



The Royal Agricultural Society of Tasmania
(ACN 009 475 898)

Constitution

Effective 26 March 2010
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CONTENTS

1. DEFINITIONS	1
2. PRELIMINARY.....	2
3. MEMBERSHIP	4
4. PROCEEDINGS OF MEMBERS	6
5. QUORUM AT MEETINGS.....	7
6. CHAIRING MEETINGS	7
7. POLL AT GENERAL MEETINGS.....	10
8. COUNCILLORS.....	10
9. REMUNERATION OF COUNCILLORS	10
10. REMOVAL OF COUNCILLORS	11
11. COUNCILLORS CEASING TO HOLD OFFICE	11
12. LIFE COUNCILLORS	11
13. THE COUNCIL.....	12
14. CONVENING MEETINGS OF COUNCIL.....	12
15. VOTING AT MEETING OF COUNCIL.....	12
16. QUORUM AT MEETING OF COUNCIL.....	12
17. CHAIRING MEETING OF COUNCIL.....	12
18. DIRECTORS	13
19. RETIREMENT OF DIRECTORS	13

20.	POWER TO APPOINT DIRECTORS.....	13
21.	CHAIRPERSON AND DEPUTY CHAIRPERSON	14
22.	REMUNERATION OF DIRECTORS	14
23.	DIRECTORS CEASING TO HOLD OFFICE	14
24.	ELECTION OF DIRECTORS	15
25.	CONDUCT OF ELECTION	15
26.	POWERS OF DIRECTORS	18
27.	DIRECTORS' MEETINGS.....	18
28.	VOTING AT DIRECTORS' MEETINGS.....	19
29.	QUORUM AT DIRECTORS' MEETINGS	19
30.	DIRECTORS DEALINGS WITH THE SOCIETY.....	19
31.	DIRECTORS HOLDING OTHER OFFICES.....	20
32.	CHIEF EXECUTIVE OFFICER.....	21
33.	TRANSITIONAL RULES.....	21
34.	COMMITTEES.....	21
35.	DISCIPLINARY AND APPEAL COMMITTEES	22
36.	DISCIPLINARY PROCEDURES	22
37.	APPEAL FROM DECISION OF DISCIPLINARY COMMITTEE	23
38.	DISCIPLINARY PROCEDURES TO BE FINAL.....	24
39.	SECRETARY	24
40.	MINUTES.....	24
41.	ACCOUNTS AND AUDIT.....	25

42.	THE COMMON SEAL	25
43.	INDEMNITY	25
44.	BY-LAWS, RULES AND REGULATIONS.....	26
45.	NOTICES.....	26

APPENDIX A – TRANSITIONAL RULES

APPENDIX B – BY-LAWS

1. Definitions

1.1 In these Rules, unless the context requires otherwise:

Business Day means a day on which trading banks are open for general banking business in Tasmania, excluding a Saturday, Sunday or public holiday.

Chairperson means the Chairman of the Directors or, if applicable, the person presiding as chairperson of a general meeting of the Society in accordance with Rule 21;

Chief Executive Officer means a person appointed by the Directors as the chief executive officer of the Society;

Corporations Act means the *Corporations Act 2001* (Commonwealth of Australia);

Council means the Council of the Society;

Councillor means a Councillor of the Society, and where used without qualification includes Life Councillor (appointed under Rule 12);

Deputy Chairperson means the Deputy Chairperson of the Directors.

Director means a Director of the Society;

Effective Date means the next day after the day in which the members of the Society passed the special resolution at the general meeting of the members of the Society held at the Hobart Showground on 25 March 2010.

Financial year means that period of 12 Months commencing on 1 April in any given year and concluding on 31 March of the following year;

Honorary Life Member means a person appointed as an Honorary Life Member of the Society pursuant to Rule 3.3;

Life Councillor means a Councillor appointed as a Life Councillor of the Society pursuant to Rule 12;

Life Member means a person who has purchased membership of the Society for the life of that member.

Member means a member of the Society.

Month means a calendar month;

Non-Voting Member means a Member whose privileges of membership do not include the right to vote at a general meeting of the Society;

person means a natural person;

President means the President of the Council;

Rules mean this Constitution as altered or added to;

Seal means the common seal of the Society;

Secretary means a person appointed by the Directors to perform the duties of a secretary of the Society;

Society means The Royal Agricultural Society of Tasmania Limited, ACN 009 475 898 and wherever the reference to Society appears, it is equally referable to the Company as that term is defined under the *Corporations Act*;

Vice Chairperson means the Vice Chairman of the Directors;

Vice President means the Vice President of the Council;

Voting Member means a Member whose privileges of membership include the right to vote at a general meeting of the Society; and

written and **in writing** means any form of representing or reproducing words in a visible form.

1.2 In these Rules, headings are inserted for convenience and do not affect the interpretation, and unless the context requires otherwise:

- (a) words denoting the singular include the plural and vice versa;
- (b) words denoting one gender include all genders; and
- (c) references to the *Corporations Act* or to any other statute or any subordinate legislation are to that Act, statute or subordinate legislation as modified or substituted from time to time.

2. Preliminary

2.1 Name and status

The name of the Company is The Royal Agricultural Society of Tasmania (in this Constitution referred to as “the Society”).

A company limited by guarantee; and

The replaceable rules in the *Corporations Act* do not apply to the Society.

This Constitution takes effect on the Effective Date.

