

COWRA SHOW SOCIETY INCORPORATED
Incorporation No: Y0737322

CONSTITUTION

Approved 9th April 2018

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Appendix 1

Application for Membership of the Cowra Show Society

Part 1 Preliminary

1. Name

The name of the association shall be "Cowra Show Society Incorporated" (hereinafter called "**the Society**").

2. Objectives

The objectives of the Society shall be to promote the pastoral, agricultural, horticultural, viticultural and industrial interests of Cowra and surrounding districts, and for that purpose to hold periodical exhibitions on the Cowra Showground or such other places as the Executive Committee of the Society shall from time to time decide.

3. Definitions

(1) In this constitution:

Member means an ordinary member of the Society.

Secretary means;

- (a) the person holding office under this constitution as secretary of the Society, or
- (b) if no person holds that office – the Public Officer of the Society.

Special General Meeting means a general meeting of the Society other than an Annual General Meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Membership

4. Membership Generally

- (1) A person or an organisation is eligible to be a Member of the Society if:
 - (a) the person is a natural person or the organisation is a duly registered organisation, and
 - (b) the person or organisation has applied and been approved for membership of the Society in accordance with Clause 5.

- (2) A person or an organisation is taken to be a Member of the Society if:
 - (a) the person is a natural person or the organisation is a duly registered organisation, and
 - (b) the person or organisation was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

- (3) A person is taken to be a Member of the Society if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

- (4) A Member may, by the payment of a fee determined from time to time by the Executive Committee, be given Financial Life Membership and shall then not be required to pay future annual membership fees.

5. Application for Membership

- (1) An application by a person or organisation for membership of the Society:
 - (a) must be made in writing in the form set out in Appendix 1 to this constitution, and,
 - (b) must be lodged, including by electronic means, with the Secretary of the Society.

- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Members at the next general meeting, which is to determine whether to approve or to reject the application.

- (3) As soon as practicable after the general meeting makes that determination, the Secretary must notify the applicant in writing, including by electronic means, of the result of the application.

- (4) The Secretary must, as soon as practicable following the approval of the application, enter or cause to be entered the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a Member of the Society.

6. Honorary Life Member

Members of the Society or other persons, who have performed meritorious service or given financial support to the Society, may be rewarded and recognised as Honorary Life Members.

- (1) Honorary Life Member nominations are to be made by two (2) Members to the Executive Committee who makes a recommendation to the Members for endorsement.
- (2) Endorsement requires a 75% majority of the Members voting at any meeting when the nomination is presented. Endorsement is dependent on the nominee's agreement to becoming an Honorary Life Member.
- (3) Honorary Life Members have all the rights of Members except the obligation to pay joining fees or annual subscriptions. On the death of an Honorary Life Member, the surviving spouse's/partner's benefit continues without obligation to pay annual subscriptions.
- (4) Not more than three (3) Honorary Life Members shall be recognised in any one year.

7. Cessation of Membership

A person or organisation ceases to be a Member if the person or organisation:

- (a) dies (or deregistered if an organisation), or
- (b) resigns membership, or
- (c) is expelled from the Society, or
- (d) fails to pay their annual fee under Clause 11.(2) within thirty (30) days of the fee being due.

8. Resignation of Membership

- (1) A Member of the Society may resign from membership of the Society by giving to the Secretary written notice of the Member's intention to resign and, on the expiration of the period of notice (if any), the Member ceases to be a Member.
- (2) If a Member of the Society ceases to be a Member under subclause (1), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

9. Membership Entitlements Not Transferable

A right, privilege or obligation which a person or organisation has by reason of being a Member of the Society:

- (a) is not capable of being transferred or transmitted to another person or organisation, and
- (b) terminates on cessation of the person's or organisation's membership.

10. Register of Members

- (1) The Secretary must establish and maintain a Register of Members of the Society specifying the name, postal and/or residential address, email address, and phone/mobile number of each person or organisation who is a Member of the Society together with the date on which the person or organisation became a Member.
- (2) The Register of Members must be kept in New South Wales at the principal place of administration of the Society.
- (3) The Register of Members must be open for inspection, free of charge, by any Member of the Society at any reasonable hour.
- (4) A Member of the Society may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.
- (5) If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A Member must not use information about a Member obtained from the Register to contact or send material to the Member, other than for:
 - (a) the purpose of sending the Member a newsletter, a notice in respect of a meeting or other event relating to the Society, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the Register of Members is kept in electronic form:
 - (a) it must be convertible into a hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.

