

Constitution

The Royal Agricultural Society of Victoria Limited

ACN 006 728 785

Adopted under a resolution of members dated 25 August 2026

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1. Preliminary – Name and status

- 1.1 The name of the Society is The Royal Agricultural Society of Victoria Limited.
- 1.2 The Society is a company limited by guarantee.
- 1.3 The replaceable rules contained in the Corporations Act do not apply to the Society.

2. Definitions and Interpretation

- 2.1 In this Constitution, unless the context requires otherwise:

Appointed Director has the meaning set out in Rule 16.1(b).

Board means the board of Directors for the time being of the Society.

Board Sub-committee means a committee delegated responsibility for a particular function prescribed by and on behalf of the Board.

Chair means the Chair of the Board and President of the Society or, if applicable, the person presiding as Chair of a general meeting of the Society in accordance with Rule 9.

Chief Executive means a person appointed by the Board as the chief executive of the Society;

Code of Conduct means the Code of Conduct as issued by the Society and as amended from time to time;

Constitution means this Constitution, as altered or added, to;

Corporations Act means the *Corporations Act 2001* (Cth);

Councillor means a Councillor of the Society, and where used without qualification includes Life Councillors;

Director means both an Elected Director under Rule 16.1.1 or an Appointed Director under Rule 16.1.2 and ***Directors*** has a corresponding meaning;

Elected Director has the meaning set out in Rule 16.1(a).

Event Sub-committee means a committee formed by Board resolution to manage the operations of a particular competition or function on behalf of the Board.

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

Honorary Life Member means a person appointed as an Honorary Life Member of the Society pursuant to Rule 6.6;

Industry Advisory Group means representatives of a particular industry body, who act in an advisory capacity to the Board in relation to a particular competition or strategic engagement undertaken by the Society.

Life Councillor means a Councillor appointed as a Life Councillor of the Society pursuant to Rule 15;

Material Personal Interest means a personal interest held by a Director in a matter being considered by the Society that is of such substance that it could reasonably be seen to influence, or actually influence, that Director's decision-making. The interest may be financial or non-financial, direct or indirect, and includes situations where the interest is held by a relative or associate if it could affect the Director's judgment. The interest is not 'material' if it is only a remote, theoretical, or trivial possibility.

Member means a member of the Society whether a Voting Member or a Non-Voting Member, and **Membership** has the corresponding meaning.

Minister for Agriculture means the Victorian Minister of State responsible for agriculture and associated matters;

Month means a calendar month;

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

Person means a natural person;

Principal Purpose or **Principal Purposes** means the purpose or purposes set out in Rule 3;

Register means the register of Members of the Society under the Corporations Act;

Rule or **Rules** means the rules set out in this Constitution;

Seal means the common seal of the Society;

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

Society means The Royal Agricultural Society of Victoria Limited, ACN 006 728 785;

Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting.

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

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

2.2 In this Constitution, headings are inserted for convenience and do not affect the interpretation, and unless the context requires otherwise:

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

3. Principal Purposes

- 3.1 The Principal Purposes for which the Society is established are to promote the development of all phases of the agricultural, pastoral, horticultural, viticultural, stock raising, manufacturing and industrial resources of Victoria.
- 3.2 Solely for the purpose of furthering the Principal Purpose, the Society:
- (a) may own, manage and maintain the Melbourne Showgrounds venue at Ascot Vale, Victoria,
 - (b) may do all things incidental or conducive to furthering the Principal Purposes; and
 - (c) has the capacity and powers of a company under the Corporations Act subject to the provisions of this Constitution.

4. Income and property

The income and property of the Society shall be applied solely towards the promotion of the Principal Purposes of the Society as set out in this Constitution and no portion of that income or property shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the Members of the Society or any of them.

5. Liability of Members

- 5.1 The liability of the Members is limited.
- 5.2 Each Member of the Society undertakes to contribute to the property of the Society in the event of it being wound up while that Member is a Member or within one year after that Member ceases to be a Member, for payment of debts and liabilities of the Society contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$20.
- 5.3 If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall only be paid to or distributed to such other institution or institutions, having objects similar to the Principal Purposes of the Society and whose constitution, shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of this Constitution, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

6. Membership

- 6.1 The Society shall consist of Voting Members (including Honorary Life Members and Life Councillors) and Non-Voting Members.
- 6.2 Every applicant for Membership must complete the application form and pay the subscription prescribed by the Board from time to time for the class or category of Membership for which the person is an applicant. Only natural persons can be Members.
- 6.3 The Board may refuse any application for Membership without providing reasons.

