

TOOWOOMBA ORCHID SOCIETY INC BY LAWS – 2026 draft

To be used in conjunction with the Toowoomba Orchid Society Inc. Constitution.

The purpose of TOS Inc. By laws.

- 1.1 To prescribe administrative procedures necessary for management of the Toowoomba Orchid Society (TOS) Inc.
- 1.2 To provide guidelines for the conduct of constitutional requirements, where they are not covered in sufficient detail within the TOS Inc. Constitution.
- 1.3 To acquaint Management Committee and society members with By Laws.
- 1.4 To avoid repetitive consideration of established administrative matters.

By Laws – Ratification – Alteration.

- 2.1 By Laws are to be adopted by the incoming Management Committee each year then presented to Society members for discussion and approval.
- 2.2 Alterations, additions and deletions may be made by a majority decision of club members at any General Meeting. This document will be reviewed at least once per year by Management Committee and noted in minutes of meeting.
- 2.3 A copy of By Laws is to be given to each new member and made available to members on request.
- 2.4 By Laws are to be kept up to date by the TOS Inc. Secretary and kept with the Constitution.

General Meetings.

- 3.1 Unless deemed necessary, General meetings are held on the 4th Friday of each month, except September and December, at St Pauls Lutheran Church Hall, Corner. James and Phillip St's, Toowoomba, or such venue as determined by the members, commencing at 7-30pm.
- 3.2 Membership is open to people interested in orchids. Visitors are most welcome. Members are asked to bring a plate for supper.
- 3.3 Members are asked to assist in the running of the meeting, under the direction of the meeting coordinator/s, by helping with the setting up of the hall prior to the meeting, putting away the tables, chairs etc, at the end of the meeting and any cleaning up.
- 3.4 Apologies are to be made to the Secretary or via another member who will make an entry in the Attendance/Apology book.
- 3.5 The act of a majority of members present at a constituted meeting shall become a decision of the entire society.
- 3.6 At all meetings, shows and gatherings of members of TOS, the government prescribed health regulations are to apply.

Annual General Meeting.

- 4.1 The Annual General Meeting of the Society is held in February each year on the same night as the Monthly general meeting.

Management Committee Meeting / Elections.

- 5.1 The Management Committee elections are conducted at the Annual General Meeting.
- 5.2 The Management Committee thereafter meets monthly at a time and place agreed by the committee.
- 5.3 Voting. Members of the Management Committee shall only be able to cast one vote per person. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
The Chair of any Committee or Sub-Committee does not have a casting vote.

Membership.

- 6.1 Register. A register of the details of all members is retained by the Secretary and updated as required. Privacy restrictions are detailed in the constitution.
- 6.2 Annual membership fee. The membership fee is set by the members and as at Feb 20, 2014, they are: **Family - \$25.** (Family means 2 adults and any child under 18 (not employed) and at the same address. One copy of Tan Bark only emailed or posted to the home address.
Single - \$25.
Junior - No charge. Under 16. Honorary member until they leave school. See constitution 5b.
Note: - Any person under the age of 16 years must be accompanied by a parent or guardian when attending any TOS activity.
Honorary - No charge.
Life. Membership subscription waived for recipient **and spouse** (payment optional).
- 6.3 **Life Membership.** Life membership can be proposed by members and the award considered by Management. The criteria include but are not limited to; at least 10 years of continuous service to the club, having held major management positions within the club and having contributed greatly to the running and advancement of the club. Life membership is a tribute not to be given frivolously and the club should seek to limit numbers.
- 6.4 The membership year is from 1st January to 31st December. People who join at the Spring Show to December will be considered financial for the following year.

TOS property.

- 7.1 TOS Property Register. Maintained by the treasurer (or secretary). Reviewed annually in December to ratify write-offs prior to the financial audit prior to the Annual General Meeting.
- 7.2 Disposal / write off. Surplus assets may be written off the register and, at the discretion of the management Committee, sold by tender, auctioned, or destroyed.

