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THE ROYAL NATIONAL
AGRICULTURAL AND
INDUSTRIAL ASSOCIATION
OF QUEENSLAND

Objects and Rules

Incorporating Amendments approved by the
Annual General Meeting of Members
on 28 August 2020

Approved by:

Treasurer, Minister for Infrastructure and
Planning The Hon Cameron Dick MP

10 November 2020

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1. **PRELIMINARY**

1.1 NAME

The name of the Association shall be 'The Royal National Agricultural and Industrial Association of Queensland.'

1.2 DICTIONARY

When used in these Rules the following terms shall have the following meanings unless the context or subject matter otherwise requires:

'Association' means Royal National Agricultural and Industrial Association of Queensland, the body corporate preserved, continued in existence and constituted by the *Royal National Agricultural and Industrial Association of Queensland Act 1971*.

'By-Laws' means the by-laws of the Association made pursuant to the Rules for the time being in force;

'Chief Executive' means the person appointed as the chief executive, general manager or director of the Association;

'Committee' means a Committee appointed by the Council or Executive Committee in accordance with these Rules;

'Corporate Member' means a body corporate or partnership or other corporate person or entity who is not a natural person and who has been admitted as a Corporate Member;

'Council' means the Council of the Association;

'Council Members' means the 18 members of Council, not being the President or the Senior or Junior Vice President.

'Councillor' means a councillor of the Association, and where used without qualification includes Honorary Councillors;

'Executive Committee' means the executive committee of Council constituted in accordance with these Rules;

'Financial Year' means the period of twelve (12) months commencing on the first day of January in any given year and terminating on the thirty-first day of December in each year;

'Higher Position' means:

- (a) So far as it relates to a Council Member and/or Junior Vice President the positions of Senior Vice President and/or President.
- (b) So far as it relates to Senior Vice President the position of President.

'Honorary Treasurer' means the person for the time being holding that office in accordance with these Rules;

'Junior Member' means a person under the age of eighteen years who has been admitted as a Junior Member;

'Member' means a member of the Association pursuant to these Rules, and where used without qualification includes a General Member, Life Member, Honorary Life Member, Junior Member and Corporate Member;

'Members' Register' means the register of members maintained by the Association in accordance with these Rules.

'Month' means calendar month;

'Pass' means the pass, badge, ticket or card from time to time furnished by the Association in respect of the current Association's year.

'Person' means a natural person;

'President' means the person for the time being holding that office in accordance with these Rules;

'Seal' means the common seal of the Association;

'Vice President' means the person for the time being holding that office in accordance with these Rules;

'Voting Member' means a Member (including any Member of a Member sub-class unless these Rules state, or the Council determines that, a sub-class is non-voting), Life Member and any other Member determined to be a Voting Member by the Council from time to time.

'Written' or 'In Writing' means any form of representing or reproducing words in a visible form.

1.3 INTERPRETATION

The Council is the sole authority for the interpretation of these Rules, and of the By-laws and Regulations made thereunder, and a decision of the Council upon any question of interpretation, or upon any matter affecting the Association and not provided for by these Rules or by the By-laws and Regulations made thereunder shall be final and binding on the Members.

1.4 In these Rules, unless the context otherwise requires:

- a) the singular includes the plural and the converse;
- b) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- c) a reference to a person, body politic, corporation, trust, partnership, unincorporated body, a statutory authority or other entity includes any of the foregoing;
- d) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- e) Clause headings are inserted for convenience only and are not to be used in interpreting these Rules; and
- f) a reference to a "copy" includes a reference to any reprographic reproduction (including a scanned image).

2. **STATEMENT OF OBJECTS**

2.1 The objects of the Association are:

- a) To promote and encourage the development of the agricultural, pastoral, horticultural, industrial, manufacturing and cultural resources of the State of Queensland.
- b) To promote and encourage public interest and participation in the agricultural, pastoral, horticultural, industrial and cultural development of the State.
- c) To promote and encourage improvement in agricultural, pastoral, horticultural, industrial, manufacturing and cultural activities in the State in all their aspects.

