



Canberra Organic Growers Society  
Incorporated

## **Constitution**

As at 26 March 2019

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## PART I — PRELIMINARY

### 1. Interpretation

- (1) In this constitution, unless a contrary intention appears:
  - “COGS” means the Canberra Organic Growers Society Incorporated;
  - “committee” means the COGS committee established under Part III of this constitution;
  - “financial year” means the year ending on 31 December;
  - “member” means a member, however described, of COGS;
  - “ordinary committee member” means a member of the committee who is not an office bearer of COGS as referred to in rule 12(1)(a);
  - “Secretary” means the person holding office under this constitution as the Honorary Secretary of COGS;
  - “the Act” means the Associations Incorporation Act 1991;
  - “the association” means COGS;
  - “the Regulations” means the Associations Incorporation Regulations;
  - “Treasurer” means the person holding office under the constitution as the Honorary Treasurer of COGS.
- (2) In this constitution:
  - a reference to a function includes a reference to a power, authority and duty; and
  - a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Legislation Act 2001* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## PART II — MEMBERSHIP

### 2. Membership qualifications

- (1) A person is qualified to be a member if:

- (a) the person was a member of COGS when it received its Certificate of Incorporation under the Act and has not ceased to be a member of COGS at any time thereafter; or
  - (b) the person has applied for membership in accordance with sub-rule 3(1);
- (2) The committee may provide for classes of membership including single, family, concession and life member.

### **3. Application for membership**

- (1) An application for membership of COGS:
  - (a) shall be made by a person in writing in the form set out in Appendix 1 to this constitution, or other such form as adopted by the committee from time to time;
  - (b) shall be lodged with an authorised member of the COGS committee; and
  - (c) shall contain the amounts specified at rule 4 for entrance fee and the annual membership fee.
- (2) As soon as is practicable after receiving an application for membership, the Membership Secretary shall enter the applicant's name in the register of members and, upon the name being so entered, the applicant shall become a member of COGS.
- (3) At each committee meeting, the Membership Secretary shall table the names of all members who have become members of COGS since the previous committee meeting.
- (4) Membership applications shall not be processed in the period from 14 days before the holding of an Annual General Meeting and before the holding of such a meeting.
- (5) Where a person has been expelled from COGS under rule 9 or rule 10 of this constitution, that person is not eligible to re-apply for membership of COGS for such period as the committee may determine.

### **4. Fee, subscriptions etc**

- (1) The entrance fee to COGS is \$5, or if any other amount has been determined by resolution of the committee, such other amount.

- (2) The annual membership fee for ordinary membership of COGS is \$15, or if any other amount has been determined by resolution of the committee, such other amount. Membership fees for other classes of membership shall be as determined by the committee from time to time.
- (3) The annual membership fee is payable annually on the anniversary of the member joining COGS, or such other time as the committee may determine from time to time. If not paid by that anniversary, or within an additional period as determined by the committee from time to time, then the member shall be deemed to be unfinancial and their membership shall cease.

#### **5. Membership entitlements not transferable**

- (1) A right, privilege or obligation which a person has by reason of being a member of COGS:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person's membership.
- (2) Notwithstanding the provisions of sub-rule (5)(1)(a), community garden rules may provide for transfer of plots between members under circumstances specified in those rules.

#### **6. Cessation of membership**

A person ceases to be a member of COGS if the person:

- (a) resigns from membership of COGS;
- (b) is expelled from COGS; or
- (c) fails to renew membership of COGS by becoming unfinancial.

Where a person ceases to be a member, the Secretary shall advise the Membership Secretary to make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7. Resignation of membership**

A member is not entitled to resign from membership of COGS unless that member has paid all amounts payable by the member to COGS. A member who has paid all amounts payable by the member to COGS may resign from membership of COGS by first giving notice (being not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to

resign and, upon the expiration of the period of notice, the member ceases to be a member.

**8. Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of COGS or the costs, charges and expenses of the winding up of COGS is limited to the amount, if any, unpaid by the member in respect of membership of COGS as required by rule 4.

**9. Disciplining of members**

(1) Subject to sub-rule (1A), where the committee is of the opinion that a member:

- (a) has persistently refused or neglected to comply with a provision of this constitution or its attached appendices, including community garden rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of COGS, the committee may, by resolution:
  - (i) expel the member from COGS; or
  - (ii) suspend the member from such rights and privileges of membership of COGS (including membership of any COGS community gardens) as the committee may determine for a specified period.