Usage of Electronic Equipment.

- 8.1 The Toowoomba Orchid Society (TOS) will make certain electronic equipment available for member use. The conditions and use of this equipment are governed by the contents of this policy. The word "device" within this document refers to any item provided by TOS.
- 8.2 If a user of a device changes a password, username, or PIN, they **MUST** notify the Database Administrator and their assistant immediately. This includes passwords and PINs for software provided by TOS. Notification must be via SMS or email and addressed only to the President and Database Administrator.
- 8.3 A user of a device must **NOT** reveal usernames, passwords, or PINs to any other person (TOS members or otherwise) unless given permission to do so by the TOS President. This includes members of the TOS Management Committee.
- 8.4 Devices are for TOS business only. They are not for personal use and personal data, or software should **NOT** be installed unless permission has been granted, by the President, to do so.
- 8.5 All documents should be saved to folders that support cloud backups (e.g., Dropbox, Google Drive, OneDrive) to enable ease of handover when positions change.
- 8.6 Any label/stickers attached on the device must not be removed.
- 8.7 Access to inappropriate content or use in an inappropriate or illegal manner will result in surrender of any device provided by TOS immediately.
- 8.8 **ALL** devices provided by TOS must be signed for when taken and when returned. Device serial number should be confirmed before signing with the Treasurer.
- 8.9 All devices should be treated with care (as if it were you own) and any abuse or mistreatment of a device will result in its immediate surrender.

Shows / exhibitions.

- 9.1 **Show Committee: Should the members decide a Show Committee is viable and necessary; the following shall apply:** The show committee is a sub-committee **and if deemed necessary is to be** elected at the February general meeting, following the AGM, however, should the need arise there is a provision in the constitution for the management committee to nominate such a committee without an election. The show committee elects the chairman of the sub-committee, **who shall liaise with Management Committee.** Election takes place at the first meeting of the new show committee. See duty statement 5.
- 9.2 **Show schedule.** Prepared by a **nominated person or persons in conjunction with** the management committee. The master copy is to be retained by the secretary and updated as required. Updated current schedules will be on the TOS web site for all members to view at any time. This is to be done in conjunction with the database custodian.
- 9.3 **Judging rules.** Prepared by the **nominated person or persons** and sanctioned by the management committee. The master copy is to be retained by the secretary and updated as required. These will be maintained in a current form on the website so all members can access information. This is to be done in conjunction with the Database custodian.
- 9.4 All members displaying plants at meetings or shows agree that the use of any photographs of that plant can be used by Toowoomba Orchid Society Inc. as seen fit.
- 9.5 **Safety.** TOS has a duty of care responsibility to its members and the public to ensure their safety at all shows. The committee must ensure all activities for the duration of the show are performed in a safe manner and environment and ensure a first aid kit and fire/evacuation plans are in place. (MC needs to check First Aid Kits held in hall)

Food Preparation.

- 10.1 When food is prepared for sale at a TOS sanctioned event, members handling the food must have completed the Toowoomba Regional Council Food Handlers Course or at least sufficient members having completed the course to provide competent supervision. Members who have completed the course must provide **a copy to the TOS secretary, before being rostered for kitchen duties.** Copies to be available on request for relevant authorities at each show where food is served. It is the responsibility of an elective member of the group (MC) to maintain compliance. No home bottled or preserved foodstuffs to be sold through TOS outlets.

Insurance.

- 11.1 Adequate insurance provided to cover members and property, **to include cash.** Renewed annually by the treasurer

Club Supplies.

- 12.1 For the benefit of club members, a variety of pots, hangers, tags, and media are purchased, in bulk, and are available for purchase by members. Details are displayed in the club magazine Tan Bark and on the website. Sales to the public will only be available at the **club shows** which are open to the public with a mark-up of 25% to be applied. At these shows, Club Members must pre-order to receive members price or else pay full price.