- d) To promote and encourage either directly or indirectly public knowledge and awareness of and pride in the agricultural, pastoral, horticultural, industrial, manufacturing and cultural activities and achievements of the State and public interest and participation in the promotion and improvement of those activities and achievements.
- e) To hold exhibitions and other shows for the display whether competitive or non-competitive of the products, activities and achievements of the State, and of other States or countries, in all their forms.
- f) To hold and conduct field competitions relating to those products, activities and achievements.
- g) To promote and encourage improvements in skills of all kinds.
- h) To promote and encourage improvement in the breeding and use of all kinds of plants, animals, birds and fish.
- i) To promote and encourage improvement in design, manufacture and application of all types of machinery and equipment.
- j) To award prizes, certificates, trophies, scholarships and bursaries.
- k) To teach, train and instruct persons and to promote and encourage educational or scientific research in all matters which in the opinion of the Council are calculated to further any one or more of the objects of the Association.
- l) To accept gifts, donations and testamentary dispositions, whether subject to any special trust or condition or not, which in the opinion of the Council are calculated to further any one or more of the objects of the Association.
- m) To undertake and execute any trusts either gratuitously or otherwise which in the opinion of the Council are calculated to further any one or more of the objects of the Association.
- n) To borrow money on such terms as the Council may determine for any purpose of the Association subject to the provisions of the Royal National Agricultural and Industrial Association of Queensland Act of 1971 and of the Rules of the Association.
- o) To promote and encourage the application of science to the general purposes of agriculture, industry, and the cultural and domestic life of the community.
- p) To collect and disseminate information and knowledge which in the opinion of the Council are calculated to further the objects of the Association.
- q) To establish relations with kindred associations or societies whether in Queensland or elsewhere and to open and cultivate exchanges with them to assist them in such ways as in the opinion of the Council are calculated to further the objects of the Association and to enter into such reciprocal arrangements with them as the Council may determine.
- r) To conduct schools, lectures, courses, seminars and field days and such other forms of education related to and calculated to further the objects of the Association as the Council may determine.
- s) to purchase, lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be thought necessary or convenient for any of the purposes of the Association, and any lands, buildings, easements, machinery and/or plant;
- t) to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Association;
- u) to provide and assist in the provision of such promotional, entertainment, cultural, recreational, trade and other activities as may from time to time be

determined, including holding exhibitions, shows, conferences, social gatherings and functions insofar as such activities assist the attainment of the Association's objects;

- v) to do all such other things as are incidental or conducive to the attainment of the above-mentioned objects or any of them, this general statement of objects being deemed as enabling and not in any way as restrictive of the foregoing objects.

and it is hereby expressly declared that except as herein provided each of the objects herein set out shall be construed independently of the other objects and that none of the objects shall be deemed to be merely subsidiary to any other object.

3. **CONSTITUTION OF ASSOCIATION**

- 3.1 The Royal National Agricultural and Industrial Association of Queensland shall consist of a Patron, a President, a Senior and a Junior Vice-President, the other members of the Council and Honorary Members of the Council, General Members, Life Members, Honorary Life Members and Corporate Members.
- 3.2 The Council may at any time appoint any person to be an Honorary Life Member of the Association in recognition of services rendered in promoting the objects for which the Association was established. An Honorary Life Member shall be entitled to all privileges of a General Member and shall be bound by the Rules of the Association applicable to him or her.

4. **MEMBERSHIP**

- 4.1 The Council may determine and admit different classes of Members, and subject to these Rules, the qualification, rights, privileges, and obligations of the respective classes of Members.
- 4.2 The Members of the Association are those persons whose names are recorded on the Members' Register kept by the Chief Executive.
- 4.3 Members must inform the Chief Executive in writing of their address for correspondence and of any subsequent change in their address.
- 4.4 The Council shall have the power, authority and discretion to determine the following:
 - a) the classes of Membership;
 - b) the fees charged for Membership; and
 - c) the benefits and privileges of Members (and their guests).
- 4.5 The fees, benefits and privileges may differ between the classes of membership.
- 4.6 All Members except Junior and Corporate Members are eligible to be elected as a Councillor and to vote.
- 4.7 Member passes are not transferable.

5. **APPLICATION FOR MEMBERSHIP AND ADMISSION OF NEW MEMBERS**

- 5.1 All applicants for Membership must be a fit and proper person to be a Member of the Association, and the Council shall determine the process by which an applicant shall satisfy the Council that they are a fit and proper person.
- 5.2 The application must be in a form determined by the Council from time to time.
- 5.3 The Association must receive the entrance fee and subscription of an applicant for membership in advance of their election. Neither the payment of an entrance fee or subscription in advance will constitute an acceptance of an application for membership or restrict in any way the Association's right of refusal under the provisions of these Rules. If that right is exercised the moneys so tendered shall be refunded.
- 5.4 The Chief Executive must submit each Membership application to the next meeting of the Council or as directed by the Council from time to time.
- 5.5 When a candidate has been admitted, notice to that effect will be sent to the candidate by the Chief Executive and thereafter will become a Member of the Association and be entitled to all of the benefits and privileges of membership, and will be bound by the Rules of the Association.
- 5.6 If a Membership application is refused, the Chief Executive must notify the applicant in writing. The Council is not required to give any reason for accepting or rejecting any application for Membership