**(1A) Interim sanction**

Where the committee is of the opinion that the alleged breach by the member of sub-rule (1)(a) or (1)(b) is of such a nature that the safety and welfare of other COGS members or of the garden of which that member is a member may be put at risk if action is not taken immediately, the committee may by resolution, and subject to sub-rule (1B), suspend the member from such rights and privileges of membership of COGS community gardens as the Committee may determine for a specified period, pending the completion of the process set out in sub-rules (2), (3), and (4).

(1B) The period specified by the committee under sub-rule (1A) must not exceed the date at which a resolution under sub-rule (4) would, if made, take effect.

- (1C) An interim sanction imposed under sub-rule (1A) lapses when a resolution made under sub-rule (4) takes effect in accordance with sub-rule 9(6).
- (1D) A resolution made under sub-rule (1A) is effective immediately.
- (2) A resolution of the committee under sub-rule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 35 days after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under sub-rule (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 35 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to Section 50 of the Act, at a meeting of the committee mentioned in sub-rule (2), the committee shall:
  - (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under sub-rule (1).
- (5) Where the committee confirms a resolution under sub-rule (4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- (6) A resolution confirmed by the committee under sub-rule (4) does not take effect:



- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until COGS confirms the resolution in accordance with sub-rule 10 (4).

**10. Right of appeal of disciplined member**

- (1) A member may appeal to COGS in general meeting against a resolution of the committee which is confirmed under sub-rule 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice under sub-rule (1), the Secretary shall notify the committee which shall convene a general meeting of COGS to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) Subject to Section 50 of the Act, at a general meeting of COGS convened under sub-rule (2):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under sub-rule 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 9 (4), that resolution is confirmed.

**PART III — THE COMMITTEE**

**11. Powers of the committee**

The committee, subject to the Act, the Regulations, this constitution, and to any resolution passed by COGS in general meeting:

- (a) shall control and manage the affairs of COGS in accordance with the aims and objectives contained in Appendix 3;

- (b) may exercise all such functions as may be exercised by COGS other than those functions that are required by these rules to be exercised by COGS in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of COGS.

## **12. Structure of the committee**

- 1) The Committee shall consist of :
  - (a) the office-bearers of COGS; and
  - (b) the newsletter editor and the information officer; and
  - (c) no more than 6 ordinary committee members; each of whom shall be elected pursuant to rule 13 or appointed in accordance with sub-rule (4).
- 2) The office-bearers of COGS shall be:
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Honorary Treasurer;
  - (d) the Honorary Secretary;
  - (e) the Membership Secretary; and
  - (f) the Community Gardens Coordinator.
- 3) Each member of the committee shall, subject to this constitution, hold office until the conclusion of the Annual General Meeting following the date of the members' election, but is eligible for re-election.
- 4) In the event of a vacancy in the membership of the committee, the committee may appoint a member of COGS to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 5) No committee member shall be appointed to any salaried office of COGS or any office of COGS paid by fees and no remuneration or other benefit in money or kind shall be given by COGS to any committee member except as reimbursement for out-of-pocket expenses.

## **13. Election of committee members**

- (1) Nominations of candidates for election as office-bearers of COGS, or newsletter editor, or information officer, or as ordinary Committee members shall be made in writing, signed by 2 members of COGS and accompanied by the written consent of the candidate (which may be endorsed on the nomination form).

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers, newsletter editor and information officer and ordinary committee members shall be conducted at the AGM in such a manner as the Committee may direct.
- (7) A person is not eligible to simultaneously hold more than one position on the committee, except:
  - (a) the position of Public Officer; and
  - (b) the position of Membership Secretary, which can be held by the Honorary Treasurer.

