
Stanthorpe Agricultural Society

Est 1875



Constitution
(v7.0 as amended 25 September 2025)

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Introduction

The Queensland Office of Fair Trading develops *Model Rules* for incorporated associations under the *Associations Incorporation Act 1981*. Version 8.0 (dated 1 July 2024) of the *Model Rules* form the basis of this constitution to the extent that they are suited to the needs and nature of the Stanthorpe Agricultural Society.

The Stanthorpe Agricultural Society is not directly incorporated under the *Associations Incorporation Act 1981* but operates as a body corporate incorporated by issue of a letters patent on 24 July 1969 pursuant to the *Religious Educational and Charitable Institutions Act 1861 to 1967*. This Act was repealed in 1981 by the *Associations Incorporation Act 1981* however letters patent issued under the previous act retained their legal standing.

The Stanthorpe Agricultural Society formally adopted the *Model Rules* as a basis of its constitution by way of a special general meeting on 12 August 2015. Subsequent versions of the constitution have been amended and adopted since.

However, it is important to note that there are no provisions flowing from the *Associations Incorporation Act 1981* for the Society to report to the Qld Office of Fair Trading. Instead, there are reporting requirements stemming from the *Australian Charities and Not-for-profits Commission Act 2012* and the *Australian Charities and Not-for-profits Commission Regulations 2022* due to the Society being a registered charity. These provisions primarily relate to financial and audit requirements.

1. Interpretation (*s1 of the model rules*)

(1) In the rules of this constitution:

Act means the *Associations Incorporation Act 1981*.

aggrieved party see rule 12A(3)

dispute resolution centre means a dispute resolution centre established under the *Dispute Resolution Centres Act 1990*.

present:

- (a) at a general meeting, see rule 23(8), or
 - (b) at a general meeting, see rule 37(2).
- (2) A word or expression that is not defined in this constitution, 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- (3) These rules may be amended, rescinded or added to from time to time by a resolution carried at an annual general meeting or a special general meeting called for such purpose, the notice of which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.

2. Name (*s2 of the model rules*)

- (1) The name of the incorporated entity is the Stanthorpe Agricultural Society (***the Society***).

3. Location

- (1) The on-site office of the Stanthorpe Agricultural Society shall be at the Stanthorpe Showgrounds, 8 High St, Stanthorpe.
- (2) The postal address for the Stanthorpe Agricultural Society shall be 8 High St, Stanthorpe, Qld 4380.
- (3) The Stanthorpe Agricultural Society has freehold tenure of the property described as Lot 259 on BNT 1180.

- (4) The Stanthorpe Agricultural Society had lease tenure of the property described as Lot 256 on CP 905324 (RES Showground & camping place).

4. Objects *(s3 of the model rules)*

- (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 sporting, recreational and community facility at the Stanthorpe Showgrounds.
- (2) The secondary objects of the Society are to:
- (a) Develop and facilitate sporting and recreational facilities at Stanthorpe Showgrounds to support sporting and recreational activities.
 - (b) Conduct sporting competitions throughout the year that may or may not be affiliated with state and/or federal bodies.
 - (c) Establish and foster relations with societies of a similar character in Queensland and in Australia having similar objectives.
 - (d) Encourage, foster and advance agricultural, horticultural, pastoral, industrial, recreational and educational interests in Stanthorpe and the surrounding community.
 - (e) Establish and foster relations with third parties who have a stakeholder interest in the Stanthorpe showgrounds.
 - (f) 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.

5. Powers *(s4 of the model rules)*

- (1) The Society has the powers of an individual.
- (2) 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, and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The provision at section 5(3) of the *Model Rules* does not apply.
- (4) The Society may also issue secured and unsecured notes, debentures and debenture stock for the Society.
- (5) The Society has an Australian Business Number (ABN).
- (6) The Society is registered for Goods and Services Tax (GST).

