

# Constitution

## **THE CROWS NEST AGRICULTURAL, HORTICULTURAL & INDUSTRIAL SOCIETY INCORPORATED.**

ABN 75 248 650 182

### **ASSOCIATION RULES**

#### **1 Interpretation**

(1) In these rules—

Act means the Associations Incorporation Act 1981.

Casual Vacancy, for the purposes of Rules 14 & 20 means a vacancy that happens when an elected member of the management committee or secretary resigns, dies or otherwise stops holding office.

present—

Except as provided hereunder means attendance at and participation in a meeting;

(a) At a management committee meeting, see rule (22) (5);

Financial Year means the twelve month period commencing on 1st AUGUST and concluding on 31st JULY next, or another twelve calendar month period commencing on the first day of one month and concluding on the last day of the preceding month in the next year, as determined by the Management Committee.

Financial member of the Association means a member whose annual subscriptions fees, if any, are not in arrears;

Junior Member means a member who is aged between five and seventeen years;

Notice, where required to be given in writing, shall be deemed served if posted to the last provided address of the member; two days shall be allowed after posting for service.

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

#### **2 THE ASSOCIATION**

The name of the incorporated association is

**THE CROWS NEST AGRICULTURAL, HORTICULTURAL & INDUSTRIAL SOCIETY INCORPORATED.** “The SOCIETY”.

The Society is incorporated under the Associations Incorporation Act 1981.

#### **STRUCTURE**

The society shall have:

Members of classes as per sub rule 5

A Management Committee elected at Annual General Meetings by the members of the Society;

Sub- Committees appointed by the Management Committee for special purposes, projects or functions; and

Sections headed by a Chief Steward (responsible for the efficient planning and performance of his / her section) elected by the members of that section.

The Management Committee members shall be a President, Treasurer, Secretary and Vice Presidents, the number of which shall be determined per rule seventeen, one of whom shall be the Senior Vice President;

### **3 Objects**

The objects of the association are  
the promotion of agricultural, horticultural and industrial excellence;  
the maintenance of an indoor and outdoor recreation venue;  
The promotion of events for social and cultural value.  
promoting involvement of the youth of the district in society objects

### **4 POWERS**

For the purpose of carrying out these objects the Society may:

(a)

Hold shows, camp drafts or rodeos;

Conduct such other functions as it may decide and purchase or lease such grounds, materials, machinery or buildings and / or acquire, hold, deal with and dispose of property, as may be necessary.

The Society, by resolution of the Management Committee, may make any arrangements necessary for the erection and maintenance of improvements to the grounds.

The Society, by resolution of the Management Committee, may enter into agreements or contract with other persons or entities for the use of the grounds and/or facilities and may decide on fees payable or services to be provided, if any, for such use of Society assets.

Do other things necessary or convenient to be done in carrying out its affairs.

(b) By resolution of the Management Committee act

(a) To borrow, raise or secure the payment of amounts in a way the members of the association 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 association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and

(c) To purchase, redeem or pay off any securities issued; and

(d) To mortgage or charge the whole or part of its property; (subject to a special resolution of the society) and

(e) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and

(f) To provide and pay off any securities issued; and

(g) To invest in a way the members of the association may from time to time decide.

### **MEMBERSHIP**

#### **5 Classes of members**

(1) The membership of the association consists of ordinary members, and any of the following classes of members—life members, honorary members and junior members.

(2) The number of ordinary and junior members is unlimited; the number of other classes of members is limited to a number determined by the Management Committee.

(3) Membership of the association is open to any person acceptable to the Management Committee, upon payment or tender of his or her annual subscription for the current calendar

year.

(4) Junior Membership is open to any person aged between five and seventeen years

(5) The association may, by resolution of the majority of members at a general meeting, determine other classes of member, the membership fee and rights attaching to such classes.

## **6 Membership fees**

(1) The annual 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 management committee decides.

(c) Shall be for the calendar year.

(d) A junior member on reaching eighteen years shall be an ordinary member without payment of any additional annual subscription until the next annual subscription becomes due at which time the normal ordinary member's fee shall apply.

(2).

