
Stanthorpe Agricultural Society

Est 1875



Constitution

(as amended Aug 2015)

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Introduction

1. Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

Association means the Stanthorpe Agricultural Society (the Society).

present—

(a) at an executive committee meeting, see rule 36(8), or

(b) at a general committee meeting, see rule 41(7).

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(3) These rules may be amended, rescinded or added to from time to time by a resolution carried at an annual general meeting or a special general meeting called for such purpose, the notice of which contains particulars of the proposed motion.

The Society

2. Name

(1) The name of the incorporated association is the Stanthorpe Agricultural Society (in this Constitution, called **the Society**).

3. Office

(1) The on-site office of the Stanthorpe Agricultural Society shall be at the Stanthorpe Showgrounds, 8 High St, Stanthorpe.

(2) The town office of the Stanthorpe Agricultural Society may be the office on Level 2, Cairnsmoor Building, Maryland St, Stanthorpe or such address as deemed suitable for the purpose by the general committee.

(3) The postal address for the Stanthorpe Agricultural Society shall be PO Box 106, Stanthorpe, Qld 4380.

Objects

4. Primary objects

(1) The primary objects of the Society are—

(a) To hold and conduct an annual or other periodical agricultural show in Stanthorpe promoting improvement and encouraging development of the agricultural, horticultural, pastoral and industrial resources of the area.

(b) To own and effectively operate a multi-purpose facility at the Stanthorpe Showgrounds and to utilise that facility for the benefit of the Society and the broader community.

5. Secondary objects

- (1) The secondary objects of the Society are to—
 - (a) Develop and facilitate sporting facilities and to conduct sporting competitions throughout the year that may or may not be affiliated with state and/or federal bodies.
 - (b) Establish and foster relations with societies of a similar character in Queensland and in Australia having similar objectives.
 - (c) Encourage, foster and advance agricultural, horticultural, pastoral, industrial, recreational and educational interests in Stanthorpe and the surrounding community.
 - (d) Establish and foster relations with third parties who have a stakeholder interest in the Stanthorpe showgrounds.
 - (e) Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

6. Structure

- (1) The structure of the Society shall comprise:
 - (a) Elected office bearers.
 - (b) An executive committee that operates under direction from the general committee.
 - (c) A general committee that operates as the management committee for the Society.
 - (d) Subcommittees.
 - (e) Ordinary members.
 - (f) Life members.
 - (g) Honorary members.

7. Powers

- (1) The Society has the powers of an individual.
- (2) The Society has the powers conferred or set out in the *Religious Educational and Charitable Institutions Act 1861* and subsequent Act/s.
- (3) The Society has the powers conferred or set out in the *Associations Incorporation Act 1981* and the *Associations Incorporation Regulations 1999*.
- (4) The Society may, for example—
 - (a) Enter into contracts.
 - (b) Acquire, hold, deal with and dispose of property.
 - (c) Make charges for services and facilities it supplies.
 - (d) Do other things necessary or convenient to be done in carrying out its affairs.
- (5) The Society has an ABN.
- (6) The Society is registered for Goods and Services Tax (GST).
- (7) The Society may also issue secured and unsecured notes, debentures and debenture stock for the Society.

- (8) The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.
- (9) Dividends must not be paid to, nor income or property of the Society distributed amongst members.

Membership

8. Classes of members

- (1) The membership of the Society consists of the following classes of members,
 - (a) Ordinary members.
 - (b) Life members.
 - (c) Honorary members.
 - (d) Any other classes of members determined by the general committee.

9. Ordinary members

- (1) The following criteria apply to ordinary members—
 - (a) Subject to acceptance by the general committee, any individual is eligible to become an ordinary member.
 - (b) The number of ordinary members is unlimited.
 - (c) Ordinary members are to pay an annual, or other periodic, membership fee.

10. Life members

- (1) The following criteria apply to life members—
 - (a) Subject to acceptance by the general committee, any individual is eligible to become a life member.
 - (b) The number of life members is unlimited.
 - (c) Life members are to pay a once-only membership fee, which is to be in the amount, and payable in the way, determined by the general committee or at the annual general meeting.

