



THE ROYAL AGRICULTURAL SOCIETY OF TASMANIA

CONSTITUTION

OF

The Royal Agricultural Society of Tasmania

Australian Company Number (ACN) 009475898
Australian Business Number (ABN) 56009475898

A company limited by guarantee

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Preliminary

1. Name of the company

The name of the **company** is
The Royal Agricultural Society of Tasmania (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in Clause 4.

4. The guarantee

Each member must contribute an amount not more than $20 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

(a) debts and liabilities of the **company** incurred before the member stopped being a member, or
(b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in Clauses 85 and 87.

Charitable purposes and powers

6. Object

The **company**'s object is to pursue the following charitable purpose(s):
The objects for which the company is established are to promote the development of all phases of agricultural, pastoral, horticultural, viticultural, stock raising, manufacturing, and industrial resources of Tasmania.

7. Powers

Subject to Clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in Clause 6:

(a) the powers of an individual, and
(b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in Clauses 8.2 and 84.

8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
(b) making a payment to a member in carrying out the **company**'s charitable purpose(s).

9. Amending the constitution

9.1 Subject to Clause 9.2, the members may amend this constitution by passing a **special resolution**.

9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

10. Membership and register of members

10.1 The members of the **company** are:
- (a) **initial members**, and
- (b) any other person that the directors allow to be a member, in accordance with this constitution.

10.2 The Society shall consist of Voting Members (including Honorary Life Members and Life Members) and Non-Voting Members.

10.3 The directors may create different classes of Members with different eligibility, criteria, rights and liabilities attaching to each class.

10.4 Subject to the Corporations Act, the directors may vary the eligibility criteria, rights and liabilities attaching to classes of Members.

10.5 Subject to the right of Honorary Life Members pursuant to Clause 16 the privileges of membership of the Society, or of any class or category of membership, shall be determined by the directors from time to time. A Member shall not be entitled to any of the privileges of membership (including, without limitation, for Voting Members, the right to vote at a general meeting of the Society) whilst that Member's subscription remains due and unpaid or any other sum owed by such Member to the Society remains due and unpaid.

10.6 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
  - i. name
  - ii. address
  - iii. any alternative address nominated by the member for the service of notices, and
  - iv. date the member was entered on to the register.
- (b) for each person who stopped being a member in the last 7 years:
  - i. name
  - ii. address
  - iii. any alternative address nominated by the member for the service of notices, and
  - iv. dates the membership started and ended.

10.7 The **company** must give current members access to the register of members.

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

11. Who can be a member

11.1 A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under Clause 12.

11.2 In this Clause, 'person' means an individual or incorporated body.

12. How to apply to become a member

A person (as defined in Clause 11.2) may apply to become a member of the **company** by writing to the secretary stating that they:

(a) want to become a member
(b) support the purpose(s) of the **company**, and
(c) agree to comply with the **company**'s constitution, including paying the guarantee under Clause 4 if required, and
(d) pay the subscription prescribed by the directors from time to time for the class of membership for which the person is an applicant.

13. Directors decide whether to approve membership

13.1 The directors must consider an application for membership within 90 days after the secretary receives the application.

13.2 If the directors fail to approve an application within 90 days then the application is deemed to be accepted as a non-voting class of member until such time as the directors determine otherwise.

13.3 If the directors approve an application, the secretary must as soon as possible:
(a) enter the new member on the register of members, and
(b) write to the applicant to tell them that their application was approved, and the date that their membership started (see Clause 14).

13.4 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

13.5 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in Clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

15. When a person stops being a member

A person immediately stops being a member if they:

(a) die
(b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
(c) resign, by writing to the secretary
(d) are expelled under Clause 18, or
(e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

16. Honorary Life Member and Life Member

(a) A person may be appointed an Honorary Life Member by the directors, in recognition of services rendered in promoting the objects for which the Society was established. A person who prior to the Effective Date has been appointed an Honorary Life Member shall continue to be an Honorary Life Member, subject to Clause 15. A person who is or is appointed an Honorary Life Member is entitled to vote at a general meeting of the Society.

