CONSTITUTION

of

THE AGRICULTURAL SOCIETIES COUNCIL OF N.S.W.

Table of Contents

PART	1 - PRELIMINARY	3
1.	INTERPRETATION	3
2.	TITLE	3
3.	BASIS OF THE NEXT GENERATION	3
4.	VISION AND MISSION OF THE NEXT GENERATION	4
5.	AIMS OF THE NEXT GENERATION	4
6.	POWERS AND PRIVILEGES	5
PART	2 - MEMBERSHIP	5
7.	MEMBERSHIP - QUALIFICATIONS	5
8.	MEMBERSHIP - APPLICATION	5
9.	MEMBERSHIP - CESSATION	5
10.	MEMBERSHIP - ENTITLEMENTS NOT TRANSFERABLE	5
11.	LIFE MEMBERSHIP	6
12.	MEMBERSHIP - RESIGNATION	6
13.	LIABILITY OF MEMBERS	6
14.	AFFILIATION FEE	6
15.	REGISTER OF MEMBERS	6
16.	RESOLUTION OF DISPUTES	6
17.	DISCIPLINING OF MEMBERS	7
18.	RIGHT OF APPEAL OF DISCIPLINED MEMBER	7
PART	3 - THE COMMITTEE	8
19.	POWERS OF THE COMMITTEE	8
20.	COMPOSITION AND MEMBERSHIP OF THE COMMITTEE	8
21.	ELECTION OF COMMITTEE MEMBERS	9
22.	SECRETARY	9
23.	TREASURER	9
24.	CASUAL VACANCIES	10
25.	REMOVAL OF COMMITTEE MEMBERS	10
26.	COMMITTEE MEETINGS AND QUORUM	10
26.	COMMITTEE MEETINGS AND QUORUM (Cont.)	11
27.	DELEGATION BY COMMITTEE TO SUB-COMMITTEE	11
28.	VOTING AND DECISIONS	12

PART 4	-GENERAL MEETINGS	12
29.	ANNUAL GENERAL MEETINGS - HOLDING OF	12
30.	ANNUAL GENERAL MEETINGS - CALLING AND BUSINESS	12
31.	ORDINARY AND SPECIAL GENERAL MEETINGS - CALLING	13
32.	NOTICE	13
33.	QUORUM FOR GENERAL MEETINGS	13
33.	QUORUM FOR GENERAL MEETINGS (Cont.)	14
34.	PRESIDING MEMBER	14
35.	ADJOURNMENT	14
36.	MAKING DECISIONS	14
37.	SPECIAL RESOLUTIONS	14
38.	VOTING	15
39.	PROXY VOTES NOT PERMITTED	15
40.	POSTAL BALLOTS	15
PART 5	- BRANCHES	15
41.	CONSTITUTION - MANAGEMENT OF BRANCHES	15
PART 6	6 - MISCELLANEOUS	15
42.	PROVISIONAL AUTHORITY	15
43.	NOMINATION OF REPRESENTATIVES ON THE A.S.C. BOARD	15
44.	INSURANCE	15
45.	FUNDS - SOURCE	16
46.	FUNDS - MANAGEMENT	16
47.	FINANCIAL YEAR	16
48.	PAYMENTS, ETC. OF OFFICE BEARERS AND MEMBERS	16
49.	VACATION OF OFFICE	16
50.	CUSTODY OF BOOKS ETC.	17
51.	INSPECTION OF BOOKS ETC.	17
52.	MINUTES - CONFIRMATION OF	17
53.	SERVICE OF NOTICES - ON MEMBERS	17
54.	ACCEPTANCE OF CONSTITUTION	17
55.	ALTERATIONS TO CONSTITUTION	17
56.	DISSOLUTION	17
Append	dix 1	18
Append	dix 2	19

PART 1 - PRELIMINARY

1. INTERPRETATION

(a) In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

"ASC" - means Agricultural Societies Council of N.S.W Ltd.

