

# Constitution

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**Victorian Agricultural Shows Ltd.**

**ACN: 103 570 190**

**A Public Company, Limited by Guarantee**

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# Victorian Agricultural Shows Ltd

## Constitution

### 1. Name

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The name of the Company is Victorian Agricultural Shows Ltd.

### 2. Objects

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- 2.1 The Company is established to promote generally the furtherance and development of agricultural, pastoral, horticultural, viticultural, stock-raising and associated industries in the State of Victoria and other contiguous States and:
- (a) To assume control of the Victorian Agricultural Societies Association Inc., its activities, assets and liabilities and to be the successor at law of the Victorian Agricultural Societies Association Inc.
  - (b) To protect and promote the interests of pastoral, agricultural and horticultural societies, and to protect and promote the interests of any other organisations connected with primary industry which are considered by the Board to be suitable for membership.
  - (c) To arrange Members into Groups, with due regard to geographical position, climatic conditions and community of interests.
  - (d) To ensure co-operation and to promote as far as practicable the adoption of general and uniform principles and practices in the working and general management of agricultural shows and other agricultural pursuits without interfering with the manner in which individual Members carry out such general principles.
  - (e) To establish and operate any facilities, upon a mutual or co-operative basis, with respect to matters of common concern to Members and affiliated organisations.
  - (f) To encourage the co-ordination of the efforts of Members in their activities in conducting agricultural events and shows, field days and competitions to improve and stimulate primary production.
  - (g) To co-operate with The Royal Agricultural Society of Victoria Limited, agricultural societies and other bodies in the conduct of crop fodder conservation and pasture, carcass and other competitions held for improvement of rural pursuits.
  - (h) To encourage affiliation with other entities and bodies, including but not necessarily limited to, the Federal Council of Agricultural Societies, Equestrian Federation of Australia and Showmen's Guild, for the purpose of furthering the interests of the Company.
  - (i) To establish and maintain for the benefit of Members an Adverse Weather Fund.
  - (j) Subject to the law, to adopt such other objects and undertake such other activities, approved by the Board of Directors, as are incidental conducive or complementary to the stated Objects, or any one of them.

**3. A Not For Profit Company**

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- 3.1 The property and income of the Company shall be applied solely in furtherance of its above-mentioned Objects and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.
- 3.2 Notwithstanding the prohibition set out in Regulation 3.1, any amount standing or retained in the Adverse Weather Fund shall not form nor be deemed to form part of the property of the Company and shall be held in trust for the benefit of those Members participating in the Adverse Weather Fund.

**4. Liability of Members**

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- 4.1 The liability of the members is limited.
- 4.2 Each Member of the Company undertakes to contribute to the property of the Company, in the event of it being wound up while a Member or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Company contracted before ceasing to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$20.

**5. Distribution on Winding-up**

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- 5.1 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever with the exception of Regulation 5.2 the same shall only be paid or distributed to such other corporation, body corporate or registered association, having objects similar to the Objects of the Company and whose Constitution or Rules shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of this Constitution, such recipient or recipients to be determined by the Members of the Company at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
- 5.2 Notwithstanding the restriction set out in Regulation 5.1, upon any termination or winding up of the Adverse Weather Fund there remains after the satisfaction of all debts and liabilities any amount in the Adverse Weather Fund, then such amount shall be distributed to those Members participating in the Adverse Weather Fund and holding an equitable entitlement to such an amount or part thereof.

**6. Definitions**

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- 6.1 In this Constitution, unless the contrary intention appears -

**Act** means the *Corporations Act 2001 (Cth)* and amendments made thereto, and any replacement legislation.

**Adverse Weather Fund** means an ongoing mutual financial equalisation fund operated by the Company for the benefit of participating Members for the purpose of offsetting, spreading, averaging or otherwise reducing the effects of adverse weather conditions on any show organised and arranged by a participating Member, including if necessary effecting policies of insurance or reinsurance.

**Affiliation Fee** means the annual membership or subscription fee set annually by the Board and payable by Members other than those exempted by this Constitution.

**Annual General Meeting** means a meeting held in accordance with Regulation 13.

**Auditor** means the Auditor of the Company in accordance with the Act.

**Board** means the Board of Directors of the Company.

**Business Day** means a day other than a Saturday, Sunday or Public Holiday in Melbourne.

**Chairperson** means the person presiding at a meeting of the Board in the capacity as chairperson or the person who presides over a General Meeting or a Committee meeting in the capacity as chairperson in accordance with this Constitution.

