

Bathurst Agricultural, Horticultural & Pastoral Association Inc.

~ Since 1858 ~



CONSTITUTION
(26th October 2015)

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Part 1 - Preliminary

1 Definitions

(1) In this constitution:

association means the Bathurst Agricultural Horticultural and Pastoral Association Incorporated.

competent person means a person who has acquired through training, qualifications, experience, or a combination of them, the knowledge and skills to carry out the task.

Director-General means the Director-General of the Department of Services, Technology and Administration.

secretary means:

- (a) the person holding office under this constitution as executive secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

show council means the body of members of the association referred to in the Act and the Regulation as “the Committee”, in which is vested the management of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(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.

2 Objectives

(1) The objectives of the association shall be:

- (a) to encourage development of the agricultural, horticultural and pastoral industries,
- (b) to encourage the improvement of livestock,
- (c) to promote competition in the fields of agriculture, horticulture and livestock production, and
- (d) to educate people in general about the agricultural, horticultural and pastoral industries and without limiting the foregoing to educate persons involved in the said industries as to techniques, implements and machinery available for use therein.

3 Functions of the Association

(1) With a view to implementing the objects the association may

- (a) conduct periodical exhibitions,
- (b) award prizes for superiority in animals, produce, horticulture, arts, crafts, manufacture, machinery, farm implements, skill in equestrian events and

such other categories or rural expertise as may from time to time be approved, and

- (c) promote, encourage and participate in correspondence and friendly communication with kindred organisations.

Part 2 - Membership

4 Membership qualifications

- (1) There are categories of membership of the association as detailed in this constitution.
- (2) A person is eligible for membership of the association if:
 - (a) the person is a natural person,
 - (b) the person has been nominated and approved for membership of the association in accordance with clause 6 and
 - (c) at that time a vacancy exists in the selected category of membership.
- (3) A body or organisation is eligible for membership of the association if:
 - (a) the body is incorporated under the provisions of an Act of Parliament of the Commonwealth of Australia or any State of the Commonwealth of Australia, or
 - (b) is an unincorporated community organisation, or
 - (c) is a legal entity trading under a registered business name.
- (4) A person or body is taken to be a member of the association if they were a member of the association immediately before the adoption of this constitution.

5 Categories of membership

- (1) Full membership is open to persons 18 years of age or over.
- (2) Single membership is open to persons 18 years of age or over.
- (3) Junior membership is open to persons under the age of 18 years.
- (4) Financial Life membership is open to any person.
 - (a) There shall be no more than two hundred (200) financial life members admitted at any one time.
- (5) Honorary Life membership is open to members who have been appointed by resolution of an annual general or special general meeting of the Association.
 - (a) To be eligible for appointment a person must have been a member or volunteer of the association for not less than ten (10) consecutive years and during that time given outstanding meritorious service to or on behalf of the association.
 - (b) The Secretary must receive a nomination of each member or volunteer for appointment no fewer than 28 days prior to the date of the next annual general meeting of the association and such nomination shall be included in the agenda for that meeting. The nomination must be accompanied by a full description of the nominee's outstanding service to the association.
 - (c) There shall be no more than five (5) Honorary Life members appointed over any five (5) year period.
- (6) Corporate membership is open to a body or organisation eligible for membership of the association in accordance with clause 4.

- (a) Corporate members must nominate one (1) natural person to represent the organisation.
- (b) Corporate members will receive the entitlements of a full member.
- (7) Affiliate membership is open to a not-for-profit body or organisation eligible for membership of the association in accordance with clause 4 (3).
 - (a) Affiliate members must nominate one (1) natural person to represent the organisation.
 - (b) Affiliate members will receive the entitlements of a full member.

6 Nomination for membership

- (1) A nomination for membership of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the association and may be accompanied by the fee applicable at the date of the application for the category of membership for which application is being made.
- (2) The lodgement of a completed membership nomination together with the payment of the appropriate membership fee is sufficient for the membership to be considered to have been approved, pending confirmation by show council of the nomination.
 - (a) The membership and all entitlements will be regarded as commencing on the date the fee is paid.
- (3) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the show council which is to determine whether to approve or to reject the nomination.
- (4) As soon as practicable after the show council makes that determination, the secretary must
 - (a) notify the nominee, in writing, of the show council's determination of their nomination, and
 - (i) if the show council approved the nomination, and the appropriate fee is unpaid, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution for the appropriate member category as annual subscription, or
 - (ii) if the show council rejected the nomination, refund any fees paid at the discretion of the show council.
- (5) The secretary must, on payment by the nominee of the amounts referred to in subclause (4) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

7 Membership entitlements & privileges

- (1) The privileges of membership are;
 - (a) Admission to the showground on any day during the annual agricultural show on production of the appropriate member's ticket.
 - (b) Concession on entry fees for exhibits where provided for in the annual show schedule.
 - (c) The right to attend and participate in all general meetings of the association.

