

THE NATIONAL ROSE SOCIETY OF AUSTRALIA INCORPORATED



CONSTITUTION

Adopted October, 2015

THE NATIONAL ROSE SOCIETY OF AUSTRALIA INCORPORATED

CONSTITUTION

1. NAME OF ASSOCIATION

- 1.1 The name of the Incorporated Association is
"THE NATIONAL ROSE SOCIETY OF AUSTRALIA INCORPORATED"

2. DEFINITIONS

- 2.1. "Society" means The National Rose Society of Australia Inc.
2.2. "Council" means the Management Council of the Society
2.3. "Meeting" means Meeting of Executive and Delegates of the Member Societies of the Association, convened in accordance with these rules.

3. OBJECTS OF THE ASSOCIATION

- 3.1 The objects of the Society are to encourage, improve and extend the cultivation of the Rose in Australia by means of exhibitions, publications, and co-ordination of all State and Territory Rose Societies, and by other means as the Society shall from time to time decree.

4. POWERS OF THE ASSOCIATION

- 4.1 The "Act" means the Association Incorporation Act 1985. The Association shall have all the powers conferred by Section 25 of the "Act".

5. MEMBERSHIP

- 5.1 Membership shall be open to any State and Territory Rose Society in Australia.
All individual members of the State and Territory Rose Societies that are members of The National Rose Society of Australia Inc. automatically become non-voting Associate Members of the National Rose Society of Australia Inc without prejudice to the rights and privileges due to them by their State or Territory Rose Societies.

5.2 SUBSCRIPTION

The subscription for Membership shall be fixed by the Council at the Annual General Meeting.

6. THE COUNCIL

6.1 POWERS & DUTIES

The powers of the Society shall be

- 6.1.1 Representation of Australian Rose Societies on a national and international basis
6.1.2 The Compilation and distribution of information relative to the advancement of the rose in Australia
6.1.3 The publication of the Australian Rose Annual

- 6.1.4 The sanction and conduct of national rose shows and other similar national rose functions
- 6.1.5 The holding of annual meetings and such other meetings as the Society may from time to time decree.
- 6.1.6 The Public Officer shall be the President of The Rose Society of South Australia as appointed from time to time.
- 6.1.7 To elect a Secretary annually, to the National Rose Trial Garden of Australia Inc.
- 6.1.8 To elect two (2) representatives to the Board of Management of the National Rose Trial Garden of Australia Inc., for a two (2) year term.
- 6.1.9 To award to any person or persons the **Gold Medal** of the National Rose Society of Australia Inc. to be known as the Australian Rose Award (short title A.R.A.). This award shall be made by the Society from time to time to any person or persons who the Society shall deem to have given outstanding service in a way whatsoever to the Rose. In particular, any service, which promotes knowledge, appreciation and enjoyment of the rose by the public, shall be regarded as highly meritorious. The service for which this award is made shall have been performed since the inauguration of the Society in November 1972, or if commenced before this inauguration shall have been continued or completed subsequent to this date
- 6.1.9.1 This award shall be made purely on merit from time to time. It shall not necessarily be made on a yearly basis.
More than one award, or none, may be made in one year.
- 6.1.9.2 **An Awards Committee** consisting of the President and the Secretary of the Society, ex officio, and four ordinary members shall administer this award.
- a. The four ordinary members shall be appointed by the Society at the Annual General Meeting and shall hold office for three years.
One of the four ordinary members shall be called a reserve member who is to be invited by the Secretary to vote in the event of any member of the Awards Committee being unable to vote for any reason. They shall be eligible for re-election at the completion of their term of office.
- 6.1.9.3 In June of each and every year the Secretary of the Society shall, in writing, seek nominations for the **Australian Rose Award** (A.R.A.) from each member Society.
- a. Nominees do not necessarily have to be members of a Rose Society.
b. Nominations shall be in the hands of the Secretary by 31st August of that year.
- 6.1.9.4 Nominations shall then be forwarded by the Secretary to the Awards Committee which shall consider them and make recommendations to the Society which shall make a final decision at the next Annual General Meeting of Delegates
- 6.1.9.5 The Awards Committee of the Australian Rose Award – Procedure
- a. Nominations and citations will be forwarded to each member of the Awards Committee for consideration.
b. Each Committee member may vote in favour of each nominee or may abstain from voting.
c. Nominees must secure at least three of the votes of the five members to secure a recommendation for the Award.

