

CONSTITUTION OF NURSERY & GARDEN INDUSTRY QUEENSLAND LIMITED

1. NAME

The company is called Nursery & Garden Industry Queensland Limited (the Company), also known by its trading name “Greenlife Industry QLD”.

2. COMPANY TYPE

The Company is a not-for-profit company, limited by guarantee.

3. POWERS

The Company:

- Has the same legal rights and powers as an individual, under the Corporations Act.
- Cannot issue shares.
- Must use its income and property only to achieve its purposes.
- Cannot distribute money or property to members, except for:
 - Payment for services provided to the Company.
 - Payment for goods supplied.
 - Reasonable interest on money lent to the Company.
 - Reasonable rent for premises.
 - Reimbursement of expenses properly incurred while working for the Company.

Members and Directors cannot be employees of the Company.

The Company cannot merge with, or provide funds to, another organisation unless that organisation also prohibits distributing profits to its members.

4. PURPOSES

The Company exists to support the growth and success of the nursery and garden industry in Queensland by:

- Helping members improve their profitability.
- Creating networking opportunities.
- Providing industry-specific education and training.
- Offering services and programs for members.
- Supporting members with workplace health and safety, and compliance with employment law.
- Working with governments and authorities to advance industry interests.
- Managing assets and property to support the Company's goals.
- Partnering with other organisations that have similar not-for-profit purposes.
- Doing anything else needed to achieve these purposes.

5. MEMBER CONTRIBUTION

The liability of members is limited.

If the Company is wound up, each member must contribute up to \$1.00. This obligation applies if the person is a member at the time of winding up, or was a member within the previous year.

This money may be used to:

- Pay debts and liabilities the Company had before the member left.
- Cover costs of winding up the Company.
- Adjust rights among contributors.

6. REPLACEABLE RULES

Unless this Constitution says otherwise, words and terms have the same meaning as in the Corporations Act 2001. The standard "replaceable rules" in the Act do not apply. This Constitution replaces them.

7. DEFINITIONS

For this Constitution:

Act: Corporations Act 2001 (Cth).

AGM: Annual General Meeting.

Article: An article of this Constitution.

Board: The Board of Directors of the Company.

Business Day: Any day other than Saturday, Sunday, or a public holiday.

CEO (Chief Executive Officer): The person employed to manage the Company (title may vary).

Directors: The Directors of the Company.

Disciplinary Committee: Committee appointed to hear member complaints.

Expulsion Event: Behaviour that may lead to suspension or expulsion (see Article 10.9).

Executive Committee: Committee elected from time to time to support the Board.

Financial Member: A member who has paid all membership fees.

General Meeting: A meeting of members.

Industry: Includes retail and wholesale nurseries, garden centres, consultants, landscapers, turf growers, allied traders, institutions, and garden care operators.

Industry Business: A business operating in Queensland that mainly works in the industry.

Legal Costs: Costs of defending legal action against a person for their role with the Company.

Liability: Responsibility or debt from serving as a director or officer.

Member: A person listed on the official Register as a Member.

Member By-Laws: The document that sets out member rights and responsibilities.

Member Category: A category of membership set by the Board.

Notice: A notice given under this Constitution or the Act.

Prescribed Notice: 21 days, or shorter if the Act allows.

Register: The official register of Members.

Secretary: Person appointed as Secretary of the Company.

Special General Meeting: Meeting of members called under Article 13.

Special Interest Group: Members with a common interest, approved by the Board.

Special Resolution: Resolution passed with at least 75% of votes.

State: Queensland.

8. INTERPRETATION

“Meeting of Members” includes meetings of any category of members. A member is taken to be present if they attend in person or via technology.

“Writing” includes email, or other electronic communication.

Singular includes plural, and vice versa.

References to gender include all genders.

“Person” can mean an individual, business, partnership, trust, joint venture, or other entity.

“Includes” is not limiting.

References to laws include any updates or replacements of those laws.

Headings are for convenience only.

9. EXERCISE OF POWERS

Any power given by this Constitution can be used, and any duty must be carried out, whenever required.

10. MEMBERS

10.1 Member Categories

Membership is open to people or businesses approved by the Board.

Each member is placed into a membership category, as set out in the Member By-Laws.

