By-Laws of the
Royal National Capital Agricultural Society

Australian Company Number (ACN) 12 008 514 912
Australian Business Number (ABN) 008 514 912

A company limited by guarantee

May 2026

Membership

1 Membership and register of members

1.1 The **Society** must establish and maintain a register of members. The register of members must be kept by the Secretary and must contain:

1.1.1 for each current member:

1.1.1.1 name; and

1.1.1.2 address; and

1.1.1.3 any alternative address nominated by the member for the service of notices; and

1.1.1.4 date the membership started; and

1.1.2 for each person who stopped being a member in the last 7 years:

1.1.2.1 name; and

1.1.2.2 address; and

1.1.2.3 any alternative address nominated by the former member for the service of notices; and

1.1.2.4 dates the membership started and ended.

1.2 The **Society** must give current members access to the register of members.

1.3 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

2 Application for membership

2.1 A person (as defined in clause **Error! Reference source not found.**) may apply to become a member of the **Society**. The applicant must be:

2.1.1 proposed by a member and seconded by another member of the **Society**; and

2.1.2 personally known to the proposer and seconder.

2.2 The application must:

2.2.1 state the name and address of the applicant; and

2.2.2 state the type of membership applied for; and

2.2.3 state that the applicant supports the objects and purposes of the **Society**; and

2.2.4 state that the applicant agrees to comply with the **Society's** constitution and by-laws, including complying with the guarantee under clause 4 of the Constitution, if required; and

2.2.5 be in the form prescribed by the directors; and

2.2.6 be signed by the applicant, the proposer and the seconder.

3 Consideration of membership application

3.1 The Board must consider and decide the application for membership as soon as practicable after the application is made.

3.2 If the Board approves an application, the company secretary must as soon as possible:

3.2.1 enter the applicant as a new member on the register of members, and

3.2.2 tell the applicant in writing that the application was approved, and the date the applicant's membership started.

3.3 If the Board rejects an application, the company secretary must tell the applicant in writing as soon as possible that the application has been rejected but does not have to give reasons.

3.4 The Board may delegate these functions and responsibilities to the chief executive officer.

4 Membership Year

4.1 The membership year for members starts on 1 July and ends on 30 June in the following year.

4.2 If a person is admitted as a member after 1 April and before 30 June in the same year, the membership year for the person's first year is extended to 30 June in the following year.

5 When a person becomes a member

5.1 Other than **initial members**, a person will become a member when the person is entered on the register of members.

6 Type of member

6.1 The Board may admit a person as an ordinary member, life member, honorary life member or junior member.

6.2 **Ordinary Member** - the Board may admit an individual, aged at least 18 years of age, or a corporate body, as an ordinary member:

6.2.1 if the Board considers the admission appropriate; and

6.2.2 the member pays the fee for ordinary membership.

6.3 A**n ordinary** member:

6.3.1 is required to pay the annual membership fee; and

6.3.2 is entitled to attend or vote at meetings of the **Society**; and

6.3.3 is entitled to receive notices from the **Society**; and

6.3.4 if the member is an individual, is eligible for election to council or as a director, in accordance with the constitution; and

6.3.5 must comply with the constitution and by-laws of the **Society**.

6.4 **Life Member** - the Board may admit a member as a life member:

6.4.1 if the Board considers the admission appropriate; and

6.4.2 the member pays the fee for life membership.

6.5 A life member:

6.5.1 is not required to pay the annual membership fee; and

6.5.2 has the rights of an ordinary member; and

6.5.3 must comply with the constitution and by-laws of the **Society**.

6.6 **Honorary Life Member** – the Board may admit one member each year as an honorary life member.

6.7 The Board may admit a member as an honorary life member if the Board is satisfied that:

6.7.1 the member has been nominated in writing by a member and seconded by another member; and

6.7.2 the nomination includes a statement in support of the nomination; and

6.7.3 the member has given distinguished service over a period of time to the **Society**.