(a) The Management Committee may, at any General Meeting, recommend any person to be a Life Member of the Association for long and meritorious unpaid service to the Association; such membership shall only be awarded upon a two-thirds majority vote of the members of the society present at the meeting

(b) No annual subscription fee is payable by Life Members so appointed.

(c) A Life Member shall be subject to all the provisions of the Rules.

(d) Honorary Membership – The Management Committee may recommend any person to be awarded an Honorary Membership of the Association at any General Meeting; such membership shall only be awarded upon a two-thirds majority vote of the members of the society present at the meeting.

(e) No annual subscriptions are payable by Honorary members.

(f) An Honorary member shall be entitled to all the privileges of ordinary membership.

(3) Voting for sub rules 2(a) & (d) shall be by Secret Ballot.

## **7 New membership (application for)**

(1) An applicant for membership of the association must be proposed by one member of the association (the proposer) and seconded by another member (the seconder).

(2) The proposer and seconder must be financial members of the association at the time of nomination of the applicant;

(3) An application for membership must be—

(a) In writing; and

(b) Signed by the applicant and the applicants proposer and seconder; and

(c) In the form decided by the management committee.

(4) The application for membership accompanied by the applicable membership fee is to be lodged with the Secretary of the Association.

## **8 Admission and rejection of new members**

(1) The management committee must consider an application for membership at the next committee meeting held after it receives—

(a) The application for membership; and

(b) The appropriate membership fee for the application.

- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised as to the amount of public liability insurance held by the association.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the management 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 association 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.
- (6) A person once accepted as a class of member of the Association becomes an “Eligible Member” for the purposes of succeeding rules with the right to vote at appropriate meetings of the Association, provided that applicable member’s fees are not in arrears.

## **9 Rights of members**

Any financial member, including all persons elected to the management committee, may move or second a motion at any general or special general meeting of the association.

A member aged eighteen years or more shall be eligible for election to the Management Committee only if the member’s Annual Subscriptions, if applicable, are not in arrears and if the member has attended a minimum of three meetings during the preceding financial year;

A member may be appointed as a member of a Sub Committee or Section only if the member’s Annual Subscriptions, if applicable, are not in arrears;

A member may not, subject to the lawful procedure of a meeting, speak or vote upon any motion at a general or annual meeting if the member’s annual subscriptions are in arrears; Junior members aged 15 years or more may exercise all the rights of an ordinary member except where an age limit is otherwise specified.

Members shall be entitled to concessional entry to the annual show, or to any other function of the association, at a fee determined by the management committee for each class of member.

## **10 When membership ends**

(1) RESIGNATION a member may resign from the association 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) TERMINATION the management committee may terminate a member’s membership if the member—

- (a) Is convicted of an indictable offence; or
- (b) Does not comply with any of the provisions of these rules; or
- (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 association.

(4) Before the management committee terminates a member’s membership on the grounds of fees in arrears, the committee must give the member the opportunity to pay the fees. Refusal to pay fees in arrears shall result in termination of membership without the right of appeal.

- (5) Before the management committee otherwise 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.
- (6) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- (7) Junior membership shall end on the members eighteenth birthday on which date he / she shall be deemed an ordinary member.

### **11 Appeal against rejection or termination of membership**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated under sub rule (10) (3), 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 special general meeting to decide the appeal.
- (4) 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 the membership fee paid by the person.

### **12 An appeal against rejection of application for membership or termination of membership shall be heard at a Special General Meeting.**

The decision of the special general meeting is final.  
See Rule 35

### **13 Register of members**

- (1) The management committee must keep a register of members of the association.
- (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 management committee or the members at a general meeting decide.
- (3) Information as listed in sub rule 2 may only be used for the legitimate purposes of the management committee save as allowed by sub rule 4;
- (4) A list of the names of current financial members shall be available for inspection at any general meeting or any other reasonable time by any financial member upon request being made to the secretary;
- (5) Except as required or permitted by law, no other information contained on the register may be disclosed.

**SECRETARY**

## **14 Appointment or election of Secretary**

The Management Committee shall appoint a secretary should the position become vacant through the resignation, death or removal of the secretary per Rule 15.

A person appointed to the position of secretary shall remain in the position until he/she resigns, dies or is removed from office.

If a person appointed as secretary is a financial member of the association they are a member of the management Committee.

