

Rules of The Queensland Chamber of Agricultural Societies Inc

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Rules of The Queensland Chamber of Agricultural Societies Inc

PART 1 - PRELIMINARY

1. Interpretation

- (1) In these Rules, except where the context or subject matter otherwise indicates or requires:
- (a) **“Annual General Meeting”** means a general meeting held in accordance with Rule 24(1);
 - (b) **“Auditor”** means the person appointed Auditor under these Rules;
 - (c) **“Board”** means the members of the Board of the Chamber referred to in Rule 27;
 - (d) **“Chamber”** means the Queensland Chamber of Agricultural Societies;
 - (e) **“Chief Executive Officer”** means the person holding office under Rules as Chief Executive Officer;
 - (f) **“Corporations Act”** means the *Corporations Act 2001* (Cth) as amended from time to time;
 - (g) **“Delegate”** means a person elected to the Board by a Sub-Chamber under Rule 34(5);
 - (h) **“Honorary Treasurer”** means the person holding office under these Rules as Honorary Treasurer of the Chamber;
 - (i) **“Junior Vice President”** means the person holding office under these Rules as Junior Vice President of the Chamber;
 - (j) **“Member”** means a member society of the Chamber under Rule 7;
 - (k) **“Member’s Representative”** means a representative notified to the Chamber by a Member in accordance with Rule 6.
 - (l) **“Model Rules”** means the model rules for Sub-Chambers prescribed by the Board from time to time, or in the event the Board has not prescribed model rules for Sub-Chambers, the models rules of an incorporated association provided by the Queensland Government;
 - (m) **“Officers”** means the officers referred to in Rule 30;
 - (n) **“President”** means the person holding office under these Rules as President of the Chamber;
 - (o) **“Rain Protection Scheme”** means the fund referred to in Rule 35;
 - (p) **“Rules”** means the Rules of the Queensland Chamber of Agricultural Societies Inc;

- (q) **"Secretary"** means a person holding office under these Rules as Secretary of the Chamber;
 - (r) **"Senior Vice-President"** means the person holding office under these Rules as Senior Vice-President;
 - (s) **"Society"** means a society or organisation which qualifies for membership of the Chamber under Rule 6(1);
 - (t) **"Special General Meeting"** means a meeting referred to in Rule 23;
 - (u) **"Special Meeting"** means a meeting of the Board referred to in Rule 20;
 - (v) **"Special Resolution"** means a resolution passed in accordance in Rule 25;
 - (w) **"Sub-Chamber"** means a Sub-Chamber referred to in Rule 34;
 - (x) **"the Act"** means the *Associations Incorporation Act 1981* (Qld); and
 - (y) **"the Regulations"** means the *Associations Incorporation Regulation 1999* (Qld).
- (2) In these Rules 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.
 - (3) The provisions of the *Acts Interpretation Act 1954* (Cth) apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.
 - (4) A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given to it by the Act.
 - (5) The singular includes the plural and the plural includes the singular.

2. Title

The title of the association is the Queensland Chamber of Agricultural Societies Inc.

3. Basis of the Chamber

- (1) The Chamber consists of agricultural societies and show societies, and any other Societies which the Board may admit to membership.
- (2) Where a Society is situated within an area in which a Sub-Chamber has been formed under Rule 34, this Society must be a financial member of such Sub-Chamber organisation.

4. Objects of the Chamber

The objects of the Chamber are:

- (1) to promote and protect the general interests and objects of Societies in Queensland;

- (2) to organise Societies into Sub-Chambers with due regard to geographical position, climatic condition, and community of interest;
- (3) to ensure co-operation and to promote as far as practicable the adoption of general uniform principles in the working and general management of agricultural shows, without interfering with the manner in which individual Societies carry out such general principles;
- (4) to establish and operate any service, on a mutual and co-operative basis, on matters of uniform concern to member Societies;
- (5) to encourage the co-ordination of the efforts of Societies in their activities in conducting agricultural shows and competitions to stimulate primary production towards high standards in quantity and quality of produce and stock;
- (6) in particular, to provide educational and other services as the Chamber considers necessary in relation to the conduct of shows generally, the judging of exhibits, the conduct of competitions and the promotion of pastoral, agricultural, horticultural and industrial knowledge;
- (7) to facilitate by the administration of relevant funds the continued successful conduct of shows by the provision of assistance to show societies in relation to losses caused by rainfall;
- (8) to invest the funds of the Chamber in such manner and in such securities as may be determined, from time to time, by the Board;
- (9) to represent the interests of Societies in dealings with government departments and other entities on matters of importance to the Societies;
- (10) to use the proceeds from its activities to promote the objects of the Chamber or for purposes provided by law, provided the Chamber does not pay dividends or distribute profits to its Members; and
- (11) to transact, perform, encourage, promote, deal with and foster such other matters, acts and things (not inconsistent with the foregoing objects) as the Board may determine from time to time.