**Chief Executive** means the person appointed (if any appointment be made) as such by the Board.

**Company** means Victorian Agricultural Shows Ltd.

**Constitution** means these Regulations constituting the Constitution of the Company.

**Director** means a Director of the Company for the time being.

**Disputes Committee** means a body that is established in accordance with Regulation 12.

**Group** means a group of Members who are designated as a Group in accordance with Regulation 11.

**Financial Member** means a Member who has paid the Affiliation Fee, as determined by the Board, on or before the due date for payment.

**Financial Year** means each year ending on 31 March.

**Member** means an Agricultural Society or Association or other such Organisation or a person who is an Honorary Life Member who are members of the Company pursuant to Regulation 8.

**Member Delegate** means the President, Chairperson or other person nominated by the Committee of a Member to exercise the voting rights, other powers and responsibilities bestowed on an individual Member.

**President** means a person appointed to the office of President in accordance with Regulation 24.

**Register** means the Company's Register of Members.

**Regulations** mean the regulations comprising this Constitution including any amendments made thereto.

**Relevant Documents** has the same meaning as in the Act.

**Secretary** means:

- (i) when the Company has appointed a person as an officer of the Company to the office of Secretary pursuant to Regulation 23.2(b), then during the term of such appointment the person so appointed; and
- (ii) in the event of no person being currently appointed to the office of Secretary, as set out in (i) above, then the Secretary/Public Officer elected by the Board.

**Special Committee** means a Committee established in accordance with Regulation 36.

**Special General Meeting** means a General Meeting held in accordance with Regulation 14.

**Special Resolution** means a resolution passed or approved by not less than three quarters of the Member Delegates present in person being cast in favour of the resolution.

**Standing Committee** means a Committee established in accordance Regulation 35.

**VASA** means the Victorian Agricultural Societies Association Incorporated.

- 6.2 In this Constitution, headings boldings and formattings are inserted for convenience and appearance only and do not affect the interpretation, and unless the context requires otherwise:
- (a) words denoting the singular include the plural and vice versa; and
  - (b) words denoting one gender include all genders.
- 6.3 If any inconsistencies or doubts arise as to the proper construction or meaning of any of these Regulations or any part of the Constitution, then to the extent that such inconsistencies exist as to the Act and are not Replaceable Rules under the Act then the Act shall prevail; and to the extent of any inconsistencies or doubts then the decision of the Directors thereon shall be final and conclusive provided such decisions are produced in writing and are recorded in the Minute Book of the proceedings of the Board

## **7. Alteration of the Constitution**

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This Constitution of the Company must not be altered except in accordance with the Act and then only by a Special Resolution.

## 8. Membership and Fees

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- 8.1 The Company shall consist of Members and Honorary Life Members with only:
- (a) Associations, unincorporated associations, firms and bodies corporate being eligible to be admitted as voting members;
  - (b) Persons being eligible to be admitted as Honorary Life Members pursuant to Regulation 26.
- 8.2 The following are eligible to apply for membership of the Company:
- (a) Agricultural Show Societies who operate shows in Victoria where different types of farm animal are exhibited for competition, together with pavilion classes and/or any other recognised farm pursuits.
  - (b) Organisations operating in Victoria whose activities are connected with primary industry and who are considered by the Board to be suitable for membership; or
  - (c) Agricultural Show Societies registered in another state contiguous to Victoria.
- 8.3 Organisations that apply and are approved for membership as provided in this Constitution are eligible to be a Member on payment of the applicable Affiliation Fee determined from time to time by the Board.
- 8.4 Agricultural Show Societies that are not Members of the Company at the time of the incorporation of the Company (or were Members at that time but have ceased to be Members) must not be admitted to membership unless -
- (a) organisations apply for membership in accordance with Regulation 8.5; and
  - (b) the Board approves admission as a Member.
- 8.5 An application for membership of the Company must:
- (a) be made in writing in the form approved by the Board of Directors;
  - (b) be lodged with the Secretary.
- 8.6 As soon as practicable after the receipt of an application, the Secretary must refer the application to the next meeting of the Board.
- 8.7 The Board must determine whether to approve or reject the application.
- 8.8 If the Board approves an application for membership, the Secretary must, as soon as practicable -
- (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 20 Business Days after receipt of the notification of the sum payable for membership.
- 8.9 The Secretary shall, within 20 Business Days after receipt of the amounts referred to in Regulation 8.8, enter the applicant organisation's name in the Register of Members and attend to admission to the appropriate Group.

