



Constitution

I hereby certify that this constitution was duly passed by special resolution of the members at the Annual General Meeting held on 8th March 2022 calling in accordance with the rules and the requirements of the Associations Incorporation Act 2015.

Daryl Dawes
President

Revision	Date	Description
A	27/03/2020	DRAFT – Constitution updated to reflect current legislation.
B		DRAFT 3 – Constitution updated to reflect current legislation.
C	24 Feb 2021	DRAFT 3 – Constitution updated to reflect current legislation, add electronic meetings
D	25 Feb 2021	DRAFT 4 – updated Table of Contents
E	3 March 2021	DRAFT 5 – changes to Committees
F	20 October 2021	DRAFT 6 – Updated ready for adoption at Council
G	27 January 2022	DRAFT 7 – Updated ready for adoption at Council
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1. NAME OF THE SOCIETY

The name of the incorporated association is Kelmscott Agricultural Society Inc. (**Society**).

2. DEFINITIONS AND INTERPRETATIONS

In this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 2015* (WA).

AGM or **Annual General Meeting** means the annual General Meeting of the Society required to be held by the Society in each calendar year.

Annual Subscription means the annual fees payable by each category of Member as determined by the Council under **clause 7(a)**.

By-Laws mean a by-law made under **clause 24.1**.

Committee means a committee established by the Council under **clause 17**.

Commissioner has the same meaning as that given to it in the Act.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Council means the duly elected President and Members of the Council of Management of the Society.

Council Meetings means duly convened meetings of the elected Council of Management Members.

Financial Year means the year commencing 1st January in any calendar year.

General Meeting means a general meeting of Members and includes the AGM and any Special General Meeting.

Individual Member means a registered, financial Member of the Society who is at least 17 years of age as at 1st January.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos, or films) or service marks relating to the Society or any activity of or conducted, promoted, or administered by the Society.

Junior Member means a registered Member of the Society who is younger than 17 years of age as at 1st January.

Life Member means a Member admitted to the Society under **clause 6.3**.

Member means a member of the Society under **clause 6**.

Objects mean the objects of the Society in **clause 3**.

Officer has the same meaning as that given to it in the Act.

RASWA means Royal Agricultural Society of Western Australia incorporated.

Register means the register of Members kept in accordance with **clause 8.1**.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution has the same meaning as that given to it in the Act. A three-fourths majority vote is needed to pass a Special Resolution.

Standing Orders assist with the management and conduct of meetings.

Voting Member means those Members of the Society entitled to vote in General Meeting as set out under **clause 6.2**.

3. OBJECTS

The Objects of the Society shall be:

- (a) Primarily to conduct the annual Kelmscott Agricultural Show, in the holding of Competitive Exhibitions and Events. This may include the display of cattle, goats, poultry, pigeons, other livestock as may be determined; Horticultural and Agricultural Produce of all kinds together with such Subjects of Manufacture, Product of the Arts as may be determined;
- (b) To promote the advancement of Kelmscott, the City of Armadale, and surrounding Districts;
- (c) To promote such other objects of community interests as may encourage the involvement in social, cultural and recreational activities of the District;
- (d) To provide a venue where local recreational and interest groups can promote their activities and to raise funds.

4. INCOME AND PROPERTY OF THE SOCIETY

4.1 Sole Purpose

The income and property of the Society must be applied solely towards the promotion of the Objects of the Society.

4.2 Payments to Members

No part of the income or property of the Society may be paid or otherwise distributed, directly or indirectly, to any Member except for payments to a Member in good faith in the promotion of the Objects as follows:

- (a) as set out in an Honorarium Policy for reimbursement of estimated costs for each role; or

- (b) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Society; or
- (c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (d) of reasonable rent for premises let by them to the Society.

4.3 Sale of Property

No real property belonging to the Society shall be sold, except by the authority of a majority of members present at an Annual General Meeting or a Special General Meeting called for the purpose.

4.4 Society's Assets

All assets, which may now exist, or from time to time be acquired by the Society, shall be vested in the name of the Society.

5. STATUS AND COMPLIANCE OF THE SOCIETY

5.1 Affiliation

To establish relations with Societies of a similar character by way of affiliation to RASWA.

5.2 Royal Agricultural Society of Western Australia

The Society must not resign, disaffiliate, or otherwise seek to withdraw from RASWA.

5.3 Amendment of the Constitution

No addition, alteration or amendment shall be made to this Constitution unless:

- (a) The Council first pass a resolution recommending the alteration and a Special Resolution is then passed at the AGM; or
- (b) A Special General Meeting called for the purpose in which a Special Resolution is then passed.

6. MEMBERSHIP

6.1 Minimum number of Members

The Society must have at least 10 Voting Members.

