

**KOI SOCIETY  
OF  
WESTERN AUSTRALIA  
INCORPORATED**



**CONSTITUTION**

KOI SOCIETY OF WESTERN AUSTRALIA INC  
CONSTITUTION

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September 1990  
May 2007

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## 1 NAME

- 1.1 The Society shall be called the Koi Society of Western Australia Inc.” hereinafter called the Society.

## 2 OBJECTS

- 2.1 The objects of the Society shall be:
  - 2.1.1 To educate, promote knowledge of and interest in Koi.
  - 2.1.2 To achieve the highest possible standard in methods of breeding and selection of Koi.
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## 3 POWERS OF THE SOCIETY

- 3.1 The Society shall have the power to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property or any rights or privileges which maybe thought necessary or convenient.
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## 4 MEMBERSHIP

- 4.1 Any person may become a member on approval of application by committee, by paying the subscription fees and accepting the constitution and bylaws of the Society. A person under the age of 16 years shall be eligible for junior membership but shall not be eligible to vote at meetings of the Society.
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- 6.1 The Secretary shall keep a register of members recording full name and address of each member, such a register to be available to members at each general meeting.

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- 7.1 The committee is of the opinion that a member of the Society;
  - 7.1.1 Has persistently refused or neglected to comply with a provision or provisions of the constitution or bylaws of the Society.
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## 8 VOTING

- 8.1 Each member shall be entitled to exercise one vote on each resolution or election at a meeting at which he is present and entitled to vote, except as provided in paragraphs 4.1 and 4.3.
- 8.2 Voting shall be determined by simple majority except where otherwise expressly provided herein.
- 8.3 Voting shall be by a show of hands but any two members shall be entitled to demand a division. Unless a division is demanded, a declaration by the Chairman that a resolution has been carried shall be deemed to be a resolution of the Society.

## 9 VOTING BY PROXY

- 9.1 Members may vote by proxy for special and annual general meetings.
- 9.2 Proxy votes shall be in writing and be received by the secretary before the opening of the relevant meeting. Any votes not so received shall be null and void.

## 10 MANAGEMENT

10.1 The management of the society shall be vested in a Executive Committee, herein call ed the committee, comprising of President, Vice President, Secretary, Treasurer, Assistant Secretary, Librarian and additional members to a maximum of four as shall be determined at the annual general meeting at which the committee is elected.

## 11 POWERS OF THE COMMITTEE

11.1 The committee shall have the day to day control and management of the affairs and finances of the society and shall be responsible to the general meeting of members.

11.2 The committee may form subcommittees to deal with particular aspects of its work. Such subcommittees shall be responsible to the committee. Each subcommittee shall include at least one member of the committee who will represent the committee.

11.3 The committee shall be sole arbiter in dealing with the interpretation of the constitution, rules and bylaws of the society and any question arising which is not covered by the constitution. The committee's decision shall be binding on all members unless and until the decision is set aside by the Society in general meeting.

## 12 DUTIES OF OFFICERS

12.1 The duties and responsibilities of officers are shown in appendix A of this constitution.

## 13 ELECTION OF OFFICERS AND MEMBERS OF COMMITTEE

13.1 Officers and members of the committee shall be members of the Society and shall be elected by ballot at each annual general meeting.

13.2 No member of the Koi Society of Western Australia may hold a committee position if they hold a council or committee position with any other Koi association or body.

13.3 Candidates for elections, who are unable to be present at the annual general meeting, may be nominated, provided the nomination, in writing endorsed by two members and the nominee, shall be received by the secretary prior to the annual general meeting.

13.4 The committee shall retire annually but shall be eligible for re-election.

13.5 The meeting shall appoint a returning officer and two scrutineers to control the ballot and who, if members shall be eligible to vote.

## 14 SPECIAL VACANCIES

14.1 If a vacancy occurs on the committee, such a vacancy shall be filled by the Society at its next general meeting, provided that the member so elected shall hold office until the next annual general meeting only. Should the vacancy occur within three months before the annual general meeting, the filling of such vacancy shall not be mandatory.

## 15 MEETINGS

15.1 The annual general meeting shall be held at a place determined by the committee, in the month of June in each year and members shall be notified in writing of the date of the meeting at least one month in advance. The order of business at the annual general meeting shall be:

15.1.1 Consideration of the annual report and yearly statement of accounts;

15.1.2 Election of the committee;

15.1.3 Such general business as is required to be dealt with by the annual general meeting.

15.2 Ordinary general meetings shall be held on the 4<sup>th</sup> Wednesday of each month or such other time as shall be arranged by the committee. Notice in writing of ordinary general meeting shall be at least ten days.

15.3 Field days shall be held at the discretion of the committee, but shall be dependent upon the availability of a suitable venue. Notice of field days shall be at least one month. An ordinary general meeting may be held during or as part of the activities of a field day.

15.4 Special general meetings may be convened at any time by the president at the direction of the committee or at the request in writing of ten per cent of the membership. In the latter circumstance, the special general meeting shall be held within one calendar month of the receipt by the secretary of the request. Notice in writing of the special general meetings shall be at least seven days and shall state the purpose for which the meeting is called. The notice of meeting shall be read at the start of the meeting and only that business shall be dealt with.

15.5 Committee meetings shall be held prior to each general meeting at a time and place determined by the committee. A special committee meeting may be called at the discretion of the President or three members of the committee. Notice for committee meetings shall be at least seven days, except that if the President is satisfied of the need for urgency, the notice shall be the minimum required to obtain a quorum.

