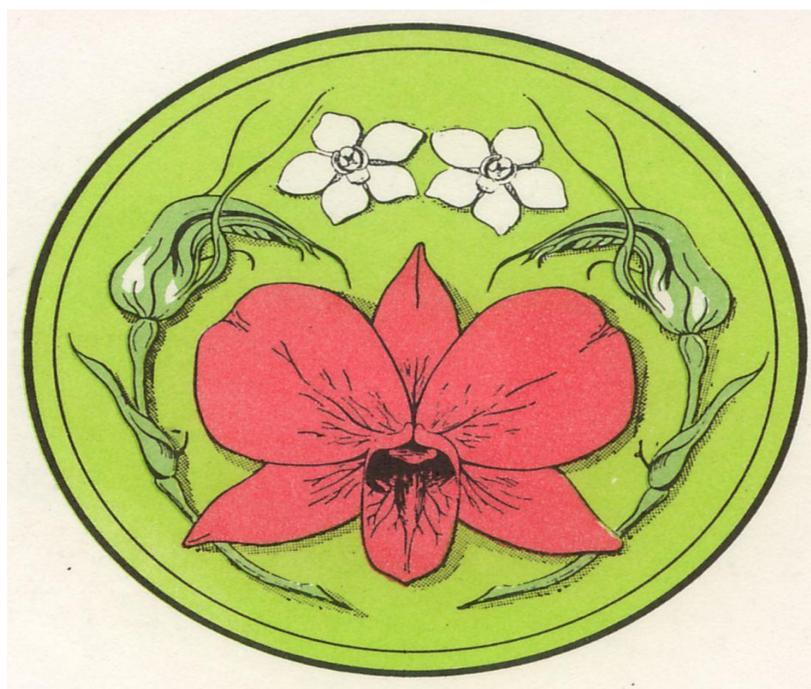


**CONSTITUTION OF THE AUSTRALIAN ORCHID COUNCIL INC.**

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**BY-LAWS OF THE AUSTRALIAN ORCHID COUNCIL INC.**



## **CONSTITUTION OF THE AUSTRALIAN ORCHID COUNCIL INC. (Operational date: 3 October 2019)**

### **1. NAME**

The Association shall be called "The Australian Orchid Council Incorporated."

### **2. OFFICE**

The Office of the Council shall be situated where the President for the time shall direct.

### **3. DEFINITIONS:**

In this document the following words shall have these meanings:

- 3.1 "Area Representative Organisation" or the abbreviation "ARO" shall mean the body created in any specific and natural geographical area of Australia to represent the interests of the Foundation, Group, Personal and Scientific Associate Members of the Council in that area and to elect the delegate from that area as a member of the Board, and to instruct that delegate on meetings of the Council and the Board.
- 3.2 "AOC" shall mean "The Australian Orchid Council Incorporated".
- 3.3 "Australia" shall mean "The Commonwealth of Australia and its Territories".
- 3.4 "Board" shall mean the "Board of Management of the Australian Orchid Council Incorporated".
- 3.5 "Council" shall mean "The Australian Orchid Council Incorporated".
- 3.6 "Member" shall mean a financial member of the Council being a Foundation, Group or Personal Member as defined within the Constitution.
- 3.7 "Executive" shall mean the Executive Committee as defined within the Constitution.

### **4. OBJECTS**

4.1 The objects of the Council shall be: -

- 4.1.1 To advance and promote the culture of orchids for the promotion and development of the horticultural resources of Australia.
- 4.1.2 To formulate, carry out and encourage schemes for the betterment of orchid culture.
- 4.1.3 To receive and disseminate information relating to orchid culture.
- 4.1.4 To advise, receive and disseminate information relating to the judging of orchids and the standards to be adopted for such judging.
- 4.1.5 To provide and maintain a uniform standard of judging and judges throughout Australia.
- 4.1.6 To encourage the cordial exchange of information and ideas among the members of the Council and the wider orchid community in general.
- 4.1.7 To act as the medium for communicating with national orchid organisations outside Australia on behalf of the members of the Council in matters common to such bodies.
- 4.1.8 To disseminate information, in any way that the Council shall think desirable for the promotion and furtherance of its objects.
- 4.1.9 To promote at such times in such places and by such means as it shall decide Orchid Conferences in Australia.
- 4.1.10 To acknowledge outstanding personal service to the Council or to the culture of orchids and for this purpose grant an Honorary Fellowship. For the like scientific service grant an Award of Honour provided always that the membership of those holding such Fellowship and Award shall not exceed 40 living in number at any time.
- 4.1.11 Generally, to do all things possible to promote the interests of orchid growers, Australian orchid clubs and societies and the Council.

4.2 The Council is prohibited from making any distribution whether in assets, income, money, profit, and property or otherwise howsoever to its members and no profits, assets or income shall be distributed to a member whilst the Council continues to operate

### **5. POWERS OF COUNCIL**

5.1 The association shall have all the powers conferred by section 25 of the Incorporations Act.

**6. MEMBERSHIP**

- 6.1 Membership of the Council shall consist of Foundation, Group, Personal and Scientific Associate members and every member shall be bound by the Constitution and By-laws of the Council.
- 6.2 A copy of the Constitution and By- Laws shall be available upon request to every member.
- 6.3 Foundation Members, being those clubs & Societies comprising the membership of the Council prior to the adoption of the Constitution that came into operation on 1 January, 1998 and as listed in the first column of the schedule to this clause and who shall be the sole Foundation Member for the State or Territory mentioned in the second column of that schedule opposite its name.

**FIRST COLUMN****SECOND COLUMN**

The Queensland Orchid Society Inc.	Queensland
The Orchid Society of N.S.W. Ltd.	New South Wales
The Victorian Orchid Club Inc.	Victoria
The Tasmanian Orchid Society Inc.	Tasmania
The Orchid Club of S.A. Inc.	South Australia
The Orchid Society of W.A. Inc.	Western Australia
The Orchid Society of the N T Inc.	Northern Territory

- 6.4 Group Members who shall be orchid clubs, societies, groups and associations located within Australia.
- 6.5 Personal Members who shall be individual members of the Council.
- 6.6 The Board may admit as a Scientific Associate of the Council an organisation or body (in either case incorporated or unincorporated) having as one of its objects scientific research, improved growing techniques, conservation or other assistance to orchid growers.

**7. MEMBERSHIP FEES**

- 7.1 The Board annually shall determine the membership fee payable in respect of each category of membership, when such membership fee is due and payable and the circumstances under which such membership will lapse due to non-payment of such membership fee.

**8. MEMBERSHIP RIGHTS AND PRIVILEGES**

- 8.1 The Board shall determine the rights and privileges of all categories of membership. Notwithstanding that all Foundation and Group Members shall have equal privileges, responsibilities and voting rights, should a Foundation or Group Member choose not to join its Area Representative Organisation some restriction on voting at such Area Representative Organisation or access to judging may apply.

**9. OFFICE BEARERS**

- 9.1 There shall be a President whose term of Office shall be limited to five (5) years at any one time, Immediate Past President, two (2) Vice Presidents, a Registrar-General of Judging, an Honorary Secretary, an Honorary Treasurer, Program Director, Publications Director, Program Librarian, Webmaster, and Conservation Director. Other Office Bearers shall be appointed by the Board as deemed required from time to time.
- 9.2 The Executive Committee Office Bearers, other than the Honorary Secretary of the Council and the Registrar-General of Judging, shall be elected each year at the Annual General Meeting of the Council.
- 9.3 The President shall appoint the Honorary Secretary.
- 9.4 The Board shall appoint a Registrar-General of Judging based on nominations received from AOC Regional Judging Panels. Nominees shall be orchid judges qualified for inclusion on the Active List in the Register of Judges.
- 9.5 The Board shall appoint a Publications Director, Program Director, Program Librarian, Conservation Director and Webmaster, and such other Office Bearers that are deemed required from time to time, to chair and administer the various Standing Committees in accordance with directions from the Board.
- 9.6 The Board shall be able to appoint a Patron from time to time and to extend to the Patron such privileges as the Board from time to time determines.

- 9.7 The President and Vice Presidents shall ex-officio be the Trustees of the Council and all property and records of the Council of every description shall be vested in such Trustees. Custodians of the property and records shall be as determined from time to time by the Board.
- 9.8 The Board shall determine the duties of the Office Bearers.

## **10. BOARD OF MANAGEMENT**

- 10.1 The Council shall determine the powers (which must at all times be in accord with the general objects of the Council) able to be exercised by the Board, which shall be responsible for the operation and administration of the Council. The Council shall determine meeting, reporting and procedural requirements to be followed by the Board. The Board shall comprise:
- 10.1.1 The Executive Committee and a Delegate from each Area Representative Organisation who shall represent the members of the Council located within that area, and who shall be elected by and from the Foundation, Group, Personal and Scientific Associate members of the Council located within that area.
- 10.1.2 The number of Area Representative Organisations shall be able to be changed on a recommendation from the Board at the Annual General Meeting of the Council, but there shall never be less than one (1) delegate per Area Representative Organisation.
- 10.2 Only delegates from each Area Representative Organisation shall be voting members of the Board. Subject to the exceptions covered in Clause 11.2 of this Constitution, the members of the Executive Committee shall be eligible to be voting members of the Board as Area Representative Organisations delegates. The membership of the Executive Committee shall be as defined in Clause 11.1 herein.
- 10.3 The Board shall be the sole authority for interpreting the Constitution and By-Laws of the Council, and the decision of the Board upon any question of interpretation, or upon any matter affecting the Council which is not provided for by the Constitution, or by the By-Laws, shall be final and binding except insofar as any general meeting of the Council may alter or vary any such decision of the Board.

