

# ASSOCIATION OF AUSTRALIAN BONSAI CLUBS LTD

## Manual of Policies and Procedures



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# The Association of Australian Bonsai Clubs Ltd

## Policies and Procedures

### INTERPRETATION

1. In this Manual -  
"the Act" means the Corporations Act 2001 (Commonwealth);  
"the Association" means the Association of Australian Bonsai Clubs Ltd;  
"General Meeting" means a meeting of Committee Members;  
"Committee" means the representatives of Member Clubs/Societies;  
"the Seal" means the common seal of the Association;  
"Secretary" means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary;  
"Member" means an incorporated Bonsai Club/Society, or a member of an unincorporated Bonsai Club/Society and registered as a Member Club/Society of the Association;
2. The Association is established for the purposes set out in the Constitution of the Association.

### MEMBERSHIP

3. The number of Member Clubs/Societies with which the Association proposes to be registered is 41 but the Directors may from time to time register an increase of Member Clubs/Societies.
4. The subscribers to the Constitution and such other Bonsai Clubs/Societies as the Directors shall admit to membership in accordance with these articles shall be members of the Association.
5. Every applicant for membership of the Association shall be proposed by one and seconded by another Member Club/Society of the Association. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder and shall be in the following form or as the Directors from time to time prescribes.



10. All annual subscriptions shall become due and payable in advance on the 1st day of July in every year.
11. Member Clubs/Society shall be represented by two persons nominated by such Club/Society from their own membership in the form set out in Clause 28. Provided nevertheless that the Member Club/Society from which the President is elected shall have the right to nominate another person to replace the person so elected as President.

## **CESSATION OF MEMBERSHIP**

12. If the subscription of a Member Club/Society remains unpaid for a period of two calendar months after it becomes due then the Member Club/Society may after notice of the default has been sent to it by the Secretary be debarred by resolution of the Directors from all privileges of membership and its name may be removed by the Directors from the Register of Members. The Directors may reinstate the Member Club/Society and restore its name to the Register on payment of all arrears if the Directors thinks fit to do so.
13. A Member Club/Society may at any time by giving notice in writing to the Secretary resign its membership of the Association but shall continue liable for any annual subscription and all arrears due and unpaid at the date of such resignation and for all other moneys due by it to the Association.
14. If any Member Club/Society refuses or neglects to comply with the provisions of the policies and procedures of the Association or is guilty of any conduct which, in the opinion of the Committee, is unbecoming of a Member Club/Society or prejudicial to the interest of the Association, the Committee shall have power by resolution to censure, fine, suspend or expel the Member Club/Society from the Association and in the latter case to erase its name from the Register of Members. No Member Club/Society shall be fined an amount exceeding \$100.00.
15. Before the Committee considers any such resolution the Member Club/Society shall have seven days notice of the meeting, and provided with details of the allegations against the Club/Society and the intended resolution. The Member Club/Society can provide an explanation or a defence either orally or in writing, or may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Association in a General Meeting. In that event a further General Meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Member Club/Society concerned shall be punished accordingly and in the case of a resolution for expulsion the Member Club/Society shall be expelled and its name removed from the Register of Members.
16. If any representative of a Member Club/Society refuses or neglects to comply with the provisions of the policies and procedures of the Association or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a representative of a Member Club/Society or prejudicial to the interest of the Association the Committee shall have power by resolution to refer such conduct to the Committee of the Member Club/Society. The resolution may require that such representative shall cease such conduct and require an assurance from the Member Club/Society that such representative shall so cease such conduct. In default of such

assurance the Member Club/Society may be required to nominate some other person to take the place of such representative and pending such assurance the representatives shall be ineligible to attend meetings of the Association and if such Member Club/Society fails to give such assurance or not be prepared to nominate a replacement representative it shall be subject to the foregoing provisions of Clauses 14 and 15.

## **GENERAL MEETINGS**

17. The first General Meeting shall be held at such time, not being less than one month nor more than six months after the incorporation of the Association and at such place as the Directors may determine.
18. An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act. All meetings, other than the Annual General Meetings, shall be called General Meetings. Annual General Meetings shall be open to any financial member of a Member Club/Society provided nevertheless only the Committee of the Association shall have voting rights at such Annual General Meetings. Notice of such Annual General Meetings furnished to a Member Club/Society pursuant to Clause 62 shall be deemed sufficient notice of such Annual General Meeting.
19. Any five members of the Committee entitled to vote at a General Meeting may request the Directors hold and arrange a General Meeting in accordance with Clause 13.2 of the Constitution.
20. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting. In the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.

