



Central Australian Show Society

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Summary of Changes to the Constitution of Central Australian Show Society Inc

1. Table of Contents updated automatically as per changes made
2. Deleted "Administration Officer" and replaced with "Event Manager" at every entry
3. Updated Various Clause Changes in line with amended position of clause in constitution
4. **Part 1 - Preliminary**
 - a. Deleted Definitions
 - i. Affiliate Member (Dog Show)
 - b. Added or Changed Definitions
 - i. Member
 - ii. Life Member
 - iii. CASS
 - iv. Honorary Member
 - v. Poll
 - vi. Special Meeting
5. **Part 3 – Members**
 - a. Deleted Affiliation Membership eligibility
6. **Part 6 – General Meetings**
 - a. **48.** Notice of Meetings – (a) added "or by email" (b) added Centralian Today (2) added in "or email"
7. **Schedule 1 – Part 1 Mandatory Details**
 - a. **(1)** Remove Template Text
 - b. **(3)** Added in "at least 5 committee members"
 - c. **(3)** Deleted Template Text
 - d. **(5)** Changed End of Financial Year Date from 31 July to 30 September
8. **Part 2 – Replaceable Details**
 - a. Removed Template Text
 - b. Updated Clauses with changes made
9. **Schedule 2 – Part 1 Application for Membership**
 - a. Removed "Category of Membership applied for"



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10. Part 2 Membership Entitlements

- a. **(4)** Changed to "Entitled to Seek Permission from the Executive Committee to view the Association list of members"
- b. **(7)** Removed Complementary Copy of Association 'Show Handbook'
- c. **(9)** Changed to read "Attend pre and post show events"

Constitution



Central Australian Show Society Inc

This is the annexure marked “A” referred to in the statutory declaration of:

Name of public officer

Made on (date)

Before me

(signature of witness on statutory declaration)

Constitution of the Central Australian Show Society Incorporated

Part 1 – Preliminary

1. Name

The name of the incorporated association is stated in the Schedule.

2. Objects and purposes

The objects and purposes of the Association are specified in the Schedule.

3. Minimum number of members

The Association must have the number of members specified in the Schedule.

4. Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Act* and regulations made under that Act;

Committee means the Management Committee of the Association;

Financial institution means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

General meeting means a general meeting of members convened in accordance with clause 44;

Member means a person who or body that, under the association's constitution, is a member of the association;

Life Member means a life member of the Association whom has either been gifted life membership by CASS or purchased for the prescribed fee and approved by the committee;

CASS means Central Australian Show Society Inc;

Honorary Member means a volunteer who actively promotes the Alice Springs Show, Alice Springs Christmas Show and other events the organisation may organise in the community

Register of members means the register of the Association's members established and maintained under section 34 of the Act;

Poll means the process of voting in an election;

Special resolution means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act;

Special meeting means a special general meeting where a special resolution is intended to be passed in accordance with section 37 of the Act.

5. Interpretation

In this Constitution headings are for convenience only and do not affect interpretation; and unless the context otherwise requires:

- (a) words denoting the singular number include the plural and vice versa, and words denoting any gender include all genders;
- (b) a reference to a clause, sub-clause, or schedule is a reference to a clause, sub-clause, or schedule in or to this Constitution;
- (c) a reference to this Constitution, or any other agreement, agreement or instrument will be deemed to include references to this Constitution, other agreement, agreement or instrument as varied or supplemented from time to time;
- (d) a reference to any legislation or statute shall include a reference to any amendment, re-enactment, variation or extension thereof or statutory provision substituted therefore;
- (e) where any word or phrase is given a defined meaning, any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning; and
- (f) the word "includes" in any form is not a word of limitation

Part 2 – Constitution and Powers of Association

6. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, 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 the terms and in the manner it considers appropriate;
 - (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; and
 - (g) enter into any other contract it considers necessary or desirable.

7. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

8. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

9. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.
- (3) All previous constitutions or articles of association of the Association, or documents purporting to be such, are hereby repealed in their entirety and this Constitution is substituted in place thereof on and from the date this Constitution is lodged with the Northern Territory Department of Business.