6. **CESSATION OF MEMBERSHIP**

- 6.1 A person ceases to be a Member of the Association if the Member:
- a) gives notice in writing to the Chief Executive resigning as a Member; or
 - b) is expelled as a Member in accordance with Rule 6.3; or
 - c) dies.
- 6.2 The date of resignation of a Member is the date on which the written notice of resignation is received by the Chief Executive.
- 6.3 Subject to this clause 6, the Council has power to expel a Member or suspend their Membership if the Member:
- a) is convicted in Queensland of an offence that is punishable by imprisonment for 12 months or more, or convicted elsewhere than in Queensland of an offence that, if committed in Queensland, would be an offence so punishable;
 - b) becomes subject to any form of insolvency administration (including bankruptcy, liquidation and receivership);
 - c) in the opinion of the Council, acts out of self-interest while performing any official duties for the Association;
 - d) refuses or neglects to comply with the provisions of these Rules or of any By-Law of the Association;
 - e) is guilty of any conduct which, in the opinion of the Council, is prejudicial to the interests of the Association or its Members;
 - f) has in the opinion of the Council, been guilty of any grossly improper conduct or riotous behaviour at any show or other meeting of the Association;
 - g) fails to pay any fine imposed on the Member by the Association; or

- h) fails to pay any monies which the Member has contracted or is liable to pay to the Association.
- 6.4 The Council shall make disciplinary by-laws to deal with the process of expelling or suspending a Member and the application of natural justice.
- 6.5 If any Member fails to pay the annual subscription for Membership before the thirty-first day of March of the current financial year, that person will cease to be a Member of the Association and the Chief Executive shall promptly cause their name to be removed from the Members' Register provided that, if that person provides to the Council the reason for their failure to pay the annual subscription, which the Council in its discretion deems satisfactory, the Council may, on payment by that person of the amount due, reinstate that person's name on the list of Members in the Members' Register.
- 6.6 No Member may vote or enjoy any of the privileges of a Member during the time that the Member's subscription is in Arrears or during any period of suspension or expulsion applicable to their Membership.

7. ANNUAL GENERAL MEETING

- 7.1 The Annual General Meeting of Members shall be held prior to the 30th day of April in each year and at that meeting the Annual statement of financial position and Yearly Accounts (duly audited) shall be produced, the election of the Patron shall take place and the result of the election of President, two Vice-Presidents and nine members of Council shall be declared.

8. ANNUAL GENERAL MEETING NOTICE

- 8.1 Notice of the Annual General Meeting of members shall be given to each Member on the register of members as at the date of calling the meeting.
A notice of an Annual General Meeting shall specify:
 - a) the date, time and place of the meeting;
 - b) the general nature of the business to be transacted at the meeting; and
 - c) stating that a copy of the Annual Report including the Annual Financial Report, Councillor's Report and Auditor's Report may be accessed on the Association's website.

9. GENERAL MEETINGS

- 9.1 A general meeting may be convened by the Council at any time.
- 9.2 At least 21 days' written notice of a general meeting must be given to all Members who are entitled to receive the notice
- 9.3 A notice of a general meeting must contain:
 - a) the place, the day and the hour of the meeting; and
 - b) the general nature of the business to be transacted at the meeting.
- 9.4 The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at, or any resolution passed at, that meeting.

10. **PROCEEDINGS AT GENERAL MEETINGS**

- 10.1 No business can be transacted at any Annual General Meeting or general meeting unless a quorum of Members is present in person or by proxy, attorney or representative at the time when the meeting is due to commence.
- 10.2 Unless otherwise determined by the Association in general meeting, a quorum is 20 Members present in person and entitled to vote.
- 10.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting:
- a) if convened upon the requisition of Members, is dissolved; or
 - b) in any other case, the meeting is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Chairman may determine.
- 10.4 If a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Members present constitute a quorum.
- 10.5 The Chairman may, with the consent of the majority of Members present at any meeting at which a quorum is present, adjourn the meeting but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 10.7 At any general meeting of Members a resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded by the Chairman.
- 10.8 The demand for a poll may be withdrawn.
- 10.9 Unless a poll is demanded, a declaration by the Chairman is conclusive evidence of the result, provided the declaration reflects a show of hands and the proxies received. Neither the Chairman nor the minutes need to state the number or proportion of votes recorded in favour or against.
- If a poll is demanded the Chairman will determine how the poll will be taken, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 10.10 If a poll is demanded on the election of a Chairman or on a question of adjournment, it must be taken immediately.
- 10.11 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman is entitled to a second or casting vote.
- 10.12 A Member may only vote in person.

11. **SPECIAL GENERAL MEETING**

- 11.1 On the receipt of a requisition signed by one hundred duly qualified Members of the Association and addressed to the Chief Executive, stating the object for which the meeting is required or at the request of the Council of the Association, or the Executive Committee, the Chief Executive shall call a Special General Meeting of the Association of which at least one month's notice shall be given, and at which no business except

that for which the meeting is called shall be discussed. Notice of the meeting shall be by circular to members.

12. **ALTERATION OF RULES**

- 12.1 No existing rule shall be altered or rescinded, or new rule made, unless notice of the proposed alteration shall have been given at least 28 days previous to a General Meeting, and carried by two-thirds majority of those present.