5. Powers and Privileges

Subject to the provisions of the Act and to any prohibition or restriction contained in these Rules, the Chamber will 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 authorised to do by law.

PART 2 - MEMBERSHIP

6. Membership - Qualifications

- (1) Subject to these Rules, any society in Queensland or other organisation connected with primary industry that has been and continues to be endorsed by a Sub-Chamber and considered by the Board as suitable for membership will be eligible to apply to become a Member.
- (2) On becoming a Member, each Society will be represented by one Member's Representative, notified to the Secretary, at general meetings of the Chamber.

- (3) The Member's Representatives, together with members of the Board, will constitute the voting members at general meetings of the Chamber, including any Annual General Meeting or Special General Meeting of the Chamber.
- (4) A Member's Representative may or may not be a member of the Society that nominates the Member's Representative provided that:
 - (a) the Member's Representative consents in writing to the appointment; and
 - (b) the nominating Society provides the Secretary with evidence of the appointment and the written consent.

7. Membership - Application

- (1) All Societies on the register of the Chamber at the time of adoption of these Rules will be Members without further application.
- (2) An application for membership of the Chamber (other than by continuing Members) by the applicant Society must be:
 - (a) in the form approved by the Board;
 - (b) in writing;
 - (c) endorsed by the relevant Sub-Chamber;
 - (d) signed by a representative of the applicant Society; and
 - (e) accompanied by:
 - (i) documentation required under Rule 6(4); and
 - (ii) a statement as to whether or not the applicant Society has public liability insurance and, if the applicant has public liability insurance, the amount of that insurance.
- (3) Upon receipt of a completed application, the Secretary will submit the application to the next meeting of the Board for consideration.
- (4) The Board must ensure that, as soon as possible after an applicant Society applies to become a Member, the applicant Society is advised whether or not the Chamber has public liability insurance and, if the Chamber has public liability insurance, the amount of the insurance.
- (5) The Board must decide at the meeting whether to accept or reject the application.
- (6) Subject to Rule 7(8) and Rule 7(10), if the Board decides to accept the applicant Society as a member, the applicant Society must be accepted as a member.
- (7) The Secretary must, as soon as practicable after the Board decides to accept or reject an application, give the applicant Society written notice of the decision.
- (8) If an applicant Society's application is accepted, the applicant Society must pay to the Chamber the prescribed fees within 14 days of receiving notice of the acceptance.

- (9) Following receipt of payment under Rule 7(8), the applicant Society will become a Member and a member of the Sub-Chamber approved by the Board.
- (10) Notwithstanding Rule 7(6), if payment is not received in accordance with Rule 7(8), the application is deemed on have been rejected by the Board, and the applicant Society will not become a Member.

8. Acceptance of Rules

A Society, on applying for membership of the Chamber under Rule 7, agrees to be bound by these Rules.

9. Membership - Cessation

- (1) A Society ceases to be a Member if the Society:
 - (a) ceases to exist;
 - (b) resigns that membership in accordance with Rule 11;
 - (c) has its membership terminated under Rule 12;
 - (d) fails to pay such annual affiliation fees or levies as determined by the Chamber within the time nominated from time to time by the Chamber;
 - (e) fails to hold an annual show for 3 consecutive years; or
 - (f) ceases to be endorsed by the relevant Sub-Chamber.

10. Membership - Entitlements Not Transferable

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

- (1) is not capable of being transferred to another Member; and
- (2) will terminate upon cessation of membership.

11. Membership - Resignation

- (1) A Member is not entitled to resign that membership except in accordance with this Rule.
- (2) A Member which has paid all amounts payable by the Member to the Chamber in respect of its membership may resign from membership of the Chamber by giving notice of not less than 1 month (or not less than any other period the Chamber 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.
- (3) A Member which has resigned from the Chamber and desires to rejoin the Chamber must apply for membership in the manner provided in Rule 7.

12. Membership - Termination or Suspension

- (1) The Board has the power, at any time, and for any reason it may consider to be sufficient, to terminate the membership of any Member.

- (2) Before any motion for termination can be dealt with at a meeting of the Board, notice in writing of the motion must be forwarded by registered post to the Member stating the grounds for the termination not less than 28 days before the meeting, and the Board must give the Member a full and fair opportunity to show why the membership should not be terminated.
- (3) If, after considering all representations made by the Member, the Board decides to terminate the membership, the Secretary must give the Member a written notice of the decision.
- (4) A Member whose membership is terminated under this Rule will have no claim on the property of the Chamber.
- (5) If at any time, in the opinion of the Board, the conduct of a Member is such to warrant or justify the censure of the Member, the Board has the power to suspend that Member for such period as the Board may deem fit.
- (6) A Member whose membership has been suspended under this Rule has no voting rights until such time as the suspension is lifted.