Division 1 – Membership

10. Application for membership

- (1) To apply to become member of the Association a person must:
 - (a) submit a written application for membership to the Committee:
 - (i) in a form approved by the Committee; and
 - (ii) signed by the person and both of the members referred to in paragraph (b); and
 - (b) be proposed by one member and seconded by another member; and
 - (c) be over the age of 18 years

11. Approval of Committee

- (1) The Committee must consider any application made under clause 10 at the next available committee meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Event Manager within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

12. Joining fee

- (1) If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is a one-off fee, and the amount is determined from time to time by resolution at a general meeting.

Division 2 – Rights of members

13. General

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

14. Voting

- (1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

15. Notice of meetings and special resolutions

The Event Manager must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Association

- (1) The following must be available for inspection by members:
 - (a) a copy of this Constitution;
 - (b) minutes of general meetings;
 - (c) annual reports and annual financial reports.
- (2) Improper use of information
 - (a) A Member or former Member must not make improper use of information acquired in his or her capacity as a Member or former Member of the Association so as to gain, directly or indirectly, a pecuniary benefit or material advantage for himself or herself or another person or so as to cause detriment to the Association.
 - (b) Any breach of the above clause will be regarded as a serious breach of the Association's Constitution and will be dealt with in accordance with clause 19.

17. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. Honorary members

An Honorary member is not eligible to vote but may have other rights as determined by the Committee or by resolution at a general meeting.

Division 3 – Termination, death, suspension and expulsion

19. Termination of membership

Membership of the Association may be terminated by:

- (a) a written notice of resignation addressed and posted to the Association, emailed given personally to the Event Manager or another committee or;
- (b) expulsion in accordance with this Division.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21. Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Event Manager within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

Part 4 – Management Committee

Division 1 – General

23. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

24. Composition of Committee

- (1) The Management Committee consists of:
 - (a) a President;
 - (b) a Vice-President; and
 - (c) any other office holder provided in the Schedule.
- (2) Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Association's Public Officer.
- (3) If the Association does not have a paid Event Manager at any given time, then the Committee must appoint one committee member as an Event Manager until such time as an Event Manager is employed by the Association.

25. Delegation

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

Division 2 – Tenure of office

26. Eligibility of committee member

- (1) A Committee member must be over the age of 18 years
- (2) A Committee member must also meet the criteria provided in the Schedule.
- (3) Committee member must be elected to the Committee at an annual general meeting or appointed under clause 34.

27. Annual membership fee

- (1) The annual membership fee applies only to elected management committee members and is the amount determined from time to time by resolution at a general meeting.
 - (a) Where an elected Committee member is a life member this annual membership fee does not apply.
- (2) Each member of the Management Committee must pay the annual membership fee to the Administration Officer by the first day of each financial year.
- (3) A Committee member whose subscription is not paid by the due date ceases to be member unless the Committee determines otherwise

28. Nominations for election to committee

- (1) A member is not eligible for election to the Committee unless the Event Manager receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting; and the nomination is in a form approved by the committee.
- (2) The nomination must be signed by:
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

29. Retirement of committee members

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 32 or is removed under clause 33.
- (2) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.
- (4) Members may serve consecutive terms on the Committee unless otherwise provided in the Schedule.

30. Election by default

- (1) If the number of persons nominated for election to the Committee under clause 28 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee officers may be accepted from the floor of the annual general meeting.

- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 34.

31. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the President to be duly elected as members of the Committee.

32. Vacating office

The office of a Committee member becomes vacant if:

- (a) the member:
 - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association;
- (b) the member is absent from more than:
 - (i) 3 consecutive committee meetings; or
 - (ii) 3 committee meetings in the same financial year without tendering an apology to the President;

of which meetings the member received notice and the Committee has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.