## **11. EXECUTIVE COMMITTEE**

- 11.1 The Board may devolve responsibility for the day-to-day operations of the Council to an Executive Committee of which the members shall be the President, Vice Presidents, Secretary, Treasurer, Publications Director and Registrar General of Judging.
- 11.2 With the exception of President, Secretary, Treasurer and Registrar General of Judging, all other members of the Executive Committee shall be eligible for election as an Area Representative Organisation delegate to the Board.

## **12. AREA REPRESENTATIVE ORGANISATIONS**

- 12.1 Area Representative Organisations shall be constituted, at the discretion of the Council Foundation and Group Members, on a recommendation from a Meeting of the Board to the Annual General Meeting of the Council, to cover specific geographical areas of Australia. The Council shall maintain guidelines for the operation of such Area Representative Organisations.

## **13. FINANCE**

- 13.1 The financial year of the Council will commence on 1 July and conclude on the following 30 June.

## **14. MEETINGS**

- 14.1 At any meeting, each Area Representative Organisation shall have one vote only and shall be represented by one delegate, but all Foundation, Group and Personal members and Scientific Associates shall be able to attend but not vote except through their delegate from the Area Representative Organisation. This shall not preclude the President from admitting observers.
- 14.2 The Annual General Meeting of the Council shall be held face-to-face at a time and place appointed by the President and shall be held no later than the 30 November immediately following the end of the Council's financial year.

The business at the Annual General Meeting of the Council shall be restricted to election of the elected officers of the Executive Committee and the Board of Referees and Auditor; the receipt and debate of reports, formation of an Area Representative Organisation on a recommendation from a Meeting of the Board, and discussion on items to be referred to the Board. The Board shall give reasons should it elect not to act on any recommendation from the Annual General Meeting.

- 14.3 Board meetings of the Council shall be held at least once in each year at a time and place appointed by the President. The Board meeting prior to the Annual General Meeting shall be face-to-face. Other meetings shall be either face-to-face or by means of electronic communication at the discretion of the President.

At all meetings each delegate or proxy delegate shall have one vote only and all propositions shall be decided on a majority of votes and if the votes shall be equal, the Chairpersons of the Board or of Standing Committees (except for the Judging and Awards Standing Committee) shall have a casting vote.

Notice of any proposed meeting of the Council or Board shall be sent by the Council Secretary to each Foundation Member and each Group Member and Area Representative Organisation not less than sixty (60) days prior to the date of such meeting, and such notice shall, where practicable, include all reports to be considered at the meeting, provided always that if the President considers urgent circumstances require it, he shall be able to call a Council meeting with less than sixty (60) days notice.

- 14.4 In addition to an Annual General Meeting and the Board meeting in conjunction therewith, the President shall be able to call such meetings as he considers necessary and in addition the President shall convene a Board meeting when and if a requisition in that regard, signed by four (4) delegates from different Area Representative Organisations is submitted to him. Such meetings shall be called Special Board meetings and the principles outlined in Clause 14.7 of the Constitution and any By-Laws relating thereto shall generally apply.
- 14.5 The Annual General Meeting of the Council shall elect a Board of Referees consisting of three eminent Australian Orchid People. The Board shall determine rotation procedures to apply and the responsibilities of the Board of Referees.
- 14.6 A member of any Council Committee shall declare any personal interest on a matter before the Board/Committee and shall not vote in respect thereof.
- 14.7 At all meetings of the Board and Committees of the Council (except as otherwise provided), the mode of voting shall be by show of hands. If required by not less than three members an actual division or ballot shall be conducted. A declaration by the Chairperson that a resolution has been carried or defeated shall be sufficient evidence of that fact, without formal proof of the number or proportion of votes recorded in favour of or against any resolution. Voting shall be by simple majority decision and votes may either be given personally or by proxy.
- 14.8 General operational meeting procedures shall be determined and maintained by the Council.

## **15. ALTERATION OF CONSTITUTION**

- 15.1 This Constitution shall be able to be repealed, altered, added to or varied at any meeting of the Board, provided that notice in writing shall have been given for that purpose by a Foundation or Group Member or the delegate of the Area Representative Organisation setting out fully the proposed variation and such notice shall carry the endorsement of the relative Area Representative Organisation. Any such notice shall have been sent to reach the Secretary not less than seventy-five (75) days prior to the proposed date of the meeting and that such variation shall have been fully circulated in the notice calling the meeting. Provided further that two thirds of those present and voting shall favour such repeal, alteration, addition or variation to the Constitution, such change shall not become operative until one calendar month after the passing of such alteration, amendment, addition or variation.
- 15.2 In adopting this Constitution, the Council accepts and endorses the Council's policies and decisions, including the election of officers, the granting of Council awards and operational procedures as outlined in the Council's By-Laws.

## **16 - DISTRIBUTION OF ASSETS UPON WINDING UP OR DISSOLUTION**

- 16.1 In the event of the Australian Orchid Council is to be dissolved, Seventy five (75%) of the board at a Special Meeting called for the purpose of dissolving Australia Orchid Council ,must be in favour of dissolution
- 16.2 Conference Reserve Fund

If the Council be dissolved or cease to sponsor Australian Orchid Conferences any amount remaining in the Conference Reserve Fund shall be regarded as a liability to the members of the Council which have contributed to it and shall be repaid to them pro-rata in terms of their contribution.

### 16.3

Pursuant to clause 4.2, if on the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed amongst the members of the Council.

Such remaining property shall be given or transferred to some other incorporated institution or society having similar objects to the objects of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of this clause.

Such incorporated institution or society shall be determined by the members of the Council in a general meeting at or before the time of dissolution and in default thereof by a Judge of a Supreme Court, and if and so far as effect cannot be given to the aforesaid provision, then to some kindred charitable or benevolent institution as such Judge shall determine.

**BY-LAWS OF THE AUSTRALIAN ORCHID COUNCIL INC.****(OPERATIONAL DATE: 1 JANUARY 2007)****INDEX**

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## **1. AREA REPRESENTATIVE ORGANISATIONS**

- 1.1 Area Representative Organisations shall be convened in specific geographical areas of Australia with membership to comprise each Council Foundation, Group, Personal and Scientific Associate member in that geographical area. A listing of the various Area Representative Organisations shall be maintained by the Council Secretary – such shall include the geographical boundaries involved and the Foundation members and Group members which are domiciled within such geographical area.
- 1.2 The Area Representative Organisation shall be conducted in such manner that all Council Foundation and Group members in that area have equal opportunity either in person or by proxy for input into the operation of the Council at a national level provided that the club pays its dues to both the Council and to its respective Area Representative Organisation. Where a Council Foundation or Group member chooses NOT to join an Area Representative Organisation, but pays its dues to the Council, the club retains its membership of both the Council and its respective Area Representative Organisation, and can submit items for the agenda of the Council and the Area Representative Organisation, can elect a delegate to attend meetings of the Area Representative Organisation, and through its delegate can take part in debate of motions at the Area Representative Organisation meetings in respect of Council business, but until it pays its dues to the Area Representative Organisation, it cannot vote on items before the Area Representative Organisation meeting. Furthermore, until the club pays its dues to the Area Representative Organisation, members of that club cannot access the AOC Regional Judging Panel unless they are either (a) Personal members of the Council or (b) are members of another Council Foundation or Group member that has paid its dues to the Area Representative Organisation or (c) arrangements are made by the club with the Area Representative Organisation and/or the Regional Judging Panel in respect of payment of judging fees etc.
- 1.3 The members of the Area Representative Organisation shall determine the operation of the Area Representative Organisation such that all Foundation and Group members shall have an equal voice in deciding Council affairs.
- 1.4 The following guidelines are recommended for the operation of Area Representative Organisations across Australia:
  - 1.4.1 All Foundation, Group and Scientific Associate member clubs shall have only ONE vote each in decisions of the Area Representative Organisation.
  - 1.4.2 Meetings of the Area Representative Organisation shall be held at least six monthly and prior to the Board meeting, to enable instructions to be given to the delegate member from that Area Representative Organisation on that Board.
  - 1.4.3 The Foundation and Group Members in the area shall hold other meetings of the Area Representative Organisation as required or requested.
  - 1.4.4 Funding for the operation of the Area Representative Organisation shall be determined by each individual Area Representative Organisation but should be established in such a manner so as not to disadvantage any club because of its size or location from fully participating in the decision-making processes of the Organisation.
  - 1.4.5 Meetings of an Area Representative Organisation may be held by electronic means, however, at least one meeting each year should be a properly structured gathering of delegates.
  - 1.4.6 A decision of the Area Representative Organisation shall be made by a simple majority of the votes cast by those Clubs participating in the meeting in person or by proxy or by postal ballot.
  - 1.4.7 In the event of an equality of votes, the Chairman shall have a casting vote.
- 1.5 A Conservation Officer shall be appointed by each Area Representative Organisation to administer and oversee orchid conservation issues for that area.
- 1.6 Group Members located geographically close to the boundary of an Area Representative Organisation may decide to participate in an adjacent Area Representative Organisation. In this instance, such clubs must participate in only one Area Representative Organisation and formally notify the Council of such decision.
- 1.7 Personal Members of the Council shall express their vote in Council affairs only through their Area Representative Organisation. This shall be achieved in such manner to maintain the position, status and the interests of the Foundation and Group Members in the area.
- 1.8 Personal members may submit items for discussion by the Area Representative Organisation.