13. Membership – Appeal against Rejection or Termination

- (1) An applicant Society, whose application for membership is rejected under Rule 7, may give the Secretary written notice of the applicant Society's intention to appeal the decision.
- (2) A Member, whose membership has been terminated under Rule 12, may give the Secretary written notice of the applicant Society's intention to appeal the decision.
- (3) A notice of intention to appeal under Rule 13(1) or Rule 13(2) must be given to the Secretary within 1 month after the applicant Society or Member (as the case may be) receives written notice of the decision.
- (4) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

14. Appeal against Rejection or Termination of Membership

- (1) The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting:
 - (a) the appellant must be given a full and fair opportunity to show why the applicant Society's application should not be rejected or the Member's membership should not be terminated (whichever the case may be); and
 - (b) the members of the Board who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated (whichever the case may be).

15. Liability of Members

The liability of a Member to contribute towards the payment of the Chamber's debts and liabilities or the costs, charges and expenses of the winding up of the Chamber is limited to the amount or amounts, if any, unpaid by the Member as specified under Rule 16.

16. Membership Fee

- (1) The Board will from time to time determine the annual membership fee payable by Members.
- (2) All annual membership fees (other than the first annual membership fee payable by a new Member) will be payable on or before the 31st day of January each year.

17. Register of Members

- (1) The Secretary will keep and maintain a register of Members in which will be entered:
 - (a) the full name, address and date of entry of each Member and Member's Representative;
 - (b) any date of resignation of a Member;
 - (c) details about the termination or reinstatement of membership; and
 - (d) any other particulars the Board or the Members at a general meeting decide.
- (2) The register will be available for inspection by Members at the registered office of the Chamber free of charge during regular office hours.
- (3) A Member must contact the Secretary to arrange an inspection of the register.
- (4) The Board may withhold certain information about a Member on the register (other than the Member's name) to be made available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put a Member at risk.
- (5) A Member must not:
 - (a) use information obtained from the register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register of Members to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising political, religious, charitable purposes.
- (6) Rule 17(5) does not apply if the use or disclosure of the information is approved at a general meeting.

18. Change of Details

A Member must notify the Secretary in writing of any change to the details of the Member or Member's Representative within 7 days of that change.

PART 3 – MEETINGS

19. Meetings of Board

- (1) Subject to this Rule, the Board may meet and conduct its proceedings as it considers appropriate.
- (2) The Board will meet not less than 4 times each year and when otherwise deemed necessary by either the President or 5 or more members of the Board.
- (3) The Board must decide how a meeting is to be called.
- (4) Except in circumstances which the President considers are special circumstances, at least 14 days written notice of the date, time and place of a Board meeting is to be given to members of the Board.
- (5) The Board may permit a Board member to take part in its meetings by using any technology that reasonably allows the Board member to hear and take part in discussion as they happen.
- (6) A Board member who participates in the meeting as mentioned in Rule 19(5), or by proxy, is taken to be present at the meeting.
- (7) A decision of a majority of the members of the Board present and voting is a decision of the Board and, if the votes are equal, the question is decided in the negative.
- (8) A Board member must not vote on a question about a contract or proposed contract with the Chamber if the Board member has an interest in the contract or proposed contract and, if the Board member does vote, the Board member's vote must not be counted.
- (9) The President is to preside as chairperson at a Board meeting.
- (10) If there is no President or if the President is not present within 10 minutes after the time fixed for a Board meeting, the Board members may choose 1 of their number to preside as chairperson at that meeting.
- (11) A resolution in writing signed by two-thirds of the members of the Board will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and any such resolution must be entered in the minutes of the Board's meetings as soon as possible.
- (12) A quorum for a Board meeting is at least half of the members of the Board.
- (13) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on request of Board members, the meeting lapses.
- (14) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the Board members:
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the Board members who are present are to decide the day, time and place of the adjourned meeting.

- (15) If, at an adjourned meeting mentioned in Rule 19(14), there is no quorum within 30 minutes after time fixed for the meeting, the meeting lapses.
- (16) If the number of members of the Board falls below a quorum the remaining members of the Board may only act for the purpose of filling casual vacancies on the Board.
- (17) The Secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting to be recorded in a minute book.
- (18) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting will be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy.

20. Special Meetings of the Board

- (1) If the Secretary receives a written request signed by at least 33% of the Board members, the Secretary must call a Special Meeting of the Board by giving each Board member notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.
- (3) A request for a Special Meeting must state:
 - (a) why the Special Meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a Special Meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A Special Meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

21. General Meeting – Notice

- (1) The Secretary may call a general meeting of the Chamber.
- (2) Unless specified elsewhere in these Rules, the Secretary must give at least 14 days notice of the general meeting to each Member.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Board may decide the way in which notice must be given.
- (5) Despite Rule 21(4), notice of the following general meetings must be given in writing:
 - (a) a meeting called to hear and decide an appeal against the Board's decision:

- (i) to reject an applicant Society's application for membership to the Chamber; or
 - (ii) to terminate a Member's membership to the Chamber;
 - (b) a meeting called to hear and decide a proposed Special Resolution of the Chamber; and
 - (c) any Annual General Meeting or Special General Meeting.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