6.2 Categories of Members

The Members of the Society shall consist of:

- (a) **Ordinary Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings. Ordinary Members shall have privileged entry to the Kelmscott Agricultural Show for the member and a guest;

- (b) **Junior Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and debate but not vote at General Meetings. Junior Members shall have privileged entry to the Kelmscott Agricultural Show for the member; and
- (c) **Life Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings. Life Members shall have privileged entry to the Kelmscott Agricultural Show for the member and a guest; and
- (d) **Affiliate Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and debate but not vote at General Meetings. Affiliate Members shall have privileged entry to the Kelmscott Agricultural Show for the member and a guest.

6.3 Life Members

- (a) The Council may recommend to the Annual General Meeting that any member be appointed as a Life Member.
- (b) The nomination for Life Membership shall:
 - (i) be restricted to a person who has a minimum of 10 years membership; and
 - (ii) who has rendered distinguished service to the Society; and
 - (iii) be proposed in writing by at least two members of the Council.
- (c) The nomination must be received by the Secretary at least 8 weeks prior to the Annual General Meeting.
- (d) A secret ballot of Members will be conducted by the Secretary and overseen by the President at least 21 days prior to the Annual General Meeting. 75% of votes received must be in favour of the Life Membership in order for the Life Membership to be conferred.
- (e) If the secret ballot is successful, the result of the ballot will be announced to the Annual General Meeting to confer Life Membership (subject to **clause 6.3(f)**).
- (f) A person must accept or reject the Society's resolution to confer Life Membership. Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (g) At the time of adoption of this Constitution, the Life Members of the Society shall be those persons currently recognised by the Society as Life Members.

6.4 Application for Membership

- (a) Any Person by giving their name and address and by payment of the annual subscription fee, may apply for Ordinary or Junior Membership and be duly constituted a Member and have all the rights and privileges of Membership.

- (b) Any Firm or Company may nominate a representative to apply for Ordinary Membership and be duly constituted a Member and have all the rights and privileges of membership.
- (c) Subject to this Constitution or any procedures set by the Council from time to time, an application for membership as a Member, except as a Life Member which is governed by **clause 6.3**, must be:
 - (i) proposed by a Society Member;
 - (ii) in writing on the form prescribed from time to time by the Council, which is signed by both the Society Member mentioned in (i) and the applicant;
 - (iii) lodged with the Society; and
 - (iv) accompanied by the appropriate fee (if any).

6.5 Discretion to Accept or Reject Application

- (a) The Council shall consider applications for membership at the next Council meeting.
- (b) The Council may accept or reject an application, irrespective of whether:
 - (i) the applicant is a new applicant making an application under **clause 6.4**; or
 - (ii) the applicant has complied with the requirements in **clause 6.4** or not.
- (c) The Council is not required or compelled to provide any reason for such acceptance or rejection.
- (d) Where the Council accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Council. The Register shall be amended accordingly as soon as practicable.
- (e) Where the Council rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Society.
- (f) There is no right of appeal where the Council rejects an application for membership.

6.6 Renewal of Membership

- (a) Membership of the Society (other than Life Membership) expires annually at the end of the financial year.
- (b) Members (other than Life Members) must reapply for membership of the Society in accordance with the procedures set down by the Council from time to time.
- (c) The Council may accept or reject a reapplication for membership in accordance with **clause 6.5**.
- (d) Upon reapplication a Member must provide details of any change in their personal details, and any other information reasonably required by the Council.

- (e) A Member who has failed to reapply for membership or fails to make payment of the annual membership fee within 3 months after the due date, ceases on the expiry of that period to be a member of the society. The Council shall review the list of members with overdue annual membership fees at the next Council meeting and approve any extension of due dates for extenuating circumstances.
- (f) Subject to sub-rule (e), any members who shall be three months in arrears in payment of their annual membership fee shall not be entitled to hold, or continue to hold any Office in the Society, or to any privileges of membership.
- (g) A Member who has failed to reapply for membership or fails to make payment on or before the due date, will become a non-financial member without voting rights and not entitled to hold any Office in the Society (see **Standing Order 37**)

6.7 General

- (a) No Member whose membership ceases has any claim against the Society or the Council for damages or otherwise arising from cessation or termination of membership.
- (b) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (c) Members must treat all staff, contractors and representatives of the Society and all other Members with respect and courtesy at all times.
- (d) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Society.

7. FEES AND SUBSCRIPTIONS

- (a) The Council must determine from time to time (ordinarily at the November Council meeting):
 - (i) the amount payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members; and
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature.
- (b) The Council is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Society, including but not limited to the right to vote at General Meetings.

8. REGISTERS

8.1 Society to Keep Register

The Society shall keep and maintain a Register in accordance with the Act in which shall be entered (as a minimum):

- (a) the full name, one or more of the residential or postal or email address, category of membership, and date of entry of each Member including Life Members;
- (b) the full name, one or more of the residential or postal or email address and date of entry to office of each member of the Council of Management, person who is authorised to use the common seal of the Society and any person appointed to act as trustee on behalf of the Society; and
- (c) where applicable, the date of termination of membership of any Member.