- 6.4 The privileges (including the right to vote), terms and conditions of Membership of the Society, or of any class or category of Membership, shall be determined by the Board from time to time.
- 6.5 Subscriptions payable for Membership shall be determined by the Board from time to time and, (unless the Board determine otherwise) shall be due and payable on dates determined annually by the Board. The Board may from time to time determine at different amounts or rates, or suspend or waive payment of, the subscriptions for Membership of the Society payable by Members or any class or category of Members.
- 6.6 A Member may be appointed an Honorary Life Member by the Board, in recognition of services rendered in promoting the Principal Purposes for which the Society was established. A person who is or is appointed an Honorary Life Member is entitled to vote at a general meeting of the Society.
- 6.7 Subject to the right of Honorary Life Members pursuant to Rule 6.6, the privileges of Membership of the Society, or of any class or category of Membership, shall be determined by the Board from time to time. A Member shall not be entitled to any of the privileges of Membership (including, without limitation, for Voting Members, the right to vote at a general meeting of the Society) whilst that Member's subscription or any other sum owed by such Member to the Society remains due and unpaid on the 31st of July of each year.
- 6.8 A person ceases to be a Member if:
- (a) The occasion that the Member's subscription remains due and unpaid for more than three Months (or such other period as the Board determines from time to time);
 - (b) resignation by written notice to the Secretary;
 - (c) in the case of a natural person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - (iii) the Board deeming, in their sole discretion, the Member to be an untraceable member because the person has not responded to correspondence sent to the contact details entered in the Members Register for that Member; or
 - (iv) they are expelled in accordance with Rules 31 - 32.
- 6.9 Any person who for any reason ceases to be a Member must no longer represent themselves in any manner as being a Member.

7. General Meetings

- 7.1 The Board may convene a general meeting by ordinary resolution.
- 7.2 On the requisition in writing of at least fifty Members or, if in accordance with the Corporations Act a lesser number of Members may requisition a general meeting, that lesser number, the Board shall convene a general meeting.
- 7.3 A notice of a general meeting shall specify:
- (a) if there is only one location at which the Members who are entitled to physically attend the meeting may do so, the place, date and time for the meeting;

- (b) If there are two or more locations at which the Members who are entitled to physically attend the meeting may do so, the date and time for the meeting at each location and the main location for the meeting and any Virtual Meeting Technology that is to be used;
- (c) If Virtual Meeting Technology is to be used in holding the meeting, sufficient information to allow the Members to participate in the meeting by means of the technology;
- (d) except as provided by Rule 7.4, shall state the general nature of the business to be transacted at the meeting;
- (e) if a special resolution is to be proposed at the meeting--set out an intention to propose the special resolution and state the resolution; and
- (f) if a member is entitled to appoint a proxy--contain a statement setting out the following information:
 - (i) that the member has a right to appoint a proxy;
 - (ii) whether or not the proxy needs to be a member of the Society; and
- (g) such other information as is required by section 249L of the Corporations Act as amended from time to time.

7.4 It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, directors' report and auditor's report;
- (b) the election of directors;
- (c) the appointment of the auditor;
- (d) the fixing of the auditor's remuneration.

7A Meetings in two or more places

7A.1 Subject to the Corporations Act, the Society may hold a meeting of its Members at:

- (a) a single physical venue; or
- (b) one or more physical venues and using Virtual Meeting Technology; or
- (c) using Virtual Meeting Technology only.

7A.2 The place at which a meeting of Members of the Society is held is taken to be:

- (a) If the meeting is held at only one physical venue (whether or not it is also held using Virtual meeting Technology) that physical venue; or
- (b) If the meeting is held at more than one physical venue (whether or not it is also held using Virtual meeting technology) the main physical venue of the meeting as set out in the notice of the meeting; or
- (c) If the meeting is held using Virtual Meeting Technology only, the registered office of the Society.

7A.3 The time at which the meeting is held is taken to be the time and the place at which the meeting is taken to be held in accordance with Rule 7A.2.