(b) A person who prior to the Effective Date has purchased Life Membership shall continue to be a Life Member, subject to Clause 15. A person who is a Life Member is a voting member and entitled to vote at a general meeting of the Society.
(c) An Honorary Life Member or Life Member ceases to be an Honorary Life Member or a Life Member if such Member resigns by written notice to the Secretary; or in the opinion of the directors is for any reason unable or unfit to be an Honorary Life Member or a Life Member; or dies.

Dispute resolution and disciplinary procedures

17. Dispute resolution

17.1 The dispute resolution procedure in this Clause applies to disputes (disagreements) under this constitution between a member or director and:
(a) one or more members
(b) one or more directors, or
(c) the **company**.

17.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under Clause 18 until the disciplinary procedure is completed.

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

17.4 If those involved in the dispute do not resolve it under Clause 17.3, they must within 10 days:
(a) tell the directors about the dispute in writing
(b) agree or request that a mediator be appointed, and
(c) attempt in good faith to settle the dispute by mediation.

17.5 The mediator must:
(a) be chosen by agreement of those involved, or
(b) where those involved do not agree:
i. for disputes between members, a person chosen by the directors, or
ii. 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 institute or society in the state or territory in which the **company** has its registered office.

17.6 A mediator chosen by the directors under Clause 17.5(b)(i):
(a) may be a member or former member of the **company**
(b) must not have a personal interest in the dispute, and
(c) must not be biased towards or against anyone involved in the dispute.

17.7 When conducting the mediation, the mediator must:
(a) allow those involved a reasonable chance to be heard
(b) allow those involved a reasonable chance to review any written statements
(c) ensure that those involved are given natural justice, and
(d) not make a decision on the dispute.

18. Disciplining members

18.1 In accordance with this Clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
(a) the member has breached this constitution, or

(b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.

18.2 At least 14 days before the directors' meeting at which a resolution under Clause 18.1 will be considered, the secretary must notify the member in writing:
(a) that the directors are considering a resolution to warn, suspend or expel the member
(b) that this resolution will be considered at a directors' meeting and the date of that meeting
(c) what the member is said to have done or not done
(d) the nature of the resolution that has been proposed, and
(e) that the member may provide an explanation to the directors, and details of how to do so.

18.3 Before the directors pass any resolution under Clause 18.1, the member must be given a chance to explain or defend themselves by:
(a) sending the directors a written explanation before that directors' meeting, and/or
(b) speaking at the meeting.

18.4 After considering any explanation under Clause 18.3, the directors may:
(a) take no further action
(b) warn the member
(c) suspend the member's rights as a member for a period of no more than 12 months
(d) expel the member
(e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this Clause), or
(f) require the matter to be determined at a **general meeting**.

18.5 The directors cannot fine a member.

18.6 The secretary must give written notice to the member of the decision under Clause 18.4 as soon as possible.

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

18.8 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.

General meetings of members

19. General meetings called by directors

19.1 The directors may call a **general meeting**.

19.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
(a) within 21 days of the members' request, give all members notice of a **general meeting**, and
(b) hold the **general meeting** within 2 months of the members' request.

19.3 The percentage of votes that members have (in Clause 19.2) is to be worked out as at midnight before the members request the meeting.

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

(a) state in the request any resolution to be proposed at the meeting
(b) sign the request, and
(c) give the request to the **company**.

19.5 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.

20. General meetings called by members

20.1 If the directors do not call the meeting within 21 days of being requested under Clause 19.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

20.2 To call and hold a meeting under Clause 20.1 the members must:
(a) as far as possible, follow the procedures for **general meeting**s set out in this constitution
(b) call the meeting using the list of members on the **company**'s member register, which the **company** must provide to the members making the request at no cost, and
(c) hold the **general meeting** within three months after the request was given to the **company**.

