



# ROYAL AGRICULTURAL AND HORTICULTURAL SOCIETY OF SOUTH AUSTRALIA INCORPORATED

---

## CONSTITUTION

Revised at Annual General Meeting on 4 September 2020

---



**'Quo Uberior Fiat Terra'**  
**'that the earth may become more abundant'**

**On the 13<sup>th</sup> of December 1967 the Society's complete  
Armorial Bearings were granted to the Society by the  
College of Heralds and used by the Society from 1968.**

## TABLE OF CONTENTS

<b>1.</b>	<b>Name</b>	<b>1</b>
<b>2.</b>	<b>Definitions and Interpretations</b>	<b>1</b>
2.1	Definitions	1
2.2	Interpretation	2
2.3	Headings	3
<b>3.</b>	<b>Objects</b>	<b>3</b>
<b>4.</b>	<b>Powers of the Society</b>	<b>4</b>
<b>5.</b>	<b>Membership</b>	<b>6</b>
5.1	Membership Types	6
5.2	Rights and Privileges	6
5.2.1	Ordinary Members	6
5.2.2	Junior Members	6
5.2.3	Life Members	7
5.2.4	Honorary Member	7
5.2.5	Honorary Life Member	7
5.3	Subscriptions	7
5.3.1	Ordinary Members and Junior Members	7
5.3.2	Life Members	7
5.4	Register of Members	7
5.5	Cessation of Membership and Expulsion of Members	8
5.5.1	Expulsion and Other Disciplinary Action	8
5.5.2	Cessation	8
5.5.3	Effect of Cessation of Membership or Expulsion of Membership	8
5.6	Member Code of Conduct	8
<b>6.</b>	<b>Patron</b>	<b>8</b>
<b>7.</b>	<b>General Meetings</b>	<b>9</b>
7.1	Annual General Meeting	9
7.2	Special Meetings	9
7.3	Notice of Meetings	9
7.4	Proceedings at General Meetings	10

7.4.1	Quorum	10
7.4.2	Chairman	11
7.4.3	Conduct of Meetings	11
7.4.4	Adjournment	11
7.4.5	Resolutions	12
7.4.6	Polls	12
7.4.7	Minutes as Evidence of Result	12
7.4.8	Proxies	12
7.4.9	Lodgement of Proxies	13
7.4.10	Validity of Proxies	13
7.4.11	Where Proxy is Incomplete	13
7.4.12	Direct Voting	14
7.4.13	Treatment of Direct Votes	14
<b>8.</b>	<b>Appointment of Auditor</b>	<b>14</b>
<b>9.</b>	<b>The Council</b>	<b>15</b>
9.1	Role	15
9.2	Election of Chairman	15
9.3	Quorum	15
9.4	Council Meetings	15
9.5	Order of Business	16
9.6	Mode of Voting	16
9.7	Minutes	16
9.8	Honorary Councillors	16
<b>10.</b>	<b>Board</b>	<b>17</b>
10.1	Powers	17
10.2	Composition	17
10.3	Election	17
10.3.1	The President	17
10.3.2	Chairman of the Council and Deputy Chairman of the Council	18
10.3.3	The Treasurer	18
10.3.4	Trustees	18
10.3.5	Executive Committee Representatives	18
10.3.6	Casual vacancies	18
10.3.7	Election Process	18

10.3.8	Clarification of Trustee Status	19
10.4	Meetings	19
10.5	Notice	19
10.6	Quorum	20
10.7	Decisions	20
10.8	Accounts	20
10.9	Special Sub-Committees	20
<b>11.</b>	<b>Chief Executive</b>	<b>21</b>
<b>12.</b>	<b>The Seal</b>	<b>21</b>
<b>13.</b>	<b>Financial Reporting</b>	<b>21</b>
13.1	Financial Year	21
13.2	Accounts to be Kept	21
13.3	Annual Return	21
<b>14.</b>	<b>Governance Committee Code of Conduct</b>	<b>21</b>
<b>15.</b>	<b>Income and Property of the Society</b>	<b>22</b>
<b>16.</b>	<b>Executive Committee</b>	<b>22</b>
16.1	Executive Committee Functions	22
16.2	Executive Committee Meetings	22
16.3	Executive Committee Structure	22
16.4	Casual Vacancies	23
<b>17.</b>	<b>Sectional Committees</b>	<b>23</b>
17.1	Functions	23
17.2	Sectional Committee Chairmans	23
17.3	Voting	24
17.4	Quorum	24
17.5	Sectional Committee Structure	24
17.6	Election	25
17.7	Re-election	25
17.8	Ballot	25
17.9	Voting Procedure	25
17.10	Returning Officer	26
17.11	Casual Vacancies	26

<b>18.</b>	<b>Governance Committee Members – Disciplinary Action and Vacancies</b>	<b>26</b>
18.1	Disciplinary Action	26
18.2	Vacancy	26
<b>19.</b>	<b>Retirement Age</b>	<b>27</b>
<b>20.</b>	<b>Conflict of Interest</b>	<b>27</b>
<b>21.</b>	<b>Indemnity</b>	<b>28</b>
<b>22.</b>	<b>Alteration to Constitution</b>	<b>28</b>
<b>23.</b>	<b>By-Laws, Rules, Regulations, Policies and Codes</b>	<b>28</b>
<b>24.</b>	<b>Winding Up</b>	<b>29</b>

# ROYAL AGRICULTURAL AND HORTICULTURAL SOCIETY OF SOUTH AUSTRALIA INCORPORATED

## CONSTITUTION

### 1. Name

---

The name of the Association is the "Royal Agricultural and Horticultural Society of South Australia Incorporated".

### 2. Definitions and Interpretations

---

#### 2.1 Definitions

In this Constitution unless the context otherwise requires the following terms have the following meanings:

**Act** means the *Associations Incorporations Act 1985(SA)*;

**Chairman of the Council** means the chairman of the Council, as appointed from time to time under this Constitution;

**Deputy Chairman of the Council** means the deputy chairman of the Council, as appointed from time to time under this Constitution;

**Board** means the committee of management of the Society, as appointed from time to time under this Constitution;

**Board Member** means a member of the Board, as appointed from time to time under this Constitution;

**Business Day** means a day other than a Saturday, Sunday or a public holiday or bank holiday in Adelaide, South Australia;

**Chief Executive** means the individual appointed from time to time as Chief Executive Officer of the Society by the Board under rule 11;

**Constitution** means the rules of the Society, as set out in this document and amended from time to time;

**Council** means the Council of the Society, as appointed from time to time under this Constitution;

**Executive Committee** means the Executive Committee of the Society, as appointed from time to time under this Constitution;

**Executive Committee Representatives** means the individuals appointed to the Board by the Executive Committee from time to time under rule 10.3.5;

**Financial Year** means the period stipulated in rule 13.1;

**General Meeting** means a meeting of Members;

**Governance Committee Code of Conduct** means the code of conduct for Governance Committee Members, as adopted and amended by the Board from time to time;

**Governance Committees** means the Board, the Council, the Executive Committee and the Sectional Committees;

**Honorary Councillor** means an honorary councillor of the Society appointed in accordance with rule 9.8;

**Honorary Life Member** means an honorary life member of the Society appointed in accordance with rule 5.2.5;

**Honorary Member** means an honorary member of the Society appointed in accordance with rule 5.2.4;

**Junior Member** means a junior member of the Society in accordance with rule 5.2.2;

**Life Member** means a life member of the Society in accordance with rule 5.2.3;

**Member** means a member of the Society for a particular Membership Year;

**Member Code of Conduct** means the code of conduct for Members, as adopted and amended by the Board from time to time;

**Membership Year** means a period of approximately 12 calendar months, commencing on a date to be determined and notified to Members by the Board in each year;

**Objects** means the objects of the Society that are set out in rule 3;

**Ordinary Member** means an ordinary member of the Society in accordance with rule 5.2.1;

**Past Chairman** means the immediate past Chairman of the Council;

**President** means the President of the Society, as appointed from time to time under this Constitution;

**Sectional Committee** means any sectional committee of the Society established under rule 17;

**Special Resolution** has the same meaning as in the Act;

**Society** means the Royal Agricultural and Horticultural Society of South Australia Incorporated;

**Terms of Reference** means the terms of reference for adjudicating any dispute between the Society and a Member or a Governance Committee Member as adopted and amended by the Board from time to time;

**Treasurer** means the Treasurer of the Society;

**Trustees** means the individuals appointed to the Board by the Council from time to time under rule 10.3.4; and

**Voting Member** means an Ordinary Member, an Honorary Life Member or, subject to rule 5.2.3(b), a Life Member.

## 2.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) the masculine gender includes the feminine gender and the singular includes the plural.
- (b) any terms defined in the Act have the same meaning in this Constitution.