- (d) The right to attend all show council meetings and with the permission of the Chairperson to speak on any subject on the agenda.
 - (e) With the exception of members under the age of 18, the right to vote at all general meetings of the association.
- (2) Members will receive the following entitlements:
- (a) Each honorary & financial life member will receive one metal badge of membership for the lifetime of the member. This metal badge of membership will not entitle the owner to admission to the showground for any function without presentation of the appropriate annual member's ticket.
 - (b) Each full member (including financial and honorary life members) shall be supplied one membership ticket, which is not transferable, and two guest tickets.
 - (c) Each single member and junior member shall be supplied with one membership ticket, which is not transferable.
 - (d) Each corporate and affiliate member shall be supplied one membership ticket (to a nominated individual), which is not transferable, and two guest tickets.
- (3) Members shall not be entitled to receive any distribution of net income received by the association. All monies received by the association shall be applied for the benefit of the association and in and towards its objects.

8 Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

9 Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay their subscription fees by the due date.

10 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the show council may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association 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.

11 Register of members

- (1) The secretary of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members will be open for inspection, free of charge, by any member of the association at any reasonable hour for the purposes of viewing their own member information.
- (4) A member of the association may obtain a copy of any part of the register relating to their membership on payment of a reasonable fee.
- (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 person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

12 Fees and subscriptions

- (1) The annual subscription for each category of membership shall be determined by the show council no sooner than six calendar months prior to the commencement of the membership year.
- (2) The membership year shall be from 1 January to 31 December each year.
- (3) Membership subscriptions shall be paid before the end of the membership year and the subscription shall carry with it the right to membership until the end of the next following membership year.
- (4) Where show council determines to approve a nomination for membership after the commencement of the membership year, the new member shall have the rights to membership from the date of approval, including the forthcoming annual show and until the last day of that membership year.
- (5) A person shall cease to be a member on the first day of the membership year where the member subscription is not paid in accordance with the provisions of clause (3) above, provided that this rule shall not apply where the secretary accepts a late payment of a member's subscription.
- (6) The show council may determine to waive the membership fees or subscriptions of members on an annual basis as part of an approved young person engagement or development program such as, but not limited to, the Showgirl, Young Rural Achievers and Junior Stewarding programs.

13 Members' liabilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by this constitution.

14 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

- (2) Disputing parties are to exchange statements of the issues that are in dispute between them and supply a copy to the referred mediator at least 7 days prior to the commencement of mediation.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (4) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

15 Disciplining of members

- (1) A complaint may be made to the show council by any person that a member of the association:
 - (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 association, or
 - (c) has transferred or attempted to transfer a right, privilege or obligation gained by reason of being a member of the Association.
- (2) The show council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If after consideration of the complaint the show council is satisfied that the facts alleged in the complaint have been proved and action is warranted in the circumstances, the show council may, by resolution,
 - (a) reprimand the member, or
 - (b) disqualify the member from exhibiting for such period as the show council may in its absolute discretion resolve, or
 - (c) suspend the member from membership of the association, or
 - (d) expel the member from the association.
- (4) A resolution of the show council under clause 15 is of no effect unless the resolution is confirmed by show council at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of the notice required by clause 15 (5).
- (5) If the show council decides to deal with the complaint and resolves to act in accordance with clause 15 (3), the secretary must cause notice to be served on the member:
 - (a) Setting out the resolution of the show council and the grounds on which it is based;
 - (b) Stating that the member may address the show council at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (c) Stating the date, place and time of that meeting;
 - (d) Informing the member that they make a submission in connection with the complaint that will be taken into consideration. They may do either or both of the following –
 - (i) Attend and speak at that meeting; or
 - (ii) Submit to the show council at or prior to the date of that meeting written representations relating to the resolution.
- (6) At a meeting of the show council referred to in clause 15 (5), the show council shall –

- (a) Give that member an opportunity to attend and speak in connection with the complaint,
 - (b) Give due consideration to any submission by that member in connection with the complaint, and
 - (c) By resolution determine to confirm or revoke the resolution passed in respect of that member under clause 15 (3).
- (7) If the show council confirms the resolution under clause 15 (6), the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken.
- (8) 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 association confirms the resolution under clause 16, whichever is the later.