2.2 Objects

The objects for which the Society is established are to promote the development of all phases of the agricultural, pastoral, horticultural, viticultural, stock raising, manufacturing and industrial resources of Tasmania.

2.3 Income and property

The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set out in this Constitution and no portion of that income or property shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the members of the Society or any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society, or any member thereof, or other person, in return for any services actually rendered to the Society nor prevent the payment of interest on money borrowed from any member of the Society.

2.4 Liability

- (a) The liability of the members is limited.
- (b) Each member of the Society undertakes to contribute to the property of the Society in the event of it being wound up while that member is a member or within one year after that member ceases to be a member, for payment of the debts and liabilities of the Society contracted before the Member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$20.

2.5 Winding-Up

- (a) If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall only be paid to or distributed to such other institution or institutions, having objects similar to the objects of the Society and whose constitution shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society under or by virtue of this Constitution, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Tasmania as may have or acquire jurisdiction in the matter.
- (b) True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance-sheet ascertained by one or more properly-qualified auditor or auditors.

3. Membership

3.1 General

- (a) The Society shall consist of Voting Members (including Honorary Life Members and Life Members) and Non-Voting Members.
- (b) The Directors may create different classes of Members with different eligibility, criteria, rights and liabilities attaching to each class.
- (c) Subject to the *Corporations Act*, the Directors may vary the eligibility criteria, rights and liabilities attaching to classes of Members.
- (d) Subject to the right of Honorary Life Members pursuant to Rule 3.3 the privileges of membership of the Society, or of any class or category of membership, shall be determined by the Directors from time to time. A Member shall not be entitled to any of the privileges of membership (including, without limitation, for Voting Members, the right to vote at a general meeting of the Society) whilst that Member's subscription remains due and unpaid or any other sum owed by such Member to the Society remains due and unpaid.

3.2 Applications

- (a) Every applicant for membership shall complete the application form and pay the subscription prescribed by the Directors from time to time for the class of membership for which the person is an applicant.
- (b) The Directors determine whether an applicant for membership may become a member. The Directors are not required to give any reason for the rejection of any application to become a member.
- (c) If an application for membership is accepted, the Society must:
 - (i) Give written notice of the acceptance to the applicant including details of the class of membership and the rights that are then attached to that class;
 - (ii) Request payment of any amount owing for the annual subscription fee; and
 - (iii) On payment of that amount, enter the applicant's name in the Register of Members.
- (d) If an application to become a Member is rejected, the Society must:
 - (i) Give written notice of the rejection to the applicant; and
 - (ii) Refund in full any fees paid by the applicant.
- (e) The privileges, terms and conditions of, and subscriptions payable for, membership of the Society, or of any class of membership, shall be

determined by the Directors from time to time, and (unless the Directors determine otherwise) shall be due and payable on 1 April in each year.

- (f) Any person whose subscription remains due and unpaid for more than three months (or such other period as the Directors determine from time to time) shall cease to be a Member of the Society.

3.3 Honorary Life Member and Life Member

A person may be appointed an Honorary Life Member by the Directors, in recognition of services rendered in promoting the objects for which the Society was established. A person who prior to the Effective Date has been appointed an Honorary Life Member shall continue to be an Honorary Life Member, subject to Rule 3.4. A person who is or is appointed an Honorary Life Member is entitled to vote at a general meeting of the Society.

A person who prior to the Effective Date has purchased Life Membership shall continue to be a Life Member, subject to Rule 3.4. A person who is a Life Member is a voting member and entitled to vote at a general meeting of the Society.

3.4 Ceasing to be a Member

- (a) A Member ceases to be a Member if that Member's subscription remains due and unpaid for more than three Months (or such other period as the Directors determine from time to time).
- (b) A Member resigns in accordance with Rule 3.4(g).
- (c) A member is expelled under Rule 36.
- (d) A cessation event occurs in respect of that person.
- (e) An Honorary Life Member or Life Member ceases to be an Honorary Life Member or a Life Member if such Member resigns by written notice to the Secretary; or in the opinion of the Directors is for any reason unable or unfit to be an Honorary Life Member or a Life Member; or dies.
- (f) The estate of a deceased Member is not released from any liability in respect of that person being a Member.
- (g) Resignation:
 - (i) A Member may resign as a Member by giving the Society notice in writing;
 - (ii) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Society.

4. Proceedings of Members

4.1 Who can call meetings of Members

- (a) Subject to the *Corporations Act*, any two Directors may call a general meeting of Members at a time and place as the Directors resolve.
- (b) The Directors must call and arrange to hold a general meeting on the request of Members made in accordance with the *Corporations Act*.
- (c) Twenty financial Members may call and arrange to hold a general meeting as provided by the *Corporations Act*.

4.2 Annual General Meeting

- (a) The Society must hold an Annual General Meeting (AGM) if required by, and in accordance with, the *Corporations Act*.
- (b) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
 - (i) The consideration of the annual financial report, the Directors' report and the auditor's report for the Society;
 - (ii) The appointment of the auditor of the Society; and
 - (iii) The election of Directors.

4.3 How to call meetings of Members

- (a) The Society must give not less than twenty-one days notice of a general meeting of Members unless a shorter period of notice is permitted under the *Corporations Act*.
- (b) Notice of a general meeting must be given to each Member, each Director and any auditor of the Society.
- (c) Other than a meeting held in the circumstances set out in Rule 6.2, a notice of a general meeting must:
 - (i) Set out the place, date and time for the meeting; (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) State the general nature of the business of the meeting; and
 - (iii) Set out or include any other information or documents specified by the *Corporations Act*.
 - (iv) Subject to the *Corporations Act*, anything done (including the passing of a resolution) at a general meeting is not invalid if a person does not receive notice of the meeting or the Society does not give notice of the meeting to a person.