11. Honorary members

- (1) The following criteria apply to honorary members—
 - (a) Subject to acceptance by the general committee, any individual is eligible to become an honorary member if, and only if –
 - (i) He or she is a member, who, in recognition of meritorious service to the Society, has been recommended by the general committee for honorary life membership and that recommendation has been accepted by resolution carried at an annual general meeting of the Society, or
 - (ii) He or she has served continuously for 20 years as a general committee member or member of the Society.
 - (b) The number of honorary members is unlimited.

Honorary members are not required to pay membership fees.

12. Members benefits

- (1) Each member of the Society who is an honorary life member or has paid any annual or other periodic, membership fee as required by these rules—
 - (a) If eligible to be a member of the general committee, has the right to vote at any general meeting of the Society.
 - (b) If eligible to be a member of the executive committee, has the right to vote at any executive committee meeting of the Society.
 - (c) Is entitled to any benefits and entitlements (including free or concessional admission to activities conducted by the Society) that the general committee decides from time to time.

13. New membership

- (1) An applicant for membership of the Society must be proposed by a member of the Society (the *proposer*) and seconded by another member (the *seconder*).
- (2) An application for membership must be—
 - (a) in writing
 - (b) preferably on the application form specified by the Society
 - (c) signed by the applicant
 - (d) signed by the applicant's proposer and seconder and
 - (e) in any other form decided by the general committee.
- (3) At the next convenient meeting of the general committee after receiving an application and the fee for the class of membership applied for, the executive committee:
 - (a) shall make time to consider the application,
 - (b) may do so based on any criteria the general committee decides, and
 - (c) shall decide whether to accept or reject the application.

14. Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)—
 - (a) is the amount decided by the members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the general committee decides.

15. Admission and rejection of new members

- (1) The general committee must consider an application for membership at the next general committee meeting held after it receives—
 - (a) the application for membership, and
 - (b) the appropriate membership fee for the application.
- (2) The general committee must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the members of the general committee present at the meeting vote to accept the applicant, the applicant must be accepted as a member for the class of membership applied for and the secretary of the Society must, as soon as practicable,

give the applicant written notice of the decision or provide the applicant with an alternative means to confirm their membership application was accepted.

- (4) If a majority of the members of the general committee present at the meeting vote to reject the application, the secretary of the Society must, as soon as practicable, give the applicant written notice of the decision confirming their membership application was rejected

16. When membership ends

- (1) A member may cease to be a member of the Society if they choose not to renew their annual membership.
- (2) A member may resign from the Society by giving a written notice of resignation to the secretary.
- (3) The resignation takes effect at—
- (a) the time the notice is received by the secretary, or
 - (b) at any later date specified in the notice.
- (4) If a member, whether before or after becoming a member—
- (a) Is convicted of an indictable offence,
 - (b) Does not comply with any of the provisions of this Constitution,
 - (c) Has membership fees in arrears for at least 2 months,
 - (d) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Society,
 - (e) Brings the Society into disrepute,
- the general committee may give the member written notice to show cause why the member's membership should not be terminated.
- (5) The notice under subsection (4) must specify the grounds on which the member is being called upon to show cause.
- (6) The member may show cause by providing a written response within the time limit in the notice, but is not otherwise entitled to be heard.
- (7) The executive committee may then resolve, by a resolution passed by at least two-thirds of the executive present and voting, that the member's membership be terminated.
- (8) If, after considering all representations made by the member, the executive committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

17. Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

18. General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) The executive committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund any membership fee paid by the person.

19. Register of members

- (1) The secretary must keep a register of members of the Society.
- (2) The register must include the following particulars for each member—
 - (a) The full name of the member.
 - (b) The postal or residential address of the member.
 - (c) The date of admission as a member.
 - (d) The date of death or time of resignation of the member.
 - (e) Details about the termination or reinstatement of membership.
 - (f) Any other particulars the general committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Society at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the general committee may, on the application of a member of the Society, withhold information about the member (other than the members full name) from the register available for inspection if the general committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

20. Prohibition on use of information on register of members

- (1) A member of the Society must not—
 - (a) Use information obtained from the register of members of the Society to contact, or send material to, another member of the Society for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - (b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Society for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Society.