The Board can change, add, or remove categories as needed.

10.2 Register of Members

The Company must keep a register showing:

- The name and contact details of each member.
- The name and contact details of each corporate member's nominated representative.
- The date each person joined.
- Their membership category.
- The date and reason for any resignation or termination.

Members can inspect the register by giving at least 7 days' written notice to the Secretary (or less, if the Secretary agrees).

10.3 Applying for Membership

Anyone who supports the Company's purposes may apply for membership.

Applications must be in the approved form and meet the criteria set by the Board in the Member By-Laws.

The Board (or its delegate) will decide whether to accept or reject the application. Reasons do not need to be given.

If approved, the applicant's details are included in the register, and they officially become a member.

If a business changes its name, directors, or ownership, it must notify the Company within 1 month. The Board may require a new application.

10.4 Member Representatives

Corporate or organisational members must nominate one representative.

That representative's details must be kept up to date on the register of members.

If the representative changes, the member must notify the Company in writing.

10.5 Membership is Not Transferable

Membership rights and privileges are personal.

They cannot be transferred to another person or organisation.

10.6 Subscriptions

The Board sets annual membership fees (may be a fixed fee or vary by category).

Fees are due in advance on the date that a member joins, and then annually, unless the Board decides otherwise.

10.7 Ending Membership

A member stops being a member if:

- They resign (see below).
- They are expelled (see 10.9).
- An individual member passes away.
- A business member is wound up, liquidated, or dissolved.
- They fail to pay fees within one month of the due date and do not pay after receiving a final notice.
- The Board decides they no longer meet the membership criteria.

The Secretary will update the register when someone ceases to be a member. The estate of a deceased member remains liable for any outstanding amounts owed.

10.8 Resignation

Members can resign by giving one month's written notice.

Unless stated otherwise, the resignation takes effect immediately.

Resigning members remain liable for outstanding fees.

The Company may keep the unused portion of any prepaid membership fees.

10.9 Expulsion or Suspension

The Board may suspend or expel a member if the member has:

- Breached the Constitution or Member By-Laws.
- Acted in a way harmful to the Company's interests or reputation.
- Gained membership improperly.
- Been convicted of a criminal offence.
- Become bankrupt or insolvent.

The process of expelling or suspending a member is outlined here:

1. Allegations are sent in writing to the President or Secretary.
2. The Board decides whether to manage the matter itself or appoint a Disciplinary Committee (at least 3 people, one of whom must be a Board member).
3. The Committee must:
 - a. Give the member at least 21 days' written notice of the allegations and possible penalties.
 - b. Allow the member to respond in writing.
 - c. Consider the evidence and make a written recommendation.
4. If recommending suspension or expulsion, the recommendation goes to both the Board and the member.
5. The member may appeal within 21 days. If they appeal, the Board will meet within 28 days to hear the case. The member can attend with a representative.
6. After hearing both sides, the Board decides.
7. The decision is confirmed in writing within 10 business days and takes effect immediately.

11. ELECTION OF DIRECTORS AND PRESIDENT

11.1 Returning Officer

At least 42 days before the AGM, the Board must appoint a Returning Officer.

The Returning Officer manages the election process, including calling for nominations and checking their validity.

If a nomination has an error, the Returning Officer must notify the person and allow them up to 7 days (but no later than 28 days before the AGM) to fix it.

11.2 Nominations

Nominations:

- Must be in writing.
- Must be signed by two members of the Company.
- Must be signed by the nominee (who must also be a member).
- Must state the office being nominated for.
- Must be lodged with the Returning Officer at least 28 days before the AGM.

11.3 President

A member cannot be nominated for President if they have already served as President for the previous two years.

11.4 Insufficient Nominations

If there are not enough nominations by the deadline, the Returning Officer may extend the deadline.

The Returning Officer is not required to extend the time more than once, nor to accept late nominations unless the Board decides to.

11.5 Ballot Process

If the number of nominations exceeds open positions, the Returning Officer will conduct a secret ballot.

Ballot papers:

- List candidates in alphabetical order.
- Include instructions for voting.
- Must be returned by 4:00pm on the day before the AGM.

Voting is first-past-the-post (the candidates with the most votes are elected).

