



The Bonsai Workshop Inc.

Western Australian Club

CONSTITUTION

THE BONSAI WORKSHOP INC

1) NAME AND OBJECTIVES

- a) The group shall be named "THE BONSAI WORKSHOP INC." (Hereinafter referred to in this Constitution as the Group).
- b) The Group is formed to foster and stimulate interest in the culture and development of Bonsai.
- c) The Group shall educate interested persons in the art of Bonsai.

2) COMMITTEE

- a) The affairs of the Group shall be administered by a committee consisting of the executive officers (President, Vice President, Secretary and Treasurer), the immediate Past President, and up to three (3) committee members. This committee shall be known as the Management Committee.
- b) All meetings held by the Management Committee will be open to financial members (hereinafter referred to as member/s) and other parties as invited by the Management Committee.
- c) The Management Committee shall be elected for one (1) year only, but shall be eligible for re-election.
- d) Executive Officers are not eligible to serve for more than three (3) consecutive years in any one office.

3) ELECTION OF MANAGEMENT COMMITTEE

- a) Management Committee positions shall be filled at the Annual General Meeting of the Group.
- b) Management Committee positions shall be elected by a majority vote of fifty percent (50%) plus one (1) of members present at the Annual General Meeting, and if necessary, decided by the casting vote of the Chairperson. Executive Officers shall assume their respective duties at the close of the meeting at which they are appointed (see clause 17, for proxy voting).
- c) Any member of the Group is eligible for nomination and subsequent election to an office or position on the Management Committee, subject to the following provisions;
 - i) Be a financial member for at least one (1) year
 - ii) A member shall not be eligible for nomination if they hold a Management Committee or Executive position in any other Western Australian Bonsai related organization.
- d) Eligible members wishing to nominate for office shall declare their interest at the Annual General Meeting.
- e) Eligible members may nominate other eligible members for office subject to the nominee being prepared to accept the nomination. The nomination shall be declared and accepted at the Annual General Meeting.
- f) Where a member is elected to the Management Committee of the Group and is subsequently elected to and accepts a Management Committee or Executive position in any other Western Australia Bonsai related organization, that member shall declare such appointment at the next available committee meeting.
- g) Where the Management Committee is advised of a situation as outlined in Clause 3 (c)(ii) then that member's position shall be vacated and subsequently filled in accordance with Clause 16 of the constitution.

4) MEMBERSHIP

- a) Only those people who wish to foster and develop their own knowledge and skills of Bonsai and who also wish to promote the interest and development of others are eligible for membership.
- b) To become a member it will be necessary to accept the rules and by laws of this Constitution and contribute the appropriate fees and levies.

5) GUEST STATUS

Guests will not be entitled to vote or hold office.

6) FEES

- a) Annual membership fees and levies for members shall be determined at the Annual General Meeting and shall be reviewed each year.
- b) The financial year shall be ~~March~~ January 1st (First) each year to ~~February 28th (Twenty Eighth)~~ December 31st (Thirty First) of the same ~~ensuing year (February 29th (Twenty Ninth) each Leap Year).~~
- c) Annual membership fees and levies are to be paid to the Treasurer within sixty (60) days of being due.

7) DUTIES OF PRESIDENT AND VICE PRESIDENT

The President shall preside at all General Meetings and at all meetings of the Management Committee. In the event of the President being absent, the Vice President shall preside. Should neither the President nor the Vice President be in attendance, the meeting shall elect a Chairperson for the occasion.

8) DUTIES OF TREASURER

The Treasurer must-

- a) be responsible for the receipt of all moneys paid to or received on behalf of the Group and must issue receipts for those moneys in the name of the Group;
- b) pay all monies referred to in paragraph (a) into such account or accounts of the Group as the Management Committee may from time to time direct;
- c) make payments from the funds of the Group with the authority of the Management Committee and in so doing ensure that all cheques are signed by Two (2) authorised signatories;
- d) submit an annual financial report, balance sheet and such other information as the Management Committee may require at each Annual General Meeting, and at any other time when so directed.

9) DUTIES OF SECRETARY

The Secretary shall-

- a) conduct the correspondence of the Group and shall have custody of all documents belonging to it;
- b) keep correct minutes of all proceedings;
- c) carry out such duties as are required by these rules and shall also attend to such other matters as the Management Committee may from time to time direct;
- d) be responsible for the requirements imposed on the Group under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Group.
- e) keep the register of members. Either at the secretary's place of residence or at another place, as agreed with the committee.

10) AUDITOR

An independent auditor shall be appointed by the Management Committee each year.

The auditor shall-

- a) audit the Annual Statement of Accounts and Balance sheet of the Group and shall certify to same;
- b) have power at any time to call for production of all books of accounts, vouchers and documents relative to the affairs of the Group;

- c) be a non-member of the Group, a professional, who will be paid out of Group funds.