4.4 Right to Attend Meetings

- (a) Each Member who is not an individual may appoint one representative as its voting delegate to attend general meetings. The representative may or may not be a Member.
- (b) Any auditor of the Society is entitled to attend any general meeting of Members.
- (c) Subject to this Constitution, each Director is entitled to attend and speak at all general meetings of Members.

5. Quorum at Meetings

- 5.1** No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum of Members is fifteen Members entitled to vote at such meeting.
- 5.2** For the purpose of determining whether a Member is present, a person attending a general meeting as the representative of a body corporate which is a Member or as the proxy of a Member, shall be deemed to be a Member present.
- 5.3** If a quorum is not present within half an hour after the time appointed for the general meeting:
 - (a) where the meeting was convened upon the requisition of Members - the meeting shall be dissolved; or
 - (b) in any other case the general meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place.
- 5.4** If at the adjourned general meeting a quorum is not present within half an hour after the time appointed for the meeting, ten Members present and entitled to vote at such meeting constitute a quorum, or where ten such Members are not present, the meeting shall be dissolved.

6. Chairing Meetings

6.1 Chairperson

- (a) The Chairperson must (if present within fifteen minutes after the time appointed for the holding of the meeting and willing to act) preside at each general meeting.
- (b) If at a general meeting:
 - (i) there is no Chairperson;

- (ii) the Chairperson is not present within 15 minutes after the time appointed for the holding of a general meeting; or
- (iii) the Chairperson is present within that time but is not willing to preside at that meeting;
- (iv) the Deputy Chairperson is either unable or unwilling to preside at that meeting,

the Directors present may, by majority vote, elect a person present to preside at all or part of the general meeting.

(c) Subject to Rule 6.1(b), if at a general meeting:

- (i) a chairperson of that meeting has not been elected by the Directors under Rule 6.1(b); or
- (ii) the chairperson elected by the Directors is not willing to preside for all or part of the general meeting,

the Members present must elect another person, present and willing to act, to preside for all or part of that meeting.

6.2 Adjourned, Cancelled and Postponed Meetings

(a) Subject to the *Corporations Act*, the Chairperson:

- (i) may; and
- (ii) must, if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so, adjourn a general meeting to any day, time and place.

(b) No person other than the chairperson of a meeting may adjourn the meeting.

(c) The Society is only required to give notice of an adjourned meeting if the period of adjournment exceeds one month or such other time specified in the *Corporations Act* for that purpose.

(d) Only business left unfinished is to be transacted at a general meeting resumed after an adjournment.

(e) Subject to the *Corporations Act* and this Rule 6.2, the Directors may at any time postpone or cancel a general meeting by giving notice, of not less than five Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.

(f) A general meeting called under Rule 4 must not be cancelled or postponed by the Directors without the consent of the Members who requested the meeting.

- (g) A notice adjourning or postponing a general meeting must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

6.3 Number of Votes

- (a) Subject to the Constitution and any rights or restrictions attached to a class of Membership, on a show of hands or on a poll at a general meeting every Member present has one vote.
- (b) In the case of an equality of votes on a resolution at a general meeting, the chairperson of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the chairperson has in respect of that resolution.
- (c) A Member present at a general meeting is not entitled to vote on any resolution if any amount due and payable in respect of that person's Membership has not been paid.
- (d) A Member present at a general meeting is not entitled to vote on a resolution at that meeting where that vote is prohibited by the *Corporations Act* or an order of a Court of competent jurisdiction.
- (d) The Society must disregard any vote on a resolution purported to be cast by a Member present at a general meeting where that person is not entitled to vote on that resolution.
- (e) The authority of a proxy or attorney for a Member to speak or vote at a general meeting is suspended while the Member is present in person at that meeting.

6.4 Objections to qualification to vote

- (a) An objection to the qualification of any Member to vote at a general meeting may only be made:
 - (i) Before that meeting, to the Directors; or
 - (ii) At that meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting.
- (b) Any objection under Rule 6.4 must be decided by the Directors or the chairperson of the general meeting (as the case may be), whose decision, made in good faith, is final and conclusive.

6.5 Voting by Proxy at General Meetings

- (a) A Member may vote in person or by proxy.
- (b) An instrument appointing a proxy shall be in the form prescribed by the Directors from time to time.

- (c) An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or the adjourned meeting at which the person named in the instrument proposes to vote, at the registered office of the Society or at such other place in Tasmania as is specified for that purpose in the notice convening the meeting.

7. Poll at General Meetings

- 7.1** A poll may be demanded by the Chairperson or by at least five Members entitled to vote at the general meeting before or on the declaration of the result of the show of hands.
- 7.2** A demand for a poll may be withdrawn.
- 7.3** A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
- 7.4** If a poll is duly demanded, it shall be taken in such manner and (subject to Rule 7.3) either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

8. Councillors

- 8.1** The number of Councillors shall be determined by the Directors from time to time; provided, however, that such number shall not be less than the number of Councillors holding office at the time any such determination is made.
- 8.2** A Councillor must be a voting Member.
- 8.3** The Directors may, at any time, appoint any Member to be a Councillor, either to fill a casual vacancy or as an addition to the existing Councillors, but so that the total number of Councillors does not at any time exceed the number determined in accordance with these Rules, and for such term as the Directors determine.
- 8.4** All persons who at the Effective Date are Councillors shall continue to be Councillors, subject to Rules 10 and 11.