"ASCNG" - means Agricultural Societies Council of N.S.W. Next Generation Inc.;

"Executive Committee" - means the Executive Committee of the Group; "General Committee" - means the General Committee of the Group;

"Committee" - means the Executive and General Committee of the Group;

"Director-General" - means the Director-General of the Department responsible for the NSW

Office of Fair Trading.

"Executive Meeting" - means a meeting of the Executive Committee;

"Committee Meeting" - means a meeting of the Executive and General Committee;

"General Meeting" - means a general meeting of the Group which may be an Annual General

Meeting, a Special General Meeting or an Ordinary General Meeting;

"Group" - means Agricultural Societies Council of N.S.W Next Generation;

"Group Delegates"

- means two Group members nominated for election to the ASC Board.

"Member" - means a member of the Next Generation;

"Secretary" - means a person holding office under this Constitution as Secretary of the

Executive Committee, or where no such person holds that office, the Public

Officer of the Group;

"The Act" - means the Associations Incorporation Act, 2009;

"The Regulation" - means the Associations Incorporation Regulation, 2010.

"Next Generation" - means Agricultural Societies Council of N.S.W Next Generation."In Writing" - means written in print or electronically by email.

"Drive" - means the Google Drive used by all members for access to all

documentation relating to the Group.

(b) In this Constitution a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of a duty.

(c) The provisions of the Interpretation Act, 1987, apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2. TITLE

The title of the entity shall be "The Agricultural Societies Council of N.S.W Next Generation Inc." and the headquarters shall be 49 Gladesville Road, Hunters Hill, N.S.W, or such other place as may be constitutionally determined from time to time.

3. BASIS OF THE NEXT GENERATION

The Next Generation shall consist of members who are interested in agriculture, in agricultural societies, variously known as Show Societies, Pastoral, Agricultural and/or Horticultural and/or Industrial Associations or Societies, and in such other Agricultural Societies as the ASC Board may admit to its membership.

4. VISION AND MISSION OF THE NEXT GENERATION

- (a) The **vision statement** of the Next Generation is to encourage the development of youth in the show movement. We are the youthful extension of the ASC. We aim to provide guidance and support through collaboration and education.
- (b) The **mission statement** of the Next Generation is to engage and support youth in the NSW Agricultural Shows Movement to ensure its continuation and progression.

5. AIMS OF THE NEXT GENERATION

The aims of the Next Generation shall be:

- (a) To promote and protect the pastoral, agricultural, horticultural and industrial resources of Australia through promotion and protection of the Pastoral, Agricultural, Horticultural and Industrial Societies in New South Wales.
- (b) To organise membership into district branches with due regard to geographical position, climatic condition, and community of interest.
- (c) To ensure co-operation and to promote as far as practicable the adoption of general and uniform principles in the working and general management of next generation groups in agricultural shows, without interfering with the manner in which individual Societies carry out such general principles.
- (d) To establish and operate any service, on a mutual and co-operative basis, in respect to matters of uniform concern to members of the next generation.
- (e) To encourage the co-ordination of the efforts of branch members in their activities in conducting agricultural activities and competitions to stimulate youth involvement in show societies aimed towards high standards of quantity and quality amongst young people.
- (f) In particular, to provide such education services as the Council considers necessary in relation to the conduct of its members generally, the judging of exhibits, the conduct of competitions and the promotion of pastoral, agricultural, horticultural and industrial knowledge.
- (g) To facilitate by the administration of relevant funds the continued successful conduct of next generation groups by the provision of assistance through sponsorship, promotional material, etc..
- (h) To co-operate with the Royal Agricultural Society of N.S.W and Agricultural Societies Council of NSW in the conduct of the Rural Achiever Award System, the Showgirl Movement and any judging competitions where youth participation is sought.
- (i) To arrange for publication of an Official Journal of the Next Generation at such time as determined by the Committee.
- (j) To invest the funds of the Next Generation, in such manner and in such securities as may be determined, from time to time, by the Executive Committee.
- (k) To use the proceeds from its activities to promote the objects of the Next Generation or for purposes provided by law. The Next Generation shall not pay dividends or distribute profits to its members.
- (m) To transact, perform, encourage, promote, deal with and foster such other matters, acts and things (not inconsistent with the foregoing objects) as the Committee may from time to time determine.