Office bearers

21. Patron and vice-patron

- (1) The general committee may appoint a patron or patrons of the Society.
- (2) The general committee may appoint a vice-patron or vice-patrons of the Society.
- (3) The nomination of patron/s or vice patron/s is ratified at the annual general meeting in the year of appointment.
- (4) The term of a patron or vice-patron can be unlimited.

22. President

- (1) The position of president is nominated and elected at the annual general meeting.
- (2) The position of president is usually filled by a new incoming president about to embark on a 3-year term, an incumbent president serving their 3-year term or one of the previous years' vice-presidents.
- (3) The person in the position of president usually chairs the executive and general meetings.
- (4) The term of the annually elected president is usually capped at 3 years.

23. Vice-president

- (1) The position of vice-president is nominated and elected at the annual general meeting.
- (2) There are usually three vice-president positions elected at the annual general meeting.
- (3) The persons in the position of vice-president may step in and chair the executive or general meetings if the incumbent president is unavailable.
- (4) The term of a vice president can vary from 3 – 9 years.

24. Treasurer

- (1) The position of treasurer is nominated and elected at the annual general meeting.
- (2) The term of the treasurer can be unlimited.

25. Chair of committees

- (1) The position of 'chair of committees' is nominated and elected at the annual general meeting.
- (2) The term of the chair of committees can be unlimited.

26. Electing the office bearers

- (1) An office bearer may only be elected as follows—
 - (a) any 2 members of the Society may nominate another member (the candidate) to serve as an office bearer;
 - (b) the nomination must be—
 - (i) in writing; and

- (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the Society present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant office bearing position;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) Subject to sections 22 – 26, a person may be a candidate only if the person—
- (a) is an adult; and
 - (b) is not ineligible to be elected as an office bearer under section 61A of the Act.
- (3) A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Society for at least 7 days immediately preceding the annual general meeting.
- (4) If required by the general committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The general committee must ensure that, before a candidate is elected an office bearer, the candidate is advised—
- (a) whether or not the Society has public liability insurance; and
 - (b) if the Society has public liability insurance—the amount of the insurance.

27. Resignation, removal or vacation of office of office bearer

- (1) An office bearer may resign from their position by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the secretary, or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Society if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- (7) Casual vacancies of the office bearers may be filled in a manner deemed appropriate by the general committee.

28. Vacancies of office bearing positions

- (1) If a casual vacancy happens of an office bearing position, the members of the general committee may appoint another member of the Society to fill the vacancy until the next annual general meeting.
- (2) The members of the general committee may act despite a casual vacancy of an office bearing position.
- (3) However, if the number of office bearing positions is less than the number fixed as a quorum of the executive committee under rule 37(1) or general committee under rule 43(1), the continuing members may act only to—
 - (a) increase the number of office bearing positions to the number required for a quorum; or
 - (b) call a general meeting of the Society.

Secretary**29. Appointment of secretary**

- (1) The position of secretary of the Society is a paid position
- (2) The term of the secretary is unlimited.
- (3) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) a member of the Society elected by the general committee as secretary; or
 - (b) any of the following persons appointed by the general committee as secretary—
 - (i) a member of the Society's general committee;
 - (ii) another member of the Society;
 - (iii) another person.
- (4) If a vacancy happens in the office of secretary, the members of the general committee must ensure a secretary is appointed or elected for the Society within 1 month after the vacancy happens.
- (5) If the general committee appoints a person mentioned in subrule (3)(b)(ii) as secretary, other than to fill a casual vacancy on the general committee, the person does not become a member of the general committee.
- (6) However, if the general committee appoints a person mentioned in subrule (3)(b)(ii) as secretary to fill a casual vacancy on the general committee, the person becomes a member of the general committee.
- (7) If the general committee appoints a person mentioned in subrule (3)(b)(iii) as secretary, the person does not become a member of the general committee.
- (8) In this rule— casual vacancy, on a general committee, means a vacancy that happens when an elected member of the general committee resigns, dies or otherwise stops holding office.