20.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

21. Annual general meeting

21.1 A **general meeting**, called the annual **general meeting**, must be held:
(a) within 18 months after registration of the **company**, and
(b) after the first annual **general meeting**, at least once in every calendar year.

21.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
(a) a review of the **company**'s activities
(b) a review of the **company**'s finances
(c) any auditor's report
(d) the election of directors, and
(e) the appointment and payment of auditors, if any.

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

21.4 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 **company**.

22. Notice of general meetings

22.1 Notice of a **general meeting** must be given to:
(a) each member entitled to vote at the meeting
(b) each director, and
(c) the auditor (if any).

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

22.3 Subject to Clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
- (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

22.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
- (b) appoint a director in order to replace a director who was removed, or
- (c) remove an auditor.

22.5 Notice of a **general meeting** must include:
- (a) 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)
- (b) the general nature of the meeting's business
- (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
  - i. the proxy does not need to be a member of the **company**
  - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
  - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.

22.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

23. Quorum at general meetings

23.1 For a **general meeting** to be held, at least 15 members (a quorum) must be 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).

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

23.3 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:
- (a) if the date is not specified – the same day in the next week
- (b) if the time is not specified – the same time, and
- (c) if the place is not specified – the same place.

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

24. Auditor's right to attend meetings

24.1 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.

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

25. Representatives of members

25.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under Clause 32, and
- (b) the same individual or another individual for the purpose of being appointed or elected as a director.

25.2 The appointment of a representative by a member must:
- (a) be in writing
- (b) include the name of the representative
- (c) be signed on behalf of the member, and
- (d) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.

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

25.4 The appointment may be standing (ongoing).

26. Using technology to hold meetings

26.1 The **company** 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.

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

27. Chairperson for general meetings

27.1 The **elected chairperson** is entitled to chair **general meetings**.

27.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**, or
- (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
- (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

28. Role of the chairperson

28.1 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)).

28.2 The chairperson does not have a casting vote.

29. Adjournment of meetings

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

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

Members' resolutions and statements

30. Members' resolutions and statements

30.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
- (b) a written request to the **company** that the **company** 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).

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

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

30.4 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.

30.5 The percentage of votes that members have (as described in Clause 30.1) is to be worked out as at midnight before the request or notice is given to the **company**.

30.6 If the **company** has been given notice of a members' resolution under Clause 30.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.

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

31. Company must give notice of proposed resolution or distribute statement

31.1 If the **company** has been given a notice or request under Clause 30:
- (a) 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 **company**'s cost, or
- (b) 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 **company** 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 **company** will pay these expenses.

31.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
- (b) the directors consider it may be defamatory
- (c) Clause 31.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** 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
- (d) 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.

32. Circular resolutions of members

32.1 Subject to Clause 32.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).

32.2 The directors 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.

32.3 Circular resolutions cannot be used:
(a) for a resolution to remove an auditor, appoint a director or remove a director
(b) for passing a **special resolution**, or
(c) where the **Corporations Act** or this constitution requires a meeting to be held.

32.4 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 Clause 32.5 or Clause 32.6.

32.5 Members may sign:
(a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
(b) separate copies of that document, as long as the wording is the same in each copy.

32.6 The **company** 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

33. How many votes a member has

Each member has one vote subject to Clauses 10.3 and 10.5.

34. Challenge to member's right to vote

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

34.2 If a challenge is made under Clause 34.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

35. How voting is carried out

35.1 Voting must be conducted and decided by:
(a) a show of hands
(b) a vote in writing, or
(c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

35.2 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.

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

35.4 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.

36. When and how a vote in writing must be held

36.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
- (b) **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
- (c) the chairperson.

36.2 A vote in writing must be taken when and how the chairperson directs, unless Clause 36.3 applies.

36.3 A vote in writing must be held immediately if it is demanded under Clause 36.1:
- (a) for the election of a chairperson under Clause 27.2, or
- (b) to decide whether to adjourn the meeting.