6. POWERS AND PRIVILEGES

Subject to the provisions of the Act and to any prohibition or restriction contained in this Constitution, the Next Generation shall have the same rights, powers and privileges as a natural person and without limiting the generality of the foregoing, the power to do any act that it is authorized to do by law.

PART 2 - MEMBERSHIP

7. MEMBERSHIP - QUALIFICATIONS

- (a) Any natural person over the age of 18 years and under the age of 35 years in New South Wales who becomes affiliated by way of financial contribution with a local agricultural show society of NSW, is eligible to become a member of the Group.
- (b) Any natural person over the age of 12 and under the age of 18 years in New South Wales shall be recognised as a "Junior Member" of the Next Generation who shall not have any voting rights and cannot become an executive member of the group.
- (c) Any natural person over the age of 35 years in New South Wales who becomes affiliated by way of financial contribution with a local agricultural show society of NSW, is eligible to become a "Mentor" member of the Group who shall not have any voting rights and cannot become an executive member of the group.
- (d) Any natural person over the age of 18 years and under the age of 35 years in New South Wales who is unable to become affiliated by way of financial contribution with a local agricultural show society of NSW, is eligible to become a member of the Group who shall not have any voting rights and cannot become an executive member of the group.
- (e) Any natural person over the age of 18 years and under the age of 35 years who does not reside within NSW and is unable to become affiliated by way of financial contribution with a local agricultural show society of NSW, is eligible to become a member of the Group who shall not have any voting rights and cannot become an executive member of the group.

8. MEMBERSHIP - APPLICATION

Applications for membership are to be completed on the Group's Application of Membership Form to be found at Appendix 1 of this Constitution or online via the Group's website online submission.

9. MEMBERSHIP - CESSATION

A Member ceases to be a Member of the Next Generation if the Member:

- (a) dies or becomes mentally incapacitated;
- (b) resigns that membership;
- (c) has membership cancelled by the Executive Committee;
- (d) ceases to have the affiliation in Clause 7.

10. MEMBERSHIP - ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a Member has by reason of being a Member of the Group:

- (a) is not capable of being transferred to another Member; and
- (b) shall terminate upon cessation of membership.

11. LIFE MEMBERSHIP

Provided that Notice of Motion to do so is given to Executive Committee members at least 28 days in advance, the Executive Committee may confer on any member Life Membership of the Group for outstanding service to the Group.

12. MEMBERSHIP - RESIGNATION

- (a) A Member of the Next Generation is not entitled to resign that membership except in accordance with this Clause.
- (b) A Member of the Next Generation in respect of the membership may resign from membership of the Next Generation by first giving notice (being not less than one (1) month or not less than such other period as the Executive Committee may determine) in writing to the Secretary, of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.
- (c) Where a Member of the Next Generation ceases to be a Member pursuant to Clause 12 (b) and in every other case where a Member ceases to hold membership, the Secretary shall make an appropriate entry in the register of membership recording the date on which the Member ceased to be a Member.
- (d) A Member which has resigned from the Next Generation and desires to re-join the Next Generation shall apply for admission in the manner provided in Clause 8.

13. LIABILITY OF MEMBERS

The liability of a Member of the Next Generation to contribute towards the payment of the Next Generation's debts and liabilities or the costs, charges and expenses of the winding up of the Next Generation is limited to the amount or amounts, if any, unpaid by the Member as specified under Clause 14.

14. AFFILIATION FEE

- (a) The Executive Committee shall from time to time determine the annual affiliation fee payable by Members.
 - (b) All annual affiliation fees (other than the first annual affiliation fee payable by a new Member) shall be payable on or before the 31st day of January in each year.

15. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of each Member and the register shall be available for inspection by Members at the registered office of the Next Generation free of charge during regular office hours.

16. RESOLUTION OF DISPUTES

- (a) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the <u>Community Justice Centres Act 1983</u>.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (c) The <u>Commercial Arbitration Act 1984</u> applies to any such dispute referred to arbitration.

