

## **DEVON ORCHID SOCIETY**

### **RULES**

#### **Rule 1. Name**

The name of the Society shall be the Devon Orchid Society.

#### **Rule 2. Affiliations**

The Society shall be affiliated to the British Orchid Council, the Orchid Society of Great Britain and the Royal Horticultural Society.

#### **Rule 3. Purpose**

The purpose of the Society is to promote interest in and knowledge of orchids and their cultivation through the dissemination of information and the organisation of events and, in general, undertaking any activities consistent with this purpose.

#### **Rule 4. Membership**

Para 1. Membership of the Society shall be open to any person on payment of the appropriate subscription.

Para 2. There shall be four categories of membership, Individual, Joint (two or more persons at the same address), Junior (persons aged 16 or under or still in full time education) and Honorary.

Para 3. Subscriptions shall be payable annually and become due on 1<sup>st</sup> January. Subscription rates shall be decided by the Society at a General Meeting. The Committee may, at its discretion, agree special concessions for new members joining during the year. The Committee may propose at a General Meeting the election of a person or persons to Honorary membership. An Honorary member shall be exempt from the payment of a subscription and Honorary membership shall continue for the life of the Honorary member, unless terminated by them or by the Committee under this Rule, para 4.

Para 4. If the conduct of any member shall, in the opinion of the Committee, be injurious to the object, interests and/or reputation of the Society, the Committee may terminate his or her membership. In such cases no refund of subscription shall be given and the person shall have no redress against the Society.

Para 5. Any member who wishes to resign may do so by advising the Membership Secretary (or in whose absence the Chairman) but no refund of subscription shall be given. Members more than three months in arrears with their subscriptions may be considered to have resigned.

Para 6. A member shall be entitled to receive a copy of the Rules by email or post on application to the Membership Secretary (or in whose absence the Chairman).

#### **Rule 5. Officers, Committee & Management**

Para 1. The Principal Officers shall be those elected at an Annual General Meeting to serve as the Chairman, the Vice-Chairman, the Secretary and the Treasurer. The Functional Officers shall be those elected at an Annual General Meeting to perform a particular function, for instance, Membership Secretary, Publicity Officer, Show Organiser, Newsletter Editor.

Para 2. The Committee shall be responsible for running the Society and shall consist of the Principal Officers and up to eight other members elected at an Annual General Meeting who may be Functional Officers or Ordinary Members. The Ordinary Members shall be those elected to

serve on the Committee at an Annual General Meeting who are neither Principal Officers nor Functional Officers.

- Para 3. All Officers and Committee members shall be members of the Society. A member may hold any number of Functional Offices but no more than one Principal Office. All Officers and Committee members shall retire at the Annual General Meeting and shall be eligible for re-election.
- Para 4. If an Officer or Ordinary Member of the Committee resigns or the Committee considers it desirable to appoint another Functional Officer, the Committee may appoint a member to fill the vacancy so created until the next Annual General Meeting, provided that the Committee may not appoint a Principal Officer to fill a vacancy for another Principal Officer.
- Para 5. Committee meetings shall be convened by the Chairman on giving not less than seven days' notice. The Chairman shall be obliged to convene a Committee meeting within 21 days if three other members of the Committee so request. The Chairman, or in whose absence the Vice-Chairman, will chair the meeting. Failing these, the meeting shall elect one of the members present to act as chairman. A meeting will be quorate provided that at least 50% of members of the Committee are present, including at least two Principal Officers. Any motion before the Committee shall be passed by a majority of those present and voting. In the event of a tie, the chairman of the meeting shall have a casting vote.

#### **Rule 6. Banking & Finance**

- Para 1. The Treasurer shall manage the financial affairs of the Society. He/she shall maintain the financial records of the Society and prepare the annual accounts of the Society and a Report for presentation at the Annual General Meeting next following the financial year-end.
- Para 2. The Society's financial year-end shall be 31<sup>st</sup> October.
- Para 3. The Society shall maintain such bank accounts as the Treasurer, with the consent of the Committee, deems appropriate. The authorised signatories required to operate these accounts shall be members of the Committee as agreed by the Committee, provided that any banking transaction shall require the signatures of two authorised signatories.
- Para 4. If the Treasurer and the Committee agree, the Society may maintain separate accounts and financial records for the Orchid Weekend events and related items and the Treasurer may delegate the maintenance of these accounts and records to a Functional Officer (the "Orchid Weekend Treasurer") elected or appointed in accordance with Rule 5. The annual accounts of the Society prepared in accordance with Para 1 of this Rule shall include the appropriate amounts from these separate accounts.
- Para 5. The annual accounts of the Society shall be the subject of review by an Independent Examiner. The Independent Examiner shall be elected at the Annual General Meeting to serve until the next Annual General Meeting and may be any member of the Society other than a Principal Officer.