## **PROCEEDINGS AT GENERAL MEETINGS**

21. No business shall be transacted at any General Meeting unless a quorum of five Member Clubs/Societies are present at the time when the meeting proceeds to business. For the purpose of the Clause "Member Club/Society" means the representatives or one of such representatives appointed by the Member Club/Society.
22. The President shall preside as Chairman at every General Meeting of the Association, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the representatives of the Member Clubs/Societies present shall elect one of their number to be Chairman of the meeting.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a casting vote.
24. A Member Club/Society shall vote through its representatives acting jointly and on a show of hands every Member Club/Society present shall have one vote and on a poll

- every Member Club/Society present shall have one vote through its duly authorised representatives.
25. No Member Club/Society shall be entitled to vote at any General Meeting if its annual subscription is more than one month in arrears at the date of the meeting.
  26. The instrument appointing the representatives of the Member Clubs/Societies shall be in writing under the hand of the President and Secretary of the Member Club/Society. The instrument appointing such representatives shall be deemed to confer authority to demand or join in demanding a poll. A Member Club/Society shall be entitled to instruct its representatives to vote in favour of or against any proposed resolutions. Unless otherwise instructed the representatives may vote as they think fit.
  27. The instrument is also to be used by unincorporated Clubs/Societies to appoint their Designated Officer to be their representative on the Committee.
  28. The instrument appointing the representatives of Member Clubs/Societies shall be in the following form or other form as the Directors from time to time prescribes.



- 31. The instrument revoking the appointment of representatives of member clubs/societies shall be in the following form.

Association of Australian Bonsai Clubs Ltd  
Notice of Revocation and/or Re-appointment

..... hereby revokes the  
(Name of Club/Society)

appointment made on the ..... day of ..... 20

of ..... and .....

as its representatives on the Committee of the Association and hereby appoints

..... and .....

as its replacement representatives pursuant to a resolution passed at a duly constituted meeting of its Committee

held on ..... 20

Signed this ..... day of ....., 20

By .....  
(President) (Secretary)

Details of appointed representatives for records and mailing purposes.

Name .....

Address .....

Telephone (H) .....

(M) .....

E-mail .....

## DIRECTORS

- 32. The Committee will appoint five Directors who will constitute the office-bearers of the Association.

## THE OFFICE-BEARERS AND COMMITTEE

33. The office-bearers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer and a Convention Advisor all of whom shall be members of the Member Clubs/Societies.
34. The following named persons who have subscribed to the Constitution shall constitute the first office-bearers shall be as set out below:
- |                |                 |
|----------------|-----------------|
| President      | - Lee Wilson    |
| Vice-President | - Kym James     |
| Secretary      | - Colin Hassall |
| Treasurer      | - Ian Glew      |
- They shall all retire at the first General Meeting, but shall be eligible for re-election.
35. Thereafter the Committee shall consist of the office-bearers and all other representatives of Member Clubs/Societies of the Association.
36. At the first Annual General Meeting of the Association all directors shall retire but shall be eligible for re-election. At the General Meeting, held in association with the Annual Convention of the Association each year thereafter, only two directors shall retire, but shall be eligible for re-election. The directors to retire are those who have been longest in office since their election.
37. The election of office-bearers shall take place in the following manner:
- Each representative of Member Club/Society of the Association shall be at liberty to nominate any other representative of a Member Club/Society to serve as an office-bearer of the Committee.
  - The nomination, which shall be in writing and signed by the representative of the Member Club/Society and his proposer and seconded shall be lodged with the Secretary at least fourteen days before the General Meeting at which the election is to take place.
  - A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be given to the appointed representatives of each Member Club/Society.
  - Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each representative of the Member Clubs/Societies present at the General Meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.
  - The nomination shall be in the following form.

Association of Australian Bonsai Clubs Ltd

Nomination

..... being a representative of

..... a Member Club/Society

of the Association of Australian Bonsai Clubs Ltd hereby nominates

..... for the office of .....

Seconded by .....

I hereby accept such nomination.

.....

Nominee

.....

Proposer

.....

Seconder

.....

38. The Association may from time to time by ordinary resolution, passed at a General Meeting increase or reduce the number of office-bearers.
39. The Association may by ordinary resolution remove any office bearer of the Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following General Meeting.
40. The position of an office-bearer of the Committee shall become vacant if such office-bearer:
  - (a) Ceases to qualify as a representative of a Member Club/Society of the Association by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with his credits generally;
  - (c) becomes prohibited from being a director of a company by reason of any order made under the Act;

- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice to the Member Club/Society which in turn shall notify in writing the Association;
- (f) for more than six months is absent without permission of the Association from meetings of the Committee held during that period;
- (g) holds any office of profit under the Association; or
- (h) ceases to be a member of the Member Club/Society of the Association.

