

RULES FOR THE HORSHAM AGRICULTURAL SOCIETY INC

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Rules for Horsham Agricultural Society Incorporated

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in Rule 1 of these Rules.

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1 – PRELIMINARY

1. Name

The name of the Incorporated Association is Horsham Agricultural Society Incorporated.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Purpose

To promote the development of Agricultural, Pastoral, Horticultural, Viticultural, Stockraising and Industry Pursuits and Resources.

3. Financial year

The financial year of the Association is each period of 12 months ending on the last day of March.

4. Definitions

In these rules unless the contrary intention appears:-

“Council” means Council of Management of the Society, elected from Society members;

“Financial Year” means the year ending on the last day of March,

“General Meeting” means a General Meeting of members convened in accordance with the rules;

“Member” means a member of the Society, and all references to the masculine gender in these rules include the female gender;

“Councillor” means a member elected to the Council of Management, and all references to the masculine gender in these rules include the female gender;

“The Society” means the above names incorporation Association.

“The Secretary” means the secretary of the Society for the time being.

“The Public Officer” shall mean the Secretary of the Society.

“Written Notice” includes all forms of written electronic communication

“the Act” means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

“the Registrar” means the **Registrar of Incorporated Associations**.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

- (2) Sub-rule (1) does not prevent the Association from paying a member—
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—
- if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9. Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to the Horsham Agricultural Society stating that the person—
- (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules
- (2) The application—
- (a) must be signed by the applicant; and
 - (b) must be accompanied by the joining fee

Note

Membership of the Association is not the same as an exhibitor's membership of the Horsham Agricultural Show. Membership of the Association does not constitute membership of the Council to which one must be nominated and elected.

10. Consideration of application

- (1) Subject to the provisions in Rule 18 (5) (a), every applicant for admission to the Society, by giving his name and address with his subscription of an amount to be fixed on recommendation of the Finance Committee each year to the Secretary, shall be duly constituted a member, and shall have all rights and privileges of membership till the day after the Annual General Meeting next ensuing, provided that when any subscription shall be paid in the name of any firm or company, such firm or Company shall nominate in writing one of the members employees or Directors thereof, who shall on the receipt by the Secretary of such nomination, be entitled to and able to exercise the rights and privileges of membership, and be bound by the Rules and By-Laws and regulations of the Society.
- (2) Upon an Applicant being admitted to Membership, the Secretary shall enter that person's name in the register of Members kept by the Secretary
- (3) The Council may refuse any application for membership without the need to assign any reason for the refusal.
- (4) Upon the rejection of an application, the Secretary shall, as soon as practicable thereafter, notify the applicant in writing that the application has been rejected.

11. Membership fee on joining

- (1) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (2) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

12. Rights, privileges and obligations of membership

- (1) The rights of a Membership shall consist of:-
- (a) power to vote and take part at the Annual General Meeting and any Special General Meetings of the Society

- (b) to receive notice of the annual general meetings in the manner and time prescribed by these Rules; and
- (c) to receive a copy of minutes of annual general meetings
- (d) to inspect the register of members
- (e) to be nominated for a position on Council
- (2) A member is entitled to vote if—
 - (a) more than 10 business days have passed since he or she became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.
- (3) The privileges of a Membership shall consist of:-
 - (a) Free admission for the member's immediate family to the Horsham Agricultural Show.
 - (b) Such reduced entry fees as are specified by the Council in the Annual Schedule to the Society's exhibitions
 - (c) Such other privileges as the Council may from time to time determine.
- (4) Obligations of members consist of:-
 - (b) Every member shall notify the Secretary forthwith of any change of address.

13. Rights not transferable

- (1) A right, privilege or obligation of a person by any reason of his membership to the Society:-
 - (a) Is not capable of being transferred or transmitted to another person.
 - (b) Terminates upon the cessation of his membership whether by death, resignation or otherwise.

14. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

15. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 78 (4) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Council.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (c) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (d) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

16. Register of Members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (b) the member's name;
 - (c) the address for notice last given by the member;
 - (d) the date of becoming a member;
 - (e) any other information determined by the Council; and
 - (f) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under Section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

17. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or

- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

18. Disciplinary subcommittee

- (1) The Council may appoint a committee to hear complaints against members who are alleged to have neglected or deliberately breached the Rules, including any By-laws created in pursuance of these Rules by proper authority of the Council, or to hear disputes between members. The principles of natural justice shall apply to any hearing, and the member(s) concerned may appoint a person of their choosing to represent their interests at such hearing in accordance with the Act.
- (2) Any member properly found to be in breach or to have acted in such a manner as to bring the Society into disrepute, may, at the discretion of the Council suffer any of the penalties prescribed by these Rules for such periods as the Council sees fit.
- (3) Penalties under these Rules include reprimand, suspension from membership privileges or permanent expulsion from membership.
- (4) A finding by the Council in regard to any dispute between members will be conclusive of the matter in dispute.
- (5) A suspended member may be barred from entry to the Society's grounds and be prohibited from exhibiting the Society's exhibitions during the term of suspension.
 - (a) Any person expelled from Membership or disqualified from exhibiting, riding or competing by any kindred Society, shall not be allowed to become a Member of the Society or to exhibit, ride, or compete or enter the Society's exhibitions until such expulsion be rescinded or such disqualification be removed.
 - (b) Every member of the Society may provide evidence of any facts within his knowledge relating to the subject matter of any inquiry by the Council, provided that no member is obliged to do so against their will. Any evidence so given should be by Statutory Declaration in the first instance, but may include evidence given by the member in oral examination by the appointed committee of the Council.

19 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 21.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

20 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to sub-rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

21 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

22 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

23 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Council;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

24 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

25 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (iii) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
- (c) has a personal interest in the dispute; or
- (d) is biased in favour of or against any party.

26 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

27 Failure to resolve dispute by mediation

- (1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 GENERAL MEETINGS OF THE ASSOCIATION

Division 1—Council Member Matters

28. Election of Life Members

- (1) The Council (on the written recommendation of the five past Presidents of the Society who are Members of the Council) shall have power to elect any person as a Life member of the Society if in its opinion the services rendered to the Society of such person justify such election. A Life Member shall have all the rights and privileges applicable to members without the payment of any Annual Subscription.

29. Honorary Councillors

- (1) After a member has been a Councillor of the Society for a continuous period of 20 years, the Council shall have the power to appoint him/her an Honorary Councillor of the Society and upon the Council doing so, such person shall not be required to stand for re-election and shall remain a member of the Council until he resigns or otherwise ceases to be a member.

30. Resignation of Council Members

- (1) A councillor of the Society who has paid all monies due and payable by him/her to the Society, may resign from the Society by first giving 7 days' notice in writing to the Secretary of his intention to resign, and upon the expiration of that period of notice the member shall cease to be a member.
- (2) Upon the expiration of notice given under sub-clause (1) the Secretary shall make in the Register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.

Division 2 – General Meetings of the Association

31 Annual General Meetings

- (1) The Annual General Meeting shall be held on such day in the month of May as the Council determines.
- (2) The Annual General Meeting shall be specified as such in the notice convening it.
- (3) The ordinary business of the Annual General Meeting shall be:-
 - (a) To read and confirm the Minutes of the previous Annual General Meeting.
 - (b) To receive from the Council reports upon transactions of the Society during the last preceding financial year.
 - (c) To receive and consider the audited Statements submitted by the Society in accordance with section Part 7 of the Act.
 - (d) To elect 14 members of the Council in place of those retiring.
 - (e) To elect office bearers
 - (f) To appoint an Auditor
 - (g) To appoint or re-appoint the Secretary
 - (h) To acknowledge any new honorary councillor within the last 12 months
- (4) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (5) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

32. Special General Meetings

- (1) The Council may whenever it thinks fit convene a Special General Meeting of the Society.
- (2) The Council shall on the requisition in writing of 10 members or councillors convene a Special General Meeting of the Society.
- (3) The requisition for a Special General Meeting shall state the purpose of the Meeting and shall be signed by the members/councillors making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form each signed by one or more of the members making the requisition.
- (4) If the Council does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (5) A Special General Meeting convened by members or councillors in pursuance of these rules shall be convened in the same manner or as nearly as possible as that in which General Meetings are convened by the Council and all reasonable expenses incurred in convening the Meeting shall be refunded by the Society to the persons incurring the expenses.

33. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Council—
 - (a) at least 14 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 7 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 21 sets out the requirements for notice of a disciplinary appeal meeting.

34. Proxies

- (1) A councillor may appoint another councillor as his or her proxy to vote and speak on his behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the councillor making the appointment.
- (3) The councillor appointing the proxy may give specific directions as to how the proxy is to vote on his behalf, otherwise the proxy may vote on behalf of the member in any matter as he sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the councillor may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under Rule 33 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

- (1) A councillor not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that councillor and the councillors present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a councillor participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the councillor votes at the meeting, is taken to have voted in person.

36. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of councillors is present.
- (2) Eight (8) Council Members present (being councillors entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present,
 - (a) the Meeting if convened upon the requisition of councillors shall be dissolved, and in any other case shall stand adjourned to the same day in the next week at the same time and at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the councillors present (being not less than 10) shall be the quorum.

Note

If a meeting convened by, or at the request of, councillors is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If councillors wish to have the business reconsidered at another special meeting, the councillors must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all councillors as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the councillors present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of councillors present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the councillors more time to consider an item of business.

Example

The councillors may wish to have more time to examine the financial statements submitted by the Council at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 37.

38.. Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub-rule (3), each councillor who is entitled to vote has one vote; and
 - (b) councillors may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only councillors who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 22.

39. Special resolutions

- (1) A special resolution is passed if not less than three quarters of the councillors voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a councillor from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more councillors on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of general meeting

- (1) The Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the councillors attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the councillors in accordance with rule 49 (2) (b) and
 - (d) the certificate signed by two council councillors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act Proxies

PART 5—COUNCIL

Division 1—Powers of Council

42. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Council.
- (2) The Council may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the councillors of the Association.
- (3) The Council may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43. Delegation

- (1) The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- (3) The Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Council and duties of members

44. Management of Horsham Agricultural Society Council

- (1)
 - (a) The affairs of the Society shall be managed by the Horsham Agricultural Society Council constituted as provided in Rule 45.
 - (b) The Council:-

- (i) Shall control and manage the business and affairs of the Society.
- (ii) May subject to these Rules the Regulations and the Act exercise all such powers and functions as may be exercised by the Society.
- (iii) Has, subject to these Rules the Regulations and the Act power to perform all such acts and things as appear to the Council to be essential for the management of the business and affairs of the Society.
- (iv) May from time to time make by-laws and regulations not inconsistent with these Rules for the efficient working of the Society, and to alter amend or rescind the same as occasion may require. All by-laws shall be entered by the Secretary in a book to be kept for the purpose and be available for inspection by the members.
- (v) Shall be the sole authority for the interpretation of these Rules and any by-laws made thereunder, and the decision of the Council upon any question of interpretation or upon any matter affecting the Society or the administration of its affairs whether provided for by these Rules or by-laws made thereunder or otherwise shall be final and binding upon the members.

45. Composition of Council;

The Council of the Society shall consist of:-

- (a) A president,
- (b) Two Vice-Presidents (Senior and Junior)
- (c) A Treasurer/Secretary (can be two separate officers), and
- (d) 39 other members elected to Council provided by this Constitution
- (e) The provisions of Rules 56 and 60 apply to the election of persons to any of the Officers mentioned in sub-clause (2) (a) hereof.
- (c) The Executive of the Horsham Agricultural Society Council shall consist of;
 - (i) The President
 - (ii) The Secretary
 - (iii) The Treasurer
 - (iv) Two Vice-Presidents (Senior and Junior)
 - (v) Immediate past President

46. General Duties

- (1) As soon as practicable after being elected or appointed to the Council, each councillor must become familiar with these Rules and the Act.
- (2) The Council is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Council comply with these Rules.
- (3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Council members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Council members and former council members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position— so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a council member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) All members of the Council must provide a Working With Childrens Check in accordance with the Working with Children Act 2005.

47. President and Vice-Presidents

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Senior or Junior Vice-President is the Chairperson for any general meetings and for any council meetings.
- (2) If the President, Senior Vice-President and Junior Vice President are all absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other councillors present; or
 - (b) in the case of a committee meeting—a council member elected by the other council members present.

48. Secretary

- (1) The Secretary shall be appointed on an annual basis by the Council on the recommendation of the Executive at the Annual General Meeting.
- (2) Duties shall include:
 - (a) Attend all meetings of the members of Society and all meetings of the Council and Councils when required.
 - (b) Shall keep minutes of the resolutions and proceedings of the meetings referred to in sub-clause (a) in Minute Books provided for that purpose.
 - (c) Conduct correspondence of the Society
 - (d) Keep copies of all letters on the business of the Society.
 - (e) Under the direction of the Finance Committee be responsible for all monies received, paying such sums and in the denominations received into the Society's Bank within 7 days of receipt and shall produce at each meeting of the Finance Committee receipts of the same, except amounts allowed for Petty Cash.
 - (f) Have charge of the expenditure of petty cash
 - (g) All receipts for money received on behalf of the Society shall be issued out of a book with counterpart and numbered consecutively until otherwise determined by Council.
 - (h) Any reference in these rules to the Secretary shall be deemed to include any person who for the time being is acting Secretary. Such a person is to be nominated by Council.

49. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 council members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Council prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other council member has access to the accounts and financial records of the Association.
- (4) Keep correct accounts and books showing the financial affairs of the Society with the full details of all receipts and expenditure connected with the activities of the Society.
- (5) The Treasurer shall submit to the Council at its monthly Meeting a Report of the Society's funds, and a statement of the payments that are recommended to be made. The Treasurer will generate the procedure for the payroll for paid staff on a weekly basis.
- (6) The accounts and books referred to in Sub-clause (4) shall be available for inspection by Council.

Division 3 - Election of Council members and tenure of office

50. Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Council vacant and hold elections for those positions in accordance with rules 52 to 55.

51. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
 - (a) nominate himself; or
 - (b) with the member's consent, be nominated by another councillor.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52. Election of Council including Term of Office

- (1) All members of the Council shall be elected at the Annual General Meeting and shall hold office for three years, save for the Treasurer who shall retire each year, but shall be eligible for re-election.
- (2) One third of the Councillors (in addition to the Treasurer) shall retire annually on rotation once they have served their 3 year term, but those retiring shall be eligible for re-election. Those longest in office shall retire first. If any have held office for the same time the Councillor or Councillors to retire shall be determined by lot.
- (3) Nominations of new candidates for election including retiring Councillors eligible for re-election as members of the Council:-
 - (a) Shall be in writing signed by at least one councillor other than the candidate and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) Shall be delivered to the Secretary of the Society not less than 7 days before the date fixed for the holding of the Annual General Meeting.
 - (c) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
 - (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (e) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.
 - (f) The ballot for election of Members of the Council shall be conducted at the Annual General Meeting and shall be a secret ballot.

53. Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Senior Vice-President;
 - (c) Junior Vice-President
 - (d) Treasurer

Note

The Secretary in this instance is appointed as per rule 48 (1)

- (2) If only one councillor is nominated for the position, the Chairperson of the meeting must declare the councillor elected to the position.
- (3) If more than one councillor is nominated, a ballot must be held in accordance with rule 55.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

54. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a councillor to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a councillor nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each councillor present in person; and
 - (b) each proxy appointed by a councillor.

Example

If a councillor has been appointed the proxy of 5 other councillors, the councillor must be given 6 ballot papers— one for the councillor and one each for the other councillors

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—

- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
- (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55. Vacancy of Council Membership

- (1) For the purposes of these rules the office of a Councillor of the Society becomes vacant if the Councillor:-
 - (a) Ceases to be a member of the Society;
 - (b) Becomes an insolvent under administrations within the meaning of the Corporation Act (Cth) 2001;
 - (c) Resigns his office by notice and given in writing to the secretary;
 - (d) In the opinion of Council becomes from any cause incapable or unfit to hold office;
 - (e) Absents him/herself from 3 or more consecutive meetings of the Council without an apology or a leave of absence from the Council; and
 - (f) Allows his membership subscription to be unpaid for more than 12 months.
- (2) The Secretary shall notify the Council of any vacancy which may have occurred in the list of President, Vice-Presidents, Treasurer or the other councillors of the Council at the next Meeting of the Council after such vacancy occurred and such vacancy shall not be filled until the monthly Meeting of the Council which shall take place next after such notice, provided that if any such vacancy should occur after the General Meeting in November such vacancy shall not be filled until the General Meeting February.
- (3) In the event of a casual vacancy occurring any member appointed to fill the vacancy shall hold office subject to these Rules for the residue of the term for which the member in whose stead he has been appointed would have held office. Nominations for any such casual vacancy must be signed by at least one councillor of the Council proposing such nomination and endorsed by the nominee consenting to such nomination and must be lodged with the Secretary at least 48 hours before a meeting in which the vacancy is to be filled. Should there be vacancies for different terms of office at one time; the term of office of each councillor shall be determined by lot.

Division 4 – Meetings of Council

56. Meetings of Council

- (1) The Council must meet at least 4 times in each year at the dates, times and places determined by the Council.
- (2) The date, time and place of the first council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Association at which the members of the Council were elected.
- (3) Special Meetings of the Council may be convened by the President or on the requisition of any 5 of the Members of the Council.

