



# Constitution

Gawler Agricultural, Horticultural & Floricultural Society  
Incorporated

**OCTOBER 2015 – FINAL VERSION**

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## 1. Name

The name of the Society shall be Gawler Agricultural, Horticultural and Floricultural Society Incorporated

## 2. Definitions

- 2.1 The name of the Gawler Agricultural, Horticultural and Floricultural Society Incorporated is hereinafter referred to as ***“the Society”***.
- 2.2 The name of the Management Committee is hereinafter referred to as ***“the Committee”***.
- 2.3 The name of the Annual General Meeting is hereinafter referred to as ***“the AGM”***.
- 2.4 The name of the Agricultural Council of South Australia Incorporated is hereinafter referred to as ***“the Ag Council”***.

## 3. Office

The Office of the Society shall be Nixon Terrace, Gawler, SA 5118

## 4. Objectives

The objects of the Society shall be:

- 4.1 To encourage and foster the improvement and development of all aspects of agriculture, horticulture, floriculture, animal science and technology.
- 4.2 To encourage and foster greater participation by the community, and in particular, young people, in the annual show.
- 4.3 To promote Shows and exhibitions of livestock, primary produce and farming plant and implement, and husbandry.
- 4.4 To sponsor competitions, equestrian and such like events.
- 4.5 To license and control booths and to provide facilities for all such entertainment as the Committee shall see fit.
- 4.6 To own, hold, acquire, sell or otherwise dispose of, or let or hire all real or personal property now or hereafter belonging to, or to be acquired for the purpose of the Society.
- 4.7 To invest its monies in any security in which trust monies may, by Act of Parliament be vest.
- 4.8 To engage and dismiss servants and agents, and without restricting the generality of the foregoing objects to do all such things as shall be deemed necessary or incidental to the carrying out of the above objects or any of them.

## 5. Membership

5.1 There shall be three categories of membership

- (i) Full
- (ii) Business (defined as a company, partnership or organization).
- (iii) Life

5.1.1 Full Membership shall be open to all persons aged 18 years and above on the 1<sup>st</sup> of July of the membership year, who pay the prescribed fee and agree to be bound by the constitution and policies of the Society.

5.1.2 Business Membership shall be open to all Businesses, Partnerships, Companies, Organisations and Sponsors who pay the prescribed fee and agree to be bound by the constitution and the policies of the Society. Membership is non-transferrable and an authorised representative must be in attendance to cast a valid vote

- 5.1.2.1 A representative must be an owner, co-owner, director or employee of the business holding membership, to cast a valid vote.
- 5.1.3 Life Membership shall be open to any full member who has been nominated by another full member of the Society. Such appointment to Life Membership shall be in accordance with clause 7.
- 5.2 Each category of membership shall be accorded such rights and obligations (including membership fees) as determined by the Committee of the Society from time to time.
- 5.3 Membership cannot be conferred unless the person has completed the prescribed application form. The contents of the application form shall be determined by the Committee.
- 5.4 Membership rights, obligations and fees must be reviewed by the Committee every year. Annual membership of the Society shall be from the 1<sup>st</sup> July to the 30<sup>th</sup> June the following calendar year.
- 5.5 A member must be financial as of the 31<sup>st</sup> day of August of the membership year to be eligible to vote or be a candidate for office at the AGM or any special meeting held in the following membership year.
- 5.6 Excluding Business Membership (as defined), membership is only open to natural persons.
- 5.7 The Committee may, without giving a reason, refuse the application for membership of any persons or business providing the vote exceeds 60% of the Committee.

## 6. Register of Members

The Secretary shall keep an annual record of members, in which shall be entered their name and address and the amount of their respective subscription of each year.

## 7. Life Membership

- 7.1 The Life Membership Committee shall consist of five (5) members, including a minimum of two (2) Life Members where possible.
- 7.2 A nominee must be a financial member of the Society for a total period of ten (10) years.
- 7.3 Nominations for Life Membership must be submitted in writing to the Life Membership Committee via the Secretary for consideration with recommendations being presented to the Management Committee.
- 7.4 The nominator must include the nominee's complete service record, obtainable from the Secretary's Office.
- 7.5 A nominee must have served a minimum of ten (10) years for the benefit of the Society to be considered for Life Membership.
- 7.6 Life Membership will be granted at the discretion of the Committee. Life Membership shall confer all privileges of membership without payment of annual subscription.
- 7.7 Life Membership can only be withdrawn by way of a motion passed at an AGM or Special General Meeting.
- 7.8 Paid employees of the Society are not eligible for Life Membership.