30. Functions of secretary

- (1) The secretary's functions include, but are not limited to—
 - (a) calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Society; and
 - (b) keeping minutes of each meeting; and
 - (c) keeping copies of all correspondence and other documents relating to the Society; and
 - (d) maintaining the register of members of the Society.

31. Removal of secretary

- (1) The general committee of the Society may at any time remove a person appointed by the general committee as the secretary.
- (2) If the general committee removes a secretary who is a person mentioned in rule 15(3)(b)(i), the person remains a member of the general committee.
- (3) If the general committee removes a secretary who is a person mentioned in rule 15(3)(b)(ii) and who has been appointed to a casual vacancy on the general committee under rule 15(6), the person remains a member of the general committee.

Subcommittees**32. Appointment of subcommittees**

- (1) The general committee may appoint subcommittees consisting of members of the Society considered appropriate by the general committee to help with the conduct of the Society's operations.

33. Operation of subcommittees

- (1) The chair of committees may attend the subcommittee's annual general meeting or any other meeting of a sub-committee.
- (2) A member of the subcommittee who is not a member of the Society is not entitled to vote at a general meeting.
- (3) A subcommittee may elect a chair of its meetings.
- (4) If a chair is not elected, or if the chair is not present within 10 minutes after the time fixed for a meeting, the members present may ask the chair of committees to be chair of the meeting.
- (5) If a chair is not elected, or if the chair is not present within 10 minutes after the time fixed for a meeting, and the chair of committees is not present, the members present may choose 1 of their number to be chair of the meeting.
- (6) A subcommittee may meet and adjourn as it considers appropriate.
- (7) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

Executive committee

34. Membership of the executive committee

- (1) The executive committee of the Society consists of the office bearing positions which includes an elected president, 3 vice presidents, a treasurer and the chair of committees.
- (2) The executive committee of the Society will include any past presidents of the Society willing to serve on the executive committee, who indicate their intention to do so at the annual general meeting.
- (3) A member of the executive committee, other than a secretary appointed by the executive committee under rule 15(3)(b)(iii), must be a member of the Society.
- (4) At each annual general meeting of the Society, the office bearers must retire from office, but are eligible, on nomination, for re-election.
- (5) A member of the Society may be appointed to a casual vacancy on the executive committee.
- (6) These persons shall constitute the executive committee and in this constitution, be referred to as the executive.
- (7) A member of the executive committee must be a current financial or life member of the Society.

35. Functions of the executive committee

- (1) Meetings of the executive committee must be called, notified and conducted in the way determined by the general committee.
- (2) Subject to these rules or a resolution of the members of the Society carried at a general meeting, the executive committee will make recommendations to the general committee and act on the direction of the general committee.
- (3) The executive committee has authority to interpret the meaning of these rules and any matter relating to the Society on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the Society's rules are inconsistent with the Act—see section 1B of the Act.

36. Meetings of the executive committee

- (1) Subject to this rule, the executive committee may meet and conduct its proceedings as the general committee considers appropriate.
- (2) The executive may meet as required by the general committee.
- (3) The secretary may be present at the meetings of the executive committee.
- (4) If the secretary is not present at the meetings of the executive committee, minutes must be taken by a member who is present.
- (5) The executive committee must decide how a meeting is to be called.
- (6) Notice of a meeting is to be given in the way decided by the executive committee.
- (7) The executive committee may hold meetings, or permit an executive committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

- (8) A committee member who participates in the meeting as mentioned in subrule (7) is taken to be present at the meeting.
- (9) A member of the executive committee must not vote on a question about a contract or proposed contract with the Society if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (10) A member of the executive committee must not vote on an issue if the member has a conflict of interest in the issue and, if the member does vote, the members vote must not be counted.
- (11) The president of the Society is to preside as chair at an executive committee meeting.
- (12) If there is no president or if the president is not present within 10 minutes after the time fixed for an executive committee meeting, the members may choose 1 of their number to preside as chair at the meeting.