#### **14. Duties of Office Bearers**

- (1) The President is the senior office-bearer of COGS and shall have general supervision of the affairs of COGS and subject to the direction of the committee, the President shall:
  - (a) chair all COGS meetings that the President attends;
  - (b) be COGS' official representative at relevant public functions;
  - (c) be an authorised signatory to the COGS cheque account and other COGS accounts;
  - (d) be one of the COGS representatives on State Council and relevant external bodies, unless explicitly delegated to another COGS member;
  - (e) perform such duties as the committee may direct from time to time;
  - (f) be limited to three successive terms in office;
  - (g) notwithstanding the requirements of sub-rule 14(1)(f), a Past President to whom that sub-rule applies may:

- (i) seek election to the position of President providing a period of no less than 12 months has elapsed since they last held the office; and
  - (ii) during any period in which a Past President is ineligible to hold the office of President, they may hold any other office or be an ordinary committee member.
- (2) The Vice-President shall, in the absence or temporary incapacity of the President, exercise all of the President's powers and at other times shall perform such duties as may from time to time be determined by the committee.
- (3) The Honorary Secretary, under the general direction of the committee and subject to this constitution, shall be responsible for the affairs of COGS and shall:
  - (a) prepare and dispatch all correspondence on behalf of COGS unless the committee determines otherwise and in that case shall obtain from any office bearer or ordinary committee member copies of any correspondence issued by that other person on behalf of COGS as soon as practical;
  - (b) retain a copy of all correspondence issued on behalf of COGS;
  - (c) receive and assure the retention of all correspondence addressed to COGS and present each item to the committee, appropriate sub-committee or committee member for action or direction as to the appropriate reply by or at the following committee meeting;
  - (d) inform members of meetings in accordance with sub-rule 18(3) and rule 24 and co-ordinate preparation and distribution of the agenda for any such meetings;
  - (e) hold the common seal of COGS;
  - (f) record the minutes of all meetings of COGS and its committee and ensure that the minutes are approved as a true and correct record of the meetings to which they pertain and are so endorsed;
  - (g) record the names of persons attending meetings of COGS;
  - (h) inform the Registrar under the Act of any relevant changes within COGS;
  - (i) be custodian of any keys, not being garden keys, issued to COGS and be responsible for the allocation of those keys; and
  - (j) perform such other duties as the committee may direct from time to time.

- (4) The Honorary Treasurer, under the general direction of the committee and subject to this constitution, shall:
  - (a) be responsible for maintaining a true and complete record of the financial status of COGS in accordance with Part V of the Act;
  - (b) be responsible for all banking transactions for COGS and for the documentation of the same in the financial records of COGS;
  - (c) be an authorised signatory to the COGS cheque account and other COGS accounts;
  - (d) report to the committee on COGS current financial position at each committee meeting and report on any withdrawal from the accounts of COGS that has not been authorised by COGS or the committee;
  - (e) cause the accounts of COGS to be audited at the end of each financial year and present to the membership at the Annual General Meeting all the documentation required pursuant to Subsection 73 (1) of the Act;
  - (f) receive, record and acknowledge receipt of all monies paid to COGS;
  - (g) renew all approved insurance policies held by COGS;
  - (h) subject to the agreement of the committee, delegate such duties as may be appropriate whilst maintaining ultimate responsibility for proper discharge of the duties of the office of Honorary Treasurer;
  - (i) perform such other duties as the committee may direct from time to time; and
  - (j) have all records, accounts, books, receipts and vouchers audited in accordance with the provisions of Section 74 of the Act if relinquishing the office during the year in office;
  - (k) except as directed by the Act, take all reasonable steps to ensure the security of monies held by COGS.
- (5) The Membership Secretary, under the general direction of the committee and this constitution shall:
  - (a) maintain, in accordance with Section 67 of the Act, a complete register of members, their addresses, the date on which they joined COGS and, if appropriate, the date on which the person ceased to be a member of COGS;
  - (b) ensure that changes in the place at which the register of members is kept are notified to the membership at the following general meeting;

- (c) maintain a complete record of all members appointed to the various offices of COGS;
  - (d) from time to time, administer a questionnaire designed to establish the interests of COGS members relevant to the objectives of COGS;
  - (e) assist the Honorary Secretary as and when necessary;
  - (f) perform such other duties as the committee may from time to time direct;
  - (g) maintain a register of plot-holders at all community gardens operated under the auspices of COGS; and
  - (h) except as directed by the Act, take all reasonable steps to protect the privacy of information held by the Membership Secretary on COGS members.
- 6) The Community Gardens Coordinator, under the general direction of the committee and subject to this constitution, shall:
- (a) liaise regularly with individual garden convenors concerning community garden matters, such as plot-holder data, water allocations and usage, rainfall statistics and gardens-wide matters;
  - (b) provide plot-holder data regularly to the Membership Secretary to enable the Membership Secretary to maintain an accurate register of plot-holders at all community gardens operated under the auspices of COGS; and
  - (c) perform such other duties as the committee may direct from time to time.
- (7) The committee shall determine which office bearers in addition to the Treasurer and the President are to be signatories to the accounts of COGS.