## 8. Long Serving Volunteer Award

- 8.1 Nominations for a Long Serving Volunteer Award must be submitted in writing, a minimum of two (2) months prior to the Gawler Show, to the Life Membership Committee via the Secretary for consideration with recommendations being presented to the Management Committee.
- 8.2 The nominator must include the nominee's complete service record, obtainable from the Secretary's Office.
- 8.3 Nominees must be a current serving volunteer, having volunteered as a Convener, Steward or Grounds Assistant for at a minimum of fifteen (15) years. Judges do not qualify for this award recognition.
- 8.4 A nominee will be considered on merit of service.

- 8.5 Presentation of certificates and Award badge to be at either the Opening Ceremony of the Gawler Show or within the respective sections during the course of the Gawler Show.

## 9. Discontinuance of Membership

- 9.1 The Committee may expel any member, or ask any member to resign, or deny membership for a specified period, if in the opinion of the Committee such member has been guilty of conduct detrimental to the interests of the Society. Such members shall be entitled to a right of appeal if lodged in writing within fourteen (14) days of notification.
- 9.2 Failure to appeal will constitute the members acceptance of such resolution.

## 10. Management Committee

The Management Committee of the Society shall vest in a committee comprising not exceeding eighteen (18) members.

- 10.1 The Committee shall comprise of the following:
- (i) Sixteen (16) members elected from the Financial Members of the Society at the AGM.
  - (ii) The Immediate Past President., if applicable, to oversee the election of officials.
  - (iii) Ten (10) of these members will be elected for a period of two (2) years, the remaining six (6) for one (1) year.
  - (iv) Immediately following the AGM, or within seven (7) days the elected Committee members shall select three (3) of their fellow Committee Members to occupy the positions of President, Senior Vice President and Junior Vice-President respectively.
  - (v) Notwithstanding their elected term of office the President, Senior Vice-President and Junior Vice-President shall be selected by their fellow Committee Members annually.
  - (vi) As of the AGM in 2016 all Members up for election will be elected for a period of two (2) years.
- 10.2 The Committee may appoint sub-Committees and delegate to a Committee member such of its functions or duties as it deems fit.
- 10.3 The Committee may second an additional two (2) members if the need arises for a period of no more than three (3) months.
- 10.4 All members of the Committee must sign, and abide by, a confidentiality agreement and a code of conduct agreement.
- 10.5 Any member of the Committee who shall be absent for three (3) consecutive meetings in any one (1) year without special leave of absence, shall cease to be a member of the Committee. Such member may be re-instated if approval is given by 75% of the Committee.
- 10.6 All members of the Committee must hold a current DCSI clearance, or equivalent.

## 11. Duties of the Management Committee

- 11.1 The Committee must undertake all tasks associated with the numerous portfolios that comply with the objectives of the Society.
- 11.2 The Treasurer shall hold the position of Chair for the Financial Portfolio.
- 11.3 The Committee shall set the annual membership fee prior to the end of each financial year.

## 12. Employee(s)

- 12.1 Employee(s) shall be contracted by the Society for a term of office mutually agreeable to both parties, as per an employment agreement with all terms and conditions stated in this executed document, and shall hold office for the term of this employment agreement.
- 12.2 All employees of the Society shall be entitled to membership.
- 12.3 No employees are entitled to Committee voting rights but as financial members have voting rights at an AGM and Special General Meeting only.
- 12.4 Should an employee be dismissed from office due to his/her own misdemeanor, their current or future membership shall be determined by the Committee.

## 13. Nominations for Elections

- 13.1 Nominations for the Committee shall be called by the Secretary by notice in writing to all members of the Society not less than sixty (60) days prior to the AGM.
- 13.2 Nominations in writing, together with biographical particulars, shall be lodged with the Secretary by 5.00pm on business days not less than thirty (30) days prior to the AGM.
- 13.3 Particulars of nominees together with biographical details shall be forwarded to members with the notice of the AGM at least twenty one (21) days prior to it, with an agenda for the meeting.
- 13.4 All retiring members of the Committee who are eligible for re-election and are desirous of nominating for the committee for a further term but will be absent from the AGM, their nomination must be received at least thirty days (30) prior to the AGM. All members elected to the Committee must comply with the requirements of the Associations Incorporated Act 1985.

## 14. Appointment of a Returning Officer

- 14.1 At least ninety (90) days prior to the AGM the Committee shall appoint a member of the Society not currently holding or desiring to hold a position on the Committee to act as a Returning Officer for the purposes of conducting the process (including such ballots as necessary) of filling any vacancies at the AGM.
- 14.2 The Returning Officer shall conduct the process in accordance with any policies or procedures duly established by the Committee.