- 1.9 Personal Members may, with prior leave of the Chair of the Area Representative Organisation meeting, attend the meeting of the Area Representative Organisation and speak to their submitted item, or to other Council agenda items, considered at the meeting of the Organisation.
- 1.10 Personal Members shall nominate to the Council the Foundation or Group Member through which their rights and privileges will be expressed. Personal Members shall nominate only ONE Foundation or Group Member Club for this purpose, but such nomination may be reviewed annually, in December each year, on the initiative of the personal member.
- 1.11 The Council Secretary shall provide to each Area Representative Organisation Secretary a listing of the personal members of Council in that area who have nominated a Foundation or Group Member to administer their rights and privileges in Council affairs.
- 1.12 Any Foundation, Group or Scientific Associate member clubs entitled to vote at a meeting of the Area Representative Organisation may appoint another member as proxy.

## 2. **AWARDS**

### Eligibility

- 2.1 Other than at AOC endorsed Australian national or regional orchid conference exhibitions, AOC Awards may only be granted to Personal Members of the Council or members of a Club which is a Foundation or Group Member of the Council and that has paid its dues to its respective Area Representative Organisation or has made arrangements with the Area Representative Organisation and/or the Regional Judging Panel in respect of payment of judging fees etc.

### Date of National Award

- 2.2 The date of the National Award Certificate shall be that date when the flower was initially judged. In the event of two plants of the same clone being submitted for a national award, the Registrar General of Judging should use the date that the flower was judged as the priority date when processing Awards.

### Payment for National Awards

- 2.3 The relevant AOC Regional Judging Panel shall collect the payment for the national award at the time of submitting the application to the Registrar General of Judging. That AOC Regional Judging Panel shall hold the money until such time as the award application has been resolved and the Honorary Treasurer of the Council will issue an invoice for payment detailing the amount to be paid. Such payments for National Awards may be held and processed by the Area Representative Organisation or any Council Foundation or Group Member Club on behalf of the AOC Regional Judging Panel.

### The Australian Orchid Council Awards System

- 2.4 The granting of all AOC Awards to orchids shall be governed by the rules of the Council, as contained in the *Guidelines for Judging Handbook*, as amended from time to time. New Judging Guidelines shall operate for two full years before any amendment is considered.
- 2.5 AOC Regional Judging Panel are the sole authorities to judge for AOC Awards in their respective Regions and make submissions for those Awards to the Council's Registrar-General of Judging who approves them on behalf of the Council.
- 2.6 The Panel of AOC Judges at Australian Orchid Conferences shall be deemed to have the operational status of AOC Regional Judging Panel for the duration of the Conference.
- 2.7 To be eligible for AOC Award the plant must be judged by a panel of not less than five (5) fully accredited AOC Judges in favour of the award, under the control of the AOC Regional Registrar, AOC Deputy Regional Registrar or in their absence their nominee.
- 2.8 Within 90 days of granting the award, The AOC Regional Registrar shall forward the AOC Award Application Form, together with the requisite sets of digital images, to the Registrar General of Judging.
- 2.9 The Registrar General of Judging shall within 30 days of receipt of the application, approve an AOC award unless:-
  - 2.9.1 The original judging process contravenes AOC Judging Guidelines;
  - 2.9.2 The digital images presented are of insufficient detail or very poor quality so as to preclude appropriate examination of the application.

- 2.10 The Registrar General of Judging shall within 30 days of approving an AOC Award forward to each AOC Regional Judging Panel a copy of the award application form and accompanying digital images.
- 2.11 AOC award applications shall not be processed by the Registrar General of Judging unless the award application is fully and legibly completed including the copyright declaration by the owner and photographer, the parentage, all required dimensions and colours of the flower and in the case of Awards of Distinction the reason for the granting of the award.
- 2.12 Owners of plants to be submitted for AOC awards shall be given the option of submitting either a full complement of original colour digital images of the required views of the awarded orchid, or representative duplicate copies of good, clear, well defined, in focus and correctly exposed colour digital images of all the required views of the orchid.
- 2.13 A plant must be owned and grown by the applicant for a minimum of six months prior to it being presented for judging for an award with the exception of the awards of culture when the plant must be owned and grown by the applicant for a minimum of two years.
- 2.14 Awards of Special Recognition
  - 2.14.1 An Australian Orchid Council Award of Special Recognition may be granted to a breeder for a significant breeding achievement producing a crossing (hybrid grex or line bred species) of outstanding consistent quality. To qualify for such an award the breeder should present a minimum of twelve (12) plants of the one hybrid or line bred species, flowering at the time of judging. They need not all qualify for quality awards but should be of uniformly high quality. Any quality awards that have been granted prior should be documented.
  - 2.14.2 The applicant shall present a written submission to the Regional Registrar of Judging prior to the award being considered. This should contain all relevant information for the AOC Regional Judging Panel to assess the merits of the application for the award. The Judging and Awards Standing Committee shall determine the information to be provided in such submission.
  - 2.14.3 This award can only be granted once for that particular grex or line of breeding. The application for the award must be submitted by an AOC Regional Judging Panel through the Registrar-General of Judging for consideration by the Board of Referees – for final recommendation to, and decision by, the Board.
  - 2.14.4 No points allocation is required for this award.
- 2.15 Pursuant to Clause 6 of the Constitution all Foundation and Group Members of the Council shall adhere to the judging principles and guidelines established by the Council through the Board and the Judging and Awards Standing Committee. Club judging shall not contravene, compete with or undermine the status of the AOC Judging System.
- 2.16 Copyright of the official AOC Award Digital Images belongs to the Council and the owners of the plants are not entitled to copies of these digital images, or to use them in any way, without the permission of the Council.
- 2.17 The declaration for transfer of copyright, to be signed by both the photographer and owner, shall take the following form:

I, \_\_\_\_\_(print photographer's name), agree and acknowledge that:

- 2.17.1 I am free to take as many digital images of the awarded plant  
 ..... (print name of plant) as I and the owner agree;
- 2.17.2 Copyright in all digital images taken by me of the awarded plant and provided by me or the owner to the Australian Orchid Council vests absolutely in the Australia Orchid Council which may use the digital images as it sees fit; and
- 2.17.3 Subject to the rights of the owner of the plant, if any, copyright of all digital images taken by me of the awarded plant, except those referred to in (b) above, remains vested in me and not in the Australian Orchid Council.

Signed (photographer)  
 Signed (owner)

**3. BOARD OF MANAGEMENT**

Composition:

- 3.1 The Board shall: -

- 3.1.1 Comprise one delegate from each of the Area Representative Organisations together with the members of the Executive Committee subject to the restrictions of Clause 11.2 of the Constitution.
- 3.1.2 Meet at least every twelve (12) months (annual meeting) before 30<sup>th</sup> November but may meet more often at the discretion of the President.
- 3.1.3 Meetings, other than the meeting immediately prior to the Annual General Meeting which shall be face-to-face, may be either face-to-face or by electronic communications including, but not limited to, telephone conference or internet conference as determined by the President.
- 3.1.4 Report regularly to the Council on its affairs and operation;
- 3.1.5 Conduct its regular business by correspondence;
- 3.1.6 Maintain full and complete records of its operations, meetings, and any decisions taken in order that full reports can be presented to members of the Council as and when required.

Powers:

- 3.2 The Board shall have power: -
  - 3.2.1 To appoint office bearers, other than those elected at the Annual General Meeting, or any person as required from time to time to operate the various activities of the Council and to assist in carrying out the Council's objects – and to determine the title and the scope of the duties of any such person. The appointment of an Office Bearer or other person pursuant to this clause shall be made at any meeting of the Board provided that notice in writing shall have been given for that purpose in the agenda calling the meeting. Foundation, Group and Personal Members shall be able to nominate, to the Board, people for consideration for appointment to act as other officers of the Council.
  - 3.2.2 To appoint any Standing or other Committee for a specific purpose consistent with its objects and to delegate any of its powers to such Committee. Foundation, Group and Personal Members shall be able to nominate, to the Board, people for consideration for appointment to any such Committee.
  - 3.2.3 To make, vary or rescind any By-law or Regulation which it shall from time to time consider necessary for the management and well-being of the Council and for any purposes connected with the Council or any of its objects provided always that no By-law or Regulation shall be inconsistent with nor shall affect or repeal anything contained in the Constitution of the Council.
  - 3.2.4 To pay to the Honorary Secretary or any other person such remuneration or honorarium for services rendered and such expenses as it may discharge and otherwise to disburse its funds in any manner consistent with its objects. Any such payments shall not be deemed a breach of Clause 4.2 of the Constitution of the Council.
  - 3.2.5 To admit to affiliation with the Council any similar organisation or body throughout the world on such terms as shall be agreed upon.
  - 3.2.6 To grant an Honorary Fellowship or Award of Honour of the Council to a person or persons. Such Fellowship and Award shall be strictly restricted so that membership of those holding the Fellowship and Award shall not exceed 40 living in number at any time and that a total of no more than two (2) awards be granted in any one year. In any decision in this matter, the Board shall have regard to the fact that these are the highest honours it can grant and any such grant will be in respect of outstanding service to the Council or high scientific achievement in the field of orchid culture in its broadest senses. The candidate for such award shall preferably be domiciled within Australia and nominations shall come from a member of the Council. Nominations for the granting of such Honorary Fellowship or Award of Honour shall be submitted to the Council Secretary no later than 30th June each year. Submissions received shall be treated in confidence and then be referred by the Council Secretary direct to the members of the Board of Referees for their deliberation and determination of recommendations in respect thereof to be submitted to the Board meeting to be held prior to the Annual General meeting of the Council – the agenda for such meeting to make provision for receipt of a report from the Board of Referees. Such recommendations are to be presented in person by a member of the Board of Referees or, if need be, by a written report to be opened by the Chairman at the meeting. Any affirmative decision/s to grant an Honorary Fellowship or Award of Honour to be reported to the Annual General Meeting to follow the Board meeting.
  - 3.2.7 To administer and operate the AOC Judging System through a Judging and Awards Standing Committee under the chairmanship of the Registrar-General of Judging. AOC Regional Judging Panels are to be independent of all Clubs in the State and will prima facie cover all

member clubs of the Council within their respective area provided that the club has paid its dues to its respective Area Representative Organisation or has made arrangements with the Area Representative Organisation and/or Regional Judging Panel in respect of payment of judging fees etc. Wherever possible such AOC Regional Judging Panel activities shall be coordinated in instances where natural regional judging areas overlap State/Territory boundaries.