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

37. Appointment of proxy

37.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.

37.2 A proxy does not need to be a member.

37.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
- (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
- (c) join in to demand a vote in writing under Clause 36.1.

37.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
- (b) the **company**'s name
- (c) the proxy's name or the name of the office held by the proxy, and
- (d) the meeting(s) at which the appointment may be used.

37.5 A proxy appointment may be standing (ongoing).

37.6 Proxy forms must be received by the **company** at the address stated in the notice under Clause 22.5(d) or at the **company**'s registered address at least 48 hours before a meeting.

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

37.8 Unless the **company** 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:
- (a) dies
- (b) is mentally incapacitated
- (c) revokes the proxy's appointment, or
- (d) revokes the authority of a representative or agent who appointed the proxy.

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

38. Voting by proxy

38.1 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).

38.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

39. Number of directors

The **company** must have at least three and no more than nine directors.

40. Election and appointment of directors

40.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.

40.2 Apart from the initial directors and directors appointed under Clause 40.6, the members may elect a director by a resolution passed in a **general meeting**.

40.3 A Director must be at the time of appointment and throughout their term:
- (a) In respect to three directors, a Councillor;
- (b) At the first directors meeting following each AGM, the directors may appoint three more directors and in doing so must take into account the desire to have a balance of skills and expertise amongst the directors across a variety of fields, including but not limited to law, accounting, human resources and marketing. A director appointed on this basis will be appointed on terms to be agreed by the directors and will hold office until the conclusion of the first AGM following their appointment. Any director appointed under this Rule may be re-appointed by the directors.

40.4 Each of the directors appointed under Clause 40.6 (a) and Clause 40.6 (b) must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
- (b) no votes were cast against that resolution.

40.5 A person is eligible for election as a director of the **company** if they:
- (a) are a member of the **company**,
- (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
- (c) give the **company** their signed consent to act as a director of the **company**,
- (d) must have served on a Board for a minimum of two (2) years in a similar or larger organisation unless otherwise approved by the Board, and
- (e) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

40.6 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
(a) is a member of the **company**, or a representative of a member of the **company** (appointed under Clause 25)
(b) gives the **company** their signed consent to act as a director of the **company**, and
(c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

40.7 If the number of directors is reduced to fewer than three 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 three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

41. Election of Chairperson, Deputy Chairperson, Secretary and Treasurer

41.1 The directors must elect a director as the **company's elected chairperson** at the first directors meeting following the AGM subject to Clause 41.7.

41.2 The directors must elect a director as the **company's elected deputy chairperson** at the first directors meeting following the AGM subject to Clause 41.7.

41.3 The directors must elect a director as the **company's elected secretary** at the first directors meeting following the AGM subject to Clause 41.7.

41.4 The directors must elect a director as the **company's elected treasurer** at the first directors meeting following the AGM subject to Clause 41.7.

41.5 The Chairperson of the directors will also be the President of the Council and the Deputy Chairperson of the directors will be the Vice President of the Council.

41.6 To be eligible to be elected Chairperson, a person must have served on the Board for a minimum of two (2) years.

41.7 The Chairman, Deputy Chairman, Secretary and Treasurer shall be elected one each year by the directors of the Company where possible for a period of up to three (3) years so that no three officers retire in the same year.

42. Term of office

42.1 At each annual **general meeting**:
(a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
(b) at least one-third of the remaining directors must retire.

42.2 The directors who must retire at each annual **general meeting** under Clause 42.1(b) 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.

42.3 Other than a director appointed under Clause 40.6, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.

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

42.5 A director who retires under Clause 42.1 may nominate for election or re-election, subject to Clause 42.6.

42.6 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 **resolution** of the directors.

43. When a director stops being a director

A director stops being a director if they:

(a) give written notice of resignation as a director to the **company**
(b) die
(c) are removed as a director by a resolution of the members
(d) stop being a member of the **company**
(e) are a representative of a member, and that member stops being a member
(f) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative
(g) are absent for 3 consecutive directors' meetings without approval from the directors, or
(h) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

44. Powers of directors

44.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in Clause 6.