22. General Meetings

- (1) A quorum at a general meeting is 8 Members.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for the general meeting called on request of members of the Board, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on request of members of the Board:
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Board is to decide the day, time and place of the adjourned meeting.
- (5) A member of the Board may take part in a general meeting by using any technology that reasonably allows the member of the Board to hear and take part in the discussions as they happen.
- (6) A member of the Board who participates in a meeting as mentioned in Rule (5), or by attorney or by proxy, is taken to be present at the meeting.
- (7) Resolutions at all general meetings will be decided by a simple majority of the Members present unless they are Special Resolutions.
- (8) Each Member's Representative and each member of the Board present will have 1 equal vote and in the case of an equality of votes the chairperson will have a second or casting vote.
- (9) The Member must be registered in the register of Members prior to the meeting at which the relevant Member Representative is to vote.
- (10) A Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting.
- (11) Notice of resolutions for submission to a general meeting proposed by not less than 10% of the members of a Sub-Chamber, is to be given to the Secretary in writing and signed by the relevant members of a Sub-Chamber at least 90 days before the date of the general meeting. Resolutions notified to the Secretary under this Rule 22(11) must be included in the notice of meeting given to Members.

- (12) The President will take the chair at all general meetings. However, if the President is not present within 15 minutes after the notified time for the general meeting, the Senior Vice-President, or in absence, the Junior Vice-President, or if they both be absent, then some other Member's Representative selected by the meeting will take the chair at the general meeting.
- (13) The chairperson must conduct the meeting in a proper and orderly way.
- (14) At any general meeting (unless a secret ballot is demanded), a declaration by the chairperson that a resolution has been carried or been carried by a certain majority is, prima facie, evidence of the fact.
- (15) A ballot may be demanded by:
 - (a) 10 Member's Representatives; or
 - (b) a combination of Member's Representatives and members of the Board which combined total 10,and if demanded, will be taken immediately and the result of the ballot as declared will be deemed to be the resolution of the meeting at which the ballot is demanded.
- (16) If at least 20% of the Members present demand a secret ballot, voting must be by a secret ballot.
- (17) If a secret ballot is held, the chairperson must appoint 2 Member's Representatives to conduct the secret ballot in the way the chairperson decides.
- (18) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
- (19) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting to a different time and place.
- (20) If a meeting is adjourned under Rule 22(4)(b) or Rule 22(19), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (21) The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at the meeting unless a meeting is adjourned for at least 30 days.
- (22) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (23) The Secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every general meeting to be recorded in a minute book.
- (24) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every general meeting will be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
- (25) However, the minutes of any Annual General Meeting will be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or Annual General Meeting.

- (26) The Secretary must cause the general meeting minute book to be open for inspection at all reasonable times by any Member who applies to the Secretary for that inspection.
- (27) If requested by a Member's Representative, the Secretary must, within 28 days after the request is made:
 - (a) make the general meeting minute book available for inspection by the Member's Representative at a mutually agreed time and place; and
 - (b) give the Member's Representative copies of the minutes of the meeting.
- (28) The Chamber may require the Member to pay the reasonable costs of providing copies of the minutes.

23. Special General Meetings

- (1) The Secretary may only call a Special General Meeting by giving each Member notice of the meeting within 21 days after:
 - (a) being directed to call the meeting by the Board; or
 - (b) being given a written request of at least 15% of Members.
- (2) A request mentioned in Rule 23(1)(b) must:
 - (a) be signed by all Member's Representatives making the request;
 - (b) be deposited at the Chamber's registered office;
 - (c) state why the Special General Meeting is being called; and
 - (d) state the business to be conducted at the meeting,and may consist of any number of similar documents signed and lodged by Members.
- (3) If the Board does not convene a Special General Meeting that has been requested by Members, the Members who requested the meeting may convene the meeting at any time within 3 months after the deposit of the request.

24. Annual General Meetings

- (1) An Annual General Meeting of the Chamber must be held:
 - (a) at least once each year; and
 - (b) within 3 months after the end of the Chamber's previous financial year.
- (2) The following business must be transacted at every Annual General Meeting:
 - (a) approval and adoption as a record the minutes of the previous Annual General Meeting and any subsequent general meeting for which minutes have not been approved and adopted;
 - (b) receiving from the Board or other officers of the Chamber reports on the Chamber's transactions;

- (c) receiving the Chamber's financial statement and audit report for the last reportable financial year;
- (d) presenting of the Auditor's report on the financial affairs of the Chamber for the last reportable financial year to the meeting for adoption;
- (e) presenting of the financial statement of the Chamber to the meeting for adoption;
- (f) election of Board members;
- (g) appointing an Auditor for the present financial year; and
- (h) considering any special business of which notice has been given.

