

Native Orchid Society of South Australia Incorporated Rules of Association – 2020

Part 1 – Preliminary

1 Name

The name of the Society is the **Native Orchid Society of South Australia Incorporated**, hereinafter referred to as **NOSSA**.

2 Repeal

All the rules of NOSSA that preceded 25 August 2020 are repealed.

3 Interpretation and Definitions

Unless the contrary intention appears from the context:

- 3.1 **The Act** means the Associations Incorporation Act S.A. 1985-1.2.2010;
- 3.2 **definitions, interpretations and terms** used herein are as provided within The Act;
- 3.3 **regulations** shall mean the regulations under The Act;
- 3.4 **AGM** means Annual General Meeting
- 3.5 **committee** means the management committee of NOSSA
- 3.6 **deliberative vote** means an additional vote by the president of a meeting after a tied vote as distinct from the vote that this person has as a member;
- 3.7 **financial year** means the year ending at the close of business on 31 December;
- 3.8 **financial statements** shall mean Statement of Financial Performance, Statement of Financial Position, Statement of Cash Flows and the Notes thereto, including such Statements as required by The Act;
- 3.9 **general meeting** means an informal, un-minuted meeting of members usually held by NOSSA each month from February to December, of which notice is given in the NOSSA Journal and at which one or more of the objects of NOSSA are promoted, but no business is conducted; a special general meeting may be held in conjunction with a general meeting;
- 3.10 **special general meeting** means a minuted meeting of the members of NOSSA convened for a specific purpose; a special general meeting may be held in conjunction with a general meeting or on a separate occasion;
- 3.11 **Bylaws** complement the Rules of Association , but do not form part of the Rules of Association;
- 3.12 **member** means a member of NOSSA;
- 3.13 **Management Committee** means the Committee having management of NOSSA
- 3.14 **ex officio members** of the Management Committee are those appointed by the Management Committee and shall be accorded full voting rights;
- 3.15 **special resolution** means a resolution passed in accordance with Rule 70 of the Act, namely, it is passed at a general meeting of NOSSA, being a meeting of which at least 21 days of notice, accompanied by a notice of intention to propose the resolution as a special resolution, has been given to the members of NOSSA, and is passed by at least 75% of those members of NOSSA who, being entitled to vote, vote in person at that meeting, or by proxy;
- 3.16 **ANOS** means the Australasian Native Orchid Society Incorporated;

- 3.17 **Australasian** means Australia, New Zealand, New Caledonia, New Hebrides, Fiji, Papua and New Guinea and other islands included in the definition used by ANOS.
- 3.18 **mail** shall mean post or electronic mail;
- 3.19 The **Journal** means the official regular publication of NOSSA
- 3.20 **relevant documents** are the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of NOSSA and includes the following:
 - 3.20.1 Its membership records.
 - 3.20.2 Its financial records and statements
 - 3.20.3 Records and documents relating to the objects, transactions, dealings, business, training, information sheets, or property of NOSSA.
- 3.21 words or expressions contained in the NOSSA Rules of Association and Bylaws, shall be interpreted in accordance with the provisions of the Act;
- 3.22 words of the masculine gender shall include the feminine and vice versa;
- 3.23 words of the plural number shall include the singular and vice versa;

4 Mission

The mission of NOSSA is to promote the enjoyment, appreciation, conservation and knowledge of orchids of Australasia through such activities as maintenance and improvement of natural habitat, photography, propagation and culture, reintroduction to native habitat, education and scientific study.

5 Objects

- 5.1 To promote amongst members and the general public the enjoyment, appreciation, cultivation and scientific knowledge of the native orchids of Australasia.
- 5.2 To encourage the propagation of orchid species of Australasia for conservation purposes.
- 5.3 To promote the long-term conservation of the orchids of Australasia in their native habitats, and to discourage their destruction.
- 5.4 To promote and participate in research relevant to the propagation or conservation of the native orchids of Australasia, including threats to their conservation.
- 5.5 To faithfully record information, to disseminate knowledge and to act as a source of information and opinion on matters relevant to the purposes of NOSSA.
- 5.6 To publish literature, in both printed and electronic formats, that NOSSA considers desirable for the promotion and furtherance of any of its purposes.
- 5.7 To support and promote education and training strategies and programs that support any of the purposes of NOSSA.
- 5.8 To promote cooperation and information exchange between NOSSA members, relevant organisations, governments, schools and the broader community.
- 5.9 To cooperate with or have friendly relations with other organisations having similar or complementary purposes.
- 5.10 To engage in any other activity relevant to these purposes.

6 Powers

- 6.1 NOSSA shall have all the powers conferred by Section 25 of the Act to further the objects of the association;
- 6.2 NOSSA may enter into contracts for the maintenance and benefit of NOSSA providing such contracts are pursuant to its objects and are in accordance with the Act.

Part 2 – Membership

7 Membership

- 7.1 The Management Committee shall determine **categories of subscribing membership and voting rights** of individual members as specified in the Bylaws.
- 7.2 The **Membership Register**: NOSSA shall keep and maintain a Register of members. The Register may exist in electronic form provided a paper record or appropriate secure records of all membership data is kept. The Register shall specify the category for each member (see Rule 8 and the Bylaws).
- 7.3 **Application** for membership must conform with the Bylaws. Upon receipt of a complete application with the application fee, and with approval of the Management Committee, the applicant shall be added to the Membership Register.
- 7.4 Each membership application shall be **approved or rejected** by the Management Committee.
- 7.5 The Management Committee may **remove** a member who is found to be in conflict with the objectives of NOSSA.

8 Membership Categories

- 8.1 **Subscribing members**
The Management Committee shall determine **categories of subscribing membership** as specified in the Bylaws.
- 8.2 **Life Members by honour:**
The Committee may recommend to an Annual General Meeting that a member whose conduct and service to NOSSA has been of outstanding value be elected a life member, subject to ratification of subscribing members. Life membership will carry all the rights and obligations of ordinary membership except the payment of annual membership fees. The number of such members shall not exceed ten (10) members at any one time.
- 8.3 **Honorary Members**
Honorary Members shall be such persons as the Management Committee thinks fit to appoint upon the submission of names by members to the Secretary. The annual membership fee shall be waived, and honorary members shall not be entitled to vote or hold executive office. Honorary membership shall be tenable for up to 12 months, as determined by the Management Committee.