## 15. Voting

- 15.1 Full members, Business Members and Life Members of the Society shall be entitled to one (1) vote at any AGM or Special General Meeting of members provided such vote however be cast personally at said meeting.
- 15.2 The Chairperson shall have a deliberate vote and if necessary a casting vote. Voting shall be by either show of hands, coloured card or, if determined by the meeting, by secret ballot. Where a ballot is required for the purposes of filling any vacancy on the Committee or any other office the following rules will apply:
  - (i) Two (2) scrutineers will be appointed as referees. Neither of the scrutineers shall be a nominator, or seconder, of a nominee and preferably have no interest in the outcome of the ballot. Scrutineers do not have to be a financial member of the Society. All ballots shall be cast in writing.
  - (ii) The first ballot will include all nominations for both two (2) and one (1) year terms if such a situation exists.

- (iii) Members obtaining the most votes will fill the number of vacant positions for a two (2) year term, first. In the event of a tie only those nominations that are tied will form a second ballot. The successful nominations will complete the two (2) year term and the unsuccessful nomination will automatically be elected for a one (1) year term.
  - (iv) If a further ballot is required of a one (1) year term, all outstanding unsuccessful nominations will be balloted and the most successful nomination will fill the one (1) year term.
  - (v) A declaration by the Chairperson that a resolution has been carried, or not carried, shall be deemed to be conclusive evidence of the fact.
- 15.3 Members refraining from voting at any meeting shall be deemed to have cast an informal vote.
- 15.4 The Chairperson shall declare the number of votes each candidate has received.
- 15.5 All voting material shall be placed into a sealed envelope and locked in the Society's safe until after the following year's AGM.
- 15.6 At any AGM or Special Meeting it must be ensured that only members or persons entitled to vote are the only members or persons that are actually voting.
- 15.7 At the AGM a membership register must be kept, with all financial members signing in for attendance and given the voting slips or booklet. Observers must have a separate register with no voting material.

## 16. Chairperson

The Returning Officer shall be the Chairperson at any AGM. The President shall be the Chairperson at any Special General Meeting, but in the absence of the President the Senior Vice President shall chair. In the absence of both then the Junior Vice President, if present, shall preside. In the absence of the President and both Vice Presidents any member of the Committee, duly elected by the majority of the Committee, shall preside as the chair.

## 17. Quorum

At all meetings of the Society, fifty (50) per cent of Committee present, plus one (1), shall constitute as a quorum.

## 18. Policies

An absolute majority of the members of the Committee shall have the power to adopt and enforce policies for the good governance of the Society.

## 19. Vacancies

The Committee shall have the power from time to time to fill a temporary vacancy occurring in the Committee and the person appointed to fill such a vacancy shall complete the term of the office of the person's previous predecessor.

## 20. Removal from Office

- 20.1 The Committee may, at any time remove from office any member of the Committee, auditors or any member of any sub-Committee, and appoint another, or others, in their stead by a special resolution carried at a Committee meeting called for that purpose, provided the vote is greater than 60%.
- 20.2 All intellectual property, including but not exclusive to such items as books, paperwork, emails, money and other property of the Society, held by any such officer or person so removed as aforesaid shall immediately, upon such removal, be handed over to such person or persons appointed by the Committee to replace same.

20.3 The person removed shall have the same right of appeal as set out in clauses 9.1 and 9.2.

## 21. Public Officer

In accordance with the Associations Incorporated Act 1985 the Society is required to appoint a Public Officer at all times. The appointee shall be a person eighteen (18) years of age or above and a resident of South Australia at the time of appointment. The Public Officer shall carry out all duties imposed on such person by the Act, as amended from time to time.

## 22. Patrons

The Committee shall appoint one or more Patrons of the Society as shall be determined by the Committee. The appointment of Patrons shall be reviewed annually by the Committee. The Committee shall report such appointments at the first meeting following an AGM.

## 23. Seal and Seal Holders

The Society shall have a common seal held by the Secretary. The President and either of the Vice Presidents for the time shall be the persons authorised to use the Common Seal of the Society to all documents required to be executed by the Society, can on behalf of the Society execute, carry out, perform and observe all acts, deeds, matters and things which may be required under the rules or for any purpose whatsoever. The use of the Common Seal cannot be used unless a resolution from the Committee has been received authorizing its use.

## 24. Auditor

There shall be a qualified auditor of the Society appointed at the AGM, in accordance with the requirements of the Associations Incorporated Act 1985. Such auditor shall, before each AGM, examine the books and vouchers of the Society along with the Treasurer's statement of receipts, expenditure, assets and liabilities, and shall certify the correctness therefore.

## 25. Annual General Meeting

The AGM shall be held at such time and place in the month of November in each year as decided by the Committee.