9. Remuneration of Councillors

Councillors shall not be paid remuneration but may, in accordance with the Society's policy, be paid travelling and other expenses properly incurred by them in connection with the business of the Society.

10. Removal of Councillors

The Directors may by resolution remove any Councillor before the expiration of such Councillor's period of office.

11. Councillors ceasing to hold office

11.1 Notwithstanding any other provision of these Rules, a Councillor ceases to hold office if that Councillor:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns by giving written notice to the Secretary;
- (c) without the consent of the Council, is absent from all meetings of the Council held during a period of twelve months;
- (d) without the consent of the Council, holds any other office of profit under the Society except that of Chief Executive Officer;
- (e) in the opinion of the Council, is for any reason unable or unfit to hold such office;
- (f) has served in the capacity of a Councillor for a three year term initially from the Effective Date and following on in three year periods there is not an unanimous resolution of the Directors to re-appoint that person for a further term; or
- (g) dies.

12. Life Councillors

12.1 The Directors may, at any time, appoint a Councillor as a Life Councillor in recognition of services rendered in promoting the objects for which the Society was established.

12.2 All Life Councillors are permanent members of the Council and are entitled to all the privileges of a Councillor. Life Councillors must be voting Members.

12.3 A Life Councillor ceases to hold office if that Life Councillor:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns by giving written notice to the Secretary;
- (c) in the opinion of the Council, is for any reason unable or unfit to hold such office; or
- (d) dies.

- 12.4** A person who prior to the Effective Date has been appointed a Life Councillor shall continue to be a Life Councillor, subject to Rule 12.

13. The Council

- 13.1** The Council consists of all Councillors.
- 13.2** The role of Council is to assist the Directors to conduct the business of the Society in particular the holding of the Royal Hobart Show and other shows and events set by the Society.
- 13.3** The Chairperson of the Directors (or, if the Chairperson is not willing to act, the Deputy Chairperson or failing this, a Councillor nominated in writing by the Chairperson) shall be the President of the Council.

14. Convening Meetings of Council

- 14.1** The President may convene a meeting of the Council at any time and shall convene at least 3 meetings of the Council in each calendar year. If requisitioned by five or more Councillors, the Secretary shall convene a meeting.
- 14.2** The Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as the Councillors think fit.
- 14.3** A Director is entitled to attend any meeting of the Council but is eligible to vote at such meeting only if the Director also is a Councillor.

15. Voting at Meeting of Council

- 15.1** Questions arising at a meeting of the Council shall be decided by a majority of votes of Councillors present and voting and any such decision shall for all purposes be deemed a decision of the Council. In the case of an equality of votes, the Chairperson of the meeting, in addition to a deliberative vote, has a casting vote. Decisions of the Council do not bind the Directors or the Society and are advisory only.

16. Quorum at Meeting of Council

At a meeting of the Council, the number of Councillors whose presence is necessary to constitute a quorum is such number as is determined by the Council, and, unless so determined, is ten.

17. Chairing Meeting of Council

The Chairperson shall be the chairperson of meetings of the Council and shall be termed the President of the Council, but if the President is not present within fifteen

minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be chairperson of the meeting. If the Vice President is not present or willing to act, the Councillors present shall elect one of their number to be chairperson of the meeting.

18. Directors

- 18.1** There will be nine Directors with the potential for two more Directors to be appointed at the determination of the Directors from time to time in accordance with this Rule.
- 18.2** The Directors shall be elected by voting members of the Society.
- 18.3** Directors must be voting members.
- 18.4** A Director must be at the time of appointment and throughout their term:
- (a) In respect to three Directors, a Councillor;
 - (b) In respect to six Directors a Member of the Society;
 - (c) Provided that in respect to the Director able to be appointed by the Directors under Rule 24.5, a person who becomes a member prior to taking up the appointment.
- 18.5** The management and control of the business and affairs of the Society are vested in the Directors, which in addition to the powers and authorities conferred upon it by this Constitution may exercise all powers and do all things as are within the capacity and power of the Society under the *Corporations Act*.

19. Retirement of Directors

- 19.1** At each annual general meeting one-third of all elected Directors shall retire from office.
- 19.2** Subject to Rule 20, the Directors to retire at an annual general meeting under Rule 19.1 are those who have been longest in office since their last election as Directors.

20. Power to appoint Directors

The Directors may at any time appoint any Member to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the number determined in accordance with these Rules. The Member appointed to fill a casual vacancy shall retain their position so long only as the vacating Director would have retained the same if no vacancy had occurred.

21. Chairperson and Deputy Chairperson

- 21.1** At the first Directors meeting following the AGM, the Directors shall elect one Director to act as Chairperson and one to act as Deputy Chairperson until the first Directors meeting following the next AGM, at which both are eligible for re-election.
- 21.2** The chairperson of the Directors will also be the President of the Council and the Deputy Chairperson of the Directors will be the Vice President of the Council. The board will elect both the Chairperson/President and the Deputy Chairperson/Vice President.
- 21.3** If the Chairperson is not present at any meeting of the Directors during the year, the Deputy Chairperson shall be chairperson of the meeting. If when any such meeting is held neither the Chairperson nor the Deputy Chairperson is present within fifteen minutes after the time appointed for the holding of the meeting or is willing to act, the Directors present shall elect one of their number to be chairperson of the meeting.
- 21.4** In the case of an equality of votes on a question arising at a Directors meeting, the Directors must make all reasonable attempts to avoid the deadlock. If there is still an equality of votes after all such reasonable attempts have been made, the chairperson of the meeting has a casting vote, in addition to any vote he or she has as a Director.