- (c) where a word or phrase is given a defined meaning in this Constitution, any other part of speech or other grammatical form of that word or phrase has a corresponding meaning;
- (d) a reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them;
- (e) a reference to any legislation includes any amendment or replacement and all subordinate legislation;
- (f) words following the word include are not limited by anything preceding that word;
- (g) references to agree, approve or consent are references to agreement, approval or consent (as the case may be) in writing; and
- (h) references to rules are references to rules in this Constitution.

### 2.3 Headings

Headings in this Constitution do not affect interpretation.

## 3. Objects

---

The objects and purpose of the Society are to contribute to the success and promotion of primary industry and other South Australian based industries, through the staging of events and the rewarding of excellence, including through:

- (a) annually staging the Royal Adelaide Show, Royal Adelaide Wine Show and other events with the purpose of:
  - (i) exhibiting, displaying and providing competition for livestock, agricultural produce, machinery, equipment, horticulture, gardening, handicrafts, arts, hobbies and other areas of human endeavour as may be relevant from time to time;
  - (ii) offering awards or prizes in recognition of excellence in primary production and industry innovation; and
  - (iii) encouraging industry and community skills development.
- (b) staging corporate, industry and community based events and exhibitions;
- (c) operating and managing event and exhibition facilities;
- (d) promoting to the community the importance of Primary Industry to the economy and urban community;
- (e) holding meetings at which lectures will be delivered, papers read and discussed and where deemed of sufficient value published for distribution amongst Members and community;
- (f) establishing relations with other societies and/or organisations of a similar character in Australia and internationally and to embark upon and to cultivate exchanges of view and information;
- (g) awarding such scholarships and prizes as the Society may deem desirable and beneficial to the achievement of any of its objects;
- (h) encouraging and supporting as appropriate industry associations with objectives that complement those of the Society; and

- (i) doing all such other things as the Society may think incidental or beneficial to the achievement of the abovementioned objects or any of them.

## 4. Powers of the Society

---

The Society has the following powers in addition to and without prejudice to any other powers expressed or implied herein or expressed or implied under or by virtue of the provisions of the Act:

- (a) to establish, maintain, fund, support and otherwise foster any society, institution, foundation or trust, the functions of which are to support any of the objects of the Society;
- (b) to delegate to any committee, member, appointee or employee of the Society the conduct of any matter within the objects of the Society;
- (c) to purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto;
- (d) to purchase, lease, hire, take in or otherwise acquire and to maintain and to in any way or manner dispose of any kind of vehicle, machinery, furniture or any chattels or other items and all manner of office equipment and stationery and all other things required or which may be deemed necessary or convenient for the purposes of the Society;
- (e) to sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Society;
- (f) to take over or enter into and conclude any arrangements or agreements and make or do any deed, act, matter or thing in furtherance of the objects of the Society;
- (g) to apply for, receive and administer any grant advance or loan from the State or Commonwealth governments or from any other source;
- (h) to raise, collect, receive, have, hold, administer and dispose of moneys in the form of subscriptions, donations, legacies, bequests or as a consequence of fund-raising activities of all types or otherwise received from any other source whatsoever;
- (i) to accept any gift of property whether subject to any special trust or not for any one or more of the objects of the Society;
- (j) to take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society whether by way of donations, sponsorships, subscriptions or otherwise;
- (k) to raise or borrow money for the sole purposes of the Society and secure repayment thereof in such manner as the Board thinks fit or to secure the repayment or performance of any debt, liability, contract, guarantee, indemnity or other engagement entered into by the Board on behalf of the Society in any way and to secure any of the Society's obligations under such arrangements by way of mortgage, general or specific security agreement, lien, legal or equitable, or any other agreement or arrangement giving rise to a security interest under the *Personal Property Securities Act 2009* (Cth);
- (l) to enter into any arrangement:

- (i) for the purpose of managing financial risks relating to risks arising from changes in foreign currency exchange rates, interest rates or discount rates; and
- (ii) which is a currency or rate swap transaction, a forward rate or currency transaction, a forward rate bill transaction, an interest rate, currency, bond, put or call option, a cap transaction, floor transaction, collar transaction, a combination of any of these transactions or any other similar transaction;
- (m) to conduct overdraft accounts;
- (n) to give any guarantee or indemnity or guarantee and indemnity with or without security solely or jointly with any other corporation or natural person and with or without remuneration for the payment of money or the performance of any contract, obligation or undertaking by any person, firm, corporation or association and to secure that guarantee or indemnity or guarantee and indemnity over the property and real property of the Society by mortgage, bill of sale, lien or charge, fixed or floating, legal equitable or otherwise on such terms as the Board thinks fit;
- (o) to enter into facilities for the provision of letters of credit and guarantees;
- (p) to delegate to any person the Board may from time to time determine the power to sign bills of exchange for the Society;
- (q) to invest, lend (whether with or without security) and otherwise deal with the money of the Society (including income as well as capital) not immediately required for the purposes of the Society in such manner as may from time to time be determined;
- (r) to make, draw, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (s) to the extent permitted by law, give any indemnity, guarantee or security or enter into any bond in furtherance of the objects of the Society and without restricting the generality of the foregoing to indemnify any person firm or company or otherwise become liable for the performance by any particular person firm or company of any obligation contract or undertaking;
- (t) to employ and remunerate staff consistent with currently accepted employment standards and any applicable regulations and laws;
- (u) to take out insurance policies to reduce the Society's exposure and risk relating to any property, potential liability or business risk;
- (v) to regulate the internal affairs of the Society in such manner consistent with the Society's Constitution, industry standards, regulations, laws and Corporate Governance standards of the day;
- (w) to do all such other lawful things as may be incidental or conducive to the attainment of the objects and the exercise of the powers of the Society; and
- (x) all or any of the powers of the Society may be carried out in any part of the Commonwealth of Australia or elsewhere.

## **5. Membership**

---

### **5.1 Membership Types**

Members are divided into the following classes:

- (a) Ordinary Members;
- (b) Junior Members;
- (c) Life Members;
- (d) Honorary Members; and
- (e) Honorary Life Members.

### **5.2 Rights and Privileges**

#### **5.2.1 Ordinary Members**

- (a) Ordinary Members of this Society must be 18 years or over.
- (b) Subject to the conditions contained later in this Constitution and provided that the Board does not determine (in its absolute discretion) that the person is an inappropriate candidate, any person may become an Ordinary Member by lodging with the Society a duly completed membership application in the prescribed form signed by the candidate and also by paying the full subscription for the then current year for the Ordinary Membership.
- (c)
  - (i) A company or a partnership may become an Ordinary Member.
  - (ii) A company or a partnership which is a Member must nominate in writing one eligible person as the person entitled to exercise the rights and privileges of the company or the partnership as a Member. Until the nomination is revoked in writing, the nominee is entitled to all the rights and privileges of membership (including eligibility for office) in the same manner as if they were a Member.
  - (iii) For the purposes of rule 5.2.1(c)(ii), an eligible person in the case of a company is a director or an employee of the company, and in case of a partnership, is a member of the partnership.