- 8.10 An applicant for membership becomes a Member and is entitled to exercise the rights of membership when the applicant's name is entered in the Register of Members.
- 8.11 The Board may refuse any application for membership without the need to assign any reason for the refusal.
- 8.12 Upon the rejection of an application, the Board shall, as soon as practicable thereafter, notify the applicant in writing that the application has been rejected.
- 8.13 A right, privilege, or obligation acquired by a Member by reason of membership of the Company:
- (a) is not capable of being transferred or transmitted to another party; and
  - (b) will terminate upon the cessation of membership.
- 8.14 A Member shall notify the Secretary in writing of any change in the nominated Member Delegate, any change of their address and other required details from time to time.
- 8.15 The Affiliation Fee is the amount set by the Board annually and advised to Members and is payable in advance on or before 31 March in each year.

## **9. Register of Members**

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- 9.1 The Secretary shall keep and maintain a Register of Members containing:
- (a) the name and address of each Member; and
  - (b) the name and address of each nominated Member Delegate; and
  - (c) the date on which each Member's name was entered in the Register.
- 9.2 The Register is available for inspection at the registered office of the Company free of charge by any Member upon request.
- 9.3 A Member may make a copy of entries in the Register.

## **10. Ceasing Membership**

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- 10.1 A Financial Member may resign from the Company by giving one month's notice in writing to the Secretary of the intention to resign.
- 10.2 Any Member resigning, who is not a Financial Member, shall remain liable for any Affiliation Fee that may be payable.
- 10.3 After the expiry of the period referred to in Regulation 10.1:
- (a) the Member ceases to be a member; and
  - (b) the Secretary shall record in the Register of Members the date on which the Member ceased to be a member.

**11. Groups**

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- 11.1 The Board may approve the creation of a number of Groups, each composed of a number of Members. The establishment of Groups will be based on the respective Members' geographical location, climatic conditions and commonality of interest.
- 11.2 Each Group shall aim to promote, and to the best of its endeavours, care for the agricultural show societies and agricultural and machinery field days for which it is responsible.
- 11.3 Each Group shall have the power with the approval of the Board to make Rules (or By-Laws) for its management, provided such Rules (or By-Laws) are not inconsistent with the Act, this Constitution, the By-Laws, decisions or the policy directives as determined by the Company or the Board.
- 11.4 Each Group shall execute or implement any reasonable decision or policy directive of the Company referred to it.

**12. Disputes and Mediation**

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- 12.1 The grievance procedure set out in this Regulation applies to disputes under this Constitution between:
- (a) a Member and another Member; or
  - (b) a Member and a Group; or
  - (c) a Group and another Group; or
  - (d) a Member and the Company; or
  - (e) a Group and the Company.
- 12.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 10 Business Days after the dispute comes to the attention of all of the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 Business Days, hold a meeting in the presence of a mediator.
- 12.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a Member and a Group, or a Group and another Group, a person appointed by the Board; or
    - (ii) in the case of a dispute between a Member and the Company, or a Group and the Company, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- 12.5 A Member or Member Delegate of the Company may be a mediator.

- 12.6 The mediator cannot be a Member or Member Delegate who is a party to the dispute.
- 12.7 The parties to a dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties in dispute throughout the mediation process.
- 12.9 The mediator must not determine the dispute.
- 12.10 If the mediation process does not result in the dispute being resolved, the parties may request that a Disputes Committee be established by the Board to determine the dispute. The Disputes Committee must meet as soon as practicable after receiving a request for the Board to determine the dispute.
- 12.11 A Disputes Committee, which is formed in accordance with Regulation 12.10, will be established by the Board and will comprise three (3) persons who are independent of the dispute.
- 12.12 The Secretary must provide all parties to the dispute with written notice:
- (a) stating that the parties may address the Disputes Committee at a meeting to be held not earlier than 10 Business Days and not later than 20 Business Days after the notice has been given to them; and
  - (b) stating the date, place and time of that meeting; and
  - (c) informing the person that they need to do one or both of the following:
    - (i) attend the meeting;
    - (ii) deliver to the Disputes Committee 5 Business Days prior to the date of that meeting a written statement that sets out all information which is relevant to the dispute according to that party.
- 12.13 At a meeting of the Disputes Committee:
- (a) the Disputes Committee will nominate its Chairperson who shall preside as Chairperson; and
  - (b) the dispute shall be determined by a simple majority vote on a show of hands or, if a member of the Disputes Committee or a party to the dispute requests it, by a poll taken in such a manner as the Chairperson of the meeting may determine;
  - (c) the Secretary shall keep minutes in accordance with Regulation 32.