25. Special Resolution

A resolution of the Chamber is a Special Resolution if:

- (1) it is passed by a majority which comprises not less than three-quarters of such Members as, being entitled under these Rules so to do, vote in person at a general or Special Meeting at which not less than 2 months notice specifying the intention to propose the resolution as a Special Resolution is given in accordance with these Rules; or
- (2) where it is made to appear to the Queensland Government that it is not possible or practicable for the resolution to be passed in the manner specified in Rule 25(1) the resolution may be passed in a manner approved by the Queensland Government.

26. Proxies

- (1) An instrument appointing a proxy for a Member's Representative must be in writing and be in the following or similar form:

The Queensland Chamber of Agricultural Societies Inc

I, _____ of _____, being a Member's Representative of

_____, appoint _____ of _____ as my proxy to vote for

me on my behalf at the (annual) general meeting of the Chamber to be held on the

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

Signed this _____ day of _____ 20____.

Signature

- (2) An instrument appointing a proxy for a member of the Board must be in writing and be in the following or similar form:

The Queensland Chamber of Agricultural Societies Inc

I, _____ of _____, being a member of the Board, appoint

of _____ as my proxy to vote for me on my behalf at the **meeting of the Board / (annual) general meeting of the Chamber** [*strike out whichever is not applicable*] to be held on the

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

Signed this _____ day of _____ 20 _____ .

Signature

- (3) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- (4) A proxy may be a member of the member Society or another person.
- (5) The person named in the proxy can be appointed by no more than two Member's Representative's or members of the Board to vote at any one meeting.
- (6) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (7) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (8) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (9) If a Member's Representative wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

The Queensland Chamber of Agricultural Societies Inc

I, _____ of _____, being a Member's Representative of _____
appoint _____ of _____ as my proxy to vote for me on my
behalf at the (annual) general meeting of the Chamber to be held on the
day of _____ 20 _____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20 _____ .

Signature

This form is used **in favour of/against** [*strike out whichever is not wanted*] the following resolutions-

[*List relevant resolutions*]

- (10) If a member of the Board wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

The Queensland Chamber of Agricultural Societies Inc

I, _____ of _____, being a member of the Board, appoint
_____ of _____ as my proxy to vote for me on my behalf at the
meeting of the Board / (annual) general meeting of the Chamber [*strike out
whichever is not applicable*] to be held on the
_____ day of _____ 20____ and at any adjournment of the meeting.
Signed this _____ day of _____ 20____.

Signature

This form is used **in favour of/against** [*strike out whichever is not wanted*] the following resolutions-

[*List relevant resolutions*]

PART 4 – THE BOARD & OFFICERS

27. Board

- (1) The Board will comprise of the Delegates from each Sub-Chamber. These Delegates are considered the members of the Board and will be elected by the respective Sub-Chamber under Rule 34.
- (2) Alternate delegates will be nominated in the same manner and at the same time as Member's Delegates are nominated by the Sub-Chamber under Rule 34.
- (3) Subject to Rule 33, any temporary vacancy on the Board will be filled by an alternate Delegate.

28. Powers of the Board

- (1) Subject to decisions of the Chamber made at a general meeting, the Board will be the governing body to determine policy matters of the Chamber and amendments to the Rules.
 - (b) The Board will discharge the administrative functions of the Chamber, including those associated with the Rain Protection Scheme and any other facility conducted by the Chamber.
 - (c) Subject to the Rules and any resolution carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Chamber.
 - (d) The Board has authority to interpret the meaning of these Rules and any matter relating to the Chamber on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
 - (e) The Board may exercise the powers of the Chamber to:
 - (i) borrow, raise or secure the payment of amounts in a way the Members decide;
 - (ii) secure the amounts mentioned in Rule 28(1)(e)(i) or the payment or performance of any debt, liability, contract, guarantee or other

engagement incurred or to be entered into by the Chamber in any way, including by the issue of debenture (perpetual or otherwise) charged upon the whole or part of the Chamber's property, both present and future;

- (iii) provide, purchase, redeem or pay off any securities issued;
 - (iv) borrow amounts from Members and pay interest on amounts borrowed;
 - (v) mortgage or charge the whole or part of the Chamber's property;
 - (vi) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Chamber; and
 - (vii) to invest in a way the Members may from time to time decide.
- (2) For Rule 28(1)(e)(iv), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Chamber; or
 - (b) if there is more than 1 financial institution for the Chamber – the financial institution nominated by the Board.
- (3) The Board will control the arrangements to provide for the staff of the Chamber and may appoint an Auditor for such periods and upon such terms as it deems fit.
- (4) An act performed by the Board or a person acting as a member of the Board is taken to have been validly performed.
- (5) Rule 28(1) applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Board or person acting as a member of the Board; or
 - (b) a Board member or person acting as a member of the Board was disqualified from being a member.

29. Secretary

- (1) The Board may appoint and remove the Secretary at any time.
- (2) If a vacancy happens in the office of Secretary, the members of the Board must appoint or elect a Secretary within 14 days after the vacancy happens.
- (3) The Secretary must be an individual residing in Queensland who is appointed by the Board as Secretary (whether or not the individual is a member of a Member).
- (4) The Secretary's functions include, but are not limited to:
 - (a) calling meetings of the Chamber, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President;
 - (b) keeping minutes of each meeting;

- (c) keeping copies of all correspondence and other documents relating to the Chamber; and
- (d) maintaining the register of Members.