#### **Rule 7. General Meetings**

- Para 1. The Annual General Meeting shall be held in January (or failing that in February) each year for the following purposes:-
- a. To receive the Chairman's Report.

- b. To receive the annual accounts for the preceding financial year and the Treasurer's Report.
- c. To elect the Officers and members of the Committee.
- d. To elect an Independent Examiner.
- e. To consider any other business.

Para 2. In addition, if the Committee considers it necessary, the Committee may arrange for a Special General Meeting of the Society at any other time.

Para 3. Notice of a General Meeting shall be sent to members at least 14 days beforehand by post or email and may be included in a newsletter.

Para 4. The Chairman, or in whose absence the Vice-Chairman, will preside at the meeting. Failing these, the meeting shall elect one of the members present to preside. The quorum for the meeting shall be twelve members. Resolutions shall be passed by a simple majority of those present and voting. In the event that the meeting does not achieve a quorum, the meeting shall be deferred for not more than two months and the quorum at the deferred meeting shall be the number of members attending.

Para 5. Proposals for changes in the Rules of the Society and proposals, which, in the opinion of the Chairman or other member presiding at the meeting, would materially affect the operation of the Society, must have been included in the Notice of the meeting, in order for such proposals to be passed at that meeting. Otherwise such proposals shall be referred to the Committee for consideration.

Para 6. Nominations for the Officers and the Committee shall be included in the Notice of the meeting and may be made by the Committee or by two members, who must submit their nomination to the Chairman or the Secretary before 1st December preceding the relevant Annual General Meeting and provide evidence that their nominee has agreed to stand. If there is only one nominee for any position, the nominee shall be elected unopposed without a vote. If there is no nominee for any position included in the Notice of the meeting, the chairman of the meeting may accept a nomination for that position at the meeting. If any position fails to be filled at the meeting the Committee may fill that position subsequently under Rule 5, para 4. Nominations for Functional Officers may include nominations for a President and a Vice-President.

#### **Rule 8. Dissolution**

The Society may be dissolved by the passing of a resolution to that effect at a General Meeting. In the event that the Society is dissolved, the remaining assets of the Society after the payment of all outstanding liabilities shall be donated to an organisation with similar aims to the Society as detailed in the resolution of dissolution.

#### **Rule 9. Changes to the Rules**

Changes to the Rules may only be made by the passing of a resolution detailing the proposed changes at a General Meeting.

[These Rules were adopted by the Society by a resolution passed at its Annual General Meeting on 19<sup>th</sup> January 2014.]

## **Appendix. Descriptions of Officers' Functions (updated 15th January 2017)**

The following is a list of officers with descriptions of what they do, which is appended to the Rules for information purposes only. The list does not form part of the Rules and may be updated as necessary from time to time.

### **Principal Officers**

**Chairman:** chairs Committee and General Meetings and coordinates all the Society's activities.

**Vice-Chairman:** deputises for the Chairman in the Chairman's absence.

**Secretary:** produces agendas for and minutes of Committee and General Meetings and maintain records of these Meetings.

**Treasurer:** manages the financial affairs of the Society, maintaining financial records, preparing annual accounts and overseeing the banking arrangements.

### **Functional Officers**

**BOC Representative:** represents the Society at meetings of the British Orchid Council.

**Independent Examiner:** reviews the annual accounts and financial records for reasonableness and validates the balance sheet assets.

**Librarian:** maintains the library and administers the borrowing of books by members.

**Membership Secretary:** processes membership applications and renewals and maintains membership records.

**Newsletter Editor:** produces and distributes the monthly newsletter.

**Programme Secretary:** arranges the monthly meeting programme including the booking of speakers.

**Publicity Officer:** organises publicity for the annual show and orchid weekend and other Society activities as appropriate.

**Show Secretary:** organises the annual show and the orchid weekend including the mounting of the Society's displays at these and other shows.

**Table Show Secretary:** organises the judging of the table shows at monthly meetings, recording results and determining annual awards.

**Webmaster:** responsible for the maintenance and development of the Society's website and other internet-related media.

### **Honorary Officers**

**President:** an honorary office conferred on a member in recognition of long service to the Society and involving no functional responsibilities.

**Vice-President:** an honorary office similar to President but conferred when there is already a President in office in the expectation that the Vice-President will become President on the latter's retirement from office.