13. **CHAIRMAN**

- 13.1 At all General Meetings of Members, all Meetings of the Council and all public functions of the Association, the President shall take the Chair, and in the President's absence then one of the Vice-Presidents and in their absence the Meeting will elect the Chairman.

14. **COUNCIL**

- 14.1 The Council shall consist of the President, the Senior and Junior Vice Presidents and 18 Members (Council Members) elected from the general body of the Members.

- 14.2 Only an individual Member of the Association may hold any position on the Council.

- 14.3 All positions on the Council, including the President, and the Senior and Junior Vice Presidents and Council Members shall be elected for a term of three years, subject to the provisions in relation to maximum terms and are eligible for re-election at the end of their terms. This provision shall apply as and from the Annual General Meeting held in 2021.

- 14.4 Subject to clause 14.7 the following shall apply:

14.4.1 The Council Members and/or the Junior Vice President shall have a maximum period as a Council Member and/or Junior Vice President of no more than four three year terms (or part thereof but not including a period filling a casual vacancy) making a total period of 12 years.

14.4.2 In addition to the maximum period of 12 years as a Council Member and/or Junior Vice President, the Senior Vice President shall be entitled to no more than two terms of three years (or part thereof but not including a period filling a casual vacancy) as Senior Vice President a total of 6 years.

14.4.3 In addition to the maximum period of 12 years as a Council Member and/or Junior Vice President and a maximum period of 6 years as Senior Vice President, the President shall be entitled to no more than two terms of three years (or part thereof but not including a period filling a casual vacancy) as President a total of 6 years.

- 14.5

14.5.1 Subject to clause 14.5.2, a person who ceases to be a member of the Council or a Vice President because they have served their maximum period, may be again elected or appointed to any position on the Council after an interval period of three years not serving as a member of the Council. In those circumstances the calculation of the maximum period shall recommence from that time.

- 14.5.2 A person who has served their maximum period in the position of Council Member or a Vice President is eligible to be elected or appointed to any higher position on the Council provided that the term for such higher position commences immediately upon the completion of the maximum period.
- 14.5.3 A person who has held the position of the President is not eligible to be elected or appointed to the Council in any capacity after their term as President has ceased.
- 14.6 Subject to clause 14.7, the provisions of clauses 14.4 and 14.5 do not have retrospective effect and shall take effect and apply as and from the Annual General Meeting held in 2021. Periods served as a Councillor, Junior or Senior Vice President or President before the date of the Annual General Meeting held in 2021 shall not be counted for the purpose of these clauses.
- 14.7
- 14.7.1 The provisions of clause 14.4.1 shall not apply to any person who at the date of adoption of this clause in the Objects and Rules holds the position of Councillor or Junior Vice President. The maximum period that such person may serve as a Councillor or Junior Vice President shall be the maximum term permissible at the time such person was elected or appointed to the Council.
- 14.7.2 The provisions of clause 14.4.2 and 14.4.3 as they relate to the maximum period as Senior Vice President or President shall apply to any person elected or appointed to the position of Senior Vice President or President as and from the Annual General Meeting in 2021.
- 14.8 The Council Members elected at the Annual General Meeting in 2020 are elected for two years. The effect of this clause is to change the term of those persons elected in 2020 (or any person who replace them by election or appointment). Those persons elected in 2020 are elected for different terms. The Council Members who are elected at the Annual General Meeting in 2020 (or any persons who replace them by election or appointment) shall have a term, which expires at the Annual General Meeting to be held in the years as set out below
- | | |
|------|--|
| 2022 | Catherine Sinclair
Duncan McInnes
Rod Bower
Liz Allen
John Cotter
Jamie Grant |
| 2023 | Peter Little
Don Chandler
Gary Noller |
- Where any of these persons listed shall not hold office at the relevant time, the person who has replaced the named person by election or appointment that person shall be subject to an election to be held in the year stated.
- 14.9 Notwithstanding the provisions of clause 14.3, the Council Members elected at the Annual General Meeting in 2021 shall be elected for different terms. The Council Members at the time of this amendment of this Rule (or any persons who replace them

by election or appointment) shall have a term which expires at the Annual General Meeting in the years as set out below.

2023	Ian Galloway (will have been replaced at 2021) Wally Boydell Lionel Blumel
2024	Ian Ferguson Will Roberts David Fagan Robin McLay Michael Grieve Jane Onley

Where any of these persons listed shall not hold office at the relevant time, the person who has replaced the named person by election or appointment that person shall be subject to an election to be held in the year stated.