## 16 QUORUMS

16.1 The quorum for committee and subcommittee meetings shall be the whole number next above fifty percent of its members.

16.2 The quorum for general meetings shall be ten members.

## 17 FINANCE

17.1 There shall be maintained adequate books of account.

17.2 All monies received on behalf of the Society shall have receipts issued therefore on Society receipt forms and shall be deposited without delay in an account/s approved by the committee.

17.3 Payments made on behalf of the Society shall only be on the authority of the committee or general meeting; all such payments shall be by cheque signed jointly by the President, Vice President, Secretary or Treasurer.

17.4 There shall be prepared a financial statement for presentation to each ordinary general meeting of the Society and at other times as directed by the committee.

17.5 There shall be prepared and audited a statement of accounts and balance sheet for presentation to each annual general meeting.

17.6 The financial year shall end on 30 April in each year.

## 18 INSPECTION OF BOOKS

18.1.1 The current minutes and books of account shall be tabled for the information of members at each general meeting.

## 19 INCOME AND PROPERTY

19.1 The Society shall be non profit making. The income and property of the Society whence so ever derived shall be applied solely towards the protection of its objects as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however to its members provided that nothing herein shall prevent the payment in good faith of remuneration to any officer, member or servant of the Society for services rendered to expenses incurred on behalf of the Society.

## 20 COMMON SEAL

20.1 The common seal of the society shall be kept in the custody of the President.

20.2 The seal shall not be affixed to any instrument without the authority of the committee.

20.3 All instruments to which the seal is affixed shall be signed by the President and witnessed by the Vice President or Secretary.

## 21 AUDITOR

21.1 At each annual general meeting there shall be elected an auditor who shall not be a member of the committee.

21.2 The auditor shall audit and certify the annual statement of accounts and balance sheet of the Society.

21.3 The auditor shall have the power at any reasonable time to examine all books of account and other documents relative to the financial affairs of the Society.

## 22 PATRON

22.1 At the wish of the annual general meeting, a patron and vice patron(s) may be elected.

## 23 STANDING ORDERS AND RULES OF DEBATE

23.1 The standing orders and rules of debate to be observed at all general meetings of the Society are in Appendix B.

## 24 RESCINDING RESOLUTIONS

24.1 Notice of motion to rescind a resolution of the Society shall be in writing and received by the secretary.

24.2 To be successful, a motion to rescind shall require a two thirds majority of members voting at the meeting.

## 25 AMENDMENTS TO CONSTITUTION

25.1 Notice of motion to amend, add to or delete from the constitution shall be in writing and received by the secretary. Members shall be notified in writing at least six weeks before the annual general meeting at which amendments is to be determined.

25.2 Notice of the meeting shall include details of proposed amendments, additions and/or deletions.

25.3 To be successful, such a motion shall require a two thirds majority of members voting at the meeting.

## 26 BYLAWS

26.1 The committee may from time to time make bylaws for the regulation of the Society providing such bylaws do not conflict with the constitution.

## 27 DISSOLUTION

- 27.1 A special general meeting called for the purpose may, by a three quarters majority vote of the members present and eligible vote, resolve to dissolve the society. The Society shall then be deemed to be dissolved.
- 27.2 If on winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, such property shall be donated to one or more Societies of similar interest.

## APPENDIX A DUTIES OF OFFICERS

### PRESIDENT

The President;

Shall take the chair at all formal meetings of all formal meetings of the Society at which he/she is present.

Shall jointly with the secretary be responsible for the preparation of the agenda of each meeting.

Shall sum up arguments for and against any question under consideration without bias.

Shall be responsible for the issue of all statements for publication regarding Society business, but generally only after approval of the committee.

Shall convene special general meetings as required by the committee of the membership.

Shall sign cheques for payment approved by the committee or Society, and instruments to which the common seal has been attached following approval by the committee.

Shall sign the minutes book as a true record of each meeting after there approval by the subsequent meeting.

Shall be custodian of the common seal of the Society and ensure its correct use.

### VICE PRESIDENT

The Vice-President;

Shall act for the President in all duties when the President is unable due to absence, or otherwise, to perform those duties.

At each general meeting the Vice-President shall take the chair for the purpose of receiving the nominations for and the election of the President for the ensuing year.

### SECRETARY

The Secretary;

Shall deal with al correspondence both incoming and out going, tabling details of the same at each general meeting.

Shall record the minutes of each general meeting and each committee meeting in the book retained solely for that purpose.

Shall jointly with the President be responsible for the preparation of the agenda for each meeting.

Shall maintain a register of members' names and addresses.

Shall sign cheques as required, for payment approved by the committee of the Society, and witness signature of any instruments to which the common seal has been attached.

#### ASSISTANT SECRETARY

The assistant Secretary shall assist the Secretary in his duties as required.

#### TREASURER

The Treasurer;

Shall be responsible for all financial transactions of the Society.

Shall maintain adequate books of account.

Shall issue/receive receipts for all monies received/paid out of the Society and issue all invoices/statements of account as required to debtors to the Society.

Shall prepare monthly statements for presentation to the general meeting of the Society and at such other times as required by the committee.

Shall assist the auditor as required in the auditing of accounts.

Shall, as required, sign cheques for payments approved by the committee or Society.

#### LIBRARIAN

The Librarian;

Shall have custody of the Societies library and shall be responsible for the issue of items to members at Society meetings.

Shall record details of all loans of library items.

Shall impose fines as determined by the Society for late returns and pay same to Treasurer.

Shall maintain a record/index of all literature contained in library.

Shall be responsible for maintaining items in good condition.