- 3.2.8 To grant an AOC Award to a plant that has been judged worthy by an AOC Judging Panel after the application for the AOC Award has been duly dealt with in accordance with the procedures for registration and granting of an AOC Award as set out in the AOC Guidelines for Judging Handbook. In addition, the Council shall be able to grant Awards of Special Recognition under terms and conditions as outlined separately within these By-Laws.

#### **4. CONFERENCES - NATIONAL**

##### General

- 4.1 A Council-endorsed Australian Orchid Conference shall be hosted by a Foundation or Group member in conjunction with their Area Representative Organisation, generally every three years as decided by the Board, and shall be held at a suitable location in the area.
- 4.2 Each application to hold an Australian Orchid Conference shall be treated on its merits whether or not the proposed year clashes with a World Orchid Conference.
- 4.3 It shall be an undertaking of the host Society of each Australian Orchid Conference to use its best endeavours to pay into the Conference Reserve Fund a sum not less than \$1,500 from the Conference profits.
- 4.4 The proposed conference show schedule shall be prepared in accordance with the minimum Council requirements as outlined under 'Minimum Conference Show Schedule' later in this subsection. The minimum show schedule for Australian Orchid Conferences shall apply for all Australian Orchid Conferences and not be varied without approval of the Council.
- 4.5 The Council will endeavour to support future World Orchid Conferences in every practical way possible short of financial contributions.
- 4.6 Australian Orchid Conferences shall be held every three years commencing from 1991, then 1994, 1997, 2000, 2003 and so on.
- 4.7 Allocation of Australian Orchid Conferences shall be based on the following minimum criteria that must be met by clubs or groups of clubs applying to host an Australian Orchid Conference and Show:
- 4.7.1 The club or group of clubs must be financial Foundation or Group Members of the Council.
- 4.7.2 The club or group of clubs must submit a formal bid to host the conference.
- 4.8 The bid must contain the following:
- 4.8.1 Demonstration of a clear understanding of the needs of an Australian Orchid Conference;
- 4.8.2 Written support from the relevant Area Representative Organisation, to demonstrate the support of their local clubs;
- 4.8.3 Tentative dates in September, October and November, and outline of venues available together with a broad program outline;
- 4.8.4 A projected financial analysis for the conference and show;
- 4.8.5 Membership of the interim planning committee that developed the bid;
- 4.8.6 Details of the extent to which other Council Foundation and Group member clubs in the area will be involved in the Organisation of the conference;
- 4.8.7 Details of the benefits of hosting the conference that will accrue to the host club and other clubs in the area;
- 4.8.8 A clear and concise statement as to why the club wants to host the conference.
- 4.9 If successful in its bid, the club or group of clubs must agree to:
- 4.9.1 Retain financial membership of the Council until at least 3 full years after the conclusion of their conference and be willing to provide support and advice to the next conference convenor, if requested;

- 4.9.2 Use its best endeavours to pay an amount of a minimum of \$1,500 from the profits of the conference into the Council's Conference Reserve Fund to support the organisation of future Australian Orchid Conferences.
- 4.9.3 Provide regular articles for publication in Orchids Australia.
- 4.9.4 Advertise the conference and show in Orchids Australia.
- 4.10 For this purpose the Council shall be deemed always to have had power to establish a Conference Reserve Fund, and to pay into such Fund amounts received for this purpose from any Foundation or Group member of the Council holding such Conferences on behalf of the Council or amounts specially paid to the Council for that Fund. Following a conference at which a net loss is incurred the Council shall, at its absolute discretion, pay to a Foundation or Group member of the Council an amount no greater than the net loss incurred in the promotion of such Conference however a claim in respect thereof shall be submitted to the Council's Finance Committee for consideration and recommendation. Any such payments shall not be deemed a breach of Clause 4.2 of the Constitution. The Conference Reserve Fund, together with all moneys earned by the Fund, shall not be used for any other purpose than specified in this clause except by resolution of Council and then only if the amount held in the Conference Reserve Fund is greater than a minimum amount as decided by the Board from time to time and only for providing prizes for a Council-endorsed Australian Orchid Conference Show or assisting to cover costs of a Council exhibit at a World Orchid Conference.
- 4.11 The Board shall, on application, be empowered to provide an amount, determined by the Board, as an interest free advance to the host member to cover preliminary expenses of an Australian Orchid Conference – such to be repayable at the end of the Australian Orchid Conference.

#### Judging – Conference Show & Award

- 4.12 The judging panel for each Australian Orchid Conference Show shall be under the control of the AOC Regional Judging Registrar for the geographical area in which the Conference Show is located.
- 4.13 All AOC Accredited Judges shall be fully paid registrants ("registrants" shall be understood to be Full & Partner registrants) to be rostered to judge at a Conference Show. Associate Judges and Student Judges who are fully paid registrants are also to be involved. Conference organisers should not promote applications by Judges from outside the AOC system but if they so request, registrants who are accredited Judges of other recognised judging systems can be invited to judge, at the discretion of the Regional Registrar of Judges, providing that all panels must be led by an AOC Judge and must comprise of a majority of AOC Judges.
- 4.14 Judging must be by appreciation, to AOC Guidelines, and if a non- AOC Judge is only qualified in a specific area, then such Judge shall only judge in the relevant class/es.
- 4.15 Participation in Award Judging at an Australian Orchid Conference Show is for AOC Awards only and the AOC Judging Guidelines shall be strictly adhered to.
- 4.16 Any Conference registrant and any member of a Council Foundation or Group Member Club presenting a display may exhibit and be eligible for all classes in the Schedule, up to and including Championships. They may also apply for AOC Awards to be granted to their plant (s) at the Conference Show. Efforts should be made to enable a member of a Council Foundation or Group Club or a Personal Member, whose club is not presenting a display, to exhibit and apply for AOC Awards on an equal standing to other exhibitors. By-Law requirements under AWARDS – PAYMENT FOR NATIONAL AWARDS herein apply in respect of AOC Awards granted at Conference Shows. Applicants for AOC Awards shall also cover any judging fees required by the Area Representative Organisation and/or the Regional Judging Panel.
- 4.17 If the number of Judges required for judging the Conference Show has to be limited, then Australian non- AOC Judges shall be the first to be omitted, followed by overseas Judges.
- 4.18 Judging for Awards for which the owner has applied before the deadline for finalisation of Conference Show set-up will be judged after the show judging is completed; after an appropriate break. If the number of requests requires it, the AOC Judges present may be divided into panels to facilitate the Award Judging. Any plants/flowers that the AOC Show Judges consider worthy of being nominated for Awards should be notified to the local Regional Registrar on judging day and be judged for those awards at a time that is convenient to the Judges, including the Regional Registrar and/or the Registrar-General of Judging.

#### Minimum Conference Show Schedule

- 4.19 The Minimum Conference Show Schedule (refer Attachment A to these By-Laws) will be reviewed at the first meeting of the Judging and Awards Standing Committee after each Australian Orchid Conference. The recommended Minimum Conference Show Schedule shall then be forwarded

to the Conference Committee responsible for the conduct of the next Australian Orchid Conference. The Conference Committee shall submit the proposed Conference Show Schedule to the Judging and Awards Standing Committee for its approval at its next meeting. The Conference Show Schedule shall then be returned to the Conference Committee with its approval or recommendations for alteration as soon as possible after the meeting.

- 4.20 If alterations are recommended, these shall be made and referred to the Registrar-General of Judging by 30<sup>th</sup> June immediately following the meeting at which the alterations were suggested. The Registrar-General of Judging shall inform the Board of each stage in the process as a matter of courtesy however the Judging and Awards Standing Committee is authorised to make these decisions.

## **5. CONFERENCES - REGIONAL**

### General

- 5.1 Foundation and Group members of the Council may host Regional Orchid Conferences that may, on application to the Council, be listed as an AOC-endorsed Regional Orchid Conference.
- 5.2 Each application to hold an AOC-endorsed Regional Orchid Conference shall be treated on its merits, and shall include:
- 5.2.1 Tentative dates and outline of venues available together with a broad program outline;
  - 5.2.2 Details of the extent to which other Council Foundation and Group member clubs in the area will be involved in the organisation of the conference;
  - 5.2.3 Details of the benefits of hosting the conference that will accrue to the host club and other clubs in the area;
  - 5.2.4 A clear and concise statement as to why the club wants to host the conference;
  - 5.2.5 The proposed conference show schedule, which may conform with local customs and need not be approved by the Council.
- 5.3 If successful in its application, the club or group of clubs must agree to retain their financial membership of the Council until at least 3 full years after the conclusion of the conference and be willing to provide advice to the next regional conference convenor in that region, if requested.