7A.4 The meeting must be held at a time that is reasonable at:

- (a) if the meeting is held at only one physical venue (whether or not it is also held using Virtual meeting Technology) - that physical venue; or

- (b) if the meeting is held at more than one physical venue (whether or not it is also held using Virtual Meeting Technology) - the main physical venue of the meeting as set out in the notice of the meeting; or
 - (c) if the meeting is held using Virtual Meeting Technology – the registered office of the Society.
- 7A.5 A Member (or such person appointed to act on their behalf in accordance with this Constitution) who attends the meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending.
- 7A.6 If a general meeting is held using Virtual Meeting Technology (whether or not it is held at one or more physical venues) that Virtual Meeting Technology, must allow the Members who are entitled to attend the meeting and do attend the meeting using that Virtual Meeting Technology, as a whole, to exercise orally and in writing any rights of those Members to ask questions and make comments.
- 7A.7 If, before or during a meeting of Members, any technical difficulty occurs, such that the Members entitled to attend as a whole do not have a reasonable opportunity to participate the Chair may:-
 - (a) adjourn the meeting until the difficulty is remedied or to another time and place as the Chair deems appropriate; or
 - (b) subject to the Corporations Act and the Rules, continue to hold the meeting.

8. Quorum at General Meetings

- 8.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum of Members is fifteen Members entitled to vote at such meeting.
- 8.2 For the purpose of determining whether a Member is present, a person attending a general meeting as the proxy of a Member, shall be deemed to be a Member present.
- 8.3 If a quorum is not present within half an hour after the time appointed for the meeting:
 - (a) where the meeting was convened upon the requisition of Members – the meeting shall be dissolved; or
 - (b) in any other case the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place.
- 8.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, eight Members present and entitled to vote at that meeting constitute a quorum, or where eight Members are not present, the meeting shall be dissolved.

9. Chairing General Meetings

- 9.1 The Chair shall preside as Chair at every general meeting.
- 9.2 Where a general meeting is held and the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect any other Director to be Chair of the meeting or, if no other Director is present or

willing to act, the Members present shall elect one of their number to be Chair of the meeting.

10. Adjournment of General Meetings

- 10.1 The Chair may with the consent of the meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.2 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this Rule 10.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11. Voting at General Meetings

- 11.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded in accordance with Rule 12.
- 11.2 At general meetings each Member entitled to vote has one vote.
- 11.3 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is or is proposed to be given or tendered. Any such objection shall be referred to the Chair of the meeting, whose decision is final. A vote not disallowed pursuant to the objection is valid for all purposes.

12. Poll at General Meetings

- 12.1 A poll may be demanded by the Chair or by at least five Members entitled to vote at the general meeting before or on the declaration of the result of the show of hands.
- 12.2 A demand for a poll may be withdrawn.
- 12.3 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- 12.4 If a poll is duly demanded, it shall be taken in such manner and (subject to Rule 12.3) either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

13. Voting by Proxy at General Meetings

- 13.1 A Member may vote in person or by proxy.
- 13.2 An instrument appointing a proxy shall be in the form prescribed by the Board from time to time.
- 13.3 An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or the adjourned meeting at which the person named

in the instrument proposes to vote, at the registered office of the Society or at such other place in Victoria as is specified for that purpose in the notice convening the meeting.

- 13.4 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the principal, or the revocation of the instrument (or of the authority under which the instrument was executed), if no intimation of the death, unsoundness of mind or revocation has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

14. Passing of Resolution at General Meetings

- 14.1 Unless a poll is duly demanded, 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 proceedings of the Society, is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 14.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to a deliberative vote has a casting vote.

15. Councillors

- 15.1 In recognition of services rendered by a person in promoting the Principal Purposes for which the Society was established, the Board may perpetuate or continue the designation of that person as a Councillor of the Society from the date that this Constitution takes effect.
- 15.2 The number of Councillors shall be determined by the Board from time to time.
- 15.3 A Councillor must be a Member.
- 15.4 The Board may, at any time, appoint any Member to be a Councillor.
- 15.5 The Board may, confer the honour of Life Councillor status on a Member who has made an outstanding contribution to the work of the Society in fulfilling its Principal Purposes. in recognition of services rendered in promoting the Principal Purposes for which the Society was established. Upon appointment by the Board, all Life Councillors will be granted Honorary Life Member status, including the right to vote at a general meeting of the Society.
- 15.6 The Board may by resolution remove any Councillor at any time.

16. Directors

- 16.1 The Board shall consist of a minimum of five and a maximum of nine directors as follows:
- (a) a minimum of three and a maximum of six Directors shall be elected by the Members in accordance with this Constitution (**Elected Directors**); and
 - (b) up to four Directors shall be appointed by the Board (**Appointed Directors**) for terms of office of up to three years, provided the maximum number of Directors is at all times no more than eight.
- 16.1A At all times, the number of Appointed Directors must be equal to or less than the number of Elected Directors. The Board must not permit the number of Appointed Directors to be greater than the number of Elected Directors.
- 16.1B If, at any time, the number of Appointed Directors exceeds the number of Elected Directors (whether due to resignation, removal or otherwise), the Board must take reasonable steps to seek to ensure that the imbalance is rectified by the next annual general meeting of the Society.
- 16.2 A Director must be a Member.
- 16.3 A Director and any Member seeking appointment as a Director, must have the suitable qualifications, skills and experience to discharge the functions of a Director as determined by the Board from time to time.
- 16.4 Upon appointment, each Director shall sign a Director's Deed of Appointment, Access, Indemnity and Insurance which shall set out their term of office and other information, as determined by the Board.