#### **5.2.2 Junior Members**

- (a) Junior Members must be under the age of 18 years.
- (b) Subject to the conditions contained later in this Constitution, any person may become a Junior Member by lodging with the Society a duly completed membership application in the prescribed form signed by an adult and also by paying the full subscription for the then current year for the Junior Membership.
- (c) A Junior Member ceases to be a Junior Member and becomes an Ordinary Member on the 1st day of the new Membership Year of the Society occurring after that person's eighteenth (18th) birthday. A Junior Member is not eligible to hold any office or to be a member of any committee or sub-committee of the Society nor is that person entitled to any vote.

### **5.2.3 Life Members**

- (a) Subject to rule 5.2.3(b), a natural person may at any time become a Life Member by paying a Life Member's subscription.
- (b) A person under the age of 18 years is eligible to become a Life Member, but is not entitled to be a Governance Committee member or a member of any sub-committee of the Society or vote until that person is aged 18 years or over.

### **5.2.4 Honorary Member**

The Board may at any time grant Honorary Membership status upon any natural person for a particular Membership Year for the purpose of accessing Member facilities at the Royal Adelaide Show. For the avoidance of doubt, Honorary Members are not entitled to any other rights or privileges of Membership.

### **5.2.5 Honorary Life Member**

In recognition of special services rendered to the Society by a natural person, the Board may recommend that the Executive Committee bestow the title of Honorary Life Member on that person. If the Executive Committee subsequently appoints that person as an Honorary Life Member at an Executive Committee Meeting, from the date of appointment that person shall be entitled to all the rights and privileges of Membership for every Membership Year but is exempted from the requirement to pay any Membership subscription.

## **5.3 Subscriptions**

### **5.3.1 Ordinary Members and Junior Members**

- (a) Ordinary Members and Junior Members must pay an annual Membership subscription for each Membership Year, the amount of which will be set by the Board from time to time.
- (b) Payment must be received within three months of the commencement of the relevant Membership Year or such other date as the Board from time to time determines.
- (c) An Ordinary Member or Junior Member will not be entitled to any Membership rights or privileges for a particular Membership Year unless that Member has paid the Membership subscription for the current Membership Year.

### **5.3.2 Life Members**

A Life Member must pay one Membership subscription, the amount of which will be set by the Board from time to time, and is thereafter exempted from payment of all Membership subscriptions for the lifetime of that member.

## **5.4 Register of Members**

An alphabetical list of the names of all Members of the Society with their addresses must always be kept at the office of the Society.

## **5.5 Cessation of Membership and Expulsion of Members**

### **5.5.1 Expulsion and Other Disciplinary Action**

A Member may be reprimanded, suspended or expelled in accordance with the procedures set out in the Terms of Reference if the Member is found to have:

- (a) failed to pay any money due under this Constitution and that amount remains unpaid for more than 30 days;
- (b) otherwise breached any provision of the Constitution binding on the Member;
- (c) breached any provision of the Member Code of Conduct; or
- (d) engaged in any conduct which, in the reasonable opinion of the Review Panel appointed in accordance with the Terms of Reference, is unbecoming of a Member or which is prejudicial or adverse to the interests or Objects of the Society.

### **5.5.2 Cessation**

A Member ceases to be a Member, if:

- (a) the Member resigns as a Member, by giving a minimum of 3 months' notice in writing to the Society, in which case the Member is not entitled to a refund of any Membership subscription (whether pro-rata or otherwise) paid in connection with their Membership;
- (b) the Member is expelled as a Member pursuant to rule 5.5.1;
- (c) the Member dies or becomes a person whose person or estate is being dealt with in any way under the law relating to mental health; or
- (d) the Member is unable to pay their debts as and when they are due and payable.

### **5.5.3 Effect of Cessation of Membership or Expulsion of Membership**

- (a) Upon a Member ceasing to be a Member, the Member's rights and privileges cease.
- (b) Nothing in this rule prejudices or affects a Member's obligation to pay any amount due and payable to the Society.

## **5.6 Member Code of Conduct**

In the course of their involvement with the Society, Members must comply with the Member Code of Conduct.

## **6. Patron**

---

- (a) The Patron shall be appointed at the Annual General Meeting. The term of office is for one year, except in the case of an elected Patron who holds a public office, whose term shall continue for the term of his or her public office. A retiring Patron is eligible for re-election.
- (b) The Patron will act as a figurehead of the Society and will have no powers, obligations or responsibilities in relation to the affairs of the Society except as directed by the Board.

## **7. General Meetings**

---

### **7.1 Annual General Meeting**

- (a) The Annual General Meeting of the Members of the Society is to be held in accordance with the time period stated in the Act at the office of the Society or at such other place as the Board may appoint.
- (b) The business of the Annual General Meeting is:
  - (i) to receive and consider the annual report of the Society;
  - (ii) to receive and consider the statement of receipts and expenditure and statement of assets and liabilities;
  - (iii) to receive and consider the auditor's report;
  - (iv) to elect a Patron (if necessary);
  - (v) to elect a President;
  - (vi) to elect Sectional Committees;
  - (vii) to appoint as an ex officio member of a Sectional Committee any representative from an organisation who has been nominated in accordance with rule 17.5(b). Any representative appointed under this rule 7.1(b)(vii) shall hold office until the next following Annual General Meeting and is eligible for re-election if again nominated in accordance with rule 17.5(b);
  - (viii) to confirm the minutes of any General Meetings of the Society held since the previous Annual General Meeting and authorise the chairman of the Annual General Meeting to sign those minutes;
  - (ix) to appoint an auditor;
  - (x) to consider any special business which has been notified in writing to the Chief Executive by at least ten Voting Members within 14 days of the notice of the Annual General Meeting being dispatched to Members. The Society will give notice of any special business notified under this rule by posting the updated agenda for the meeting in the Society's office and on a website to be designated by the Society at least 21 days before the Annual General Meeting; and
  - (xi) conduct any other business that is not outside the scope of the meeting.

### **7.2 Special Meetings**

The Chief Executive must if so instructed by:

- (a) the President;
- (b) any ten members of the Council; or
- (c) the Board; or

upon the receipt of a petition signed by not less than one hundred and fifty Voting Members, convene a Special General Meeting of Members of the Society within 28 days.

### **7.3 Notice of Meetings**

- (a) At least:
  - (i) 45 days' notice of any General Meeting; and

- (ii) 21 days' notice of any Special 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.
- (b) A notice may be given by the Society to any Member:
  - (i) by serving the Member with the notice personally;
  - (ii)
    - (A) by sending the notice electronically or by any other instantaneous communication to the address or location appearing in the register of Members for that Member; and
    - (B) for any Member who has not provided an electronic or other instantaneous address or location, by sending the notice by post to the address appearing in the register of Members for that Member;
  - (iii) by making a copy of the notice accessible on a website designated by the Society; or
  - (iv) by advertisement appearing in a major newspaper circulating in South Australia,
 or by the Society doing any combination of the above.
- (c) Notices will be taken to be duly given:
  - (i) in the case of delivery in person, when delivered;
  - (ii) in the case of delivery by post, 2 Business Days after the date of posting (if posted to an address in the same country) or 7 Business Days after the date of posting (if posted to an address in another country); and
  - (iii) in the case of e-mail or other instantaneous communication, 30 minutes after dispatch, if the sender has not received an e-mail message or other electronic notice at any time indicating that the transmission failed.
- (d) The accidental omission to give notice of any meeting to or the non-receipt of such notice by any Member does not invalidate the proceedings at any such meeting.

## **7.4 Proceedings at General Meetings**

### **7.4.1 Quorum**

- (a) No business will be transacted at any General Meeting, unless a quorum of Voting Members is present personally or by proxy (or by direct vote if determined by the Board) at the time the meeting proceeds to business.
- (b) The quorum for a General Meeting is 40 Voting Members.
- (c) If a quorum is not present within 30 minutes from the time appointed for the meeting:
  - (i) where the meeting was convened on the requisition of Voting Members, the meeting will be dissolved; or
  - (ii) in any other case:



- (A) the meeting shall stand adjourned to a day, time and place as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
- (B) if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting will be dissolved.