37. Quorum for, and adjournment of, executive committee meeting

- (1) At an executive committee meeting, more than 50% of the elected and nominated members forming the executive committee, as at the close of the last annual general meeting of the members, form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for an executive committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for an executive committee meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day, and
 - (b) the members of the executive committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

38. Minutes of executive committee meetings

- (1) The secretary, or their representative, must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each executive committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each executive committee meeting are verified at the subsequent general meeting by any number of those who were present at the executive meeting, and if no changes are required, deemed to be valid and accurate.
- (3) Once the minutes are deemed valid and accurate, they must be entered into the minutes of the relevant general meeting.

General committee

39. Membership of general committee

- (1) Members of the general committee indicate their intention to join the general committee at the annual general meeting.
- (2) The general committee may include the chair of each of the subcommittees of the Society.

- (3) The general committee will include the person holding the 'chair of committees' position or their delegate.
- (4) The general committee will include those persons forwarding an apology at the annual general meeting who have previously stated their intention to join the general committee.
- (5) Other members may be nominated and accepted to join the general committee throughout the year at the discretion of the general committee.
- (6) A member of the general committee must be a current financial member of the Society.

40. Powers and functions of the general committee

- (1) Subject to these rules or a resolution of the members of the Society carried at a general meeting, the general committee controls and manages the affairs, property and funds of the Society.
- (2) The general committee has authority to interpret the meaning of these rules and any matter relating to the Society on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the Association's rules are inconsistent with the Act—see section 1B of the Act.

- (3) The general committee may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the Society decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Society's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Society; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Society may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - (a) the financial institution for the Society; or
 - (b) if there is more than 1 financial institution for the Society—the financial institution nominated by the general committee.

41. Meetings of the general committee

- (1) Subject to this rule, the general committee may meet and conduct its proceedings as it considers appropriate.
- (2) The general committee must meet at least once every 4 months to exercise its functions.

- (3) The secretary must be present at the meetings of the general committee.
- (4) The general committee must decide how a meeting is to be called.
- (5) Notice of a meeting is to be given in the way decided by the general committee.
- (6) The general committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (7) A committee member who participates in the meeting as mentioned in subrule (6) is taken to be present at the meeting.
- (8) A question arising at a general committee meeting is to be decided by a majority vote of members of the general committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) A member of the general committee must not vote on a question about a contract or proposed contract with the Society if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (10) A member of the general committee must not vote on an issue if the member has a conflict of interest in the issue and, if the member does vote, the members vote must not be counted.
- (11) The president of the Society is to preside as chair at a general committee meeting.
- (12) If there is no chair, or if the chair is not present within 10 minutes after the time fixed for a general committee meeting, the members may choose 1 of their number to preside as chair at the meeting.
- (13) A member of the general committee absent for three (3) consecutive general committee meetings without explanation accepted by the general committee, will be deemed to have vacated their position on the general committee.

42. Notice of general meeting

- (1) The secretary may call a general meeting of the Society.
- (2) The secretary must give at least 14 days notice of the meeting to each financial member of the Society.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The general committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing (including transmission by electronic technology)—
 - (a) a meeting called to hear and decide the appeal of a person against the general committee's decision—
 - (i) to reject the person's application for membership of the Society,
or
 - (ii) to terminate the person's membership of the Society,
 - (b) a meeting called to hear and decide a proposed special resolution of the Society.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

43. Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of elected office bearing positions appointed to the general committee at the close of the Society's last general meeting plus 1.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the general committee or the Society, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the general committee or the Society—
 - (a) the meeting is to be adjourned for at least 7 days, and
 - (b) the general committee is to decide the day, time and place of the adjourned meeting.
- (5) The chair may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (8) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

44. Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chair, and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chair of the meeting, and
 - (c) the chair must conduct the meeting in a proper and orderly way.

45. Voting at general meeting

- (1) Paid employees of the Society are not entitled to vote at a general meeting.
- (2) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the general committee members present.
- (3) Each general committee member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chair has a casting vote as well as a primary vote.
- (4) A general committee member is not entitled to vote at a general meeting if the general committee member's annual subscription is in arrears at the date of the meeting.