44.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.

44.3 The directors must decide on the responsible financial management of the **company** including:

(a) any suitable written delegations of power under Clause 45, and
(b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

44.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting** except as per Clause 43.

45. Delegation of directors' powers

45.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.

45.2 The delegation must be recorded in the **company**'s minute book.

46. Payments to directors

46.1 The **company** may pay remuneration to a director for acting as a director.

46.2 The **company** may:

(a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable charge for the work done, or
(b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company.**

46.3 Any payment made under Clause 46.2 must be approved by the directors.

46.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

47. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

(a) two directors of the **company**, or
(b) a director and the secretary or
(c) the authority to do so has been delegated to the Chief Executive Officer.

Duties of directors

48. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
(b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in Clause 6
(c) not to misuse their position as a director
(d) not to misuse information they gain in their role as a director
(e) to disclose any perceived or actual material conflicts of interest in the manner set out in Clause 49
(f) to ensure that the financial affairs of the **company** are managed responsibly, and
(g) not to allow the **company** to operate while it is insolvent.

49. Conflicts of interest

49.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
(a) to the other directors, or
(b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

49.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

49.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under Clauses 49.4:
(a) be present at the meeting while the matter is being discussed, or
(b) vote on the matter.

49.4 A director may still be present and vote if:
(a) their interest arises because they are a member of the **company**, and the other members have the same interest

(b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see Clause 81)
(c) their interest relates to a payment by the **company** under Clause 80 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
(d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
(e) the directors who do not have a material personal interest in the matter pass a resolution that:
    (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
    (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

50. When the directors meet

The directors may decide how often, where and when they meet.

51. Calling directors' meetings

51.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
51.2 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.

52. Chairperson for directors' meetings

52.1 The **elected chairperson** is entitled to chair directors' meetings.

52.2 If the Chairperson is not present at any meeting of the directors during the year, the Deputy Chairperson shall be chairperson of the meeting. If when any such meeting is held neither the Chairperson nor the Deputy Chairperson is present within 15 minutes after the time appointed for the holding of the meeting or is willing to act, the Directors present shall elect one of their number to be the chairperson of the meeting.

53. Quorum at directors meetings

53.1 Unless the directors determine otherwise, the quorum for a directors meeting is a majority (more than 50%) of directors.
53.2 A quorum must be present for the whole directors' meeting.

54. Using technology to hold directors' meetings

54.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
54.2 The directors' agreement may be a standing (ongoing) one.
54.3 A director may only withdraw their consent within a reasonable period before the meeting.

55. Passing directors resolutions

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

55.2 In the case of an equality of votes on a question arising at a directors meeting, the directors must make all reasonable attempts to avoid the deadlock. If there is still an equality of votes after all such reasonable attempts have been made, the chairperson of the meeting has a casting vote, in addition to any vote he or she has as a Director.

56. Circular resolutions of directors

56.1 The directors may pass a circular resolution without a directors meeting being held.

56.2 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 56.3 or Clause 56.4.

56.3 Each director may sign:

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

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

56.4 The **company** 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.

56.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in Clause 56.3 or Clause 56.4.

Secretary

57. Appointment and role of secretary

57.1 The **company** must have at least one secretary, who may also be a director.

57.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.

57.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

57.4 The role of the secretary includes:

(a) maintaining a register of the **company**'s members, and

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

Treasurer

58. Appointment and role of Treasurer

58.1 The company must have at least one treasurer, who may also be a director.

58.2 A treasurer must be appointed by the directors (after giving the **company** their signed consent to act as treasurer of the **company**) and may be removed by the directors.

58.3 The directors must decide the terms and conditions under which the treasurer is appointed, including any remuneration.