16 *Right of appeal of disciplined member*

- (1) A member may appeal to the association in general meeting against a resolution of the show council under clause 15, within 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 need not, 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 show council which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the show council and the member must 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 association.

17 *Patron*

- (1) The association shall have no more than two (2) patrons who shall be appointed by resolution of the annual general meeting.

Part 3 - The show council

18 *Powers of the show council*

- (1) Subject to the Act, the Regulation and this constitution the show council:
 - (a) is to control and manage the affairs of the association, and
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and

- (c) has power to perform all such acts and do all such things as appear to the show council to be necessary or desirable for the proper management of the affairs of the association.

19 Duties of show councillors

- (1) All show councillors shall actively participate in:
 - (a) the preparation and conduct of the annual show;
 - (b) other events from time to time conducted by the association; and
 - (c) the management of the association.

20 Composition and membership of show council

- (1) The show council shall consist of no more than twenty-four (24) councillors being members of the association elected to the show council pursuant to these rules and including by reason of the office, the President of the association.

21 Election of the president

- (1) Nominations of candidates for election to the position of president shall:
 - (a) be made in writing on forms provided by the association, signed by two (2) members of the association not being junior members and the nominee and accompanied by the written consent of the candidate; and
 - (b) be received by the secretary not less than fourteen (14) days prior to the date fixed for the holding of the annual general meeting.
- (2) Nominees for election to the position of president must have been a member of show council for a period of at least eleven months prior to being nominated.
- (3) The president shall be elected each year at the annual general meeting of the association:
 - (a) if only one nomination in the required form is received then, subject to the nominee not being otherwise disqualified from holding the office of president, that nominee shall be declared elected at the annual general meeting.
 - (b) if more than one nomination in the required form is received then a ballot of members present at the meeting at which the election takes place shall be conducted as follows:
 - (i) a list of all nominees shall be given to each member present, not being a junior member.
 - (ii) each member shall be asked to strike out the names of all nominees except for the name of the nominee for whom that member wishes to vote;
 - (iii) the meeting shall appoint one (1) or more scrutineers who shall count the votes and a returning officer who shall check the count and advise the meeting of the result;
 - (iv) the nominee with the most votes shall be declared elected;
 - (v) if two or more nominees receive an equal number of votes and no other nominee receives a higher number, then a further ballot of members shall be held in the aforesaid manner between those nominees with the equal highest number of votes, until one nominee receives a majority of votes thereupon that nominee shall be declared president.
 - (c) if no nomination in the required form is received then the president shall be elected by the show council provided that nominations in the required

form are received by the secretary not less than fourteen (14) days prior to the date for the holding of any subsequent show council meeting. In the case where only one nomination is received the nominee shall be declared president and in the case where there is more than one nomination a ballot for the position of president shall be held by the councillors of the show council present.

22 Election of show councillors

- (1) Nominations from current serving show councillors who retire by rotation or any member of the association seeking election or re-election to the show council shall:
 - (a) be made in writing on forms provided by the association and signed by two (2) members of the association, not being junior members, and the nominee; and
 - (b) be received by the secretary not less than fourteen (14) days prior to the date fixed for the holding of the annual general meeting at which this election is to take place.
- (2) If the number of nominations received in the required form does not exceed the number of available positions, then the nominees shall be declared duly elected at the annual general meeting.
- (3) If the number of nominations received in the required form does not exceed the number of available positions, any remaining positions shall be deemed to be casual vacancies.
- (4) If the number of nominations received in the required form exceeds the number of available positions, then a ballot of members present at the meeting at which the election takes place, not being junior members, shall be conducted as follows:
 - (a) ballot papers listing all nominees in alphabetical order shall be prepared by the secretary and one given to each member present, not being junior members;
 - (b) the meeting shall appoint one (1) or more scrutineers who shall count the votes and a returning officer who shall check the count and advise the meeting of the result;
 - (c) each member shall be asked to strike out the names of all those nominees for whom that member does not wish to record a vote;
 - (d) any ballot paper which records votes for more nominees than there are available positions shall be declared informal and shall not be counted;
 - (e) should any nominees tie for the last vacant position of Councillor, a further ballot of members present shall be conducted in the aforesaid manner between those nominees who shall have so tied, until one nominee receives a majority of votes; thereupon, that nominee shall be declared duly elected.