**15. Duties of other committee members**

- (1) The committee shall select a person to occupy the position of Public Officer from the committee members elected at the Annual General Meeting.
- (2) The Public Officer of COGS within one month of their appointment and in accordance with Section 59 of the Act, shall notify the Registrar of Incorporated Associations of their name and address and any subsequent change of address.
- (3) The Newsletter Editor primarily will be responsible for the preparation, editing, printing and distribution of the COGS newsletter.

- (4) The Information Officer primarily will be responsible for handling general enquiries from COGS members and from members of the public (other than correspondence the responsibility of the Honorary Secretary pursuant to rule 14(3)) and for maintaining knowledge and information resources related to organic gardening practices held by COGS.
- (5) Ordinary Committee members shall perform such duties as the committee from time to time may determine and assist in the furtherance of the objectives of COGS in whatever manner the committee determines.

**16. Vacancies**

- (1) For the purposes of this constitution, a vacancy in the office of a member of the committee occurs if the member:
  - (a) dies;
  - (b) ceases to be a member of COGS;
  - (c) resigns the office in writing or resigns the office verbally at a committee meeting or general meeting and does not submit a written retraction of resignation within 7 days;
  - (d) is removed from office pursuant to rule 17;
  - (e) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (f) is disqualified from office under Subsection 63 (1) of the Act; or
  - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 4 months.

**17. Removal of committee members**

COGS in general meeting may by resolution, subject to Section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

**18. Committee meetings and quorum**

- (1) The committee shall meet at such times and places specified by the committee.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed

- upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
  - (5) A quorum for the transaction of the business of a meeting of the Committee shall be any 7 members of the committee, or if at any time there is less than 7 members of the committee present, but not less than 5 members of the committee present, a quorum shall be constituted provided 3 members of the committee present are office-bearers of the committee.
  - (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
  - (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
  - (8) At meetings of the committee:
    - (a) the President or in the absence of the President, the Vice-President shall preside; or
    - (b) if the President and the Vice-President are absent, 1 of the remaining members of the committee may be chosen by the members present to preside; and
    - (c) notwithstanding the provisions of sub-rule 14(1)(a), the committee may appoint a committee member as facilitator to conduct committee meetings.

**19. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to 1 or more sub-committees (consisting of such member or members of COGS as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation; and



- (b) a function which is a function imposed on the committee by the Act, by any other law of the Territory, or by resolution of COGS in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  - (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
  - (4) notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
  - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
  - (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
  - (7) A sub-committee may meet and adjourn as it thinks proper.

## **20. Voting and decisions**

- (1) Subject to the provisions of sub-rule 20(5), questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each committee member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to sub-rule 18(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any garden conveners elected in accordance with rule 35 who are present at committee or sub-committee meetings may vote on community garden matters raised at such meetings. Notwithstanding if the garden convener is a COGS committee member, this person will be entitled to only one vote unless they are the person presiding.

- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

#### **PART IV — GENERAL MEETINGS**

##### **21. Annual General Meetings – holding of**

COGS shall convene an Annual General Meeting of its members in March of each year.

##### **22. Annual General Meetings – calling of and business at**

- (1) The Annual General Meeting of COGS shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - (b) to receive from the committee reports on the activities of COGS during the last preceding financial year;
  - (c) to elect members of the committee, including office-bearers; and
  - (d) to receive and consider the audited statement of accounts and the auditor's and committee reports that are required to be submitted to members pursuant to Subsection 73(1) of the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it in accordance with rule 24.
- (4) An Annual General Meeting shall be conducted in accordance with the provisions of this Part.

##### **23. General meetings – calling of**

- (1) Subject to sub-rules 23(2) to 23(5) inclusive, general meetings will be convened on such dates and times, and at such frequency, as the committee shall determine from time to time or on such other dates and times, and at such frequency, as may be determined by the members at each Annual General Meeting.

- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of COGS.
- (3) A requisition of members for a general meeting:
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in sub-rule(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by COGS for any reasonable expense so incurred.

#### **24. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of COGS, the Secretary shall, ensure that the place, date and time of the meeting appears in the newsletter sent to members prior to the meeting and the nature of the business proposed to be considered shall be made clear.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of COGS, the Secretary shall give each member a notice specifying the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to sub-rule 22 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**25. General meetings – procedure and quorum**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) 15 members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall constitute a quorum.

**26. Presiding member**

- (1) The President, or in the absence of the President, the Vice-President, shall preside at each general meeting of COGS.
- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

**27. Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of COGS stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28. Making of decisions**

- (1) A question arising at a general meeting of COGS shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of COGS, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of COGS, a poll may be demanded by the person presiding or by not less than 10 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **29. Voting**

- (1) Subject to sub-rule (3), upon any question arising at a general meeting of COGS a member has 1 vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 2 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of COGS unless all money due and payable by the member or proxy to COGS has been paid.

**30. Appointment of proxies**

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to this constitution.

**PART V — MISCELLANEOUS**

**31. Funds – source**

- (1) The funds of COGS shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by COGS in general meeting and subject to Section 114 of the Act, such other sources as the committee determines.
- (2) All money received by COGS shall be deposited as soon as practicable and without deduction to the credit of COGS's bank account.
- (3) The Treasurer, or other authorised committee member(s), shall issue a receipt, as soon as practicable, after receiving money for COGS.

**32. Funds – management**

- (1) Subject to any resolution passed by COGS in general meeting, the funds of COGS shall be used in pursuance of the objects of COGS in such manner as the committee determines.
- (2) All proposed payments are to be considered at committee meetings and full details of any approvals to expend COGS funds shall be minuted. However, the committee may determine to approve regular or predictable payments in advance to allow prompt payment of bills.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 office bearers.
- (4) Notwithstanding sub-rule (1) above, the committee may provide for limited advances to office holders in lieu of petty cash and any such advances are to be acquitted to the satisfaction of the committee.

**33. Objectives**

The objectives of COGS shall be those detailed at Appendix 3 to this constitution.

**34. Alteration of objectives and constitution**

Neither the objectives of COGS detailed at Appendix 3 to this constitution nor this constitution shall be altered except in accordance with the Act.

**35. Community Gardens and Community Garden Rules**

- (1) Notwithstanding the other general objectives referred to at rule 33, COGS shall administer community gardens.
- (2) The COGS committee shall delegate administration of each community garden operating under its auspices to a garden committee comprising members of COGS involved in the particular garden.
- (3) The individual garden committees shall be elected annually by the members of COGS who are plot-holders at the particular garden. Individual garden committees shall be deemed to be sub-committees of COGS as defined in rule 19.
- (4) The garden committee may determine specific garden rules for the operation and use of the garden by members of COGS but such rules shall not be inconsistent with the general community garden rules at Appendix 4 to this constitution and a copy thereof shall be provided to the Honorary Secretary for endorsement by the committee of COGS.
- (5) Members must submit to and comply with the general community garden rules at Appendix 4 to this constitution, and the individual community garden rules, or be liable to disciplinary action under rule 9 of this constitution.
- (6) The COGS committee shall resume the administration of a community garden if any of the following apply:
  - (a) the garden members are unable to elect a garden convener;
  - (b) the garden committee requests the COGS committee to take over the administration of the garden; or
  - (c) the COGS committee determines that a garden committee has persistently administered the garden in a manner inconsistent with this constitution and its attached appendices, including the Code of Ethics included at Appendix 4.

**36. Common seal**

- (1) The common seal of COGS shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures of 2 members of the committee.
- (3) The common seal of COGS shall be in the form of a rubber stamp inscribed with the name of the society encircling the word "Seal".

**37. Custody of books**

Subject to the Act, the Regulations and this constitution, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to COGS.

**38. Inspection of books**

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

**39. Service of notices**

- (1) For the purpose of this constitution, a notice may be served by or on behalf of COGS upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**40. Dissolution**

- (1) Winding up or dissolution of COGS shall be in accordance with Part VII of the Act.
- (2) COGS shall be dissolved in the event of the membership being less than 15 persons, or upon a resolution for dissolution being passed by a three-quarters majority of the financial members present at a general meeting.