- 25.1 Notice shall be given to the members, including by way of an advertisement inserted in the newspaper circulating in the Gawler district so as to appear therein at least twenty eight (28) days prior to the meeting.
- 25.2 Notice shall also be posted or emailed to all members with the details of nominations for the committee with biographical details of each, and the agenda at least twenty one (21) days prior to the meeting.
- 25.3 The business to be conducted at the AGM shall be in accordance with an agenda determined by the Committee but shall at least include:
- (i) Receiving from the Committee a Presidents report of the general concerns of the Society; a statement of the receipts and expenditures, and assets and liabilities of the Society, and the Treasurer's report on the financial status of the Society thereon covering the previous accounting year.
  - (ii) The election of up to fifteen (15) Committee members or of such vacancies that may occur from time to time.
  - (iii) The appointment of a qualified auditor.



- (iv) Any motion for which notice has been given by a financial member at least thirty (30) days prior to the AGM.
- (v) Any general business of the Society.

## **26. Special General Meeting**

- 26.1 The Secretary shall, at the request of the President, or on the written request of at least nine (9) members, call a Special General Meeting of members. At least twenty eight (28) clear days notice of such Special General Meeting shall be given to the financial members, including by the way of an advertisement inserted in a newspaper circulating in the Gawler district, and in all cases the notice given shall state briefly the business to be dealt with. No business other than that stated on the notice given shall be dealt with at the meeting. This notice with business to be conducted will also be mailed or emailed to all members.
- 26.2 In the event of no resolution then a second meeting must be held in a further fourteen (14) days.

## **27. Financial Year**

The Financial Year for the Society shall be from the 1<sup>st</sup> day of October until the 30<sup>th</sup> day of September in the following calendar year.

## **28. Accounting**

Such books of accounts shall be kept as determined by the Committee, or by current legislation as set by the Australian Taxation Office, whichever is of greater duration, and as are necessary for the proper efficient functioning of the Society and to clearly indicate to the auditor all financial transactions and the status of the Society.

## **29. Matters Not Dealt With**

Any matter of any kind whatsoever not dealt with, or provided for in the rules of the Society may be dealt with in such manner as the Committee shall resolve by absolute majority, provided they are not in conflict with the Associations Incorporated Act 1985.

## **30. Amendment of Constitution**

- 30.1 These rules may only be altered, added to or amended by resolution of a General Meeting provided that the notice of any proposed alteration for consideration by an AGM or Special General Meeting shall have been given to the Secretary at least thirty (30) days prior to such meeting.
- 30.2 Notice shall be given to members, including by way of a notice inserted in the newspaper circulating in the Gawler district at least twenty one (21) days prior to any meeting and such advertisement will indicate that a proposed amendment to the constitution shall be considered, with such a proposal available from the Secretary.

## **31. General Indemnity Rule**

Every member of the Committee, or duly elected subcommittee members, shall be so indemnified out of the funds of the Society, against all costs, charges, damages and expenses by reason of any covenant entered into, or act or default done or made by him/her in the execution of these duties except if same shall have been occasioned through his/her own willful act, default or culpable negligence.

## **32. Winding up of the Society**

- 32.1 In the event of the Society going into recess through lack of interest the last formally elected Committee shall call a Special General Meeting of members to consider the future of the Society.
- 32.2 At such meeting a motion of placing the Society in recess may be put forward, and if such a motion is carried by the majority of two thirds of those present and voting thereon, the affairs and assets of the Society shall be placed in trust with the Ag Council until such time as:
- (i) The Ag Council is convinced that there is a resurgence of willing people to become active members of the Society, whereupon the Ag Council shall return the assets of the Society, or
  - (ii) A new organisation is formed with the Gawler district that is willing, and able, to establish, or re-establish the Society, whereupon the assets of the Society shall be transferred to such new group, satisfying the Ag Council of its legitimate intention for such purpose.
- 32.3 In the event that the Ag Council has held the assets of the Society for a period of fifteen (15) years or more, and is of the opinion that there is no realistic possibility of the Society being revitalized and conducting the Gawler Show, then in such case the assets of the Society shall be disposed of for the benefit of the community of the Gawler district and shall be distributed to an appropriate organisation(s) that the Ag Council considers representative of the said community of the Gawler district.

## **33. Transitional Arrangements**

Where any provision of the Constitution is in conflict, or inconsistent with, another provision, such provision shall be read so that the meaning shall give effect to the intention of the new provisions adopted by these amendments.

## **34. Repeal**

This Constitution shall repeal all previous Constitutions of the Society and shall take effect from the time it is adopted at the AGM or any Special General Meeting called for the purpose to amend the Constitution.