6. Structure

- (1) The structure of the Society shall comprise:
- (a) A patron/s and/or vice-patron/s
 - (b) elected office bearers

- (c) an executive committee that operates under direction from the general committee
- (d) a general committee that operates as the management committee for the Society
- (e) subcommittees
- (f) ordinary members
- (g) life members
- (h) honorary members.

Membership

7. **Classes of members** *(s5 of the model rules)*

- (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.

8. **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.

9. **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 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 a minimum of 20 years as a general committee member or member of the Society.
 - iii. The official application for life membership has been completed by the recommending subcommittee or committee member outlining the reasons why that person is eligible for consideration for life membership.
 - (b) The number of life members is unlimited.
 - (c) Life members are not required to pay membership fees.

10. Honorary members

- (1) The following criteria apply to honorary members:
- (a) Subject to acceptance by the general committee, any individual is eligible to be appointed an honorary member.
 - (b) The number of honorary members is unlimited.
 - (c) Honorary members are not required to pay membership fees.

11. Member's benefits

- (1) Each member of the Society who is an honorary or life member, or has paid any annual or other periodic, membership fee as required by the rules of this constitution:
- (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.

12. Automatic membership *(s6 of the model rules)*

- (1) The provision at section 12(1) of the *Model Rules* does not apply.

13. New membership *(s7 of the model rules)*

- (1) An applicant for membership of the Society must be proposed by a member of the Society (the **proposer**) and seconded by another member or the Secretary (the **seconder**).
- (2) An application for membership must be:
- (a) in writing or electronically
 - (b) preferably on the application form specified by the Society
 - (c) signed by the applicant
 - (d) signed or otherwise endorsed by the applicant's proposer and seconder and
 - (e) in any other form decided by the general committee.
- (3) The membership year for the Stanthorpe Agricultural Society is equivalent to a calendar year i.e. from 1 January to 31 December.

14. Membership fees *(s8 of the model rules)*

- (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.
- (2) The provision at section 14(2) of the *Model Rules* does not apply.

15. Admission and rejection of new members *(s9 of the model rules)*

- (1) The general committee must consider an application for membership at the next general meeting held after it receives:
 - (a) the application for membership, and
 - (b) the appropriate membership fee for the application.
- (2) The general committee must ensure that, as soon as possible after the person applies to become a member of the Society, and before the general committee considers the person's application, the person 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.
- (3) The general committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the general committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The secretary of the Society must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

16. When membership ends *(s10 of the model rules)*

- (1) A member may cease to be a member of the Society if:
 - (a) they choose not to renew their annual membership or
 - (b) by giving a 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) The general committee may terminate a member's membership if the member:
 - (a) is convicted of an indictable offence
 - (b) does not comply with any of the provisions of the rules of this constitution
 - (c) has membership fees in arrears for at least 2 months, or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Society.
- (4) Before the general committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the general 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 *(s11 of the model rules)*

- (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 *(s12 of the model rules)*

- (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) Also, 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 *(s13 of the model rules)*

- (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 *(s14 of the model rules)*

- (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.

Secretary

21. Appointment or election of secretary (*s15 of the model rules*)

- (1) The position of secretary of the Society is a paid position subject to an agreed employment agreement.
- (2) The secretary must be an adult 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.
 - (c) The provision at section 21(3) of the *Model Rules* does not apply.
- (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 (2)(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 (2)(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 (2)(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.

22. Functions of secretary (*s17 of the model rules*)

- (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 association
 - (b) keeping minutes of each meeting
 - (c) keeping copies of all correspondence and other documents relating to the Society, and
 - (d) maintaining the register of members of the Society.

23. Removal of secretary *(s16 of the model rules)*

- (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(1)(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(1)(b)(ii) and who has been appointed to a casual vacancy on the general committee under rule 15(5), the person remains a member of the general committee.

Management committee

To align with the model rules, the management committee is deemed to be the general committee of the Stanthorpe Agricultural Society.