### Judging – Regional Show & Award

- 5.4 The judging for each Conference Show shall be under the control of the AOC Regional Registrar for the geographical area in which the Conference is located.
- 5.5 All Accredited AOC Judges who are registrants should be rostered to judge at a Regional Conference Show. Associate Judges and Student Judges who are registrants are also to be involved. Conference organisers should not promote applications by Judges from outside the AOC system but if they so request, registrants who are accredited Judges of other recognised judging systems can be invited to judge, at the discretion of the Regional Registrar of Judges, providing that all panels must be led by an AOC Judge and must comprise of a majority of AOC Judges.
- 5.6 Judging must be by appreciation, to AOC Guidelines, and if a non-AOC Judge is only qualified in a specific area, then such Judge shall only judge in the relevant classes.
- 5.7 If the number of Judges required for judging the Regional Conference Show has to be limited, then Australian non-AOC Judges shall be the first to be omitted, followed by overseas Judges.
- 5.8 Any Conference registrant and any member of a Council Foundation or Group Member Club presenting a display may exhibit and be eligible for all classes in the Schedule, up to and including Championships. They may also apply for AOC Awards to be granted to their plant/s or flowers at the Conference Show. Efforts should be made to enable a member of a Council Foundation or Group Club or a Personal Member, whose club is not presenting a display, to exhibit and apply for AOC Awards on an equal standing to other exhibitors. By-Law requirements under AWARDS – PAYMENT FOR NATIONAL AWARDS herein apply in respect of AOC Awards granted at Conference Shows. Applicants for AOC Awards shall also cover any judging fees required by the Area Representative Organisation and/or Regional Judging Panel.

## **6. EXECUTIVE COMMITTEE**

- 6.1 The Executive Committee shall:
- 6.1.1 Meet as required by the President; such meeting may be in person at the time of and before an Annual Meeting of Council or Australian Orchid Conference, or as the situation may require or by electronic links;
  - 6.1.2 Shall report regularly to the Board and the Council on its affairs and operation;
  - 6.1.3 Conduct its regular business by correspondence but the Committee may hold an annual meeting to discuss relevant issues. In conference years, the meeting should be held in conjunction with the conference and in non-conference years, in a central location as determined by the Chairman of the Executive Committee;
  - 6.1.4 Maintain full and complete records of its operations, meetings, and any decisions taken in order that full reports can be presented to Council as and when required.
- 6.2 The Executive Committee shall be responsible, through the President, for the day-to-day operation of the Council and shall report as required to the Board.

## **7. FINANCE**

- 7.1 The reasonable costs of delegates' attendance at Annual and Special Meetings of the Council (air fares, transfers and accommodation) shall be initially borne by the Council and then reflected in the annual fee payable by all Foundation, Group and Personal Members.
- 7.2 The Council shall fund the cost of meeting room expenses and audio-visual equipment expenses, together with reasonable catering expenses as approved by the President, associated with the conduct of the Annual Meeting of the Council together with meetings of the Board and the Standing Committees. However, this shall not preclude any Foundation or Group Member sponsoring or contributing to the cost of conducting such meetings in their area.

## **8. INTERPRETATION/DEFINITION**

- 8.1 All By-Laws shall be read with reference to and subject to the Constitution of the Council and in their interpretation, where the context so permits, the singular shall include the plural and the masculine shall include the feminine and neuter genders and vice versa.

## **9. JUDGING**

- 9.1 The Council shall administer and operate its own judging system through the Judging and Awards Standing Committee under the chairmanship of the AOC Registrar-General of Judging.
- 9.2 The Council shall adopt such judging standards or judging methods as appropriate (e.g. appreciation judging) and grant such awards as the Council shall determine and publish and keep up to date a booklet entitled *Guidelines for Judging Handbook* which shall contain current details of awards to be granted, judging standards methods adopted by the Council, Rules for Uniform Judging and any other information considered pertinent.
- 9.3 The Council is directly concerned only with judging for awards and uniform judging guidelines for Australian Orchid Conference Shows and Council-endorsed Regional Conference Shows. Whilst AOC Judges may be invited to attend and perform showbench judging at the shows of both Council member clubs/societies and Council non-member clubs/societies, arrangements in respect thereof are strictly between the club/society and the AOC Regional Judging Panel servicing the area. When performing the duties of showbench judging, AOC Judges are to use the uniform judging guidelines for AOC Conference Shows.
- 9.4 All of the currently qualified AOC Judges in a region will form the voting members of the AOC Regional Judging Panel for that region.
- 9.5 An AOC Judge may be a member of more than one Regional Judging Panel but should not vote on the same issue (e.g. AOC Orchid of the Year) in more than one panel.
- 9.6 Regional Judging Panels shall be independent of all clubs within the region but will service all Council member clubs and personal members within their respective areas subject only to the specific exemptions covered in By-Laws relating to the AOC Awards System and Area Representative Organisations.
- 9.7 The Registrar of each AOC Regional Judging Panel shall be elected annually by and from the member Judges of each AOC Regional Judging Panel, provided that the person so appointed is an active member of the Judging Panel.
- 9.8 An AOC judge, to maintain this status, shall be required to:

- 9.8.1 Be a member of a Council Foundation or Group Member Club that uses AOC Judging Guidelines for award and show bench judging,
- 9.8.2 Be a member of an AOC Regional Judging Panel, and as an active member of that panel, take part in award and show bench judging within their own area, and be available to judge outside their own area.
- 9.8.3 Attend, in any one calendar year, at least two thirds of the meetings convened for Award and judging business of the AOC Regional Judging Panel, or sub-division thereof, in their region. Exceptions will be made for a judge residing more than 150 km from the venue of the meeting, and for a judge who has had prior Leave of Absence approved.
- 9.8.4 Own and use the most up-to-date edition of the Guidelines for Judging Handbook for all award and show bench judging. It shall be the responsibility of the Registrar of each AOC Regional Judging Panel to ensure that there is full compliance with this requirement within the Panel.
- 9.8.5 Be Personal Members of the Council, with the exception being that where two AOC Judges reside at the same address, they need only have one subscription to Orchids Australia but both will be registered as Personal Members.
- 9.9 Additional rules for retaining judging status may be prescribed by the Regional Judging Panel according to local circumstances and may be based on attention to duties, performance at award and show bench judging, etc. Their Regional Judging Panel in accordance with any local rules drawn up by that panel for this purpose shall review the appointment of judges who fail to comply with any of the above rules.
- 9.10 Each Regional Panel will also appoint Student Judges, Associate Judges, Emeritus Judges and a Training Officer/Panel as their need arises.
- 9.11 A Judge shall be a person who has completed the required training program as prescribed from time to time by the Board.
- 9.12 A Student Judge shall be a person who is commencing training in an AOC Judges' Training Program. Such person shall complete, to the satisfaction of the Training Officer or a Committee of the Regional Panel, a minimum of eighteen months introductory training.
- 9.13 On completion of the introductory training, a student may be given the status of Associate Judge. An Associate Judge must complete a minimum of three years' further training, to the satisfaction of the Training Officer or a Committee of the Regional Panel, before being recommended for promotion to the status of Judge.
- 9.14 Judges may apply to be placed on a Reserve Listing **for a period of up to 12 months**. A Reserve Judge is one who has applied for and been granted leave from their Regional Panel. **This would not preclude from participation in judging at the discretion of the Registrar**. A Reserve Judge may, after a period of **leave of absence**, be reinstated to the Judging Panel, however, if they request **further leave to beyond a contiguous twelve month period of leave and it is granted**, they shall be required to complete an orientation period as an Associate Judge until the Training Officer or a Committee of the Regional Panel is satisfied that they are familiar with requirements as laid down in the AOC's Guidelines for Judging Handbook.
- 9.15 The Training Officer/Panel appointed by each Regional Judging Panel shall direct the training of Student and Associate Judges in that Region. The Regional-Registrar shall be either the Training Officer or a member of the Training Panel.
- 9.16 The Regional Judging Panel may grant Emeritus Judge status to a judge who has served the Regional Panel with honour and distinction for a significant period of time, and who has made a decision to retire from active judging.
- 9.17 At Australian Orchid Conferences, AOC Guidelines should be strictly adhered to and judging for awards confined to AOC Awards.

## 10. MEETINGS

### General

- 10.1 Should any member of the Board or the Executive Committee absent himself from two consecutive meetings of the Board or Committee without leave, his seat may be declared vacant by the Board and steps taken to secure a replacement delegate or member.
- 10.2 Should any vacancy occur during the year on the Board, the Board may fill such vacancy following due consultation with any Area Representative Organisation concerned. Any such

- appointments by the Board shall only hold office until the conclusion of the next Annual General Meeting.
- 10.3 Should any member of a Standing Committee absent himself from two consecutive meetings of the Standing Committee without leave his seat may be declared vacant by the Executive Committee. The Executive Committee may fill any such vacancy occasioned, or any casual vacancy occurring during the year on a Standing Committee. Any such appointment by the Executive Committee shall only apply until the conclusion of the next Annual General Meeting.
- 10.4 Any delegate of an Area Representative Organisation entitled to vote at a meeting of the Board or Council may appoint a proxy under the hand of the elected delegate and witnessed by another officer of the said Area Representative Organisation.
- 10.5 Foundation Members, Group Members, Scientific Associate Members, Personal Members and Officers of Council may make submissions direct to the Council for consideration at the Annual General Meeting or by the Board or by Standing Committees.
- 10.6 Reasonable travelling and accommodation expenses shall be paid to the President, the two Vice-Presidents, Honorary Secretary, Honorary Treasurer, Registrar General of Judging, and Publications Director for attendance at Annual General Meetings of the Council, Special General Meetings of the Council and Board Meetings.
- 10.7 In non-conference years, and where possible, the Annual General Meeting of the Council shall be held before the 30 November.