#### **7.4.2 Chairman**

- (a) The President or in his or her absence the Chairman, or in their absence the Deputy Chairman, shall preside as chairman at every General Meeting during that person's term of office.
- (b) Where a General Meeting is held and:
  - (i) the President, Chairman of the Council or the Deputy Chairman of the Council has not been elected; or
  - (ii) the President, Chairman of the Council or Deputy Chairman of the Council is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,
 the Members present in person will elect another Board Member, or if there is none present or willing to act, one of their number, to chair the meeting.

#### **7.4.3 Conduct of Meetings**

- (a) The chairman has a general discretion to conduct a General Meeting and to determine the meeting procedures as they see fit [subject to rules 7.4.3(b) and 7.4.3(e)].
- (b) The chairman must allow Voting Members a reasonable opportunity to ask questions.
- (c) The chairman may disallow debate on business that is not within the notice of meeting or required by the Act.
- (d) The chairman's decision on conduct of and procedures at a General Meeting is final.
- (e) The Board may make by-laws governing General Meeting procedure.
- (f) Subject to the requirements of the Act, this Constitution and any by-laws, rules, regulations, policies and codes, the Board may allow a General Meeting to be held at 2 or more venues using any technology approved by the Board.

#### **7.4.4 Adjournment**

- (a) The chairman may, and will if directed by the meeting, adjourn a General Meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned General Meeting, other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- (d) Except as provided by rule 7.4.4(c), it is unnecessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

#### **7.4.5 Resolutions**

- (a) At a General Meeting, a resolution put to the vote of the meeting is to be decided on a show of hands or by poll, as the chairman of the meeting directs.
- (b) Subject to having paid all amounts owing to the Society at least 3 Business Days prior to the relevant General Meeting, each Voting Member is entitled to one (1) vote and may vote personally or by proxy (or by direct vote if determined by the Board).
- (c) The chairman of the meeting has a deliberative vote and in the case of an equality of votes also a casting vote.

#### **7.4.6 Polls**

- (a) Before or immediately after the declaration of the result of a vote on a show of hands, the chairman, or not less than 10 Members, may demand a poll.
- (b) If a poll is duly demanded, it will be taken in the manner and at the time and place as the chairman directs, subject to rule 7.4.6(d).
- (c) A demand for, or the taking of, a poll will not prevent the meeting dealing with other business in the meantime.
- (d) A poll demanded on the election of the chairman, or on a motion to adjourn the meeting, will be taken immediately.
- (e) The result of the poll will be a resolution of the meeting at which the poll was demanded.

#### **7.4.7 Minutes as Evidence of Result**

Unless a poll is duly demanded, a declaration by the chairman of the result of a vote and an entry to that effect in the book containing minutes of the proceedings of the Society, signed by the chairman, shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.

#### **7.4.8 Proxies**

- (a) A Voting Member who is entitled to attend and cast a vote at a General Meeting may appoint another Member as the Member's proxy to attend and vote for the Voting Member at the meeting.
- (b) An instrument appointing a proxy must be in writing and contain the following information:
  - (i) the Society's name;
  - (ii) the appointor's full name and registered address;
  - (iii) the proxy's full name or the office held by the proxy;
  - (iv) the meeting(s) at which the proxy may be used; and

- (v) the signature of the appointor, or the signature of such an appointor under power of attorney.
- (c) An undated proxy is taken to be dated on the day that it is received by the office of the Society.
- (d) The Board shall have the power to prescribe the form of an instrument appointing a proxy from time to time. In the absence of a prescribed form of proxy, any instrument appointing a proxy which complies with the requirements contained within this Constitution is valid.
- (e) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (f) In the absence of any direction contained in the instrument appointing a proxy specifying the manner in which the proxy is to vote in respect of a particular resolution, the proxy may vote as the proxy thinks fit on any motion or resolution.

#### **7.4.9 Lodgement of Proxies**

For an instrument appointing a proxy to be valid, the instrument appointing the proxy must be received by the Society (at the office of the Society or at such other place as is specified for that purpose in the notice convening the General Meeting) no less than 48 hours before the time for holding the General Meeting at which the person named in the instrument proposes to vote.

#### **7.4.10 Validity of Proxies**

- (a) A vote cast in accordance with the terms of an instrument of proxy will be valid even if before the vote was cast the appointor:
  - (i) died;
  - (ii) became of unsound mind; or
  - (iii) revoked the proxy or power, unless written notification of the relevant event is received by the office of the Society before the meeting, adjourned meeting or the taking of the poll at which the relevant instrument was used. The Chairman's decision as to whether a proxy has been revoked will be final and conclusive.
- (b) A proxy will be revoked by the appointor attending and taking part in any meeting.

#### **7.4.11 Where Proxy is Incomplete**

- (a) No instrument appointing a proxy shall be treated as invalid merely because it does not contain:
  - (i) the address of the appointor or of a proxy;
  - (ii) the proxy's name or the name of the office held by the proxy; or

- (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument shall be taken to be given in favour of the chairman of the General Meeting.

#### **7.4.12 Direct Voting**

- (a) The Board may determine that at any General Meeting, a Member who is entitled to attend and vote on a resolution at the meeting is entitled to a direct vote in respect of that resolution.
- (b) In this clause 7, a “direct vote” includes a vote delivered to the Society by post, or other electronic means approved by the Board, and “direct voting” means the process associated with the making of a direct vote.
- (c) The Board may prescribe by-laws, rules, regulations, policies and codes in accordance with rule 23 of this Constitution to govern direct voting including specifications as to the form, method and timing of giving the direct vote in order for the vote to be valid, and the treatment of direct votes, including for the purposes of determining a quorum.

#### **7.4.13 Treatment of Direct Votes**

A direct vote on a resolution at a General Meeting in accordance with clause 7.4.12 is of no effect and will be disregarded if:

- (a) at the time of the resolution, the person who cast the direct vote:
  - (i) is not entitled to vote on the resolution; or
  - (ii) would not be entitled to vote on the resolution if the person were present at the meeting at which the resolution is considered;
- (b) had the vote been cast in person at the meeting at which the resolution is considered:
  - (i) the vote would not be valid; or
  - (ii) the Society would be obliged to disregard the vote;
- (c) subject to any by-laws, rules, regulations, policies and codes prescribed by the Board, the person who cast the direct vote is present in person at the meeting at the time the resolution is considered; or
- (d) the direct vote was cast otherwise than in accordance with any by-laws, rules, regulations, policies and codes prescribed by the Board under clause 7.4.12(c).

## **8. Appointment of Auditor**

---

- (a) At the Annual General Meeting of the Society in each year the Auditor must retire but is eligible for re-election. Any vacancy occurring in the office of Auditor during any year must be filled by the Council.

- (b) The Auditor audits the yearly accounts of the Society in accordance with the Act and reports to the Annual General Meeting and if correct the Auditor certifies accordingly.
- (c) The Auditor exercises such powers as may from time to time be conferred on him or her by the Act as and when he or she sees fit.

## **9. The Council**

---

The Council shall consist of the Board Members and members of the Sectional Committees (including, for the avoidance of doubt, the ex officio members thereof).

### **9.1 Role**

The role of the Council is to:

- (a) undertake the various actions specified in this Constitution to be undertaken by it (including the appointment of the Treasurer and Trustees); and
- (b) otherwise act as an advisory and consultative body to the Board.

### **9.2 Election of Chairman**

- (a) At its first meeting following the Annual General Meeting in each year the Council shall elect a Chairman of the Council and Deputy Chairman of the Council to hold office during the ensuing year.
- (b) The Chairman of the Council or in his or her absence the Deputy Chairman of the Council and in their absence the President, shall preside at all meetings of the Council. In the absence of the Chairman of the Council, the Deputy Chairman of the Council and the President from any meeting, the Council Members present must elect one of their number to act as the chairman of the meeting. The chairman presiding at any meeting of the Council has a deliberative vote and in the case of an equality of votes a second or casting vote.