Conflict of interest

- 13.1 Where there is a perceived or real conflict of interest, the member or members shall leave the room while all discussions are being held. Such members shall have no voting in areas where there is a perceived or real conflict of interest. This is to maintain credibility of the Society.

Definition of Conflict of Interest

A conflict of interest refers to a situation where a conflict arises for an individual between two competing interests. These are often, but not exclusively, interests of public duty versus private interests. This refers to a reasonably perceived, potential, or actual conflict of interest. Conflicts of interest can involve financial or non-financial interests of the member and the interests of a business partner or associate, family member, friend, or person in a close personal relationship with the member.

Intellectual Property

- 14.1 Intellectual property

Emergency Situations.

- 15.1 During times of declared emergencies such as pandemics or any other natural disaster; the club shall adhere strictly to official advice, whether provided by Local Emergency Services, Local Council, State or Federal Government Health or Emergency Services. Decisions as to the nature or possibility of meetings shall be made in concert with the Lutheran Church Toowoomba which owns and controls the club's meeting place.

By Law Reviews

- 16.1 These By-laws will be reviewed on an annual basis to maintain currency as our Society grows. This will be done within the timeframe of the first two Management meetings of a new committee establishment. The Secretary will note that this has been done and thus noted in meeting minutes.

Duty Statement of Office Bearers

1. President.
2. Vice president.
3. Secretary.
4. Treasurer.
5. Management committee members.
6. Show Marshall
7. Show Committee members.
8. TOS newsletter editor.
9. Meeting venue co-ordinator.
10. Publicity/Promotions Officer.
11. Social Events Co-ordinator.
12. Merchandiser (changed from trade table coordinator)
13. Stock Controller

The Management Committee

The Management Committee consists of the president, vice president, secretary, treasurer (constituting the TOS Inc. executive) and any other members elected to a maximum of 9 (including the executive) at the annual general meeting. Specific responsibilities are in accordance with the

TOS Inc. Constitution and By Laws however to assist committee members the following duty statements are provided. The executive shall use club designated email addresses where provided. The club charity for the succeeding year shall be nominated by management committee and the members consulted by November. This allows timely printing of show brochures for that following year. The chosen charity is to be invited to help promote our society wherever possible. The Immediate Past President may be invited to be an ex-officio member of the Management Committee to aid the continuity and governance of the Clubs management. (An ex-officio member does not have voting rights).

- 1. The President.** Is the chief executive officer and will preside over all TOS Inc. Club meetings, Management Committee meetings and is an ex officio member of all sub committees.

The president must ensure that TOS Inc. operates within the provisions of the Constitution/By Laws as well as state rules and regulations and provide leadership for the year he/she holds office. The President, or his/her representative, is to represent the TOS Inc. on occasions where a presence is required to represent and or promote the Society and its objectives. The cost to attend functions to which the Society has been invited may be reimbursed, on request.

The president is to oversee the appointment of Committee and Sub-Committee chairs and ensure regular reports are provided to the Management committee, as required.

Members of the management committee must not expend any monies or commit the society to any activity without first seeking the approval of the management committee. However, the president may authorise the spending of up to \$400, not budgeted for, without prior approval of the management committee, provided the funds are used within the rules of the constitution and by-laws. The spending must be sanctioned at the next management committee meeting or monthly general meeting.

- 2. The Vice President.** Deputises for the president and therefore must be abreast of current activities of the TOS Inc. and its workings including sub-committees.

Members of the management committee must not expend any monies or commit the society to any activity without first seeking the approval of the management committee.

- 3. The Secretary.** The Secretary's duties include, but are not limited to, registering all inwards and outwards correspondence, present all correspondence to the president and the Management Committee for direction.

The secretary shall call all meetings and prepare notices for the meetings in accordance with the Constitution / By Laws and after consultation with the president.