#### Procedures

- 10.8 The following general operational meeting procedures shall apply – as required by Clause 14.7 of the Constitution:
- 10.8.1 At all face-to-face meetings of the Council or the Board, delegates shall be present in person or by proxy provided the document appointing the proxy is delivered to the President at the time of the commencement of the meeting. A proxy delegate shall have all the powers of a delegate during the period of his appointment. Any delegate of an Area Representative Organisation entitled to vote at a meeting of the Board or Council may appoint a proxy under the hand of the elected delegate and witnessed by another officer of the said Area Representative Organisation.
- 10.8.2 A proxy delegate shall be a member of a Foundation or Group Member but shall be able to represent any Area Representative Organisation. However, no individual shall be able to represent more than one Area Representative Organisation at any meeting of the Council or the Board.
- 10.8.3 If a casual vacancy occurs in the Officers of Council or the position of Patron, the President shall be able to direct the Secretary to notify each Area Representative Organisation to nominate within forty-five (45) days a successor to such office or to the position of Patron.
- 10.8.4 Within fourteen (14) days of the expiration of the period of 45 days aforesaid the President shall direct a ballot to be held if two or more nominations are received, the Secretary shall notify each Area Representative Organisation of the nominees and request the Area Representative Organisation to advise within a further period of 45 days the name of the person or persons approved by the Area Representative Organisation to fill the vacancies.
- 10.8.5 The President and Secretary shall act as scrutineers and determine the result of such Ballot and in the event of an equality of votes in favour of two or more candidates, the President shall have the casting vote or votes so as to ensure the election of not more than the necessary number to fill the vacancies
- 10.8.6 The Secretary shall notify in writing the successful candidates forthwith.
- 10.8.7 The Secretary shall notify in writing forthwith each Area Representative Organisation as to the result of the Ballot and details as to the voting of all Area Representative Organisations.
- 10.8.8 In like manner, the President shall be able to direct that a postal ballot be conducted to decide any urgent matter considered to require determination before the next meeting of the Council.
- 10.8.9 The Secretary shall conduct such ballot as directed by the President. As for all meetings of the Council, each Area Representative Organisation shall have one vote only and all propositions shall be decided on a majority of votes and if the votes shall be equal, the President shall have a casting vote. The President shall satisfy himself that the Area Representative Organisations have received the notifications from the Secretary. The results of the Ballot and the details as to the voting of all Area Representative Organisations shall

be circulated without delay to all Area Representative Organisations by the Secretary and shall for all purposes be the decision of the Council.

- 10.8.10 The Secretary shall keep a true record of all meetings of the Council, and shall send the draft minutes of all meetings to each member of the Board for their amendment and/or ratification as a true and correct record, the members of the Board to notify their approval or amendments to the minutes to the Secretary within 14 days of their receipt of the draft minutes. The Secretary shall send the ratified minutes of all meetings, including all reports, to each member of the Board and to each Area Representative Organisation within sixty (60) days of the meeting having been held. The minutes of the Annual General Meeting shall include a copy of all reports presented at the meeting by the Office Bearers.”
- 10.8.11 The Council Secretary shall send ratified minutes of all Council and Board meetings, including the Annual General Meeting, to each Foundation or Group Member within 60 days of such meetings. Such ratified minutes should include all reports considered at such meetings; however, reports previously circulated with the notices of Meetings need not be circulated a second time.

## 11. MEMBERSHIP

### Fees

- 11.1 Foundation and Group Members shall in July of each year pay a Membership Fee at a rate determined from time to time by the Board. All fees are to be reviewed annually.
- 11.2 Personal Membership of the Council shall include subscription to *Orchids Australia*. Such membership fee shall be determined by the Council from time to time and shall become due and payable with the *Orchids Australia* subscriptions.
- 11.3 A Scientific Associate of the Council shall, if deemed fitting by the Council, pay a Scientific Associate Fee of an amount determined from time to time by the Council that shall become due and payable on or before 31 July.
- 11.4 If any Foundation Member's, Group Member's or Scientific Associate's fee remains unpaid by the 31 August then that member shall be deemed to be not financial and shall until such fee is paid, forfeit all rights, privileges and advantages of such membership. Similarly, such will also apply in respect of Personal Members when membership subscription to *Orchids Australia* is not renewed within two (2) months of subscription renewal date. Similarly, any other debt to the Council that remains unpaid after the due date shall cause the Foundation or Group Member, Personal Member or Scientific Associate to be deemed unfinancial and such members shall forfeit all rights, privileges and advantages of such membership until the debt is paid.

### Group Members

- 11.5 Group Members shall be admitted by a majority vote of the Board or Membership Committee appointed by the Board. Group membership shall not be available to Regional Orchid Councils or State Orchid Councils or other organisations whose membership is made up of orchid clubs, societies, groups or associations. However individual clubs and societies may hold membership of such Regional or State Councils or other national affiliations.

### Rights & Privileges

- 11.6 The rights and privileges of the Foundation and Group Members shall include:
- 11.6.1 All Foundation and Group Members shall be able to nominate people for President, Vice President, the Board, Standing Committees, and Board of Referees.
- 11.6.2 All Foundation and Group Members shall be able to attend, under prior advice to the Secretary, Annual General Meetings of the Council, but shall only participate, through their Area Representative Organisation delegate, in the election of the President, Vice Presidents, Treasurer, members of the Board of Referees, and Auditor.
- 11.6.3 All Foundation and Group Members located in an area serviced by an Area Representative Organisation shall be able to participate in the election of the delegate from that Area Representative Organisation to the Board, and to make submissions to their delegate(s) on how to vote on matters before the Board.
- 11.6.4 All Foundation and Group Members shall be able to hold Australian Orchid Conferences subject to approval by the Board.
- 11.6.5 All Foundation and Group Members shall be able to hold Council approved and endorsed Regional Conferences subject to approval by the Board.

11.6.6 All Foundation and Group Members shall be able to submit items of business to the Annual General Meeting of the Council and to meetings of the Board, and shall be in writing in the hands of the Honorary Secretary on or before the 30<sup>th</sup> day of June preceding the Annual General Meeting.

11.7 The rights and privileges of Personal Members shall include:

11.7.1 Personal members shall be able to nominate a Foundation or Group Member through which their rights and privileges shall be expressed.

11.7.2 Personal Members shall be able to nominate people for the positions of President, Vice President, the Board, Executive Committee, Standing Committees, and Board of Referees.

11.7.3 Personal Members shall be able to attend, under prior advice to the Secretary, Annual General Meetings of the Council, and to participate through their Area Representative Organisation delegate in the election of the President, Vice Presidents, Treasurer, members of the Board of Referees, and Auditor.

11.7.4 Personal Members shall be able to participate through the delegate of their nominated Foundation or Group member in the election of the delegate from that Area Representative Organisation to the Board, and to make submissions to their delegate(s) on how to vote on matters before the Board in such way as the Group Members and Foundation Members determine.

11.7.5 Personal Members shall be able to submit items of business to the Annual General Meeting of the Council and to meetings of the Board and shall be in writing in the hands of the Honorary Secretary on or before the 30<sup>th</sup> day of June preceding the Annual General Meeting.

11.7.6 Personal Members shall not be able to hold Australian Orchid Conferences or AOC approved and endorsed Regional Conferences.

11.8 The rights and privileges of Scientific Associates shall include:

11.8.1 Scientific Associates shall not be able to nominate people for the positions of President, Vice President, the Board, Executive Committee, Standing Committees, and Board of Referees.

11.8.2 Scientific Associates shall be able to attend, under prior advice to the Secretary, Annual General Meetings of the Council, but shall not be able to cast an individual vote in the election of the President, Vice Presidents, Treasurer, members of the Board of Referees, and Auditor.

11.8.3 Scientific Associates who are domiciled or located within an area serviced by an Area Representative Organisation shall be able to participate in the election of the delegate from that Area Representative Organisation to the Board, and to make submissions to their delegate on how to vote on matters before the Board.

11.8.4 Scientific Associates shall be able to submit items of business to the Annual General Meeting of the Council and to meetings of the Board.

11.8.5 Scientific Associates shall not be able to hold Australian Orchid Conferences or AOC approved and endorsed Regional Conferences.

## **12. NAME OF THE COUNCIL**

12.1 The terms Australian Orchid Council, AOC, Council, or any abbreviation of these terms, when used in the Constitution and/or any By-Laws enacted by the Council or in any correspondence initiated by the Council or by an Office Bearer of the Council shall mean only the members of that Council as set out in Clause 6.1 of the Constitution.

## **13. OFFICE BEARERS**

13.1 An Office Bearer shall be deemed to hold office until his successor assumes the office or he ceases to be eligible. Nominations for such offices shall be in writing in the hands of the Honorary Secretary on or before the 30<sup>th</sup> day of June preceding the election and in the event of no nomination having been validly made for any office at the time of election, the Council may, at its discretion, accept nominations at the Annual General Meeting.

13.2 If the President is unable or unwilling to carry out his duties for any reason, a Vice President shall be Acting President – the Vice President with the longest term as Vice President shall undertake such responsibilities.