#### SALES TABLE PERSON

The Sales Table person;

Shall have custody of all goods required to support members through the sales table and make such goods available at all General Meeting nights and any other function as agreed with Committee.

In addition:-

Finances will be audited on an annual basis by the Society's nominated financial auditor and in time for tabling at the AGM.

Finances of the sales table shall be tabled quarterly through the Treasurer to Committee level.

The Sales Table person shall maintain records which support all sales, table commercial dealing and all accounts supporting the purchase of goods for the sales table will be in the name of the KSWA. A cheque account will be set up to facilitate this.

The Sales Table person shall have the autonomy to buy and sell commodities at best prices as she/he sees fit.

The following rules of debate shall be observed at meetings.

1. Any member desiring to propose a motion or any amendment, or to discuss any matter under consideration, may rise and address the Chairman. The right of speaking on any subject shall belong to who first rises to address the Chairman. No member shall speak more than once to a motion or amendment without the consent of the meeting. A member who uses the word "I second the motion" or "amendment" as the case maybe, shall not be deemed to have spoken to the question before the chair, and may exercise the right to speak at a later stage, always provided he is not the third consecutive speaker on the side. When two or more members rise together, the Chairman shall call upon the member who, in his opinion, first rose in his place. The mover of the original motion shall have the right to reply. No further discussion shall be allowed after the mover has replied.
2. All business shall proceed by way of motion which must be affirmative in character. All motions and amendments shall be placed in writing when directed by the Chairman.
3. No member, when speaking, shall be interrupted unless a point of order is raised, and shall not resume his speech until a point of order is decided. The member calling to order shall be heard in support of his point, and the Chairman may at any stage decide the point or hear further discussion, but such point shall be decided before debate is resumed.
4. A motion may be superseded at any time by another motion: "That it be discharged from the agenda paper" or "That the next business be proceeded with" being resolved in the affirmative.
5. A motion may be deferred at any time by another motion: "That it lay on the table" being resolved in the affirmative"
6. The question on having been proposed may be amended by leaving out, substituting, or adding words. Any number of amendments may be proposed and discussed simultaneously with the original motion. Amendments shall be put to the vote in the reverse order to that in which they were received. When amendments have been put and lost the original motion shall then be put to the meeting. When an amendment has been resolved in the affirmative, the amended motion shall then be put to the meeting as a motion.
7. No amendment shall be received by the Chairman which shall be a direct negative to the motion, or which does not preserve the substance of such a motion.
8. Immediately the debate on any question shall be concluded the Chairman shall put the question to the meeting in a distinct and audible manner. The question being put shall be resolved by a show of hands, unless a division is demanded by at least two members. Every member present during a division must vote, or his vote shall be counted with the side on which he is sitting, excepting no member shall be allowed to vote who was not present when the question was first put. The

- Chairman shall have a deliberative vote on any question, but if the voting is equal after having exercised his deliberate vote, he shall declare the motion lost.
9. No member shall speak on any motion after the same has been put by the Chairman.
  10. When the Chairman rises during the debate, the member speaking shall resume their seat until the Chairman is heard.
  11. It shall be competent by a majority of members present for the meeting to suspend standing orders.
  12. Discussion on any one motion shall be limited to twenty minutes. For the discussion on a particular motion to extend beyond this limit, it is necessary that a motion to extend the time of discussion is made and passed prior to the elapse of twenty minutes of discussion.
  13. Any member dissatisfied with the Chairman's ruling may move a motion of dissent in the following terms: "That the Chairman's ruling be dissented from." In such a case, only the mover and seconded shall be permitted to speak, except the Chairman, who may state his/her reasons for the ruling given. The motion shall thereupon be put to the meeting by the Vice-President without further discussion, in the following form: "That the motion is that the Chairman's ruling be upheld."
  14. No more than two members shall speak in succession on one side, either for or against any question before the meeting, and if at the conclusion of the second speaker's remarks no member arises to speak on the other side, the motion or amendments shall be put to the meeting after the mover has replied.
  15. Any member shall have the right to move "That question now be put" at any time during the course of debate. If the motion is resolved in the affirmative; the mover of the original motion shall have the right to reply.
  16. A motion for adjournment of any business, or of any meeting, may be proposed at any time during such meeting and shall at once be put to the meeting without discussion. When time is mentioned in a resolution of the debate, the discussion shall be strictly confined to the question of time and any amendment in connection therewith. Such adjournment shall follow if resolved in the affirmative.
  17. Matters decided shall not be entertained again unless one month's notice of decision is given to all members.
  18. Notice of motion shall be tendered to the Chairman in writing. Any notice of motion twice rejected shall not be discussed again for a period of six months.

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- 8.2 Voting shall be determined by simple majority except where otherwise expressly provided herein.
- 8.3 Voting shall be by a show of hands but any two members shall be entitled to demand a division. Unless a division is demanded, a declaration by the Chairman that a resolution has been carried shall be deemed to be a resolution of the Society.

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- 9.1 Members may vote by proxy for special and annual general meetings.
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## 10 MANAGEMENT

10.1 The management of the society shall be vested in a Executive Committee, herein call ed the committee, comprising of President, Vice President, Secretary, Treasurer, Assistant Secretary, Librarian and additional members to a maximum of four as shall be determined at the annual general meeting at which the committee is elected.

## 11 POWERS OF THE COMMITTEE

11.1 The committee shall have the day to day control and management of the affairs and finances of the society and shall be responsible to the general meeting of members.

11.2 The committee may form subcommittees to deal with particular aspects of its work. Such subcommittees shall be responsible to the committee. Each subcommittee shall include at least one member of the committee who will represent the committee.