Members and any person referenced in this **clause 8.1** shall provide notice of any change and required details to the Society within 28 days of such change.

8.2 Inspection of Register

- (a) Having regard to the Act and subject to this **clause 8.2**, the Register shall be available for inspection and copying by Members, upon reasonable request to the Council. A Member may also in writing request the Council provide the Member with a copy of the Register.
- (b) Where a Member wishes to copy, or wishes to receive a copy, of the Register, the Member must first provide to the Council a statutory declaration setting out the purpose for which the copy is required and declaring the purpose is connected with the affairs of the Society.
- (c) Subject to the Act, the Council may determine a reasonable charge for the cost of complying with a request under **clause 8.2(a)**.

8.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Council may use the Register to further the Objects, in such manner as the Council considers appropriate; and
- (b) a Member must only use or disclose information in the Register for a purpose that is directly connected with the affairs of the Society or that is related to the administration of the Act.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

Any Member who has paid all monies due and payable to the Society may resign from the Society by giving thirty days' notice in writing to the Council of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

9.2 Expiration of Notice Period

Upon the expiration of a notice given under **clause 9.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

9.3 Resignation by Failure to Pay Subscription

- (a) Subject to **clause 6.6**, a Member is taken to have resigned if:
 - (i) the Member's Annual Membership Fee is outstanding in accordance with **Clause 6.6(e)** or
 - (ii) if no Annual Membership Fee is payable:
 - (a) the Council has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (b) the Member has not, within one month after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Council for the failure to pay subscription or reason for not responding to a request, the Council shall have the power to restore the Membership upon payment of the amount due (if any).

9.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Society and its property.

9.5 Return of Property

A Member who is deemed to no longer be a member of the Society must return all property of the Society.

10. DISCIPLINE OF MEMBERS

10.1 Establishing a Disciplinary Committee

Where the Executive Committee is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused, or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Council or any duly authorised Committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Society, or another Member; or
- (c) brought themselves, another Member, or the Society into disrepute,

the Executive Committee may establish a disciplinary Committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

10.2 Provisional Suspension

- (a) Upon establishing a disciplinary Committee in accordance with **clause 10.1** the Executive Committee may provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary Committee makes a finding.
- (b) The disciplinary Committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

10.3 Disciplinary Committee Members

The members of the disciplinary Committee:

- (a) must include 3 members;
- (b) must include at least 1 member of the Executive Committee;
- (c) may be Council Members or anyone else appointed by the Executive Committee; but
- (d) must not be biased against, or in favour of, the Member concerned.

10.4 Notice of Alleged Breach

- (a) Where a disciplinary Committee is established the Society shall serve on the Member not earlier than 14 days and not later than 28 days before the Disciplinary Hearing is to be held, a notice in writing:
 - (i) setting out the alleged breach of the Member and the grounds on which it is based;
 - (ii) stating that the Member may address the disciplinary Committee at the Disciplinary Hearing;
 - (iii) stating the date, place, and time of that Disciplinary Hearing; and
 - (iv) informing the Member that he or she may do one or more of the following:
 - (a) attend that Disciplinary Hearing; and

- (b) give the disciplinary Committee prior to or at that meeting a written statement regarding the alleged breach.

10.5 Determination of Disciplinary Committee

- (a) The disciplinary Committee shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:
 - (i) the Member has the opportunity to be heard and to call witnesses; and
 - (ii) due consideration is given to any written statement submitted by the Member or a witness,before determining whether the alleged breach occurred.
- (b) The disciplinary Committee must review all facts and testimony to determine by majority vote if there was a breach. A report shall be drafted by the disciplinary Committee which details the facts and makes a recommendation on what penalty (if any) shall be given to the Member.
- (c) The report is to be presented to the Executive Committee for review and approval. The Executive Committee must give notice (of the breach and the penalty imposed) to the Council at the next Council Meeting.
- (d) The penalties able to be given to the Member by the disciplinary Committee include:
 - (i) expel a Member from the Society; or
 - (ii) suspend a Member from membership of the Society or accessing certain privileges of membership for a specified period; or
 - (iii) impose such other penalty, action or educative process.

10.6 Appeal

- (a) Subject to **clause 10.6(b)**, an appeal tribunal may be appointed by the Council to hear and adjudicate on any appeal lodged by a Member against the decision of the Disciplinary Committee.
- (b) An appeal may only be lodged by a party directly affected by a decision and where such an appeal is based on the ground that new information or evidence can be presented that was not available at the time of the original decision being appealed against.

