

Adelaide Hills Garden Affair Incorporated

Constitution



1. Name

The Name of the association is the "Adelaide Hills Garden Affair Incorporated" referred to as "AHGA"

2. Definitions

'The Act' or 'Act' means Associations Incorporation Act 1985 of South Australia.

'Committee' means the committee of management

'General Meeting' means a general meeting of members of the AGHA convened in accordance with these rules.

'Annual General Meeting' or 'AGM' means a meeting held annually to elect the Committee and office bearers of the AHGA.

'Member' means a member of AHGA who shall be entitled to vote at meetings of AGHA.

'Special Resolution' means a special resolution defined in the Act.

'Month' shall mean a calendar month.

'Fortnight' means every 2 weeks.

3. Purpose and Objectives of AHGA

AHGA is a group of like-minded people who share a common interest in all aspects of gardening and promote positive and sustainable aspects of gardening through the community

- 1) To promote gardening throughout the community for people of all ages
- 2) To encourage the community in positive and sustainable gardening
- 3) To provide opportunities to share an appreciation of gardens, the beauty of plants
- 4) To promote garden related clubs, societies and businesses in the Adelaide Hills
- 5) To organise and promote gardening, including displays and exhibitions.

4. Powers of The Association

AHGA shall have all the powers conferred by section 25 of the Act to further the objects of AHGA.

5. Not for Profit

The assets and income of AHGA shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

The Committee may distribute all or part of any surplus to other Not for Profit organisations with similar purposes or which generally work for the benefit of the Adelaide Hills Community.



6. Dissolution

AHGA may be dissolved as provided in the Act.

In the event of AHGA being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to other organisations with similar purposes, which have rules prohibiting the distribution of its assets and income to its members.

7. Membership

Any person who supports the objectives of AHGA and agrees to be bound by the rules/constitution is eligible to become a member.

- 1) Any person who applies for membership of AHGA shall be proposed and seconded by a committee member
- 2) The application must be made in writing and signed by the applicant

7.1) Subscription fees

AHGA is an incorporated not-for-profit association so no subscription fees apply

7.2) Resignations

A member may resign from the membership of AHGA by giving written notice to the President which will be noted in the minutes

7.3) Register of members

A register of members must be kept by a nominated member of the committee and shall consist of the contact details of each member including:

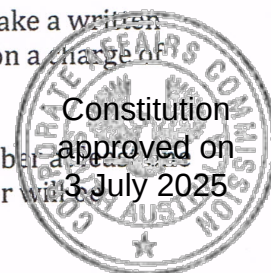
- The name and address of each member
- The email address of each member
- The phone number of each member
- If applicable, the date and reason(s) for termination of membership

Members are expected to advise a nominated member, for example, the secretary of any changes to their details.

7.4) Expulsion of a member

Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the AHGA.

- 1) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 2) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 7.4 3) below, cease to be a member 14 days after the committee has communicated its determination to the member.
- 3) It shall be open to a member to appeal the expulsion to the AHGA at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the AHGA within 14 days after the determination of the committee has been communicated to the member.
- 4) In the event of an appeal under 7.4 3) above, the appellant's membership of the AHGA shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the AHGA in the general meeting after the appellant has been heard by the members of the AHGA, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.



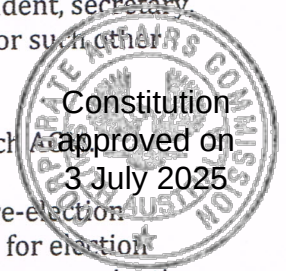
8. The Committee

8.1 Powers and duties

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

8.2 Appointment

- 1) The committee shall be comprised of a president, vice-president, secretary, treasurer and at least two and up to five committee members or such other members as the members determine at an AGM.
- 2) All committee positions shall be subject to re-election at each AGM.
- 3) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Club has nominated that person, however, nominations may also be taken from the floor of the AGM.
- 4) Notice of all persons seeking election to the committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.
- 5) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Club and shall be eligible for election to the committee without nomination.



8.3 Proceedings of committee

- 1) The committee shall meet for the dispatch of business on a fortnightly or monthly basis from each July until June unless otherwise determined by the committee
- 2) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.
- 3) A quorum for a meeting of the committee shall be 50% of the members of the committee.
- 4) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the AHGA must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract.
- 5) In the event that the president or vice-president is not available to attend, the committee members present shall select a member to chair the meeting.

9 General meetings

9.1 Annual general meetings

- 1) The committee shall call an annual general meeting to be held by 30 June each year in accordance with the Act and these rules. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. Notice of the meeting shall be distributed to all members at least fourteen days before the date of the meeting.
- 2) The order of the business at the meeting shall be:

- i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
- ii. The consideration of the accounts and reports of the committee;
- iii. Declaration of vacancy of all committee positions;
- iv. Appointment of a chairperson to conduct the elections being a member is not nominated for any position;
- v. The election of office bearers and other committee members; and
- vi. Any other business requiring consideration by the Club in a general meeting.



- 3) A quorum shall comprise ten members present or by proxy or 50% of the total membership whichever is the lesser.
 - i. A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any AGM of AHGA
- 4) Voting shall be by a show of hands, unless a secret ballot is specifically requested by a member, in which case the members present shall appoint a returning officer.

10 Special and Ordinary Resolutions

- 1) Special resolutions to operate as provided in the Act
- 2) Ordinary resolution is a resolution passed by a simple majority at a general meeting

11. Minutes

- 1) Proper minutes of all proceedings of general meetings of the AHGA and of meetings of the committee shall be kept in accordance with the requirements of the Act.
- 2) The minutes kept pursuant to this rule must be confirmed by the members of the AHGA or the members of the committee (as relevant) at a subsequent meeting.

12. Financial reporting

12.1 Financial year

The first financial year of AHGA shall be the period ending on last day of June following incorporation and thereafter the financial year of the AHGA shall commence on the first day of July for a period of 12 months and ending on the last day of June of each year.

12.2 Accounts to be kept

AHGA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the AHGA in accordance with the Act.

12.3 Accounts and reports to be laid before members

The accounts, together with the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

13. Banking

The funds of the Club shall be held in an account with a recognised bank. Withdrawals of funds shall be by electronic means or by cheque in a manner that requires authorisation by any two of the following: Treasurer, President, Vice-President, Secretary or a nominated committee member.



14. Liability of Members

The liability of the AHGA and its members shall be limited to that provided by the AHGA's insurance cover and funds held by the AHGA. Specifically, in accordance with the Act:

- 1) Membership of the AHGA does not confer on a member, except as may be provided by the rules of the AHGA, any right, title or interest in any real or personal property of the AHGA.
- 2) Except as may be provided by the rules of the AHGA, a member of AHGA is not liable to contribute towards the payment of the debts and liabilities of the AHGA or the costs, charges and expenses of a winding up of the AHGA.

15. Constitution

This constitution may be altered (including an alteration to the AHGA's name) by Special Resolution of the members of the AHGA. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered constitution shall bind AHGA and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

Subject to any provision in the constitution or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the AHGA, which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.

Elizabeth Dobson, President

NAME & ROLE

SIGNATURE

26/6/2025

DATE