- 14.10 A person who receives a term of less than three years as a Councillor pursuant to clauses 14.8 and 14.9, the period of the term shall be deemed to be a full term for the purposes of determining the maximum period pursuant to clause 14.4.1.
- 14.11 The President, Senior and Junior Vice Presidents elected at the Annual General Meeting in 2020 shall be elected for 1 year and shall be eligible for re-election in 2021.
- 14.12 The office of a member of the Council shall be vacated if the member
- a) dies;
 - b) resigns from the Council;
 - c) is removed from office in accordance with these Rules;
 - d) has their term of office expire and the Councillor is not re-elected or re-appointed to the office;
 - e) is absent from three consecutive meetings of the Council without its consent and if the Council resolves that the office he or she holds be vacated;
 - f) is convicted in Queensland of an offence that is punishable by imprisonment for 12 months or more, or convicted elsewhere than in Queensland of an offence that, if committed in Queensland, would be an offence so punishable;
 - g) becomes bankrupt; or
 - h) becomes a person who has impaired capacity or is of unsound mind as defined in the Mental Health Act 2000 (Qld).
- 14.13 Any member of the Council may be removed from office by the resolution of the Council, provided that such a member may within seven (7) days after being notified of such resolution request the Council in writing that the matter be referred to a General Meeting, whereupon that removal shall not become effective unless and until confirmed by a General Meeting.

15. ELECTIONS

Returning officer

- 15.1 At a Council Meeting preceding the Annual General Meeting the Council shall:
- a) set the date for the Annual General Meeting for that year, and
 - b) appoint a Returning Officer.

- 15.2 The Returning Officer shall:
- a) not be a Councillor nor a candidate for election,
 - b) have the conduct of the election, and
 - c) determine any question arising in or in relation to the election.
- 15.3 The Returning Officer may appoint two scrutineers to assist in the conduct of the election.

Nomination Procedure

- 15.4 Every candidate for election shall be nominated in writing on a form prescribed by the Council.
- 15.5 A supply of such forms shall be kept available for Members by the Returning Officer at the office of the Association. Every nomination form shall be signed by at least two Members entitled to vote and also by, or on behalf of, the candidate nominated thereby.
- 15.6 Every Member who is eligible to vote is entitled to nominate for any one of the positions of President, Senior Vice President, Junior Vice President or Member of the Council.
- 15.7 Every nomination form must be received by the Returning Officer at the office of the Association before the thirty-first day of December of the year immediately preceding the date of the next Annual General Meeting.
- 15.8 A candidate may with their nomination furnish to the Returning Officer a statement of their personal details not exceeding one hundred words, a copy of which shall be furnished to each Member with the ballot paper.
- 15.9 If no more than the requisite number of candidates is nominated for any office, the candidates duly proposed shall be declared elected at the Annual General Meeting.

Eligibility to Vote

- 15.10 A Member is eligible to vote at an election of, and only of, Members if, at the date prescribed for the close of voting, the member:
- a) is not a Junior Member or a Corporate Member;
 - b) is not in arrears in payment of any amount payable to the Association.

16. **MODE OF VOTING IN ELECTIONS FOR COUNCIL**

- 16.1 If more than the requisite number of candidates are nominated for any office, a secret ballot shall be held for the election of the requisite number.
- 16.2 If an election is required, the Returning Officer shall not less than sixteen (16) clear days before the day fixed for the Annual General Meeting, send the appropriate voting paper (which has been initialled by the Returning Officer) to every Member entitled to vote, together with an outer and an inner envelope. The outer envelope shall have the address of the Association printed on it and a place for the Member to sign.
- 16.3 No ballot papers shall be forwarded to Members who were unfinancial at 31 December preceding the Meeting or to disqualified Members.

- 16.4 Every Member entitled to vote and desirous of voting in the election shall before 5.00 pm four (4) clear business days before the day fixed for the Annual General Meeting, return the completed voting paper to the Returning Officer at the office of the Association.
- 16.5 A Member voting shall strike out the names of the candidates for whom the Member does not wish to vote.
- 16.6 For the avoidance of doubt, if the Returning Officer, in his or her discretion, determines that a Member's voting intentions are clear from a ballot paper, even though the Member has not struck out the names of the candidates for whom the Member does not wish to vote, the Returning Officer, may in his discretion, determine that the vote shall be regarded as having been validly cast.
- 16.7 The Returning Officer and the Scrutineers shall examine the ballot papers and the Returning Officer shall determine the result and hand the result to the Presiding Chairman at the Annual General Meeting.
- 16.8 Any ballot paper containing any more or fewer number of names not struck out than the number to be elected shall be rejected as informal provided that if a vacancy or vacancies as mentioned in Rule 23 shall occur and the name of the person or persons in respect of whose office such vacancy or vacancies shall have occurred shall be on the ballot paper when it is issued to Members then a ballot paper shall not be informal by reason only of the fact that it contains more remaining names (to the number of such vacancy or vacancies) than the number to be elected for the office in respect of which the ballot is being taken.
- 16.9 In the case of an equality of votes for two or more candidates the Presiding Chairman shall have a casting vote in addition to their personal vote.
- 16.10 Should a sufficient number of nominations not be received to fill the number of vacancies, it shall be competent for the Annual General Meeting to elect sufficient to fill the number.