23 Casual vacancies

- (1) A casual vacancy in the office of a member of the show council or executive committee or any other office bearer of the association occurs if the member:
 - (a) dies, or
 - (b) with the exception of appointed office-bearers, ceases to be a member of the association, or
 - (c) 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 this constitution, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the show council from 3 consecutive meetings of show council, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 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.
- (2) In the event of a casual vacancy occurring in the membership of the show council, the show council may appoint a member of the association to fill the vacancy from nominations in the required form, received by the secretary not less than fourteen (14) days prior to the date for holding of any subsequent show council meeting, except the show council meeting immediately following the annual general meeting.
 - (3) In the event of a casual vacancy occurring in the membership of the executive committee, the show council may appoint a member of the show council to fill the vacancy at any subsequent show council meeting.
 - (4) In the event of a casual vacancy occurring in an appointed office-bearer of the association, show council may appoint any competent person to fill the vacancy at any subsequent show council meeting.

24 Ballots conducted by show council or sub-committee

- (1) Where a ballot is to be conducted by show council or a sub-committee the method to be adopted for that ballot shall be in such usual and proper manner as the show council may direct.

25 Delegation by show council to sub-committee

- (1) The show council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the show council thinks fit) the exercise of such of the functions of the show council as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the show council 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 such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the show council 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 clause has the same force and effect as it would have if it had been done or suffered by the show council.
- (6) The show council may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

26 The executive committee

- (1) There shall be a standing committee known as the executive committee which shall have all the powers of the show council to deal with matters of urgency which may arise between meetings of the show council and such other functions as may be delegated to it in accordance with this constitution.
- (2) The executive committee shall consist of:
 - (a) the four (4) elected office-bearers of the association, and
 - (b) at least 3 show councillors elected at the show council meeting held immediately following the annual general meeting.
- (3) The total number of executive committee is to be 7.
- (4) Each member of the executive committee is, subject to this constitution, to hold office until the conclusion of the show council meeting immediately following the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) The executive committee will specifically deal with employment and management issues relating to the position of secretary and all other staff. However the show council will retain the sole authority for the termination of the employment contract of the secretary, acting on recommendations from the executive committee.
- (6) Not more than one immediate family member may be an office-bearer or member of the executive committee of the association simultaneously.

27 Office bearers

- (1) The elected office-bearers of the association are as follows:
 - (a) the president,
 - (b) the senior vice-president,
 - (c) the junior vice-president, and
 - (d) the treasurer.
- (2) A show councillor may hold up to 2 offices (other than both the president and vice-president offices).
- (3) The secretary is an appointed office-bearer of the association.
- (4) The president is elected at the annual general meeting.
- (5) The ballot for the election of the remaining office-bearers is to be conducted at the show council meeting held immediately following the annual general meeting in such usual and proper manner as the show council may direct.
- (6) The show council shall appoint competent persons to other specific offices such as Ringmaster, Stewards etc for the better management of the association on an annual basis.
 - (a) the appointment shall be made by show council in such usual and proper manner as the show council may direct at the show council meeting held immediately following the annual general meeting or as soon as practicable thereafter.

28 Secretary

- (1) The secretary shall be appointed by the show council.
 - (a) At least two advertisements calling for applicants are to be published in separate editions of a newspaper circulating in the Bathurst district, unless