6.8 An honorary life member:

6.8.1 is not required to pay the annual membership fee or the fee for life membership; and

6.8.2 has the rights of a councillor, including to attend council meetings; but

6.8.3 unless the member is also a councillor, is not entitled to vote at a council meeting; and

6.8.4 must comply with the constitution and by-laws of the **Society**.

6.9 **Junior member** – the Board may admit an individual aged less than 18 years, as a junior member.

6.10 A junior member must:

6.10.1 pay the annual membership fee; and

6.10.2 is not entitled to attend or vote at meetings of the **Society**; and

6.10.3 is not entitled to receive notices from the **Society**; and

6.10.4 is not eligible for election to council or as a director, and

6.10.5 must comply with the constitution and by-laws of the Society

7 Memberships fees and levies

7.1 The Board must determine the membership fee payable for each type of membership for a membership year.

7.2 Membership fees for a membership year are payable by 1 July in the year the membership year starts, or on another day decided by the Board.

7.3 The Board may, if it considers it necessary, impose a levy on the members.

8 When a person stops being a member

8.1 A person immediately stops being a member if the person:

8.1.1 dies; or

8.1.2 is wound up or otherwise dissolved or deregistered (for an incorporated member); or

8.1.3 ceases to be a financial member of the **Society**; or

8.1.4 resigns, by writing to the company secretary; or

8.1.5 is expelled by the Board under the provisions of the discipline by-laws; or

8.1.6 has not responded within three months to a written request from the company secretary that the person confirm in writing that the person wants to remain a member.

9 Ending membership

9.1 Ending a person's membership ends the person's entitlement or interest in any assets of the **Society**, but does not release the person from any existing liabilities the person has to the **Society** or any obligations that arise under the constitution or by-laws of the **Society**.

General Meetings of Members

10 General meetings called by directors

10.1 The Board may call a **general meeting**.

10.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **Society** for a **general meeting** to be held, the Board must:

10.2.1 within 21 days of the members' request, give all members notice of a **general meeting**; and

10.2.2 hold the **general meeting** within 2 months of the members' request.

10.3 The percentage of votes that members have (in clause 10.2) is to be worked out as at midnight before the members request the meeting.

10.4 The members who make the request for a **general meeting** must:

10.4.1 state in the request any resolution to be proposed at the meeting; and

10.4.2 sign the request; and

10.4.3 give the request to the **Society**.

10.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

11 General meetings called by members

11.1 If the Board does not call the meeting within 21 days of being requested under clause 10.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

11.2 To call and hold a meeting under clause 11.1 the members must:

11.2.1 as far as possible, follow the procedures for **general meeting**s set out in this constitution; and

11.2.2 call the meeting using the list of members on the **Society**'s member register, which the **Society** must provide to the members making the request at no cost; and

11.2.3 hold the **general meeting** within three months after the request was given to the **Society**.

11.3 The **Society** must pay the members who request the **general meeting** any reasonable expenses they incur because the Board did not call and hold the meeting.

12 Annual general meeting

12.1 A **general meeting**, called the annual **general meeting**, must be held after the first annual **general meeting**, at least once in every calendar year.

12.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:

12.2.1 a review of the **Society**'s activities; and

12.2.2 a review of the **Society**'s finances; and

12.2.3 any auditor's report; and

12.2.4 the declaration of the election of directors and councillors following the postal vote; and

12.2.5 the appointment and payment of auditors, if any.

12.3 Before or at the annual **general meeting**, the Board must give information to the members on the **Society**'s activities and finances during the period since the last annual **general meeting**.

12.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Society**.

13 Notice of general meetings

13.1 Notice of a **general meeting** must be given to:

13.1.1 each member entitled to vote at the meeting; and

13.1.2 each director; and

13.1.3 the auditor (if any).

13.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.

13.3 Subject to clause 13.4, notice of a meeting may be provided less than 21 days before the meeting if:

13.3.1 for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand; or

13.3.2 for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

13.4 Notice of a **general meeting** cannot be provided less than 21 days before the meeting if a resolution will be moved to:

13.4.1 remove a director; or

13.4.2 remove an auditor.

