLDING OF

(1) The society shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the society, convene an annual general meeting of its members.

(2) Subrule (1) has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

26 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

(1) The annual general meeting of the society shall, subject to the Act and subject to subrule 25(1), be convened on such date and at such place and time as the committee decides.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

(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 committee reports on the activities of the society during the last preceding financial year;

(c) to elect members of the committee, including office-bearers; and

(d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 1) of the Act.

(3) An annual general meeting shall be specified as such in the notice convening it in accordance with subrule 26.1.

(4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

27 GENERAL MEETINGS - CALLING OF

(1) The committee may, whenever it decides, convene a general meeting of the society.

(2) The committee shall, on the requisition in writing of not less than 5 members or 10% of the total membership, whichever is the greater, convene a general meeting of the society.

(3) A requisition of members for a general meeting:

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the members making the requisition;

(c) shall be lodged with the secretary; and

(d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

(4) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of members or the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.

(5) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

28 GENERAL MEETINGS - NOTICE OF

(1) Written notice of all general meetings shall be given to members either electronically or by post or published in the society's newsletter distributed to all members.

(2) At least 14 day’s notice of all general meetings and notices of motion shall be given to members specifying the place, date and time of the meeting.

(3) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall add that item to the agenda.

29 GENERAL MEETINGS - PROCEDURE AND QUORUM FOR

The quorum for a general meeting shall be six members present in person and entitled under these rules to vote. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.

30 GENERAL MEETINGS - PRESIDING MEMBER

(1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the society.

(2) If the president and the vice-president are absent from the general meeting, the members present shall elect 1 of their number to preside at the meeting.

31 GENERAL MEETINGS - MAKING OF DECISIONS

Voting at general meetings shall be by a show of hands unless a secret ballot is demanded.

32 GENERAL MEETINGS - VOTING

(1) Subject to subrule (3) and rule 5, upon any question arising at a general meeting of the society a member has 1 vote only.

(2) All votes shall be given personally and there shall be no voting by proxy.

(3) Questions arising at any general meeting shall be decided by consensus, or failing that, by the majority of votes of those present. 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.

(4) 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, other than the amount of the annual subscription payable in respect of the then current year.

PART V – MISCELLANEOUS

33 ORDINARY MEETINGS

Ordinary meetings of the society shall be held at times and places as determined by the committee. The affairs of the society at these meetings shall be conducted in accordance with rules 29, 30, 31 and 32.

34 FUNDS - SOURCE

(1) The funds of the society shall be mainly derived from annual subscriptions of members, plant sales including commissions from plant sales, donations and, subject to any resolution passed by the society at a general or ordinary meeting and subject to section 114 of the Act, such other sources as the committee determines.

(2) All money received by the society shall be deposited as soon as practicable and without deduction to the society's accounts in such banks or other financial institutions approved by the Trustee Act of the ACT as determined by the committee.

(3) The society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

35 FUNDS - MANAGEMENT

(1) Subject to any resolution passed by the society at a general or ordinary meeting, the funds of the society shall be used in pursuance of the objects of the society in such a manner as the committee determines.

(2) All cheques, electronic banking, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by any two of the president, vice president, secretary or treasurer.

(3) Any allocation of funds or property to other organisations or persons will be made in accordance with the established objectives of the organisation and not be influenced by the expressed preference or interest of a particular donor to the organisation.

36 APPOINTMENT OF AUDITOR

An auditor who is neither a member of the executive of the society nor the public officer shall be appointed annually.

37 ALTERATION OF OBJECTS AND RULES

Neither the objects of the society referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

38 AUTHENTICATION AND EXECUTION OF DOCUMENTS

(1) The society is not required to have a common seal.

(2) A document or proceeding requiring authentication by the society shall be authenticated by the signature of the public officer or the secretary of the society.

(3) The society may execute a document by the signing of the document by two committee members.

39 CUSTODY OF BOOKS

Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her control all records, and other documents relating to the society.

40 INSPECTION OF BOOKS

The records, books and other documents of the society shall be open to inspection at a place in the Territory, free of charge, to any member of the society at any reasonable hour subject to rule 12.

41 SERVICE OF NOTICES

(1) For the purposes of these rules, a notice may be served by or on behalf of the society upon any member at the member's address shown in the Register of Members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter, containing the documents, or where appropriate with the newsletter, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

42 SURPLUS PROPERTY

(1) At the first general meeting of the society after adoption of this constitution, the society shall pass a special resolution nominating:

(a) another association for the purpose of paragraph 92(1)(a) of the Act; or

(b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the society.

(2) An association nominated under paragraph (1)(a) must fulfill the requirements specified in subsection 92(2) of the Act.

43 PUBLIC OFFICER

A Public officer shall be appointed, shall hold office and shall perform duties according to sections 57, 58 and 59 of the Act.

44 NEWSLETTER

The committee shall produce a newsletter regularly, at least each quarter, for the information of members and in furtherance of the aims and objects of the society.

45 RELATIONSHIP WITH THE HORTICULTURAL SOCIETY OF CANBERRA INC.

The society will co-operate as closely as possible with the Horticultural Society of Canberra Inc. in the staging of such C&SSACT displays and sales at their venue as mutually agreed.