- (b) show council at its discretion resolves to waive this requirement to advertise the position.
- (2) The employment of the secretary shall be under the provisions of a meaningful contract of employment between the show council on behalf of the association and the secretary. Key performance indicators shall be incorporated into the duty statement.
- (3) A duty statement for the position of secretary is to be provided; such duty statement is to be reviewed on an annual basis, or as required under the prevailing circumstances. Regular performance appraisals of the secretary are to be carried out at least annually by reference to the duty statement.
- (4) It is the duty of the secretary to:
 - (a) attend all general meetings of the association, all meeting of show council and all meetings of the executive committee and all such other meetings as he/she may be required to attend except when on approved leave or due to illness;
 - (b) to give notice of meetings of the association, the show council and the executive committee;
 - (c) ensure that the minutes of all such meetings are correctly recorded and preserved;
 - (d) to conduct, keep and produce when required all correspondence papers, writings and vouchers of or in connection with the association;
 - (e) to keep all requisite books of account for the association and to make the same available for inspection by the association's auditors and by councillors of the show council when required by them at all reasonable times;
 - (f) to receive monies on behalf of the association and issue receipts in a form approved by show council, to regularly deposit such monies with the bankers of the association and to produce the same on demand;
 - (g) to accept receipts in every case for monies paid on behalf of the association and to file and preserve all invoices, receipts, vouchers and other documents for inspection by Councillors of the show council and the association's auditors when required by them at all reasonable times;
 - (h) to manage, generally the affairs of the association under the direction of show council and any sub-committee constituted in accordance with the provisions of this constitution possessing the necessary authority; and
 - (i) to keep the register of members of the association and show councillors.
- (5) The secretary shall not have the right to vote on any resolution at any meeting he/she is required to attend.
- (6) The secretary's remuneration shall be fixed at the time of appointment by the show council and thereafter shall be reviewed annually by the executive committee and ratified by the show council.
- (7) The secretary will also be the public officer of the association.

29 Honorary Treasurer

- (1) The show council shall appoint a competent person to the position of honorary treasurer.
- (2) The honorary treasurer shall inform and advise the show council in writing on financial issues generally and in particular regarding;
 - (a) financial management systems,
 - (b) legal responsibilities (financial)

- (c) financial performance, including reports on profits, cash flows and budgets, and
 - (d) statutory reporting.
- (3) The honorary treasurer, or a deputy approved by show council, shall be in attendance on each day of the annual show to supervise the receipt of all monies due to the association at the show and to arrange for the prompt banking of same to the credit of the banking account of the association. The banking is to be completed no later than the day following the conclusion of the annual show and a statement of all monies received shall be presented to the president and vice presidents(s) within seven days of the last day of the annual show. This statement is to be presented to show council at their first meeting immediately following the annual show.
- (4) The honorary treasurer shall be the chairman of the finance subcommittee and shall present a statement on the financial position of the association at each meeting of the show council.

30 Safety Officer

- (1) The show council shall appoint a competent person to the office of safety officer.
- (2) The safety office shall inform and advise show council in writing on workplace health & safety issues generally and in particular with regard to the show council's responsibilities;
- (a) to identify hazards,
 - (b) to assess risks,
 - (c) to eliminate or control risks,
 - (d) to review risk assessments and control measures,
 - (e) to provide instruction, training and information,
 - (f) provision of personal protective equipment,
 - (g) to obtain information,
 - (h) to provide for emergencies, and
 - (i) to provide and maintain amenities and first aid facilities.
- (3) The safety office, or a deputy approved by show council, shall be in attendance on each day of the annual show and on other days when required by show council. The safety officer, or delegate, shall;
- (a) promptly advise the president or executive secretary of any hazards,
 - (b) record, or endeavour to record, relevant details of all incidents, and
 - (c) promote awareness of workplace health and safety issues generally.

31 Tenure of councillors and office bearers

- (1) Show councillors are elected by the members for a term of three years. Eight (8) show councillors shall retire annually by rotation.
- (2) A show councillor appointed to fill a casual vacancy shall be deemed to have held office since the date when the show councillor who caused the vacancy was elected, or where this date can not be determined, from the AGM preceding the filling of the casual vacancy.
- (3) If there is a common date for more than the required number of show councillors to retire by rotation, then a ballot shall be held to determine those who shall retire at that time.
- (4) Retiring show councillors shall be eligible for re-election.

- (5) If the position of President is filled by a person who has served on show council for a period of less than three years then clause 31 (1) shall not apply until such person has had the opportunity to serve as President for a continuous period of three years.

32 Removal of show councillors

- (1) Removal of show councillors in resolution in general meeting.
 - (a) the association in general meeting may by resolution remove any member of the show council from the office of show councillor before the expiration of the show councillor's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the show councillor so removed.
 - (b) if a member of the show council 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) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association 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.
- (2) Removal of show councillors due to absence.
 - (a) if any show councillor is absent from three (3) consecutive meetings of the show council such councillor may, at the discretion of the show council by resolution, cease to be a member of the show council unless leave of absence has previously been granted by the show council.
 - (i) a request for leave of absence must be made in advance either verbally, by telephone, by email or in writing.
 - (b) the secretary shall immediately advise in writing any show councillor who has ceased to be a member of the council in accordance with this clause and shall also include details in the report to the next show council meeting immediately following such advice having been sent.