33. Removal of Committee member

- (1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

34. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 28 or if the office of a committee member becomes vacant under clause 32, the Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of committee members

35. Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

36. President and Vice-President

- (1) Subject to subclauses (2) and (3), the President must preside at all general meetings and committee meetings.
- (2) If the President is absent from a meeting, the Vice-President must preside at the meeting.
- (3) If the President and the Vice-President are both absent, the presiding member for that meeting must be:
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a committee member elected by the other committee members present if it is a committee meeting.

37. Event Manager

- (1) The Event Manager must:
 - (a) coordinate the correspondence of the Association;
 - (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
 - (c) Ensure minutes of proceedings of all Executive Member Meetings are emailed (or if email is not available, then posted) to each Executive Member within 7 working days following an Executive Meeting;
 - (d) maintain the register of members in accordance with section 34 of the Act;
 - (e) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(2) to be in the custody of the Event Manager; and
 - (f) perform any other duties imposed by this Constitution on the Event Manager.
 - (g) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (h) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (i) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds, by any 1 other committee members authorised by the committee;
 - (j) ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
 - (k) coordinate the preparation of the Association's annual statement of accounts.
 - (l) If directed to do so by the President, the Event Manager must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (2) The Event Manager has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.

- (3) The Event Manager must perform any other duties imposed by this Constitution on the Event Manager.

38. Public Officer

- (1) The Public Officer must:
 - (a) upon his or her appointment, notify the Association of his or her address; and
 - (b) ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The Public Officer must keep a current copy of the Constitution of the Association.
- (3) The Committee may at their discretion, replace the person appointed as Public Officer.
- (4) The Public Officer shall hold office until such time as he or she resigns from that position or is otherwise replaced in accordance with clause (3).

Part 5 – Meetings of Management Committee

39. Frequency and calling of meetings

- (1) The Committee must meet together for the conduct of business not less than 6 times in each financial year unless otherwise provided in Schedule 1
- (2) The President, or at least half the committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 22.
- (4) The Event Manager may attend all meetings of the Committee in order to take minutes.

40. Voting and decision making

- (1) Each committee member present in person or by proxy at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

41. Quorum

For a Committee Meeting, provided that the President or a Vice-President is present, 5 Committee Members constitutes a quorum

42. Procedure and order of business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of interest

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Event Manager must record the disclosure in the minutes of the meeting.
- (3) The President must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

Part 6 – General Meetings

44. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Committee:
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Event Manager receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

45. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting unless otherwise provided in Schedule.
- (2) The request must:
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed:
 - (a) for clause 44(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Event Manager must give to all members not less than 21 days' notice of a special general meeting.
- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

46. Annual general meeting

- (1) The Event Manager must give to all members not less than 21 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new committee members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

47. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Event Manager must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

48. Notice of meetings

- (1) The Event Manager must give a notice under this Part by –
 - (a) sending it by post or email to a member at the address of the member appearing in the register of members, or
 - (b) advertising the Annual General Meeting in the Centralian Today, and the Alice Springs Show social media page at least 21 days prior to the annual General Meeting,
- (2) If a notice is sent by post or email under subclause (1) (a), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

49. Quorum at general meetings

At a general meeting, the number or the proportion of members present in person specified in the Schedule constitutes a quorum.

50. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Event Manager must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

51. Voting

- (1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.
- (5) If a poll is taken then following the poll, the President must declare whether the resolution has been:
- (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost, and
 - (e) the Event Manager must record the President's declaration in the minutes that record to be conclusive evidence of the outcome of the poll without further need to record the number of Members who voted for and against the resolution.

52. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

Part 7 – Financial Management

53. Financial year

The financial year of the Association is specified in the Schedule.

54. Funds and accounts

- (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 the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Event Manager and by 1 other committee members authorised by the committee.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, the Event Manager 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.

55. Accounts and audits

The responsibility of the Committee under clause 35(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

Part 8 – Grievance and disputes

56. Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, in written form they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Part 9 – Miscellaneous

57. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Event Manager.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the President;
 - (b) the Vice President in the absence of the President;
 - (c) the Event Manager.
- (3) The common seal of the Association must be kept in the custody of the Event Manager or another person of the Executive Committee from time to time.

58. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.

Schedule 1 to the Constitution

Part 1 – Mandatory Details

(1) Name (clause 1)

The name of the incorporated association is: Central Australian Show Society Incorporated

(2) Objects and purposes (clause 2)

The objects and purposes of the Association are as follows:

- (a) to hold an annual event known as the “Alice Springs Show” and any other events with similar objectives for the furtherance of the aims of the Association
- (b) to promote, encourage and assist the development of agricultural, pastoral, horticultural, , commercial, mineral, industrial, cultural, handicraft, and artistic pursuits in Central Australia;
- (c) to promote, encourage and maintain a high standard of professional conduct among Members;
- (d) to encourage, promote or sanction the formation of affiliated bodies with the same or similar objects;
- (e) to affiliate and work with other bodies with the same or similar objects;
- (f) to support and subscribe to any charitable purpose or public body; and
- (g) to do all other lawful things that are incidental or conducive to the attainment of the above objects.

(3) Minimum number of members (clause 3)

The Association must have at least 5 committee members.

(4) Quorum at general meetings (clause 49)

At a general meeting 5 eligible members present in person constitute a quorum.

(5) Financial year (clause 53)

The financial year of the Association is the period of 12 months ending on 30 September

Part 2 – Replaceable Details

Clause	Description of clause	Default detail	Replacing detail
29(4)	Consecutive terms of committee members	may serve consecutive terms	
39(1)	Frequency of committee meetings	at least 4 times each financial year	at least 6 times each financial year
41	Quorum for committee meeting	half the committee members	5 members
45(1)	Number of members who can request a special general meeting	half the quorum of members for a general meeting	5 members
46(1)	Notice of an annual general meeting	at least 30 days	At least 21 days
47(2)	Notice of special resolution	at least 21 days	

Part 3 – Additional Details

(1) Eligibility of management committee members (clause 26)

In addition to the criterion specified in the Constitution, a committee member must meet the following criteria:

(a) President:

Any Member shall be eligible for election as President provided that Member has been a Member for not less than 12 months immediately prior to the date of the annual General Meeting at which the election for the office is to be conducted and has within the previous 36 months served at least 12 months on the Committee.

(b) Vice-President:

Any Member shall be eligible for election as Vice-President provided that Member has been a Member for not less than 12 months immediately prior to the date of the annual General Meeting at which the election for the office is to be conducted and has within the previous 36 months served at least 12 months on the Committee.

(c) Committee Members:

In accordance with clause 26, not less than 5 and not more than 9 ordinary Committee Member positions are available for any Member:

- I. General prerequisite: To be on the Committee a person must be a Member who is 18 years or over.
- II. Elected or appointed: Members of the Committee must be elected to the Committee at an annual General Meeting or appointed under clause 34.

Executives

(1) For the purposes of section 21(1)(b) of the Act, the executive of the Association ("**Executive**") comprises:

- (a) the President;
- (b) the 2 Vice-Presidents; and
- (c) a maximum of 2 other Committee Members appointed as Executive Officers in accordance with clause (2),