17. DISCIPLINING OF MEMBERS

- (a) A complaint may be made to the Executive Committee by any person that a member of the association:
 - (i) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the association.
- (b) The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Executive Committee decides to deal with the complaint, the Executive Committee:
 - (i) must cause notice of the complaint to be served on the member concerned, and
 - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The Executive Committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the Executive Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under Clause 18.
- (f) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under Clause 18, whichever is the later.

18. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (a) A member may appeal to the association in general meeting against a resolution of the Executive Committee under Clause 17, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under Sub-clause (a), the Secretary must notify the Executive Committee which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a general meeting of the association convened under Sub-clause (c):
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a simple majority of votes cast by members of the association.

PART 3 - THE COMMITTEE

19. POWERS OF THE COMMITTEE

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the association in general meeting, the Committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.

20. COMPOSITION AND MEMBERSHIP OF THE COMMITTEE

- (a) The Executive Committee is to consist of:
 - (i) the office-bearers of the association
- (b) The office-bearers of the association are as follows:
 - (i) the **President**,
 - (ii) three Vice Presidents General, Delegates, and Merchandise,
 - (iii) the Treasurer,
 - (iv) the Secretary,
 - (v) the **Publicity Officer**,
 - (vi) two Group 15 Delegates,
 - (vii) Honorary Showgirl to be elected by the Executive after the AGM
 - (viii) Honorary Rural Achiever to be elected by the Executive after the AGM
 - (ix) Next Generation **Group Delegates** up to 2 per each of the 14 geographical groups as set out by the ASC.
- (c) In addition to these officers, the Immediate Past President who is a continuing member of the Group may be appointed as an ex-officio office-bearer with voice and vote and the title "Executive Advisor".
- (d) An office-bearer may hold up to 2 offices.
- (e) In addition to the Executive Committee, members may nominate for the General Committee which consists of anyone who submits an Expression of Interest form for the title of General Committee to be found at Appendix 2 of this Constitution or online via the Group's website online submission.
- (f) Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for reelection.
- (g) Internal correspondence will be conducted through the Drive for the Committee, on this basis, it is expected that members take reasonable steps to access this material.
- (h) Each member of the Committee is required to provide full contact details to the Secretary, or through Drive, no later than one month after the Annual General Meeting.

21. ELECTION OF COMMITTEE MEMBERS

- (a) Nominations of candidates for election as office-bearers of the association or as ordinary Committee members:
 - (i) must be made in writing by the nominee in the form of an Expression of Interest form to be found at Appendix 2 of this Constitution or online via the Group's website online submission.
 - (ii) must be delivered to the Secretary of the association 7 days before commencement of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (g) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the association must be a member of the association.
- (h) A person nominated as a candidate for election as President must have held a position of officebearer of the association for 12 months prior to the Annual General Meeting.

22. SECRETARY

- (a) The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
- (b) It is the duty of the Secretary to keep minutes of:
 - (i) all appointments of office-bearers and members of the Committee, and
 - (ii) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (iii) all proceedings at all Executive, Committee and general meetings of the Group.
- (d) The secretary will become the Public Officer for the group unless deemed not appropriate by the executive committee in which the office bearers will elect an appropriate replacement.

23. TREASURER

It is the duty of the Treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

24. CASUAL VACANCIES

- (a) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (b) A casual vacancy in the office of a member of the Committee occurs if the member:
 - (i) dies, or
 - (ii) ceases to be a member of the association, or
 - (iii) becomes an insolvent under administration within the meaning of the <u>Corporations Act 2001</u> of the Commonwealth, or
 - (iv) resigns office by notice in writing given to the secretary, or
 - (v) is removed from office under Clause 25, or
 - (vi) becomes a mentally incapacitated person, or
 - (vii) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

25. REMOVAL OF COMMITTEE MEMBERS

- (a) The association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the Committee to whom a proposed resolution referred to in Sub-clause (a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26. COMMITTEE MEETINGS AND QUORUM