9 Subscription

The amount of the annual subscription for paying members shall be determined by the members at the Annual General Meeting, or General Meeting, on the recommendation of the Management Committee. The annual subscription shall be for the period of 12 months commencing on the 1st January. Subscriptions shall become due and payable on the 31st December in each year.

10 Unfinancial member

Subject to Rule 8.2 and 8.3 of these rules, any paying member whose annual subscription is unpaid on the first day of April in any year shall cease to be a member, but can be reinstated if the annual subscription is paid from the start of the financial year. After a year of unpaid subscription, a person will need to reapply for membership.

11 Resignation

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Refund of membership fees shall be at the discretion of the Management Committee.

12 Expulsion of members

- 12.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- 12.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 12.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to Rule 12.4), cease to be a member 14 days after the committee has communicated its determination to the member.
- 12.4 It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- 12.5 In the event of an appeal under Rule 12.4, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

13 Membership Register

- 13.1 A register of members must be kept and contain:
 - 13.1.1 The name and address of each member,
 - 13.1.2 the date on which each member was admitted to the association, and
 - 13.1.3 if applicable, the date of and reason(s) for termination of membership
- 13.2 Personal details of the Membership Register are only available to members of the NOSSA Committee and to those to whom it is necessary, such as anyone assisting with the distribution of the Journal.
- 13.3 One member shall be delegated the role of ensuring the Membership Register is maintained to match with paid subscriptions.

14 Patron

NOSSA may have a patron or patrons whose position in the community shall add prestige to NOSSA's activities. Nominations of suitable patrons may be put forward by any member of NOSSA and endorsed by the NOSSA Committee. Notice of nomination shall be conveyed to the members of NOSSA prior to a General Meeting of NOSSA and ratified at a General Meeting by a majority of members present. A Patron does not have the rights of a member unless he or she is a member according to the provisions of Rule 7. A register of Patrons is maintained by the Management Committee. The appointment of a Patron will be until resignation, incapacity or impropriety. The Management Committee shall have the authority to remove a Patron without right of appeal.

15 Awards

NOSSA Management Committee provides awards and recommendations to NOSSA members in accordance with the NOSSA Bylaws.

Part 3 – Management of NOSSA

16 Powers and duties

- 16.1 The affairs of the association shall be managed and controlled by the Management Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in a general meeting.
- 16.2 The Management Committee of NOSSA shall manage and control the
 - 16.2.1 conduct of meetings, and the election of office bearers and committee members;
 - 16.2.2 financial management of NOSSA;
 - 16.2.3 property of NOSSA;
 - 16.2.4 organisation of displays and shows conducted by NOSSA.
- 16.3 The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- 16.4 The committee shall appoint an elected member to be the Public Officer as required by the Act. The Public Officer shall be the holder of the seal of NOSSA.
- 16.5 Powers and duties of officers shall be specified in the Bylaws.

17 Appointment

- 17.1 The Management Committee shall comprise a President, Vice President, Secretary, Treasurer and four ordinary committee members, and other members as required.
- 17.2 A committee member shall be a natural person.
- 17.3 **Eligibility for appointment to the Management Committee:**
Unless precluded by Section 30 of the Act, subscribing members and Life members by honour of NOSSA shall be eligible to be elected or co-opted to the Management Committee of NOSSA
- 17.4 All committee members shall retire at an Annual General Meeting and may be nominated and re-elected, except when a maximum term has been reached (Rule 21)
- 17.5 Nominations for election shall be signed by two members and their nominee as signifying willingness to stand for election and must be received by the Secretary twenty-one days prior to the meeting. If nominations for any office exceed the vacancies, an election by ballot shall be held at the Annual General Meeting and decided by simple majority.
- 17.6 Notice of all persons seeking election to the committee shall be given to members in the agenda of the Annual General Meeting.
- 17.7 In the event of there being insufficient nominations received in the prescribed manner for any office, those members who have been nominated shall be declared elected and the balance of the vacancies may be filled at the Annual General Meeting without prior nomination.
- 17.8 The committee may appoint a member to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting of NOSSA.
- 17.9 **Appointment of a Returning Officer:**
A person who is not being nominated for election shall manage the election of officers. Normally the President and Secretary will arrange prior to the meeting for a former member of the management committee to fulfill this role.
- 17.10 **Appointment of scrutineers:**
In the event of a contested election for an office of NOSSA, two (2) scrutineers shall be appointed to count the ballot papers. At the close of the poll they shall convey the

result of the ballot to the Returning Officer chairing the AGM or to the President in other cases.

17.11 Assumption of office by committee members following an AGM:

Newly elected officers shall take office at 9 am on the day following the Annual General Meeting at which they were elected.

17.12 Filling of Vacancies:

17.12.1 In the event of a President being temporarily or permanently unable to fulfil the duties of the Office of President, the Vice-President shall assume all the powers and duties of President conferred by these rules.

17.12.2 Should a vacancy occur between two Annual General Meetings in an office other than the Office of President, the Management Committee may, at its discretion, and in consideration of Rule 20, appoint a member of NOSSA to act in the office until the next general meeting of NOSSA.

18 Termination of office through impropriety or incapacity

The Management Committee may cancel by resolution any appointment it shall have made if in the opinion of the said Committee, the appointee, whether through illness, incapacity or impropriety, failed to carry out their duties or acted, whether in the performance of their duties or otherwise, in a manner detrimental to NOSSA.

19 Maximum terms of office

- 19.1 The maximum term of the President and Secretary shall be determined by the Management Committee and specified in the Bylaws. If the maximum tenure is set, the President shall be eligible for election to another office or to the committee. After the expiry of one year from ending a term of Office, the former President shall be eligible for election as President. Similarly, after the expiry of one year from ending a term of Office, the former Secretary shall be eligible for election as Secretary.
- 19.2 Subject to Rule 21.1, The President, The Vice-President, Secretary and Treasurer shall be proposed, seconded and elected at each Annual General Meeting. They shall hold office until the next Annual General meeting when they shall retire but shall be eligible for re-election.
- 19.3 Ordinary members shall be elected to the Management Committee and shall be appointed for a period of one year, after which they shall be eligible for re-election.
- 19.4 The appointment of co-opted members of Committee shall require the ratification of the majority of office holders and elected members of the Management Committee. Co-opted members shall be regarded as ex officio members of the Management Committee and shall be accorded full voting rights. In the event of a tied vote, the President shall exercise a casting and deliberative vote. The appointment of co-opted Committee members shall be ratified annually by members elected to the Committee.