11. Fees and Subscriptions

- (1) A Member of the Society must, on admission to membership, pay to the Society a joining fee as determined from time to time by the Executive Committee.

- (2) In addition to any amount payable by the Member under subclause (1), a Member of the Society must renew their membership and pay an annual membership fee, as determined from time to time by the Executive Committee, on/before August 31st of each year. Payment of the annual membership fee renewal after this date will require the payment of an additional ten percent (10%) administration fee.
- (3) The annual membership subscription period is for twelve (12) months from September 1st through August 31st. New memberships commence from the date that the application was approved until the expiration of the current subscription period.

12. Members' Liabilities

The liability of a Member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the Member in respect of membership of the Society as required by Clause 11.

13. Resolution of Disputes

- (1) An unresolved internal dispute between a Member and another Member (in their capacity as Members) of the Society, or a dispute between a Member or Members and the Society, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within three (3) month of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

14. Disciplining of Members

- (1) A complaint may be made to the Executive Committee by any person that a Member of the Society:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Society.
- (2) The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive Committee decides to deal with the complaint, the Executive Committee:
 - (a) must cause notice of the complaint to be served on the Member concerned, and
 - (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and

- (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Executive Committee may, by resolution, expel the Member from the Society or suspend the Member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Executive Committee expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the Member's right of appeal under Clause 15.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the Member exercises the right of appeal, unless and until the Society confirms the resolution under Clause 15, whichever is the latter.

15. Right of Appeal of Disciplined Member

- (1) A Member may appeal to the Society in Special General Meeting against a resolution of the Executive Committee under Clause 14, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but not need to, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under subclause (1), the Secretary must notify the Executive Committee which is to convene a Special General Meeting of the Society to be held within twenty-eight (28) days after the date on which the Secretary received the notice.
- (4) At a Special General Meeting of the Society convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the Executive Committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by Members of the Society.

Part 3 The Committee

16. Powers of the Committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Society in general meeting, the Executive Committee:

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise all the functions that may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of Members of the Society, and
- (c) has power to perform all the acts and do all things that appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Society.

17. Composition and Membership of the Committee

- (1) The Executive Committee is to consist of:
 - (a) the Office-Bearers of the Society, and
 - (b) the Secretary, and
 - (c) five (5) ordinary Executive Committee members, and
 - (d) the immediate past President (ex-officio) – only compulsory for the first year of a new President,
each of whom, with the exception of the Secretary and immediate past President, is to be elected at the Annual General Meeting of the Society under Clause 18, and are required to each be aged eighteen (18) years or more at the time of being elected.
- (2) The minimum total number of Executive Committee members is to be seven (7).
- (3) The Office-Bearers of the Society are as follows:
 - (a) the President,
 - (b) two (2) Vice-Presidents, and
 - (c) the Treasurer.
- (4) An Executive Committee member may hold up to two (2) offices (other than both the offices of President and Vice-President or President and Treasurer).
- (5) The maximum number of consecutive terms for which an Executive Committee member may hold office are as follows:
 - (a) President – maximum of three (3) consecutive terms
 - (b) Vice-President – no maximum
 - (c) Treasurer – maximum of four (4) consecutive terms
 - (d) Secretary – no maximum
 - (e) ordinary Executive Committee member – no maximum

- (6) Each member of the Executive Committee is, with the exception of the Secretary and the immediate past President, and subject to this constitution, to hold office until immediately before the election of Executive Committee members at the Annual General Meeting next following the date of the member's election, and is eligible for re-election if the maximum consecutive terms of subclause (5) have not been served.
- (7) Executive Committee members, excluding the Secretary, are not permitted to be employees of the Society, nor are they permitted to provide contracted services to the Society without a resolution from the Members approving such services.