11.3 The committee shall be sole arbiter in dealing with the interpretation of the constitution, rules and bylaws of the society and any question arising which is not covered by the constitution. The committee's decision shall be binding on all members unless and until the decision is set aside by the Society in general meeting.

## 12 DUTIES OF OFFICERS

12.1 The duties and responsibilities of officers are shown in appendix A of this constitution.

## 13 ELECTION OF OFFICERS AND MEMBERS OF COMMITTEE

13.1 Officers and members of the committee shall be members of the Society and shall be elected by ballot at each annual general meeting.

13.2 No member of the Koi Society of Western Australia may hold a committee position if they hold a council or committee position with any other Koi association or body.

13.3 Candidates for elections, who are unable to be present at the annual general meeting, may be nominated, provided the nomination, in writing endorsed by two members and the nominee, shall be received by the secretary prior to the annual general meeting.

13.4 The committee shall retire annually but shall be eligible for re-election.

13.5 The meeting shall appoint a returning officer and two scrutineers to control the ballot and who, if members shall be eligible to vote.

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14.1 If a vacancy occurs on the committee, such a vacancy shall be filled by the Society at its next general meeting, provided that the member so elected shall hold office until the next annual general meeting only. Should the vacancy occur within three months before the annual general meeting, the filling of such vacancy shall not be mandatory.

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15.1 The annual general meeting shall be held at a place determined by the committee, in the month of June in each year and members shall be notified in writing of the date of the meeting at least one month in advance. The order of business at the annual general meeting shall be:

15.1.1 Consideration of the annual report and yearly statement of accounts;

15.1.2 Election of the committee;

15.1.3 Such general business as is required to be dealt with by the annual general meeting.

15.2 Ordinary general meetings shall be held on the 4<sup>th</sup> Wednesday of each month or such other time as shall be arranged by the committee. Notice in writing of ordinary general meeting shall be at least ten days.

15.3 Field days shall be held at the discretion of the committee, but shall be dependent upon the availability of a suitable venue. Notice of field days shall be at least one month. An ordinary general meeting may be held during or as part of the activities of a field day.

15.4 Special general meetings may be convened at any time by the president at the direction of the committee or at the request in writing of ten per cent of the membership. In the latter circumstance, the special general meeting shall be held within one calendar month of the receipt by the secretary of the request. Notice in writing of the special general meetings shall be at least seven days and shall state the purpose for which the meeting is called. The notice of meeting shall be read at the start of the meeting and only that business shall be dealt with.

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17.4 There shall be prepared a financial statement for presentation to each ordinary general meeting of the Society and at other times as directed by the committee.

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20.1 The common seal of the society shall be kept in the custody of the President.

20.2 The seal shall not be affixed to any instrument without the authority of the committee.

20.3 All instruments to which the seal is affixed shall be signed by the President and witnessed by the Vice President or Secretary.

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21.1 At each annual general meeting there shall be elected an auditor who shall not be a member of the committee.

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22.1 At the wish of the annual general meeting, a patron and vice patron(s) may be elected.

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24.1 Notice of motion to rescind a resolution of the Society shall be in writing and received by the secretary.

24.2 To be successful, a motion to rescind shall require a two thirds majority of members voting at the meeting.

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## 26 BYLAWS

26.1 The committee may from time to time make bylaws for the regulation of the Society providing such bylaws do not conflict with the constitution.

## 27 DISSOLUTION

- 27.1 A special general meeting called for the purpose may, by a three quarters majority vote of the members present and eligible vote, resolve to dissolve the society. The Society shall then be deemed to be dissolved.
- 27.2 If on winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, such property shall be donated to one or more Societies of similar interest.

## APPENDIX A DUTIES OF OFFICERS

### PRESIDENT

The President;

Shall take the chair at all formal meetings of all formal meetings of the Society at which he/she is present.

Shall jointly with the secretary be responsible for the preparation of the agenda of each meeting.

Shall sum up arguments for and against any question under consideration without bias.

Shall be responsible for the issue of all statements for publication regarding Society business, but generally only after approval of the committee.

Shall convene special general meetings as required by the committee of the membership.

Shall sign cheques for payment approved by the committee or Society, and instruments to which the common seal has been attached following approval by the committee.

Shall sign the minutes book as a true record of each meeting after there approval by the subsequent meeting.

Shall be custodian of the common seal of the Society and ensure its correct use.

### VICE PRESIDENT

The Vice-President;

Shall act for the President in all duties when the President is unable due to absence, or otherwise, to perform those duties.

At each general meeting the Vice-President shall take the chair for the purpose of receiving the nominations for and the election of the President for the ensuing year.

### SECRETARY

The Secretary;

Shall deal with al correspondence both incoming and out going, tabling details of the same at each general meeting.

Shall record the minutes of each general meeting and each committee meeting in the book retained solely for that purpose.

Shall jointly with the President be responsible for the preparation of the agenda for each meeting.

Shall maintain a register of members' names and addresses.

Shall sign cheques as required, for payment approved by the committee of the Society, and witness signature of any instruments to which the common seal has been attached.

#### ASSISTANT SECRETARY

The assistant Secretary shall assist the Secretary in his duties as required.

#### TREASURER

The Treasurer;

Shall be responsible for all financial transactions of the Society.

Shall maintain adequate books of account.

Shall issue/receive receipts for all monies received/paid out of the Society and issue all invoices/statements of account as required to debtors to the Society.

Shall prepare monthly statements for presentation to the general meeting of the Society and at such other times as required by the committee.