20 Proceeding of the Management Committee

- 20.1 The Management Committee shall meet monthly in accordance with the Bylaws.
- 20.2 The Management Committee shall determine the quorum for general and committee meetings, and this shall be stated in the Bylaws.
- 20.3 In the event of a quorum not being present within half an hour of the appointed time for any meeting, NOSSA business matters and voting shall be abandoned and another meeting may be called. If at the second meeting a quorum is not present within half an hour of the appointed time for such meeting, the Committee shall proceed with the business thereof.
- 20.4 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that

interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of NOSSA.

20.5 Power to co-opt:

Subject to Rule 19.3 of these rules, the Management Committee shall have the power to form sub committees and to co-opt other members.

20.6 Bylaws:

20.6.1 The Management Committee shall act in accordance with the NOSSA Bylaws.

20.6.2 Subject to the provisions of the Act and NOSSA Rules of Association, the Management Committee may propose changes to NOSSA Bylaws to be ratified at a general meeting.

21 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- 21.1 Disqualified from being a committee member by the Act
- 21.2 Expelled as a member under these rules
- 21.3 Permanently incapacitated by ill health
- 21.4 Absent without apology from more than four meetings in a financial year
- 21.5 Absent without apology from three (3) consecutive Management Committee Meetings without valid reason being given and the Management Committee declares the position vacant at its discretion.

22 The seal and seal holder

- 22.1 The common seal shall have the name of The Native Orchid Society of SA Inc. inscribed on it.
- 22.2 The Public Officer shall be the seal-holder.
- 22.3 The Management Committee shall have the power to use the seal in the execution of any powers vested in it in relation to the affairs or business of NOSSA.
- 22.4 The seal shall not be used except by authority of the Management Committee and every use of the seal shall be recorded in the NOSSA Minutes. The Secretary (or when the secretary is absent the President) and one other member of the Management Committee shall sign every instrument to which the seal is affixed.

Part 3 – The calling and procedure of meetings of NOSSA

23 Meetings of NOSSA

- 23.1 NOSSA shall be managed by the following minuted meetings:
 - 23.1.1 Annual General Meeting
 - 23.1.2 Special General Meetings
 - 23.1.3 Management Committee Meetings.
- 23.2 Details of the order of business in meetings are specified in the Bylaws.

24 Call or notice of meetings

- 24.1 Annual General Meetings are normally held on the fourth Tuesday of March with details of time and location specified in a NOSSA Journal published and distributed at least fourteen days prior to the meeting.

- 24.2 In the event that an Annual General Meeting cannot be held on the normal date, notice shall be given fourteen days before the normal date or fourteen days before the revised date, whichever is earlier.
- 24.3 At least fourteen days of notice of any Special General Meeting shall be given in accordance with the Bylaws.

25 Procedure of Meetings

- 25.1 The quorum of each type of meeting shall be specified in the Bylaws.
- 25.2 The quorum includes members present personally, online or by proxy for the transaction of business.
- 25.3 Details of the procedure of meetings is specified in the Bylaws.

26 Voting at meetings

- 26.1 Subject to these rules, every financial member of NOSSA has only one vote at a Special General Meeting or Annual General Meeting of NOSSA.
- 26.2 Subject to these rules, every voting member of the management committee has only one vote at a Committee Meeting of NOSSA.
- 26.3 Subject to these rules, a question for decision at a meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 26.4 Unless a poll is demanded by at least five members, a question for decision at a meeting must be determined by a show of hands.

27 Poll at a general meeting

- 27.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 27.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

28 Special and ordinary resolutions

- 28.1 A special resolution as defined in the Act and in Rule 3.15.
- 28.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

29 Proxies

A member shall be entitled to appoint in writing a natural person, who is also a member of NOSSA, to be their proxy to attend and vote at any general or committee meeting of the association.

30 Chairperson's ruling:

The ruling of the Chairperson shall be final unless challenged by not less than two members and thereafter two-thirds of the members present shall vote in support of such challenge.

31 Minutes

- 31.1 Minutes of the Annual General Meeting
 - 31.1.1 The minutes of an Annual General Meeting shall be confirmed the next meeting of the Management Committee so that the voting rights of the elected members are confirmed.

- 31.1.2 Details of the elected officers shall be published in the next Journal after the members are ratified.
- 31.1.3 The minutes shall be read and confirmed at the next AGM
- 31.1.4 A copy of the minutes shall be stored in accordance with the Bylaws.
- 31.2 Minutes of a Special General Meeting
 - 31.2.1 The minutes of a Special General Meeting shall be confirmed at the next meeting of the Management Committee.
 - 31.2.2 The outcome of a Special General Meeting shall be published in the next Journal after the minutes are ratified.
 - 31.2.3 The minutes shall be read and confirmed at the next AGM or Special General Meeting, whichever is earlier.
 - 31.2.4 A copy of the minutes shall be stored in accordance with the Bylaws.
- 31.3 Minutes of a Management Committee Meeting.
 - 31.3.1 The minutes of a Committee Meeting shall be confirmed at the next meeting of the Management Committee.
 - 31.3.2 A copy of the minutes shall be stored in accordance with the Bylaws.

Part 4 – Further issues

32 Dispute resolution

- 32.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between
 - a member and another member
 - a member and the association
- 32.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 32.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

33 Custody and inspection of books and records

- 33.1 Members may on request inspect free of charge:
 - the register of members;
 - the minutes of general meetings;
 - subject to Rule 28.2, the financial records, books, securities and any other relevant document of NOSSA, including minutes of committee meetings.
- 33.2 The Committee may refuse to permit a member to inspect records of NOSSA that relate to confidential, personal, employment, commercial or legal matters or where to do so maybe prejudicial to the interests of NOSSA
- 33.3 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- 33.4 Subject to Rule 28.2, a member may make a copy of any of the other records of NOSSA referred to in this rule and NOSSA may charge a reasonable fee for provision of a copy of such a record.

34 Property and funds of NOSSA

- 34.1 **Use to promote the Objects of NOSSA:**
The income, existing funds and property of NOSSA, how-so-ever derived, shall be applied solely towards the promotion of the objects of NOSSA as specified in Rule 5 and no portion thereof shall be paid or transferred directly or indirectly by way of

profit to the members of NOSSA or relatives of such members provided that nothing herein shall preclude the payment in good faith of remuneration to any officer or servant of NOSSA or to any member of NOSSA in return for any services rendered to NOSSA or reasonable or proper rent for premises let by any member of NOSSA.