10.7 Appeal Tribunal

- (a) The Council will appoint an appeal tribunal to determine an appeal lodged in accordance with the provisions of **clause 10.6**. The composition of an appeal tribunal shall be:
 - (i) an individual with legal training or experience in dispute resolution; or

- (ii) a panel of 3 persons deemed suitable by the Council including a chair appointed with legal training or experience in dispute resolution.
- (b) No member of the appeal tribunal under **clauses 10.7(a)** may have been a party to or directly interested in the decision under appeal or the original matter brought for determination.

10.8 Appeals Process

- (a) A request for an appeal against a decision of the disciplinary committee must be forwarded to the Council in writing within 7 calendar days of the relevant party being given notice of the Disciplinary Committee decision.
- (b) The lodgement of appeal must be accompanied by payment of an appeal fee as determined by the Council. The fee shall be fully refundable if the appeal is successful.
- (c) The Council shall determine at the next Council meeting whether the appeal falls within the grounds for appeal under **clause 10.6(b)**. If satisfied, an appeal tribunal will be appointed within 7 days of the Council meeting.
- (d) The appeal tribunal will schedule a date and venue for a hearing as soon as possible and no later than 21 days after the Council meeting.
- (e) If, as the circumstances may be, all parties are unable to be present at an appeal hearing, they may participate by teleconference or other medium as determined appropriate at the discretion of the appeal tribunal.
- (f) The parties will be advised of the grounds for appeal and invited to lodge written submissions which must be received no later than 2 business days prior to the scheduled appeal hearing. All written submissions will be distributed to all parties and the appeal tribunal in a timely manner prior to the hearing.
- (g) The appeal tribunal will consider the appeal in accordance with the principles of a natural justice as broadly outlined in **clause 10.5**.
- (h) The appeal tribunal may adjourn a hearing to obtain further information or evidence.
- (i) At the conclusion of the hearing the appeal tribunal shall:
 - (i) uphold the appeal and rescind the original decision; or
 - (ii) dismiss the appeal; or
 - (iii) dismiss the appeal and review the penalty within the provisions of **clause 10.5(d)**.
- (j) The decision of the appeal tribunal shall be final.
- (k) The appeal tribunal must forward to the Executive Committee and Council a written report outlining their determination of the matter.

11. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Society.
- (b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to communicate with each other clearly and simultaneously) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to the Western Australian Dispute Resolution Association (or such other similar body in circumstances where the Western Australian Dispute Resolution Association is no longer in existence) for resolution.
- (d) The Council may prescribe additional grievance procedures in By-Laws consistent with this clause.

12. GENERAL MEETINGS

12.1 Annual General Meeting

Annual General Meetings of the Society are to be held:

- (a) according to the Act, including at least once in each calendar year;
- (b) within 3 months of the end of financial year unless an exemption is provided by the Commissioner; and
- (c) otherwise as determined by the President (including date and venue).

The business to be transacted at the AGM shall be:

- (a) to receive and confirm minutes of the previous AGM;
- (b) to receive the President's Report;
- (c) consideration of the Annual Report and audited yearly statement of accounts covering the twelve months ending 31st December;
- (d) the election of the Executive Committee, Councillors and Auditor;
- (e) conferring of Life Membership (if applicable);
- (f) to consider items of Special Business for which notice of motion has been given to the Secretary at least 7 days before the date fixed for the meeting; and

- (g) attend to any other business for which the Council is competent to consider.

12.2 Power to Convene General Meeting

- (a) The President may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) The Honorary Secretary must on the requisition in writing of at least 20% of the Voting Members convene a General Meeting.
- (c) The Honorary Secretary must on the requisition in writing of at least 6 Members of the Council convene a General Meeting.

12.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members and the auditor of the Society; and
 - (ii) in accordance with **clause 27** and the Act.
- (b) At least 21 days prior to the proposed date of the AGM, the Council will request from Voting Members notices of motions, which must be received no less than 7 days prior to the AGM.
- (c) At least 7 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

12.4 No Other Business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

12.5 Cancellation or Postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the President they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members according to the Act;
- (b) the President at the request of Members;

- (c) the President at the request of the Department of Public Service; or
- (d) a Court

Where a postponement is required due to extenuating circumstances but falls into **Clause 12.5(a-d)**, the Executive Committee must seek written approval from the Commissioner to delay the General Meeting.

12.6 Written Notice of Cancellation or Postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

12.7 Contents of Notice Postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

12.8 Number of Clear Days for Postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 12.6**.

12.9 Business at Postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

12.10 Non-receipt of Notice

The non-receipt of a notice convening, cancelling, or postponing a General Meeting by, or the accidental omission to give a notice of that kind to a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

12.11 No Proxy Voting

Proxy voting is not permitted at General Meetings of the Society.