22. Remuneration of Directors

The Directors shall not be paid remuneration, but may, in accordance with the Society's policy, be paid travelling and other expenses properly incurred by them in connection with the business of the Society.

23. Directors ceasing to hold office

- 23.1** In addition to the circumstances by which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if the Director:
- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (b) resigns by giving written notice to the Secretary;
 - (c) is absent without the consent of the Directors from all meetings of the Directors held during a period of six months;
 - (d) without the consent of the Directors holds any other office of profit under the Society except that of Chief Executive Officer;
 - (e) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare such interest as required by the *Corporations Act*.

23.2 A Director shall not appoint a person to be an alternate Director in such Director's place.

24. Election of Directors

24.1 A retiring Director is eligible for election, and shall be deemed to have been nominated as a candidate for election as a Director unless such Director has given written notice to the contrary to the Secretary not later than the last date for the receipt of nominations.

24.2 Any other Member who is a candidate for election as a Director must be nominated by two other Members. Such nomination must:

- (a) be in writing;
- (b) include the full name and address of the candidate and the candidate's signed consent; and
- (c) be given to the Secretary not later than the last date for the receipt of nominations.

24.3 If the nominations for election as a Director do not exceed the vacancies when nominations close, each candidate shall, if eligible under these Rules and under the Corporations Act to hold office as a Director, be deemed to have been elected a Director from the date of the next annual general meeting.

24.4 If the nominations for election as a Director exceed the vacancies when nominations close, an election shall be held among the nominees who are eligible under these Rules and under the Corporations Act to hold office as a Director, following the procedure set out in Rule 25.

24.5 At the first Directors meeting following each AGM, the Directors may appoint not more than two more Directors and in doing so must take into account the desire to have a balance of skills and expertise amongst the Directors across a variety of fields, including but not limited to law, accounting, human resources and marketing. A Director appointed on this basis will be appointed on terms to be agreed by the Directors and will hold office until the conclusion of the first AGM following their appointment. Any Director appointed under this Rule may be re-appointed by the Directors.

25. Conduct of Election

25.1 Elections shall be held by postal ballot. The Secretary or another person nominated by the Directors shall act as returning officer. The returning officer shall send a ballot paper to each person or entity entitled to vote (in Rule 25 referred to as a **voter**), stating the time and the date when voting closes.

- 25.2** With each ballot paper the returning officer shall include a brief biography of each candidate not exceeding 150 words, and two envelopes; the smaller envelope marked 'Ballot Paper' and the larger envelope providing for authentication of the voter and addressed to the returning officer.
- 25.3** The accidental or inadvertent omission to send these papers to any voter shall not invalidate the ballot. Such papers may be sent to voters with other notices or communications from the Society.
- 25.4** The ballot paper shall list the candidates alphabetically, and identify those candidates who are retiring.
- 25.5** The voting system for the election of one candidate shall be the optional standard preferential system:
- (a) each voter need only indicate a preference for the candidate of the voter's first choice, but may mark a preference for all or some of the remaining candidates on the ballot paper;
 - (b) to be elected a candidate must poll an absolute majority (that is, more than one-half) of all formal votes remaining in the count at any stage;
 - (c) if, after all first preference votes have been counted, no candidate has obtained such absolute majority, the candidate with the fewest number of first preference votes is excluded, and that excluded candidate's second preference votes are then distributed to the remaining candidates;
 - (d) if after that exclusion no candidate has obtained such absolute majority, the next remaining candidate with the fewest votes is excluded and all of such candidate's votes (that is, first preference votes plus those votes received from the first excluded candidate) are distributed to the remaining candidates;
 - (e) the above process is continued until one candidate obtains such absolute majority and is elected;
 - (f) if at any exclusion the next available preference is for a previously excluded candidate, then that preference is disregarded and the vote is distributed to the continuing candidate for whom the next available preference is shown; and
 - (g) Whenever a ballot paper being distributed shows no preference for a continuing candidate that ballot paper is deemed to be exhausted, and no longer remains in the count.
- 25.6** The voting system for the election of two or more candidates shall be the optional multiple preferential system, to accomplish in one ballot the election of more than one candidate by a majority number of voters who cast formal votes:

- (a) each voter must mark a preference for at least the number of candidates to be elected (these preferences being called primary votes), but may mark a preference for all or some of the remaining candidates on the ballot paper (these preferences, if any, being called secondary votes);
- (b) primary votes have equal value and are credited to the candidate for whom they are cast, whatever number is marked up to the number of candidates to be elected;
- (c) secondary votes rank according to their numerical value;
- (d) the total number of primary votes for each candidate is counted and the candidate having the fewest number of primary votes is excluded from the count, and such candidate's preferences are distributed among the continuing candidates according to the first of the secondary votes expressed on each ballot paper;
- (e) when the distribution of those secondary votes has been completed and new progressive totals obtained for each remaining candidate, the candidate then having the fewest number of votes is next excluded, and such candidate's preferences distributed;
- (f) all the ballot papers for a candidate at the time of a candidate's exclusion are transferred to continuing candidates according to the next available preferences;
- (g) whenever a ballot paper being distributed shows no secondary vote for any continuing candidate, that ballot paper is deemed to be exhausted, and no longer remains in the count; and
- (h) this process of exclusions is continued until one more than the number of candidates to be elected remains in the count, when the lowest ranked of these continuing candidates is excluded and the remaining candidates are declared elected.