34.2 Property Register

34.2.1 The Treasurer shall maintain a Property Register of items belonging to NOSSA.

34.2.2 The Secretary shall be the custodian of all property of NOSSA unless determined otherwise by the Management Committee. Except for library books and other publications, no property of NOSSA shall be loaned or disposed of without appropriate resolution of the Management Committee

35 Financial year

The financial year of NOSSA shall commence on the first day of January and end on the thirty-first day of December each year.

36 Keeping of accounts

Accounts shall be kept according to the provisions of the Act and the NOSSA Bylaws.

37 Management of cash

All handling of cash belonging to NOSSA shall be in accordance with the Bylaws.

38 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

39 Audit

39.1 The books of NOSSA shall be audited prior to the Annual General Meeting and additionally when requested by the Management Committee.

39.2 The Management Committee shall have the power to appoint an auditor.

40 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

41 Rescinding Resolutions

No motions, the effect of which, if carried, would be to rescind any resolution previously passed in the same year, shall be considered unless notice of intention to move the same shall have been given in writing to the Secretary at least fourteen days prior to the holding of the meeting at which it is proposed to move such motion.

42 Affiliations

NOSSA shall be able to seek affiliation with any other body with similar objectives, and NOSSA may accept affiliation with any Society with kindred aims and objects, at a fee to be laid down by the Management Committee.

43 Dissolution of NOSSA

43.1 NOSSA shall be dissolved in the event of the membership being less than twelve persons or upon the vote of three-fourths majority of members present at a General Meeting convened to consider such question.

- 43.2 Upon dissolution, the surplus assets of NOSSA shall be distributed to any organisation or organisations having objects similar to NOSSA, and whose funds are applied towards the promotion of those objects.
- 43.3 Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting

44 Alteration of Rules of Association

- 44.1 The Management Committee may propose to repeal, add to or vary any existing rule within the Rules of Association. This includes revision or replacement by substitute rules.
- 44.2 Every other proposal to repeal, add to or vary any existing rule of the Rules of Association shall be by special resolution of NOSSA in writing and signed by at least ten financial members and referred to the Management Committee for consideration.
- 44.3 NOSSA may, at any Annual General Meeting or special general meeting called for that purpose, by a resolution by not less than two-thirds of the members voting, repeal, add to or vary any existing rule.
- 44.4 Any alteration in the Rules shall be duly filed with the Corporate Affairs Commission within one month of making an alteration to the Rules of NOSSA and must be accompanied by a Statutory Declaration made by the Public Officer of NOSSA verifying the alteration, in accordance with Division 3 of the Associations Incorporation Act 1985 (SA), Rule 24.
- 44.5 The registered Rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

Native Orchid Society of South Australia Incorporated Bylaws - 2020

1 Application for membership

Application for membership shall be

- 1.1 made by the applicant in writing or electronically, including a signed statement about conforming with the Rules. A scanned copy of a signed document will be adequate.
- 1.2 lodged with the Secretary of NOSSA and the appropriate membership fee paid.

2 Annual general meetings

- 2.1 The committee shall call an annual general meeting in accordance with the Act and these Bylaws.
- 2.2 The Annual General Meeting of NOSSA normally shall be held each year on the fourth Tuesday in the month of March or on another date determined by the Management Committee.
- 2.3 At least fourteen days prior notice shall be given in writing to each member
- 2.4 The order of business to be transacted shall be:
 - Opened by the President
 - Minutes of previous Annual General Meeting to be read and confirmed.
 - Minutes of any Special General Meeting held since the previous Annual General Meeting to be read and confirmed.
 - Presentation of Annual Report.
 - Presentation of Annual Financial Statement which is then open for discussion by the members.
 - Reports (if any) of other office bearers.
 - General business specified at least fourteen (14) days prior to the meeting.
 - All positions declared vacant and a chairperson appointed for the conduct of the elections.
 - Election of office bearers.
 - Meeting closed.

3 General meetings

- 3.1 Monthly General meetings shall normally be held on the fourth Tuesday of each month from February to November, or at a revised time specified by the Management Committee.
- 3.2 No business shall be conducted unless a Special General Meeting has been called to deal with specified business.
- 3.3 Notice shall be given in the Journal of meetings at which one or more of the purposes of NOSSA are promoted. The timing of such meetings shall be determined by the Management Committee in conformity with these Bylaws.

4 Special General meetings

- 4.1 The Management Committee may call a General Meeting at its discretion.
- 4.2 The Management Committee shall be bound to call a General Meeting on receiving a written request signed by ten financial members of NOSSA and specifying the

- business to be discussed. The Secretary shall on receiving such instructions call such a meeting within forty-two days of receiving such instruction.
- 4.3 Every requisition for a general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 4.4 Where these Rules and Bylaws are silent on procedural issues that may arise, the resolution of such issues shall be in accordance with the conventions of good governance and meeting procedure.
- 4.5 At least fourteen days of notice of any General Meeting, specifying the business to be transacted, the place, day and hour of the meeting shall be sent to every member eligible to vote.
- 4.6 If a general meeting is not convened within one month, as required in accordance with Bylaw 4.2, the requisitionists, or at least 50% of their number, may convene a general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.
- 4.7 **Notice of Special General Meetings:**
- 4.7.1 Subject to Bylaw 4.7.2, at least 14 days of notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 4.7.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 4.7.3 A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members. (See Rule 12.4).
- 4.7.4 Where a notice is sent by post:
- 4.7.5 the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
- 4.7.6 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- 4.7.7 Notification of meetings published in the NOSSA Journal and sent in the usual manner to a member shall be deemed to be sufficient advice of such meeting except where otherwise provided.
- 4.8 **Proceedings at a Special General Meeting or Annual General Meeting**
- 4.8.1 The **quorum** present either personally or by proxy for conducting any general meeting shall be specified in the Bylaws.
- 4.8.2 If within 30 minutes after the time appointed for the meeting a **quorum of members is not present**, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 4.8.3 Subject to Bylaw 4.8.4, the President or Vice-president shall preside as **chairperson** at a general meeting of NOSSA.
- 4.8.4 The management committee may appoint one of its members as chairman in the absence of the President and Vice-president.