13.5 Notice of a **general meeting** must include:

13.5.1 the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and

13.5.2 the general nature of the meeting's business; and

13.5.3 if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution; and

13.5.4 a statement that members have the right to appoint proxies and that, if a member appoints a proxy:

13.5.4.1 the proxy does not need to be a member of the **Society**; and

13.5.4.2 the proxy form must be delivered to the **Society** at its registered address or the address (including an electronic address) specified in the notice of the meeting; and

13.5.4.3 the proxy form must be delivered to the **Society** at least 48 hours before the meeting.

13.6 If a **general meeting** is adjourned for one month or more, the members must be given a new notice of the resumed meeting.

14 Quorum at general meetings

14.1 A quorum for a **general meeting** to be held is the lesser of 20 members or 10% of the members, entitled to vote who are present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

14.2 No business may be conducted at a **general meeting** if a quorum is not present.

14.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

14.3.1 if the date is not specified – the same day in the next week; and

14.3.2 if the time is not specified – the same time; and

14.3.3 if the place is not specified – the same place.

14.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

15 Auditor's right to attend meetings

15.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

15.2 The **Society** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **Society** is entitled to receive.

16 Representatives of members

16.1 An incorporated member may appoint as a representative:

16.1.1 one individual to represent the member at meetings and to sign circular resolutions under clause 23; and

16.1.2 the same individual or another individual for the purpose of being appointed or elected as a director.

16.2 The appointment of a representative by a member must:

16.2.1 be in writing; and

16.2.2 include the name of the representative; and

16.2.3 be signed on behalf of the member; and

16.2.4 be given to the **Society** or, for representation at a meeting, be given to the chairperson before the meeting starts.

16.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

16.4 The appointment may be ongoing.

17 Using technology to hold meetings

17.1 The **Society** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

17.2 Anyone using this technology is taken to be present in person at the meeting.

18 Chairperson for general meetings

18.1 The chairperson is entitled to chair general meetings.

18.2 If the chairperson is not able to chair a general meeting, the deputy chairperson chairs the meeting.

18.3 If the chairperson and the deputy chairperson are not able to chair a general meeting, another director appointed by the chairperson to chair the meeting, chairs the meeting.

18.4 The chairperson is not able to chair a general meeting if:

18.4.1 the chairperson is not present at the meeting; or

18.4.2 the chairperson is present but does not wish to act as chairperson of the meeting.

19 Role of the chairperson

19.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

19.2 The chairperson does not have a casting vote.

20 Adjournment of meetings

20.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.

20.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' Resolutions and Statements

21 Members' resolutions and statements

21.1 Members with at least 5% of the votes that may be cast on a resolution may give:

21.1.1 written notice to the **Society** of a resolution they propose to move at a **general meeting** (members' resolution); or

21.1.2 a written request to the **Society** that the **Society** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).

21.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

21.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

21.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

21.5 The percentage of votes that members have (as described in clause 21.1) is to be worked out as at midnight before the request or notice is given to the **Society**.

21.6 If the **Society** has been given notice of a members' resolution under clause 21.1.1, the resolution must be considered at the next **general meeting** held more than two months after the notice is given.

21.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

22 Society must give notice of proposed resolution or distribute statement

22.1 If the **Society** has been given a notice or request under clause 11:

22.1.1 in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Society**'s cost; or

22.1.2 too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Society** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **Society** will pay these expenses.

22.2 The **Society** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

22.2.1 it is more than 1 000 words long; or

22.2.2 the Board considers it may be defamatory; or

22.2.3 clause 22.1.2 applies, and the members who proposed the resolution or made the request have not paid the **Society** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or

22.2.4 in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

23 Circular resolutions of members

23.1 Subject to clause 23.3, the Board may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).

23.2 The Board must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.

23.3 Circular resolutions cannot be used:

23.3.1 for a resolution to remove an auditor, appoint a director or remove a director; or

23.3.2 for passing a **special resolution**; or

23.3.3 where the **Corporations Act** or this constitution requires a meeting to be held.