### **9.3 Quorum**

- (a) No business will be transacted at any meeting of the Council unless a quorum of Council Members is present at the time the meeting proceeds to business.
- (b) The quorum for a meeting of the Council is forty (40) Council Members.

### **9.4 Council Meetings**

An ordinary meeting of the Council must be held at least every three months and the Council may adjourn its meetings from time to time. The dates and times for holding ordinary meetings of the Council may be determined from time to time by the Council and in the absence of any such determination shall be fixed by the Chairman of the Council. A special meeting of the Council must be called by the Chief Executive at the request of:

- (a) the Chairman of the Council or in his or her absence, the Deputy Chairman of the Council; or
- (b) any ten Council Members,

within 28 days, provided that seven days' notice of such a meeting is given to Council Members stating the business for which such meeting has been called. No other business can be dealt with at any special meeting other than that specified in the notice.

## **9.5 Order of Business**

At every ordinary meeting of the Council the following is the order of business:

- (a) minutes of the previous meeting to be confirmed;
- (b) business postponed from last meeting to be dealt with;
- (c) reports of committees to be considered and if thought fit, to be adopted;
- (d) vacancies (if any) in any office or in any Sectional Committee to be filled;
- (e) general correspondence to be dealt with; and
- (f) general business.

## **9.6 Mode of Voting**

At all meetings of the Council, motions shall be decided by a show of hands unless a poll is demanded by the chairman of the meeting or by not less than 15 Council Members. If a poll is demanded it shall be taken in such manner and at such time and place as the chair of the meeting directs.

## **9.7 Minutes**

- (a) Minutes of all proceedings at meetings of the Council must be recorded by either the Chief Executive, his personal assistant or another person nominated by the Chief Executive. The minutes must be circulated with the notice of the next meeting of the Council and subject to required amendments or alterations must be confirmed at the next meeting of the Council.
- (b) All minutes confirmed and reports read and adopted at Council meetings must be signed by the chairman of the meeting at which the same are confirmed or read and adopted.

## **9.8 Honorary Councillors**

- (a) Any person who for a period of 20 years has been a member of the Council or who having been a member of the Council for ten years has reached the age of 70 years whilst still a member of the Council may with the approval of the Council become an Honorary Councillor of the Society.
- (b) Upon the Council granting any such approval such person ceases to be an elected member of the Council and that member's office as such becomes vacant.
- (c) An Honorary Councillor of the Society is not entitled to be present at any meeting of the Council unless by invitation nor to take part as a member of the Council in any matters of the Council (and does not have any governance obligations or responsibilities in those respects), but that person is entitled to all other privileges of a member of the Council.
- (d) Where an annual Membership subscription has been applicable, upon being appointed an Honorary Councillor, no further Membership subscription needs to be paid to qualify for the privileges described in rule 9.8(c), above. However, if an Honorary Councillor wishes to retain the rights and privileges of a Member (including the right to vote), he or she must continue to be a financial Ordinary Member or Life Member.

## **10. Board**

---

### **10.1 Powers**

- (a) The affairs of the Society shall be managed and controlled by a Board which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the Objects.
- (b) The Board has the management and control of the funds and other property of the Society.
- (c) Without limiting rule 10.1(a), the Board may exercise all the powers of the Society to borrow money, to mortgage or charge any property or business of the Society and to issue debentures or give any other security whether outright or for a debt, liability or obligation of the Society or of any other person.
- (d) The Board may appoint such employees, agents or contractors as are required to carry out the objects of the Society and may discuss or delegate any of its powers to such officers, employees and contractors.
- (e) The Board may, by power of attorney, appoint any person to be the attorney of the Society for any purpose, with any powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for any period and subject to any conditions which the Board thinks fit.
- (f) Any power of attorney granted under rule 10.1(e) may contain provisions for the protection and convenience of persons dealing with the attorney as the Board think fit.
- (g) All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Board Members or in such other manner as the Board determine.

### **10.2 Composition**

- (a) The Board shall be comprised of:
  - (i) the President;
  - (ii) the Chairman of the Council;
  - (iii) the Deputy Chairman of the Council;
  - (iv) the Treasurer;
  - (v) the Trustees; and
  - (vi) the Executive Committee Representatives,  
elected in accordance with rule 10.3.
- (b) All retiring Board Members are eligible for re-election.

### **10.3 Election**

#### **10.3.1 The President**

- (a) The President shall be elected at the Annual General Meeting for a term of two years.

- (b) The President is also a member of the Council and the Executive Committee and is an ex officio member of the Sectional Committees and any other sub-committee of the Society.
- (c) The President shall act as chairman of each Board Meeting and General Meeting in accordance with the provisions of this Constitution.

### **10.3.2 Chairman of the Council and Deputy Chairman of the Council**

The Chairman of the Council and the Deputy Chairman of the Council shall be elected in accordance with rule 9.2 and are also members of the Council and the Executive Committee and ex officio members of the Sectional Committees and any other sub-committee of the Society.

### **10.3.3 The Treasurer**

- (a) The Treasurer shall be elected by the Council for a term of two years.
- (b) The Treasurer is a member of the Council and the Executive Committee.

### **10.3.4 Trustees**

- (a) Four (4) individuals shall be elected by the Council as Trustees for a term of four (4) years (with two Trustees to retire every 2 years but be eligible for re-election). A Trustee must, at the time of his or her initial election, be a member of the Council.
- (b) The Trustees are ex officio members of the Executive Committee.

### **10.3.5 Executive Committee Representatives**

Four (4) individuals shall be elected by the Executive Committee from amongst its members as Executive Committee Representatives on the Board for a term of one year at the first meeting of the Executive Committee held after the Annual General Meeting in each year.

### **10.3.6 Casual vacancies**

- (a) Any casual vacancy occurring in the office of President, Chairman of the Council, Deputy Chairman of the Council, Treasurer or Trustee must be filled by the Council at its next meeting following the occurrence of the vacancy.
- (b) Any casual vacancy occurring in the office of Executive Committee Representative must be filled by the Executive Committee at its next meeting following the occurrence of the vacancy.
- (c) For the purposes of this clause 10.3.6, where the appointed person has filled the position of a person (the “predecessor”), the appointed person must retire at the time at which the predecessor would have otherwise been required to retire.

### **10.3.7 Election Process**

- (a) If any election under rules 10.3.1-10.3.5 (inclusive) is contested, the election must be conducted in a manner to be determined by the chairman of the relevant meeting.



- (b) All persons elected to the Board, the Council or the Executive Committee must be Members of the Society.
- (c) For the avoidance of doubt, subject to clause 10.3.7(b), all persons elected to the office of President, Chairman of the Council, Deputy Chairman of the Council, Treasurer or Trustee (each an Office), are eligible to stand for re election or election for any of the Offices at the expiration of their term of office.

### **10.3.8 Clarification of Trustee Status**

For the avoidance of doubt, no property of the Society is vested in, or is to be treated at law as being vested in, the Trustees by reason of their title.

### **10.4 Meetings**

- (a) The Board must meet at least ten times each Financial Year and must ensure that minutes of all Board meetings are correctly recorded and kept in accordance with the requirements of the Act.
- (b) The President may at any time, and the President must on the requisition of at least two (2) Board Members, convene a meeting of the Board.
- (c) The Board may adjourn and otherwise regulate meetings and proceedings of the Board as it thinks fit;
- (d) The President, and in his or her absence, the Chairman of the Council and in their absence the Deputy Chairman of the Council, presides at all meetings of the Board and if at any meeting neither the President nor the Chairman of the Council nor the Deputy Chairman of the Council can be present, the Board members present choose one of their number to chair the meeting.
- (e) The chairman must encourage full balanced participation in meetings and must decide on matters of order.
- (f) The chairman of any meeting of the Board has both a deliberative vote and in the case of an equality of votes a second or casting vote.
- (g) The Board may meet together either in person or by telephone or any other form of instantaneous communication for the dispatch of business provided that all Board Members are able to hear the proceedings of the entire meeting and to be heard by all others attending the meeting.