25.7 A ballot paper shall not be counted unless it is put in the smaller envelope, and the smaller envelope sealed and put in the larger envelope, marked with the voter's name permitting authentication, and put in the ballot box at the Society's registered office before the time and date specified. A ballot paper delivered or posted to the returning officer shall be put in the ballot box forthwith upon receipt by the returning officer.

25.8 The election shall close at the time and on the date set out on the ballot paper and a person elected shall hold office as a Director from the date of the next annual general meeting.

25.9 The validity of any vote shall be determined by the returning officer, whose decision shall be final.

25.10 If two or more candidates receive an equal number of votes the candidate elected shall be elected by lot.

26. Powers of Directors

26.1 Subject to the *Corporations Act* and to any other provision of these Rules, the business of the Society shall be managed by the Directors, which may exercise all such powers of the Society as are not, by the *Corporations Act* or by these Rules, required to be exercised by the Society in a duly called and constituted meeting.

26.2 Without limiting the generality of Rule 18, the Directors may exercise all the powers of the Society to borrow money, to charge any property or business of the Society, or give any other security for a debt, liability or obligation of the Society or of any other person or body corporate.

26.3 The Directors may, by power of attorney, appoint any person or body corporate to be the attorney or attorneys of the Society for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit, and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

26.4 All cheques, promissory notes, bank drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors determine.

27. Directors' meetings

27.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

27.2 The Directors may meet either in person or by telephone or by other means of communication by which all persons participating at the meeting are able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place determined by the Directors attending the meeting, if at least one of the Directors present was at that place for the duration of the meeting.

27.3 A Director may at any time, and the Secretary shall on the requisition of a Director, convene a meeting of the Directors.

28. Voting at Directors' meetings

- 28.1** Subject to these Rules, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed to be a decision of the Directors. In the case of an equality of votes, the Chairperson of the meeting, in addition to a deliberative vote has a casting vote.
- 28.2** A Director who has an interest in a matter that relates to the affairs of the Society must give the other Directors notice of his or her interest.
- 28.3** A notice of interest given by a Director must:
- (a) give details of the nature and extent of the Director's interest;
 - (b) be given at a Directors' meeting as soon as practicable after the Director becomes aware of his or her interest in the matter; and
 - (c) be recorded in the minutes of the Directors' meeting at which the notice is given.
- 28.4** Except to the extent that a Director is constrained by the Corporations Act, a Director may be present at a meeting of the Directors whilst a matter in which the Director has an interest is being considered, and may vote in respect of that matter.
- 28.5** All acts done at any meeting of the Directors or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Society (as the case may be).

29. Quorum at Directors' meetings

- 29.1** At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is such number as is determined by the Directors and, unless so determined, is five.
- 29.2** In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or of convening a general meeting of the Society.

30. Directors Dealings with the Society

30.1 Directors may contract with the Society

A Director is not disqualified by the office of Director from contracting or entering into any arrangement with the Society either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Society by a Director nor any contract or arrangement entered into by or on behalf of the Society in which a Director is in any way interested may be avoided for that reason. A Director is not liable to account to the Society for any profit realised by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.

30.2 Disclosure of interests

A Director who is in any way, directly or indirectly:

- (a) interested in a contract or proposed contract or arrangement or dealing with the Society; or
- (b) associated as a member, officer or in any way whatsoever with any person, organisation or entity which may benefit from a decision of the Society,

must disclose the nature of that interest to the Directors and is not eligible to vote on any resolution relating to the benefit to be given.

30.3 Seal

A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal to any document evidencing or otherwise connected with the contract or arrangement.

31. Directors Holding Other Offices

31.1 Director may hold other office

A Director may hold any other office or position under the Society (except that of auditor) in conjunction with the office of Director, on terms and at a remuneration that the Directors approve.

31.2 Office in other corporations

A Director may be or become a Director of or hold any other office or position under any corporation promoted by the Society, or in which it may be interested, whether as a vendor or member or otherwise, and the Director is not accountable for any benefits received as a Director or member of or holder of any other office or position under that corporation.

31.3 Exercise of voting power in other corporations

The Directors may exercise the voting power conferred by the shares in any corporation held or owned by the Society as the Directors think fit (including the exercise of the voting power in favour of any resolution appointing the Directors or any of the Directors of that corporation or voting or providing for the payment of

remuneration to the Directors of that corporation) and a Director may vote in favour of the exercise of those voting rights notwithstanding that the Director is, or may be about to be appointed, a Director of that other corporation and may be interested in the exercise of those voting rights.

32. Chief Executive Officer

- 32.1** The Directors may appoint a person as Chief Executive Officer (CEO) on terms to be agreed by the Directors.
- 32.2** Subject to Rule 32.3, the CEO is to attend all Directors meetings, general meetings of Members and any other meetings the Directors determine from time to time.
- 32.3** Unless the Directors determine otherwise, the CEO must excuse themselves from any part of a Directors or general meeting which is directly concerned with the performance and/or terms of employment of the CEO.