24. Membership of the general committee *(s18 of the model rules)*

- (1) The general committee of the Society consists of the executive, chairs of major subcommittees, and any other members who indicate their intention to serve on the general committee at the annual general meeting.
 - (a) The office bearers of the Society consists of the president, three vice presidents, a treasurer and the chair of committees.
 - (b) The executive of the Society consists of the office bearers and any past presidents of the Society willing to serve on the general committee, who indicate their intention to do so at the annual general meeting.
 - (c) The general committee has the power to add additional members to the general committee throughout the year.
- (2) A member of the general committee, other than a secretary appointed by the general committee under rule 15(2)(b)(iii), must be a member of the Society.
- (3) At each annual general meeting of the Society, the office bearers must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the Society may be appointed to a casual vacancy on the general committee under rule (21).

25. Functions of the general committee *(s22 of the model rules)*

- (1) Subject to the rules of this constitution, or a resolution of the members of the Society carried at a general meeting, the general committee has the general control and management of the administration of the affairs, property and funds of the Society.
- (2) The general committee has authority to interpret the meaning of the rules of this constitution and any matter relating to the Society on which the rules of this constitution 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 of this constitution are inconsistent with the Act (see section 1D of the Act).

- (3) The general committee may exercise the powers of the Society:
 - (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.

26. Acts not affected by defects or disqualifications *(s28 of the model rules)*

- (1) An act performed by the office bearers, executive, general committee, a section, 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 general committee, subcommittee or person acting as a member of the general committee; or
 - (b) a general committee member, subcommittee member or person acting as a member of the general committee was disqualified from being a member.

27. Resolutions of general committee without meeting *(s29 of the model rules)*

- (1) The provision at section 27(1) of the *Model Rules* does not apply.
- (2) A resolution adopted outside a general committee meeting under the provisions of quorum, is as valid and effectual as if it had been passed at a general meeting that was properly called and held.

Subcommittees

28. Appointment of subcommittees *(s27 of the model rules)*

- (1) The general committee may appoint a subcommittee consisting of members of the Society considered appropriate by the general committee to help with the conduct of the Society's operations.
- (2) Members of subcommittees must be current financial members of the Society.
- (3) The provision at section 28(3) of the *Model Rules* does not apply.
- (4) A subcommittee may elect a chairperson of its meetings.

- (5) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson 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.

Annual general meeting

29. First annual general meeting *(s30 of the model rules)*

- (1) The first annual general meeting must be held within 6 months after the end date of the Society's first reportable financial year.

30. Subsequent annual general meetings *(s31 of the model rules)*

- (1) Annual general meetings must be held:
 - (a) at least once each financial year, and
 - (b) within 6 months after the end date of the Society's reportable financial year.

31. Notice of annual general meeting

- (1) The secretary may be directed by the general committee to call an annual general meeting of the Society.
- (2) The secretary must give at least 14 days' notice of the meeting to each member of the Society.
- (4) The general committee may decide the way in which the notice must be given.
- (5) A notice of annual general meeting must state the business to be conducted at the meeting.

32. Business to be conducted at an annual general meeting

- (1) 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 (but not limited to):
 - (i) Chair of committees
 - (g) Nominating honorary positions including (but not limited to):
 - (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) Appointing an auditor for the present financial year.
 - (k) Any other business connected with the business and affairs of the Society as per the meeting notice.
- (2) Subsidiary positions are decided at the first general meeting following the annual general meeting and may include (but not limited to):
 - (i) Darling Downs sub-chamber representative/s.
 - (ii) Additional positions as deemed appropriate by the general committee.

33. Electing the office bearers *(s19 of the model rules)*

- (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) A person is eligible to vote at an annual general meeting if they are a current member of the Society prior to the annual general meeting and their membership must have been accepted at a meeting of the general committee prior to the annual general meeting.
 - (d) 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.
 - (e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
 - (a) is a member of the Society, and
 - (b) is an adult; and
 - (c) 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.