- 4.8.5 If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

4.9 Voting at a Special General Meeting or Annual General Meeting

- 4.9.1 At meetings of members (except as otherwise provided herein) the mode of voting shall be by show of hands or, if required by three members, by an actual division or by ballot. A declaration by the Chairperson that a determination has been made and an entry to that effect in the minutes shall be sufficient evidence of the vote.
- 4.9.2 Each financial member present at any meeting shall be entitled to one vote.
- 4.9.3 The Chairperson, who may be the President, shall have a casting as well as a deliberative vote.
- 4.9.4 Appointment of Proxies:
A member who is unable to attend an Annual General Meeting or General Meeting of NOSSA shall be entitled to appoint in writing a natural person who is also a member of NOSSA to be a proxy and attend and vote on behalf of the absent member.

5 Meetings of the Management Committee

- 5.1 The Management Committee shall meet once each month at such time and place as it shall decide.
- 5.2 Should it be decided at any time by the Management Committee that a meeting for any month is unnecessary, the Secretary shall notify the members of the Management Committee accordingly.
- 5.3 The Secretary may dispense with the formality of notifying Management Committee members of regular monthly meetings, but in the event of notices being sent, five days of notice of any Management Committee Meeting shall suffice.
- 5.4 A Meeting of the Committee of NOSSA shall include:
- Minutes of the previous meeting of the Management Committee
 - NOSSA's incoming and outgoing correspondence (Secretary)
 - The current financial position of NOSSA (Treasurer)
 - Reports of other Office Bearers of NOSSA where appropriate
 - General business items such as proposals for consideration and proposals for decision by the Management Committee.
- 5.5 Subject to the provisions of Section 24 of the Act, the Management Committee may propose changes to the Rules of NOSSA in accordance with Rule 36.
- 5.6 No payment shall be made from the funds of The NOSSA unless authorised by the Management Committee who shall exercise sole control over the finances of NOSSA.
- 5.7 The Management Committee shall annually appoint, at its discretion, an Editor, Registrar of Judges, Librarian, Conservation Officer and such other officers as may be required. The roles of these officers are covered under the Bylaws.
- 5.8 The Editor, Registrar of Judges and Conservation Officer shall be *ex officio* members of the Management Committee.

6 Quorum

At any General Meeting ten members shall form a quorum and at all Management Committee Meetings four members shall form a quorum.

7 Categories of subscribing membership

The categories of **Subscribing members**

- 7.1 Single membership
- 7.2 Family membership: each person of the family to be included must be listed in the Register of members
- 7.3 Student membership: A Student member shall hold a current Student ID card. Subscribing members shall retain all the rights and benefits of membership whilst they remain financial.
- 7.4 Junior membership - Students less than 16 years of age shall be regarded as Junior members of NOSSA.

8 Term of Office

- 8.1 The maximum term of office for the President shall be five consecutive years.
- 8.2 The maximum term of office for the Secretary shall be seven consecutive years.

9 Procedures for general meetings and committee meetings

- 9.1 Agenda:
An agenda may be prepared by the Chairperson and Secretary, setting out the order of the business, copies of which may be distributed before the meeting, failing this it shall be read at the commencement of the meeting.
- 9.2 Minutes:
 - 9.2.1 The minutes of the previous committee meeting may be distributed by email; but if not, they may be read out at the time set out on the agenda or made available to members to read prior to a meeting
 - 9.2.2 No motion or discussion shall be allowed on the minutes unless in regard to their accuracy.
 - 9.2.3 Members may then ask questions on matters arising out of the minutes.
 - 9.2.4 If the minutes are amended the Secretary shall distribute the amended version to members of the management committee prior to the next committee meeting.
 - 9.2.5 Minutes of an AGM or General Meeting must be read at the following Committee meeting and ratified (or amended as appropriate) and published in the subsequent Journal.
 - 9.2.6 Minutes approved by the President and distributed by the Secretary by a secure email shall be deemed a signed copy.
 - 9.2.7 If minutes of a committee meeting are approved subject to amendment, the revised minutes shall be distributed to committee members by email or otherwise as soon as practical. Minutes of the AGM shall be ratified by the following committee meeting and published in the subsequent Journal along with any motion to change bank signatories.
 - 9.2.8 The minutes of each AGM shall be available for confirmation at the next AGM.
 - 9.2.9 The minutes of any General Meeting shall be available for confirmation at the next General meeting.
- 9.3 Motions and amendments
 - 9.3.1 Original motion:
The first proposition on a particular subject shall be known as the Original

Motion and all succeeding propositions on that subject shall be called Amendments. Every motion and amendment must be moved and seconded by members actually present.

9.3.2 Substantive Motion:

If an amendment is carried it displaces the Original Motion and becomes the Substantive Motion and shall be put to the vote and, if carried, shall then become the resolution of the meeting.

9.3.3 Rescinding a motion:

No motion or resolution may be rescinded at the same meeting at which the motion was carried.

9.4 Voting:

The Chairperson shall determine when a vote shall be conducted after having given sufficient time for all members to be heard. Subject to Rule 17 (5) of these Rules, voting shall be by show of hands except where a ballot is decided by the meeting.

9.5 Correspondence

9.5.1 Correspondence may be dealt with by the Committee without recourse to a General Meeting.

9.5.2 Inward correspondence shall be read at the Committee Meeting and Outward correspondence shall be tabled for perusal of the Committee if desired.

9.5.3 The Secretary of NOSSA may exercise discretion in either reporting on correspondence sent or received by, or reading to a general meeting of NOSSA, correspondence likely to be of interest to members.

9.6 Conflict of interest of a committee member:

A Committee member shall declare a conflict of interest. A declaration may be made verbally to a NOSSA meeting at the time a motion is to be voted upon. A Committee member who has made such a declaration shall withdraw and not vote on a motion in which it is proposed that NOSSA shall enter into contractual relations with, donate to, or otherwise financially assist, a society, institution or group of which the person is affiliated.

9.7 Closing a meeting:

The Chairperson has power to close a meeting when there is no further business or if the Chairperson finds it impossible to maintain reasonable order, or if a majority of the meeting decides that the remaining items on the agenda should be dealt with at another meeting.

10 Awards

10.1 To be eligible for NOSSA awards made under this rule, exhibitors must be the growers of the exhibits being judged and members of NOSSA as defined by Rule 7 of these rules.