18. Election of Patron and Committee Members

- (1) Nominations of candidates for election as Patron(s), Office-Bearers of the Society or as ordinary Executive Committee members:
 - (a) must be made in writing, signed by two (2) Members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Society at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received orally from the floor at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Patron, Office-Bearers and ordinary Executive Committee members is to be conducted at the Annual General Meeting in any usual and proper manner that the Executive Committee directs.
- (7) Any person nominated as a candidate for election as a Patron, Office-Bearer or as an ordinary Executive Committee member of the Society must be a Member of the Society.

19. Patron

The Patron is an influential personage who, due to their standing in the general community is able to provide support, guidance and prestige to the Society. The Members may at the Annual General Meeting resolve to invite a person or persons to be Patron until immediately before the election of Patron at the next Annual General Meeting.

20. Secretary

- (1) The Secretary will be a paid position (ie. employee of the Society), determined by an interview process, and the recommendation from the appointed interview panel will require the ratification of the Executive Committee.
- (2) The Secretary of the Society must, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his or her address.
- (3) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of Office-Bearers and members of the Executive Committee, and
 - (b) the names of members present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings, and
 - (d) to act as the administrative personnel of the Society and for such purposes, at the direction of the Executive Committee, to handle all inwards and outwards correspondence, preparation of show schedules, as well as the day to day administration of the Society.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (4).
- (6) The Secretary shall keep a Register of Members of the Executive Committee and sub-committees which must:
 - (a) contain the name and residential address of each committee member and the date on which they became a member of the committee,
 - (b) be updated within one (1) month of any change taking place, and
 - (c) be made available for inspection by any person, at all reasonable hours and free of charge.
- (7) The Secretary shall have no right to vote at any committee or general meeting.

21. Treasurer

It is the duty of the Treasurer of the Society to ensure that:

- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made, and
- (b) correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

22. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Members at the next general meeting may appoint a Member of the Society to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the Executive Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a Member of the Society, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under Clause 23, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from three (3) consecutive meetings of the committee and the committee resolves to declare the member's position vacant, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

23. Removal of Committee Members

- (1) The Society in Special General Meeting may by resolution remove any member of any committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) within seven (7) days and requests that the representations be notified to the Members of the Society, the Secretary or the President may send a copy of the representations to each Member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee Meetings and Quorums

- (1) The Executive Committee shall meet at least three (3) times in each period of twelve (12) months at the place and time that the committee may determine.
- (2) Additional meetings of the Executive Committee may be convened by the President or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least forty-eight (48) hours (or any other period that may be majority agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a committee meeting given under subclause (3) is not necessarily required to specify the general nature of the business to be transacted at the meeting, and the committee shall have the power, subject to this constitution, to deal with any business that the majority of members present agree to deal with.
- (5) Any five (5) members of the Executive Committee, excluding the Secretary, constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present, and if a quorum is not present within twenty (20) minutes of the time appointed for the meeting, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within twenty (20) minutes of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of any committee:
 - (a) the President, or in the President's absence, a Vice-President is to preside, or
 - (b) if the President and Vice-Presidents are absent or unwilling to act, one of the remaining members of the committee chosen by the members present is to preside.

25. Use of Technology at Committee Meetings

- (1) A committee meeting may be held at two (2) or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate. The approval for use of any technology also requires the Executive Committee's or Treasurer's approval of all costs to be incurred (if any) prior to the committee organising for the technology to be used.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26. Delegation by Committee to Sub-Committee

- (1) The Executive Committee may, by resolution, delegate to one or more sub-committees (consisting of the Member or Members of the Society that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the resolution, other than;
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the resolution of the delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may at any time, by resolution, revoke wholly or in part any delegation under this clause.
- (7) Notwithstanding subclause (6), all committee resolutions made in respect of this delegations clause are automatically void and the delegations revoked on the first anniversary following that resolution. The committee must review and renew (by resolution) any delegations it so wishes to continue.
- (8) A sub-committee may meet and adjourn as it thinks proper, however the sub-committee must keep and submit minutes of all meetings to the Executive Committee for perusal and consideration as soon as practicable.
- (9) Unless otherwise determined in the resolution of delegation, the President and Treasurer are ex-officio members of the sub-committee.
- (10) A sub-committee may not open or maintain separate bank accounts to that of the Society, and may not expend or commit Society funds unless authorised by a resolution of the Executive Committee or in writing by the Treasurer.