- (a) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President or by any member of the Committee, including monthly Executive Meetings where possible.
- (c) Meetings of the Committee may be held by teleconference or other forms of telecommunication, provided that all Committee members in a particular year agree and that all other meeting conditions are met.
- (d) Internal correspondence such as meeting minutes and the meeting agenda will be conducted through the Drive for the Committee as well as by email, on this basis, it is expected that members take reasonable steps to access this material.
- (e) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 24 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

26. COMMITTEE MEETINGS AND QUORUM (Cont.)

- (f) Notice of a meeting given under Sub-clause (e) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (g) Subsequently, business to be transacted at a meeting must be submitted to the President, in writing, at least 24 hours before the time appointed for the holding of the meeting.
- (h) Any **ten (10)** members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (i) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same means and at the same hour of the same day in the following week.
- (j) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (k) At a meeting of the Committee:
 - (i) the President or, in the President's absence, a Vice President is to preside, or
 - (ii) if the President and the Vice Presidents are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

27. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (a) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (i) this power of delegation, and
 - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-committee may meet and adjourn as it thinks proper.

28. VOTING AND DECISIONS

- (a) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Motions may be circulated via email to the Committee or of any sub-committee appointed by the Committee and voted upon via email to be determined by a majority of the votes of members of the Committee or sub-committee within the reasonable specified time.
- (c) Subject to Clause 26 (f), the Committee may act despite any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

PART 4 - GENERAL MEETINGS

29. ANNUAL GENERAL MEETINGS - HOLDING OF.

- (a) The association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (b) The association must hold its Annual General Meetings:
 - (i) within 6 months after the close of the association's financial year, or
 - (ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

30. ANNUAL GENERAL MEETINGS - CALLING AND BUSINESS

- (a) The Annual General Meeting of the association is, subject to the Act and to Clause 29, to be convened on such date and at such place and time as the Committee thinks fit.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (ii) to receive from the Committee reports on the activities of the association during the last preceding financial year,
 - (iii) to elect office-bearers of the association and ordinary Committee members,
 - (iv) to receive and consider any financial statement or report required to be submitted to members under the Act,
 - (v) to appoint an Auditor if required or if the members decide to do so.
 - (vi) to appoint a new Public Officer should a new appointment be necessary.
- (e) An Annual General Meeting must be specified as such in the notice convening it.

31. ORDINARY AND SPECIAL GENERAL MEETINGS - CALLING

- (a) The Committee may, whenever it thinks fit, convene an Ordinary or a Special General Meeting of the association.
- (b) An Ordinary General Meeting may deal with business raised by the Committee and matters raised by Members present while a Special General Meeting may deal only with business, such as a Special Resolution, listed in the notice calling the meeting.
- (c) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the association.
- (d) A requisition of members for a Special General Meeting:
 - (i) must state the purpose or purposes of the meeting, and
 - (ii) must be signed by the members making the requisition, and (iii) must be lodged with the Secretary, and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (e) If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (f) A Special General Meeting convened by a member or members as referred to in Sub-clause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

32. NOTICE

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Sub-clause (a), the intention to propose the resolution as a Special Resolution.
- (c) No business other than that specified in the notice convening an Annual or Special General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Clause 30 (b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

33. QUORUM FOR GENERAL MEETINGS

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Ten members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

33. QUORUM FOR GENERAL MEETINGS (Cont.)

- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved, and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) are to constitute a quorum.

34. PRESIDING MEMBER

- (a) The President or, in the President's absence, a Vice President, is to preside as chairperson at each general meeting of the association.
- (b) If the President and the Vice Presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. ADJOURNMENT

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in Sub-clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. MAKING DECISIONS

- (a) A question arising at a general meeting of the association is to be determined by either:
 - (i) a show of hands, or
 - (ii) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

37. SPECIAL RESOLUTIONS

A Special Resolution may only be passed by the association in accordance with Section 39 of the Act which requires a three-quarters favourable majority of those eligible, present and voting at a general meeting on a motion notified at least 21 days previously as a Special Resolution.