12.12 Postal Voting

Postal voting or voting by electronic communication at General Meetings of the Society may be permitted from time to time in such instances as the Executive Committee may determine and shall be conducted in accordance with procedures prescribed by the Executive Committee.

13. PROCEEDINGS AT GENERAL MEETING

13.1 Number for a Quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 10 of Voting Members.

13.2 Requirement for a Quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General Meeting.

13.3 Quorum and Time – Special General Meetings

If, within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

13.4 Quorum and Time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the chair determines.
- (b) Where an AGM has been adjourned under **clause 13.4(a)**, such Voting Members as are represented by their appointed, authorised representative on the adjourned date shall constitute a quorum.

13.5 Chair to Preside Over General Meetings

- (a) The President is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - (i) Senior Vice President;
 - (ii) Junior Vice President;
 - (iii) a Council Member chosen by a majority of the Voting Members present; or

- (iv) a Voting Member chosen by a majority of the Voting Members present.

13.6 Conduct of General Meetings

- (a) The Chair of a General Meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the *Corporations Act 2001* (Cth), terminate discussion or debate on any matter whenever he or she consider it necessary or desirable for the proper conduct of the meeting.
 - (iv) must conduct the meeting in accordance with the Standing Orders.
- (b) A decision by the chair under this clause **13.6** is final unless a motion is moved, seconded, and carried that the Chair's ruling be disagreed with. The mover may briefly speak in support of the motion and the Chair explains why the ruling was given. The Chair takes the vote.

13.7 Adjournment of General Meeting

- (a) The chair may with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

13.8 Notice of Adjourned Meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

13.9 Questions Decided by Majority

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

13.10 Equality of Votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the chair does not have a casting vote where voting is equal.

13.11 Declaration of Results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded, and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Society, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

13.12 Poll

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001* (Cth) or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 14**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

13.13 Objection to Voting Qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

13.14 Chair to Determine any Poll Dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made in good faith is final.

13.15 Minutes

- (a) The Council must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) the financial statements submitted to the Members in accordance with the Act; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

14. VOTES OF MEMBERS

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

15. COUNCIL OF MANAGEMENT

15.1 Composition of the Council of Management

The Council of Management shall consist of:

- (a) President;
- (b) Senior Vice President;
- (c) Junior Vice President;
- (d) Honorary Secretary;
- (e) Treasurer; and

Other Members who have been elected on to the Council of Management in accordance with **clause 20**.

15.2 Remuneration of Council of Management

A member of the Council of Management must not be paid for services but, with the approval of the Council and subject to the Act, may be:

- (a) where approved by resolution of the General Meeting, paid by the Society for services rendered to it other than as an Council of Management member; and

- (b) reimbursed by the Society for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Council of Management, a Committee or the Society; or
 - (ii) otherwise engaged on the affairs of the Society.

15.3 Powers of the Council of Management

The Council shall have control of the income and expenditure of the funds and of all the property of the Society and also of the management of all the Society's affairs and concerns.

The Council shall have the power to make By-Laws, Standing Orders, Policies and Procedures for the conduct of its business and the business of the Society in general.

15.4 Meetings of the Council of Management

Council Meetings shall be held at least three times per calendar year.

The business to be transacted at the Council Meeting shall be:

- (a) apologies;
- (b) confirmation of the previous minutes;
- (c) business arising from the minutes;
- (d) correspondence;
- (e) Treasurer's report and accounts passed for payment;
- (f) reports;
- (g) notice of Motions; and
- (h) general business.

16. EXECUTIVE COMMITTEE

16.1 Composition of the Executive Committee

The Executive Committee shall consist of:

- (a) President;
- (b) Senior Vice President;
- (c) Junior Vice President;
- (d) Honorary Secretary;
- (e) Treasurer;

- (f) Show Manager (Ex-Officio in capacity on the Show Management Committee);
- (g) One other member of the Council; and
- (h) Up to 2 appointed members as determined by the Executive Committee under Clause 16.2.

16.2 Appointed Member

- (a) Appointment of Appointed Member

The Executive Committee may appoint up to 2 Appointed Members in accordance with this Constitution.

- (b) Qualifications for Appointed Members

Appointed Members should have skills that complement and/or supplement any skill gaps that may exist in the Executive Committee, with the aim of ensuring that the Executive Committee has all the necessary skills to govern the organisation. Appointed Members do not need to be Individual Members or have experience in, or exposure to, the Society.

- (c) Term of Appointment

Appointed Members appointed under **clause 16.2(a)** may be appointed in accordance with this Constitution for a term of up to 1 years, which shall commence and conclude on dates as determined by the Executive Committee.

16.3 Remuneration of Executive Committee

A member of the Executive Committee must not be paid for services but, with the approval of the Council and subject to the Act, may be:

- (a) where approved by resolution of the General Meeting, paid by the Society for services rendered to it other than as an Executive Committee member; and
- (b) reimbursed, by way of an Honorarium, by the Society for their reasonable travelling, accommodation, and other expenses when:
 - (i) travelling to or from meetings of the Executive Committee, a Committee, or the Society; or
 - (ii) otherwise engaged on the affairs of the Society.