**13. Annual General Meeting**

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- 13.1 The Board may, in accordance with the provisions of the Act, determine the date, time and place of the Annual General Meeting of the Company; and
- (a) the initial Annual General Meeting shall be held within 18 months after the date of registration of the Company; and
  - (b) the Annual General Meeting must be held at least once each calendar year, and within five months after the end of the Company's financial year.
- 13.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 13.3 The ordinary business of the Annual General Meeting shall be to:
- (a) confirm the minutes of the last preceding Annual General Meeting and any general meeting held since that meeting;
  - (b) receive and consider the profit and loss statement, the balance sheet, the cash flow statement and such other accounts, reports and statements as are required by the Act to be laid before the meeting;
  - (c) receive from the Directors reports regarding the significant transactions of the Company during the last preceding Financial Year;
  - (d) elect Directors in the place of those retiring;
  - (e) transact such other business as is placed on the agenda by the Directors or pursuant to a notice in writing given by any Member addressed to the Secretary and received by him or her at least 20 Business Days before the date fixed for the meeting; and
  - (f) transact any other business which under this Constitution or by the provisions of the Act ought to be or may be transacted at an Annual General Meeting.
- 13.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with Regulation 15.
- 13.5 All business that is conducted at the Annual General Meeting, except for business conducted under the Constitution as ordinary business of the Annual General Meeting, is deemed to be special business.

**14. Special General Meeting**

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- 14.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Company and may determine the date, time and place of such meeting.
- 14.2 If, but for this Regulation, more than 15 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- 14.3 The Board must, on the request in writing of any 10 Members, convene a Special General Meeting of the Company.
- 14.4 Any request for a Special General Meeting must:

- (a) state the objects of the meeting; and
  - (b) be signed by the Members requesting the meeting; and
  - (c) be sent to the registered office of the Company.
- 14.5 If the Board does not cause a Special General Meeting to be held within one calendar month after the date on which the request is sent to the registered office of the Company, the Members making the request, may convene a Special General Meeting to be held not later than 3 months after that date.
- 14.6 If a Special General Meeting is convened by Members in accordance with this Regulation, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Company to the Member or person incurring the expense.
- 14.7 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Constitution as ordinary business of the Annual General Meeting, is deemed to be special business.

## **15. Notice of General Meeting**

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- 15.1 The Secretary, at least 21 days, prior to the date fixed for holding a General Meeting (including a Special General Meeting) of the Company, must cause to be sent to each Member and each Honorary Life Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted.
- 15.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the Register of Members;  
or
  - (b) if the Member provides an appropriate contact address, by facsimile transmission or electronic transmission then to that address.
- 15.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 15.4 A Member intending to bring any business before a General Meeting may notify in writing, or by electronic transmission, the Secretary of that business. The Secretary must include that business in the notice calling the next General Meeting. Such notification must be received by the Secretary at least 28 days prior to the date fixed for the General Meeting for it to appear in a notice that is provided to members under this Regulation.

## **16. Quorum at General Meeting**

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- 16.1 No item of business may be conducted at a General Meeting unless a quorum of Member Delegates entitled under this Constitution to vote is present at the time designated for the commencement of the General Meeting.
- 16.2 The Member Delegates of 20 Financial Members personally present constitute a quorum for the conduct of the business of a General Meeting.

- 16.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
  - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 16.4 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 Member Delegates personally present (being not less than 15) shall be a quorum.

## **17. Presiding at General Meeting**

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- 17.1 The Chairperson of the Board or in the absence of the Chairperson a person appointed by the Board shall preside at each General Meeting of the Company.
- 17.2 If the Chairperson and all other members of the Board are absent from a General Meeting, or are unable or unwilling to preside, the Members represented must select one Member Delegate to preside as Chairperson.
- 17.3 The Chairperson presiding may, with the consent of a majority of those present at the meeting, adjourn the meeting from time to time and place to place.
- 17.4 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.5 If a meeting is adjourned for 10 Business Days or more, notice of the adjourned meeting must be given in accordance with Regulation 15.1 and Regulation 15.2.
- 17.6 Except as provided in Regulation 17.5, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **18. Voting at General Meeting**

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- 18.1 Upon any question arising at a General Meeting of the Company, a Financial Member through its Member Delegate has one vote only.
- 18.2 All votes must be delivered personally by Member Delegates. Members and Member Delegates may not vote by proxy or by attorney or legal representative at general meetings.
- 18.3 Resolutions shall be decided by simple majority of votes of the Member Delegates present in person, except when a resolution shall be subject to a Special Resolution.
- 18.4 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 18.5 A Member Delegate is not entitled to vote at a General Meeting, on behalf of a Member, unless the Member is a Financial Member.