- (5) The method of voting is to be decided by the general committee.
- (6) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (7) If a secret ballot is held, the chair must appoint 2 members to conduct the secret ballot in the way the chair decides.
- (8) The result of a secret ballot as declared by the chair is taken to be a resolution of the meeting at which the ballot was held.

46. Minutes of general committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general committee meeting are recorded.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general committee meeting are verified by those who were present, and if no changes are required, deemed to be valid and accurate
 - (b) once the minutes are deemed valid and accurate, the minutes of each general meeting must be signed by the chair of the meeting, or the chair of the next general meeting, verifying their accuracy.
- (3) If asked by a member of the Society, the secretary must, within 28 days after the request is made—
 - (a) make the minutes for a particular general committee meeting available for inspection by the member at a mutually agreed time and place, and
 - (b) give the member copies of the minutes of the meeting.
- (4) The Society may require the member to pay the reasonable costs of providing copies of the minutes.
- (5) Subject to the approval of the general committee, any records, reports, notices, forms, nominations, minutes, voting papers or other communications or procedures provided for in this Constitution may be given or received by email or other electronic transmission.

47. Resolutions of general committee without meeting

- (1) A written resolution signed by each member of the general committee is as valid and effectual as if it had been passed at a general committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

Special meeting of the general committee

48. Special general meeting

- (1) If the secretary receives a written request signed by at least 33% of the members of the general committee, the secretary must call a special meeting of the general committee by giving each member of the general committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the general committee must be held within 14 days after notice of the meeting is given to the members of the general committee.

49. Minutes of special general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each special general meeting are recorded.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each special general meeting are verified by those who were present, and if no changes are required, deemed to be valid and accurate
 - (b) once the minutes are deemed valid and accurate, the minutes of each special general meeting must be signed by the chair of the meeting, or the chair of the next general meeting, verifying their accuracy.
- (3) If asked by a member of the Society, the secretary must, within 28 days after the request is made—
 - (a) make the minutes for a particular special general meeting available for inspection by the member at a mutually agreed time and place, and
 - (b) give the member copies of the minutes of the meeting.
- (4) The Society may require the member to pay the reasonable costs of providing copies of the minutes.
- (5) Subject to the approval of the general committee, any records, reports, notices, forms, nominations, minutes, voting papers or other communications or procedures provided for in this Constitution may be given or received by email or other electronic transmission.

Annual general meeting

50. Annual general meetings

- (1) Annual general meetings must be held—
 - (a) at least once each year, and
 - (b) within 3 months after the end date of the Society's reportable financial year.
- (2) The annual general meeting is to be held at the time, date and place determined by the general committee.

51. Minutes of annual general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each annual general meeting are recorded.

- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each annual general meeting are verified by any number of those who were present, and if no changes are required, deemed to be valid and accurate
 - (b) once the minutes are deemed valid and accurate, the minutes of each annual general meeting must be signed by the chair of the meeting, or the chair of the next general meeting, verifying their accuracy.
- (3) If asked by a member of the Society, the secretary must, within 28 days after the request is made—
 - (a) make the minutes ~~book~~ for a particular annual general meeting available for inspection by the member at a mutually agreed time and place, and
 - (b) give the member copies of the minutes of the meeting.
- (4) The Society may require the member to pay the reasonable costs of providing copies of the minutes.
- (5) Subject to the approval of the general committee, any records, reports, notices, forms, nominations, minutes, voting papers or other communications or procedures provided for in this Constitution may be given or received by email or other electronic transmission.

52. Business to be conducted at annual general meeting of level 1 incorporated associations

- (1) This rule applies only if the Society is a level 1 incorporated association.
- (2) The Society is a level 1 incorporated association.
- (3) The following business must be conducted at each annual general meeting of the Society—
 - (a) The adoption of the minutes of the previous annual general meeting.
 - (b) Receiving the Society's financial statement, and audit report, for the last reportable financial year.
 - (c) Presenting the financial statement and audit report to the meeting for adoption.
 - (d) Electing office bearers.
 - (e) Electing a patron/s or vice patron/s (where applicable).
 - (f) Electing additional office bearers including:
 - (i) Chair of committees
 - (g) Nominating honorary positions including:
 - (i) Honorary solicitor
 - (ii) Honorary veterinarian
 - (h) Documenting members of the general committee.
 - (i) Documenting the past presidents who wish to serve on the executive committee.
 - (j) For a level 1 incorporated Society—appointing an auditor or an accountant for the present financial year.