(11) To ensure adherence to subclause (10), all sub-committees must submit budgets of their proposed income and expenditure (in reasonable detail) to the Executive Committee and obtain written approval in advance of undertaking any financial commitments on behalf of the Society.

(12) The initial chairperson of the sub-committee is to be approved by the delegating committee, along with a proposed list of potential members. Once established, the chairperson and members of the sub-committee are to be confirmed by the delegating committee at the start of each year, or from time to time as the chair or membership of the sub-committee may change.

(13) Two-thirds of a sub-committee's registered membership constitutes a quorum for the transaction of the business of a meeting of the sub-committee.

(14) If no quorum is present within twenty (20) minutes of the time appointed for the sub-committee meeting, the meeting is to be dissolved.

27. Voting and Decisions

(1) Questions arising at a meeting of any committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Excluding the Secretary, each member present at a meeting of any committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to Clause 24.(5) and Clause 26.(13), the committee and sub-committee may act despite any vacancy on the committee or sub-committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of a committee or sub-committee.

Part 4 General Meetings

28. Annual General Meeting

- (1) The Society must hold its Annual General Meetings:
 - (a) within six (6) months after the close of the Society's financial year, or
 - (b) within any later time that may be allowed or prescribed under Section 37(2)(b) of the Act.

- (2) The Annual General Meeting of the Society, subject to the Act and subclause (1), is to be convened on the date and at the place and time that the Executive Committee thinks fit.

- (3) In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the committee and sub-committees, reports on the activities of the Society during the last preceding financial year,
 - (c) to receive and consider any financial statement or report required to be submitted to Members under the Act,
 - (d) to elect the Patron(s), Office-Bearers of the Society, and members of the Executive Committee,
 - (e) to appoint an auditor for the ensuing year.

- (4) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

29. Special General Meeting

- (1) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.

- (2) The Executive Committee must, on the requisition in writing of at least ten (10) Members of the Society, convene a Special General Meeting.

- (3) A requisition of Members for a Special General Meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the Members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

- (4) If the Executive Committee fails to convene a Special General Meeting to be held within one (1) month after the date on which the requisition of Members for the meeting is lodged with the Secretary, any one (1) or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- (5) A Special General Meeting convened by a Member or Members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution .

Note. A special resolution must be passed in accordance with Section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Clause 28.
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.
- (5) Not later than March in any year, a general meeting shall be held for the purpose of:
 - (a) allocating stewardships of various sections to Members, and if necessary, to the general public; and
 - (b) such further business as the Members may decide.

31. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Eleven (11) Members present (being Members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within twenty (20) minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Members – is to be dissolved, and
 - (b) in any other case – is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within twenty (20) minutes after the time appointed for the commencement of the meeting, the Members present (being at least five (5)) are to constitute a quorum.

32. Presiding Member

- (1) The President or, in the President's absence, a Vice-President, is to preside as chairperson at each general meeting of the Society.
- (2) If the President and the Vice-Presidents are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

33. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions

- (1) A question arising at a general meeting of the Society is to be determined by:
 - (a) a show of hands or, if the meeting is one to which Clause 39 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on a motion of the chairperson or if five (5) or more Members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. Special Resolution

A special resolution may only be passed by the Society in accordance with Section 39 of the Act, including but not limited to:

- (a) it is passed if it is supported by at least three-quarters of the votes cast by Members present at the meeting, and
- (b) at least twenty-one (21) days' notice is given to Members specifying the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

36. Voting

- (1) On any question arising at a general meeting of the Society a Member has one (1) vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Member is not entitled to vote at any general meeting of the Society unless all money due and payable by the Member to the Society has been paid.
- (4) A Member is not entitled to vote at any general meeting of the Society if the Member is under eighteen (18) years of age.