- d. The Secretary will supply each Committee member with a voting sheet on which each member will be asked to write the name or names of the candidates supported and return the voting sheet to the Secretary.
 - e. Photocopies of all voting sheets will then be supplied to each Committee member for final consideration.
 - f. Results are then forwarded to the President for presentation of the recommendations to the Annual General Meeting for approval.
- 6.1.9.6** The recipient to receive the National Rose Society of Australia Inc's Gold Medal suitably engraved.
- 6.1.10** To award to any person or persons the **Silver Medal** of the National Rose Society of Australia Inc. to be known as **The NRSA Service Award**.
- 6.1.10.1** The recipient shall have given outstanding and meritorious service to the Society for a period of not less than ten years.
- 6.1.10.2** The recipient must be a financial member of an Australian Rose Society
- 6.1.10.3** Nominations to be forwarded in writing to the National Secretary
- 6.1.10.4** The decision to be made by a majority vote of delegates present at the Annual General Meeting following receipt of the nomination
- 6.1.10.5** The recipient to receive the National Rose Society of Australia Inc's Silver Medal, suitably engraved.

6.1.11 APPOINTMENT OF A JUDGES PANEL

6.1.11.1 COMPOSITION:

- a. Chairperson appointed for two (2) years by the NRSA at its AGM meeting, rotated bi-annually between States.
- b. order of rotation to be decided at NRSA AGM.
- c. Chairperson must be a NRSA Accredited Judge without voting rights.
- d. NRSA Accredited Judge nominated by each Member State.
 - 1. Each State Council appoints an additional 3 State/NRSA Accredited Judges together with any other members they deem necessary to assist the nominated NRSA State Judge to form a State Judging Panel.
- e. The President and NRSA Secretary to be ex-officio members, without voting rights.
- f. All appointments to be for a two (2) year period, but with the right of renewal.

6.1.11.2 PROCEDURE:

- a. NRSA Judges Panel shall meet yearly, immediately prior to each NRSA AGM.
- b. The NRSA Judges Panel Chairperson and NRSA Secretary to ensure each State's representative receives the necessary information pertaining to the Annual Judges Panel Meeting at least one month prior to that meeting.
- c. Each Member State to be represented at each meeting with each State allowed one (1) vote.
- d. A quorum shall consist of the attendance of the majority of States being represented
- e. In the event of non-attendance by a State, the non-attending State shall forward in writing to the Secretary, prior to the meeting instructions as to its voting upon such matters as it may wish to vote.
- f. The normal rules of public debate and the rules for conduct of public meetings to apply.

6.1.11.3 RESPONSIBILITIES & DUTIES:

- a. All matters pertaining to Judging Roses
- b. Exchange and development of systems between Member States for Judges' education and update.
- c. Encourage and assist the conformity/adoption of uniform standards in each Member State.
- d. Discuss and recommend changes to the NRSA Judges Handbook.
- e. Managing the process for the Accreditation of National Judges, including new accreditations, renewals and rejections.

6.2 OFFICE BEARERS

- 6.2.1** The Management, conduct and administration of the Society shall be vested in a council and shall comprise two delegates from each member State and Territory and from whom shall be elected the President and a Vice-President.
The council shall appoint an Honorary Treasurer and an Honorary Secretary, and an Honorary Editor of the Australian Rose Annual.

6.3 ELECTION OF OFFICE BEARERS

- 6.3.1** The office bearers of the Society shall be elected annually at the Annual General Meeting of the Society by ballot.
The office of President shall rotate annually among the member Societies.
All other office bearers may be re-elected from any member Society, save and except where a member Society does not wish to nominate a President.