30. Officers

- (1) The Officers of the Chamber will be the:
 - (a) President;
 - (b) Senior Vice President;
 - (c) Junior Vice President; and
 - (d) an Honorary Treasurer.
- (2) Officers will be elected at the first meeting of the Board after the Annual General Meeting in each year and will take office upon election.
- (3) No person will hold the office of President for more than 5 consecutive terms of one year and a President retiring under this Rule will not be eligible to hold the office of President until the expiration of 2 years from the date of retirement.
- (4) A President who voluntarily retires from office may only sit on the Board as an immediate Past President for a 1 year term if the Board formally approves that appointment.
- (5) The President (or in absence of that officer, the Senior Vice President, or in absence the Junior Vice President or a member of the Board elected in their absence) will be chairperson of the Board.
- (6) Any election of Officers under this Rule will follow the procedure directed by the chairperson of the meeting.
- (7) The position of Officer or ordinary member of the Board becomes vacant if the person:
 - (a) ceases to be a member of the member Society of the Chamber;
 - (b) becomes an insolvent or is under administration within the meaning of the Corporations Act;
 - (c) is convicted of an indictable or summary offence;
 - (d) resigns from office by notice in writing given to the Secretary;
 - (e) fails to attend 3 consecutive Board meetings without leave; or
 - (f) becomes a person of unsound mind.

31. Chief Executive Officer

- (1) The Board may appoint a Chief Executive Officer of the Chamber for the period, and on the terms (including as to remuneration), the Board sees fit.

- (2) The members of the Board may, upon terms and conditions and with any restrictions they see fit, confer on the Chief Executive Officer any of the powers that the members of the Board can exercise.
- (3) Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the members of the Board.
- (4) The members of the Board may revoke or vary:
 - (a) an appointment; or
 - (b) any of the powers conferred on the Chief Executive Officer.
- (5) Subject to the Act and to the provisions of any contract between the Chamber and the Chief Executive Officer the remuneration of the Chief Executive Officer is fixed by the members of the Board by way of a fixed salary (subject to an annual adjustment as agreed between the parties).
- (6) If the Chief Executive Officer becomes incapable of acting in that capacity for a period of time, the members of the Board may appoint another person to act temporarily as the Chief Executive Officer.

32. Resignation or Removal from Office of Member of Board

- (1) Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary and any resignation will take effect:
 - (a) at the time the notice is received; or
 - (b) if the notice specifies a later date when the resignation will take effect, on that later date.
- (2) Any member of the Board may be removed from office at a general meeting of the Chamber. Before a vote is taken about removing the member from office at a general meeting, the Board member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (3) There is no right of appeal against a Board member's removal from office under this Rule.
- (4) A Board member immediately vacates office in the circumstances mentioned in section 64(2) of the Act.

33. Vacancies on Board

- (1) The Board has the power at any time to appoint any Delegate from the relevant Sub-Chamber to fill any casual vacancy on the Board until the next Annual General Meeting if the alternate Delegate from that Sub-Chamber is unable or unwilling to fill such a position.
- (2) The continuing members of the Board may act despite any casual vacancy on the Board.
- (3) However, if the number of the Board is reduced below the number fixed under these Rules as the necessary quorum of the Board, the continuing member or members may only act to:

- (a) increase the number of Board members to the number required for a quorum; or
- (b) call a general meeting of the Chamber.

34. Sub-Chambers

- (1) Wherever possible, for collaboration in respect of show dates and other matters, Sub-Chambers of Societies may be formed with the approval of Chamber. Each Sub-Chamber has the power to make rules for the management of its own affairs provided such rules are not inconsistent with the Rules or decisions of the Chamber or the Board.
- (2) A copy of each Sub-Chamber's rules must be lodged with the Chamber and in the absence of such action, the Model Rules will be considered to apply to the Sub-Chamber.
- (3) Provided that they represent 5 or more Members, the Sub-Chambers recognised by the Chamber are those listed in Annexure 1 to these Rules and those approved by the Chamber as a recognised Sub-Chamber, after the adoption of these Rules, at a general meeting.
- (4) Each Sub-Chamber will be responsible for implementing proposals referred from the Chamber or the Board.
- (5) Each Sub-Chamber will be represented upon the Board by:
 - (a) in the case of a Sub-Chamber that represents less than 14 Members:
 - (i) 1 Delegate elected by all members of that Sub-Chamber, such Delegate to be elected annually for a one year term;
 - (b) in the case of a Sub-Chamber that represents 14 or more Members:
 - (i) 2 Delegates elected by all members of that Sub-Chamber, such Delegates to be elected annually for a one year term; or
 - (c) in either case an alternate Delegate will be elected who may replace the Delegate at a meeting of the Board if that Delegate retires or dies or is unable or unwilling to attend a meeting of the Board.
- (6) A Delegate must be a member of a member Society of the Chamber.
- (7) A Delegate may only be elected as follows:
 - (a) any 2 member's representatives of the respective Sub-Chamber may nominate another member's representative of Sub-Chamber to serve as a Delegate;
 - (b) the nomination must be:
 - (i) in writing;
 - (ii) signed by the candidate and the member's representatives of the Sub-Chamber who nominated him or her; and