37. Proxy Votes Not Permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

38. Postal or Electronic Ballots

- (1) The Society may hold a postal or electronic ballot (as the Executive Committee determines) to determine any issue or proposal (other than an appeal under Clause 15).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

39. Use of Technology at General Meetings

- (1) A general meeting may be held at two (2) or more venues using any technology approved by the Executive Committee that gives each of the Society's Members a reasonable opportunity to participate.
- (2) A Member of the Society who participates in a general meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

40. Public Officer

- (1) The Executive Committee shall appoint a Public Officer.
- (2) The Executive Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is at least eighteen (18) years of age and a resident of New South Wales.
- (3) Upon vacating the position of Public Officer, all Society documents must be returned to an Executive Committee member within fourteen (14) days.
- (4) Where a vacancy occurs in the position of Public Officer, the Executive Committee must within twenty-eight (28) days fill the vacancy and appoint a new Public Officer.
- (5) The Public Officer is required to, but not limited to, notify NSW Fair Trading by the prescribed form in the following circumstances:
 - (a) appointment of a Public Officer (within 28 days),
 - (b) a change in the Society's official address (within 28 days),
 - (c) a change in the Society's constitution (within 28 days of passing the special resolution),
 - (d) details of the Society's financial affairs (within one (1) month of the Annual General Meeting), and
 - (e) a change in the Society's name (within 28 days of passing the special resolution).

41. Insurance

The Society must effect and maintain all appropriate insurances by insuring:

- (a) any property of the Society against loss or damage, and
- (b) the general public against any insurable risk events and liability that may arise, and
- (c) all employees, Members and volunteers of the Society against risk, accident or other insurable risk events arising in the course of their employment by the Society, or any work or other activity for and on behalf of the Society.

42. Funds – Source

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Society in general meeting, any other sources as the Executive Committee determines.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.

- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. Funds – Management

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used solely in pursuance of the objects of the Society in the manner that the Executive Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, including internet banking, shall be signed or approved by any two (2) authorised signatories determined by the Executive Committee from time to time.

44. The Society is Non-Profit

Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the objects of the Society and must not conduct its affairs so as to provide a pecuniary gain for any of its Members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

45. Change of Name, Objects and Constitution

- (1) The Society's name, objects and constitution may be amended, rescinded or added to only by a special resolution of the Society.
- (2) An application for registration of a change in the Society's name, objects or constitution in accordance with Section 10 of the Act is to be made by the Public Officer.

46. Common Seal

- (1) The common seal of the Society, if one exists, shall be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Executive Committee or of one member of the Executive Committee and of the Public Officer or Secretary.

47. Custody of Books, Etc.

Except as otherwise provided by this constitution, all records, books and other documents relating to the Society must be kept in New South Wales:

- (a) at the main premises of the Society, in the custody of the Public Officer, or
- (b) if the Society has no premises, at the Society's official address, in the custody of the Public Officer.

48. Inspection of Books, Etc.

- (1) The following documents must be open to inspection, free of charge, by a Member of the Society at any reasonable hour:
 - (a) records, books and other financial documents of the Society,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Society.
- (2) A Member of the Society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Executive Committee may refuse to permit a Member of the Society to inspect or obtain a copy of 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.

49. Distribution of Property on Winding Up of the Society

- (1) Subject to the Act and the Regulations, in a winding up of the Society, any surplus property of the Society is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members as a majority of the Members present at a general meeting may decide.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

50. Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

51. Financial Year

The financial year of the Society is each period of twelve (12) months after the expiration of the previous financial year of the Society, commencing on January 1st and ending on December 31st.

Appendix 1

(Clause 5.(1)(a))

APPLICATION FOR MEMBERSHIP OF THE COWRA SHOW SOCIETY INC.

(incorporated on April 10th, 1989)

I, (full name)

of (address)

agree in the event of my admission as a Member of the Cowra Show Society Inc., to be bound by the rules of the Society for the time being in force.

Signature of Applicant Date

Additional contact details of Applicant

Phone/Mobile

Email

Application supported by two (2) Members of the Society

I, (full name)

being a current Member for the Society, support the application of the above applicant who is personally known to me, for membership of the Society.

Signature of Member #1 Date

I, (full name)

being a current Member for the Society, support the application of the above applicant who is personally known to me, for membership of the Society.

Signature of Member #2 Date