16.4 Powers of the Executive Committee

The Executive Committee shall derive its powers from the Council and shall have power to deal with matters of urgency between meetings of the Council. The actions of the Executive Committee shall be the subject of reports to and confirmation by the Council, except in cases where the Council has authorised the Executive Committee to take action.

16.5 Meetings of the Executive Committee

The Executive Committee shall convene at least 4 meetings per calendar year.

17. COMMITTEES

17.1 Committees

The Council may delegate any of their powers to Committees consisting of such persons they think fit (including individuals and consultants) and may vary or revoke any delegation.

The Council should nominate a person to chair the committee who acts as the liaison between the committee, the Executive Committee and the Council.

17.2 Powers Delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Council. A Committee is responsible to and reports to the Council.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Council.

17.3 Committee Meetings

Committee meetings are governed by the provisions of this Constitution dealing with Council meetings, as far as they are capable of application.

17.4 Committee Appointments

- (a) Appointment of Committee Member

Prior to the last Council meeting for the calendar year, the Committee Chair needs to submit a list of the committee roles and the recommendations on the appointments for the roles to the Executive Committee. The Executive Committee will add this to the agenda for the last Council meeting for the calendar year.

- (b) Term of Appointment

Committee Members appointments expire at the end of the calendar year. Committee members can be reappointed by Council as set out in clause 17.4(a).

18. OFFICE BEARERS

18.1 President

- (a) The President shall be the official head of the Society and shall be entitled to preside at all meetings and functions of the Society at which the President is present and shall be an ex-officio member of all committees.

18.2 Senior Vice President

- (a) The Senior Vice President shall deputise as necessary in the absence of the President and shall be ex-officio of all committees.

18.3 Honorary Secretary

- (a) The Honorary Secretary of the Society shall be appointed by the Council and shall remain in office until the appointment is terminated by resignation or by the decision of the Council.
- (b) The Secretary shall be an ex-officio member of the Council and if a member of the Society shall retain their voting rights.
- (c) Termination of the Secretary's appointment shall be one-month notice either way.

18.4 Treasurer

- (a) The Treasurer shall undertake full responsibility for all monetary transactions of the Society and ensure that a true and accurate records of accounts is maintained.

19. PATRON

The Council shall nominate the Patron for appointment at the last council meeting held in the calendar year. The Patron shall hold such an appointment until the end of the calendar year. The Patron can be reappointed by the Council to serve consecutive terms.

20. ELECTED MEMBER

20.1 Nomination for Council of Management

Nominations for prospective members of Council shall be called for by the Council at least 21 days prior to the General Meeting at which the election is to be held (usually the AGM). The Prospective Members shall be required to attend meetings for a period of three months before election to the Council. In special cases the qualifying period may be waived by the Council.

20.2 Form of Nomination

Nominations must be:

- (a) in writing on the prescribed form;
- (b) signed by 2 Council Members who nominated and seconded the nomination;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to the Society not less than 7 days before the date fixed for the holding of the General Meeting.

20.3 Excluded Nominations

A nomination for Council of Management cannot be accepted where:

- (a) The person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;

- (b) The person who has been convicted, within or outside the State, of:
 - (i) an indictable offence in relation to the promotion, formation, or management of a body corporate; or
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act.

20.4 Elections

- (a) If the number of nominations received for positions on the Council is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Council, then those nominated shall be elected unopposed.
- (b) If there are insufficient nominations received to fill all vacancies on the Council, nominations shall be called for from the floor at the AGM. If there are still insufficient nominations received, the positions will be deemed casual vacancies under **clause 21.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting shall be conducted in the following manner:
 - (i) voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Executive Committee;
 - (ii) If the Patron is present, they shall examine the ballot papers and notify the result of the election to the Chair who shall declare the result to the meeting;
 - (iii) If the Patron is not present, two scrutineers shall be appointed by the Chair to examine the ballot papers and notify the result of the election to the Chair who shall declare the result to the meeting;
 - (iv) a tied vote in a ballot shall be decided by drawing lots.

20.5 Term of Office

- (a) Subject to this Constitution, Elected Members of the Executive Committee, with exception to Honorary Secretary, shall be elected in accordance with this Constitution for a term of 1 year, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the following Annual General Meeting following.
- (b) Subject to this Constitution, an Elected Member of the Council, shall be elected in accordance with this Constitution for a term of 3 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred.
- (c) A person elected on to the Council between two Annual General Meetings subject to **clause 24**, shall retire at the next Annual General Meeting but shall be eligible for re-election.