23.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clauses 23.5 and 23.6.

23.5 Members may sign:

23.5.1 a single document setting out the circular resolution and containing a statement that they agree to the resolution, or

23.5.2 separate copies of that document, as long as the wording is the same in each copy.

23.6 The **Society** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at General Meetings

24 How many votes a member has

24.1 Each member has one vote.

25 Challenge to member's right to vote

25.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.

25.2 If a challenge is made under clause 25.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

26 How voting is carried out

26.1 Voting must be conducted and decided by:

26.1.1 a show of hands; or

26.1.2 a vote in writing; or

26.1.3 another method chosen by the chairperson that is fair and reasonable in the circumstances.

26.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

26.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

26.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

27 When and how a vote in writing must be held

27.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

27.1.1 at least five **members present**; or

27.1.2 **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or

27.1.3 the chairperson.

27.2 A vote in writing must be taken when and how the chairperson directs, unless clause 27.3 applies.

27.3 A vote in writing must be held immediately if it is demanded under clause 27.1 to decide whether to adjourn the meeting.

27.4 A demand for a vote in writing may be withdrawn.

28 Appointment of proxy

28.1 A member may appoint a proxy to attend and vote at a **general meeting** on the member's behalf.

28.2 A proxy does not need to be a member.

28.3 A proxy appointed to attend and vote for a member has the same rights as the member to:

28.3.1 speak at the meeting; and

28.3.2 vote in a vote in writing (but only to the extent allowed by the appointment); and

28.3.3 join in to demand a vote in writing under clause 27.1.

1.1 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:

28.3.4 the member's name and address; and

28.3.5 the **Society**'s name; and

28.3.6 the proxy's name or the name of the office held by the proxy; and

28.3.7 the meeting(s) at which the appointment may be used.

28.4 A proxy appointment may be ongoing.

28.5 Proxy forms must be received by the **Society** at the **Society**'s registered address at least 48 hours before a meeting.

28.6 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

28.7 Unless the **Society** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

28.7.1 dies; or

28.7.2 is mentally incapacitated; or

28.7.3 revokes the proxy's appointment; or

28.7.4 revokes the authority of a representative or agent who appointed the proxy.

28.8 A proxy appointment may specify the way the proxy must vote on a particular resolution.

29 Voting by proxy

29.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

29.2 When a vote in writing is held, a proxy:

29.2.1 does not need to vote, unless the proxy appointment specifies the way the proxy must vote; and

29.2.2 if the way the proxy must vote is specified on the proxy form, must vote that way, and

29.2.3 if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Dispute resolution and disciplinary procedures

30 Dispute resolution

30.1 The dispute resolution procedure in this clause applies to disputes between a member or director and:

30.1.1 one or more members; or

30.1.2 one or more directors; or

30.1.3 the **Society**.

30.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 31 until the disciplinary procedure is completed.

30.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

30.4 If those involved in the dispute do not resolve it under clause 30.3, they must within 10 days:

30.4.1 tell the directors about the dispute in writing; and

30.4.2 agree or request that a mediator be appointed; and

30.4.3 attempt in good faith to settle the dispute by mediation.

30.5 The mediator must:

30.5.1 be chosen by agreement of those involved; or

30.5.2 where those involved do not agree:

30.5.2.1 for disputes between members, a person chosen by the directors; or

30.5.2.2 for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the Law Society of the Australian Capital Territory.

30.6 A mediator chosen by the directors under clause 30.5:

30.6.1 may be a member or former member of the **Society**; and

30.6.2 must not have a personal interest in the dispute; and

30.6.3 must not be biased towards or against anyone involved in the dispute.

30.7 When conducting the mediation, the mediator must:

30.7.1 allow those involved a reasonable chance to be heard; and

30.7.2 allow those involved a reasonable chance to review any written statements; and

30.7.3 ensure that those involved are given natural justice; and

30.7.4 not make a decision on the dispute.