In the event of a tie, the Returning Officer decides by drawing lots.

11.6 Scrutineers

Each candidate may nominate one scrutineer (who must be a member but not a candidate).

Scrutineers may:

- Observe the issuing of ballot papers.
- Be present when ballots are opened and votes are counted.
- Question the inclusion or exclusion of any ballot paper (the Returning Officer's decision is final).

Scrutineers must protect the secrecy of the ballot.

11.7 Reporting Results

The Returning Officer reports the ballot results at the AGM.

Elected candidates take office immediately.

12. ANNUAL GENERAL MEETINGS

12.1 Timing

The Board must hold an Annual General Meeting (AGM) in line with the Corporations Act and this Constitution.

The AGM must be held within 5 months after the end of the financial year.

12.2 Business at the AGM

The usual order of business is:

1. Confirm minutes of the previous AGM and any Special General Meetings.
2. Consider the financial accounts and reports, including the Auditor's report.
3. Confirm the results of Board elections.
4. Deal with any other business requiring a decision of members.

At an AGM, any business that is not reviewing the accounts or electing Board members is considered "special business."

12.3 Member Participation

The Chair must give members a reasonable opportunity to ask questions or make comments about the management of the Company.

13. SPECIAL GENERAL MEETINGS

13.1 Board-Called Meetings

The Board can call a Special General Meeting (SGM) at any time.

13.2 Member-Requested Meetings

Members may request a Special General Meeting in writing.

The request must:

- State the purpose of the meeting.
- Be signed by at least 10% of all members.

The Board must hold the meeting within 1 month of receiving the request.

If the Board does not call the meeting within 1 month, the members who requested it may call the meeting themselves.

The Company must pay the reasonable costs of members organising the meeting.

14. NOTICE OF GENERAL MEETINGS

14.1 Standard Notice

Members must receive at least 21 days' notice before a General Meeting.

The notice must include:

- The date, time, and location of the meeting.
- The business to be discussed, in order.

14.2 Special Resolutions

If a Special Resolution is to be voted on, at least 21 days' notice must be given.

14.3 How Notice is Given

Notices may be delivered:

- Personally, or
- By post, to the address recorded in the register, or
- By email.

If sent by post:

- Service is valid once the letter is properly addressed, prepaid, and posted.

- Unless proven otherwise, it is assumed to be delivered in the ordinary course of mail.

15. PROCEEDINGS AT GENERAL MEETINGS

15.1 Timing and Place

General Meetings must be held at a reasonable time and place.

15.2 Use of Technology

Meetings can be held virtually across multiple venues. Physical attendance is not required.

15.3 Attendance

All members are entitled to attend General Meetings.

15.4 Quorum

A quorum is 12 members entitled to vote, present in person or by proxy.

If a quorum is not present within 30 minutes:

- If the meeting was requested by members, it is cancelled.
- Otherwise, the meeting is adjourned to the same day and time in the following week.

If there is still no quorum at the adjourned meeting, the members present form a quorum.

15.5 Chairing the Meeting

The President chairs General Meetings.

If the President is absent or declines to chair within 15 minutes of the start time, members may choose another person to chair the meeting.

16. ADJOURNMENT OF GENERAL MEETING

16.1 Power to Adjourn

The Chair may adjourn a meeting if needed.

Only the unfinished business from the original meeting can be dealt with at the adjourned meeting.

16.2 Notice of Adjourned Meeting

If a meeting is adjourned for one month or more, fresh notice must be given.

If adjourned for less than a month, no new notice is required.

16.3 Business at Adjourned Meetings

Only the unfinished business from the original meeting may be dealt with.

16.4 Effect of Resolutions

Any resolution passed at a resumed meeting is taken to have been passed on the date it was agreed to.

17. VOTING AT GENERAL MEETINGS

17.1 Voting Methods

Members may vote in person, by proxy, or using approved electronic technology.

17.2 One Vote Each

Each eligible member has one vote.

17.3 Ordinary Resolutions

Except where a Special Resolution is required, decisions are made by a majority of votes cast.

17.4 Show of Hands vs. Poll

By default, votes are taken by a show of hands.

A poll must be held if requested by:

- The Chair, or
- At least two members present.