- 18.6 A Special Resolution shall be required to be passed:
- (a) when required to be passed by the Act;
  - (b) to amend the Constitution;
  - (c) to change the name of the Company;
  - (d) to change the status of the Company pursuant to the Act;
  - (e) for the purposes of Regulation 24.5;
  - (f) to approve the voluntary winding up of the Company;
  - (g) to approve the distribution of the Company's income and property upon its winding up.

## **19. Poll at General Meeting**

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- 19.1 If at a General Meeting a poll on any question is demanded by not less than 10 persons entitled to vote in accordance with Regulation 18.1, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 19.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **20. Manner of determining whether resolution carried**

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- 20.1 If a question arising at a General Meeting of the Company is determined on a show of hands:
- (a) A declaration by the Chairperson that a resolution has been:
    - (i) Carried; or
    - (ii) Carried unanimously; or
    - (iii) Carried by a particular majority; or
    - (iv) Lost; and
  - (b) An entry to that effect in the Minute Book of the Company is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **21. Proxies**

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Member Delegates personally present at meetings must do all voting. No proxy votes are allowed.

## 22. Conventions

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- 22.1 The Board may, whenever it thinks fit, convene a Convention of Members, to discuss and decide matters of common interest.
- 22.2 Each Member shall be entitled to appoint not more than 5 Convention Delegates to attend each Convention.
- 22.3 Convention Delegates from each Member, together with those Honorary Life Members referred to in Regulation 26.4 shall be entitled to vote at Conventions.
- 22.4 Resolutions of any meeting (other than the Annual General Meeting or a General Meeting) held during the period of the Convention, shall not be binding upon the Board until the Board ratifies them.

## 23. Board of Directors

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- 23.1 The Board shall manage the affairs of the Company and:
- (a) The Board may delegate its powers; and
  - (b) Appoint agents and attorneys to act on its behalf in the manner so directed.
- 23.2 The Board:
- (a) Shall control and manage the business and affairs of the Company; and
  - (b) May, if required, appoint as officers of the Company a Chief Executive, Secretary or other staff as thought necessary to conduct the business of the Company, and
  - (c) May, subject to this Constitution and the Act, exercise all such powers and functions as may be exercised by the Company other than those powers and functions that are required by this Constitution to be exercised at General Meetings of the Company; and
  - (d) Subject to the law generally and this Constitution, has power to perform all such acts and things necessary and essential for the proper and orderly management of the Company, and such powers shall include, but without necessarily limiting the scope and range of such powers:
    - (i) To invest and deal with moneys of the Company not immediately required in such manner as may from time to time be determined;
    - (ii) To sell, improve, develop, exchange, lease, encumber, dispose of or otherwise deal with all or any part of the property of the Company consistent with or for the furtherance of the Objects of the Company;
    - (iii) To borrow such moneys as may be required to carry out the Company's Objects and to charge mortgage or encumber any assets of the Company as a condition of such borrowings;

- (iv) To liaise and negotiate with Government (Federal, State or Local) in the furtherance of the Company's Objects;
  - (v) To undertake all lawful acts necessary to further develop the interests of the Company and its Members.
- 23.3 The Board shall consist of not more than 10 Directors elected by the Members at an Annual General Meeting nor less than the minimum number as required under the Act.
- 23.4 No Director shall be paid, nor shall be entitled to, remuneration, but may, in accord with the Company's policy be paid travelling and other expenses properly incurred in carrying out the Company's business.
- 23.5 Notwithstanding the provisions of Regulation 23.4, an allowance, the amount to be determined by the Board, may be payable to the Chairperson in recognition of the time required to be spent on the business of the Company.
- 23.6 A Director must declare:
  - (a) If he or she has a personal interest in a proposed contract or arrangement that the Company may enter, that interest at the Director's meeting at which the proposed contract or arrangement is first discussed, or if the matter arises later, then at the first Director's meeting after he or she becomes aware of the interest;
  - (b) If he or she gains a personal interest in a contract or arrangement that the Company has already entered into, that interest at the first Director's meeting after he or she becomes aware of that interest;
  - (c) If he or she is a member of a partnership, or a director or member of another company (other than a Member for which he or she is a Member Delegate), or is in a position to control another entity, with which the Company may enter or have entered a contract or arrangement, his or her relationship to that partnership company or entity and his or her consequential interest in all contracts or arrangements with that partnership, company or entity.
- 23.7 A Director who has a direct or indirect interest in a contract with the Company and who discloses the nature and extent of the interest as required by Regulation 23.6, and all other Directors are aware of the interest, then:
  - (a) that Director may vote (unless otherwise determined by the Board) and be counted in the quorum present at any meeting on a matter that he or she has a direct or indirect interest in;
  - (b) the contract may be entered into; and
  - (c) if the disclosure is made before the contract or arrangement is entered into, the Director may retain the benefits under the contract or arrangement to the extent of his or her interest and the Company may not avoid the contract or arrangement because of the existence of the interest.