### **10.5 Notice**

- (a) Subject to rule 10.5(b), notice of a Board meeting must be given to each Board Member:
  - (i) at least 7 days before the meeting, except in emergency (as determined by the President) when only 1 days' notice need be given;
  - (ii) in person or by post, fax, electronic mail, telephone or any other form of instantaneous communication;
  - (iii) specifying the time, date and place (or places) of the meeting and the technology to be used (if the meeting will be held in 2 or more places); and
  - (iv) stating the general nature of the business.
- (b) A Board Member may waive the notice requirements.

- (c) Accidental failure to comply with the notice requirements set out in this rule 10.5 will not invalidate the business of the meeting.

#### **10.6 Quorum**

At a meeting of the Board, the number of Board Members whose presence is necessary to constitute a quorum is six (6) Board Members.

#### **10.7 Decisions**

- (a) Subject to any other provision of this Constitution, issues arising at a meeting of the Board will be decided by a majority of votes of Board Members present and voting and any such decision will, for all purposes, be deemed a decision of the Board.
- (b) The Board Members may pass a resolution without a Board Meeting being held (***Circular Resolution***), if all the Board Members entitled to vote on the resolution sign a document (which may be in identical counterparts) containing a statement that they are in favour of the resolution set out in the document. The Circular Resolution will be passed when the document is last signed by a Board Member. A facsimile transmission, computer transmission or such similar means of electronic communication purporting to be signed by or addressed from a Board Member will, for the purpose of this rule, be deemed to be in writing signed by such Board Member.

#### **10.8 Accounts**

- (a) The Board must keep an account of the income and expenditure of the Society and must ensure that:
  - (i) a proper record is kept and maintained by the Chief Executive containing sufficient information to ascertain the funds and contingent liabilities of the Society which comply with Part 4 of the Act;
  - (ii) all moneys owing to the Society are paid promptly and received;
  - (iii) all moneys owed by the Society are paid promptly;
  - (iv) all moneys received by the Society are regularly deposited in the Bank;
  - (v) all payments of amounts above an threshold amount to be determined from time to time by the Board are made by cheque or EFT payment. Cheques must be signed by one member of the Board and the Chief Executive or in lieu of the Chief Executive such other person or persons as may from time to time be nominated by the Board. EFT payments must be processed in accordance with any procedures that are determined by the Board from time to time; and
  - (vi) that all other requirements under Part 4 of the Act are complied with.
- (b) The Board must prepare or have a statement prepared to be signed by not less than two members of the Board as required under Part 4 of the Act.

#### **10.9 Special Sub-Committees**

- (a) The Board may appoint any sub-committee to be comprised of Board Members and/or non-Board Members to examine and enquire into any special matter relating to the Objects or business of the Society.
- (b) The Board may delegate any of its powers to a sub-committee or any person as it sees fit. The Board may dissolve any sub-committee whensoever it thinks proper

but without prejudice to anything lawfully done by such sub-committee prior to its dissolution.

## **11. Chief Executive**

---

- (a) The Board must appoint a Chief Executive of the Society, who must also be the Public Officer of the Society for the purposes of s.56 of the Act.
- (b) The salary or remuneration of the Chief Executive shall be fixed by the Board.
- (c) The Chief Executive is responsible for the daily management of the Society's affairs ensuring all accounts and minutes of the Society are kept, conduct all correspondence and generally superintend and supervise the affairs of the Society under the directions of and accountable to the Board as defined from time to time in the Chief Executive's position description.

## **12. The Seal**

---

The Society shall have a common seal which may on the authority of a General Meeting or of the Board be affixed to any deed, agreement, instrument, or other document and shall be witnessed by the Chief Executive together with any Board Member or by any 2 Board Members and any deed, agreement, instrument or other document so executed shall be deemed to be duly executed by the Society.

## **13. Financial Reporting**

---

### **13.1 Financial Year**

The Financial Year begins on 1st January in each year and ends on 31st December (next following) of that year.

### **13.2 Accounts to be Kept**

- (a) The Society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society in accordance with the Act.
- (b) The Society shall keep and retain such accounting records as are necessary to maintain any income tax exempt or deductible gift recipient status pursuant to the Income Tax Assessment Act 1997 (Cth).

### **13.3 Annual Return**

The annual return must be lodged with the Consumer and Business Services within six (6) months after the end of each Financial Year. It must be accompanied by a copy of the accounts, the auditor's report and the Board's statement in accordance with the requirements of the Act.

## **14. Governance Committee Code of Conduct**

---

Governance Committee Members must comply with the Governance Committee Code of Conduct.

## **15. Income and Property of the Society**

---

The income derived by and the property of the Society shall at all times be applied solely in the furtherance of the objects of the Society. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members provided that nothing herein contained shall prevent the payment in good faith of remuneration or expenses to any officers (including Board Members) or employees of the Society or other persons whether Members of the Society or not for the carrying out or giving effect to any of the Objects.

## **16. Executive Committee**

---

### **16.1 Executive Committee Functions**

Subject to any directions given by the Council or the Board from time to time and to the powers conferred by this Constitution on Sectional Committees and the Board, the Executive Committee has the following functions:

- (a) to act as an advisory committee to the Council and the Board;
- (b) to consider matters of concern raised by the Sectional Committees or referred to it by the Members and to make recommendations to the Council and the Board;
- (c) to carry out any work business or undertaking which a Sectional Committee has failed or neglected to carry out or vary or alter any work or undertaking authorised by any Sectional Committee which requires the approval of the Executive Committee; and
- (d) to fix the remuneration (if any) of any judges or stewards appointed in accordance rule 16.1(c) or rule 17.1(b) from time to time.

### **16.2 Executive Committee Meetings**

- (a) The Executive Committee shall meet at least once in every four months. The Chairman of the Council and in his absence the Deputy Chairman of the Council and in their absence the President shall chair meetings of the Executive Committee and if at any meeting neither the Chairman of the Council, Deputy Chairman of the Council nor the President are present or willing to act, the Executive Committee Members present must choose one of their number to chair of the meeting.
- (b) All questions arising for determination at the Executive Committee must be determined by a majority of votes. At any meeting of the Executive Committee, twelve Executive Committee members form a quorum. The chair of the meeting has a deliberative vote and in the case of an equality of votes a second or casting vote.

### **16.3 Executive Committee Structure**

- (a) The Executive Committee must consist of the following persons:
  - (i) two members elected by the Council from amongst its number in accordance with rule 16.3(b);
  - (ii) one member elected by each Sectional Committee from amongst its number in accordance with rule 17.2(a)(ii);

- (iii) the Chairman of the Council and the Deputy Chairman of the Council, President, the Treasurer and the Trustees, all of whom are ex officio members of the Executive Committee.

In addition to the above-mentioned members each Chairman of the Council on vacating that office becomes a member of the Executive Committee as Past Chairman and holds office as such for a period of two years.

- (b) At its first meeting held after the Annual General Meeting in each year the Council shall appoint two of its number to be members of the Executive Committee for the ensuing year.
- (c) If a ballot becomes necessary for the purposes of rule 16.3(b), it must be taken in such manner as the chair of the meeting decides.

#### **16.4 Casual Vacancies**

- (a) Any casual vacancy that arises with respect to a member of the Executive Committee appointed by the Council must be filled by the Council at its next meeting following the occurrence of the vacancy.
- (b) Any casual vacancy that arises with respect to a member of the Executive Committee appointed by a Sectional Committee must be filled by the relevant Sectional Committee at the next meeting of that Sectional Committee following the occurrence of the vacancy.