17. Retirement of Directors

- 17.1 Unless appointed under Rule 18.2, an Elected Director is elected at an annual general meeting for a term of one, two or three years, as specified in the notice of election. The Director's term commences at the conclusion of that annual general meeting and expires at the conclusion of the annual general meeting held in the final year of the Director's elected term.
- 17.2 A Director appointed under Rule 18.2 must stand for election at the first annual general meeting following their appointment. If elected, the Director is elected for a term of one, two or three years, as specified in the notice of election. The Director's term commences at the conclusion of that annual general meeting and expires at the conclusion of the annual general meeting held in the final year of the Director's elected term.
- 17.3 Appointed Directors retire from office when their respective terms expire, unless re-appointed by the Directors for a further term.
- 17.4 Notwithstanding anything else in this Constitution, but subject to Rule 17.5 and Rule 17.6, no Director appointed or elected after 27 August 2019 can serve as a Director of the Society for a period exceeding nine years, whether such service is continuous or not.
- 17.5 Transitional provision – Any Director appointed or elected on or before 27 August 2019 can serve as a Director for terms totalling up to a further nine years regardless of the date of their first appointment.

- 17.6 Notwithstanding Rule 17.4, if a person is appointed to fill a casual vacancy under Rule 18 and is subsequently elected as an Elected Director by Members for two full terms, that person may continue to serve beyond the nine (9) year limit in Rule 17.4. however, their total period of service as a Director (regardless of whether such service is continuous or not) must not exceed nine (9) years plus the time served under Rule 18.2.

18. Power to appoint Directors

- 18.1 The Board may at any time appoint any Member to be an Elected Director or an Appointed Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the number determined according to Rule 16.1.
- 18.2 Any Member appointed by the Board to be an Elected Director to fill a casual vacancy under this Rule 18 shall hold office only until the next annual general meeting of the Society.

19. Remuneration of Directors

The Directors may be paid remuneration not exceeding an aggregate maximum amount to be ratified by the Society's Members by ordinary resolution at its annual general meeting, and may, in accordance with the Society's policy, be paid travelling and other expenses properly incurred by them in connection with the business of the Society.

20. Directors ceasing to hold office

- 20.1 In addition to the circumstances by which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if the Director:
- (a) ceases to be a Member of the Society;
 - (b) 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;
 - (c) resigns by giving written notice to the Secretary;
 - (d) is absent without the consent of the Board from all meetings of the Board held during a continuous period of six months;
 - (e) without the consent of the Board holds any other office of profit under the Society except that of Chief Executive;
 - (f) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare such interest as required by the Corporations Act;
 - (g) in the case of the Society's Chief Executive, ceases to be the Society's Chief Executive.
- 20.2 A Director must not appoint a person to be an alternate Director in that Director's place.

21. Election of Directors

- 21.1 A retiring Elected Director is eligible for election, and shall be deemed to have been nominated as a candidate for election as an Elected Director unless such Elected Director has

given written notice to the contrary to the Secretary not later than 31 May (or such other date as the Board determines) in the year of retirement.

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

- (a) be in writing;
- (b) include the full name and address of the candidate and the candidate's signed consent;
- (c) include information detailing the candidate's suitable qualifications, skills and experience to discharge the functions of a Director; and
- (d) be given to the Secretary not later than 31 May (or such other date as the Board determines).

21.3 If the nominations for election as an Elected Director do not exceed the vacancies when nominations close, each candidate shall, if eligible under this Constitution and under the Corporations Act to hold office as an Elected Director, be deemed to have been elected an Elected Director from the date of the next annual general meeting when noted by Members.

21.4 If the nominations for election as an Elected Director exceed the vacancies when nominations close, an election shall be held among the nominees who are eligible under this Constitution and under the Corporations Act to hold office as an Elected Director, following the procedure set out in Rule 22.

22. Conduct of Elections

22.1 Elections may be held by postal ballot, electronic ballot or a combination of postal and electronic ballot, conducted by an independent provider. The Secretary or another person nominated by the Board shall act as returning officer.