**41. Surplus property**

- (1) At the general meeting of COGS at which this constitution is adopted, COGS shall pass a special resolution nominating:
  - (a) another association for the purpose of Subsection 92(1) paragraph (a) of the Act; or
  - (b) a fund, authority or institution for the purpose of Subsection 92(1) paragraph (b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of COGS.
- (2) An association nominated under sub-rule (1)(a) must fulfil the requirements specified in Subsection 92(2) of the Act.

**42. Auditor**

At each Annual General Meeting the members of COGS shall appoint a suitable person, who is not a committee member, to act as the Auditor of COGS for the following year and the Auditor shall fulfil the requirements for that role set out in the Act.

**43. Insurance**

COGS is to insure and keep itself insured against the following classes of risk:

- (a) voluntary workers personal accident;
- (b) public liability; and
- (c) such other risks including workers' compensation as the committee from time to time may consider necessary.

**APPENDIX 1**

Sub-rule 3(1)

**CANBERRA ORGANIC GROWERS SOCIETY INCORPORATED**

**APPLICATION FOR MEMBERSHIP**

Canberra Organic Growers Society Incorporated  
(incorporated under the Associations Incorporation Act 1991)

I/We, .....  
(full name of applicant(s))

of .....  
(address)

hereby apply to become a member of the above-named incorporated association. I agree to be bound by the rules of COGS for the time being in force.

.....Date .... / .... / ....  
(Signature of applicant)

**APPENDIX 2**

Sub-rule 30(2)

**CANBERRA ORGANIC GROWERS SOCIETY INCORPORATED**

**FORM OF APPOINTMENT OF PROXY**

I, .....  
(full name)

of .....  
(address)

being a member of the Canberra Organic Growers Society Incorporated (COGS)

hereby appoint  
.....  
(full name of proxy)

of .....  
(address)

being a member of COGS, as my proxy to vote for me on my behalf at the  
general meeting of COGS (Annual General Meeting or other general meeting,  
as the case may be) to be held on the

.....day of.....year ....., and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution

.....  
.....  
.....  
.....

(insert details).

..... Date...../...../.....  
(Signature of member appointing proxy)

NOTE: A proxy vote may not be given to a person who is not a member of COGS.

\*(To be inserted if desired.)

## **APPENDIX 3**

Rule 33 and Rule 34

### **CANBERRA ORGANIC GROWERS SOCIETY INCORPORATED**

#### **AIMS AND OBJECTIVES**

The Canberra Organic Growers Society Incorporated (COGS) is an association, without specific political or religious affiliation as a group, but with the common goal to nurture the following objectives which appear in no particular order:

1. To foster the use of organic methods in home gardening, horticulture and agriculture.
2. To foster organic agricultural knowledge.
3. To promote the production and consumption of certified organically grown foods, and the adoption of recognised organic standards.
4. To encourage and demonstrate the use of organic growing techniques.
5. To provide a forum for the discussion of matters of interest to organic growers in the Australian Capital Territory and surrounding region.
6. To facilitate exchange of information and ideas between members and with organic growers and groups from other States and Territories.
7. To assist members in establishing their own organic growing areas.
8. To administer community gardens operated under organic agricultural principles for recreational, educational or rehabilitation purposes and for self-supply of contaminant-free produce.

## APPENDIX 4

Sub-rule 35 (4)

### CANBERRA ORGANIC GROWERS SOCIETY INCORPORATED

#### GENERAL COMMUNITY GARDEN RULES

##### **Code of Ethics:**

It is the desire of COGS that the community gardens made available for COGS members will provide a display of the practical application of organic principles, and a splendid example of co-operative endeavour.

To this end, the garden committees are behoven to administer the gardens in a manner which promotes a spirit of harmony, fairmindedness and goodwill amongst garden members. Likewise, individual plot-holders are to conduct themselves in a manner which promotes this same spirit, a spirit viewed by COGS to be essential to a true sense of community wellbeing.

##### **General Rules:**

The rules set out below are to be used by all community gardens operating under the auspices of COGS to standardise the way in which gardens are to be administered. It is not the intention of COGS to micro-manage the individual gardens, but it is the desire of COGS that the community gardens should by the use of these general rules, be able to provide a splendid example of co-operative endeavour and a good corporate image and to display the practical application of organic principles.