21. VACANCIES ON THE COUNCIL

21.1 Casual Vacancies

- (a) Any casual vacancy that occurs between two Annual General Meetings in the position of an Executive Committee, shall be notified by the Secretary to the Council at its next meeting thereafter, and such vacancies shall be filled by the Council.
- (b) Any casual vacancy may only be filled by the Council for the remainder of the vacating positions term under this Constitution.
- (c) In the event that a Council meeting is unable to be run within 1 calendar month from the vacancy, the Executive Committee is authorised to fill the vacancy on a temporary basis until the next Council meeting is able to be convened.
- (d) In the case of any vacancy in the Office of Auditor through any cause prior to the date of the Annual General Meeting, the Council shall appoint to fill such vacancy and such person or persons or firm so appointed shall hold Office.

21.2 Grounds for Termination of Elected Member

In addition to the circumstances in which the office of an Elected Member becomes vacant by virtue of the Act, an Elected Member membership can become vacant if the Elected Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) 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;
- (d) resigns their office in writing to the Society;
- (e) is absent without the consent of the Council from meetings of the Council held during a period of 3 months;
- (f) is an employee of the Society;
- (g) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of their interest;
- (h) after reasonable consideration by the Council it determines the Elected Member:
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Society; or
 - (ii) has brought himself or herself or the Society into disrepute,

provided the Elected Member is first given the opportunity to make written or oral submissions to the Council before a determination is made;

- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

22. PROCEEDINGS AT COUNCIL MEETINGS

22.1 Questions Decided by Majority

A question arising at a Council meeting is to be decided by a majority of votes of the Council Members present in person and entitled to vote. Each Council Member present has 1 vote on a matter arising for decision by Council.

22.2 Chair's Casting Vote

The chair of the meeting will not have a casting vote.

22.3 Number for a Quorum

The number of Council Members who must be present and eligible to vote for a quorum to exist at a Council Meeting is 8 of Council Members.

22.4 Attendance at Council of Management Meetings

Any Council Member absent from three consecutive Council Meetings without a leave of absence, shall be referred to the Council as to whether the Member should cease to be a Council Member.

- (a) Absence by apology does not constitute leave of absence.
- (b) Application for leave of absence must be made in writing.
- (c) The Secretary shall upon written notice advise the Member, of the Council's decision.

22.5 Power to Convene Council of Management Meeting

- (a) The President may convene a Council Meeting when they think fit and must do so if required by the Act.
- (b) The President must on the requisition in writing of at least 6 Members of the Council convene a Council Meeting.

22.6 Circulating Resolutions

- (a) The Council may pass a resolution without a Council meeting being held if the required majority of the Council Meeting who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Council if the wording of the resolution and statement is identical in each copy.

- (c) The resolution is passed when the last Council Member required to achieve the required majority signs.
- (d) The Circulating Resolution must be conducted by the Secretary and overseen by the President.

22.7 Validity of Acts of Council

Everything done at a Council meeting or a Committee meeting, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

22.8 Council Interests

- (a) A Council Member shall declare to the Council that Council Member's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001* (Cth); and that Council Member must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Council or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Council shall maintain a register of declared interests.

22.9 Minutes

- (a) The Council must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001* (Cth).

23. TELECOMMUNICATION MEETINGS OF THE SOCIETY

23.1 Telecommunication Meetings

- (a) Any meeting of the Society may be held by means of a telecommunication meeting, provided that:
 - (i) the number of Members participating is not less than a quorum required for the meeting; and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 23**.

23.2 Conduct of Telecommunication Meeting

The following provisions apply to a telecommunication meeting of the Society:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

24. STANDING ORDERS & BY-LAWS

24.1 Making and Amending By-Laws

- (a) The Council may from time to time make By-Laws and Standing Orders which in their opinion are necessary or desirable for the control, administration and management of the Society's affairs and may amend, repeal and replace those By-Laws.
- (b) The By-Laws and Standing Orders may be amended only by a resolution of the Council of which notice has been given in accordance with standing order for the rescission of a resolution.
- (c) The Secretary on the business paper of the meeting shall place any such notice of motion. Any such resolution must be carried by a three-fourths majority of the members present.
- (d) Interpretation of the By-Laws is solely the responsibility of the Council.

24.2 Effect of By-Laws & Standing Orders

A By-Law and Standing Order:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.
- (d) where there is a conflict between a By-Law / Standing Order and this constitution, the constitution will prevail.

25. KEEPING AND INSPECTION OF RECORDS

25.1 Records

- (a) The Council shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Society and the Council and shall produce these as appropriate at each Council meeting or General Meeting.
- (b) The Council will cause the Society records to be kept for a period of 7 years from their creation.