33 Meetings and quorum

- (1) The show council shall meet at the direction of the president at least four (4) times in a calendar year.
 - (a) the Secretary must give written notice of a meeting of the show council at least seven (7) days prior to the date of the meeting.
 - (b) a quorum of show council shall consist of 50% of the number of elected show councillors at the time and date of the meeting plus one, fractions to be ignored. *(For example if there were 21 show councillors, 50% would be 10.5, add 1 making 11.5. The quorum required would be 11 show councillors).*
- (2) The executive committee shall meet as, where and when required.
 - (a) any four (4) members of the executive committee constitute a quorum for the transaction of the business of a meeting of the executive committee.
- (3) All other sub-committee meetings shall be held as, where and when required.
 - (a) any three (3) members of a sub-committee constitute a quorum for the transaction of the business of a meeting of a sub-committee.
- (4) No business is to be transacted by the committee unless a quorum is present
 - (a) if a quorum is not present within thirty (30) minutes of the time appointed for a meeting of the association, the meeting is to stand adjourned to a place and such other time and date as is agreed by those present. At

least three (3) days notice thereof shall be given to all those not then present.

- (b) If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting is to be dissolved.
- (5) At a meeting of the show council:
 - (a) the president or, in the president's absence, a vice-president is to preside, or
 - (b) if the president or vice-president are absent or unwilling to act, such one of the remaining members of the show council as may be chosen by the show councillors present at the meeting is to preside.
- (6) No subject of a political or religious character shall be introduced or discussed at any meeting.
- (7) The conduct of all meetings shall be in accordance with the provisions of the associations "Code of Meeting Practice".

34 Voting and decisions

- (1) Questions arising at a meeting of the show council or of any sub-committee appointed by this constitution or show council are to be determined by a majority of the votes of members of the show council or sub-committee present at the meeting.
- (2) Each member present at and entitled to vote at any meeting of the association (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 quorum, the show council may act despite any vacancy on the show council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the show council or by a sub-committee appointed by the show council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the show council or sub-committee.

Part 4 - General meetings

35 Annual general meetings - holding of

- (1) The annual general meeting of the association shall be held at a place, time and date as determined by show council.
- (2) The association must hold its annual general meetings:
 - (a) within 4 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

36 Annual general meetings - notice

- (1) Show council shall determine the action the secretary will take in notifying members of the annual general meeting. It shall be either of the following:
 - (a) at least two notices to be inserted in the major newspaper circulating in the Bathurst district, the first to appear at least twenty eight (28) days prior to the scheduled date for the meeting and the second at least fourteen (14) days prior to the scheduled date for the meeting; or
 - (b) a letter sent to the registered address of each member, to be posted at least twenty eight (28) days prior to the scheduled date for the meeting.

- (2) An annual general meeting must be specified as such in the notice convening it.

37 Annual general meetings - business at

- (1) The business to be conducted by the annual general meeting of the association shall be:
- (a) to receive the annual report, audited financial statements and balance sheet,
 - (b) to consider any proposed amendments to the constitution,
 - (c) to determine the number of members in each category of membership to be admitted for the next membership year,
 - (d) to consider any major business referred by the show council,
 - (e) to consider business brought forward by a member, notice of which has been served on the secretary in writing not less than fourteen (14) days before the meeting at which it is to be voted on,
 - (f) to elect honorary life members,
 - (g) to elect not more than two patrons,
 - (h) to elect the president,
 - (i) to elect the members of show council, and
 - (j) to elect an auditor who shall be a registered company auditor registered under the Corporations Law and shall not be a show councillor, a member of the Bathurst Showground Trust or a Director of the Bathurst Harness Club Ltd.

38 Special general meetings - calling of

- (1) The secretary, or in his/her absence the president or in his/her absence a vice-president, on the requisition in writing of at least ten (10) show councillors or 5% of the total number of members of the association (not being junior members) at that particular time, must convene a special general meeting of the association.
- (2) A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (3) If the special general meeting is not convened within sixty (60) days after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (4) A special general meeting convened by a member or members as referred to in subclause (3) must be convened as nearly as is practicable in the same manner as general meetings are convened by the show council.