17.5 Corporate Members

A corporate member (business or organisation) may appoint one representative to attend and vote.

The appointment must be notified to the Secretary in writing.

That representative is treated as a member until the appointment is revoked.

17.6 Tied Votes

If votes are tied, the Chair has a casting vote in addition to their own.

18. POLL AT GENERAL MEETINGS

A poll must be held if requested by the Chair of the meeting, or at least two members present, under 17.4 of this constitution.

Polls for electing a Chair or deciding whether to adjourn a meeting must be taken immediately. All other polls may be held at any time before the meeting closes, as decided by the Chair.

The outcome of a poll is the official decision of the meeting on that matter.

19. PROXIES

19.1 Appointing a Proxy

A member may appoint another member as their proxy.

The proxy must be appointed in writing.

19.2 Rights of a Proxy

A proxy can attend, speak, and vote at any General Meeting on behalf of the member.

20. APPOINTING DIRECTORS

20.1 Number of Directors

The Company must have at least 7 Directors.

The maximum is set by the Board but cannot exceed 12 Directors unless members approve a higher number at a General Meeting.

The maximum cannot be reduced below the number of current Directors.

20.2 Election Process

The process for nominating and electing Directors is set out in the Member By-Laws.

20.3 Board Appointments

The Board may appoint a person as a director:

- To fill a casual vacancy (a position left open before a term ends).
- As an additional Director (as long as the total number does not exceed the maximum).
- Before being appointed, the person must sign a consent to act as a director.

21. RETIREMENT OF DIRECTORS BY ROTATION

21.1 Casual Appointments

A director appointed by the Board to fill a casual vacancy only holds office until the end of the next Annual General Meeting (AGM).

21.2 Regular Retirement

At each AGM, at least half of the elected Directors must retire.

Those who have served the longest since their last election retire first.

Retiring Directors may stand for re-election.

21.3 Maximum Term

No Director may serve longer than two consecutive AGMs without re-election.

A Director can serve for up to 6 years total (unless the Board approves a variation for that individual).

The maximum lifetime service is 12 years in total (non-consecutive terms allowed).

21.4 Effect of Retirement

Retirement, re-election, or election of a replacement Director takes effect at the end of the AGM where it occurs.

22. THE BOARD

22.1 Composition

The Board must include at least 7 elected Directors. Directors are elected by a ballot of eligible members, in line with the Member By-Laws.

22.2 Additional Appointments

The elected Board may appoint up to 3 extra Directors.

22.3 Eligibility and Representation

The conditions for being eligible to serve on the Board are outlined in the Member By-Laws. As far as possible, the Board's composition should reflect the skills diversity required to achieve the Company's purposes.

22.4 Election of the President

Within one month of the AGM, the Board must meet to elect the President from among the elected Directors.

If the President's position becomes vacant, the Board must meet immediately to elect a replacement.

22.5 Term of the President

The President serves for 1 year.

No President may serve more than two consecutive terms.

22.6 Terms of Directors

Directors elected at an AGM serve for 2 years.

They may stand for re-election, in line with Article 21 (retirement by rotation).

22.7 Casual Vacancies

If a Board position becomes vacant, the Board may appoint a member to fill it.

The replacement Director serves until the next AGM, in line with Article 21.1.

23. CASUAL VACANCIES

A casual vacancy occurs on the Board if a director:

- Dies.
- Stops being a member of the Company.
- Is disqualified from being a Director under the Corporations Act.
- Becomes bankrupt or insolvent, or makes arrangements with creditors.
- Resigns in writing to the Secretary.
- Is removed from office under Article 24.
- Becomes of unsound mind or permanently incapacitated by ill health.
- Misses more than 24% of Board meetings in a year without permission.
- Takes a role that gives them a financial advantage from the Company without Board approval.
- Has a conflict of interest in a contract with the Company and fails to declare it properly.
- Ceases to be a member (or nominated representative of a member).

24. REMOVAL OF A BOARD MEMBER

24.1 Removal by Members

Members can remove a director from office before the end of their term by passing a Resolution at a General Meeting.

At the same meeting, members may elect another person to serve until the original term expires.

24.2 Right to Respond

If a director is the subject of a proposed removal:

- They may send a written statement to the Secretary explaining their position.
- They may request that this statement be sent to all members.