- (k) Any other business connected with the business and affairs of the Society as per the meeting notice.
- (l) Subsidiary positions are decided at the first general meeting following the annual general meeting and may include:
 - (i) QCAS representative/s.
 - (ii) Events assessment panel member/s.
 - (iii) Publicity officer/s.
 - (iv) Saleyard board.
 - (v) Additional positions as deemed appropriate by the general committee.

Proxies

53. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of Society]:

I, _____ of _____ being
a member of the Society, appoint
of _____

as my proxy to vote for me on my behalf at the (annual) general meeting of the Society, to
be held on the _____ day of _____ 20____
and at any adjournment of the meeting.

Signed this _____ day of _____ 20____ .

Signature

- (2) The instrument appointing a proxy must—
- (a) if the appointer is an individual—be signed by the appointer or the appointer's attorney properly authorised in writing, or
 - (b) if the appointer is a corporation—
 - (i) be under seal, or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the Society or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of Society]:

I, _____ of, _____ being
a member of the Society, appoint
_____ of
as my proxy to vote for me on my behalf at the (annual) general meeting of the Society, to
be held on the _____ day of _____ 20____
and at any adjournment of the meeting.

Signed this _____ day of _____ 20____ .

Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the
following resolutions—

[*List relevant resolutions*]

54. Provision of documents

- (1) Subject to the approval of the general committee, any records, reports, notices, forms, nominations, minutes, voting papers or other communications or procedures provided for in this Constitution may be given or received by email or other electronic transmission.

Administration

55. Acts not affected by defects or disqualifications

- (1) An act performed by the office bearers, executive committee, a subcommittee or a person acting as a member of the general committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the executive committee, subcommittee or person acting as a member of the general committee; or
 - (b) an executive committee member, subcommittee member or person acting as a member of the general committee was disqualified from being a member.

56. By-laws

- (1) The general committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Society.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Society.
- (3) The by-laws are binding on members as if they were contained in this constitution.

57. Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered with the Office of Fair Trading.

58. Common seal

- (1) The general committee must ensure the Society has a common seal.

- (2) The common seal must be—
 - (a) kept securely by the general committee, and
 - (b) used only under the authority of the general committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the general committee and countersigned by—
 - (a) the secretary, or
 - (b) another member of the general committee, or
 - (c) someone authorised by the general committee.

59. Indemnity

- (1) Every person who is or has been an executive, general or subcommittee member of the Society is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Society, against any liability arising out of or relating to that person's association with the Society, to another person (other than the Society or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.

Finances

60. Financial year

- (1) The end date of the Society's financial year is 31 March in each year.
- (2) As practicable as possible, all financial transactions for the previous year should be finalised before the 31 March so that accurate reporting can be undertaken prior to the annual general meeting.
- (3) On behalf of the general committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (4) The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.
- (5) Unless exempted by being listed on the employment schedule at Attachment 2, no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Society.

61. Funds and accounts

- (1) The funds of the Society must be kept in an account in the name of the Society in a financial institution decided by the general committee.
- (2) Subcommittees may have separate accounts opened for them, linked to the primary account for the purposes of facilitating the primary activities of that subcommittee.
- (3) Subcommittee funds, even though in an account in their name, cannot be used for the purchase of assets unless approved at a general meeting.
- (4) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Society.
- (5) The treasurer may appoint a book keeper to assist with the management of accounts, subject to the approval of the general committee.

- (6) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (7) A payment by the Society must be made by cheque or electronic funds transfer.
- (8) If a payment is made by cheque, the cheque must be signed by any 2 of the following—
 - (a) the president,
 - (b) the secretary,
 - (c) the treasurer,
 - (d) the book keeper,
 - (e) chair of committees,
 - (f) any 2 members of subcommittees authorised by the general committee to sign cheques.
- (10) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (11) A petty cash account must be kept on the imprest system, and the general committee must decide the amount of petty cash to be kept in the account.
- (13) All expenditure must be approved or ratified at a general committee meeting.