## **17. Sectional Committees**

---

### **17.1 Functions**

- (a) The Sectional Committees respectively exercise such functions and perform such duties as are conferred upon them by this Constitution or as from time to time be determined by the Executive Committee under rule 16.
- (b) Sectional Committees must, so far as possible, manage the activities associated with their respective sections of the Society, arrange prize lists, and subject to rule 17.1(d), appoint judges and stewards.
- (c) To the extent practicable and except where inconsistent with this rule 17, meetings of the Sectional Committees should be conducted and the business thereof transacted, adjourned and recorded in the same manner as meetings of the Council.
- (d) A meeting of a Sectional Committee can be called by the Chief Executive when deemed necessary by the Chief Executive or where the Chief Executive is requested in writing to do so by the Chairman of the Council or any two members of the relevant Sectional Committee.

### **17.2 Sectional Committee Chairmans**

- (a) Each Sectional Committee shall, prior to each Annual General Meeting of the Society, meet and:
  - (i) elect one of its number to act as chairman of the Sectional Committee and another of its number to act as deputy-chairman of the Sectional Committee for the year immediately following the Annual General Meeting; and

- (ii) elect one of its number to be a member of the Executive Committee for the year immediately following the Annual General Meeting. The nomination of that member needs to be given to the Chief Executive prior to the Annual General Meeting.

The term of each person elected under rule 17.2(a)(i) or 17.2(a)(ii) shall expire at the next following Annual General Meeting (with each person eligible for re-election).

- (b) The relevant Sectional Committee chairman if present shall chair all meetings of that Sectional Committee and in the absence of the chairman the relevant Sectional Committee deputy chairman shall chair and in the absence of both the relevant Sectional Committee chairman and deputy-chairman, the members of the Sectional Committee should elect a chairman from among those present.

### **17.3 Voting**

All questions arising for determination at a Sectional Committee shall be determined by a majority of votes. The chairman of the meeting has a deliberative vote and in the case of an equality of votes a second or casting vote.

### **17.4 Quorum**

At a meeting of a Sectional Committee, the number of Sectional Committee Members whose presence is necessary to constitute a quorum is one third of all Sectional Committee Members plus one.

### **17.5 Sectional Committee Structure**

- (a) There shall be the Sectional Committees as may from time to time be established by the Executive Committee each consisting of such number of members as may from time to time be determined by the Executive Committee.
- (b)
  - (i) A Sectional Committee may recommend to the Executive Committee the nomination of a representative from an organisation as an ex officio member of the Sectional Committee so as to provide the Sectional Committee with the opportunity to obtain specialist expertise or representation from other associations, industry groups or companies. If that nomination is approved in principle by the Executive Committee, the nomination must be put to Members for approval at the next Annual General Meeting in accordance with rule 7.1(b)(vii).
  - (ii) Any casual vacancies in ex officio Sectional Committee positions created under rule 17.5(b)(i) shall be filled by the Council at its meeting held next after the occurrence of the vacancy.
  - (iii) For the avoidance of doubt, an ex officio member of a Sectional Committee shall have the same rights and responsibilities as an ordinary member of a Sectional Committee.
- (c) The President, Chairman of the Council and Deputy Chairman of the Council are ex officio members of each Sectional Committee and are not to be included in the maximum number of members for each committee determined by the Executive Committee under rule 17.5(a). For the avoidance of doubt, this rule 17.5(c) does not require the President, the Chairman of the Council or the Deputy Chairman of the Council to attend or participate in any Sectional Committee meetings.

- (d) An employee of the Society shall attend all Sectional Committee meetings and record minutes to be reported at quarterly Council meetings.

#### **17.6 Election**

- (a) The members of the respective Sectional Committees shall be elected at the Annual General Meeting in each year and hold office until the next following Annual General Meeting and are eligible for re-election at that meeting.
- (b) Sectional Committee Members (including ex officio members) are required to be financial Members of the Society.

#### **17.7 Re-election**

- (a) Each retiring Sectional Committee Member shall be deemed to have offered themselves for re-election at the Annual General Meeting at which they retire unless they have notified the Chief Executive prior to the meeting that they do not wish to be re-elected. No retiring Sectional Committee Member is eligible for re-election at any Annual General Meeting if at the date of the meeting the person is not a financial Member of the Society.
- (b) No person other than a retiring Sectional Committee Member is eligible for election to a Sectional Committee unless that person is nominated by 20 Voting Members who have been Voting Members of the Society for at least five consecutive years. The nomination must bear the candidate's consent in writing to act if elected.
- (c) Any person who has unsuccessfully stood for election on three or more occasions is not eligible to stand again until five years after their last bid for office.
- (d) Nominations in the prescribed form (if any) must reach the Chief Executive at least 28 clear calendar days prior to the date of the Annual General Meeting at which the election is to be held and must state to what Sectional Committee the Member is nominated for election.
- (e) In the event of only the required number of nominations being received for any Sectional Committee, the Member or Members nominated will be declared elected.
- (f) If a less number of Members than required be nominated for any committee or section of a committee, those nominated will be declared elected and the vacancies will be filled by Council Members at the following Council Meeting.

#### **17.8 Ballot**

Unless the Board determines that a different procedure shall apply, in the case of a contested election for Sectional Committee Members, a ballot shall be held at the Annual General Meeting. For the purposes of the ballot, a ballot paper setting out the names of the candidates for the Sectional Committees for which an election is to be held must be provided to each Voting Member at the Annual General Meeting.

#### **17.9 Voting Procedure**

Unless the Board determines that a different procedure shall apply, in a contested election for Sectional Committee Members, any Voting Member wishing to vote must:

- (a) make a clear and legible mark opposite the names of the candidates for each Sectional Committee whom that Voting Member wishes to vote;
- (b) vote in each instance for the required number of candidates for each Sectional Committee. Any ballot paper which does not comply with this requirement will be declared void in respect of the Sectional Committee(s) in which a non-compliant

vote has been registered, without affecting the validity of any compliant votes cast in relation to any other Sectional Committee; and

- (c) seal their ballot paper in an envelope marked "ballot paper" and place it in a ballot box provided at the Annual General Meeting (first signing their name in the inside flap thereof). Any ballot papers received after the time appointed for the closing of the ballot will be discounted.

#### **17.10 Returning Officer**

- (a) The President or in his or her absence the Chairman of the Council or in the absence of both the Deputy Chairman of the Council must appoint a Returning Officer for every ballot conducted under this rule 17.
- (b) The Society must provide any envelopes submitted in accordance with rule 17.9, unopened, to the Returning Officer to determine the validity of the vote and subsequently count the vote.
- (c) The Returning Officer must appoint two scrutineers to assist in the conduct of the ballot.
- (d) The Returning Officer must certify to the chairman of the Annual General Meeting the names of the persons elected to the various offices.

#### **17.11 Casual Vacancies**

Any casual vacancy occurring in a Sectional Committee must be filled by the Council following a recommendation from the respective Sectional Committee (duly motioned and seconded in the previous Sectional Committee Meeting). The person so appointed holds office until the next following Annual General Meeting.

## **18. Governance Committee Members – Disciplinary Action and Vacancies**

---

### **18.1 Disciplinary Action**

A Governance Committee Member may be expelled or reprimanded in accordance with the procedures set out in the Terms of Reference if the Governance Committee Member is found to have:

- (a) breached any provision of this Constitution binding on the Governance Committee Member; or
- (b) engaged in any conduct which, in the reasonable opinion of the Review Panel appointed in accordance with the Terms of Reference, is unbecoming of the Governance Committee Member's office or which is prejudicial or adverse to the interests or reputation of the Society.

### **18.2 Vacancy**

The office of a Governance Committee Member becomes vacant if that person:

- (a) dies;
- (b) becomes a person whose person or estate is being dealt with in any way under the law relating to mental health;
- (c) resigns that office by written notice to the Society;
- (d) becomes prohibited from holding that office pursuant to any law;



- (e) without the leave of the relevant Governance Committee, is absent for three successive meetings of the Governance Committee without explanation acceptable to the relevant Governance Committee; or
- (f) is expelled pursuant to rule 18.1(a).