Shall assist the auditor as required in the auditing of accounts.

Shall, as required, sign cheques for payments approved by the committee or Society.

#### LIBRARIAN

The Librarian;

Shall have custody of the Societies library and shall be responsible for the issue of items to members at Society meetings.

Shall record details of all loans of library items.

Shall impose fines as determined by the Society for late returns and pay same to Treasurer.

Shall maintain a record/index of all literature contained in library.

Shall be responsible for maintaining items in good condition.

#### SALES TABLE PERSON

The Sales Table person;

Shall have custody of all goods required to support members through the sales table and make such goods available at all General Meeting nights and any other function as agreed with Committee.

In addition:-

Finances will be audited on an annual basis by the Society's nominated financial auditor and in time for tabling at the AGM.

Finances of the sales table shall be tabled quarterly through the Treasurer to Committee level.

The Sales Table person shall maintain records which support all sales, table commercial dealing and all accounts supporting the purchase of goods for the sales table will be in the name of the KSWA. A cheque account will be set up to facilitate this.

The Sales Table person shall have the autonomy to buy and sell commodities at best prices as she/he sees fit.

The following rules of debate shall be observed at meetings.

1. Any member desiring to propose a motion or any amendment, or to discuss any matter under consideration, may rise and address the Chairman. The right of speaking on any subject shall belong to who first rises to address the Chairman. No member shall speak more than once to a motion or amendment without the consent of the meeting. A member who uses the word "I second the motion" or "amendment" as the case maybe, shall not be deemed to have spoken to the question before the chair, and may exercise the right to speak at a later stage, always provided he is not the third consecutive speaker on the side. When two or more members rise together, the Chairman shall call upon the member who, in his opinion, first rose in his place. The mover of the original motion shall have the right to reply. No further discussion shall be allowed after the mover has replied.
2. All business shall proceed by way of motion which must be affirmative in character. All motions and amendments shall be placed in writing when directed by the Chairman.
3. No member, when speaking, shall be interrupted unless a point of order is raised, and shall not resume his speech until a point of order is decided. The member calling to order shall be heard in support of his point, and the Chairman may at any stage decide the point or hear further discussion, but such point shall be decided before debate is resumed.
4. A motion may be superseded at any time by another motion: "That it be discharged from the agenda paper" or "That the next business be proceeded with" being resolved in the affirmative.
5. A motion may be deferred at any time by another motion: "That it lay on the table" being resolved in the affirmative"
6. The question on having been proposed may be amended by leaving out, substituting, or adding words. Any number of amendments may be proposed and discussed simultaneously with the original motion. Amendments shall be put to the vote in the reverse order to that in which they were received. When amendments have been put and lost the original motion shall then be put to the meeting. When an amendment has been resolved in the affirmative, the amended motion shall then be put to the meeting as a motion.
7. No amendment shall be received by the Chairman which shall be a direct negative to the motion, or which does not preserve the substance of such a motion.
8. Immediately the debate on any question shall be concluded the Chairman shall put the question to the meeting in a distinct and audible manner. The question being put shall be resolved by a show of hands, unless a division is demanded by at least two members. Every member present during a division must vote, or his vote shall be counted with the side on which he is sitting, excepting no member shall be allowed to vote who was not present when the question was first put. The

- Chairman shall have a deliberative vote on any question, but if the voting is equal after having exercised his deliberate vote, he shall declare the motion lost.
9. No member shall speak on any motion after the same has been put by the Chairman.
  10. When the Chairman rises during the debate, the member speaking shall resume their seat until the Chairman is heard.
  11. It shall be competent by a majority of members present for the meeting to suspend standing orders.
  12. Discussion on any one motion shall be limited to twenty minutes. For the discussion on a particular motion to extend beyond this limit, it is necessary that a motion to extend the time of discussion is made and passed prior to the elapse of twenty minutes of discussion.
  13. Any member dissatisfied with the Chairman's ruling may move a motion of dissent in the following terms: "That the Chairman's ruling be dissented from." In such a case, only the mover and seconded shall be permitted to speak, except the Chairman, who may state his/her reasons for the ruling given. The motion shall thereupon be put to the meeting by the Vice-President without further discussion, in the following form: "That the motion is that the Chairman's ruling be upheld."
  14. No more than two members shall speak in succession on one side, either for or against any question before the meeting, and if at the conclusion of the second speaker's remarks no member arises to speak on the other side, the motion or amendments shall be put to the meeting after the mover has replied.
  15. Any member shall have the right to move "That question now be put" at any time during the course of debate. If the motion is resolved in the affirmative; the mover of the original motion shall have the right to reply.
  16. A motion for adjournment of any business, or of any meeting, may be proposed at any time during such meeting and shall at once be put to the meeting without discussion. When time is mentioned in a resolution of the debate, the discussion shall be strictly confined to the question of time and any amendment in connection therewith. Such adjournment shall follow if resolved in the affirmative.
  17. Matters decided shall not be entertained again unless one month's notice of decision is given to all members.
  18. Notice of motion shall be tendered to the Chairman in writing. Any notice of motion twice rejected shall not be discussed again for a period of six months.