39 Notice

- (1) The secretary must, at least twenty one (21) 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.

- (a) If the nature of the business proposed requires a special resolution of the association the notice must include the intention to propose the resolution as a special resolution.
- (b) Such notice shall be sufficient if it is given either by:
 - (i) an advertisement inserted in a newspaper circulating in the Bathurst district, or
 - (ii) a letter sent to the registered address of each member.
- (2) 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.
- (3) 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.

40 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) Twenty (20) members present in person, (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 thirty (30) minutes of 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 a place and such other time and date as is agreed by those present. At least three (3) days notice thereof shall be given to all those not then present.
 - (c) If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting is to be dissolved.

41 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 association and at all show council meetings.
 - (a) The president is entitled to chair every meeting of the association they attend.
 - (b) The president or in the president's absence, a vice-president shall be an ex officio member of all committees, sub-committees and standing committees of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect a show councillor to preside as chairperson at the meeting.
 - (a) Failing the presence or willingness of a show councillor to preside, the members present may elect any one of their number to preside as chairperson at the meeting.

42 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 14 days or more, the secretary must give three (3) days written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (a) Such notice shall be sufficient if it is given either by:
 - (i) an advertisement inserted in a newspaper circulating in the Bathurst district, a circular letter, an email or telephone call.
- (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.

43 Making of decisions

- (1) A question arising at any meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if by requirement of this constitution or on the motion of the chairperson or if 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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with this constitution or the directions of the chairperson.
- (4) A motion to rescind a resolution of the show council shall not be put unless approval of a meeting of the show council has been given for reconsideration of the matter, whereupon, the rescission motion shall be included on the agenda as a notice of motion of the next meeting of the show council.

44 Special resolutions

- (1) A special resolution may only be passed by the association in accordance with section 39 of the Act.

45 Voting

- (1) On any question arising at a general meeting of the association a member has one 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 association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association unless they are a financial member of the association for at least three (3) months prior to the date of the meeting.
- (5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

46 ***Proxy votes not permitted***

- (1) Proxy voting is not permitted at or in respect of any meeting of the association.

47 ***Postal ballots***

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

48 ***Insurance***

- (1) The association shall effect and maintain insurance cover.

49 ***Finance sub-committee***

- (1) The finance sub-committee shall be comprised of the honorary treasurer, the secretary and up to three (3) members of the association elected each year by the show council at its first meeting immediately following the annual general meeting.
- (2) The finance sub-committee will advise the show council on the financial control of the association and its funds.

50 ***Internal audit committee***

- (1) The internal audit committee shall be comprised of two (2) show councillors (excluding the honorary treasurer) elected each year by the show council at its first meeting immediately following the annual general meeting.
- (2) The internal audit committee will investigate the various administrative procedures within the association and furnish a written report to show council at least three times per year.

51 ***Funds - source***

- (1) The funds of the association are to be derived from entrance fees, annual subscriptions of members, sponsorship payments, donations and such other sources as the show council determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

52 ***Funds - management***

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the show council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes, withdrawals and other negotiable instruments must be signed by any two (2) of the president, executive secretary, or honorary treasurer.
- (3) No invested funds may be withdrawn without resolution of the show council and the signature of any two (2) of the president, executive secretary, or honorary treasurer unless such investments are in the nature of working capital deposited in an investment through the association bankers, in which case such investments shall be invested to the best advantage of the association and transferable from the association's working capital account to the relevant investment and returned as they need may arise.

53 Rain and loss protection fund

- (1) There shall be established a RAIN AND LOSS PROTECTION FUND account into which shall be deposited a sum equal to 5% of the gross gate takings of the annual show, but not including goods and services tax, and the funds in this account shall be invested and reserved until required. All amounts of interest earned shall remain as part of this fund.
- (2) The funds in this account shall be used to subsidise the gate takings from a rain or weather affected show and/or subsidise the gate takings of a show affected by a strike of participants of any section of the show. The show council may only authorise the transfer of funds from the RAIN AND LOSS PROTECTION FUND to the GENERAL FUND by subsidising up to a maximum of the average revenue over the three annual shows immediately preceding the affected show.
- (3) Should fire destroy or partly destroy a pavilion or pavilions during the show or immediately before a show, rendering it or them unserviceable for the show, then the show council may authorise the transfer of funds from the RAIN AND LOSS PROTECTION FUND to the GENERAL FUND up to a maximum of the average revenue over the three annual shows immediately preceding the fire affected show.
- (4) Should the funds in the RAIN AND LOSS PROTECTION FUND account reach an amount equal to the average gate takings over the preceding three annual shows, not including goods and services tax, then show council may authorise the transfer of any excess funds to the GENERAL FUND.
- (5) This requirement to deposit a sum into the RAIN AND LOSS PROTECTION FUND may be waived for a specified year/s, by resolution of the members at an annual general meeting where a prior notice of motion to do so has been included on the notice of the meeting.