22.2 The Board shall establish and make available to Members a set of procedures regarding the conduct of elections which must be followed by the returning officer.

22.3 For an election held by postal ballot:

- (a) The returning officer shall send a ballot paper to each Voting Member (in this Rule 22 referred to as a voter), stating the time and the date when voting closes.
- (b) The ballot paper shall be sent to the address for the voter shown on the register of Members or the address supplied by the Member for the giving of notices;
- (c) With each ballot paper the returning officer shall include a brief biography of each candidate not exceeding 150 words, and two envelopes; the smaller envelope marked 'Ballot Paper', and the larger envelope providing for authentication of the voter and addressed to the returning officer; and
- (d) a ballot paper shall not be counted unless it is put in the smaller envelope, and the smaller envelope sealed and put in the larger envelope, marked with the voter's name permitting authentication, and put in the ballot box at the Society's registered office before the time and date specified. A ballot paper delivered or posted to the returning officer shall be put in the ballot box forthwith upon receipt by the returning officer.

22.4 For an election held by electronic ballot:

- (a) The returning officer shall send to each voter, information regarding the upcoming elections (“election information”) by electronic transmission, stating the time and the date when voting closes.
 - (b) The election information shall be transmitted to the email address for the voter shown on the register of Members or supplied by the Member for the giving of notices;
 - (c) The returning officer shall include in the election information, a brief biography of each candidate not exceeding 150 words, and instructions regarding voting; and
 - (d) A vote shall not be counted unless the voter has followed the instructions regarding voting.
- 22.5 The accidental or inadvertent omission to send these papers to any voter shall not invalidate the ballot. Such papers may be sent to voters with other notices or communications from the Society.
- 22.6 The ballot paper shall list the candidates alphabetically, and identify those candidates who are retiring.
- 22.7 The voting system shall be the first-past-the post system as detailed in this Rule:
 - (a) The method of voting shall be by placing a “cross” in the square next to the name/s of the candidate/s for whom the elector wishes to vote.
 - (b) The voter must vote for the number of candidates to be elected.
 - (c) The candidate/s with the highest number of votes shall be elected.
 - (d) If two or more candidates each receive the same number of votes the Returning Officer shall decide by lot which candidate is to be elected.
 - (e) A ballot paper shall be informal if marked other than in accordance with this Rule.
- 22.8 The election shall close at the time and on the date set out on the ballot paper and a person elected shall hold office as an Elected Director from the date of the next annual general meeting.
- 22.9 The validity of any vote shall be determined by the returning officer, whose decision shall be final.

23. Powers of Directors

- 23.1 Subject to the Corporations Act and to any other provision of this Constitution, the business of the Society shall be managed by the Directors, who may exercise all such powers of the Society as are not, by the Corporations Act or by this Constitution, required to be exercised by the Society in general meeting.
- 23.2 Without limiting the generality of Rule 23.1, the Directors may exercise all the powers of the Society to borrow money, to charge any property or business of the Society, or give any other security for a debt, liability or obligation of the Society or of any other person or body corporate.
- 23.3 The Directors may, by power of attorney, appoint any person or body corporate to be the attorney or attorneys of the Society for such purposes, with such powers, authorities and discretions (being powers, authorities and discretion vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit. Any such power of

attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit, and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

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

24. Directors' meetings

- 24.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 24.2 A Director may at any time, and the Secretary shall on the requisition of a Director, convene a meeting of the Directors.
- 24.3 A meeting of Directors may be called or held using Virtual Meeting Technology consented to by all of the Directors. Consent of a Director for the purposes of this Rule 24.3 may be a standing one. A Director may only withdraw his or her consent within a reasonable time before the meeting of Directors.
- 24.4 For the purposes of this Constitution, the contemporaneous linking together by Virtual Meeting Technology of a number of Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors shall apply to any such meeting held by Virtual Meeting Technology provided the provisions of this Rule are complied with.
- 24.5 All the Directors for the time being entitled to receive notice of the meeting of Directors shall be entitled to notice of a meeting held by Virtual Meeting Technology and to be linked by a Virtual Meeting Technology for the purpose of such meeting. Notice of any such meeting shall be via the Virtual Meeting Technology or in any other manner permitted by this Constitution.
- 24.6 Each of the Directors taking part in the meeting by Virtual Meeting Technology must be able to hear each other of the Directors taking part at the commencement of the meeting.
- 24.7 A Director may not leave a meeting held by Virtual Meeting Technology by disconnecting his or her instantaneous communication device unless he or she has previously expressly notified the chair of the meeting of his or her intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.
- 24.8 A minute of the proceedings at meetings held by Virtual Meeting Technology shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chair of the meeting.
- 24.9 For the purpose of this Rule "Virtual Meeting Technology" shall include any audio and/or visual device which permits instantaneous communication.