## **POWERS AND DUTIES OF THE DIRECTORS**

- 41. The Powers and Duties of the Directors are detailed in Clause 16 of the Constitution.
- 42. The Directors shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of Member Clubs/Societies and their respective representatives present at all meetings of the Association and of the Committee and
- (c) of all proceedings at all meetings of the Association and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

## **DIRECTORS EXPENSES**

- 43. The Committee must approve any claim for reimbursement for travelling and other expenses incurred by the Directors in attending meetings of the Directors, or any committee of the Directors or a General Meeting of the Association.
- 44. Any decision to reimburse Directors for travelling and other expenses to attend meetings shall be decided by a majority of votes and a determination by a majority of the members of the Committee.

## **PROCEEDINGS OF THE COMMITTEE**

- 45. The Committee may meet together for the consideration of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 46. Any decisions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the Members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall not be entitled to a casting vote.

47. A Member Club/Society shall not vote in respect of any contract or proposed contract with the Association in which it or either of its representatives is interested or any matter arising there out and if it does so vote its vote shall not be counted.
48. The quorum necessary for the transaction of the business of the Committee shall be five Member Clubs/Societies or such other number as may be fixed by the Committee.

For the purpose of this article "Member Club/Society" means the representatives or one of such representatives appointed by the Member Club/Society.

49. The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the Member Clubs/Societies may choose one of their number to be Chairman of the Meeting.

## **POSTAL VOTES**

50. The Committee may also make decisions by postal vote rather than at a General Meeting.
51. Any decisions arising from a postal vote by the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee.

## **DELEGATION OF POWERS AND FUNCTIONS**

52. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the Directors of the Company by the Act or the general law) to one or more sub-committees consisting of not less than one Member Club/Society of the Association. Any sub-committee so formed shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of a Member Club/Society provided that any member or members of a Member Club/Society so co-opted shall have no vote than within the sub-committee.
53. The Committee may appoint one or more advisory boards consisting of such Member Club/Society or Clubs/Societies of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Member Clubs/Societies and all members of such advisory Boards shall have one vote within such board.
54. For the purpose of voting by sub-committees and advisory boards each representative of a Member Club/Society shall have a separate vote.

- 55. A sub-committee and/or advisory board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 56. All acts done by any meeting of the Committee or of a subcommittee or by any person or Club/Society acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person or Club/Society acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person or Club/Society had been duly appointed and was qualified to be a member of the Committee.
- 57. A resolution in writing signed by all the Member Clubs/Societies of the Association in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by the representatives of one or more Member Clubs/Societies of the Association.

### **APPOINTMENT OF PROXY**

- 58. Any representative of a Member Club/Society who is unable to attend an Annual General Meeting or General Meeting may appoint a person as proxy. The instrument appointing the proxy shall be in the following form or other form as the Committee from time to time prescribes.

Association of Australian Bonsai Clubs Ltd  
Appointment of Proxy

We *(Name of Club/Society)* .....  
Being financial members of the AABC Ltd hereby appoint  
.....  
(Name of Person/s) as our proxy/proxies to vote on our behalf at the Annual General Meeting/General Meeting of the AABC Ltd held on .....

Signed this day of .....  
Club Representatives (Delegates) .....

Note: The appointed representative (ie your Club/Society’s AABC Delegate) on the AABC Committee who appoint a proxy to vote on his or her behalf must sign the form. Otherwise the appointment will be invalid.

The form must be received by the Secretary of the AABC Ltd prior to the commencement of the meeting.

## SECRETARY

59. The Secretary shall be an Office Bearer of the Association in accordance with Clause 33 of this Manual. Once the Committee has elected the Secretary to the position the Directors will appoint the Secretary in accordance with Clause 24 of the Constitution.

## ACCOUNTS

60. The Directors must ensure that proper accounting and other records are kept. A balance sheet and profit and loss account must be prepared and accompanied by a copy of the Auditors report shall be provided to Member Clubs/Societies at each Annual General Meeting. The balance sheet and profit and loss account shall be made up to date not more than six months before the date of the meeting.

## AUDIT

61. A properly qualified Auditor or Auditors shall be appointed and his/her or their duties regulated in accordance with the Act and sub - clause 25.2 of the Constitution of the Association.
- Any such auditor may be a member of a Member Club/Society.

## NOTICES

62. Any notice required by the Constitution or under these policies and procedures to be given to any Member Club/Society or appointed representative shall be given either personally, by sending it by post to the address supplied by it to the Association for the giving of notices, or by e-mail to the address provided to the Association.
63. (1) Notice of every General Meeting shall be given in any manner hereinbefore authorised to the representatives of every Member Club/Society except those Member Clubs/Societies who have not supplied to the Association an address for the giving of notices to them.
- (2) No other person shall be entitled to receive notices of General Meetings.

## COMPETITIONS

64. The Committee may approve the holding of competitions and the provision of prizes, awards and distinctions in connection with the competitions.
65. The Directors may issue guidelines and nomination forms for such competitions.

## **INDEMNITY**

66. Every Director, auditor and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.