31 Disciplining members

31.1 In accordance with this clause, the Board may resolve to warn, suspend or expel a member from the **Society** if the Board considers that:

31.1.1 the member has breached the constitution or by-laws; or

31.1.2 the member's behaviour is causing, has caused, or is likely to cause harm to the **Society**.

31.2 At least 14 days before the Board meeting at which a resolution under clause 31.1 will be considered, the company secretary must notify the member in writing:

31.2.1 that the Board is considering a resolution to warn, suspend or expel the member; and

31.2.2 that this resolution will be considered at a Board meeting and the date of that meeting; and

31.2.3 what the member is said to have done or not done; and

31.2.4 the nature of the resolution that has been proposed; and

31.2.5 that the member may provide an explanation to the Board, and details of how to do so.

31.3 Before the Board passes any resolution under clause 31.1, the member must be given a chance to explain or defend him or herself by:

31.3.1 sending the Board a written explanation before that Board meeting; or

31.3.2 speaking at the meeting.

31.4 After considering any explanation under clause 31.3, the Board may:

31.4.1 take no further action; or

31.4.2 warn the member; or

31.4.3 suspend the member's rights as a member for a period of no more than 12 months; or

31.4.4 expel the member; or

31.4.5 refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this clause); or

31.4.6 require the matter to be determined at a **general meeting**.

31.5 The Board cannot fine a member.

31.6 The company secretary must give written notice to the member of the decision under clause 31.4 as soon as possible.

31.7 Disciplinary procedures must be completed as soon as reasonably practical.

31.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

Directors

32 Election and appointment of directors

32.1 A person is eligible for election as a director of the **Society** if the person:

32.1.1 is a member of the **Society**, or a representative of a member of the **Society** (appointed under clause 16); and

32.1.2 is nominated by two members or representatives of members entitled to vote; and

32.1.3 gives the **Society** the person's signed consent to act as a director of the **Society**; and

32.1.4 is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

32.2 A candidate for election as director must be proposed by a member, and seconded by another member, of the **Society** in writing.

32.3 The election of directors must be:

32.3.1 held by postal ballot; and

32.3.2 conducted by secret ballot under the company secretary's supervision.

32.4 The results of the election must be announced at, and become effective from, the annual general meeting immediately following the election.

32.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

32.5.1 is a member of the **Society**, or a representative of a member of the **Society** (appointed under clause 16); and

32.5.2 gives the **Society** the person's signed consent to act as a director of the **Society**; and

32.5.3 is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

32.6 If the number of directors is reduced to fewer than five or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to five (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

33 Term of office

33.1 At each annual **general meeting**:

33.1.1 any director appointed by the Board to fill a casual vacancy or as an additional director must retire; and

33.1.2 at least one-third of the remaining directors must retire.

33.2 The directors who must retire at each annual **general meeting** under clause 33.1.2 will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.

33.3 Other than a director appointed under clause 32.5, a director's term of office starts at the end of the annual **general meeting** at which the director is elected and ends at the end of the annual **general meeting** at which the director retires.

33.4 Each director must retire at least once every three years.

33.5 A director who retires under clause 33.1 may nominate for election or re-election, subject to clause 33.6.

33.6 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**.

34 When a director stops being a director

34.1 A director stops being a director if the director:

34.1.1 gives written notice of resignation as a director to the **Society**; or

34.1.2 dies; or

34.1.3 is removed as a director by a resolution of the members; or

34.1.4 stops being a member of the **Society**; or

34.1.5 is a representative of a member, and that member stops being a member; or

34.1.6 is a representative of a member, and the member notifies the **Society** that the representative is no longer a representative; or

34.1.7 is absent for three (3) consecutive Board meetings without approval from the Board; or

34.1.8 becomes ineligible to be a director of the **Society** under the **Corporations Act** or the **ACNC Act**.