33. Transitional Rules

Rules 18 and 19 are, where applicable, subject to the transitional rules set out in Appendix A (transitional rules). The transitional rules prevail to the extent of any inconsistency.

34. Committees

- 34.1** The Directors may delegate any of their powers or functions to a committee or committees (including show event committees) consisting of such of their number or of such other persons, or any combination of such of their number and such other persons, as the Directors think fit. The Directors may appoint the chairperson of any such committee.
- 34.2** A committee to which any powers or functions have been so delegated shall exercise the powers or functions delegated in accordance with any direction of the Directors, and a power or function so exercised shall be deemed to have been exercised by the Directors. A committee shall report to the Directors on a timely basis as required by the Directors.
- 34.3** Subject to any direction of the Directors, the meetings and proceedings of any such committee are to be governed by the provisions of these Rules for regulating the meetings and proceedings of the Directors, so far as they are applicable.

35. Disciplinary and appeal committees

35.1 At the first Directors Meeting after the annual general meeting each year the Directors must appoint:

- (a) a disciplinary committee of three persons (consisting of Directors or Councillors other than the Chairperson and the Deputy Chairperson) to consider possible breaches of the Society's Rules or conduct unbecoming or prejudicial to the interests or inconsistent with the objects of the Society;
- (b) an appeal committee of the Chairperson, the Deputy Chairperson and two other persons (such other persons being Directors or Councillors who are not members of the disciplinary committee) to hear any appeal from the decision of the disciplinary committee;
- (c) two Directors or Councillors not members of any of these committees, each of whom would be available to serve as a member of one of these committees if a vacancy arose in relation to a particular hearing.

36. Disciplinary Procedures

36.1 Without prejudice to Rule 3.1(d), if a Member fails to comply with any provision of the Society's Constitution, or may be guilty of any conduct unbecoming of a Member or prejudicial to the interests of or inconsistent with the objects of the Society, the provisions of Rules 36.2 through 38.2 shall apply.

36.2 Save as provided in Rules 36.6 through 36.8, unless the provisions of this Rule 36 have been complied with, a Member may not be suspended or expelled.

36.3 Where the Directors are of the opinion that there may be circumstances existing which warrant the suspension or expulsion of a Member, the Directors shall refer the matter to the disciplinary committee. The disciplinary committee shall investigate the circumstances, and, if it sees fit after a hearing, suspend or expel the Member on such terms as it may decide.

36.4 Notice must be given to such Member stating that a matter has occurred in respect of which the disciplinary committee has the powers of suspension and exclusion, and specifying the date, time and place at which the matter will be considered by the disciplinary committee. Such notice must specify the particular allegations in the matter and the surrounding facts and circumstances as they are known to the Directors and the disciplinary committee; must be accompanied by a copy of any material that is in possession of the Directors and that may be considered by the disciplinary committee at such meeting; and must be accompanied by a copy of this Rule 36.

- 36.5** Unless the Member consents to shorter notice, the minimum length of notice under Rule 36.4 is 18 days, being the earliest date for the disciplinary committee's meeting after the notice is served or is deemed to have been served.
- 36.6** A Member to whom a notice has been given under Rule 36.4 must notify the Secretary not later than the commencement of the disciplinary committee's meeting whether the Member wishes to do any or all of the following before the committee, namely to appear personally; or to be represented; or to call witnesses; or to place before the committee any written material.
- 36.7** If the Member does not comply with Rule 36.6, or if the notice although given in accordance with these Rules is not received by the Member, the disciplinary committee may nevertheless exercise its powers of suspension or expulsion.
- 36.8** If a notice given in accordance with these Rules is not received by the Member, subsequent to the disciplinary committee's decision the Member (or, if expelled, the former Member) may require a rehearing by the disciplinary committee.
- 36.9** Without limiting Rule 36.3, a suspension under Rule 36.7 may be until a specified date or until conditions imposed by the disciplinary committee have been complied with by the Member.

37. Appeal from decision of disciplinary committee

- 37.1** A decision of the disciplinary committee cannot be questioned or challenged except by appeal to the appeal committee or the final appeal committee.
- 37.2** A decision of the appeal committee cannot be questioned or challenged except by appeal to the final appeal committee.
- 37.3** Where a Member has been suspended or expelled by the disciplinary committee and within fourteen days after receiving notice of the decision such Member (or, if expelled, such former Member) (in this Rule 37 referred to as the Appellant) gives written notice to the Chairperson appealing the decision of the disciplinary committee, the Directors shall refer the matter to the appeal committee.
- 37.4** Where a matter is referred to the appeal committee the appeal shall be heard as soon as practicable, and the Appellant shall be given prompt notice specifying the date, time and place at which the matter will be considered by the appeal committee.
- 37.5** Where an Appellant within fourteen days after receiving notice of the decision of the appeal committee gives notice in writing to the Chairperson appealing the decision of the appeal committee, the Directors shall refer the matter to the final appeal committee.
- 37.6** Where a matter is referred to the final appeal committee the final appeal shall be heard as soon as practicable, and the Appellant shall be given prompt notice

specifying the date, time and place at which the matter will be considered by the final appeal committee.

37.7 The appeal committee and the final appeal committee respectively shall hear any appeal and final appeal, and shall give the Appellant the opportunity to do any or all of the following before the committee: to appear personally, to be represented, or to place before the committee any written material.

37.8 The appeal committee and the final appeal committee respectively shall give the Appellant reasons for the committee's decision.