57. Notice of Meetings

- (1) notice of the Annual General Meeting or a Special General Meeting of the Society shall be given to members of the Council by the Secretary placing an advertisement at least 14 day before the date fixed for holding such a meeting in a Horsham newspaper and such advertisement shall state the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.
- (2) In addition to the advertisement referred to in Rule 33 (1) the Secretary shall give written notice to the Council Members at least 7 days before any Annual General Meeting or Special

General Meeting giving the location, date and time of the proposed meeting and the nature of the business to be transacted at that meeting.

- (3) No business other than set out in the advertisement convening the meeting shall be transacted at any Special General Meeting.
- (4) A member desiring to bring any business before a Special General Meeting may give notice of that business in writing to the Secretary who shall include that business in the advertisement calling the next Special General Meeting after the receipt of the notice.

58. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 58 provided that as much notice as practicable is given to each council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

59. Procedure and Order of Council business

- (1) General Meetings shall be held on the 4th Wednesday of each month with the exception of December and January in each year, or at such other times as may be determined from time to time by Council.
- (2) The Council may meet together for the dispatch of business, adjourn, and otherwise regulate its Meetings as it thinks fit.
- (3) The President or in his absence the Senior Vice-President shall preside and take the Chair at Meetings of the Council.
- (4) At meetings of the Council the order of business shall be as follows:-
 - (a) Apologies
 - (b) Reading and confirming minutes of previous meeting
 - (c) Business arising from minutes
 - (d) Correspondence
 - (e) Elections of officers and nominations of vacancies
 - (f) Council reports and treasurer reports
 - (g) Motions
 - (h) Postponed business
 - (i) General business
 - (j) Notices of motion
- (6) All minutes and reports read to and adopted by the Council shall be signed by the Chairman.

60. Procedure at Meetings

- (1)
 - (a) All business that is transacted at the Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being ordinary business of the Annual General Meeting shall be deemed to be special business.
 - (b) No item of business shall be transacted at a General Meeting unless a quorum of councillors entitled under these rules to vote is present during the time when the Meeting is considering that item.
- (2)
 - (a) The President, or in his absence a Vice-President, shall preside as Chairman at each General Meeting of the Society.
 - (b) If the President and both Vice-Presidents are absent from a General Meeting, the councillors present shall elect one of their number to preside as Chairman of the meeting.
- (3)
 - (a) The Chairman at a General Meeting at which a Quorum is present may with the consent of the Meeting adjourn the Meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting of which the adjournment took place.
 - (b) Where a meeting has been adjourned for more than 14 days, a notice of the adjourned meeting shall be given as in the case of the General Meeting.
 - (c) Except as provided in sub-clauses (1) and (2) it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned meeting.
- (4)
 - (a) A question arising at a General Meeting of the Society shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a Declaration by the Chairman that a motion has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the Minute book of the Society is evidence of the fact without

- proof of the number or proportion of the votes recorded in favour of or against that motion.
- (5) (a) Upon any question arising at a General Meeting of the Society a Councillor has one vote only. Questions shall be decided on a majority vote.
 - (b) All votes shall be given personally or by proxy.
 - (c) In the case of equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
 - (6) (a) Each councillor shall be entitled to appoint another councillor as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
 - (b) The notice appointing the proxy shall be in the form set out in Appendix 1.
 - (7) (a) If at a meeting a poll on any question (other than a question of order and practice) is demanded by not less than 5 Council members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (b) A poll that is demanded on the election of a Chairman or on the question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
 - (c) The ruling of the Chairman at a General Meeting or other Meeting of the Council shall be final in all questions of order and practice relating to the conduct of the Meeting, provided that any councillor may move that the Chairman's Ruling be disagreed with and may include in his motion that the Chairman vacate the chair provided that 5 Council members second the motion and further provided that
 - (i) Discussion on such motion shall be limited to the speech of the mover and the reply of the Chairman.
 - (ii) Discussion on favour of the motion unless the latter include that the Chairman vacate the chair shall not be nor may the Chairman treat it as a vote of censure.
 - (iii) The Chairman's place shall be filled as set out in Clause 14 hereof.
 - (iv) The Chairman shall resume the Chair once the question has been resolved.
 - (8) (a) A Council member is not entitled to vote at any General Meeting unless all monies due and payable by him to the Society have been paid.