58.4 The role of the Treasurer includes:
- (a) Oversee the financial administration of the **company** including chairing the Finance and Audit committee of the Board or any such committee charged with overseeing the finances of the **company**, and
- (b) Review procedures and financial reporting of the **company**, and
- (c) Advise the Board on financial strategy.

Chief Executive Officer

59. Chief Executive Officer

59.1 The directors may appoint a person as Chief Executive Officer (CEO) on terms to be agreed by the directors.

59.2 Subject to Clause 59.3, the CEO is to attend all directors meetings, general meetings of Members and any other meetings the directors determine from time to time.

59.3 Unless the directors determine otherwise, the CEO must excuse themself from any part of a directors or general meeting which is directly concerned with the performance and/or terms of employment of the CEO.

Councillors

60. Councillors

60.1 The number of Councillors shall be determined by the directors from time to time.

60.2 A Councillor must be a voting Member.

60.3 The directors may, at any time, appoint any Member to be a Councillor, either to fill a casual vacancy or as an addition to the existing Councillors, but so that the total number of Councillors does not at any time exceed the number determined in accordance with these Rules, and for such term as the directors determine.

60.4 All persons who at the Effective Date are Councillors shall continue to be Councillors, subject to Clauses 62 and 63.

61. Remuneration of Councillors

Councillors shall not be paid remuneration but may, in accordance with the Society's policy, be paid travelling and other expenses properly incurred by them in connection with the business of the Society.

62. Removal of Councillors

The directors may by resolution remove any Councillor before the expiration of such Councillor's period of office.

63. Councillors ceasing to hold office

63.1 Notwithstanding any other provision of these Rules, a Councillor ceases to hold office if that Councillor:
- (a) give written notice of resignation as a Councillor to the **company**
- (b) die
- (c) are removed as a Councillor by a resolution of the members
- (d) stop being a member of the **company**
- (e) are a representative of a member, and that member stops being a member

(f) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative, or

(g) become ineligible to be a director of a **company** under the **Corporations Act** or the **ACNC Act**.

64. Life Councillors

64.1 The directors may, at any time, appoint a Councillor as a Life Councillor in recognition of services rendered in promoting the objects for which the Society was established.

64.2 All Life Councillors are permanent members of the Council and are entitled to all the privileges of a Councillor. Life Councillors must be voting Members.

64.3 A Life Councillor ceases to hold office if that Life Councillor:

a. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
b. resigns by giving written notice to the Secretary;
c. in the opinion of the Council, is for any reason unable or unfit to hold such office; or
d. dies.

64.4 A person who prior to the Effective Date has been appointed a Life Councillor shall continue to be a Life Councillor, subject to Clause 64.3.

65. Deputy Councillors

65.1 The Councillors may, at any time, appoint a Deputy Councillor to assist any Councillor in the discharge of their duties.

65.2 Deputy Councillors may act as Councillors in the absence of their designated Councillor.

66. The Council

66.1 The Council consists of all Councillors.

66.2 The role of Council is to advise the directors in conducting the business of the Society in particular the holding of the Royal Hobart Show and other shows and events set by the Society as determined by the directors.

66.3 The Chairperson of the directors (or, if the Chairperson is not willing to act, the Deputy Chairperson or failing this, a Councillor nominated in writing by the Chairperson) shall be the President of the Council.

67. Convening Meetings of Council

67.1 The President may convene a meeting of the Council at any time and shall convene at least 3 meetings of the Council in each calendar year. If requisitioned by five or more Councillors, the Secretary shall convene a meeting.

67.2 The Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as the Councillors think fit.

67.3 A Director is entitled to attend any meeting of the Council but is eligible to vote at such meeting only if the Director also is a Councillor.

68. Voting at Meeting of Council

Questions arising at a meeting of the Council shall be decided by a majority of votes of Councillors present and voting and any such decision shall for all purposes be deemed a decision of the Council. In the case of an equality of votes, the Chairperson of the

meeting, in addition to a deliberative vote, has a casting vote. Decisions of the Council do not bind the directors or the Society and are advisory only.