10.2 NOSSA shall make awards to any exhibits in accordance with the rules and within the scope of the definitions contained in the Australasian Native Orchid Society's (ANOS) Judging Standards as prescribed for Australian native orchids and Australian native orchid hybrids.

10.3 The following certificates may be granted:

- First Class Certificate
- Award of Merit
- Highly Commended Certificate
- Award of Commendation
- Certificate of Culture.

- 10.4 A Certificate of Culture shall be granted to the grower of a plant that shows evidence of great cultural skill over an extended period. When applying for such an award the grower must supply to the Registrar or Secretary a signed certificate to the effect that the plant has been in the possession of the grower for at least two (2) years, together with a written comprehensive account of the mode of culture used in the preparation of the plant.
- 10.5 The Registrar shall submit to the Committee for ratification all recommendations and awards approved by the Judging Panel.
- 10.6 The Committee shall have the power to ratify or reject any recommendation of a Judging Panel, and to make a decision on any objection to an award being granted.
- 10.7 The owner of any exhibit to which an award has been made, or a grower awarded a Certificate of Culture, shall be presented by NOSSA with a suitable certificate, subject to a grower's compliance with this rule.
- 10.8 Each Certificate of award shall be signed by the Registrar of Judges and shall be inscribed with the name of the owner and the name and variety of the plant, which is the subject of the award.
- 10.9 Every award granted shall be recorded by the Registrar of Judges in the Award Register stating the name of the owner, name and variety of the plant, date of the award and the registered number of the award. These details shall be published in the NOSSA Journal.
- 10.10 Written descriptions and measurements of plants that have been awarded shall be made by the Registrar of Judges on a form to be provided and such form shall be affixed to an image of the plant or plants and kept in the records of NOSSA and may include digital images stored on a database and/or web pages managed by NOSSA. These images shall include:
- Single flower
 - Inflorescence
 - In the case of a Certificate of Culture – the whole exhibit.

11 Handover checklist

The Australian Taxation Office (ATO) has provided a Handover checklist for not-for-profit administrators. This needs to be checked and updated prior to each Annual General Meeting and following any change in structure of NOSSA. The checklist is to be checked and maintained by the Secretary and Treasurer.

12 Code of conduct

Every member of the management committee of the Native Orchid Society of South Australia Incorporated is expected to comply with a code of conduct determined by the management committee from time to time.

A member should comply with the following standards of conduct:

- 12.1 The member should act honestly, in good faith and in the best interests of the Society as a whole.
- 12.2 The member has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- 12.3 The member should use the powers of office for a proper purpose, in the best interests of the Society as a whole.
- 12.4 The member should recognise that the primary responsibility is to the Society as a whole but may, where appropriate, have regard for the interest of other stakeholders of the Society.
- 12.5 The member should not make improper use of information acquired as a member.

- 12.6 The member should not take improper advantage of their position within the Society.
- 12.7 The member should properly manage any conflict with the interests of the Society.
- 12.8 The member has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the management committee of the Society.
- 12.9 Confidential information received by the member during the exercise of his or her duties remains the property of the parties from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the party from whom the information is provided, or is required by law.
- 12.10 The member should not engage in conduct likely to bring discredit upon the Society.
- 12.11 The member should behave in a professional manner in all dealings with the management committee and treat other members with appropriate respect without person abuse, slander or innuendo.
- 12.12 The member is elected to represent the interests of the membership of the Society to the management committee and will faithfully and loyally represent the committee to individual members of the Society and to the membership as a whole.
- 12.13 The member will not conduct any bullying behaviour toward other members of the management committee or other members of the Society including isolating, insults, unwarranted criticising and giving unnecessary tasks.
- 12.14 The member has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

(This Membership Code of Conduct is based on the Australian Institute of Company Directors Code of Conduct, approved September 2005.)

13 Financial procedures

- 13.1 Monthly financial reports shall be provided to the Management Committee following the issue of the bank statement. These shall be available at all other meetings and on request, in accordance with the Act.
- 13.2 An audited financial statement shall be provided at the AGM.
- 13.3 Transactions shall be approved by at least two of the allocated bank signatories, either by signing of cheques or electronic banking.
- 13.4 Signed receipts shall be issued for all cash payments, whether they be purchases or the handing over of takings from an event.
- 13.5 All cash amounts received at events shall be counted by at least two people and signed off before moving out of sight.
- 13.6 Any appropriate electronic payment method may be used for receiving payments.

14 Keeping of accounts

- 14.1 A transaction account shall be opened at a Bank decided upon by the Management Committee, if not already arranged, and all moneys received shall be deposited therein.
- 14.2 The Management committee shall authorise at least three of its members as bank signatories to sign cheques and withdrawal forms for the NOSSA bank account.
- 14.3 Cheques or withdrawal forms for NOSSA's Bank Account shall be signed or endorsed by any two of the designated bank signatories.
- 14.4 Bank signatories may make direct payments of up to \$200 without the approval of the Management Committee.

- 14.5 The Management Committee shall open such other accounts as it considers necessary for investing the funds of NOSSA.

15 Asset register

A person shall be appointed by the Management Committee to maintain an asset register.

16 Plants owned by NOSSA

- 16.1 Members may care for plants acquired by NOSSA until they are ready for sale at NOSSA events. The full proceeds from the sale of these plants will go to NOSSA.
- 16.2 Reimbursement for the costs of keeping and potting-on orchids and selling can be arranged through the Management Committee.
- 16.3 Members caring for plants owned by NOSSA should provide a count of the number of pots with Dendrobium species or hybrids. A count of the number of small and large pots will be adequate. This count should be supplied prior to the February monthly meeting. (This allows an assessment of losses during the summer and before plant sales and raffle prizes commencing at the February meeting and continuing through the year.

17 Plants grown for conservation purposes

- 17.1 Plants rescued from the wild or propagated from seed may be grown for conservation purposes and may belong to individual members or to NOSSA.
- 17.2 Plants obtained for conservation purposes may be kept for producing seed or daughter plants.
- 17.3 Orchid seed may only be collected from plants growing in the wild with the appropriate government permit or with written permission from the land-holder.
- 17.4 Accurate records of provenance and species of all plants grown for conservation purposes must be maintained.
- 17.5 Planting of plants, cultivated for re-introduction to native bushland, must be done in consultation with landholders and (for threatened species) the staff in the appropriate authority and any protocols for planting orchids in bushland must be followed.
- 17.6 Members growing orchids supplied by other agencies shall abide by any relevant management or recovery plan.
- 17.7 Members are advised to keep a list of the species they care for and the approximate numbers observed during the growing season.