Keep minutes of the meetings and have the meeting chairman review and sign the minutes after being passed at the next ordinary meeting. Draft minutes are included in Tan bark for the information of members.

The secretary is to maintain a register of all members, as required in paragraph 13 of the Constitution. Disclosure of this information is restricted as per paragraph 13 and 14 of the constitution.

The secretary is to have custody of, keep and maintain club records and arrange storage of the records. If records are kept electronically, a backup copy must be made for security of club records. The secretary must co-ordinate the TOS Inc. response to social or special occasions on behalf of the members, e.g., birth, sickness, death, funeral, (card and/or flowers,) Note- Flowers to be sent to Direct Family only card to all others: And shall inform members, where possible.

The secretary is to maintain a register of awards to members including trophy winners, life members.

The Club's spare laptop containing OrchidWiz shall be borrowed in 1 monthly intervals. This will be overseen by the secretary and will be mentioned in club minutes to ensure transparency.

The secretary is to maintain a copy of master documents used by the club, e.g., show schedule, show judging rules, promotional pamphlets, membership applications, nomination form for election to the management committee, etc.

If the President and Vice President are both absent from the meeting, should both be absent, the Secretary is required to open the meeting and call for nominations for an Acting Chairperson for that meeting.

Members of the management committee must not expend any monies or commit the society to any activity without first seeking the approval of the management committee.

4. The Treasurer.

The Treasurer's duties include, but are not limited to, maintain all club accounts, and maintain financial records showing full and accurate particulars of the financial affairs of the club.

NOTE: The Toowoomba Orchid Society Accounts may be done electronically or manually if the chosen procedure is approved by the management committee and sanctioned by the auditor.

All sums received should be deposited as soon as possible after receipt noting what it was for and by whom it was paid. Deposits should be written up in the bank deposit book and banked as soon as possible.

Have authorised signatories complete the bank forms as soon as possible after election and take the forms to the bank. Also supply the Bank with a copy of the Toowoomba Orchid Society Inc. AGM minutes which identifies the authorised signatories. These forms should be handed to the incoming treasurer along with the society books.

All payments made should be either by cheque or Electronic Fund Transfer or as advised by Management Committee

Cheques must be signed by 2 of the following, President, Secretary, Treasurer or 1 of 3 other members of the club authorised to sign cheques by the Management Committee.

However, 1 of the persons to sign the cheque must be the President, the Secretary, or the Treasurer.

All expenditure is to be approved or ratified at a Management Committee meeting or at a general meeting.

The new treasurer should obtain a debit card from Heritage bank as soon as possible. The treasurer is to manage the debit card account under the direction of the Management Committee with prior approval required from the executive before any transaction. Money for the card is to be transferred from the general account. The Debit card account must carry a minimum balance of \$10.

A petty cash account is not held by the treasurer as all small payments are made using the club debit card.

At general meetings the treasurer (or the Treasurer's representative) is to read out the financial statements as at the date of the last bank statement received or as at the date of the meeting if it can be obtained through internet banking means. In presenting the financial position, approval should be sought for the payment of accounts.

A monthly financial report is to be tabled at the management committee meeting. This will consist of all treasury activity for the month.

The treasurer is to co-ordinate insurance for the society, its members and committee members. Adequacy of cover is to be approved by the Management Committee.

At the end of the club's financial year, 31 Dec, the treasurer is to finalise the books and deliver them to the auditor. A copy of the auditor's report is to be tabled at the AGM and forwarded to the Office of Fair Trading as soon as possible.

The treasurer is to ensure an auditor is nominated each year at the Annual General Meeting.

Vouchers for plants tabled and judging prizes at the general meetings are to be supplied by the treasurer. The \$7-50 and \$10-00 vouchers are to be registered by the treasurer, signed, and dated by the Treasurer.

New member badges are ordered and picked up from the Toowoomba Trophy Centre, who has the spare blank badges of the society.