38. VOTING

- (a) On any question arising at a general meeting of the association a member has one vote only.
- (b) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (d) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

39. PROXY VOTES NOT PERMITTED

Proxy voting must not be undertaken at or in respect of a general meeting or a Committee meeting of the Group.

40. POSTAL BALLOTS

The Group may not hold a postal ballot as a means of deciding any matter that may be under consideration.

PART 5 - BRANCHES

41. CONSTITUTION - MANAGEMENT OF BRANCHES

- (a) Wherever possible, for collaboration in respect of activities, event dates and other matters, Branches may be formed with the approval of Committee. Each Branch shall retain the power to make rules for the management of its own affairs provided such rules are not inconsistent with the Constitution, rules or decisions of the Group or its Committee.
- (b) A copy of such Branch rules shall be lodged with Group and in the absence of such action, the Model Constitution prescribed by the Group shall be considered to apply to the Branch.
- (c) Each Branch shall be responsible to implement proposals referred from the Group or the Committee.

PART 6 - MISCELLANEOUS

42. PROVISIONAL AUTHORITY

In all matters not specifically stated in this Constitution and on all questions of interpretation of its powers the Committee shall be authorised to take such action as it deems fit subject to reference to the Members in a general meeting.

43. NOMINATION OF REPRESENTATIVES ON THE A.S.C. BOARD

The Group having been accepted as a member of the ASC, at a convenient time will elect two members as Group Delegates to be nominated for election as Directors on the ASC Board at the ASC Annual General Meeting. Any member of the Executive Committee, including the Immediate Past President, may be appointed to these position as is seen fit.

44. INSURANCE

- (a) The Group shall seek A.S.C. support for Liability Insurance and Insurance for Officers under the umbrella of the A.S.C.
- (b) In addition to the insurance required under Clause 44(a) the Group shall affect and maintain such other insurance as may be deemed necessary to protect the interests and assets of the Group.

45. FUNDS - SOURCE

- (a) The funds of the Group shall be derived from annual donations/sponsorship, investments, and, subject to any special resolution passed by the Group in general meeting, such other sources as the Committee determines.
- (b) All money received by the Group shall be deposited as soon as practicable and without deduction to the credit of the Group's bank accounts.
- (c) The Group shall, as soon as practicable after receiving any money, cause an appropriate receipt to be issued.

46. FUNDS - MANAGEMENT

- (a) Subject to any special resolution passed by the Group in general meeting, the funds of the Group shall be used in pursuance of the objects of the Group in such a manner as the Committee determines.
- (b) All cheques, direct debits, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such officer or officers as authorised to do so by the Committee.
- (c) The Committee will undertake internet banking for the management of funds with at least four (4) signatories as authorised by the Committee.

47. FINANCIAL YEAR

- (a) The financial year of the Group and of its funds shall end on 31st December in each year.
- (c) Statements of Accounts respecting all financial affairs of the Group and its special funds shall be prepared by the Treasurer, and such statements, together with the necessary documents, shall be submitted to the Auditor (if one has been appointed) for examination prior to presentation to the Annual General Meeting.

48. PAYMENTS, ETC. OF OFFICE BEARERS AND MEMBERS

A member of the Committee shall not be appointed to any salaried office of the Group or any office of the Group paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Group to any member of the Committee except:

- (a) provision for repayment of out-of-pocket expenses, an annual honorarium which will be decided by the executive committee each year to be paid to the President and Secretary and a contribution to travel and accommodation to be decided by the executive committee each year to be paid to the Group 15 Delegates.
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Group's bankers for money lent to the Group; and reasonable or proper rent for premises let to the Group.

49. VACATION OF OFFICE

Without limiting the operation of Clause 9, the office of a member of the Committee shall become vacant if:

- (a) the member holds an office of profit in the Group; or
- (c) the member is directly or indirectly interested in any contract or proposed contract with the Group unless the member has divulged his interest therein and takes no part in discussions or voting on the contract or proposed contract.

50. CUSTODY OF BOOKS ETC.

Except as otherwise provided by this Constitution, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Group.