The management committee shall determine how the secretary will be appointed, provided that:

(1) The secretary must be an individual residing in Queensland, who is—

(I) A member of the association's management committee;

(ii) Another member of the association;

Or, if unable to fill the vacancy as per sub rule 1 (I) or (ii)

(iii) Another person.

(2) If a casual vacancy happens in the office of secretary, the members of the management committee must ensure a secretary or acting secretary is appointed for the association within 1 month after the vacancy happens.

(3) If the management committee appoints a person mentioned in sub rule (1) (I) or (ii) as secretary to fill a casual vacancy in the office of Secretary, the person becomes a member of the management committee.

(4) If the management committee appoints a person mentioned in sub rule (1) (iii) as secretary, the person does not become a member of the management committee.

## **15 Removal of secretary**

The management committee of the association may at any time remove a person appointed by the committee as the secretary.

## **16 Functions of secretary**

The secretary's functions include, but are not limited to—

(a) Calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and

(b) Keeping minutes of each meeting other than sub-committee meetings; and

(c) Keeping copies of all correspondence and other documents relating to the association; and

(d) Maintaining the register of members of the association.

(e) Other duties as determined by the management committee.

## **MANAGEMENT COMMITTEE**

### **17 Membership of management committee**

The management committee of the association consists of a president, treasurer, vice presidents and secretary (if elected under rule 14);

The association may determine the number of Vice Presidents, not to exceed six, one of whom shall be the Senior Vice President.

(2) A member of the management committee, other than a secretary appointed by the management committee under rule 14(1) (iii), must be a financial member of the association.

(3) At each annual general meeting of the association, the members of the management committee, except for the Secretary, must retire from office, but shall be considered nominated for re-election to the position from which retiring, provided they have attended a minimum of three meetings in the preceding financial year; a retiring member has the right to decline nomination under this rule.

(4) A member of the association may be appointed to a casual vacancy on the management committee under rule 20.

### **18 Electing the management committee**

(1) A member of the management committee may only be elected as follows—

(a) If nominated automatically under sub rule (17) (3) or

(b) Any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee;

- The candidate, proposer and seconder must be financial members of the association;

- The candidate must have attended a minimum of three meetings of the association during the financial year prior to the Annual General Meeting;

A person may be a candidate only if the person—

(a) Is an adult; and

(B) is not ineligible to be elected as a member under section 61A of the Act.

(2)(a) A nomination per rule (18) (1) (b) 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; OR

If insufficient nominations, including automatic nominations as per sub rule 17(3) are received to fill all vacancies made at the meeting by any two financial members nominating and seconding another financial member to fill those vacancies for which no written nominations are received.

(3) A retiring member may be nominated for any other position on the committee;

(4) Each member of the association, aged fifteen (15) years or more, present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;

(5) Voting for positions on the Management Committee is to be by Secret Ballot.

The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised of the amount of public liability insurance held by the association.

### **19 Resignation, removal or vacation of office of management committee member**

### Resignation

- (1) A member of the management committee may resign from the committee 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.

### Removal from office

- (3) A member may be removed from office at a general meeting of the association if a majority of the members, aged eighteen (18) years or more, 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.

### Vacating Office.

- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **20 Vacancies on management committee**

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed as a quorum of the management committee, the continuing members may act only to—
  - (a) Increase the number of management committee members to the number required for a quorum; or
  - (b) Call a general meeting of the association.

## **21 Functions of management committee**

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The Management committee may exercise all or any of the powers of the Society as per rule 4.
- (3) The management committee has authority to interpret the meaning of these rules and any matter relating to the association 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.

- (4) The management committee may by resolution determine remuneration for services rendered by committee members or other members performing functions on behalf of the association. A determination so made is to be ratified at a general meeting of the association.

(5) The management committee may NOT authorise any Honorariums or other payments of any kind to members other than as prescribed in sub rule (4).

## **22 Meetings of management committee**

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

(2) The management committee must meet at least once every 3 months to exercise its functions.

(3) The management 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 management committee.

(5) The management committee may hold meetings by personal attendance, 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. Electronic means – phone, video conferencing etc;

(6) A committee member who participates in the meeting as mentioned in sub rule (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) A member of the management committee must not vote on a question about a contract or proposed contract with the association 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.