25. Voting at Director's meetings

Constitution

- 25.1 Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed to be a decision of the Board. In the case of an equality of votes, the Chair of the meeting does not have a second or casting vote, in addition to a deliberate vote.
- 25.2 A Director who has a Material Personal Interest in a matter that relates to the affairs of the Society must give the other Directors notice of his or her interest.
- 25.3 A notice of a Material Personal Interest given by a Director must:
- (a) give details of the nature and extent of the Director's Material Personal Interest;
 - (b) be given at a Directors' meeting as soon as practicable after the Director becomes aware of his or her Material Personal Interest in the matter; and
 - (c) be recorded in the minutes of the Directors' meeting at which the notice is given.
- 25.4 Where a Director has a personal interest in a matter to be considered at a meeting of Directors:
- (a) the non-conflicted Directors must resolve whether the conflicted Director:
 - (i) may be present during any discussion of the matter; and/or
 - (ii) may vote in relation to the matter;
 - (b) the conflicted Director must not be present or vote on the resolution under Rule 25.4(a)(i); and
 - (c) any determination made by the non-conflicted Directors under this Rule must be recorded in the minutes of meeting.
- 25.5 Despite anything in this Rule, if the Corporations Act prohibits a Director from being present or voting on a matter, the Director must comply with that prohibition.

26. Quorum at Directors' meetings

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

27. Chairing Director's meetings

- 27.1 The Directors shall elect a Chair of meetings of the Directors. Any election of a Chair automatically vacates the office of the immediate previous Chair.
- 27.2 If when any such meeting is held and the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chair of the meeting.

28. Committees

- 28.1 Subject to Rule 28.4 the Board may delegate any of its powers or functions to a Board Subcommittee, Event committee or Industry Advisory Group consisting of such of their number or of such other persons, or any combination of such of their number and such other persons, as the Board thinks fit. The Board may appoint the Chair of any such committee.
- 28.2 A committee to which any powers or functions have been so delegated shall exercise the powers or functions delegated in accordance with any direction of the Board, and a power or function so exercised shall be deemed to have been exercised by the Board. A committee shall report to the Board on a timely basis as required by the Board.
- 28.3 Subject to any direction of the Board, the meetings and proceedings of any such committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board, so far as they are applicable.
- 28.4 The Board may not delegate its power to make by laws or its power to delegate under this Rule 28.

29. Passing of Directors' resolutions without holding a meeting

- 29.1 If a majority of Directors eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director. For the purposes of this Rule, a Director is deemed to have signed a document by indicating on an email or other electronic communication their assent to the proposed resolutions.
- 29.2 For the purposes of Rule 29.1, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 29.3 A reference to all the Directors in Rules 29.1 and 29.2 does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.
- 29.4 All acts done by any meeting other Directors or any committee of the Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

30. Disciplinary and appeal committees

- 30.1 If a matter which may require disciplinary action arises, the Directors must appoint:
- (a) a disciplinary committee of three persons (consisting of Directors other than the Chair) to consider possible breaches of the Society's Constitution, Code of Conduct or conduct unbecoming or prejudicial to the interests or inconsistent with the Principal Purposes of the Society;

- (b) an appeal committee of the Chair, and three other persons (such other persons being Directors or Members who are not members of the disciplinary committee) to hear appeals from decisions of the disciplinary committee; and
- (c) two Directors or Members not members of any of these committees, each of whom would be available to serve as a member of one of these committees if a vacancy arose in relation to a particular hearing.