## **24. Directors as Officeholders**

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- 24.1 The Board shall elect from its numbers:

- (a) a Chairperson, who will also be known as President;
  - (b) Deputy Chairperson, who will also be known as Vice-President;
  - (c) a Treasurer;
  - (d) a Secretary/Public Officer [except that, where the Company has appointed a Secretary pursuant to Regulation 23.2(b), then this office will be known as 'Public Officer'].
- 24.2 A person who has attained the age of 72 years shall be elected as a Director for one year only and then must stand for election each year.
- 24.3 At each Annual General Meeting one-third of all Directors for the time being or, if their number is not a multiple of three, then the number nearest (but not less than) one-third, shall retire from office.
- 24.4 The Directors to retire at an Annual General Meeting under Rule 24.3 are those who have been longest in office since their last election as Directors, but, as between Directors who were last elected Directors on the same date, those to retire shall (unless they agree otherwise among themselves) be determined by lot.
- 24.5 No person shall be eligible to serve as a Director for more than 6 years except as authorised by a Special Resolution passed at a General Meeting.
- 24.6 In the event of a casual vacancy on the Board, the Board may appoint any person to the vacant position and the person appointed may continue in office up to and including the conclusion of the Annual General Meeting upon which the vacancy would have been filled by election.
- 24.7 Where the office of Secretary/Public Officer (or Public Officer, where such title applies) at any time becomes vacant, the Board shall within 10 Business Days of such vacancy occurring appoint one of their number to fill the vacancy.

## **25. Election of Directors**

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- 25.1 Nominations of candidates for election as Directors must be:
- (a) made in writing, signed by two Member Delegates and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary no later than 60 days prior to the date set down for the Annual General Meeting.
- 25.2 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed elected and further nominations may be received at the Annual General Meeting.
- 25.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- 25.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot conducted by postal vote prior to the Annual General Meeting must be held.

- 25.5 Where nominations are received at the Annual General Meeting in accordance with Regulation 25.2, a ballot shall be taken at the Annual General Meeting.
- 25.6 Counting of postal votes shall be conducted at the Annual General Meeting in such manner as the Board may direct.

## 26. Honorary Members and Certificates

- 26.1 The Board may elect a person as an Honorary Life Member from time to time, provided always that the total number of Honorary Life Members, including those persons referred to in Rule 26.4, shall not exceed 25 at any time. Such persons so appointed will have the rights and privileges of a Member, including the right to attend, but excluding the right to vote at General Meetings and Annual General Meetings.
- 26.2 To be eligible for appointment as an Honorary Life Member, a person must have, in the opinion of the Board, served the Company or VASA or rendered such other services to warrant the conferring of such status.
- 26.3 The Board may grant certificates to persons in recognition of meritorious service to the Company. Certificate holders do not receive any entitlements, rights or privileges simply by virtue of being granted a certificate.
- 26.4 Any person who is an Honorary Life Member and Honorary Life Councillor of VASA at the time of the registration of the Company is deemed to be an Honorary Life Member of the Company and will continue to have the right to vote at an Annual General Meeting and to participate in the activities of the Company equally with Members whilst they retain their status as an Honorary Life Member.
- 26.5 An Honorary Life Member ceases to be an Honorary Life Member if such Member resigns or in the opinion of the Board is deemed for any reason to be unable or unfit to be an Honorary Life Member or dies.

## 27. Vacancies

The office of a Director shall become vacant if the Director:

- (a) becomes bankrupt; or
- (b) dies; or
- (c) resigns as a Director by notice in writing given to the Secretary or the Chairperson; or
- (d) is removed as a Director at a Special General Meeting of Members; or
- (e) becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) fails to attend three (3) consecutive meetings of the Board without having previously obtained leave of absence from the Board.

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**28. Quorum for Board Meetings**

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- 28.1 A quorum for the conduct of the business of a meeting of the Board is set at not less than 6 members of the Board, except that where the number of Directors of the Company is less than 6 then that number shall constitute a quorum.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4 The Board may act notwithstanding any vacancy on the Board.

**29. Presiding at Board Meetings**

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- 29.1 At meetings of the Board:
- (a) the Chairperson or, in the Chairperson's absence, the Deputy-Chairperson, shall preside as Chairperson; or
  - (b) if the Chairperson and the Deputy-Chairperson are absent, or are unable or unwilling to preside, the Directors present must choose one of their number to preside as Chairperson.
- 29.2 The Chairperson shall, subject to the requirements of this Constitution, determine the way that Board Meetings are conducted.