**KOI SOCIETY  
OF  
WESTERN AUSTRALIA  
INCORPORATED**



**CONSTITUTION**

KOI SOCIETY OF WESTERN AUSTRALIA INC  
CONSTITUTION

First edition at time of incorporation.  
Second edition

September 1990  
May 2007

KOI SOCIETY OF WESTERN AUSTRALIA INC  
CONSTITUTION

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<b><u>21</u></b>	<b><u>AUDITOR</u></b>	<b><u>9</u></b>
<b><u>22</u></b>	<b><u>PATRON</u></b>	<b><u>10</u></b>
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<b><u>27</u></b>	<b><u>DISSOLUTION</u></b>	<b><u>10</u></b>
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## 1 NAME

- 1.1 The Society shall be called the Koi Society of Western Australia Inc.” hereinafter called the Society.

## 2 OBJECTS

- 2.1 The objects of the Society shall be:

- 2.1.1 To educate, promote knowledge of and interest in Koi.

- 2.1.2 To achieve the highest possible standard in methods of breeding and selection of Koi.

- 2.1.3 To distribute by any means to other members and interested persons such koi, spawn or fry as may be available.

- 2.1.4 To improve, protect and preserve Koi.

## 3 POWERS OF THE SOCIETY

- 3.1 The Society shall have the power to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property or any rights or privileges which maybe thought necessary or convenient.

- 3.2 The Society shall have the power to sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the real or personal property of the Society.

## 4 MEMBERSHIP

- 4.1 Any person may become a member on approval of application by committee, by paying the subscription fees and accepting the constitution and bylaws of the Society. A person under the age of 16 years shall be eligible for junior membership but shall not be eligible to vote at meetings of the Society.

- 4.2 The annual subscription shall fall due on 1 May in each year and shall be set by the committee.

- 4.3 Any member shall lose all privileges of membership when their membership is more than two calendar months in arrears.

- 4.4 Any member may resign by giving notice in writing. Each resignation shall take effect when tabled at the general meeting next following receipt of the resignation by the secretary.

## 5 HONORARY MEMBERSHIP

- 5.1 The Society, at any general meeting, may elect any person to an Honorary Life Member in recognition of special services rendered to the study or breeding of Koi or otherwise advancing the objects of the Society. Nominations are to be seconded and submitted in writing to the committee in the first instance.

## 6 REGISTER OF MEMBERS

- 6.1 The Secretary shall keep a register of members recording full name and address of each member, such a register to be available to members at each general meeting.

## 7 DISCIPLINING MEMBERS

- 7.1 The committee is of the opinion that a member of the Society;
  - 7.1.1 Has persistently refused or neglected to comply with a provision or provisions of the constitution or bylaws of the Society.
  - 7.1.2 Is deemed to be acting detrimental to the objects of the Society.
- 7.2 The committee may be resolution;
  - 7.2.1 Expel the member from the Society.
  - 7.2.2 Suspend the member from membership of the Society for a specific period.
  - 7.2.3 The secretary will notify the member in writing not later than two weeks after the resolution has been passed.

## 8 VOTING

- 8.1 Each member shall be entitled to exercise one vote on each resolution or election at a meeting at which he is present and entitled to vote, except as provided in paragraphs 4.1 and 4.3.
- 8.2 Voting shall be determined by simple majority except where otherwise expressly provided herein.
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- 27.2 If on winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, such property shall be donated to one or more Societies of similar interest.

## APPENDIX A DUTIES OF OFFICERS

### PRESIDENT

The President;

Shall take the chair at all formal meetings of all formal meetings of the Society at which he/she is present.

Shall jointly with the secretary be responsible for the preparation of the agenda of each meeting.

Shall sum up arguments for and against any question under consideration without bias.

Shall be responsible for the issue of all statements for publication regarding Society business, but generally only after approval of the committee.

Shall convene special general meetings as required by the committee of the membership.

Shall sign cheques for payment approved by the committee or Society, and instruments to which the common seal has been attached following approval by the committee.

Shall sign the minutes book as a true record of each meeting after there approval by the subsequent meeting.

Shall be custodian of the common seal of the Society and ensure its correct use.

### VICE PRESIDENT

The Vice-President;

Shall act for the President in all duties when the President is unable due to absence, or otherwise, to perform those duties.

At each general meeting the Vice-President shall take the chair for the purpose of receiving the nominations for and the election of the President for the ensuing year.

### SECRETARY

The Secretary;

Shall deal with al correspondence both incoming and out going, tabling details of the same at each general meeting.

Shall record the minutes of each general meeting and each committee meeting in the book retained solely for that purpose.

Shall jointly with the President be responsible for the preparation of the agenda for each meeting.

Shall maintain a register of members' names and addresses.

Shall sign cheques as required, for payment approved by the committee of the Society, and witness signature of any instruments to which the common seal has been attached.

#### ASSISTANT SECRETARY

The assistant Secretary shall assist the Secretary in his duties as required.

#### TREASURER

The Treasurer;

Shall be responsible for all financial transactions of the Society.

Shall maintain adequate books of account.

Shall issue/receive receipts for all monies received/paid out of the Society and issue all invoices/statements of account as required to debtors to the Society.

Shall prepare monthly statements for presentation to the general meeting of the Society and at such other times as required by the committee.

Shall assist the auditor as required in the auditing of accounts.

Shall, as required, sign cheques for payments approved by the committee or Society.

#### LIBRARIAN

The Librarian;

Shall have custody of the Societies library and shall be responsible for the issue of items to members at Society meetings.

Shall record details of all loans of library items.

Shall impose fines as determined by the Society for late returns and pay same to Treasurer.

Shall maintain a record/index of all literature contained in library.

Shall be responsible for maintaining items in good condition.

#### SALES TABLE PERSON

The Sales Table person;

Shall have custody of all goods required to support members through the sales table and make such goods available at all General Meeting nights and any other function as agreed with Committee.