6.4 PATRONS

- 6.4.1** The Society in furtherance of the Association's objectives may appoint any number of persons as Patrons of the Association.

7. MEETINGS

- 7.1** The following meetings of the Society shall be held as hereunder provided:-
- 7.1.1** The Annual General Meeting of the Society shall be held annually at such time and place as the sitting President of the Society shall decree and may be attended by two (2) delegates from each member Society.
 - 7.1.2** Such other meetings as the Society shall from time to time decree.
 - 7.1.3** The Meetings of the Society shall be held at such place as the Council shall from time to time decree.
 - 7.1.4** A quorum shall consist of the attendance of delegates from a majority of member Societies

8. CONDUCT OF MEETINGS

- 8.1** Except where specified to the contrary in this Constitution the rules of public debate and the rules for the conduct of public meetings shall occur during the conduct of meetings of the Society.

9. MINUTES

- 9.1** Proper Minutes of all proceedings of Meetings of the Association shall be entered after the relevant Meeting in Minute Book kept for the purpose.
- 9.2** The Minutes kept pursuant to this rule shall be signed by the Chairperson of the Meeting at which the proceedings took place or by the Chairperson of the next succeeding Meeting.
- 9.3** Where Minutes are entered and signed they shall until the contrary is proved, be evidence that the Meeting was convened and duly held, that all proceedings held at the Meeting shall be deemed to have been duly held and that all appointments and decisions made at the Meeting shall be deemed to be valid.

10. VOTING

- 10.1** Each member of the Society shall be entitled to one vote irrespective of whether one (1), two (2) or no delegates are in attendance at a meeting.
- 10.2** In the event of non-attendance by a member, the non-attending member shall forward in writing to the Secretary, prior to the meeting instructions as to its voting upon such matters as it may wish to cast a vote.

11. FINANCE

- 11.1** The financial year of the Association shall be the period ending 30th June in each year.
- 11.2** The Treasurer of the Council shall keep and retain such accounting records as necessary to correctly record and explain the financial transactions and financial position of the Association as required by the Act.
- 11.3** The funds of the Society shall be kept in a bank account or similar financial institution, and withdrawn on the signatories of any two of the Public Officer, Secretary and Treasurer.
- 11.4** The Council shall appoint an independent auditor to audit the financial statement at the close of each financial year.
- 11.5** The Association may borrow money from banks or other financial institutions upon such terms and conditions as the Council sees fit.
- 11.6** Subject to Section 53 of the Act, the Association may invite and accept gifts of money or deposits from any person, association, body or corporation as may be considered acceptable to a majority of States and Territories Societies.

12. AMENDMENTS TO THE CONSTITUTION

- 12.1** The Constitution of the Association may be amended, altered, added to, or varied or rescinded, in whole or in part, by a resolution passed unanimously by a quorum at the Annual General Meeting.
- 12.2** Any proposal for change must be in writing forwarded to the Secretary, outlining the necessity for change.
- 12.2.1** Following receipt, the Secretary is to forward the item to each member Society, as it will be included as an Agenda item at the next Annual General Meeting.

13. ASSETS OF ASSOCIATION

- 13.1** Notwithstanding anything contained in the foregoing clause, the Association is prohibited from making and distributing whether in money, property or otherwise howsoever of any assets of the Association to its Members. Provided however, that this clause shall not prevent payment in good faith of remuneration to any Officer, Member or Servant of the Association for goods or for services rendered or for reimbursement of expense.

14. WINDING UP

- 14.1** The Association may be wound up in the manner provided for in the Act.

15. DISSOLUTION

- 15.1** Upon dissolution, the assets of the Association shall after payment of all liabilities, be transferred to such member States and Territories, associations, bodies or corporations having similar or partly similar objects to those of the Association as shall be decided at a special meeting of the Council at its absolute discretion.

