

Confidential

**CONSTITUTION AND RULES
OF THE MT GRAVATT SHOW SOCIETY**

1 NAME OF SOCIETY

- (1) Mt Gravatt Agricultural, Horticultural and Industrial Society
- (2) Mt Gravatt Show Society (Trading Name)

2 OBJECTS

- (1) To encourage, develop and promote the agricultural, horticultural, arts and cultural, community and educational activities, achievements and enterprises in the Mt Gravatt area and the surrounding Districts by holding an Annual Show and other events.
- (2) To encourage skill in all sections of the community by affording the opportunity for participation, display and competition at an Annual Show or event.
- (3) To hold exhibits for the display of livestock, horticultural, machinery and produce as may be deemed desirable.
- (4) To promote the enterprises and talents of young people in the community through competition, creations and activities at the annual Show or event.
- (5) To encourage and engage community, business and civic organisation's involvement in the local Mt Gravatt community and surrounding districts.
- (6) To encourage members of the community to join the Society and participate in the activities of the Society.
- (7) To nominate Society Delegates for representation to the Mt Gravatt Show Ground Trust.

3 POWERS OF THE SOCIETY

- (1) To subscribe to, become a member of and co-operate with any Society, club, or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society.
- (2) To buy, sell, acquire, and deal in all kinds of articles, commodities and provisions for the management and conduct of the Society.
- (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Society.
- (4) To enter into any arrangements including leases with any Government Authority or Trust that are incidental or conducive to the attainment of the objects and the exercise of the

powers of the Society; and to obtain from any such Government, or Authority or Trust any rights, privileges, concessions, grants, and funds which the Society may deem desirable to obtain; and to carry out in the exercise of its objectives.

- (5) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interests, and to contribute to, subsidies or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (6) To invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit.
- (7) In furtherance of the objects of the Society to lend and advance money or give credit to any person or body corporate; or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (8) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Society's property or assets present or future and to purchase, redeem or payoff any such securities.
- (9) To take or hold mortgage, liens, or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others.
- (10) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society.
- (11) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise.
- (12) In furtherance of the objects of the Society to amalgamate with any one or more incorporated Societies having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members.
- (13) In furtherance of the objects of the Society to transfer all or any part of the property, assets, liabilities, and engagements of the Society to any one or more of the incorporated Societies or Trusts with which the Society is authorised to amalgamate.
- (14) To distribute prize money or goods for the purposes of the Society.
- (15) To receive monies, fees, donations (either financial, in kind or material) for the purposes of the Society.
- (16) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

4 CLASSES OF MEMBERS

- (1) The membership of the Society consists of the following voting classes of members:
 - (a) Member (aged 15 years and over)
 - (b) Corporate Member
 - (c) Honorary Life Member
 - (d) Patron
- (2) Non-voting classes:
 - (a) Junior Member (under the age of 15 years)
 - (b) Friends of the Society

5 MEMBERSHIP FEES

- (1) An application for membership must be in writing or on an application form transmitted on the Society's website.
- (2) The requirements and information for membership application will be decided by the Management Committee.
- (3) The membership fee for each membership and for each other class of membership:
 - (a) Is the amount decided by the Management Committee and approved from time to time at a general meeting; and
 - (b) Is payable when, and in the way, the Management Committee decides.
- (4) A member of the Society who, before becoming a member, has paid the members annual subscription for membership of the Society on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual or multi year subscription is payable.
- (5) The Management Committee will determine and approve the benefits to members including Life Members, Patrons and Friends of the Society.
- (6) A member whose membership has lapsed for a period of up to 2 years, may be readmitted by the payment of a fee and the membership shall be reinstated at the time of payment.

6 ADMISSION AND REJECTION OF NEW MEMBERS

- (1) The Management Committee must consider, approve, or reject all applications for membership at the next committee meeting held after it receives.
- (2) The application for membership; and
- (3) The payment of appropriate membership fees.
- (4) The Management Committee must decide at the meeting whether to accept or reject the application.
- (5) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (6) The secretary of the Society must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant notice of the decision.

7 TERMINATION OF MEMBERSHIP

- (1) A member may resign from the Society by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at the time the notice is received by the secretary; or if a later time is stated in the notice – the later time.
- (3) The Management Committee may terminate a membership if the member:
 - (a) is convicted of an indictable offence or
 - (b) does not comply with any of the provisions of these rules or
 - (c) has membership fees in arrears for at least 3 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Society.
- (4) Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

8 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting of the Society to decide the appeal.