17. **MEETINGS OF THE COUNCIL**

Convening a Meeting

- 17.1 The President may at any time, and the Chief Executive shall whenever requested to do so by three or more Councillors, convene a Council meeting.
- 17.2 Not less than 24 hours' notice of every Council meeting shall be given to each Councillor either by personal telephone contact or in writing by the Chief Executive, unless the President otherwise determines.

Procedure at Meetings

- 17.3 The Councillors may meet together to dispatch business, adjourn and otherwise regulate the Council meetings as they think fit and determine the quorum necessary for the transaction of business.

Quorum

- 17.4 Unless the Council determines otherwise, a quorum comprises five Councillors.
- 17.5 Business shall not be transacted at any Council meeting unless a quorum is present.

Majority Decisions

- 17.6 Questions arising at any meeting of the Council shall be decided by a majority of votes. A resolution passed by a majority of Councillors shall for all purposes be deemed a determination of the Council.

Casting Vote

- 17.7 In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

Chair

- 17.8 A Council meeting shall be chaired by:
- a) the President;
 - b) if the President is not present within 15 minutes after the scheduled commencement of the meeting, or is unable or unwilling to act, the Vice President;
 - c) if the President and Vice President are absent or unable or unwilling to act, a Councillor elected by the Councillors present.

Written Resolutions

- 17.9 If, in respect of any resolution, a required majority of Council members advise the Association in writing that they are in favour of the resolution, then a resolution in those terms is taken to have been passed by the Council without a meeting. The resolution is deemed to have been passed once the Association has received advice in writing from the required majority of Council members. For the purpose of this clause, a 'required majority' means a majority of Council members, except in the case where a greater majority would have been required for the resolution to have been passed at a Council meeting, in which case, a required majority shall mean that greater majority.
- 17.10 Any advice in writing referred to in this clause may be in the form of a facsimile transmission or electronic notification.
- 17.11 If a resolution is taken to have been passed in accordance with this Rule 18, the minutes for the next meeting following the passing of the written resolution must record that fact.
- 17.12 This Rule 17 applies to resolutions of Committees.
- 17.13 The terms of any resolution referred to in this Rule 17 must be provided in advance to every member of Council who is entitled to vote on the resolution.
- 17.14 The resolution is passed when the last Councillor constituting the necessary majority signifies his or her assent to the resolution.

Defective Appointment

- 17.15 All acts done by the Council or by any committee of Councillors or by any person acting as a Councillor are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be, or to act as, a Councillor, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Councillor or to be a member of the committee.

Councillors' interests

- 17.16 A Councillor who is in any way interested in a contract or proposed contract with the Association or a Related Body Corporate of the Association must declare the nature of the Councillor's interest immediately in writing to the President.
- 17.17 The Chief Executive must record every declaration of interest in the minutes of the Council meeting at or after which it is made.
- 17.18 If a Councillor is interested in a contract or proposed contract with the Association or a Related Body Corporate and declares the nature of the interest as required by these Rules:
- a) the Councillor is not disqualified by holding office as a Councillor from contracting or entering into any arrangement with the Association or a Related Body Corporate, whether as vendor, purchaser or otherwise;
 - b) a contract or arrangement entered into by or on behalf of the Association or a Related Body Corporate in which the Councillor is in any way, whether directly or indirectly, interested, is not liable to be avoided; and
 - c) the Councillor is not liable to account to the Association or a Related Body Corporate for a profit realised from that contract or arrangement by reason of the Councillor holding that office.

Participation by interested Councillor

- 17.19 A Councillor may not vote on or be present during the consideration by the Council of any matter in which the Councillor has, directly or indirectly, a material personal interest. If a Councillor votes in contravention of this rule that Councillor's vote is not counted.
- 17.20 A Councillor who is not entitled to vote or to be present during the consideration of a matter may not be counted in any quorum required for a meeting of the Council.
- 17.21 The prohibitions in clauses 17.19 and 17.20 do not apply if:
- a) the Council has at any time resolved that it is satisfied that the Councillor's interest in the matter (as specified by resolution of the Council) should not disqualify the Councillor from considering or voting on the matter; or
 - b) the interest that the Councillor has in the matter arises by reason only that the Councillor is a Member and has an interest in the matter in common with the other Members.

Meetings by Technological means

- 17.22 Councillors may conduct meetings by telephone, audio-visual link up or any other technological means consented to by all Councillors provided that all Councillors are able to hear and be heard by all others attending the meeting.
- 17.23 A Councillor participating in a meeting in accordance with Rule 17.22 is deemed to be present, including for the purposes of constituting a quorum and is entitled to vote at the meeting.
- 17.24 A meeting conducted by telephone, audio-visual link up or other technological means is to be treated as held at the place agreed upon by the Councillors provided that at least one Councillor present at the meeting was at such place for the duration of the meeting.