18 Tuber bank

- 18.1 NOSSA may maintain a tuber bank of terrestrial orchids in order to enable members to grow a variety of terrestrial orchids obtained legally, whether for pleasure or conservation purposes.
- 18.2 The tuber bank and the annual distribution of tubers shall be managed by the Tuber Bank Coordinator, a person appointed by the Management Committee.
- 18.3 Members shall be invited to donate tubers to the Tuber Bank in or before the last Journal of the year.
- 18.4 The Tuber Bank Coordinator may set a due date for orders of tubers early in January each year and provide details of costs and delivery of tubers.
- 18.5 NOSSA tubers not ordered may be potted up to grow during the year and remain the property of NOSSA.
- 18.6 Members are asked to record the provenance of their plants/tubers.

19 Field trip procedures

- 19.1 Permission must always be obtained from landholders unless the public normally have access to the site.

- 19.2 Field trips should not be planned to known sites of threatened orchids for which knowledge of the location places the orchids at increased risk.
- 19.3 Members must register for field trips with the Field Trip Coordinator and only those who have registered will be advised of the time and place of the meeting place prior to the trip.
- 19.4 All participants on field trips must sign in to document that they are aware of the risks to be avoided for safety.
- 19.5 A person on each field trip shall be delegated the responsibility to ensure that no member is lost on the field trip.
- 19.6 A first aid kit will be available during field trips and one person shall be appointed as the first aid contact for each trip.
- 19.7 Attention must be given to minimalizing the impact of the field trip to the local environment, and the orchids in particular. This includes trampling, soil disturbance, introduction of weeds and spread of pathogens such as Phytophthora.

20 Subscription rates

Subscription rates shall be reviewed annually by the committee and if changes are proposed these shall be presented for ratification at a General Meeting or the Annual General Meeting.

21 Duties of office bearers

21.1 **President:**

The President shall be the chief executive officer of the Society. The President shall preside at meetings and preserve order so that the business may be conducted in due form and with propriety.

21.2 **Vice President:**

The Vice President shall assist the President in carrying out the President's duties. In the absence of the President from any meetings of members or Management Committee, the Vice President, or in the absence of the Vice President, a member of NOSSA, shall preside over the meeting.

21.3 **Secretary:**

The Secretary shall have the authority by resolution of General or Management Committee meetings to act as directed for and on behalf of the Society and shall at all times carry out the instructions and resolutions of such meetings. The Secretary shall be the Executive Officer.

The Secretary shall:

- Convene Management Committee Meetings and General Meetings.
- Attend meetings, read the minutes and correspondence and make and keep an accurate record of all business transacted.
- Receive and answer correspondence, keep copies of it in a correspondence file and produce the file when called upon.
- In the absence of the Treasurer, receive moneys on behalf of NOSSA, issue receipts and pay such moneys as soon as possible into NOSSA's account at the Bank

The Secretary may delegate the task of taking minutes to a Minutes Secretary to an existing member of the management committee, or to a person seconded to the committee for this purpose.

21.4 **Treasurer:**

The Treasurer shall:

- Receive moneys on behalf of NOSSA, issue receipts and pay such moneys as soon as possible into NOSSA's account at the Bank.
- Pay all accounts passed for payment by the Management committee.
- Keep an account of all receipts and payments in proper form and render a statement of receipts and payments to every meeting of the Management Committee.
- At the end of the financial year, prepare a financial statement of NOSSA for the preceding twelve months for submission to the Management Committee and then to the Annual General Meeting.
- Maintain a Register of Financial Members which shall be available to the Management Committee at all times. This task may be delegated to another member.

21.5 Public Officer:

The Public Officer shall be registered as the natural person who is point of contact for the government. Normally this person will be the Secretary, but the Management Committee can choose another elected member to serve in this role, or to continue this role. The Public Officer shall be the seal-holder.

21.6 Ordinary committee members:

The number of Ordinary committee members is specified in the Bylaws. Ordinary committee members have voting rights.

21.7 Librarian

The Librarian shall be responsible for such library books, journals, magazines and texts as are the property of NOSSA and shall, in consultation with the Management Committee, arrange for additions to the library. The Librarian shall manage a scheme to permit members to borrow from the library.

21.8 Journal Editor:

The Editor of the NOSSA Journal shall manage the content and distribution of the Journal in accordance with the objects of NOSSA and in coordination with the Management Committee. This includes:

- 21.8.1 collection of necessary material
- 21.8.2 editing and arrangement of material
- 21.8.3 printing and distribution

21.9 Webmaster:

The webmaster shall manage the content and publication on-line of the NOSSA website in accordance with the objects of NOSSA and in coordination with the Management Committee and with the Secretary and Journal Editor in particular.

21.10 Registrar of Judges (hereinafter called "The Registrar"):

The Registrar shall:

- 21.10.1 Maintain a schedule of members qualified to act as Judges and Associate Judges of Australasian native orchids and shall annually submit such names to the Management Committee for appointment.
- 21.10.2 Inform the officers of NOSSA qualified to act as judges of changes to the ANOS Judges' Handbook and to ensure that the standards of the NOSSA judging panel conform to the current ANOS judging standards.
- 21.10.3 Submit to the Management Committee for ratification all recommendations and awards approved by the Judging Panel.

21.11 Field trip Coordinator:

- 21.11.1 Manages registrations for each field trip
- 21.11.2 Advises those registered of the time and place for meeting prior to each field trip.
- 21.11.3 Seeks to appoint at least one person to lead each field trip.