## **14. OFFICE BEARERS – DUTIES**

14.1 Duties of the President:

- 14.1.1 The President shall preside at all meetings of the Council (except the Standing Committee meetings – other than the Membership Standing Committee) and the Board, and see that the Constitution is enforced, call such meetings as are required, have general supervision over all affairs of the Council and at the Annual Meeting make a report. Where possible, the President and the Secretary shall sign all written contracts and obligations on behalf of the Council. In his absence, a Vice-President, or a Chairman appointed by the meeting shall be the Chairman of that meeting.
- 14.1.2 At the Annual General Meeting at the time of the election for the position of President, the incumbent President shall for the duration of that election:
- 14.1.2.1 Vacate the Chair in favour of the most senior of the Vice Presidents not contesting the election, OR if both Vice Presidents are contesting the election, vacate the Chair in favour of a Chairman appointed by the meeting;
- 14.1.2.2 Retain the Chair if not seeking re-election or if the election for President is not contested.
- 14.2 Duties of Secretary:
- 14.2.1 The Secretary shall conduct the correspondence of the Council and shall keep copies of it. The Secretary shall keep a true record of all meetings of the Council and of all members of the Council and their addresses and shall notify the Treasurer promptly as to changes in such records. The Secretary shall also maintain a listing of the various Area Representative Organisations, and the geographical boundaries involved together with the Foundation members and Group members domiciled within such geographical areas. The Secretary shall give due notice of all meetings in accordance with the Constitution and shall have general charge of the records, library, seal and general books of the Council.
- 14.3 Duties of Treasurer:
- 14.3.1 The Treasurer shall collect all dues and receive all monies for and on behalf of the Council. The Treasurer shall deposit funds of the Council in the name of the "Australian Orchid Council Inc." in such bank or banks and in such accounts as shall be designated from time to time, by the Board. By direction of the Board, the Treasurer shall be empowered to sell, invest, reinvest or transfer the invested funds of the Council. Funds shall only be invested in an authorised Trustee investment. A qualified Public Accountant/Auditor shall audit the Treasurer's Accounts for each financial year.
- 14.3.2 The Board shall determine the sum, if any, to be transferred from working to reserve funds. Reserve funds shall not be used for working purposes other than by resolution of Board.
- 14.3.3 The Treasurer shall report for the preceding financial year at the Annual General Meeting and the report shall be published to the members. The Treasurer's Reports to the Board shall be in sufficient detail that they show the overall state of the Council's finances including publications and other commercial activities. The Board shall determine the timing of such submissions to the Board.
- 14.3.4 A statement itemising all honoraria and travelling/accommodation expenses shall be appended to the report to the Board.
- 14.3.5 Two members of the Board - one of whom shall, where possible, be the Treasurer, shall sign all cheques and other negotiable instruments.
- 14.4 Duties of the Registrar-General of Judging:
- 14.4.1 The Registrar-General of Judging shall be responsible for administering all matters affecting judging and the Regional Judging Panels and shall chair all meetings of the Judging and Awards Standing Committee where possible.
- 14.4.2 Where the Registrar-General of Judging chairs any meeting of Judges, he shall have a deliberative vote only. The Registrar-General of Judging shall be responsible for:
- 14.4.2.1 Determining and approving applications for Council awards;
- 14.4.2.2 Keeping records on all judging matters;
- 14.4.2.3 The conduct of the correspondence in relation to judging matters;
- 14.4.2.4 Keeping a due and proper record of all awards granted by the Council;
- 14.4.2.5 The maintenance of judging standards and the facilitation of a uniform judge training system.
- 14.5 Duties of Publications Director:

14.5.1 The Publications Director shall ensure that all Council publications approved by the Council are printed and distributed as appropriate.

14.6 Duties of the Program Director:

14.6.1 The Program Director shall be responsible for the creation and production of programs for the Council's Program Library.

14.7 Duties of the Program Librarian:

14.7.1 The Program Librarian shall be responsible for the circulation of programs to appropriate bodies, keeping records of their dispatch and return, and ensuring that all programs are maintained in good condition. The Program Librarian shall be responsible for the collection of any fees for use of programs as appropriate and agreed by the Board from time to time.

14.8 Duties of the Conservation Director:

14.8.1 The Conservation Director shall be convenor of the Council's Conservation Committee and shall be responsible for:

14.8.1.1 Coordinating orchid conservation related activities of the members of the Council and conservation projects with implications Australia-wide;

14.8.1.2 Gathering and/or disseminating ideas and information on State/Territory and/or Australia wide bases;

14.8.1.3 Facilitating the planning and execution of such conservation projects as an Area Representative Organisation and/or the Council sees fit to initiate.

14.9 Duties of Webmaster

14.9.1 The Webmaster shall be responsible for the operation, maintenance and updating of the Council Website to ensure information published on the Website is accessible worldwide and is current, relevant and as factually correct as possible.

## 15. **PRIVACY**

15.1 The Council shall restrict access to its personal membership lists providing:

15.1.1 No general release of personal membership details (i.e. to nurseries or commercial enquires);

15.1.2 Personal member contact details to be provided in list format only for official membership use to Council officers, the respective Area Representative Organisation Secretary, the respective delegate for the area and the AOC Regional Registrar of Judging only.

## 16. **PROPERTY**

16.1 The Treasurer shall maintain a record of the Council's property and its domicile.

16.2 No member shall take or permit to be taken out of the possession of the Officers of the Council any document, book, or other article, the property of the Council except with the permission of the Board.

## 17. **RECORDS**

17.1 The following records of the Council shall be kept in perpetuity in the custody of the Secretary:

17.1.1 Copy of the Council's Constitution updated as the Council agrees amendments.

17.1.2 Minutes of the Board Meetings.

17.1.3 Register of the By-Laws.

17.1.4 Minutes of Annual General Meetings including approved financial statements.

17.1.5 Minutes of any extraordinary General Meetings.

17.1.6 Records of any Postal Ballots.

17.1.7 Register of Members of the Board of Referees.

17.1.8 Register of Honorary Fellowships.

17.1.9 Register of Awards of Honour.

17.1.10 Correspondence of historical importance.

17.2 The following records of the Council shall be kept in perpetuity in the custody of the Registrar-General:

- 17.2.1 Register of Awards granted by the Council together with the appropriate colour transparencies.
- 17.2.2 Register of Judges.
- 17.2.3 Minutes of meetings of the Judging and Awards Standing Committee.
- 17.2.4 Other records of the Council including such items as inwards and outwards correspondence, cash books, vouchers, bank statements etc. shall be kept for a period of five years or such longer period as the officer concerned deems advisable, except for such items as shall be required by law to be retained for a longer period of time.

## **18. REFEREES – BOARD OF**

- 18.1 Members shall hold office for a term of three years but shall be able to be re-elected so that they serve two terms with a total service of six years. A member shall be elected or re-elected at the Annual General Meeting.
- 18.2 In the event of a casual vacancy occurring, a member shall be able to be elected by the Board to fill the balance of the term remaining. Time spent as a Board Member, filling a casual vacancy, shall be in addition to the periods outlined above.
- 18.3 The Board of Referees will be required to deliberate on, and make recommendations pertaining thereto, to the Board on any issue referred to it by the Board. In addition to issues included under Clause 4.1.10 of the Council's Constitution, the Board of Referees may make recommendations in respect of outstanding achievements/contributions by a person or persons for the granting of honours such as the Award of Special Recognition as outlined in these By-Laws.

## **19. SLIDE PROGRAM LIBRARY**

- 19.1 Societies requesting slide programs shall endeavour to give at least 90 days notice and also indicate several alternative choices of program.
- 19.2 Member clubs borrowing programs from the library must meet the cost of return postage. Non-member clubs and Personal members may utilise the slide program Library 1) under terms and conditions and 2) by payment of an appropriate deposit and fee, as determined from time to time by the Board which shall request recommendations from the Resources Standing Committee in respect thereof.

## **20. STANDING COMMITTEES**

- 20.1 The Council may appoint Standing Committees to administer, oversee and advise on relevant aspects of the Council's affairs. Initially Standing Committees shall comprise:
  - 20.1.1 Finance Standing Committee;
  - 20.1.2 Judging and Awards Standing Committee;
  - 20.1.3 Resources Standing Committee
  - 20.1.4 Conservation Standing Committee;
  - 20.1.5 Membership Standing Committee;
  - 20.1.6 Board of Referees.
- 20.2 Except for the Board of Referees, the membership of the Standing Committees of Council shall be determined and appointed by the Board. The Executive Committee as outlined under By-Laws contained under the heading "Meetings – General" herein may fill any vacancy occurring on a Standing Committee. Procedures in respect of the Board of Referees are covered separately in these By-Laws.

### Finance Standing Committee

- 20.3 The Finance Standing Committee shall:
  - 20.3.1 Be chaired by the Honorary Treasurer, or in his absence by a suitably qualified person appointed by the Board;
  - 20.3.2 Comprise the Honorary Treasurer, the Publications Director together with three additional members with relevant financial and club management expertise.
  - 20.3.3 Report on the current financial status of the Council's affairs to all Executive Committee, Board and Annual General Meetings of the Council;

- 20.3.4 In February each year, recommend to the Board, an annual Membership Fee, based upon budget projections for the ensuing financial year. Such fee, to be approved by the Board (by postal ballot if necessary), is due and payable no later than 31 July in each year;
- 20.3.5 Monitor and report on all aspects of the Council's financial affairs providing full and complete information to enable the Board to make informed decisions;
- 20.3.6 Conduct its regular business by correspondence but the Committee may hold an annual meeting to discuss financial issues. In conference years, the meeting should be held in conjunction with the conference;
- 20.3.7 Maintain full and complete records of its operations, meetings, and any decisions taken in order that full reports can be presented to Council as and when required.
- 20.3.8 The financial year of the Council commences on the 1st day of July in each year.
- 20.3.9 The annual financial report of the Treasurer shall include a statement of contributions by Foundation and Group members to The Australian Orchid Council Conference Reserve Fund.