If the statement is not circulated, the Director has the right to have it read aloud at the General Meeting before the vote.

25. PROCEEDINGS OF BOARD

25.1 Meeting Frequency

The Board must meet at least 6 times each year.

Meetings can be held in person or by teleconference/online.

Extra meetings can be called by the President or by any 2 Board members.

25.2 Notice of Meetings

The Secretary must give at least 48 hours' notice of Board meetings (unless all Directors agree to a shorter period).

The notice must state the general business to be discussed.

No other business may be decided at the meeting unless all Directors present agree.

25.3 Quorum

A quorum is half of the Board members plus one.

If there are not enough Directors to form a quorum, the Board can only:

- Appoint more Directors, or
- Call a General Meeting.

25.4 Chair of Meetings

The President chairs all Board meetings.

If the President is absent or declines to chair within 10 minutes, the Board may elect another Director to chair.

25.5 Voting

Each Director has one vote.

Decisions are made by majority vote.

If votes are tied, the motion is lost.

25.6 Conflict of Interest

A Director must disclose any financial interest in a contract with the Company.

That Director cannot vote on matters relating to that contract.

25.7 Written Resolutions

The Board may pass a resolution without meeting if all Directors entitled to vote sign a written statement agreeing to it.

Identical copies may be signed separately.

The resolution takes effect once the last signature is received.

It must be recorded in the minutes of the next Board meeting.

26. POWERS AND DUTIES OF THE BOARD

26.1 Overall Responsibility

The Board is responsible for managing and controlling the Company's affairs.

It may exercise all powers of the Company that are not required by law or this Constitution to be exercised by members in a General Meeting.

26.2 By-Laws

The Board may make and amend Member By-Laws to help manage the Company. By-Laws must not conflict with this Constitution. If there is a conflict, the Constitution prevails.

26.3 Chief Executive Officer

The Board appoints, manages, and sets the terms of employment for the Chief Executive Officer (CEO).

The Board decides the CEO's responsibilities, authority, and pay.

26.4 Financial Authority

Cheques, electronic payments, or other negotiable instruments must be signed or authorised by two Directors or by someone with delegated authority from the Board.

26.5 Power of Attorney

The Board may appoint one or more people as attorneys of the Company, giving them powers for a set purpose and time.

Attorneys may be allowed to delegate their powers, if authorised.

26.6 Validity of Actions

Board decisions remain valid even if it is later discovered that:

- A Director was not properly appointed, or
- A Director was disqualified.

27. DELEGATION

27.1 Committees of the Board

The Board may delegate any of its powers to a committee of Directors.

The delegation must be formally recorded in the minutes.

27.2 Delegation to Others

The Board may also delegate powers to:

- The Secretary, or
- Any other person.

The Board cannot delegate the power to delegate.

28. COMMITTEES AND WORKING GROUPS

28.1 Creation

The Board may set up committees or working groups to support the Company's work. These may include both Directors and non-Directors.

28.2 Powers

Committees and working groups must act within the powers and responsibilities given to them by the Board. They must follow any guidelines or instructions set by the Board.

28.3 Reporting

Each committee or working group must report regularly to the Board. All their decisions and activities remain subject to Board approval.

29. SECRETARY

29.1 Appointment

The Board must appoint at least one Secretary. The Secretary may be the Chief Executive Officer (CEO).

29.2 Terms of Appointment

The Secretary's terms (including pay, if any) are decided by the Board. The Board may end the appointment at any time.

29.3 Responsibilities

The Secretary must perform duties as required by the Corporations Act, and the Board.

30. NOTICES

30.1 Giving Notices

The Company may give notice to a member by:

- Delivering it personally,
- Sending it by post to the member's address in the register, or
- Sending it by email or other electronic means.

30.2 When Notice is Taken to be Given

If delivered by hand, it is given when handed to the member.

If sent by post, it is taken to be given 3 days after posting (within Australia) or 7 days after posting (outside Australia).

If sent by email, it is given on the next business day after it was sent.

31. AUDIT

31.1 Auditor Appointment

The Company must appoint an Auditor if required by law or by members at a General Meeting.

31.2 Auditor's Role

The Auditor reviews the Company's financial records and reports.