- 21.12 **Membership Liaison Officer:**
The Membership Liaison Officer shall liaise with people within and external to NOSSA to find opportunities for members to be involved in activities that advance the mission and objects of NOSSA.
- 21.13 **Conservation Officer:**
The Conservation Officer shall initiate and coordinate matters that will conserve native orchids, particularly those indigenous to South Australia, from diminution or extinction. Such matters may include, but are not limited to:
- 21.13.1 Surveys and monitoring
 - 21.13.2 Weeding and other threat abatement
 - 21.13.3 Education and advocacy
 - 21.13.4 Recruitment and succession planning
 - 21.13.5 Work in partnership with other organisations with similar aims
 - 21.13.6 Grant application and management
 - 21.13.7 Reporting as required
 - 21.13.8 Support and assist the Threatened Orchid Officer
- 21.14 **Threatened Orchid Officer**
The Threatened Orchid Officer shall initiate and coordinate matters that will conserve threatened native orchids, particularly those indigenous to South Australia, from diminution or extinction. Such matters may include, but are not limited to:
- 21.14.1 Surveys and monitoring
 - 21.14.2 Weeding and other threat abatement
 - 21.14.3 Education and advocacy
 - 21.14.4 Recruitment and succession planning
 - 21.14.5 Work in partnership with other organisations with similar aims
 - 21.14.6 Grant application and management
 - 21.14.7 Reporting as required
 - 21.14.8 Support and assist the Conservation Officer
- 21.15 **Tuber Bank Coordinator:**
The Tuber Bank Coordinator shall manage a collection of tubers donated to NOSSA in consultation with the Management Committee.
- 21.16 **Show Marshall:**
The Show Marshall shall oversee the annual spring show and coordinate the displays and sales prior to and during the event.
- 21.17 **Asset Registrar:**
The Asset Registrar shall maintain a register of all items owned by NOSSA.
- 21.18 **Laboratory Manager:**
The Laboratory Manager shall manage any laboratory or laboratories established for propagation or study of orchids in accordance with the objects of NOSSA. This will include, but is not limited to, the following:
- 21.18.1 Manage the priorities, space and users within in consultation with the management committee
 - 21.18.2 Manage the laboratory budget as set by the committee
 - 21.18.3 Manage the maintenance of equipment
 - 21.18.4 Manage the supply of consumables
 - 21.18.5 Develop and maintain relevant Safe Operating Procedures (SOPs)
 - 21.18.6 Develop and maintain a manual for using the laboratory
 - 21.18.7 Develop and manage skill development for members to enable safe use of facilities

- 21.18.8 Develop and manage a booking and log system for the use of laboratory facilities
- 21.18.9 Ensure that laboratory area is kept clean and tidy

22 Library

NOSSA may maintain a collection of books and other printed material. This shall be managed by the Librarian.

23 Website and social media policy

- 23.1 NOSSA makes use of social media, including the website (nossa.org.au) and Facebook to promote its aims, to promote events, to enhance its reputation, to recruit members and to provide means for members to interact online.
- 23.2 Content of the material posted must be restricted to the objects of NOSSA.
- 23.3 To avoid conflict on issues of intellectual property, due acknowledgement will be given and material will only be posted with permission, unless it is already on the public domain.
- 23.4 Sensitive details of conservation activities, conducted in association with relevant governing bodies for threatened orchid species, should not be disclosed.
- 23.5 Appropriate care will always be taken regarding the disclosure of sensitive information, such as the location of rare orchids in the wild.
- 23.6 Members should take care not to misrepresent NOSSA in their personal use of social media.
- 23.7 In some case it may be appropriate to use a disclaimer saying that the views expressed may not be those of NOSSA.
- 23.8 At least two members shall be appointed by the NOSSA Management Committee to have administrative access to all social media by means of passwords.
- 23.9 Any questionable issues should be determined by the NOSSA Management Committee.

24 Electronic security

NOSSA communicates and stores information electronically. This requires management regarding access and security. Electronic security involves both the internet and devices owned by NOSSA, including items such computers, mobile telephones and Square readers.

- 24.1 Any device that connects to the internet must be protected with the appropriate software, which may be default systems such as Windows Defender.
- 24.2 Passwords for NOSSA email addresses and devices are to be maintained in such a manner that no one person has total control of the passwords. NOSSA Gmail accounts are to remain interconnected.
- 24.3 NOSSA files shall be kept on Google Drive or equivalent and backed up to an external drive that can be transferred as new people move into roles.
- 24.4 Passwords for banking must be held by at least two members of the NOSSA committee.
- 24.5 Loan of NOSSA devices needs to be recorded on the Asset Register in consultation with the management committee.

25 Privacy

- 25.1 If anyone outside of the management committee wants to contact a NOSSA member, the member in question should be given the contact details of the enquirer and can choose whether to respond.
- 25.2 Email messages distributed to the membership must be sent as Blind Carbon Copies (BCC) so that email addresses are kept private.

- 25.3 NOSSA shall not collect or communicate personal information about its members other than what is necessary, such as emergency contacts for field trips.

26 Membership Register

- 26.1 Personal details of the Membership Register are only available to members of the NOSSA Committee and to those to whom it is necessary, such as anyone assisting with the distribution of the Journal.
- 26.2 One member shall be delegated the role of ensuring the Membership Register is maintained to match with paid subscriptions.

27 Sensitive information

Sensitive information, such as the location of threatened orchids, needs to be treated with appropriate care and not disclosed. If it is the will of a landholder that certain information be kept confidential, it shall be treated as such until that property changes hands. Similarly, if a person wants information kept to a particular group of individuals, that information should not be passed on beyond that group without permission, unless there are exceptional circumstances.

28 Laboratory

- 28.1 NOSSA may establish and maintain a laboratory or laboratories for such things as seed propagation and tissue culture in accordance with the objects.
- 28.2 Access to any laboratory shall be coordinated by the Laboratory Manager in consultation with the Management Committee.
- 28.3 Access shall be for NOSSA members and by invitation at the discretion of the Management Committee.
- 28.4 Members may use the laboratory in order to propagate their own orchids, to contribute to research or to contribute to the conservation of native orchids.
- 28.5 Participation in the use of the laboratory shall be by donation by the member involved.

29 Use of email

- 29.1 The email accounts used by NOSSA are for official NOSSA Correspondence and are not to be used for personal use or distribution of material that is unrelated to the objects of NOSSA.
- 29.2 Email that is unsolicited and unrelated to NOSSA activities and interests should be deleted.
- 29.3 All other email, whether received or sent, should be treated as a permanent and official record of correspondence.
- 29.4 Passwords must be transferred with any relevant change of office and the password should be changed immediately after transfer of the email.
- 29.5 If an email is distributed beyond the management committee, it should only be sent by Blind Carbon Copy (BCC) in order to treat email addresses as confidential. (This also limits the potential spread of malware such as viruses and trojans.)
- 29.6 Any abuse of NOSSA emails should be reported to the management committee.