35 Board meetings

35.1 The Board may decide how often, where and when it meets.

36 Calling Board meetings

36.1 A director may call a Board meeting by giving reasonable notice to all of the other directors.

36.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

37 Chairperson for Board meetings

37.1 The **chairperson** is entitled to chair Board meetings.

37.2 If the chairperson is not able to chair a Board meeting, the deputy chairperson chairs the meeting.

37.3 If the chairperson and the deputy chairperson are not able to chair a Board meeting, another director appointed by the chairperson to chair the meeting, chairs the meeting.

37.4 The chairperson is not able to chair a Board meeting if:

37.4.1 the chairperson is not present at the meeting; or

37.4.2 the chairperson is present but does not wish to act as chairperson of the meeting.

38 Quorum at Board meetings

38.1 Unless the directors determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of directors.

38.2 A quorum must be present for the whole Board meeting.

39 Using technology to hold Board meetings

39.1 The Board may hold its meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

39.2 The directors' agreement may be ongoing.

39.3 A director may only withdraw the director's consent within a reasonable period before the meeting.

40 Passing Board resolutions

40.1 A Board resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

41 Circular resolutions of Board

41.1 The Board may pass a circular resolution without a Board meeting being held.

41.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 41.3 or clause 41.4.

41.3 Each director may sign:

41.3.1 a single document setting out the resolution and containing a statement that the director agrees to the resolution; or

41.3.2 separate copies of that document, as long as the wording of the resolution is the same in each copy.

41.4 The **Society** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

41.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 41.3 or clause 41.4.

Company secretary

42 Appointment and role of company secretary

42.1 The **Society** must have at least one company secretary.

42.2 An individual must be appointed as a company secretary by the Board (after giving the **Society** a signed consent to act as company secretary of the **Society**) and may be removed by the Board.

42.3 The Board must decide the terms and conditions under which the company secretary is appointed, including any remuneration.

42.4 The role of the company secretary includes:

42.4.1 maintaining a register of the **Society**'s members; and

42.4.2 maintaining the minutes and other records of **general meeting**s (including notices of meetings), Board meetings and circular resolutions.

Council and Councillors

43 Election and appointment of councillors

43.1 A person is eligible for election as a councillor of the **Society** if the person:

43.1.1 is a member of the **Society**; and

43.1.2 has been a member of the **Society** (or another Royal show) for 3 consecutive years immediately prior to nomination; and

43.1.3 has worked in a section of the Society (or another Royal show) as a steward or committee member for at least 3 years in the 5 years prior to nomination; and

43.1.4 is nominated by two members or representatives of members entitled to vote; and

43.1.5 gives the **Society** the person's signed consent to be a councillor of the **Society**.

43.2 A candidate for election as councillor must be proposed by a member, and seconded by another member, of the **Society** in writing.

43.3 The election of councillors must be:

43.3.1 held by postal ballot; and

43.3.2 conducted by secret ballot under the company secretary's supervision.

43.4 The results of the election must be announced at, and become effective from, the annual general meeting immediately following the election.

43.5 The Board may appoint a person as a councillor only if:

43.5.1 the purpose of the appointment is to fill a casual vacancy as a section head or any other significant role within a section; and

43.5.2 the person:

43.5.2.1 is a member of the **Society**; and

43.5.2.2 gives the **Society** the person's signed consent to be a councillor of the **Society**.

44 Term of office

44.1 A councillor is elected for a 3-year term and retires at the end of the annual general meeting three years after the councillor's election.

44.2 Not more than 20 councillors are to be elected at each annual general meeting.

44.3 A retiring councillor is eligible for re-election.

45 Functions of Council

45.1 The council:

45.1.1 advises and assists the Board on matters on which the Board seeks the council's advice and assistance; and

45.1.2 elects section heads to the sections established by the Board under clause 56.1.

45.2 The council may delegate its functions under clause 45.1.1 to a committee of the **Society** consisting of at least 1 councillor on the conditions the council considers appropriate.