The Auditor must give members an independent report on whether the financial statements are accurate and comply with the law.

31.3 Auditor's Rights

The Auditor is entitled to:

- Receive notices of General Meetings.
- Attend any General Meeting.
- Be heard on matters relating to the audit.

32. INDEMNITY

32.1 Protection for Officers

To the fullest extent allowed by law, the Company will indemnify (protect) its Directors, the Secretary, and other officers against:

- Any liability they incur while acting in their role, and
- Any costs and expenses reasonably incurred defending proceedings.

32.2 Exceptions

This protection does not apply if the liability arises from:

- Fraud,
- Negligence, or
- Dishonest or improper conduct.

32.3 Insurance

The Company may arrange and pay for insurance to cover its officers against risks they face while performing their duties.

33. WINDING UP

33.1 Surplus Assets

If the Company is wound up and has any surplus assets after paying its debts and liabilities, the surplus must not be distributed to members.

Instead, it must be given to another not-for-profit organisation that:

- Has similar purposes to the Company, and
- Is also registered as a charity or tax-exempt organisation under Australian law.

33.2 Decision on Recipient

The organisation to receive the surplus must be decided by members at, or before, the winding-up meeting. If no decision is made, the Supreme Court of Queensland may decide.

34. ACCOUNTS AND RECORDS

34.1 Financial Records

The Board must ensure the Company keeps proper accounting and financial records. These records must explain the Company's transactions and show its financial position clearly.

34.2 Access to Records

The Board decides what financial records and documents are open to members for inspection.

However, members always have the right to inspect the register of members.

34.3 Annual Statements

The Board must provide members with financial reports and directors' reports as required by the Corporations Act.

35. ALTERATION OF CONSTITUTION

35.1 How Changes Can Be Made

This Constitution can only be changed, added to, or repealed by a Special Resolution passed at a General Meeting of members.

35.2 Compliance with the Law

Any change to the Constitution must comply with the Corporations Act and any other laws that apply to the Company.

36. TRANSITION CLAUSE

36.1 Continuity of Existing Board

The Directors who were in office immediately before this Constitution took effect will continue as the first Board under this Constitution.

36.2 Adjustment to Terms

The terms of those Directors may be adjusted (shortened or extended) to make sure the system of rotation and retirement works fairly under this Constitution.

APPENDIX – COMPANY BY-LAWS

1. CATEGORIES OF MEMBERSHIP

Membership includes:

- **Full Members** – Financial members actively engaged in the nursery, garden, or allied industries.
- **Honorary Members** – Individuals or organisations recognised by the Board for contribution to the industry.
- **Life Members** – Awarded for distinguished service, with full rights but no subscription fee.
- **Associate Members** – Individuals or organisations connected to, but not fully engaged in, the industry.
- **Other Classes** – The Board may create other classes from time to time.

2. APPLICATION FOR MEMBERSHIP

Applications must be made in the prescribed form.

The Board decides acceptance in line with the Constitution and By-Laws.

The Company will maintain a register of members, including contact and business details.

3. MEMBER COMPLAINTS & GRIEVANCES

Complaints about members, branches, or office bearers must be in writing and will be managed under the Constitution's disciplinary provisions.

Complaints between members may be referred to mediation or a Disciplinary Committee as set out in the Constitution.

4. CODE OF CONDUCT FOR DIRECTORS

Board members must:

- Act honestly, in good faith, and in the best interests of the Company.
- Exercise diligence and proper purpose in their duties.

- Avoid misuse of position or information.
- Manage conflicts of interest appropriately.
- Respect confidentiality of information.
- Comply with law, the Constitution, and these By-Laws.

5. BRANCHES

The Board may establish Branches to support regional activity.

Branches are led by a Board-appointed Branch Convenor.

Branches provide forums for local member engagement and may organise events.

Branches must operate in line with the Constitution and Board directions.

6. BOARD INDUCTION

New directors will be provided with key governance documents, recent meeting minutes, and contact details of directors and branch convenors.

7. REIMBURSEMENT OF EXPENSES

Members conducting approved work on behalf of GIQ may claim reasonable expenses.

The President may receive an honorarium as determined by the Board.

Claims must be supported by valid tax invoices.