**30. Conduct of Board Meetings**

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- 30.1 The Directors may hold a meeting in person, or by telephone, video conference or any other means of communication, provided everyone at the meeting can hear and be heard by one another throughout the meeting. If the meeting is not held in person, each of the following conditions must be met for the meeting to be valid:
- (a) each of the Directors must have received notice of the fact that the meeting is to be held;
  - (b) each Director who is present must announce, at the beginning of the meeting, that he or she is present;
  - (c) a Director who ceases to be present at the meeting will be regarded as having been present only for that part of the meeting the person attends; and
  - (d) the Directors must agree on a place where the meeting will be said to have been held and at least one Director must be at that place throughout the Meeting.
- 30.2 Questions arising at a meeting of the Board, or at a meeting of any Committee appointed by the Board, shall be determined by a simple majority of votes on a show of hands (or by verbal indication) or, if a Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

- 30.3 Each Director present at a meeting of the Board, or at a meeting of any Committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.
- 30.4 The Directors may pass a resolution in writing without holding a meeting if all the following conditions are met:
- (a) the resolution is set out in a document or documents indicating that a majority of Directors are in favour of it;
  - (b) all the Directors who are entitled to vote on the resolution sign the document indicating that the resolution has been agreed to and adopted;

and, the resolution will be treated as having been passed at a meeting of Directors held on the day and at the time that the last Director signs and if there are two or more separate documents, containing statements in identical terms, each of which is signed by one or more Directors then those documents shall be deemed to constitute one document containing a statement in those terms signed by the Directors.

### **31. Voting rights of Member Delegates**

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Whereas a Member Delegate may represent more than one Member at a General Meeting, a Member's right to vote shall in all instances be limited to one vote with that vote being exercised on behalf of the Member by its Member Delegate.

### **32. Minutes of Meetings**

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- 32.1 The Secretary or his or her nominee must keep minutes of the proceedings and resolutions passed or agreed to at each General Meeting, Special General Meeting, Disciplinary Committee meeting, Disputes Committee meeting, each Board meeting and meetings of Board Committees.
- 32.2 The minutes of any meeting shall be signed by the Chairperson of that meeting.

### **33. Secretary**

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- 33.1 The Secretary or his or her nominee shall (subject to the provision of this Constitution):
- (a) convene all meetings and
  - (b) attend such meetings and
  - (c) take proper minutes of the proceedings thereat and
  - (d) prepare the report of the Board laid before the Annual General Meeting in each year.
- 33.2 The Secretary shall be responsible to the Board for the discharge of his or her various duties and the actions of his or her nominees.

**34. Treasurer**

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The Treasurer shall:

- (a) be elected by the Board and shall be the Chairperson of any Finance Committee; and
- (b) be required to provide appropriate advice to the Board and officers of the Company; and
- (c) monitor the collection and receipt of all moneys due to the Company and authorise all payments to be made by the Company; and
- (d) manage and supervise the maintenance of the accounting records of the Company in accordance with the Act and appropriate accounting standards; and
- (e) manage the preparation of annual budgets, including proposals as to all relevant fees and charges to be levied on Members, for submission to the Board; and
- (f) assist the Auditor, as required, with the conduct of an audit.
- (g) be responsible to the Board for the discharge of his or her various duties.

**35. Standing Committee**

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- 35.1 The Board may establish a Standing Committee for a specific purpose as deemed appropriate by the Board and appoint Delegates to the Standing Committee.
- 35.2 Each Standing Committee shall comprise Member Delegates including members of the Board, as determined by the Board.
- 35.3 In the event that a Delegate to a Standing Committee is not able to attend a meeting of the Standing Committee, the Board shall have the right to nominate a substitute Delegate who shall be eligible to vote in the same manner as the original Delegate.
- 35.4 Standing Committees shall have the power to consult persons who have specific expertise, which is relevant to the purpose for which the Standing Committee was established. Such persons shall not have voting rights on the Standing Committee and shall not hold or be deemed to hold office by virtue of their consultancy.
- 35.5 A Standing Committee shall make recommendations to the Board. The Board will determine whether or not to implement those recommendations, whether in whole or in part.
- 35.6 The Chairperson of the Standing Committee shall hold office for a period of the life of the Standing Committee or for a period not exceeding two years from the date of appointment and shall not be eligible for reappointment to such office until after a lapse of one year. The Chairperson is to be nominated by the Standing Committee and approved by the Board on an annual basis.