69. Quorum at Meeting of Council

At a meeting of the Council, the number of Councillors whose presence is necessary to constitute a quorum is such number as is determined by the Council, and, unless so determined, is ten.

70. Chairing Meeting of Council

70.1 The Chairperson shall be the chairperson of meetings of the Council and shall be termed the President of the Council, but if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be chairperson of the meeting. If the Vice President is not present or willing to act, the Councillors present shall elect one of their number to be chairperson of the meeting.

Committees

71. Committees

71.1 The directors may delegate any of their powers or functions to a committee or committees (including show event committees) consisting of such of their number or of such other persons, or any combination of such of their number and such other persons, as the directors think fit. The directors may appoint the chairperson of any such committee.

71.2 A committee to which any powers or functions have been so delegated shall exercise the powers or functions delegated in accordance with any direction of the directors, and a power or function so exercised shall be deemed to have been exercised by the directors. A committee shall report to the directors on a timely basis as required by the directors.

71.3 Subject to any direction of the directors, the meetings and proceedings of any such committee are to be governed by the provisions of these Rules for regulating the meetings and proceedings of the directors, so far as they are applicable.

Minutes and records

72. Minutes and records

72.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
- (b) minutes of circular resolutions of members
- (c) a copy of a notice of each **general meeting**, and
- (d) a copy of a members' statement distributed to members under Clause 31.

72.2 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of directors.

72.3 To allow members to inspect the **company**'s records:

(a) the **company** must give a member access to the records set out in Clause 72.1, and
(b) the directors may authorise a member to inspect other records of the **company**, including records referred to in Clause 72.2 and Clause 73.1.

72.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
(a) the chairperson of the meeting, or
(b) the chairperson of the next meeting.

72.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

73. Financial and related records

73.1 The **company** must make and keep written financial records that:
(a) correctly record and explain its transactions and financial position and performance, and
(b) enable true and fair financial statements to be prepared and to be audited.

73.2 The **company** must also keep written records that correctly record its operations.

73.3 The **company** must retain its records for at least 7 years.

73.4 The directors must take reasonable steps to ensure that the **company**'s records are kept safe.

By-laws

74. By-laws

74.1 The directors may pass a resolution to make by-laws to give effect to this constitution.

74.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

75. What is notice

75.1 Anything written to or from the **company** under any Clause in this constitution is written notice and is subject to Clauses 76 to 78, unless specified otherwise.

75.2 Clauses 76 to 78 do not apply to a notice of proxy under Clause 37.6.

76. Notice to the company

Written notice or any communication under this constitution may be given to the **company,** the directors or the secretary by:
(a) delivering it to the **company**'s registered office
(b) posting it to the **company**'s registered office or to another address chosen by the **company** for notice to be provided
(c) sending it to an email address or other electronic address notified by the **company** to the members as the **company**'s email address or other electronic address, or
(d) sending it to the fax number notified by the **company** to the members as the **company**'s fax number.

77. Notice to members

77.1 Written notice or any communication under this constitution may be given to a member:

(a) in person

(b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices

(c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)

(d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or

(e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

77.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

78. When notice is taken to be given

A notice:

(a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered

(b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs

(c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and

(d) given under Clause 77.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

79. Company's financial year

The **company**'s financial year is from 1 April to 31 March, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

80. Indemnity

80.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

80.2 In this Clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

80.3 In this Clause, 'to the relevant extent' means:

(a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and

(b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

80.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

81. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

82. Directors' access to documents

82.1 A director has a right of access to the financial records of the **company** at all reasonable times.

82.2 If the directors agree, the **company** must give a director or former director access to:

(a) certain documents, including documents provided for or available to the directors, and

(b) any other documents referred to in those documents.

Winding up

83. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in Clause 84.1.