1. Garden members must be financial members of COGS.
  - 1a. When watering in COGS gardens, all plot holders must abide by any rules relating to watering that are issued by the COGS Committee from time to time.
2. Organic garden principles must be complied with at all times in the community gardens.
3. All members holding a plot in a community garden must garden in that plot without the use of non-organic pesticides, herbicides or inorganic fertilisers.
4. The members of each garden must democratically elect a Garden

Convenor (chairperson) and a garden committee, consisting of a levy collector (where appropriate) and such other members as may be necessary. The names of these people and the positions to which they have been elected should be given to the COGS Secretary at the time of the local election.

5. Garden convenors shall be informed of agenda items to be considered at meetings of the COGS committee which affect the community gardens and garden convenors shall be entitled to attend meetings of the COGS committee and may exercise a vote on garden matters.
6. Each garden must have a democratically agreed set of garden rules, which should be endorsed by the COGS committee and not be inconsistent with these general garden rules. A copy of current garden rules for each community garden should be held by the Secretary of COGS.
7. In the first instance, infringements of the garden rules should be dealt with by the garden committee. However, if unresolved these should be brought to the attention of the COGS committee by the garden convenor for resolution by whatever means the committee determines necessary, including use of a mediator where appropriate.
8. Garden convenors should act as mediator in resolving disputes in gardens where possible.
9. One garden committee member for each garden should be responsible for equitable plot allocation and keeping a register of plot-holders, a list of vacant plots and a listing of applicants for plots and for the safe keeping and allocation of garden keys. All members must inform the plot allocator when plots are no longer required and ensure that their key is returned when they no longer have a plot in the garden. At no time can plots be transferred between members without the approval of the garden committee and the keys should never be given to non-members.
10. Community garden rules may make provision for a maximum plot allocation and any such restriction must be written into their garden rules. No exceptions shall be made for individuals and all members should be treated equally.
11. Plot-holders should not interfere with other plots or other members' property.
12. Members may not remove tools, implements, hoses, etc (which are the property of COGS) from any garden without the express permission of



the garden committee.

13. Damage to, or unauthorised removal of garden equipment should be reported immediately to the garden committee and, where necessary, reported by that committee to the appropriate authority.
14. Plot-holders and other members are responsible for the actions of their children, pets and guests.
15. Garden committees shall make rules restricting the access of dogs and cats to community gardens.
16. COGS members should only be a member of one community garden unless they can establish that they are transferring from one garden to another.
17. Plot-holders shall not grow produce for commercial sale or engage in other commercial activities at the garden.
18. Garden committees may determine specific rules in relation to appropriate matters, including:
  - levies, but note that no levies may be collected without prior notification in the COGS newsletter of the nature and amount of the specific levies;
  - disposal of rubbish;
  - cultivation of canes and other invasive species, including prohibition of particular plants;
  - maintenance, including working bees, and emergency procedures; and
  - use, cleaning, repair and replacement of garden equipment.
19. It is the responsibility of the last member leaving a community garden to lock gates and sheds, regardless of whether or not that member opened them or used garden equipment.
- 20.1 The plot-holder of any plot which in the reasonable opinion of the Garden Convenor, in consultation with the Garden Committee, has been in an unkempt, derelict, overgrown or neglected condition, for a continuous period of not less than two (2) months may be given written notice by the Garden Convenor by post or email that the condition of the plot must be rectified within a period of thirty (30) days from receipt of the notice to the standard of a reasonably well-maintained plot. If the condition of the plot has not been rectified to that standard within that period of thirty (30) days the plot may be resumed by written notice

from the Garden Convenor to the plot-holder, and no refund of plot fees will be payable.

20.2 Any plot which in the reasonable opinion of the Garden Convenor, in consultation with the Garden Committee, has been abandoned may be resumed by the Garden Convenor by giving written notice to the plot-holder at the plot-holder's last known email or postal address. Resumption will take effect upon the giving of the notice.

21 All activities in community gardens, including but not limited to lighting of fires and burning off, must be undertaken in accordance with all relevant laws. In the use, administration and enjoyment of community gardens members should note that it is good policy to leave gardens in a better organic condition than you found them.