(9) The president is to preside as chairperson at a management committee meeting.

(10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## **23 Quorum for, and adjournment of, management committee meeting**

(1) At a management committee meeting, six of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within 30 minutes after the time fixed for a management 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 a management 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 management committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **24 Special meeting of management committee**

(1) If the secretary receives a written request signed by at least 33% of the members of the management 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 management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.
- (6) Notice of a special meeting of the committee shall be given in writing by postage to the last known address of each committee member;
- (7) Notice given in accord with sub rule (6) shall be deemed to be served two (2) working days after posting of the notice,

## **25 Minutes of management committee meetings**

Minutes of all management committee meetings shall be made as per rule 37 (1) & (2).

## **26 Appointment of subcommittees**

- (1) The management committee may appoint a subcommittee consisting of eligible members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) The management committee and sub-committee shall agree on terms of reference and determine how the sub-committee shall report to the management committee.
- (3) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (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.
- (8) The Chairperson must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each sub-committee meeting are recorded.
- (9) The chairperson shall report to the management committee when and how agreed as per sub rule 2.

## **27 Acts not affected by defects or disqualifications**

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
  - (2) Sub rule (1) applies even if the act was performed when—
    - (a) There was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
    - (b) A management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.
- Provided only that the action was authorised by the management committee.

## **28 Resolutions of management committee without meeting**

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

## **ANNUAL GENERAL MEETING**

### **29 Annual general meetings**

An annual general meeting must be held—

- (a) At least once each year; and
- (b) Within 2 months after the end date of the association's reportable financial year.

Notice of an annual general meeting shall be given by

- (a) An advertisement placed in a newspaper circulating in the Crows Nest area; &
- (b) By notice in writing to all financial members at the time of issue of the notice.

### **30 Business to be conducted at annual general meeting of level 1 incorporated associations**

- (1) This rule applies only if the association 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 association—
  - (a) Receiving the association's financial statement and audit report, for the last reportable financial year;
  - (b) Presenting the financial statement and audit report to the meeting for adoption;
  - (c) Electing members of the management committee;
  - (d) For a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (4) Two persons shall be elected at the annual general meeting to represent the association at meetings of the Darlings Downs Sub-Chamber; only persons so elected shall represent the association at such meetings.

Quorum for Annual General Meeting.

- (1) The quorum for an Annual General Meeting (AGM) is fifteen members.
- (2) No business may be conducted at an AGM 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 an AGM the meeting lapses.

Procedure at Meeting

- (1) The president shall preside at the meeting until time for election of new committee members at which time he/she shall hand over the chair to an Independent Chairperson.
- (2) The Chairperson shall

Ascertain if members retiring from office as per Sub Rule 17(3) are accepting automatic renomination to the position being vacated;  
Obtain the written nominations for committee positions, if any, from the secretary,  
If necessary, call for further nominations from the floor, if insufficient automatic nominations or written nominations are held to fill all vacancies;  
Appoint two persons as scrutineers for the ballot;  
Conduct a secret ballot for each vacancy on the committee;  
Advise the meeting of the result(s) of the ballot;  
Declare the positions filled as per ballot results;  
(3) The chairperson shall hand the meeting over to the incoming president.  
(4) The incoming president shall preside over the remaining business of the meeting.

## **GENERAL MEETINGS**

### **31 Notice of general meeting**

A general meeting of the association may be scheduled for a set day of each month or quarter or at any other frequency determined by the management committee. No notice of set meetings is required to be given.

- (1) The secretary may call a general meeting of the association for a date other than the set date.
- (2) The secretary must give at least 14 days notice of such meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

### **32 Quorum for, and adjournment of, general meeting**

- (1) The quorum for a general meeting is ten (10).
- (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 the meeting lapses.
- (4) The chairperson 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.
- (5) If a meeting is adjourned under sub rule (4), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (6) 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.
- (7) 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.

### **33 Procedure at general meeting**

- (1) 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 chairperson of the meeting; and

(c) The chairperson must conduct the meeting in a proper and orderly way.

(2) An eligible member, aged fifteen (15) years or more, present at a meeting may take part and vote in that meeting.

A member is not eligible to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

### **34 Voting at general meeting**

(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 members present.