62. Documents

- (1) The general committee must ensure the:
 - (a) Safe custody of books, documents, instruments of title and securities of the Society.
 - (b) Minutes are kept of all general meetings and meetings of the executive committee.
 - (c) Records are kept of all the Society's exhibitions, events and other activities.
 - (d) Annual report of the Society's activities is prepared and made available to the members.
 - (e) Financial records are kept and annual financial statements are prepared and audited.

Dissolution of the Society

63. Dissolution of the Society

- (1) At a special meeting called for this purpose, the members may dissolve or determine the Society provided that the Society shall not be dissolved or determined without obtaining the votes or consent of three-fourths in number of the existing members thereof.
- (2) Should the number of the members be reduced to fifteen the Society shall be dissolved provided also that one-fifth of the total number of the members may at any time make application for an investigation of the affairs of the Society and for the winding up of same.

Asset management

64. Assets

(1) The assets of the Society, however, derived, shall be applied solely towards the promotion of the objects and purposes of the Society, and no portion thereof, shall be paid, transferred, directly or indirectly, by dividend, bonus or otherwise to any member of the Society.

65. Distribution of surplus assets to another entity

- (1) This rule applies if the Society—
 - (a) is wound-up under part 10 of the Act, and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Society.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the Society's objects, and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.

Signatories

66. Signatories

(1) We certify that this is a true and correct copy of the Constitution of the Stanthorpe Agricultural Society.

President

Secretary

Signature:

Signature:

Printed name

Printed name

Date: / /

Date: / /

Attachment 1: Glossary

Term	Definition/Meaning
Act	the <i>Associations Incorporation Act 1964</i>
annual general meeting	the annual meeting convened under rules 50 - 52
association	the Association referred to in rule 1
by laws	laws created for the internal management of the Society documented separate to this constitution but consistent with this constitution
chair	in relation to the proceedings at a meeting, the person presiding at the meeting in accordance with the procedures in this Constitution
commissioner	the Commissioner for Fair Trading exercising powers under the Act
committee meeting	a general or executive committee meeting
committee members	a member of a general or executive committee
convene	to call together for a formal meeting
executive committee	committee of office bearers and past presidents of the association as referred to in rules 34 - 38
financial year	the period beginning on 1 st April in each year and ending on the 31 st March next following
general committee	the overarching managing committee as referred to in rules 39 - 47
general meeting	a meeting to which all members are invited/referred to and conducted as per rules 39 - 47
imprest system	a form of financial accounting e.g. petty cash system. The base characteristic of an imprest system is that a fixed amount is reserved, which after a certain period of time or when circumstances require, because money was spent, it will be replenished. This replenishment will come from another account source e.g. petty cash will be replenished by cashing a cheque drawn on a bank account.
level 1 incorporated association	Current assets of more than \$100,000 or total revenue of more than \$100,000. (Ref: <u>OFT financial reporting requirements</u>)
member	member of the Society
membership register	Register of members as per rule 19
objects	objectives of the Society
office bearers	elected positions as per rules 22 - 25
ordinary committee person	members not being a member of the executive and representing the associated groups at the discretion of the executive committee and general committee existing committee members
ordinary member	a member of the Society having paid a subscription fee and is deemed 'financial'
ordinary resolution	resolution other than a special resolution
poll	voting conducted in written form (as opposed to a show of hands)

proxy	A member of the Society voting on behalf of another member of the Society under rules 53 - 54
secretary	the secretary as referred to in rules 29 - 31
servants	employees of the Society
signatory	those members approved at a general meeting to sign cheques on behalf of the Society
special general meeting	a general meeting, other than the annual general meeting, referred to in ruled 48 - 49
special resolution	resolution passed at a special general meeting
subcommittee	the subcommittees as referred to in rules 323 - 33
the Society	The Stanthorpe Agricultural Society
treasurer	the treasurer referred to in rule 24