## **19. Retirement Age**

---

- (a) The retirement age for Board Members of the Society and members of the Executive Committee is 72 years.
- (b) Any Member upon reaching or who has reached the age of 72 years who is a member of the Executive Committee or the Board must forthwith retire from such position and any resultant casual vacancy caused thereby must be filled as provided for in this Constitution.
- (c) The retirement age for members of Council, the Sectional Committees and any sub-committees is 75 years.
- (d) Any Member upon reaching or who has reached 75 years who is a member of the Council, a Sectional Committee or a Sub-Committee must forthwith retire from such position and any resultant casual vacancy caused thereby must be filled as provided for in this Constitution.
- (e) There is no age limit or specified retirement age for Members of the Society.

## **20. Conflict of Interest**

---

- (a) A Governance Committee Member or sub-committee member who has an interest in a matter before the relevant Governance Committee or sub-committee must fully disclose his or her interest in writing to the relevant Governance Committee or sub-committee and be given the opportunity to disclose all material facts.
- (b) For the purposes of this rule:
  - (i) a relevant person (directly or indirectly, through business, investment, or family) has an interest if:
    - (A) the matter was decided in a particular manner, the person would receive or have a reasonable expectation of receiving a direct or indirect financial benefit (compensation) or suffer or have a reasonable expectation of suffering a direct or indirect financial disadvantage;
    - (B) the matter was decided in a particular manner, the person would obtain or have a reasonable expectation of obtaining a non-financial benefit (compensation) or suffer or have a reasonable expectation of suffering a non-financial disadvantage, not being a benefit or disadvantage which would be enjoyed or suffered in common with all or a substantial portion of the other Members of the Society; and
  - (ii) financial benefit/compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- (c) A disclosure of a conflict of interest under this rule 20 must be recorded in the minutes of the meeting at which the disclosure is made.
- (d) A Governance Committee Member or sub-committee member who has an interest for the purposes of this rule must not:-
  - (i) take part in discussion at the meeting at which the interest is disclosed;
  - (ii) while such discussion is taking place, be in or in the close vicinity of, the room in which or other place at which the matter is being discussed; or
  - (iii) vote in relation to that matter.
- (e) An officer of the Society who has an interest in a matter in relation to which he or she is required or authorised to act in the course of official duties:-
  - (i) must disclose the interest to the Society and
  - (ii) must not, unless the Society otherwise determines, act in relation to that matter.
- (f) The provisions of this rule do not derogate from and are in addition to the obligations imposed on Members under ss.31 and 32 of the Act.

## **21. Indemnity**

---

To the extent permitted by law, every member of a Governance Committee or any sub-committee, or other officer for the time being of the Society must be indemnified by the Society against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connexion with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust which shall have occurred.

## **22. Alteration to Constitution**

---

No alteration of or addition to this Constitution must be made except by Special Resolution at a General Meeting of the Members. Any alteration must be registered with Consumer and Business Services, as required by the Act.

## **23. By-Laws, Rules, Regulations, Policies and Codes**

---

The Board may from time to time make or alter By-Laws, Rules, Regulations, Policies and Codes in relation to:

- (a) the management of the Society and the carrying out of this Constitution;
- (b) defining the duties and powers of Sectional Committees and any sub-committees;
- (c) the conduct of the proceedings of its own meetings.

All such By-Laws, Rules, Regulations, Policies and Codes, unless inconsistent with this Constitution, are binding upon all Members of the Society and of the Council.

## 24. Winding Up

---

- (a) The Society must be wound up voluntarily if a Special Resolution to wind up the Society is carried at a General Meeting of the Members of the Society.
- (b) If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any “surplus assets” (as defined in the Income Assessment Act 1997) the same shall not be paid or distributed among the Members of the Society but shall be given or transferred to some other fund or funds institution or institutions established and maintained for the purpose of supporting any one or more of the Objects of the Society in the manner and in the proportions as the Members shall determine at the time of dissolution provided that such other body must:
  - (i) also prohibit the distribution of income and property to the members to the extent stated herein; and
  - (ii) be approved pursuant to section 78 of the *Income and Tax Assessment Act 1997* (Cth).

## Historical Record of Society's Constitution / Rules / By Laws

Dec 1839	First set of Rules
Mar 1856 – Dec 1867	See Minute Book –Rules in front dated 1858
1865	Rules reviewed (Source: Annual Historic Return)
1870	See returned minute book  Also see Rules listed on page 32 of the Proceedings book.
1871	Rules revised at AGM (Source: Annual Historic Return)
1868 – 1880	Proceedings section 2 page 22 1871.
1875	Rules revised to accommodate larger committees (AHR)
1880	Proceedings 56-58 Rules (AHR)
30 January 1885	Special meeting to review Rules (AHR)
January 1885	Change of Rules – see Proceedings p37 -39
1886 – 1892	Minutes
25 June 1890	Rules of Debate adopted
27 July 1892	Minutes Special Meeting for amendment of rules. See p 9-11 1892 Year Book
25 January 1893	Minutes  .....when a Special General Meeting will be held to consider the <b>alteration of the constitution</b> of the committees generally etc
26 April 1893	Changes to Rules
26 July 1893	Changes to Rules
31 January 1894	Changes to Rules
21 November 1894	Trustees appointed in order to become an incorporated body.
30 April 1895	AGM vote taken to keep the title of the Society “The Royal Agricultural and Horticultural Society of South Australia”. The word “Pastoral” being omitted.
29 April 1903	AGM – Added clause to the Objects of the Society: “To invest and deal with the monies of the Society not immediately required upon such securities and in such manner as may from time to time be determined”. Also changes to Rule 11 involving the Finance Committee.
29 July 1903	Council – more changes to rules – solicitor’s opinion sought.
29 April 1908	Special meeting called to discuss changes to various Rules. Once again the <b>‘constitution’</b> was mentioned page 5, second paragraph, 5 <sup>th</sup> line.
29 July 1908	Special Meeting for the alteration to Rules.
31 July 1912	Alteration of Rules (AHR says now 17 pages of Rules)

30 April 1913	Alteration of Rules regarding President's term
26 April 1916	AGM – more changes to Rules
3 February 1926	Special General Meeting held prior to the AGM – many changes to Rules (Abolition of Vice Presidents and have Chairman and Deputy; formation of Motor Committee; reduce Life Membership fees; reduce number of tickets for members (AHR)
23 Feb 1927	AGM – Alteration of Rules
8 February 1928	AGM – Alteration of Rules  “...it was decided to alter the rules to provide for the appointment of a treasurer as an officer separate from the secretary.” Also a division of the dog and poultry committee into two separate committees (Year Book and Advertiser 9/2/1928)
6 February 1929	AGM – alteration to the <b>constitution</b> to allow for separate committees to be formed for Poultry and Dogs
1930	Bill before the Legislative Council re by-laws
14 December 1932	Special general Meeting – alteration of Rules
1933	Alteration of rules
1935	By-laws
21 November 1940	Special General Meeting  Resolved: “That the Constitution and Rules of the Society be suspended, and the officers and committees at the present time in office, shall continue to conduct the affairs of the Society until the Annual General Meeting following the next Show.”
1941	By-laws
1949	Rules
1962	Revision of Constitution
1962	Rules and Regulations
1966	Rules
8 February 1967	(AGM) - Resolved that the constitution be amended to increase the number of Trustees from two to four
1993/1995	Amendments to Showground Act, regulations and by-laws
1996/1997	Revised Constitution
20 November 2001	Revised Constitution
24 February 2006	Updated Constitution
23 November 2012	Major revision to Constitution's text, including to clarify governance obligations, without substantive variation to general spirit of the Objects.

4 September 2020

Alteration of rules