54 Change of name, objects and constitution

- (1) The name, objects and constitution of the association may only be changed or altered by a special resolution of a general meeting of the association.
- (2) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a show council member.

55 Common seal

- (1) The common seal of the association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by authority of the show council and the affixing of the common seal shall be attested by the signatures either of two (2) show councillors or of one (1) show councillor and the secretary or public officer.

56 Custody of books etc

- (1) Except as otherwise provided by this constitution, the secretary/public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

57 Inspection of books etc

- (1) All records, books and other documents relating to the association with the exception of the members register and items recorded as confidential in the minutes of all meetings shall be open to inspection, free of charge, to any member of the association at any reasonable hour by appointment with the secretary/public officer.

- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a reasonable fee.

58 Public officer

- (1) Show council shall appoint or remove the public officer at any meeting.
- (2) The secretary shall be the public officer of the association during any period that the office falls vacant.

59 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,
 - (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, or
 - (d) by placement of at least one advertisement in a newspaper circulating in the Bathurst district.
- (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, and
 - (d) in the case of advertisement in a newspaper, on the date it was published in the newspaper.

60 Donations and gifts

- (1) The making of cash gifts or donations by the association to any person or organisation is prohibited other than honorariums approved by the show council or executive committee in recognition of voluntary services provided to the association.

61 Association property

- (1) Equipment and property belonging to the association will not be rented, hired or loaned to any person, organisation or body unless;
 - (a) The loan/hire has been approved jointly by the president and the secretary and such action is reported to show council at the next subsequent meeting after the event, or
 - (b) The equipment/property has been specifically placed on a register of items permissible to be rented, hired or lent on the approval of the secretary alone.

62 Illegal gambling

- (1) No illegal gambling or betting will be permitted on the grounds or in any buildings under the control of the association.

63 Venue

- (1) Any permanent change to the venue of the annual Bathurst Show or to the association's offices from The Bathurst Showground, Kendall Avenue, Bathurst NSW to another venue must be confirmed by a special resolution of the association in general meeting.

64 Financial year

- (1) The financial year of the association is:
 - (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
 - (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Bathurst Agricultural Horticultural & Pastoral Association Inc.

(Incorporated under the Associations Incorporation Act 2009)

ABN 85 953 115 197

PHONE (02) 6331 3175
www.bathurstshow.com.au

PO BOX 92, BATHURST NSW 2795
admin@bathurstshow.com.au

FAX (02) 6332 2652
www.bahpa.org.au

PLEASE ENSURE THAT THE FORM IS COMPLETED IN FULL AND TICK/CIRCLE SELECTED BOXES - PLEASE PRINT CLEARLY

I, Dr / Mr / Mrs / Ms / Miss _____

(Full name of applicant)

of (Organisation) _____

(Corporate Membership Only)

Residential Address _____

Postal Address _____

Telephone No. _____

Date of Birth _____

Mobile No. _____

Email _____

Hereby apply to become a:

Financial Life Member

Full Member (OVER 18 YEARS OF AGE)

Single Member (OVER 18 YEARS OF AGE)

Junior Member (UNDER 18 YEARS OF AGE)

Corporate Member (a for profit organisation)

Affiliate Member (a not for profit organisation)

of the above named Incorporated Association. In the event of my/our admission as a member, I agree to be bound by the Constitution of the Association for the time being in force.

Signature of Applicant _____

Date _____

I, _____ a financial member of the Association, nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer _____

Date _____

I, _____ a financial member of the Association, nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer _____

Date _____

PAYMENT I wish to pay by

CASH

CHEQUE (payable to "Bathurst AH&PA")

CREDIT CARD (details below)

Mastercard Visa AMEX

Is this a company credit card? Yes No

SECURITY CODE:

EXPIRY:

/

Name on Card _____

Signature _____