31. Disciplinary procedures

- 31.1 If it is alleged that a Member has failed to comply with any provision of the Society's Constitution or the Code of Conduct, or has engaged in conduct unbecoming of a Member or prejudicial to the interests of or inconsistent with the Principal Purposes of the Society, the provisions of Rules 31.2 through 33.1 apply.
- 31.2 Save as provided in Rules 31.6 through 31.8, unless the provisions of this Rule 31 have been complied with, a Member may not be suspended or expelled.
- 31.3 Where the Directors are of the opinion that there may be circumstances existing which warrant the suspension or expulsion of a Member, the Directors shall refer the matter to the disciplinary committee. The disciplinary committee shall investigate the circumstances, and, if it sees fit after a hearing, suspend or expel the Member on such terms as it may decide.
- 31.4 Notice must be given to such Member stating that a matter has occurred in respect of which the disciplinary committee has the powers of suspension and expulsion, and specifying the date, time and place at which the matter will be considered by the disciplinary committee. Such notice must:
 - (a) specify the particular allegations in the matter and the surrounding facts and circumstances as they are known to the Directors and the disciplinary committee;
 - (b) be accompanied by a copy of any material that is in possession of the Directors and that may be considered by the disciplinary committee at such meeting; and
 - (c) be accompanied by a copy of this Rule 31.
- 31.5 Unless the Member consents to shorter notice, the minimum length of notice under Rule 31.4 is 18 days, being the earliest date for the disciplinary committee's meeting after the notice is served or is deemed to have been served.
- 31.6 A Member to whom a notice has been given under Rule 31.4 must notify the Secretary not later than the commencement of the disciplinary committee's meeting whether the Member wishes to do any or all of the following before the committee:
 - (a) appear personally; or
 - (b) be represented; or
 - (c) call witnesses; or
 - (d) place before the committee any written material.
- 31.7 If the Member does not comply with Rule 31.6, or if the notice although given in accordance with this Constitution is not received by the Member, the disciplinary committee may nevertheless exercise its powers of suspension or expulsion and must communicate its decision in writing as soon as practicable to the Member.

Constitution

- 31.8 If a notice given in accordance with this Constitution is not received by the Member, subsequent to the disciplinary committee's decision the Member (or, if expelled, the former Member) may require a rehearing by the disciplinary committee.
- 31.9 The disciplinary committee is required to give reasons for its decision.
- 31.10 Without limiting Rule 31.3, a suspension under Rule 31.7 may be until a specified date or until conditions imposed by the disciplinary committee have been complied with by the Member.

32. Appeal from decision of disciplinary committee

- 32.1 A decision of the disciplinary committee is final unless challenged by appeal to the appeal committee.
- 32.2 A decision of the appeal committee is final and binding.
- 32.3 Where a Member has been suspended or expelled by the disciplinary committee and within fourteen days after receiving notice of the decision such Member (or, if expelled, such former Member) in this Rule 32 referred to as the *Appellant*) gives written notice to the Chairman appealing the decision of the disciplinary committee, the Directors shall refer the matter to the appeal committee.
- 32.4 Where a matter is referred to the appeal committee the appeal shall be heard as soon as practicable, and the Appellant shall be given prompt notice specifying the date, time and place at which the matter will be considered by the appeal committee.
- 32.5 The appeal committee shall hear any appeal and shall give the Appellant the opportunity to do any or all of the following before the committee:
- (a) to appear personally; or
 - (b) be represented; or
 - (c) place before the committee any written material.
- 32.6 The appeal committee shall give an Appellant reasons for the committee's decision.

33. Disciplinary procedures to be final

- 33.1 This Constitution having established an adequate appeal system, it is a fundamental basis of Membership of the Society that all aspects of the hearing by, and all decisions of, the disciplinary committee and the appeal committee cannot be questioned, challenged or otherwise brought before any court or tribunal whether by application, appeal, declaratory order, defamation proceedings, injunction review, motion, petition, writ, or any other form of question of challenge whatsoever on any ground whatsoever.
- 33.2 The quorum for any meeting of the disciplinary committee and/or the appeal committee is three in each case.

34. Chief Executive

A Chief Executive of the Society holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

35. Register of Members

- 35.1 The Secretary will maintain a Register of Members at the Society's registered office.
- 35.2 When an applicant has been accepted for Membership the Secretary will cause the Member's name to be entered in the Register of Members and will send to the Member written notice of the acceptance.
- 35.3 The address of a Member in that Register will be the address of the Member for the purpose of service of any notices to Members.
- 35.4 The rights of any Member will not be transferable.

36. Minutes of meeting

- 36.1 The Directors will cause minutes of:
- (a) all proceedings and resolutions of meetings of Members;
 - (b) all proceedings and resolutions of meetings of the Directors, including meetings of a Board Sub-committee;
 - (c) resolutions passed by Members without a meeting; and
 - (d) resolutions passed by Directors without a meeting,
- to be duly entered into the books kept for that purpose in accordance with the Corporations Act.
- 36.2 A minute recorded and signed in accordance with the Corporations Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- 36.3 Books containing the minutes of meetings of Members and resolutions passed by Members without a meeting will be open for inspection by any Member free of charge.