25.2 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **clause 25.2(b)**, the financial records, books, securities, this Constitution and any other relevant document of the Society.
- (b) The Council may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (c) The Council must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 25.2(b)**, a Member may make a copy of any of the other records of the Society referred to in this clause and the Society may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:

relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following:

- (i) its financial statements;
- (ii) its financial records;
- (iii) this Constitution; and
- (iv) records and documents relating to transactions, dealings, business, or property of the Society.

26. SOCIETY FINANCES

26.1 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable

code of conduct. All such records and the books of account shall be kept in the care and control of the Council.

26.2 Council to Submit Accounts

The Council shall submit to the Annual General Meeting the accounts of the Society in accordance with the Act and will distribute copies of financial statements as required by the Act.

26.3 Banking

A Bank Account in the name of the Society shall be kept into which, subject to sub-rule (b) all monies shall be paid. Such accounts to be operated on by the Office Bearers, or others that the Council shall from time to time appoint.

- (a) All accounts opened by the Society must have two-person authorisation (where such facility is available).
 - (i) The two people authorising a transaction on an account must not be related; and
 - (ii) Where two-person authorisation is not available, the account must:
 - (a) Have only the funds which have been pre-approved by the Council;
 - (b) Be reconciled on a monthly (minimum period) basis where documentation (I.e. Invoices, Receipts, etc) must be provided to substantiate the expenses; and
 - (c) The funds can be replenished once the reconciliation process has been completed.
- (b) A savings Bank or Investment account may be opened for any specific purpose considered necessary by the Council and operated similarly to the General Account.
- (c) All expenses must be authorised and all accounts paid by the Treasurer and ratified for payment at the next Council Meeting, or as directed by the Council.

26.4 Borrowing Powers

The Council may, by special resolution passed at the AGM or a Special General Meeting, raise money by bank overdraft or by the issue of debenture or by such other means as may be approved of at such meeting, and if necessary, may secure the payment thereof by any mortgage or charge upon the property of the Society or by such other means as the Members by such resolution shall decide.

26.5 Transactions

All cheques, promissory notes, bankers' drafts, bills of exchange, other negotiable instruments, electronic transactions, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council determine from time to time.

26.6 Auditor

- (a) The Council shall nominate the Auditor for appointment at the Annual General Meeting each year. The Auditor, who shall not be a member of the Council, shall retire each year and shall be eligible for re-appointment.
- (b) The Auditor shall carry out annually an audit of the books and financial records of the Society and shall certify the annual statement for presentation to the AGM or as directed by the Society.

26.7 Source of Funds

The funds of the Society may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Council determine.

27. SERVICE OF DOCUMENTS

27.1 Document Includes Notice

In this clause, document includes a notice.

27.2 Methods of Service on a Member

The Society may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an electronic address nominated by the Member.

27.3 Methods of Service on the Society

A Member may give a document to the Society:

- (a) by delivering it to the Society's registered office;
- (b) by sending it by post to the Society's registered office; or
- (c) by sending it to an electronic address nominated by the Society.

27.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

27.5 Electronic Transmission

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the business day following its transmission.

28. WINDING UP

28.1 Determination to wind up

The Society may, by Special Resolution at a General Meeting, be wound up.

28.2 Excess Property on Winding Up

- (a) Subject to the Act, if on the winding up or dissolution of the Society, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another incorporated association under Section 24(1) of the Act:
 - (i) having objects similar to those of the Society; and
 - (ii) whose constitution prohibits (or each of whose constitutions 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 under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.
- (c) No portion of the funds and assets shall be paid, transferred, or distributed directly or indirectly to the members of the society, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Society or to any other person other than a member, in return for services rendered to the Society.

29. COMMON SEAL

- (a) If the Society has a common seal it shall:
 - (i) be kept in the custody of the Executive Committee; and
 - (ii) not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signature of two members of the Executive Committee (ordinarily, President & Secretary).
- (b) A Elected Member may not sign a document to which the seal of the Society is fixed where the Elected Member is interested in the contract or arrangement to which the document relates.

30. REGISTERED ADDRESS

The registered address of the Society is:

- (a) the address determined from time to time by resolution of the Council; or
- (b) if the Council has not determined an address to be the registered address, the postal address of the one of the President.

31. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other clause of this Constitution, the transitional arrangements set out in this clause shall apply from the date of adoption of this Constitution.
 - (b) The Council in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, at which time all existing Elected Members will resign, and new Elected Members will be elected. Thereafter, the positions of the Council shall be filled, vacated, and otherwise dealt with in accordance with **clause 20.5** of this Constitution.
 - (c) All by-laws and regulations of the Society in force at the date of the approval of this Constitution insofar as such by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this **clause**.
 - (d) All individuals who are, prior to the approval of this Constitution, Members of the Society shall be deemed Members of the Society from the time of approval of this Constitution under the Act. All such Members shall provide the Society with such details as may be required by the Society under this Constitution within one (1) month of the approval of this Constitution under the Act.
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