46 When a councillor stops being a councillor

46.1 A councillor stops being a councillor if the councillor:

46.1.1 gives written notice of resignation as a councillor to the **Society**; or

46.1.2 dies; or

46.1.3 is removed as a councillor by a resolution of the members; or

46.1.4 stops being a member of the **Society**; or

46.1.5 is a representative of a member, and that member stops being a member; or

46.1.6 is a representative of a member, and the member notifies the **Society** that the representative is no longer a representative; or

46.1.7 is absent for three (3) consecutive council meetings without approval from the council.

46.2 A person appointed by the Board to fill a casual vacancy under clause 43.5 holds the position for the unexpired period of the vacancy.

47 Rights of councillors

47.1 A councillor may:

47.1.1 attend and vote at council meetings; and

47.1.2 exercise the councillor privileges decided by the Board or the Council.

48 Honorary councillors

48.1 The Board may appoint a councillor as an honorary councillor if satisfied that the councillor has given distinguished service to the Society.

48.2 If a councillor is appointed as an honorary councillor, the councillor stops being a councillor.

48.3 An honorary councillor:

48.3.1 is not required to pay the annual membership fee; but

48.3.2 must comply with the Constitution and by-laws of the Society; and

48.3.3 has the rights of a councillor under clause 47; but

48.3.4 is not entitled to vote at council meetings.

49 Council meetings

49.1 The Board may decide how often, where and when the council meets.

49.2 The council may hold its meetings using any technology that is determined by the Board.

49.3 A council meeting may be held:

49.3.1 at one physical venue; or

49.3.2 at one physical venue and using virtual meeting technology.

49.4 If virtual meeting technology is used for a council meeting, the technology must allow a councillor using the technology to attend the meeting to:

49.4.1 participate in the meeting as if the councillor were physically present; and

49.4.2 vote in any resolution at the meeting.

49.5 A councillor is present at a council meeting if the councillor:

49.5.1 is physically present at the physical venue where the meeting is held; or

49.5.2 attends the meeting using virtual meeting technology.

50 Chairperson for council meetings

50.1 The **chairperson** is entitled to chair council meetings.

50.2 If the chairperson is not able to chair a council meeting, the deputy chairperson chairs the meeting.

50.3 If the chairperson and the deputy chairperson are not able to chair a council meeting, another director appointed by the chairperson to chair the meeting, chairs the meeting.

50.4 The chairperson is not able to chair a council meeting if:

50.4.1 the chairperson is not physically present at the meeting; or

50.4.2 the chairperson is physically present but does not wish to act as chairperson of the meeting.

51 Quorum at council meetings

51.1 Unless the directors determine otherwise, the quorum for a council meeting is a majority (more than 50%) of councillors including virtual attendance and in person.

51.2 A quorum must be present at all times during the council meeting.

52 Passing council resolutions

52.1 A council resolution must be passed by a majority of the votes cast by councillors present and entitled to vote on the resolution.

Election of Directors and Councillors

53 Returning officer

53.1 The Board must appoint a returning officer for an election.

54 Election of directors and councillors unopposed

54.1 If the number of candidates for election as a director is not more than the number of vacant director positions to be filled, the returning officer must declare each candidate elected.

54.2 If the number of candidates for election as a councillor is not more than the number of vacant councillor positions to be filled, the returning officer must declare each candidate elected.

55 Voting for directors and councillors

55.1 This clause applies if:

55.1.1 the number of candidates for election as a director is more than the number of vacant director positions to be filled; or

55.1.2 the number of candidates for election as a councillor is more than the number of vacant councillor positions to be filled.

55.2 The returning officer must send by pre-paid post to each member eligible to vote the following:

55.2.1 a ballot paper listing the name of each candidate for election for the vacant positions; and

55.2.2 an envelope marked 'Ballot Paper'; and

55.2.3 an envelope addressed to the returning officer, with a place for the member to write the member's name, and to sign the member's signature; and

55.2.4 voting instructions for the election(s).