61. Finance Committee and other Committees

- (1) (a) The Council shall elect a Finance Committee and a Grounds Committee from the Council and such other Committees as it thinks fit and determine the scope, powers and duties of such committees and may also appoint any committee to examine and report upon any special matter relating to the objects or business of the Society.
- (b) Three members of a Committee elected by the Council shall constitute a quorum.
- (c) Questions arising at any Committee Meeting shall be decided on a majority of votes.
- (d) The President, Senior Vice-President and Junior Vice-President shall be ex-officio members of all committees.
- (e) Each committee may elect its own Chairman.
- (f) Each committee shall make or adopt Rules for the conduct of its business and shall report its proceedings to the Council.

62. Use of technology

Refer to Rule 34

63. Quorum

Refer to Rule 35

64. Voting

Refer to Rule 37

65. Conflict of interest

- (1) A council member who has a material personal interest in a matter being considered at a council meeting must disclose the nature and extent of that interest to the Council.
- (2) The councillor—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66. Minutes of meeting

- (1) The Council must ensure that minutes are taken and kept of each council meeting.
- (2) The minutes must record the following—
 - (a) the names of the councillors in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 66.

67. Leave of absence

- (1) The Council may grant a council member leave of absence from council meetings for a period agreed upon by the council on an as needs basis

PART 6 FINANCIAL MATTERS

68. Source of Funds

The funds of the Society shall be derived from the annual Subscriptions, donations and such other sources as the Council determines.

69. Bank and Cheques

- (1) The Council shall appoint a banker to the Society to whom all sums of money received by the Secretary or other persons for the use of the Society shall be paid.
- (2) No monies shall be drawn from the Society's banking account except by order of the Council.
 - a) cheques signed by any two of the President, a Vice-President or the Treasurer and counter signed by the Secretary
 - b) electronic payments to be processed by the treasurer and authorised by the secretary.
 - c) entries shall be made of all such payments.

70. Finance and Audit

- (1)
 - (a) At least once in every year the accounts of the Society shall be examined and the correctness of the Accounts and Balance Sheet ascertained and certified by the Society's Auditor. The Treasurer shall submit a balance sheet to the auditor immediately after the close of the financial year and such balance sheet when audited with the Auditor's Report thereon shall be presented to the Annual General Meeting.
 - (b) Every Auditor appointed shall conform with the Associations Incorporation Reform Act 2012 (the Act). The remuneration of the Auditor shall be fixed by agreement with the council.
 - (c) Every Auditor of the Society shall have the right to access at all times the books, accounts and vouchers of the Society and shall be entitled to require from the officers and servants of the Society such information and explanations as may be necessary for the performance of the duties of Auditor.

71. Management of Funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Council may approve expenditure on behalf of the Association.
- (3) The Council may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 council members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

- (6) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

72. Financial records

- (1) The Association must keep financial records that—
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
- (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Council.

73. Financial statements

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Council;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

74. Use of the Society’s Grounds and/or Buildings by other person or persons

- (1) No person or persons shall be allowed to use the Society’s grounds or Buildings for any purpose to which admission of the public is permitted, unless such persons take out cover with an Insurance Company, indemnifying the Society against all actions proceedings claims and demands of whatever kind arising out of the use of the Society’s Grounds or Buildings for the admission of the public as aforesaid. The Council reserves the right to accept or decline their insurance cover.

75. Common Seal

- (1) (a) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (b) The Common Seal shall not be affixed to any Instrument except by the authority of Council and the affixing of the Common Seal shall be attested by the signatures either of two members of the Council, or one member of the Council and the Public Officer of the Society.

76. Registered address

- (1) The registered address of the Association is—
- (a) the address determined from time to time by resolution of the Council; or
 - (b) if the Council has not determined an address to be the registered address— the postal address of the Secretary.

77. Notice Requirements

- (1) With the exception of the provision of all notices shall be served by or on behalf of the Society upon any member either personally, or by sending it by post, electronically to the members at his address shown in the Register of members.
- (2) Where the document is properly addressed, pre-paid and posted to the person as a letter, the document shall unless the contrary is proved be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Sub-rule (1) does not apply to notice given under rule 58.
- (4) Any notice required to be given to the Association or the Council may be given—
- (a) by handing the notice to a member of the Council; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) by email to the email address of the Association or the Secretary.

78. Custody of Books

- (1) The Secretary shall subject to directions from the Council keep in his custody or under his control all books, documents and securities of the Society.

79. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any councillors or former councillors of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

80. Alteration of Rules and Statement of Purpose

- (1) These rules and the Statement of Purposes of the Society shall not be altered except in the accordance with provisions of the Act.