9 GENERAL MEETING TO DETERMINE APPEAL

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting in a secret ballot.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

10 REGISTER OF MEMBERS

- (1) The Secretary of the Society must keep a register of members of the Society.
- (2) The register must include the following particulars for each member:
 - (a) the full name of the member
 - (b) the postal or residential address of the member, email or contact details
 - (c) the date of admission as a member
 - (d) the date of death or resignation of the member
 - (e) details about the termination or reinstatement of membership
 - (f) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Society at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the Management Committee may, on the application of a member of the Society, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

11 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (1) A member of the Society must not:
 - (a) use information obtained from the register of members of the Society to contact, or send material to, another member of the Society for the purpose of advertising for political, religious, charitable, or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Society for the purpose of advertising for political, religious, charitable, or commercial purposes.

12 APPOINTMENT OR ELECTION OF SECRETARY

- (1) The Management Committee appoints a secretary of the Society for a period determined by the Management Committee.
- (2) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed for the Society within 1 month after the vacancy happens.
- (3) A secretary appointed for the Society by the Management Committee does not become a member of the Management Committee.

13 REMOVAL OF SECRETARY

- (1) The Management Committee of the Society may at any time remove a person appointed by the committee as the secretary.

14 FUNCTIONS OF SECRETARY

- (1) The secretary's functions include, but are not limited to:
 - (a) calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Society.
 - (b) keeping minutes of each meeting.
 - (c) keeping copies of all correspondence and other documents relating to the Society.
 - (d) maintaining the register of members of the Society.
 - (e) assist in the management and organisation of the Mt Gravatt Show.
 - (f) oversee the processing of all income and expenditure, accounts, and maintenance of financial records.

15 MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The Management Committee of the Society consists of a President, three Vice Presidents (one of whom shall take on the responsibilities of Ring Master), Treasurer, and any other members nominated and elected at the Annual General Meeting of the Society.
- (2) The number of members on the Management Committee shall be 7 or more members and not exceed 12 members, not including the Secretary.
- (3) A member of the Management Committee, other than a secretary appointed by the Management Committee must be either a member of the Society, a Life Member or Patron.
- (4) At each annual general meeting of the Society, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- (5) A member of the Society may be appointed to a casual vacancy on the Management Committee.

16 ELECTION OF THE MANAGEMENT COMMITTEE

- (1) A member of the Management Committee may only be elected as follows:
 - (a) any 2 members of the Society may nominate another member to serve as a member of the Management Committee.
 - (b) the nomination must be:
 - (i) in writing and
 - (ii) signed by the candidate and the members who nominated him or her and
 - (iii) given to the secretary prior to the annual general meeting at which the election is to be held.
 - (c) each member of the Society present and eligible to vote at the annual general meeting may vote for a candidate for each vacant position on the Management Committee.
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person is classed as a member, life member or patron with voting rights.

- (3) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

17 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (1) A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at
 - (a) the time the notice is received by the secretary or
 - (b) if a later time is stated in the notice – the later time.
- (3) A member of the Management Committee may be removed from office at a general meeting of the Society if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

18 VACANCY ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Society to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of committee members is less than the number fixed under rule 21(1) as a quorum of the Management Committee, the continuing members may act only to:
- (4) Increase the number of Management Committee members to the number required for a quorum; or
- (5) Call a general meeting of the Society.

19 FUNCTIONS OF MANAGEMENT COMMITTEE

- (1) Subject to these rules or a resolution of the members of the Society carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property, and funds of the Society, including but not limited:
 - (a) to plan and oversee the holding or cancellation, or postponement of the annual Mt Gravatt Show at a time to be determined by the Management Committee.
 - (b) to appoint stewards, judges and other officials deemed necessary for the planning, management and conduct of the annual Mt Gravatt Show.
 - (c) to authorise and approve all expenditure related to the planning, administration and conduct of the annual Mt Gravatt Show and the conduct of the Society.
 - (d) to borrow, raise or secure the payment of amounts in a way the members of the Committee may decide (e).
 - (e) to borrow amounts from members and pay interest on the amounts borrowed.
 - (f) to mortgage or charge the whole or part of its property.

- (g) to invest moneys in a way the members of the Management Committee may from time to time decide.
 - (h) to appoint, employ, remove, or suspend such employees or volunteers and other persons as may be necessary or convenient for the purposes of the Society.
 - (i) to remunerate any person or body corporate for services rendered, or to be rendered for the purposes of the Society.
 - (j) to print and publish any newspapers, periodicals, books, leaflets or social media posts or website content that the Society may think desirable for the promotion of the Society.
 - (k) to distribute prize money or goods for the purposes of the Society.
- (2) The Management Committee has authority to interpret the meaning of these rules and bylaws and any matter relating to the Society on which the rules are silent.