- (iii) given to the secretary of the Sub-Chamber at least 14 days before the meeting of the Sub-Chamber at which the election is to be held;
 - (c) each member's representative of the Sub-Chamber present and eligible to vote at the meeting at which the election is to be held may vote for:
 - (i) 1 candidate if the Sub-Chamber represents less than 14 Members; or
 - (ii) 2 candidates if the Sub-Chamber represents 14 or more Members; and
 - (d) if, at the start of the relevant Sub-Chamber meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (8) A person may be a candidate only if the person:
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (9) A list of the candidates' names in alphabetical order, with the names of the member's representatives of the Sub-Chamber who nominated each candidate, must be posted in a conspicuous place at the headquarters of the Chamber for at least 7 days immediately preceding the meeting at which the election is to be held.
- (10) The Secretary must, if requested by a member's representative of a Sub-Chamber which is to elect a Delegate, provide the list of candidates' names referred to in Rule 34(9) to the member's representative as soon as practicably possible.
- (11) If required by the Board, balloting lists must be prepared containing the names of candidates in alphabetical order.
- (12) The Board must ensure that, before a candidate is elected as a Delegate, the candidate is advised:
- (a) whether or not the Chamber has public liability insurance; and
 - (b) if the Chamber has public liability insurance – the amount of the insurance.

PART 5 - SPECIAL FACILITIES

35. Rain Protection Scheme

- (1) The fund established under the Chamber's facility titled the "Rain Protection Scheme" will be operated on behalf of the Members and be controlled by the Board.
- (2) Any Member may become a contributor to the fund and be afforded protection against loss by rainfall in gatetakings at events sanctioned by the Chamber in accordance with the provisions of the Rain Protection Scheme as determined by the Board from time to time and notified to contributors.

- (3) The fund will be the property of contributing Members and any interest in accumulated funds will cease to exist in respect of any Society discontinuing as a contributor or as a Member.

36. Provisional Authority

In all matters not specifically stated in these Rules and on all questions of interpretation of its powers the Board will be authorised to take such action as it deems fit subject to reference to the Board in general or Special Meeting.

PART 6 – MISCELLANEOUS

37. Insurance

- (1) The Board will effect and maintain insurance pursuant to Section 70 of the Act.
- (2) In addition to the insurance required under Rule 37(1) the Board will effect and maintain such other insurances as may be deemed necessary to protect the interests and assets of the Chamber.

38. Funds - Source

- (1) The funds of the Chamber will be derived from annual membership fees and levies upon Members, from donations, investments, and, subject to any Special Resolution passed by the Chamber in general meeting, such other sources as the Board determines.
- (2) All money received by the Chamber will be deposited as soon as practicable and without deduction to the credit of the Chamber's bank accounts.
- (3) The Chamber will, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds - Management

- (1) Subject to any Special Resolution passed by the Chamber in general meeting, the funds of the Chamber will be used in pursuance of the objects of the Chamber in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by such officer or officers as authorised to do so by the Board.
- (3) A payment by the Chamber of \$100 or more must be made by cheque or electronic funds transfer.
- (4) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Honorary Treasurer; or
 - (d) any 1 of 3 other Member's Representatives who have been authorised by the Board to sign cheques issued by the Chamber.

- (5) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Honorary Treasurer.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (7) A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- (8) All expenditure must be approved or ratified at a Board meeting.
- (9) The income and property of the Chamber must be used solely in promoting the Chamber's objects and exercising the Chamber's powers.

40. Financial Year

- (1) The financial year of the Chamber and of its funds will end on 31st December of each year.
- (2) On behalf of the Board, the Secretary must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared, and after checking and countersigning by the Honorary Treasurer, such statement, together with the necessary documents, will be submitted to the Auditor for examination.

41. By-laws

The Board may from time to time make, amend or repeal by-laws not inconsistent with these Rules, for the internal management of the Chamber and any by-law may be set aside at a general meeting.

42. Alteration to Objects and Rules

- (1) Subject to the provisions of the Act, these Rules may be amended, rescinded or added to from time to time by a Special Resolution carried at any general meeting.
- (2) However, an amendment, rescission or addition is valid only if it is registered by the chief executive.

43. Common Seal

- (1) The Chamber's seal must show the Chamber's name within 2 concentric circles around the words "Common Seal".
- (2) The seal is only to be used when authorised by resolution of the Board or of a general meeting and is to be attested by the signature of a member of the Board and the Secretary or by the Secretary and some other person authorised by the Board.
- (3) A resolution may confer a continuing authority to use the seal.
- (4) The common seal of the Chamber will be kept in the custody of the Secretary.