34. Positions to be elected at annual general meeting

- (1) The Society may elect the following positions at each annual general meeting of the Society.
- (2) Patron:
 - (a) The members may appoint a patron/s of the Society.
 - (b) The nomination of patron/s is ratified at the annual general meeting in the year of appointment.
 - (c) The term of a patron/s can be unlimited.
- (3) Vice-patron:
 - (a) The members may appoint a vice-patron/s of the Society.
 - (b) The nomination of vice patron/s is ratified at the annual general meeting in the year of appointment.
 - (c) The term of a vice-patron/s can be unlimited.

35. Management committee members to be elected at annual general meeting (*s31A of the model rules*)

- (1) The Society must elect the office bearers at each annual general meeting of the Society.
- (2) President:
 - (a) The position of president is nominated and elected at the annual general meeting.
 - (b) The position of president is usually filled by an incumbent president serving their 3-year term or one of the previous years' vice-presidents.
 - (c) The person in the position of president usually chairs the executive and general meetings.
 - (d) The term of the annually elected president is usually capped at 3 years but can be extended should the members determine that it is appropriate to do so.
- (3) Vice-president/s:
 - (a) The position/s of vice-president is nominated and elected at the annual general meeting.
 - (b) There are usually three vice-president positions elected at the annual general meeting.
 - (c) The vice-president/s may step in and chair the executive or general meetings if the incumbent president is unavailable.
 - (d) The term of a vice president can vary from 3 – 9 years but can be extended should the members determine that it is appropriate to do so.
- (4) Treasurer:
 - (a) The position of treasurer is nominated and elected at the annual general meeting.
 - (b) The term of the treasurer can be unlimited.
- (5) Chair of committees:
 - (a) The position of 'chair of committees' is nominated and elected at the annual general meeting.

- (b) The term of the chair of committees can be unlimited.

36. Proxies (*s40 of the model rules*)

- (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 Stanthorpe Agricultural Society, appoint

of _____

as my proxy to vote for me on my behalf at the (annual) general meeting of the Stanthorpe Agricultural 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 must 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 Stanthorpe Agricultural Society, appoint

of _____

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

Signed this _____ day of _____ 20 _____ .

Signature _____

- (8) This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

37. 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.

38. Other business for annual general meeting of large, incorporated associations and particular medium and small, incorporated associations (*s32 of the model rules*)

- (1) The provision at section 38 of the *Model Rules* does not apply because the Society is registered under the Australian Charities Not-for-profits Commission (ACNC).
- (2) The *Australian Charities Not-for-profits Commission Act 2012* has specific requirements for financial and audit reports depending on the size of the registered charity.
- (3) The Society is a medium-sized entity under the ACNC definition.

39. Other business for annual general meeting of other medium incorporated associations *(s33 of the model rules)*

- (1) The provision at section 39 of the *Model Rules* does not apply.

40. Other business for annual general meeting of other small, incorporated associations *(s34 of the model rules)*

- (1) The provision at section 40 of the *Model Rules* does not apply.

41. Resignation, removal or vacation of office of office bearer *(s20 of the model rules)*

- (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.

42. Vacancies of office bearing positions *(s21 of the model rules)*

- (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 continuing 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 under rule 22(1) as a quorum of the general committee, 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.

General committee meetings

43. Meetings of the general committee *(s23 of the model rules)*

- (1) Subject to this rule, the general committee may meet and conduct its proceedings as the general committee considers appropriate.

NOTE: See also sections 70B and 70C of the Act about requirements relating to the proceedings of the general committee if a member of the committee has a material personal interest in a matter being considered at a meeting of the committee.

- (2) The general committee must meet at least once every 4 months, to exercise its functions.
- (3) The general committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the general committee.
- (5) 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.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) The president of the Society (or their delegate) is to preside as chair at a general meeting.
- (9) If there is no president or if the president is not present within 10 minutes after the time fixed for a general meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

44. Notice of general meeting (s35 of the model rules)

- (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 general committee member.
- (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.

45. Quorum for, and adjournment of, general meeting (s36 of the model rules)

The provision at section 40 of the *Model Rules* does not apply.