In addition:-

Finances will be audited on an annual basis by the Society's nominated financial auditor and in time for tabling at the AGM.

Finances of the sales table shall be tabled quarterly through the Treasurer to Committee level.

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The Sales Table person shall have the autonomy to buy and sell commodities at best prices as she/he sees fit.

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7. No amendment shall be received by the Chairman which shall be a direct negative to the motion, or which does not preserve the substance of such a motion.
8. Immediately the debate on any question shall be concluded the Chairman shall put the question to the meeting in a distinct and audible manner. The question being put shall be resolved by a show of hands, unless a division is demanded by at least two members. Every member present during a division must vote, or his vote shall be counted with the side on which he is sitting, excepting no member shall be allowed to vote who was not present when the question was first put. The

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  17. Matters decided shall not be entertained again unless one month's notice of decision is given to all members.
  18. Notice of motion shall be tendered to the Chairman in writing. Any notice of motion twice rejected shall not be discussed again for a period of six months.

**KOI SOCIETY  
OF  
WESTERN AUSTRALIA  
INCORPORATED**



**CONSTITUTION**

KOI SOCIETY OF WESTERN AUSTRALIA INC  
CONSTITUTION

First edition at time of incorporation.  
Second edition

September 1990  
May 2007

KOI SOCIETY OF WESTERN AUSTRALIA INC  
CONSTITUTION

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## 1 NAME

- 1.1 The Society shall be called the Koi Society of Western Australia Inc.” hereinafter called the Society.

## 2 OBJECTS

- 2.1 The objects of the Society shall be:

- 2.1.1 To educate, promote knowledge of and interest in Koi.

- 2.1.2 To achieve the highest possible standard in methods of breeding and selection of Koi.

- 2.1.3 To distribute by any means to other members and interested persons such koi, spawn or fry as may be available.

- 2.1.4 To improve, protect and preserve Koi.

## 3 POWERS OF THE SOCIETY

- 3.1 The Society shall have the power to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property or any rights or privileges which maybe thought necessary or convenient.

- 3.2 The Society shall have the power to sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the real or personal property of the Society.

## 4 MEMBERSHIP

- 4.1 Any person may become a member on approval of application by committee, by paying the subscription fees and accepting the constitution and bylaws of the Society. A person under the age of 16 years shall be eligible for junior membership but shall not be eligible to vote at meetings of the Society.

- 4.2 The annual subscription shall fall due on 1 May in each year and shall be set by the committee.

- 4.3 Any member shall lose all privileges of membership when their membership is more than two calendar months in arrears.

- 4.4 Any member may resign by giving notice in writing. Each resignation shall take effect when tabled at the general meeting next following receipt of the resignation by the secretary.

## 5 HONORARY MEMBERSHIP

- 5.1 The Society, at any general meeting, may elect any person to an Honorary Life Member in recognition of special services rendered to the study or breeding of Koi or otherwise advancing the objects of the Society. Nominations are to be seconded and submitted in writing to the committee in the first instance.

## 6 REGISTER OF MEMBERS

- 6.1 The Secretary shall keep a register of members recording full name and address of each member, such a register to be available to members at each general meeting.

## 7 DISCIPLINING MEMBERS

- 7.1 The committee is of the opinion that a member of the Society;
  - 7.1.1 Has persistently refused or neglected to comply with a provision or provisions of the constitution or bylaws of the Society.
  - 7.1.2 Is deemed to be acting detrimental to the objects of the Society.
- 7.2 The committee may be resolution;
  - 7.2.1 Expel the member from the Society.
  - 7.2.2 Suspend the member from membership of the Society for a specific period.
  - 7.2.3 The secretary will notify the member in writing not later than two weeks after the resolution has been passed.

## 8 VOTING

- 8.1 Each member shall be entitled to exercise one vote on each resolution or election at a meeting at which he is present and entitled to vote, except as provided in paragraphs 4.1 and 4.3.
- 8.2 Voting shall be determined by simple majority except where otherwise expressly provided herein.
- 8.3 Voting shall be by a show of hands but any two members shall be entitled to demand a division. Unless a division is demanded, a declaration by the Chairman that a resolution has been carried shall be deemed to be a resolution of the Society.

## 9 VOTING BY PROXY

- 9.1 Members may vote by proxy for special and annual general meetings.
- 9.2 Proxy votes shall be in writing and be received by the secretary before the opening of the relevant meeting. Any votes not so received shall be null and void.

## 10 MANAGEMENT

10.1 The management of the society shall be vested in a Executive Committee, herein call ed the committee, comprising of President, Vice President, Secretary, Treasurer, Assistant Secretary, Librarian and additional members to a maximum of four as shall be determined at the annual general meeting at which the committee is elected.

## 11 POWERS OF THE COMMITTEE

11.1 The committee shall have the day to day control and management of the affairs and finances of the society and shall be responsible to the general meeting of members.

11.2 The committee may form subcommittees to deal with particular aspects of its work. Such subcommittees shall be responsible to the committee. Each subcommittee shall include at least one member of the committee who will represent the committee.

11.3 The committee shall be sole arbiter in dealing with the interpretation of the constitution, rules and bylaws of the society and any question arising which is not covered by the constitution. The committee's decision shall be binding on all members unless and until the decision is set aside by the Society in general meeting.

## 12 DUTIES OF OFFICERS

12.1 The duties and responsibilities of officers are shown in appendix A of this constitution.

## 13 ELECTION OF OFFICERS AND MEMBERS OF COMMITTEE

13.1 Officers and members of the committee shall be members of the Society and shall be elected by ballot at each annual general meeting.

