

Special General Meeting Resolution to amend the Constitution of The Rose Society of Victoria.

Explanatory Memorandum

The Committee of the Rose Society of Victoria (RSV) is recommending that the members of the Society pass the Special Resolution adopting the Associations Incorporation Reform Act Model Rules as its Constitution with the following mandatory inclusions:

- Name:** The Rose Society of Victoria Incorporated.
- Purpose:** To foster an appreciation of the Rose by encouraging its promotion, cultivation and exhibition.
- Financial Year:** The year ending 30 June.

The current RSV constitution was adopted in 2010 before the Associations Incorporation Reform Act was passed in 2012. As a consequence, our current Constitution does not include many of the requirements mandated in the new Act. These include requirements that members agree to support the purposes of, and abide by the rules of the association; Committee members must only act in the best interests of the association; and provisions for managing situations where a Committee member has a conflict of interest.

In addition, some of the provisions of the current Constitution are inefficient or challenging to comply with eg. the need to notify members of General meetings only through the quarterly Rose News. There are also provisions that we have not, and for the foreseeable future, cannot comply with eg. the Committee comprising 7 officers and 9 ordinary members. Our current Constitution does not have provision for virtual meetings so we have had to rely on the overriding provisions of the Act for the Committee to be able to continue managing RSV and remain compliant with the Act over recent months.

The Model Rules are generic and design to apply to the over 15,000 incorporated associations in Victoria. They include all the provisions needed to enable the proper, efficient and effective governance of an incorporated association. They ensure that activities remain consistent with their stated purpose; the Committee acts only in the interests of the Association and is accountable to its members; and that there is proper 'due process' should disciplinary or grievance issues ever arise. In addition, the Model Rules are updated whenever the legislation is amended so our constitution always remains compliant with the Act. They have been adopted as the constitution for the Royal Horticultural Society of Victoria and many garden clubs that we are aware of.

An Association can, as we have done in the past, vary the Model Rules for adoption as their own constitution. However, these own rules must still comply with all the legislative requirements and must include provisions addressing the 18 mandatory and 5 optional matters specified in Schedule 1 of the Act.

Your Committee of Management is not recommending that we take this approach.

Adopting the Model Rules will still allow the Rose Society through the Committee to make its own internal rules to manage those matters that are specific to our activities ie. Rules for awarding Life Membership or the showing of roses at competitions. To date, the Committee has not identified any provisions in the current Constitution not covered by the Model Rules that need to be retained. This does not preclude updating our internal rules in the future should this necessary.

The proposed new Constitution is available on the RSV website for member's perusal, along with our current Constitution for comparison. There will be an opportunity at the Special General Meeting on 10th October 2020 for members to ask questions and to comment on the proposed changes to our Constitution, prior to the Special Resolution being voted on by the membership.

Any queries on the proposed changes to the RSV Constitution prior to the Special General Meeting, can be directed to David Beard via email (preferred) at david_beard1@bigpond.com or phone 0413 992 760.