17.25 An original document, or a photocopy or copy which is in the possession of or has been seen by all Councillors attending the Council meeting prior to, or at the time of that meeting may be treated as a document tabled at that meeting.

18. **POWERS OF COUNCIL**

18.1 The management of the affairs and the control of the Association shall be vested in the Council, which, in addition to the powers and authorities by these Rules expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Association, and are not by the Rules expressly directed or required to be exercised or done by the Association in General Meeting.

19. **COUNCIL MAY MAKE BY-LAWS**

19.1 The Council shall have power to make, alter or rescind By-Laws for the conduct of their business, and the business of the Association generally.

20. **COMMITTEES**

20.1 The Council or Executive Committee may from time to time appoint Committees consisting of such members of Council and other persons as it may decide. A Committee shall have power to appoint a sub-committee of its members and other persons for the purpose of considering such matters referred to it as it considers desirable.

20.2 The President, and Vice-Presidents shall be ex-officio Members of all Committees.

21. **THE DELEGATION BY COUNCIL**

21.1 The Council may, in relation to any matter or class of matters, or in relation to any activity or function of the Association, by resolution, delegate all or any of its powers and authorities, duties and functions under these Rules, the By-Laws, or Regulations (except this power of delegation) to any member of or to any Committee appointed by the Council, or to any officer or officers of the Association.

21.2 Every delegation under this section may be varied or revoked by resolution of the Council, and no delegation shall prevent the exercise of any power, authority, duty or function by the Council.

21.3 A power, authority, duty or function delegated by the Council may be exercised or performed by the delegate:

- a) in accordance with the resolution of delegation; and
- b) if the exercise of the power or authority or the performance of the duty or function is dependent upon the opinion, belief or state of mind of the Council in relation to a matter, upon the opinion, belief or state of mind of the delegate in relation to that matter.

22. **CONTRACTS**

- 22.1 The Council or the Executive Committee may enter into all such negotiation and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Association as they may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise for the purposes of the Association.

23. **VACANCIES**

- 23.1 The Council shall have the power to fill any vacancy which may have occurred from any cause in the office of President, Vice-President or member of Council. Officers so appointed shall hold office only for the term for which their predecessors had been elected but their appointment shall be subject to confirmation at the next Annual Meeting. In the event of the Constitution of the Council being increased the Council may fill the positions created by such increase, but the appointments so made shall be subject to confirmation at the next Annual Meeting.

24. **EXTRAORDINARY VACANCY OCCURING AFTER CLOSE OF NOMINATIONS FOR ELECTION TO COUNCIL**

- 24.1 If the position of President, Senior and Junior Vice President or the position of member of the Council becomes vacant at any time for whatever reason, that shall create a casual vacancy.
- 24.2 The Council may determine in its absolute discretion when to appoint a Member to fill the casual vacancy irrespective of when that casual vacancy occurs. However, no casual vacancy shall be filled by the Council between closure of nominations for any position on the Council on the 31st December in each year and the date of the Annual General Meeting in the subsequent year.
- 24.3 A Member appointed to fill a casual vacancy under this Rule in the position of President or Senior or Junior Vice-President or a Councillor shall hold office for the balance of the term of the person whom they have replaced however the appointment must be confirmed by an ordinary resolution of the general body of Member at the next Annual General Meeting after the appointment.

25. **HONORARY MEMBERS OF COUNCIL**

- 25.1 Any person who ceases to be a Member of the Council after serving a continuous period of 10 years on the Council and, who, in the opinion of the Council, has rendered outstanding service in promoting the objects for which the Association is established, may be appointed an Honorary Member of Council.
- 25.2 An Honorary Member of Council shall be entitled to all the privileges of a Member of Council save that an Honorary Member of Council shall not be entitled to attend or vote at Meetings of Council.
- 25.3 The Council in its absolute discretion and without being required to assign or give any reason therefore may revoke the appointment of an Honorary Member of Council or withdraw or suspend any or all the privileges attaching thereto.

26. **EXECUTIVE COMMITTEE**

- 26.1 The Members of the Council shall at their first meeting after the Annual General Meeting in each year, or at some adjournment thereof, elect from among themselves an Honorary Treasurer and three members, who, with the President and Vice-Presidents, shall constitute the Executive Committee for that year.
- 26.2 The Executive Committee shall have the control of the financial administration, management, planning, strategic development and the general business of the Association.
- 26.3 The Executive Committee shall meet at such time as they shall determine for the dispatch of business.
- 26.4 A meeting of the Executive Committee may be validly conducted by technological means in the same manner as set out in Rules 17.22 to 17.25.
- 26.5 Five members of the Executive Committee shall constitute a quorum.
- 26.6 The President at any time, and the Chief Executive shall on the requisition of a member of the Executive Committee, convene a meeting of the Executive Committee.
- 26.7 Except in the case of emergencies, at least 48 hours notice must be given for a meeting of the Executive Committee.
- 26.8 The Council may by resolution remove any member of Council other than the President or Vice President from the Executive Committee.
- 26.9 The Council may at any time appoint any Councillor to fill a casual vacancy on the Executive Committee.