46. Quorum for, and adjournment of, general meeting (s24 of the model rules)

- (1) The provision at section 46(1) of the *Model Rules* does not apply.
- (2) At a general committee meeting, a quorum will consist of a minimum of 6 members of the general committee, including a minimum of 4 office bearers.

- (3) If there is no quorum within 30 minutes after the time fixed for a general committee meeting called on the request of members of the committee, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for a general 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 general committee who are present are to decide the day, time and place of the adjourned meeting.
- (5) 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.

47. Procedure at a general meeting *(s37 of the model rules)*

- (1) A member may take part and vote in a general meeting in person, 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 chairperson, 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.

48. Minutes of general meetings *(s26 of the model rules)*

- (1) The secretary may be present at the meetings of the general committee.
- (2) If the secretary is not present at the meetings of the general committee, minutes must be taken by a member who is present.
- (3) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general committee meeting are entered in a minute book.
- (4) To ensure the accuracy of the minutes, the minutes of each general committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next general committee meeting, verifying their accuracy.

49. Voting at general meeting *(s38 of the model rules)*

- (1) 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.
NOTE: Paid employees of the Society are not entitled to vote at a general meeting unless they are attending the meeting in a differing role or capacity e.g. vice-president.
- (2) 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.
- (3) 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.
- (4) The method of voting is to be decided by the general committee.

- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chair must appoint 2 members to conduct the secret ballot in the way the chair decides.
- (7) 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.

50. Minutes of general meetings *(s41 of the model rules)*

- (1) The secretary must ensure full and accurate of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book or captured electronically.
- (2) To ensure the accuracy of the minutes:
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual 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 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.

Special general meetings

51. Special general meeting *(s39 of the model rules)*

- (1) The secretary must call a special general meeting by giving each member of the general committee notice of the meeting withing 14 days after:
 - (a) being directed to call the meeting by the general committee; or
 - (b) being given a written request signed by:
 - (i) at least 33% of the number of members of the general committee when the request is signed; or
 - (ii) at least the number of ordinary members of the Society equal to double the number of members of the Society on the general committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the general committee
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) 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.
- (3) A special general meeting must be held within 3 months after the secretary:
 - (a) is directed to call the meeting by the general committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

52. Special meeting of the general committee (*s25 of the model rules*)

- (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 committee by giving each member of the 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.

Grievance procedure

53. Grievance procedure (*s12A of the model rules*)

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules of this constitution between parties as mentioned in section 47A(1) of the Act.
- (2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules of this constitution provide for an appeal process against termination.
- (3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
 - a) to the other party; and
 - b) if the other party is not the general committee, to the general committee.
- (4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the general committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- (5) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.

- (6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the Society's secretary to refer the dispute to mediation.
- (7) Subject to rule 12B, if the aggrieved party asks the Society's secretary to refer the dispute to mediation under subrule (6), the general committee must refer the dispute within 14 days after the request.
- (8) If the aggrieved party does not ask the Society's secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

54. Grievance procedure not continued in particular circumstances (*s12B of the model rules*)

- (1) This rule applies if:
 - a) a member initiates a grievance procedure in relation to a dispute and the Society or Society's general committee is the other party to the dispute; or
 - b) the aggrieved party asks the Society's secretary to refer the dispute to mediation under rule 12A(6).
- (2) The general committee does not have to act under rule 12A(5) or (7) if:
 - a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the general committee grounds for taking disciplinary action under the rules of this constitution against the aggrieved party in relation to the matter the subject of the grievance procedure; or
 - b) before the grievance procedure was initiated, a process had started to take action under the rules of this constitution against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules of this constitution, and the dispute relates to that process or to a matter relevant to that process; or
 - c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
 - d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

55. Appointment of mediator (*s12C of the model rules*)

- (1) If a dispute under rule 12A is referred to mediation
 - a) the parties to the dispute must choose a mediator to conduct the mediation; or
 - b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be
 - i) for a dispute between a member and another member-a person appointed by the general committee; or
 - ii) for a dispute between a member and the general committee or the Society, an accredited mediator or a mediator appointed by the director of the dispute resolution centre.

- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

56. Conduct of mediation *(s12D of the model rules)*

- (1) If a mediator is appointed under rule 12C, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- (2) Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.
- (3) The mediator:
 - a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
 - b) must comply with natural justice; and
 - c) must not act as an adjudicator or arbitrator; and
 - d) during the mediation, may see the parties, with or without their representatives, together or separately.
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1)
- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- (6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

57. Representation for grievance procedure *(s12E of the model rules)*

- (1) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- (2) If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities:
 - a) the other party to the dispute;
 - b) the general committee;
 - c) if a mediator has been appointed before the party appoints the representative, the mediator.
- (3) A representative who acts for a party at a mediation must:
 - a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - b) be authorised to negotiate an agreement for the party.

58. Electronic communication for grievance procedure *(s12F of the model rules)*

- (1) Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

Administration

59. By-laws (*s42 of the model rules*)

- (1) The general committee may make, amend or repeal by-laws, consistent 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.

60. Alteration of this constitution (*s43 of the model 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 approved by the Office of Fair Trading (Qld) under the provisions of *The Collections Act 1966*.

Finances

61. Funds and accounts (*s45 of the model rules*)

- (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.
 - (a) Subcommittees may have separate accounts opened for them, linked to the primary account for the purposes of facilitating the primary activities of that subcommittee.
 - (b) Facilitating primary activity means receiving entry fees and associated monies, paying expenses incurred in running primary activity events and purchasing small assets needed to conduct events to a limit set by the general committee.
 - (c) Subcommittees may not use funds in any other way, including investment, donation and asset purchase, without prior approval of the general committee.
 - (d) Surplus accumulated funds in Subcommittee accounts are to be transferred to the Society's general account at the direction of the Treasurer.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Society.
 - (a) The treasurer may appoint a bookkeeper to assist with the management of accounts, subject to the approval of the general committee.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Society may be made by cheque or electronic funds transfer (EFT).
- (5) If a payment is made by cheque, the cheque must be signed by any 2 of the following:
 - (a) the treasurer
 - (b) the bookkeeper
 - (c) chair of committees
 - (d) any 2 other members of the Society who have been authorised by the general committee to sign cheques issued by the Society.
- (6) For Society business, if a payment is made by EFT:
 - (a) the creator/authoriser must be one of the following:

- (i) Society bookkeeper
 - (ii) Society treasurer
 - (iii) Society chair of committees.
- (b) the second authoriser must be one of the following:
 - (i) Society bookkeeper
 - (ii) Society treasurer
 - (iii) Society chair of committees.
- (7) For subcommittee business, if a payment is made by EFT:
 - (a) the creator/authoriser must be one of the following:
 - (i) subcommittee treasurer
 - (ii) subcommittee secretary
 - (iii) any other person authorised as a signatory on the subcommittee account.
 - (iv) one of 9(a) above.
 - (b) the second authoriser must be one of the following:
 - (i) subcommittee treasurer
 - (ii) subcommittee secretary
 - (iii) any other person authorised as a signatory on the subcommittee account.
 - (iii) one of 9(b) above.
- (8) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (9) A petty cash account must be kept on the impress system, and the general committee must decide the amount of petty cash to be kept in the account.
- (10) All expenditure must be approved or ratified at a general meeting.

62. General financial matters (*s46 of the model rules*)

- (1) 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.
- (2) The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.
- (3) 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.
- (4) Subrule (3) does not apply to:
 - (a) reasonable remuneration paid to a member of the association for work done by the member for or on behalf of the association; or
 - (b) any payments or dispositions of property that are incidental to activities of the association in accordance or consistent with the association's objectives.