55.3 To record a valid vote, the member must:

55.3.1 on the ballot paper, place a cross against the name of each candidate the member wants to vote for, so that the number of candidates voted for is equal to the number of vacant positions to be filled; and

55.3.2 place the completed ballot paper in the envelope marked 'Ballot Paper' and seal the envelope; and

55.3.3 place the sealed 'Ballot Paper' envelope in the envelope addressed to the returning officer, seal the envelope, write the member's name and sign the envelope in the place provided; and

55.3.4 deliver the envelope to the returning officer, by post or otherwise, so that the envelope is received by the returning officer before the closing time for the election set out in the voting instructions.

55.4 For an election, the returning officer must keep a ballot box, sealed with a lock for which the returning officer holds the key.

55.5 On receipt of an envelope addressed to the returning officer for an election, the returning officer must:

55.5.1 record the name of the member voting; and

55.5.2 remove the envelope containing the ballot paper from the first envelope, and place the envelope containing the ballot paper in the ballot box.

55.6 The returning officer must not accept an envelope addressed to the returning officer for the election after the closing time for the election(s).

55.7 After the closing time for the election(s), the returning officer must, in the presence of the Society's auditor:

55.7.1 open the ballot box; and

55.7.2 remove and open all the envelopes containing ballot papers; and

55.7.3 count the votes that are valid.

55.8 A valid vote is made for a candidate on a ballot paper if the vote is valid in accordance with clause 55.3.1.

55.9 The candidate with the most valid votes is elected to the vacant position and, if there are two or more vacant positions, the candidates are elected in descending order of the number of valid votes received.

55.10 At the end of the election, the returning officer must declare the successful candidates elected.

Sections

56 Establishment of sections

56.1 The Board may establish sections of the **Society** to perform functions in support of the **Society's** purposes.

56.2 The Board may allocate councillors to sections.

57 Functions of section head

57.1 The section head of a section is responsible for managing the functions of the section in consultation with the chief executive officer.

57.2 A section head must establish a section committee to perform the functions of the section, consisting of:

57.2.1 councillors allocated to the section by the Board; and

57.2.2 anyone else the section head considers will make a contribution to the section.

Budget delegations of authority

58 Section budget

58.1 The budget of a section must be set each year by the chief executive officer in consultation with the section head and approved by the Board.

58.2 A section must perform its functions within the section's budget.

58.3 The section head:

58.3.1 is responsible for the section's budget; and

58.3.2 is authorised to incur expenses for the section on behalf of the Society; and

58.3.2 cannot delegate the incurring of expenses to a member of the section committee.

58.4 However, the section head must not incur an expense for the section unless:

58.4.1 the expense is within the budgeted amount for expenses of that kind; or

58.4.2 the expense is approved by the chief executive officer.

58.5 If the section head believes the section is unable to properly perform its functions within the section's budget, the section head must review the budget in consultation with the chief executive officer and either:

58.5.1 adopt strategies to enable the section to properly perform its functions within the section's budget; or

58.5.2 set a new budget for approval by the Board.

58.6 A person who incurs an expense on behalf of the Society in breach of this By-Law is personally liable for the expense.

Definitions and interpretation

59 Definitions

59.1 In these by-laws:

59.1.1 **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

59.1.2 **Corporations Act** means the *Corporations Act 2001* (Cth).

59.1.3 **general meeting** means a meeting of members and includes the annual **general meeting**.

59.1.4 **initial councillor** means a person who is a councillor on the date this constitution takes effect.

59.1.5 **initial director** means a person who is a director on the date this constitution takes effect.

59.1.6 **initial member** means a person who is a member on the date this constitution takes effect.

59.1.7 **member present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting.

59.1.8 **person** means an individual or a corporate body.

59.1.9 **returning officer** means the person appointed by the Board as the returning officer for an election.

59.1.10 **special resolution** means a resolution:

59.1.10.1 of which notice has been given; and

59.1.10.2 that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.