#### Judging and Awards Standing Committee

- 20.4 Judging and Awards Standing Committee under the delegated authority shall administer all matters pertaining to judging and awards from the Board.
- 20.5. The Judging and Awards Standing Committee shall:
  - 20.5.1 Be chaired by the Registrar General of Judging, or in his absence by the Deputy Registrar General of Judging or in their absence by a Regional Registrar elected by the meeting. The Chairman shall have a deliberative vote only;
  - 20.5.2 Comprise the Registrar General of Judging, Deputy Registrar General of Judging together with the Registrar of each of The AOC Regional Judging Panels;
  - 20.5.3 Recommend to the Board on all matters relating to judging;
  - 20.5.4 Recommend the formation of additional Regional Judging Panels as and when needed, based on submissions from Council Foundation, Group and Personal Members in the specific natural geographical area concerned. The Board on the basis of criteria established by the Judging and Awards Standing Committee and approved by the Board shall determine the creation of additional panels.
  - 20.5.5 Administer the AOC Judging System as contained in the Guidelines for Judging Handbook and as amended from time to time;
  - 20.5.6 Be responsible for reviewing and advising the Registrar General of Judging on the content of the Guidelines for Judging Handbook.
  - 20.5.7 Ensure the maintenance by the Registrar General of Judging of a national register of AOC Judges, and the issuing of identity cards regularly to all Judges, Associate Judges and Emeritus Judges;
  - 20.5.8 Conduct its regular business by correspondence but the Committee may hold an annual meeting to discuss judging matters. In conference years, the meeting may be held in conjunction with the conference;
  - 20.5.9 Facilitate the implementation of a national training program for judges;
  - 20.5.10 Maintain full and complete records of its operations, meetings, and any decisions taken in order that full reports can be presented to Council as and when required.
- 20.6 All members of The AOC Judging and Awards Standing Committee shall be current AOC Judges and active members of The AOC Judging System.
- 20.7 The reasonable costs of delegates' attendance at meetings of the Judging and Awards Standing Committee (air fares, transfers and accommodation) shall be initially borne by Council and then reflected in the annual fee payable by all Foundation, Group and Personal Members.

#### Resources Standing Committee

- 20.8 The Resources Standing Committee shall:
  - 20.8.1 Be chaired by the Publications Director, or in his absence by the Program Director or in their absence a suitably qualified person appointed by the meeting;
  - 20.8.2 Comprise the Publications Director, together with the Program Director, the Program Librarian, the Treasurer, the Webmaster and not more than three (3) other persons;

- 20.8.3 Be responsible for the production and circulation of all products offered on behalf of the Council including the publication of Orchids Australia and other orchid publications of the Council; and the operation of The AOC Slide Program Library;
- 20.8.4 Report regularly on the production and financial viability of all publications activity;
- 20.8.5 Report regularly on the usage and condition of The AOC Slide Program Library;
- 20.8.6 Encourage the development of new programs for inclusion in the Slide Program Library;
- 20.8.7 Conduct its regular business by correspondence but the Committee may hold an annual meeting to discuss resource issues. In conference years, the meeting should be held in conjunction with the conference;
- 20.8.8 Maintain full and complete records of its operations, meetings, and any decisions taken in order that full reports can be presented to Council as and when required.

#### Conservation Standing Committee

20.9. The Conservation Standing Committee shall:

- 20.9.1 Be chaired by the Conservation Director, or in his absence by a suitably qualified person appointed by the meeting;
- 20.9.2 Comprise the Conservation Director together with the Conservation Officers representative of each of the Area Representative Organisations;
- 20.9.3 Be responsible for the national Conservation initiatives of the Council;
- 20.9.4 Support, where considered appropriate by the Conservation Standing Committee, the conservation initiatives of Foundation, Group, Scientific Associate and Personal members and other Australian orchid organisations e.g. Australasian Native Orchid Society;
- 20.9.5 Conduct its regular business by correspondence but the Committee may hold an annual meeting to discuss conservation issues. In conference years, the meeting should be held in conjunction with the conference;
- 20.9.6 Maintain full and complete records of its operations, meetings, and any decisions taken in order that full reports can be presented to Council as and when required.
- 20.10 With the approval of the Board, the cost of transport of Area Conservation Officers to attend the annual meeting of the Conservation Standing Committee shall be shared equally among Area Representative Organisations represented at the meeting by averaging the total cost of the respective economy class air fares applicable at the time (or the actual air fare cost, which ever be the lesser total amount). The cost of accommodation and transfers shall be the responsibility of the individual Area Representative Organisations to negotiate with their delegate.

#### Membership Standing Committee

20.11 The Membership Standing Committee, comprising the President, shall have the authority, between meetings of the Board, to approve applications for Group Membership of the Council.

#### Board of Referees (also a Standing Committee)

20.12 Rules governing duties and responsibilities etc are separately covered within these By-Laws – refer to REFEREES – BOARD OF

### **21. TOUR OPERATORS – AOC/WOC - APPOINTMENT GUIDELINES**

- 21.1 The aim of the appointments is to make available to Council members from all parts of Australia an interesting and cost-effective means of participating as a group in a World Orchid Conference and related events. Normally this would include the availability of pre and post conference tours.
- 21.2 The tour should clearly be seen, identified and recognised as an official Council tour group.
- 21.3 An important part of a WOC Conference is the participation by the Council in the Conference Show by staging a display. Ordinarily participants on the tour and Council Officers will be responsible for the staging of the display and have control over it. However, the assistance the tour operator is desirable in assisting with the transport of plants and flowers in particular and ensuring participants have sufficient time available to mount the display. Assistance with permits may also be required. A small group of participants should be identified as being responsible for the staging of the display. This does not preclude the provision of assistance by the tour operator.

- 21.4 The Council expects a direct financial return from the tour operator. In return the Council and its officers will support it including editorial support in Orchids Australia. By arrangement with the Publications Director advertising in Orchids Australia will be provided at reduced rates.
- 21.5 An application to be appointed as tour operator should address the following requirements: -
- 21.5.1 A clear and concise statement as to why the applicant (club or person) wishes to organise the official Council tour to the conference;
  - 21.5.2 Provide details of previous experience in organising group travel interstate or overseas;
  - 21.5.3 Declare any existing relationships with travel agents or tour companies;
  - 21.5.4 Identify who the likely tour leader will be and the basis that person will travel eg. FOC;
  - 21.5.5 How the tour will be promoted to orchid growers across Australia;
  - 21.5.6 What special benefits will be offered to tour participants through the proposed itinerary;
  - 21.5.7 A draft travel itinerary for the tour, including the degree of flexibility for multiple departure points in Australia;
  - 21.5.8 The nominated travel agency and airline;
  - 21.5.9 Should make allowance for the carriage of orchids for an AOC display;
  - 21.5.10 Options for financial benefits to accrue to the Council.

## **22. TROPHIES/CERTIFICATES/HONOURS**

### 22.1 Australian Orchid Council Trophy

- 22.1.1 An Australian Orchid Council Trophy, currently a Gold Plaque, shall be available for purchase by Foundation and Group Members. The trophy shall be awarded at annual festivals or shows to the exhibitor, who in the opinion of the judges submits the most pre-eminent entry for any class.
- 22.1.2 Foundation and Group Members of Council shall be entitled to purchase no more than four gold plaques per year, provided the use of up to four such plaques a year upholds the prestige intended.
- 22.1.3 Charges, as determined from time to time, for The Australian Orchid Council Gold Plaque shall be paid in advance when ordering the plaque.
- 22.1.4 The AOC Orchids of the Year shall be presented with an inscribed plaque.

### 22.2 Australian Orchid Council Most Pre-Eminent Entry Certificate

- 22.2.1 An Australian Orchid Council Most Pre-Eminent Entry Certificate shall be made available to Foundation and Group Members, free of charge, for presentation at annual public festivals or shows, to the exhibitor who in the opinion of the judges submits the most pre-eminent entry for any class.
- 22.2.2 Foundation and Group Members of Council may request no more than four certificates in any year, provided the use of up to four such certificates a year upholds the prestige intended.
- 22.2.3 The Most Pre-Eminent Entry Certificate is available for awarding to any plant or group of plants.

### 22.3 Australian Orchid Council Medallion

- 22.3.1 The Australian Orchid Council Conference Medallion will be presented to the winners in selected classes at the show held in conjunction with the Australian Orchid Conference. A limit of 20 boxed medals will be provided for presentation to the Championship Classes.

### 22.4 Honorary Fellowships

- 22.4.1 The Board as outlined under Board – Powers within these By-Laws, may grant Honorary Fellowship of the Australian Orchid Council. Recipients of an Honorary Fellowship of the Australian Orchid Council shall be entitled to use the post nominals F.A.O.C., receive the full entitlement of personal membership of the Council without further payment of the prescribed membership fee and receive an inscribed Australian Orchid Council plaque. The benefits of personal membership of the Council in this instance shall include, but not be restricted to, a complimentary subscription to Orchids Australia. No serving member of the Board of Referees shall be recommended for the honour of Honorary Fellowship.

### 22.5 Award of Honour

- 22.5.1 The Board as outlined under 'Board – Powers' within these By-Laws, may grant Australian Orchid Council Awards of Honour. Recipients of an Award of Honour of the Council shall receive the full entitlement of personal membership of the Council without further payment of the prescribed membership fee and receive an inscribed Australian Orchid Council plaque. The benefits of personal membership of the Council in this instance shall include, but not be restricted to, a complimentary subscription to Orchids Australia. No serving member of the Board of Referees shall be recommended for an Award of Honour.