63. 46A Remuneration disclosure (*s46A of the model rules*)

- (1) From 1 July 2024, the Society will elect to disclose remuneration and other benefits at their annual general meeting (AGM), even if the amount to report is zero.
- (2) This applies to benefits and remuneration given to general committee members, senior staff and their relatives.
- (3) Remuneration and other benefits must be disclosed at the AGM in either:
 - (a) a document required to be presented at the AGM (e.g. financial statements or the information provided to the ACNC), or
 - (b) a written remuneration statement for the financial year.
- (4) If the Society did not provide remuneration or other benefits, this can be stated verbally, but it must be recorded in the AGM minutes.

64. Documents *(s47 of the model rules)*

- (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.
- (2) 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 meetings of the executive and general committees.
 - (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.

65. Financial year *(s48 of the model rules)*

- (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.

Asset management

- (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.
- 66. Distribution of surplus assets to another entity** *(s49 of the model rules)*
- (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) Sub-rule (3) applies subject to rule 50.
- (5) In this rule: **surplus assets** see section 92(3) of the Act.

67. Transfer of relevant assets and distribution of other surplus assets on winding-up
(s50 of the model rules)

- (1) This rule applies to an association that has been endorsed as a deductible gift recipient under the *Income Tax Assessment Act 1997 (Cwlth)* if the association –
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The Society must transfer the Society's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- (3) If the Society is a charity registered under the *Australian Charities and Not-for-profits Commission Act 2012 (Cwlth)*, the entity to which the Society's relevant assets are transferred must be a charity at law.
- (4) Any surplus assets that are not relevant assets must be distributed under rule 49.
- (5) In this rule:

relevant assets, of an association, means the association's surplus assets that are:

- (a) gifts of money or property given to the Society for use for its principal purpose; or
- (b) contributions made in relation to a fund-raising event within the meaning of the *Income Tax Assessment Act 1997 (Cwlth)* held for the principal purpose of the Society; or
- (c) money received by the Society because of the gifts or contributions mentioned in paragraph (a) or (b).

surplus assets see section 92(3) of the Act.

68. Distribution of relevant assets on revocation of endorsement as deductible gift recipient
(s51 of the model rules)

- (1) This rule applies if an association's endorsement as a deductible gift recipient under the *Income Tax Assessment Act 1997 (Cwlth)* is revoked under that Act.
- (2) The Society must transfer the Society's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- (3) In this rule:

relevant assets, of an association, see rule 50.

surplus assets see section 92(3) of the Act

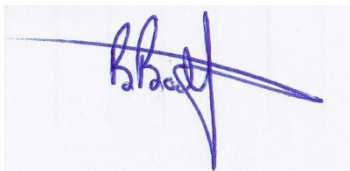
Signatories

69. Signatories

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

President

Signature:



Printed
name

Brett Boatfield

Date: 25 September 2025

Treasurer

Signature:



Printed
name

Ken Wilcock

Date: 25 September 2025

Attachment 1: Glossary

Term	Definition/Meaning
Act	the <i>Associations Incorporation Act 1964</i>
annual general meeting	the annual meeting convened under the rules of this constitution
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
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 Society as referred to in the rules of this constitution
financial year	the period beginning on 1 st April in each year and ending on the 31 st of March next following
general committee	the overarching managing committee as referred to in the rules of this constitution
general meeting	a meeting to which all members are invited/referred to and conducted as per the rules of this constitution
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.
large, incorporated association (OFT)	Those incorporated associations with current assets totalling more than \$1 million or annual revenue more than \$500,000.
medium charities (ACNC)	Those with annual revenue of \$500,000 or more, but under \$3 million
member	member of the Society
membership register	Register of members as per the rules of this constitution
objects	objectives of the Society
office bearers	elected positions as per the rules of this constitution

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 the rules of this constitution
secretary	the secretary as referred to in the rules of this constitution
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 the rules of this constitution
special resolution	resolution passed at a special general meeting
subcommittee	the subcommittees as referred to in the rules of this constitution
the Society	The Stanthorpe Agricultural Society
treasurer	the treasurer referred to in the rules of this constitution