27. **FINANCIAL YEAR**

- 27.1 The financial year of the Association shall terminate on the thirty-first day of December in each year.

28. **FINANCIAL**

- 28.1 The Council must cause proper accounting and other records to be kept in accordance with the relevant Australian Accounting Standards issued by the Australian Accounting Standards Board.

29. **DUTIES OF THE HONORARY TREASURER**

- 29.1 The Honorary Treasurer shall carry out such duties as may from time to time be assigned to him or her by the Council or the Executive Committee and shall present at each Annual General Meeting a Statement of financial position and a statement of financial performance of the Association for the year then concluded.
- 29.2 Unless otherwise directed or resolved by the Council, the Honorary Treasurer may delegate any of his or her duties to those officials of the Association qualified to perform them or to the Association's accountants or the Auditor.

30. **PAID OFFICIALS**

30.1 It shall be within the authority of the Executive Committee to appoint, employ, remove or suspend such employees, contractors, agents, consultants and other persons as may be necessary or convenient for the purposes of the Association on such terms and conditions as shall be determined by the Executive Committee.

31. **DUTIES OF THE CHIEF EXECUTIVE**

31.1 The Chief Executive shall be responsible for the management of the business of the Association from day to day and shall report to the Executive Committee and be answerable to the Executive Committee in respect of all matters relating to the business of the Association.

31.2 The Chief Executive shall cause full and accurate minutes of all proposals, motions, questions, matters, resolutions and other proceedings at all annual general meetings and special general meetings, Council meetings and Executive Committee meetings to be made and recorded.

31.3 The Chief Executive shall issue to the members of the Association all notices of annual general meetings and special general meetings, such notices to state clearly the nature of the business to be transacted at such meetings.

31.4 The Chief Executive shall perform such other duties as are assigned from time to time to his or her role by the Executive Committee.

31.5 The Executive Committee may at any time and for such period or periods as they may in their discretion think fit appoint a person to be acting Chief Executive and such person shall, during the period of their appointment, carry out the duties of the Chief Executive.

32. **AUDITOR**

32.1 There shall be an Auditor for the Association who shall be appointed by the Council and who must be qualified to hold that office under the provisions of the *Royal National Agricultural and Industrial Association of Queensland Act 1971-1994*.

33. **SEAL OF THE ASSOCIATION**

33.1 The Common Seal of the Association shall not be affixed to any document except by the authority of a resolution of the Council and in the presence of a Member of the Council and of the Chief Executive or such other person as the Council may appoint for the purpose and that member of Council and the Chief Executive or other person shall sign every document to which the Seal of the Association is so affixed in their presence.

34. **POLITICAL QUESTIONS**

34.1 No questions of party politics shall be discussed at any Meeting of the Association.

35. **NOTICES**

35.1 The Association may give the notice of meeting to a Member either by:
a) serving it on the Member personally;

- b) sending it by post to the Member at the address shown in the register of Members or the address supplied by the Member for the giving of notices;
- c) forwarding it by facsimile transmission at the facsimile number shown in the register of Members (if any) or the facsimile number supplied by the Member for the giving of notices; or
- d) forwarding it by electronic mail to the electronic mail address shown in the register of Members (if any) or the electronic mail address supplied by the Member for the giving of notices.

- 35.2 A notice of meeting sent by post is taken to be given three days after it is posted.
- 35.3 A notice of meeting sent by facsimile will be deemed to be effected on the date the Association receives a facsimile transmission report confirming receipt of the notice at the facsimile number for the Member referred to in clause 35.1.
- 35.4 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the electronic mail.
- 35.5 Notice of every general meeting must be given in any manner authorised by these Rules to:
- a) every Member except those Members who have not supplied to the Association an address for the giving of notices to them; and
 - b) the auditor or auditors for the time being of the Association.
- No other person is entitled to receive notices of general meetings.

36. **WINDING UP**

- 36.1 The Association may be wound-up in accordance with the provisions of the *Royal National Agricultural and Industrial Association of Queensland Act 1971*.

37. **INDEMNITY**

- 37.1 Every Councillor, Chief Executive and other officers of the Association is indemnified out of the assets of the Association against any liability incurred by the person acting in their capacity.
- 37.2 The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome and participating in any inquiry or other investigation where that person is required to or has a need to attend.
- 37.3 The Association may pay premiums in respect of contracts insuring current and past officers of the Association against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome.

38. **COPIES OF RULES**

- 38.1 These Rules will be printed and a copy supplied on request to each Member free of charge. Ignorance of the Association's Rules on the part of an individual Member will not diminish in any way the binding effect of these Rules upon that Member.