11) POWERS OF MANAGEMENT COMMITTEE

The Management Committee shall have the control and management of the affairs of the Group subject to the Constitution, its rules and by-laws and all subsequent amendments and shall exercise the following powers:

- a) To control the finances, property, funds and interests of the Group, but may not commit the Group to any single item of expenditure in excess of One Thousand Dollars (\$1,000-) without obtaining authority by way of a majority vote at a general meeting.
- b) To control all show, exhibitions, displays, entertainment and competitions arranged by the Group.
- c) To open and operate any bank account provided that there are two signatories. The Signatories are to be any two (2) of the Treasurer, President, Vice President and Secretary who shall sign all cheques and drawings thereon, up to the amount of One Thousand Dollars (\$1,000-) for any individual transaction. Any amount in excess of One Thousand Dollars (\$1,000-) will be referred to the Management Committee and subject to clause 11(a) be approved for payment by a majority vote at a General Meeting.
- d) Payments to members of the Management Committee shall only be for reimbursement of expenses incurred in achieving the Group's aims where such expenses have been duly approved by the Committee
- e) To make, subject to this Constitution and subsequent amendments, rules and by-laws for the conduct of meetings, shows, exhibitions, displays and educational workshops of the Group. The Management Committee may alter, rescind and add to any rule and by-law. Such rules and by-laws shall be binding on members as if they were the rules of the Group unless and until rescinded by the Management Committee or at the direction of a General Meeting,
- f) To determine the need for sub-committees and establish their objectives, arrange for an election of officers to the sub-committees. Each sub-committee to have a minimum of one representative of the Management Committee as an officer. Each sub-committee to report to the President of the Management Committee. Sub-Committee members do not have Management Committee voting rights, unless invited to vote by the Management Committee.
- g) To declare vacant the seat of an executive officer or a committee member who, without satisfactory reason, absents himself or herself from three (3) consecutive meetings of the Committee.

12) TRUSTEES

Trustees of the Group shall be the President and Vice President for the term of their office.

Where required all deeds, instruments, or documents shall be signed by one (1) of such Trustees and countersigned by the Secretary of the Group and where necessary affix the Common Seal of the Group which shall be affixed in the presence of such signatories. It shall not be affixed to any deed, instrument or document except, and until the Management Committee by resolution, authorises such action. The Secretary of the Group shall be responsible for the safety of the Common Seal.

13) MEETINGS

- a) The Annual General Meeting of the Group shall be held in February each year on a date of which all members will be advised at least fourteen (14) days in advance.
- b) The Secretary shall call a Special General Meeting of the Group whenever required to do so by the Committee, or upon receipt of a written requisition for a Special General Meeting signed by one third (1/3) of the membership. Such requisition must state the matter for consideration at such Special General Meeting. No business except that of which notice shall have been given, shall be transacted at any Special General Meeting. Members shall be given at least seven (7) days notice of a Special General Meeting, and shall, when advised of such meeting, be apprised of the business to be transacted there at.
- c) The Management Committee shall meet at such times and from time to time as it shall deem necessary, and further, shall meet whenever required to do so by the President or Vice President.

14) REPORTS

At each Annual General Meeting, the President shall present a report on the affairs of the Group for the preceding twelve months. The Treasurer's Report and Audited Balance Sheet shall also be submitted at this Annual General Meeting.

15) QUORUMS

- a) A quorum for Management Committee Meetings shall comprise at least four (4) members who have been elected to the Management Committee.
- b) A quorum for the Annual General Meeting and Special General Meeting shall comprise at least fifty percent (50%) plus one (1) of members of the Group.
- c) If at the end of 30 minutes after the time appointed in the notice for the opening of the Annual General Meeting or Special General Meeting there be no quorum, the meeting will stand as adjourned.
- d) The Secretary shall give at least seven (7) days notice in writing of the date of a subsequent Annual or Special General Meeting after the adjournment (see clause 15(c)). If at such meeting there is no quorum those present shall be deemed competent to discharge the business of the meeting.

16) VACANCIES

Should a vacancy occur in the Management Committee, the Management Committee shall appoint a successor until the next Annual General Meeting.

17) VOTING

Each member present at a meeting of the Group and qualified to remain at such meeting shall be entitled to one vote. The Chairperson at any meeting shall be entitled to cast a deliberative vote and shall further be entitled to a casting vote. Voting shall be by simple majority except where otherwise expressly provided herein. Voting shall be by a show of hands, but any two members shall be entitled to demand a ballot. Unless such ballot is so demanded, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes of the meeting signed by the Chairperson shall be sufficient evidence of the fact, and shall be deemed to be the resolution of the Group or the Management Committee as the case may be. Written proxy votes will be accepted for an Annual General Meeting or Special General Meeting by the Secretary, prior to the commencement of the meeting.