**36. Special Committee**

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- 36.1 The Board may from time to time appoint a Special Committee for the sole purpose of investigating a specific matter determined by the Board ("the specific order"), in accordance with any terms of reference laid down by the Board. The Board will appoint persons to the Special Committee at its sole discretion.
- 36.2 The responsibilities of the Special Committee shall be to:
- (a) investigate certain issues which are prescribed in the specific order issued by the Board;
  - (b) make recommendations to the Board at the conclusion of its investigations of those issues; and
  - (c) make any other relevant recommendations.
- 36.3 The Board may disband a Special Committee upon the completion of the specific order for which the Special Committee was established or at a date determined by the Board at the time of the establishment of the Special Committee or by mutual agreement reached between the Board and the Special Committee.

**37. Notice to Members**

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Any notice that is required to be given to a Member or an Honorary Life Member on behalf of the Company, under this Constitution, may be given by:

- (a) delivering the notice personally to the Member Delegate; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the Register of Members; or
- (c) facsimile transmission, if the Member has requested that the notice be provided in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be provided in this manner.

**38. Seal**

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- 38.1 The Common Seal of the Company must be kept in safe custody at the registered office of the Company, as directed by the Board
- 38.2 The Common Seal must not be affixed to any instrument except with the express authority of the Board and the affixing of the Common Seal must be attested by the signatures of two witnesses being two Directors or a Director and the Secretary (or the Secretary/Public Officer or the Public Officer).

**39. Custody and Inspection of books and records**

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- 39.1 The Treasurer must keep in his or her custody or under his or her control all books, documents and securities of the Company.

- 39.2 All accounts, books, securities and any other relevant documents of the Company must be available for inspection free of charge by any Member upon request.
- 39.3 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Company.

**40. Funds of the Company**

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Without limiting the sources of income for the Company, its funds shall be derived by the means of:

- (a) Affiliation Fees;
- (b) donations and gifts from whatever source;
- (c) grants; and
- (d) such other sources as the Board determines.

**41. Negotiable Instruments**

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- 41.1 Negotiable instruments, including but not necessarily limited to cheques, drafts, bills of exchange and promissory notes, shall be signed by two Directors authorised by the Board to do so.
- 41.2 An authorisation by the Board, in relation to Regulation 42.1, may be:
- (a) to specific members of the Board;
  - (b) to specific members of the Board but only in the event of the absence or unavailability of other specified members of the Board; and/or
  - (c) to specific members of the Board but subject to a maximum amount.

**42. Auditor**

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- 42.1 The Company shall appoint an Auditor
- 42.2 The first Auditor shall be appointed by the Board.
- 42.3 An Auditor shall only be removed by a resolution of the Members at a General Meeting and in accordance with the Act.

**43. Obligation of Confidentiality**

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Every Director, Chief Executive, auditor, trustee, member of standing, special or sub-committee, agent, accountant or other officer of the Company shall be bound to observe secrecy with respect to all matters reasonably determined by the Board to constitute confidential information and not being in the public domain or as required under the Act; and, if required by the Directors shall before entering upon his or her duties or employment or at any time afterwards, sign or make a declaration in a book to be kept for that

purpose that he or she will not reveal or make known any such matters which may come to his or her knowledge as a Director, Chief Executive, auditor, trustee, member of standing, special or sub-committee, agent, accountant or other officer of the Company whether relating to transactions of the Company or to anything else, to any person or persons except in the course of the performance of his or her duties, or under compulsion or obligation of law, or when officially required to do so by the Directors or by the auditors for the time being or by any General Meeting of Members.

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**44. Indemnities**

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- 44.1 To the extent permitted by law and the Act, the Company indemnifies every person who is or has been a Director, officer or Auditor of the Company against any liability incurred by that person in his or her acting in such capacity to another person other than the Company or a related body corporate of the Company (if any) unless the liability arises out of conduct involving a lack of good faith.
- 44.2 The indemnity set out in Regulation 44.1 shall extend to the costs and expenses incurred by the person as a Director, officer or Auditor in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted or, in connection with an application in relation to such proceedings, in which the court grants relief to the person under the law.
- 44.3 The Company may, if it so determines, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or Auditor of the Company against liability incurred by the person as such an officer or Auditor, unless the liability arises out of conduct involving a wilful breach of duty in relation to the Company, and such contract of insurance may provide for costs and expenses incurred by the person as an officer or Auditor in defending proceedings, whether civil or criminal and whatever their outcome.
- 44.4 The Company shall continually indemnify any person who is an Auditor for the period of 7 years after the date on which the person ceases to be the Auditor.