13.2 No member of the Koi Society of Western Australia may hold a committee position if they hold a council or committee position with any other Koi association or body.

13.3 Candidates for elections, who are unable to be present at the annual general meeting, may be nominated, provided the nomination, in writing endorsed by two members and the nominee, shall be received by the secretary prior to the annual general meeting.

13.4 The committee shall retire annually but shall be eligible for re-election.

13.5 The meeting shall appoint a returning officer and two scrutineers to control the ballot and who, if members shall be eligible to vote.

## 14 SPECIAL VACANCIES

14.1 If a vacancy occurs on the committee, such a vacancy shall be filled by the Society at its next general meeting, provided that the member so elected shall hold office until the next annual general meeting only. Should the vacancy occur within three months before the annual general meeting, the filling of such vacancy shall not be mandatory.

## 15 MEETINGS

15.1 The annual general meeting shall be held at a place determined by the committee, in the month of June in each year and members shall be notified in writing of the date of the meeting at least one month in advance. The order of business at the annual general meeting shall be:

15.1.1 Consideration of the annual report and yearly statement of accounts;

15.1.2 Election of the committee;

15.1.3 Such general business as is required to be dealt with by the annual general meeting.

15.2 Ordinary general meetings shall be held on the 4<sup>th</sup> Wednesday of each month or such other time as shall be arranged by the committee. Notice in writing of ordinary general meeting shall be at least ten days.

15.3 Field days shall be held at the discretion of the committee, but shall be dependent upon the availability of a suitable venue. Notice of field days shall be at least one month. An ordinary general meeting may be held during or as part of the activities of a field day.

15.4 Special general meetings may be convened at any time by the president at the direction of the committee or at the request in writing of ten per cent of the membership. In the latter circumstance, the special general meeting shall be held within one calendar month of the receipt by the secretary of the request. Notice in writing of the special general meetings shall be at least seven days and shall state the purpose for which the meeting is called. The notice of meeting shall be read at the start of the meeting and only that business shall be dealt with.

15.5 Committee meetings shall be held prior to each general meeting at a time and place determined by the committee. A special committee meeting may be called at the discretion of the President or three members of the committee. Notice for committee meetings shall be at least seven days, except that if the President is satisfied of the need for urgency, the notice shall be the minimum required to obtain a quorum.

## 16 QUORUMS

16.1 The quorum for committee and subcommittee meetings shall be the whole number next above fifty percent of its members.

16.2 The quorum for general meetings shall be ten members.

## 17 FINANCE

17.1 There shall be maintained adequate books of account.

17.2 All monies received on behalf of the Society shall have receipts issued therefore on Society receipt forms and shall be deposited without delay in an account/s approved by the committee.

17.3 Payments made on behalf of the Society shall only be on the authority of the committee or general meeting; all such payments shall be by cheque signed jointly by the President, Vice President, Secretary or Treasurer.

17.4 There shall be prepared a financial statement for presentation to each ordinary general meeting of the Society and at other times as directed by the committee.

17.5 There shall be prepared and audited a statement of accounts and balance sheet for presentation to each annual general meeting.

17.6 The financial year shall end on 30 April in each year.

## 18 INSPECTION OF BOOKS

18.1.1 The current minutes and books of account shall be tabled for the information of members at each general meeting.

## 19 INCOME AND PROPERTY

19.1 The Society shall be non profit making. The income and property of the Society whence so ever derived shall be applied solely towards the protection of its objects as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however to its members provided that nothing herein shall prevent the payment in good faith of remuneration to any officer, member or servant of the Society for services rendered to expenses incurred on behalf of the Society.

## 20 COMMON SEAL

20.1 The common seal of the society shall be kept in the custody of the President.

20.2 The seal shall not be affixed to any instrument without the authority of the committee.

20.3 All instruments to which the seal is affixed shall be signed by the President and witnessed by the Vice President or Secretary.

## 21 AUDITOR

21.1 At each annual general meeting there shall be elected an auditor who shall not be a member of the committee.

21.2 The auditor shall audit and certify the annual statement of accounts and balance sheet of the Society.

21.3 The auditor shall have the power at any reasonable time to examine all books of account and other documents relative to the financial affairs of the Society.

## 22 PATRON

22.1 At the wish of the annual general meeting, a patron and vice patron(s) may be elected.

## 23 STANDING ORDERS AND RULES OF DEBATE

23.1 The standing orders and rules of debate to be observed at all general meetings of the Society are in Appendix B.

## 24 RESCINDING RESOLUTIONS

24.1 Notice of motion to rescind a resolution of the Society shall be in writing and received by the secretary.

24.2 To be successful, a motion to rescind shall require a two thirds majority of members voting at the meeting.

## 25 AMENDMENTS TO CONSTITUTION

25.1 Notice of motion to amend, add to or delete from the constitution shall be in writing and received by the secretary. Members shall be notified in writing at least six weeks before the annual general meeting at which amendments is to be determined.

25.2 Notice of the meeting shall include details of proposed amendments, additions and/or deletions.

25.3 To be successful, such a motion shall require a two thirds majority of members voting at the meeting.

## 26 BYLAWS

26.1 The committee may from time to time make bylaws for the regulation of the Society providing such bylaws do not conflict with the constitution.

## 27 DISSOLUTION

- 27.1 A special general meeting called for the purpose may, by a three quarters majority vote of the members present and eligible vote, resolve to dissolve the society. The Society shall then be deemed to be dissolved.
- 27.2 If on winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, such property shall be donated to one or more Societies of similar interest.

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