The Treasurer has been given approval by the Management Committee to spend up to \$400.00 in any one transaction to deal with all normal running cost/expenditure of the society. Where any item exceeds this amount or is out of the ordinary, the Treasurer needs ratification of the Executive prior to expenditure for these specific payments. The funds are to be used within the rules of the constitution and by-laws. All payments will be documented for approval as appropriate at the next Management Committee meeting.

- 5. The Management Committee Members.** Duly elected members of the Management Committee are responsible for the day-to-day operation of the society, as detailed in the constitution and supplemented by the by-laws.

Some members are elected directly to mandated positions, e.g. President, Vice President, Secretary and Treasurer, who form the executive of the Society. Other members may be elected to fill specific positions, e.g., Tan Bark Editor, or elected as ordinary management committee members.

Members of the management committee are obliged to attend meetings and make themselves available to fill nominated appointments and / or chair subcommittees or projects.

All members are to promote harmonious interaction within the society, strive for interesting and informative meetings, social events, activities, and the promotion of all aspects of orchid culture.

Members of the management committee must not expend any monies or commit the society to any activity without first seeking the approval of the management committee.

- 6. The Show Marshall.** He/she will be elected at the General Meeting following the AGM and will take responsibility for our Shows delivery. It is the responsibility of this position to ensure all entries are **set in the correct classes to ensure easy deliberation and simple continuation of show judging.** Shows will be conducted as per club rules and schedule. The Show Marshall could be a member of the Management Committee and thus represents a point of contact and brings views of the Show Committee to the Management Committee instead of the elected chair. **Members of any committee or sub-committee must not expend any monies or commit the society to any activity without first seeking the approval of the management committee.**

Other Senior Club Positions

- 7. The Show Committee.** **Should the members decide a Show Committee is viable and necessary; the following shall apply:** The show committee is defined as a sub-committee and is accountable to the Management Committee. The Show Committee is responsible for the smooth running of the Club shows and other display/exhibition held during the year. The shows are to be held at St Paul's Hall, or such other venues as determined by the society.

In February each year the Show Committee is to be elected or appointed at the General Meeting. **See Bylaw 9.1.** It will comprise of an elected chair of the group, it's elected Secretary, and as many other members as deemed necessary to provide for the satisfactory planning and smooth running of the shows.

Possible other positions may include Catering Convener, Head Steward, Craft Stall convener and Safety Officer and other positions as and if required.

The Show committee is to liaise (with the Societies' Secretary where appropriate) with the persons responsible for the show venue and book same for the specific shows.

The committee is to ensure that all Trophies are available for their respective shows & arrange for the engraving of such during or after each show.

The SC Chair holds responsibility (subject to any changes & approval by the management committee):-

Set up Rosters to operate the shows.

Arrange for the collection of Props from & return to the Container.

Arrange for Judging Ribbons/Rosettes for the shows.

Minutes of all show committee meetings are to be distributed to show committee members and the management committee and lodged with the club secretary prior to each MC meeting.

The Chair or its nominee will be able to join the Management Committee meetings but will have an advisory role only (no voting rights at the Management Committee).

Members of any committee or sub-committee must not expend any monies or commit the society to any activity without first seeking the approval of the management committee.

- 8. The Newsletter Editor.** The editor shall be responsible for the writing, publishing, printing, and distribution of the society newsletter *Tan Bark* each month except for December. The production shall be timely thus there is at least 1 week between distribution and the following meeting.

The information contained in the publication shall be sourced from: -

The President. A president's report from time to time or any other information he/she feels necessary to pass on to the members.

The Secretary. To provide draft copies of minutes of meetings and any further information which should be circulated to the members.

The Treasurer. To provide a treasurer's report for the perusal of members.

The Show Committee. All information relevant to shows including show results, judging rules, show schedules and show dates and times including setup arrangements and staffing requirements.