84. Distribution of surplus assets

84.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:

(a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in Clause 6, and

(b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

84.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

85. Definitions

In this constitution:

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

Board *means the committee of management of the Society, as appointed from time to time under this Constitution;*

Business Day *means a day on which trading banks are open for general banking business in Tasmania, excluding a Saturday, Sunday or public holiday;*
Chairperson *means the Chairman of the directors or, if applicable, the person presiding as chairperson of a general meeting of the Society in accordance with Clause 21;*
Chief Executive Officer *means a person appointed by the directors as the chief executive officer of the Society;*
company *means the* ***company*** *referred to in Clause 1;*
Corporations Act *means the Corporations Act 2001 (Commonwealth of Australia);*
Council *means the Council of the Society;*
Councillor *means a Councillor of the Society, and where used without qualification includes Life Councillor (appointed under Clause 64);*
Deputy Chairperson *means the Deputy Chairperson of the directors;*
Deputy Councillor *means a Deputy Councillor of the Society;*
Director *means a Director of the Society;*
Effective Date *means the next day after the day in which the members of the Society passed the special resolution at the general meeting of the members of the Society held at the Hobart Showground on TBD;*
elected chairperson *means a person elected by the directors to be the* ***company****'s chairperson under Clause 41;*
Financial year *means that period of 12 Months as determined under Clause 79;*
general meeting *means a meeting of members and includes the annual* ***general meeting****, under Clause 21.1;*
initial member *means a person who is named in the application for registration of the* ***company****, with their consent, as a proposed member of the* ***company****;*
Honorary Life Member *means a person appointed as an Honorary Life Member of the Society pursuant to Clause 16;*
Life Councillor *means a Councillor appointed as a Life Councillor of the Society pursuant to Clause 64;*
Life Member *means a person who has purchased membership of the Society for the life of that member;*
Member *means a member of the Society;*
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
Month *means a calendar month;*
Non-Voting Member *means a Member whose privileges of membership do not include the right to vote at a general meeting of the Society;*
person *means a natural person;*
President *means the President of the Council;*
registered charity means a charity that is registered under the **ACNC Act**
Rules *mean this Constitution as altered or added to;*
Seal *means the common seal of the Society;*
Secretary *means a person appointed by the directors to perform the duties of a secretary of the Society;*
Society means *The Royal Agricultural Society of Tasmania Limited, ACN 009 475 898 and wherever the reference to Society appears, it is equally referable to the Company as that term is defined under the Corporations Act;*
special resolution *means a resolution:*

i. of which notice has been given under Clause 22.5(c), and
*ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution;*

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up;
Treasurer *means a person appointed by the directors to perform the duties of a treasurer of the Society;*
Vice Chairperson *means the Vice Chairman of the directors;*
Vice President *means the Vice President of the Council;*
Voting Member *means a Member whose privileges of membership include the right to vote at a general meeting of the Society; and*
written *and **in writing** means any form of representing or reproducing words in a visible form;*

86. Reading this constitution with the Corporations Act

86.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
86.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any Clauses in this constitution which are inconsistent with those Acts.
86.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any Clause in this constitution which is inconsistent with that Act.
86.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

87. Interpretation

In this constitution:
(a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
(b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Appendix A – By Laws

RAST Constitution By-Law amendment 19th April 2023

The RAST Board authorises the following classes of membership to take effect as at April 2023:-

Full Member

Full Member maintains voting rights

- Full Member includes the following previous membership classes:-
  - Full Member
  - Junior Member
  - Associate member – upgraded
  - Business Member
- Full member includes the following new membership classes:-
  - To be determined

Restricted Member

Restricted Member does not have voting rights

- Restricted Member includes the following previous membership classes:-
  - Associate Member- not upgraded
- Restricted Member includes the following new membership classes:-
  - To be determined

Authorisation

Approved by the RAST Board meeting of 15th March 2023 & 19th April 2023 to take effect immediately.

To be addended to the existing constitution as a by law.

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Left Blank Intentionally



The Royal Agricultural Society of Tasmania

(since 1821)