37. Accounts

- 37.1 The Directors will cause to be kept proper books of accounts in which will be kept true and complete accounts of the affairs and transactions of the Society. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Society's affairs and explain its transactions.
- 37.2 The Financial Year of the Society will begin on the first day of April and end on the thirty-first day of March.
- 37.3 The accounts will be held at the registered office or any other place as the Directors think fit.
- 37.4 The accounts will always be open to inspection by the Directors.
- 37.5 The Directors will arrange for the financial report, the Directors' report and the Auditors' report as required by the Corporations Act to be made out and laid before the Annual General Meeting.

38. Audit

- 38.1 If required under the Corporations Act, a registered company auditor must be appointed.

39. Inspection of Records

- 39.1 Subject to the Corporations Act, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Society or any of them will be open to the inspection of Members other than Directors.
- 39.2 A Member other than a Director does not have the right to inspect any document of the Society except as provided by law or authorised by the Directors or by the Society in a meeting of Members.

40. Seal

- 40.1 If the Society has a Seal:
- (a) The Directors shall provide for the safe custody of the Seal, on which its name, its Australian Company Number and the words “Common Seal” are engraved.
 - (b) The Seal shall be used only by the authority of the Directors, or of the Committee of the Directors empowered to authorise the use of the Seal and every document to which the Seal is affixed shall be signed by a Director and be countersigned by another Director, the Secretary or another person authorised by the Directors to countersign that document or a class of documents in which that document is included. The signature of such persons may be affixed to the document by manual, autographic or mechanical means.
 - (c) A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Society have reported to the Board in writing that the document may be sealed in that manner.
- 40.2 The Society may execute a document without using a Seal if the document is signed by:
- (a) two Directors; or
 - (b) one Director and one Secretary; or
 - (c) one Director and another person appointed by the Directors for that purpose.

41. By laws

The Board has power to make By laws concerning Membership application and qualification for Membership of the Society and any other matter which the Board believes suitable for inclusion in such By Laws.

42. Alteration of Constitution

The Society may only alter this Constitution by special resolution in accordance with the Corporations Act.

43. Notices

- 43.1 A notice may be given by the Society to any Member (including Councillors) by any of the following means:

- (a) serving it on a Member personally; or
 - (b) by posting it to a Member at the address shown on the register of Members or the address supplied for the giving of notices; or
 - (c) electronically to such Member at the address shown in the Register of Members or supplied by the Member for the giving of electronic notices; or
 - (d) giving a Member (by electronic means, post or otherwise) sufficient information to allow them to access the notice electronically.
- 43.2 Any notice served under Rule 43.1(a) is taken to have been served on delivery to that person.
- 43.3 Any notice served under Rule 43.1(b) is taken to have been served at the expiration of 24 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 43.4 Any Notice served under Rules 43.1(c) or (d) is taken to have been served 24 hours after the Notice was sent.
- 43.5 Notice of every general meeting must be given in a manner authorised by Rule 43.1 to every Member and the auditor for the time being of the Society. No other person is entitled to receive notices of general meetings.

44. Indemnity

- 44.1 The Society indemnifies each officer out of the assets of the Society to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Society or in or arising out of the discharge of the duties of the officer unless the liability was incurred by the officer through the officer's own dishonesty, negligence, lack of good faith or breach of duty.
- 44.2 An officer may be indemnified to the relevant extent out of the assets of the Society against any liability incurred by the officer in or arising out of the conduct of the business of the Society or in or arising out of the discharge of the duties of the officer where the Directors consider it appropriate to do so.
- 44.3 Where the Directors consider it appropriate to do so, the Society may:
- (a) pay amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer against any liability incurred by the officer in or arising out of the conduct of the business of the Society or in or arising out of the discharge of the duties of the officer; and
 - (b) bind itself in any contract or deed with any officer of the Society to make the payments.
- 44.4 In this Rule 44:
- (a) Officer means a Director, Secretary, executive officer, Councillor or employee, or a person appointed as a trustee by, or acting as a trustee at the request of, the Society; and includes a former officer;
 - (b) Duties of the officer includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Society;
 - (c) to relevant extent means:

- (i) to the extent that the Society is not precluded by law from doing so;
- (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
- (iii) where the liability is incurred in or arises out of the conduct of the business of another body corporate or in the discharge of the duties of the officer in relation to another body corporate, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that body corporate; and
- (d) liability means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including in particular legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

45. Directors' conflicts of interest

45.1 Subject to complying with Rule 25.4 regarding disclosure of and voting on matters involving personal interests, a Director may:

- (a) hold any office or place of profit in the Society, except that of auditor, unless being or becoming a Director would breach any law by reason of holding that office;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Society or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Society;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Society or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Society, except as auditor;
- (f) sign or participate in the execution of a document by or on behalf of the Society; and
- (g) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Society for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.