Social Events Co-ordinator. To provide arrangements for Happy Diners events, Bus Trips, New and Novice growers groups and any other social engagements. Visits to orchid shows, fairs, or similar functions.

AOC, QOS, and other Organisations. Society news as well as show dates and social events.

As well as the above sources the editor should try to include news from within the club as well as items and articles of interest from external sources.

The editor or the editor's assistant should also provide a photographic display of show or meeting competition prizewinning blooms where possible.

Upon collation of the above information the editor shall produce a document by means of a club provided laptop computer. The document can then be printed using the society's laser printer. The document is to be arranged in an easily readable and logical format.

The document to be distributed electronically will then be converted to a "Portable Document Format" (PDF) file. It is then forwarded to members who choose to receive Tanbark by this means.

An electronic copy is forwarded to the secretary for distribution to other societies and for posting on the TOS website.

Expenditure: - Receipts for paper, printer toner and postage costs are delivered to the treasurer for reimbursement.

Members of the society must not expend any monies or commit the society to any activity without first seeking approval of the management committee.

- 9. Meeting venue co-ordinator.** Is responsible for (**with assistance from others**), opening the hall, laying out the hall, the supper, clearing the hall and locking up. The co-ordinators duties shall include:

Confirming with the Secretary any special requirements for guests or guest speakers (laptop, projector, table).

Organize raffle prizes (fruit tray, plants) and milk.

Open the hall as directed by the Management Committee.
Open the TOS cupboard. Lay out tables, as required, for plant judging, trading table, raffles, and entry/sign in. Set out chairs. Set up head table with tablecloth and set up PA system. Place plant signs on tables.
Fill up the urn and turn on.
After the meeting. Turn off **and empty** the urn. Ensure rubbish bins are emptied.
Ensure all tables, chairs etc are put away and the hall is swept and clean. Ensure the PA System, tablecloth, and plant signs are returned to the cupboard.
Switch off all lights, including the toilets, fans, and heaters.
Lock all doors.

Members of the society must not expend any monies or commit the Society to any activity without first seeking the approval of the management committee.

10. Publicity / Promotions Officer This position could be part of the responsibility of the Show Committee

The person/s identified to fill the TOS Inc. Publicity / Promotions position on the show committee is required to:

Co-ordinate the promotion of all aspects of orchid cultivation using newspapers, TV, radio, internet, society pamphlets, Tan Bark, and any other means available.

Typical promotions may include.

Orchid shows / exhibitions and the like.

Cultural note production and distribution.

Presentations by TOS members or guest speakers.

All material for publication to be passed by Management Committee prior to publication.

Members of the society must not expend any monies or commit the society to any activity without first seeking approval from the management committee.

- 11 Social Events Co-ordinator.** To coordinate arrangements for Happy Diners events, Bus Trips, New and Novice growers' groups and any other social engagements. Visits to orchid shows, fairs, or similar functions. This officer may also organize arrangements for fund raising activities such as sausage sizzles and the like.

Members of the society must not expend any monies or commit the society to any activity without first seeking the approval of the management Committee.

- 12 Merchandiser** The position will be responsible (with assistance where necessary), for the sale of club supplies to members, and sales to the public at all shows. Sales to members will be by appointment only. The merchandiser shall provide the Treasurer with all written receipts and monies received at least monthly. Receipts shall be generated in a triplicate type of receipt book, if details are not available electronically. A stocktake, in the presence of an M/C member, to be conducted by the end of December to fulfil auditing requirements. This to be essential for auditing requirements as stock is part of our assets. Stock purchases shall be the responsibility of the Stock Controller with prior approval from the M/C.

Members of the society must not expend any monies or commit the society to any activity without first seeking approval from the management committee.

- 13 Stock Controller.** Maintain levels of commonly used materials through liaison with the M/C and in conjunction with the Merchandiser. All stock purchases must be pre-approved from the M/C.

Members of the society must not expend any monies or commit the society to any activity without first seeking approval from the management committee.