38. Disciplinary procedures to be final

38.1 These Rules having established an adequate appeal system, it is a fundamental basis of membership of the Society that all aspects of the hearing by, and all decisions of, the disciplinary committee, the appeal committee and the final appeal committee cannot be questioned, challenged or otherwise brought before any court or tribunal whether by application, appeal, declaratory order, defamation proceedings, injunction, judicial review, motion, petition, writ, or any other form of question or challenge whatsoever on any ground whatsoever.

38.2 The quorum for any meeting of the disciplinary committee, the appeal committee or the final appeal committee is three in each case.

39. Secretary

39.1 Appointment

A Secretary must be appointed by the Directors for the term, at the remuneration and on the conditions that they think fit, and any Secretary so appointed by the Directors may be removed by the Directors.

39.2 Role

The Secretary shall be responsible for keeping the records of the deliberations of the Directors and shall keep full and accurate records of all decisions taken at any meeting of the Directors.

40. Minutes

The Secretary must keep minutes of the resolutions and proceedings of each general meeting, each meeting of the Council, each meeting of the Directors and each Committee meeting, together with a record of the names of persons present at meetings of the Council, meetings of the Directors and Committee meetings.

41. Accounts and Audit

41.1 Accounts

The Directors must ensure that adequate and correct accounts of the financial transactions of the Society are kept.

41.2 Auditor

A properly qualified auditor will be appointed by the Society to audit the accounts. The remuneration of the auditor appointed should be fixed and duties regulated in accordance with the *Corporations Act*.

42. The Common Seal

42.1 The Seal

The Society may from time to time exercise the powers conferred by the Act in relation to official seals and those powers are vested in the Directors.

42.2 Safe custody and affixation

The Directors are to provide for the safe custody of the Seal, which should only be used with its authority. Every instrument to which the Seal is affixed is to be signed by a Director and countersigned by the Secretary or by a second Director or by another person appointed by the Directors for the purpose.

43. Indemnity

43.1 Indemnity of officers

To the extent permitted by law, the Society indemnifies every Director, Secretary and other officer of the Society out of the assets of the Society against any liability incurred by that person in his or her capacity as an officer of the Society to a person other than the Society or a related body corporate of the Society unless the liability arises out of conduct on the part of the officer which involves a lack of good faith.

43.2 General indemnity

The Society indemnifies every Director, auditor, Secretary and other officer for the time being of the Society out of the assets of the Society against any liability incurred by the person in his or her capacity as officer or auditor of the Society:

- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or
- (b) in connection with any application, in relation to such proceedings, in which a court grants relief to the person.

43.3 Where the Directors consider it appropriate to do so, the Society may:

- (a) pay amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer against any liability incurred by the officer in or arising out of the conduct of the business of the Society or in or arising out of the discharge of the duties of the officer; and
- (b) bind itself in any contract or deed with any officer of the Society to make the payments.

44. By-Laws, Rules and Regulations

The Directors have the power from time to time to make such by-laws, rules and regulations not inconsistent with this Constitution as the Society in the opinion of the Directors deems are necessary and desirable for the proper control, administration and management of the Society's operations, finances, affairs, interests, effects and property and the duties obligations and responsibilities of the Members and to amend or rescind from time to time any such by-laws, rules or regulations.

45. Notices

- 45.1** A notice may be given by the Society to any Member or any Councillor either by serving it on such Member or Councillor personally; or by posting it to such Member or Councillor at the address shown in the register of Members or the address supplied for the giving of notices; or by transmitting it to such Member or Councillor at the facsimile number supplied for the giving of notices.
- 45.2** Any notice sent by post is taken to have been served at the expiration of 24 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member or Councillor personally or left at the Member's or Councillor's registered address or supplied address for giving of notices is taken to have been served when delivered. Any notice served on a Member or Councillor by facsimile transmission is taken to have been served when the transmission is sent.
- 45.3** Notice of every general meeting shall be given in a manner authorised by Rule 45.1 to every Member and the auditor for the time being of the Society. No other person is entitled to receive notices of general meetings.
- 45.4** Notice of every Council meeting shall be given in a manner authorised by Rule 45.1 to every Councillor and Director. No other person is entitled to receive notices of Council meetings.

45.5 Notwithstanding anything before referred to in this Rule. All forms of electronic communication authorised under the *Corporations Act* are taken to be accepted under this Constitution as being valid communication for the purpose of giving notice.

Appendix A - Transitional Rules (Rule 33)

Operation of Rule 19

Rule 19 is, where applicable, subject to the transitional rules set out in this Appendix. The transitional rules prevail to the extent of any inconsistency.

Directors shall be elected for a three year term but in respect to the years 2010, 2011 and 2012 only one third of the Directors positions shall be declared vacant annually and be subject to the election process set out in Rule 19. The determination of which Director positions shall become vacant shall be determined by agreement of the Directors or failing agreement, by ballot of the Directors. This determination shall be made by the Directors prior to the date upon which there is a call for nominations for appointment to the Directors in the three years specified.

Directors

The Directors of the Society immediately prior to the date of adoption of this Constitution will continue in those roles until the conclusion of the first AGM following the date of adoption of this Constitution. Subject to these transitional rules, such Directors are eligible for re-election.

Appendix B – By-Laws

By-Law adopted at the Board meeting of 15 May 2013.

1. The Directors may appoint any other Director to fulfill the role of Chairperson of Council, meaning that that Director shall be the chairperson of meetings of the Council.
The Chairperson of Directors remains the President of Council.