51. INSPECTION OF BOOKS ETC.

The records, books and other documents of the Group shall be open for inspection free of charge, by a member of the Group at any reasonable office hour.

52. MINUTES - CONFIRMATION OF

Upon a resolution of members so to do, the minutes of proceedings at a meeting shall be signed by the chairman of the next succeeding meeting.

53. SERVICE OF NOTICES - ON MEMBERS

- (a) For the purpose of this Constitution, a notice may be served by or on behalf of the Group upon any Member either personally or by sending it by post or email to the Member at the Member's address shown in the register of Members.
- (b) Where a document is sent to a Member by properly addressing, prepaying and posting to the Member a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the Member at the time the letter would have been delivered in the ordinary course of post.

54. ACCEPTANCE OF CONSTITUTION

A Member in applying for membership of the Group in terms of Clause 8 agrees to be bound by this Constitution.

55. ALTERATIONS TO CONSTITUTION

This Constitution may be altered, rescinded or added to only by a Special Resolution of the Group in a general meeting.

56. DISSOLUTION

In the event of the winding up or the cancellation of the incorporation of the Group the assets and funds on hand shall, after payment of all expenses and liabilities, be vested in such registered or exempted charity or incorporated association as a Special Resolution of the members present at a Special General Meeting convened to consider such question may decide.

Any registered or exempted charity or incorporated Association so nominated shall be one which:

- (a) Has objects substantially similar to those of the incorporated Council being wound up;
- (b) Is not carried on for the object of trading or securing pecuniary gain for its members;
- (c) Has provision in its rules requiring the property of the association to be distributed, in a dissolution of the association, to another association which:
 - (i) Has objects substantially similar to those of the dissolved Association; and
 - (ii) Is not carried on for the object of trading or securing pecuniary gain for its members.

Appendix 1



Please return to:

ASC of NSW Next Generation - Secretary
P.O. Box 1047
Hunters Hill NSW 2110

or email info@ascnextgen.com.au

ASC of NSW NEXT GENERATION MEMBERSHIP APPLICATION FORM

Full Name:		Date of Birth:				
Residential Address:						
Postal Address:						
Phone Number:	Email Address:					
Show Society of membership:						
Willingness to travel to assist at e	events?					
Areas of passion in rural commun	nities and agriculture?					
What you would like to gain from	being a member of the ASC of NS\	W Next Generation?				
Skills you can bring to the ASC of	NSW Next Generation:					
Being over the age of 18 years and unde N.S.W Next Generation as an Ordinary M		nembership of Agricultural Societies Council of				
In submitting my application, I declare an	nd acknowledge;					
 of N.S.W. My name and date of member Member Register, which is avail My personal contact details t 	the Next Generation if I fail to pay an annual schip of the Agricultural Societies Council lable for inspection by all Members; and that I have supplied will appear on the Agricultural Societies Council of N.S.W Inc.	ual affiliation fee to a local Agricultural Society of N.S.W Next Generation, will appear in the contact list, which may be circulated by the and its authorised Staff, but not to any other				
I understand that, as a Member, the Mar	nagement Committee will grant me (the M	1ember);				
 such other concessions, so long as I remain a Financial Member, as the Management Committee shall from time to time allow to members; and the rights of a Member, including the rights to vote at a General Meeting of the Society and to hold an Office of the Association. 						
<u> </u>		ural Societies Council of N.S.W Next Generation ll comply with the Rules whilst I am a member.				
Full Name	Signature	 Date				

Appendix 2



Please return via email:

info@ascnextgen.com.au

Attn: The President

ASC of NSW NEXT GENERATION EXPRESSION OF INTEREST FORM FOR THE COMMITTEE

Full Name:				
Position nominating for:				
Phone Number:				
Email Address:				-
Show Society Reference:				-
Positions previously held with t	he ASC of NSW N	lext Genera	tion:	
Attendance at the AGM (please	circle) Yes	or	No	
Experience suitable to the position	tion:			
What do you hope to achieve in	n the role?			
Full Name	Sign	nature		Date