A special resolution shall require a three-fourths majority vote to be passed;

(2) Each member aged fifteen (15) years and over, present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

Sub-rule 2 shall not afford the chairperson a casting vote if the chairperson has moved or seconded the motion being voted upon, in which case, if the votes are equal the question shall be decided in the negative.

(3) The method of voting is to be decided by the management committee.

(4) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

(5) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(6) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **35 Special general meeting**

(1) The secretary must call a special general meeting, which must be held within three (3) months, by giving each member of the association notice in writing of the meeting within 14 days after—

(a) being directed to call the meeting by the management committee; or

(b) being given a written request stating why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

signed by—

(i) at least 33% of the number of members of the management committee when the request is signed; or

(ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management 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 management committee—

(i) to reject an application for membership; or

(ii) to terminate a person's membership.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) At a special general meeting to decide an appeal arising from sub rule (1) (c)

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.

The management 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

An appeal must be decided by a majority vote of the members, aged eighteen (18) years or more, present and eligible to vote at the meeting.

The decision of the majority vote is final.

Quorum for, and adjournment of, special general meeting

(1) The quorum for a special general meeting is ten members;

(2) No business may be conducted at a special 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 special general meeting the meeting lapses.

(4) The chairperson 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.

(5) If a meeting is adjourned under sub rule (4), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(6) 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.

(7) 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.

(8) If there is no quorum within 30 minutes after the time fixed for an adjourned special general meeting the meeting lapses.

Voting at special general meeting

1 At a special general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

A special resolution must be decided by a three- fourths majority of votes of the eligible members present.

(2) Each member, aged eighteen years and over, present and eligible to vote is entitled to one

(1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

(3) The method of voting is to be decided by the management committee.

(4) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

(5) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(6) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

A member is not eligible to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

## SECTIONS

**36 Each section of the show shall have a Committee headed by a Chief Steward and Stewards elected by the eligible members of that section.**

The roles and responsibilities of Chief Stewards and Stewards shall be as determined from time to time by members at a meeting of the association.

The Chief Steward of a section shall report to the management committee and provide minutes of section meetings as requested by the management committee.

**MINUTES**

**37 Minutes of meetings**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each annual general meeting, management meeting, general meeting and special general meeting are entered in a minute book.

(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 same class of 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 association, the secretary must, within 28 days after the request is made—

(a) make a copy of the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place.

**ALTERATION OF RULES**

**38 Alteration of rules**

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a special general meeting. (Subject to a three fourths majority vote)

(2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

**COMMON SEAL OF ASSOCIATION**

**39 Common seal**

(1) The management committee must ensure the association has a common seal.

(2) The common seal must be—

(a) kept securely by the management committee; and

(b) used only under the authority of the management committee.

(3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—

(a) the secretary; or

(b) another member of the management committee; or

(c) someone authorised in writing by the management committee.

The Common Seal of the Crows Nest Agricultural horticultural and Industrial Society Inc.  
Shall be

## **FINANCIAL MATTERS**

### **40 Funds and accounts**

- (1) The funds of the association must be kept in an account or accounts in the name of the association in a financial institution or institutions decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the appropriate financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more 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) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a management committee meeting.

### **41 General financial matters**

- (1) On behalf of the management 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 association must be used solely in promoting the association's objects and exercising the association's powers.
- (3) All assets and moveable property of the association are to be stored in a secure manner on the association's property.

### **42 Documents**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **43 Financial year**

The Management Committee shall determine the end date of the association's financial year. Unless determined otherwise the end date of the association's financial year is 31<sup>ST</sup> JULY in each year.

#### **44 Distribution of surplus assets to another entity**

(1) This rule applies if the association—

- (a) Is wound-up under part 10 of the Act; and
- (B) has surplus assets.

(2) Voluntary winding-up

(1) An incorporated association may be wound-up by special resolution of the members passed at a general meeting called for that purpose.

(2) A copy of the special resolution shall be lodged with the chief executive within 1 month from the passing of that special resolution.

(3) The surplus assets must not be distributed among the members of the association.

(4) The surplus assets must be given to another entity—

- (a) Having objects similar to the association's objects; and
- (b) The rules of which prohibit the distribution of the entity's income and assets to its members.

(5) In this rule— surplus assets see section 92(3) of the Act...