18) CANCELLATION OF MEMBERSHIP

- a) The Management Committee shall have the power to remove from the list of members, the name of any members, (a) whose subscription is in arrears for three (3) months; (b) who has been guilty of conduct likely to bring discredit on the good name of the Group, or who may act in an unseemly manner at any meeting or function of the Group, and notwithstanding any provision of these rules to the contrary, the person whose name has been so removed shall cease to be a member of the Group, and shall not be eligible to regain membership without the express permission of a Special General Meeting.
- b) A member whose membership is suspended or who is expelled from the Group may, within 14 days after receiving notice of the Committee's decision, give written notice to the secretary requesting the appointment of a mediator.

19) ALTERATION TO CONSTITUTION

No Constitutional Item of the Group shall be repealed or amended, and no Constitutional Item shall be made, save and except by seventy five percent (75%) of the total number of members present, being in agreement. Voting shall be at a Special General Meeting of the Group in respect of which notice of the intention to propose such repeal, amendment or new Constitutional item shall have been included in the notice calling the meeting.

The following procedures shall apply in relation to proposed repeals, amendment or additions to the Constitution:-

- a) Notice in writing of any proposed repeal, amendments or additions to the Constitution shall be given to the Secretary at least seven (7) days before the time limited for giving notice of the Special General Meeting at which such proposed repeal, amendment or addition is to be presented.

- b) Such notice shall be signed by one third {1/3} or more members.
- c) The Secretary shall include in the notice to members of such meeting a true copy of such proposed, repeal, amendment or addition.
- d) In the event that a member is unable to attend a Special General Meeting their proxy vote will be accepted if it is made in writing and passed to the Secretary of the Management Committee prior to the commencement of the Special General Meeting.
- e) A member wishing to inspect the register of members must contact the secretary to have the request tabled at the next meeting of the Group, be that a committee meeting or a general meeting. The Chairperson of that meeting may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Group. The Chairperson shall then direct the secretary to make the necessary arrangements to allow the member to inspect the register.

20) DISSOLUTION

The Group may be dissolved or wound up by a resolution and passed by a minimum of seventy five percent (75%) of the Membership at a Special General Meeting called for such purpose.

If upon the dissolution or winding up of the Group there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Group, but shall be given to and or transferred to some other group or institution having objects similar, wholly or in part, to the objects of the Group, and which shall prohibit the distribution of its or their income and property among its or their members, or to some charitable object or objects which group, institution or object shall be determined by the members of the Group at or before the time of dissolution or winding up or in default thereof or if and insofar as effect cannot be given to such determination, then such payment or distribution shall be determined by a Judge of the Supreme Court of Western Australia.

The income and property of the Group whencesoever derived shall be applied solely towards the promotion of its objects as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever to its members, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Group for services actively rendered to the Group.

21) INDEMNITY

- a) Where any losses, damages, costs, claims or debts are incurred as a result of anything done or omitted to be done by the Management Committee of the Group, individually or collectively, on behalf of the Group and in pursuance of the Objects of the Group, and are not outside the terms of this Constitution its subsequent amendments then those of the Management Committee shall be indemnified by the members of the Group.
- b) Any indemnity payable under clause 21(a) shall be paid and satisfied in the first instance, out of the assets of the Group, and if there are insufficient assets, by the members of the Group, equally to the extent of this insufficiency.

22) DISPUTE RESOLUTION

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Group.

- a) Parties to attempt to resolve dispute. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- b) How grievance procedure is started
 - (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
 - (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
 - (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
 - (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
 - (5) If —
 - (a) the dispute is between one or more members and the Group; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator,the committee must not determine the dispute.
- c) Determination of dispute by committee
 - (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
 - (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
 - (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator.

If notice is given under subrule (3), each party to the dispute is a party to the mediation

23) Mediation

- (1) This applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 18b) or
 - (b) by a party to a dispute under rule 22b)(5)(b) or 22c)(3).
- (2) If this Division applies, a mediator must be chosen or appointed under 23a).
- a) Appointment of mediator
 - (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 18b)— by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
 - (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.

- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 18b); or
 - (b) a party to a dispute under rule 22b)(5)(b) or
 - (c) a party to a dispute under rule 22c)(3) and the dispute is between one or more members and the Group.
 - (4) The person appointed as mediator by the committee may be a member or former member of the Group but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.
- b) Mediation process
- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
 - (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
 - (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
 - (4) The mediator cannot determine the matter that is the subject of the mediation.
 - (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
 - (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated Group's rules.

- c) If mediation results in decision to suspend or expel being revoked
 - If —
 - (a) mediation takes place because a member whose membership is suspended or who is expelled from the Group gives notice under rule 18b) and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

24) DATE OF RATIFICATION

This Constitution was ratified at the Special General Meeting held at the Doubleview Girl Guide Hall, corner of Scarborough Beach Road and Hancock Street, Doubleview, on 27th May, 2006 and subsequently amended at the Special General Meeting held at the same location on 24th November 2018.