20 MEETINGS OF MANAGEMENT COMMITTEE

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 3 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Society if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The President is to preside as chairperson at a Management Committee meeting.
- (10) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, a Vice President will preside as chairperson at the meeting.

21 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- (1) At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.

22 SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (1) If the secretary receives a written request signed by at least one third of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state:
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
 - (a) the day, time, and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

23 MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each Management Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

24 APPOINTMENT OF SUBCOMMITTEES

- (1) The Management Committee may appoint a subcommittee consisting of members of the Society, Friends of the Society or other persons considered appropriate by the committee to help with the conduct of the Society's operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) Any recommendations, proposals or decisions of a sub-committee must be presented to the Management Committee for consideration, endorsement, approval, or rejection.

25 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed and applies even if the act was performed when:
 - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

26 ANNUAL GENERAL MEETING

- (1) The Annual General Meeting of the Society shall be held:
 - (a) at least once each year; and
 - (b) within 6 months after the end date of the Society's reportable financial year
- (2) The Secretary must send out to all members notice of the Annual General Meeting at least three weeks prior to the meeting and the business and elections to be conducted at the meeting.

27 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- (1) The following business must be conducted at each Annual General Meeting of the Society:
 - (a) receiving the Society's office bearers' reports of the annual show.
 - (b) the receipt and adoption of the Society's financial statements and audit report for the last financial year.
 - (c) the appointment of the auditor.
 - (d) the election of members of the Management Committee.
- (2) The appointment of Life Members and confirmation and reappointment of Patrons.

28 NOTICE OF GENERAL MEETING

- (1) There must be at least four general meetings held each year unless otherwise determined by the Management Committee taking into account special circumstances or considerations as they may determine.
- (2) The secretary at the direction of the Management Committee, or on receipt of a written request of 33% of the Management Committee, will call a general meeting of the Society.
- (3) The secretary must give 14 days' notice of the meeting to each member of the Society.
- (4) However, notice of the following meetings must be given in writing:
 - (a) A meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - (i) to reject the person's application for membership of the Society; or
 - (ii) to terminate the person's membership of the Society.
 - (b) a meeting called to hear and decide a proposed special resolution of the Society.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

29 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (1) The quorum for a general meeting of the Society shall be the same number as the elected members of the Management Committee at the close of the Society's last general meeting plus 1.
- (2) However, if all members of the Society are members of the Management Committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Society, the meeting lapses.

30 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) The President is to preside as chairperson; and if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, a Vice President will be chairperson of the meeting.

31 VOTING AT GENERAL MEETING

- (1) At a general meeting, each question, matter, or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Management Committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

32 PROXIES

- (1) A member is entitled to appoint a proxy which must be given to the Secretary prior to the meeting commencement and relayed to all present.
- (2) An instrument appointing a proxy must be in writing and be in the following or similar form:

Mt. Gravatt Show Society:

I, _____ of _____ being a member of the Society,

appoint _____ of _____ as my

proxy to vote for me on my behalf at the General Meeting/Annual General Meeting of the Society, (cross out whichever is not applicable) to be held on the

_____ day of _____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20____

_____ Signature

- (3) A proxy may be a member of the Society or another person.
- (4) Unless otherwise instructed, a proxy may vote as the proxy considers appropriate.

33 MINUTES OF MEETING

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes:
 - (a) The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) The minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Society that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Society, the secretary must, within 28 days after the request is made give the member copies of the minutes of the meeting.

34 BY LAWS AND ALTERATION OF THE RULES

- (1) Management Committee may make, amend, or repeal by-laws, not inconsistent with these rules, for the internal management of the Society.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Society.
- (3) Subject to the Constitution these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

35 FUNDS AND ACCOUNTS

- (1) The funds of the Society must be kept in an account in the name of the Society in a financial institution decided by the Management Committee.
- (2) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (3) A payment by the Society of \$100 or more must be made by cheque or electronic funds transfer and be approved or authorised by two nominated members of the Management Committee.
- (4) All expenditure must be approved or ratified at a Management Committee meeting.

36 GENERAL FINANCIAL MATTERS

- (1) On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.

37 DOCUMENTS

- (1) The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Society.

38 FINANCIAL YEAR

- (1) The end date of the Society's financial year is 30th November in each year.

39 FINANCIAL YEAR

- (1) If the Society is wound up and has surplus assets, the surplus assets must not be distributed among the members of the Society.

- (2) The surplus assets must be given to any one or more incorporated Societies or Trusts having objects similar to the Society's objects, the rules of which prohibit the distribution of the Society's income and assets to its members.