44. Books of Record

Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Chamber. Except as otherwise provided by these

Rules, the Secretary will keep in his or her custody or under his or her control all records, books, instruments of title, securities and other documents relating to the Chamber.

45. Service of Notices on Members

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

46. Dissolution

- (1) The Chamber will be dissolved in the event of the membership being less than 50 member Societies or upon the vote of a Special Resolution passed by Member's Representatives present at a Special General Meeting convened to consider such question.
- (2) In the event of the winding up under part 10 of the Act or the cancellation of the incorporation of the Chamber the surplus assets will, 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 Meeting convened to consider such question may decide. The surplus assets must not be distributed among the Members.
- (3) Any registered or exempted charity or incorporated association so nominated must be one which:
 - (a) has objects substantially similar to those of the incorporated Chamber being wound up;
 - (b) is not carried on for the object of trading or securing pecuniary gain for its members; and
 - (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 similar to those of the dissolved association;
 - (ii) is not carried on for the object of trading or securing pecuniary gain for its Members; and
 - (iii) prohibits the distribution of the entity's income and assets to its members.
- (4) In this Rule – **surplus assets** has the meaning provided in section 92(3) of the Act.

47. Payments, etc of Office Bearers and Members

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

- (1) provision for repayment of out-of-pocket expenses; or
- (2) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Chamber's bankers for money lent to the Chamber,

and reasonable or proper rent for premises let to the Chamber.

48. Vacation of Office

Without limiting the operation of Rules 9, 32 and 33, the office of a member of the Board will become vacant if:

- (1) the Board member holds office of profit in the Chamber; or
- (2) the Board member is directly or indirectly interested in any contract or proposed contract with the Chamber unless the Member has divulged his or her interest therein and takes no part in discussions or voting on the contract or proposed contract.

Annexure 1

SUB CHAMBERS

THE FOLLOWING SUB CHAMBERS HAVE BEEN APPROVED TO OPERATE BY THE CHAMBER.

<i>ENTITY</i>	<i>ABN</i>	<i>ENTITY TYPE</i>
<i>BURNETT SUB-CHAMBER OF AGRICULTURAL SOCIETIES</i>	<i>50 960 460 266</i>	<i>OTHER UNINCORPORATED ENTITY</i>
<i>CENTRAL HIGHLANDS ASSOCIATION OF SHOW SOCIETIES</i>	<i>76 264 856 105</i>	<i>OTHER UNINCORPORATED ENTITY</i>
<i>CENTRAL AND NORTH WESTERN QLD SUB-CHAMBER OF AGRICULTURAL SOCIETIES</i>	<i>N/A</i>	<i>N/A</i>
<i>CENTRAL QUEENSLAND SUB-CHAMBER OF AGRICULTURAL SOCIETIES</i>	<i>N/A</i>	<i>N/A</i>
<i>DARLING DOWNS SUB-CHAMBER OF AGRICULTURAL SOCIETIES</i>	<i>41 060 847 835</i>	<i>OTHER UNINCORPORATED ENTITY</i>
<i>NEAR NORTH COAST SUB-CHAMBER OF AGRICULTURAL SOCIETIES</i>	<i>N/A</i>	<i>N/A</i>
<i>NORTH QLD SUB CHAMBER OF AGRICULTURAL SOCIETIES</i>	<i>58 009 976 353</i>	<i>OTHER UNINCORPORATED ENTITY</i>
<i>SOUTH BURNETT SUB-CHAMBER OF AGRICULTURAL SOCIETIES</i>	<i>N/A</i>	<i>N/A</i>
<i>SOUTH EASTERN QLD SUB CHAMBER OF AGRICULTURAL SOCIETIES</i>	<i>87 751 427 587</i>	<i>OTHER UNINCORPORATED ENTITY</i>
<i>SOUTH WEST QLD SHOW ASSOCIATION</i>	<i>N/A</i>	<i>N/A</i>
<i>WEST MORETON AND BRISBANE VALLEY SHOW SOCIETIES ASSOCIATION INC</i>	<i>14 247 493 935</i>	<i>OTHER INCORPORATED ENTITY</i>
<i>ROYAL NATIONAL AGRICULTURAL AND INDUSTRIAL ASSOCIATION OF QUEENSLAND</i>	<i>41 417 513 726</i>	<i>OTHER INCORPORATED ENTITY</i>

Note:

Other Unincorporated Entity is a number of people grouped together by a common purpose with club-like characteristics, for example, a sporting club, social club or trade union.

Other Incorporated Entity includes an entity that has the same characteristics as a company but is not incorporated as a corporation's law company. This category includes:

- a branch of an overseas company not incorporated in Australia (often the name ends in *corporation*)
- incorporated associations which are incorporated under a State Act
- incorporated charitable institutions