- (2) The Committee shall, at its discretion, appoint a maximum of 2 Committee Members to be Executive Officers and for the avoidance of doubt; the Committee may appoint any Committee Member to be an Executive Officer, provided that the Committee Member consents to such an appointment.
- (3) The President is an Executive Officer by virtue of his or her position as President and shall remain as an Executive Officer until such time as he or she ceases to hold the position of President.
- (4) The Vice-Presidents are Executive Officers by virtue of their position as Vice-Presidents and shall remain as Executive Officers until such time as they cease to hold their respective positions as a Vice-President.
- (5) Each Committee Member appointed as an Executive Officer in accordance with clause 2 shall remain as an Executive Officer until the earlier of:
 - (a) the date the Committee resolves to remove he or she from the Executive;
 - (b) the date he or she ceases to be members of the Committee; and
 - (c) the date he or she ceases to be a Member.
- (6) If there are no Committee Members appointed as Executive Officers in accordance with clause (2) then the Executive may consist of the President and the 2 Vice-Presidents.
- (7) The President, or at least 3 of the members of the Executive, may at any time convene a meeting of the Executive.
- (8) Role and powers of the Executive
 - (a) The role of the Executive is predominately to be a body that undertakes forward planning for the Association.
 - (b) In addition to its forward planning role the Executive may issue instructions to the Event Manager or the Public Officer of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Committee, and where any such instructions are issued shall report thereon to the next meeting of the Committee.
- (9) Frequency of Meetings
 - (a) Executives will meet a minimum of 4 times a year
 - (b) The President, or at least 3 of the members of the Executive Committee, may at any time convene a meeting of the Executive.
- (10) Voting and decision making
 - (a) The President, or in his or her absence one of the Vice-Presidents (as nominated by the members of the Executive present), shall preside as chairperson at a meeting of the Executive.
 - (b) Each Member of the Executive present at a meeting of the Executive has a deliberative vote.
 - (c) A question arising at a meeting of the Executive must be decided by a majority of votes.
 - (d) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote. The Event Manager may attend a meeting of the Executive in order to take minutes.
- (11) Quorum

For a meeting of the Executive, any 3 members of the Executive constitute a quorum.

Schedule 2 to the Constitution

Part 1- Application for membership of Association

.....
Name

.....
Address (if natural person) or Registered Office (if incorporated body)

.....
Electronic mail address

.....
ABN/ACN (if applicable)

.....
*hereby apply to become a Member of The Central Australian Show Society Incorporated.
If my application for membership of the Association is approved, I agree to be bound by the
Association's:*

1. *Constitution; and*
2. *Code of Conduct.*

.....
Signature of applicant (or if applicant is an incorporated body, its director or chairperson)

.....
Date

Only for applicants who are incorporated bodies:

The incorporated body appoints the following person to be its authorised representative and by signing this application, acknowledges that an application to appoint a proxy must be appointed in the approved form, if it wishes to exercise its right to vote at the Association's annual General Meeting:

.....
Name

.....
Position and telephone number

Nominations

I,.....

I,.....

each being a member or authorised representative of an incorporated Member or authorised representative of an incorporated Member of The Central Australian Show Society nominates the above named applicant for membership of the Association.

.....
Signature

Date

.....
Signature

Date

Part 2- Members entitlements

Members entitlements are

- (1) A reduction in entry fees for all exhibitors in class sections at the annual Alice Springs Show as deemed by the committee from time to time.
- (2) Permitted to exhibit at Association trade shows (upon payment of applicable trade fees).
- (3) Permitted to advertise on the Association's website under the category of 'Member'.
- (4) Entitled to seek permission from the Executive Committee to view the Associations list of members.
- (5) Entitled to participate in professional development programs coordinated by the Association.
- (6) Provided with all Association news distributed by the Association by way of newsletter or other bulletin.
- (7) Life Members are entitled to 1 Life member badge, and annually 1 guest shield and 1 car parking pass to enable free entry into the annual Alice Springs Show.
- (8) Entitled to attend organisations pre and post-show events listed in the Association annual calendar.

Part 3- Voting Proxy Form

I,.....

(Name of Member)

of.....

(Address of Member of if incorporated, address of, registered office)

being a Member (or authorised representative of an incorporated Member) of The Central Australian Show Society, appoint the following Member of The Central Australian Show Society as my proxy:

.....

(Name of Proxy)

of.....

(Address of Proxy)

to vote on my/incorporated body's behalf at the
General

Meeting of the Association to be held on:

(Type of meeting – special or annual), and at an adjournment of that meeting.

The proxy appointed above is authorised to vote on my/the incorporated body's behalf:

- in favour of;
- against; or
- in their discretion,

in relation to the following resolution(s):

1.
...
2.
...
3.
...
4.
..

.....
.....
Signature of Member or authorised representative of Member

Date

Part 4 - Code of Conduct

I,pledge to observe the following Code of Conduct:

- (1) I will promote, develop and maintain a high standard of professionalism in my business dealings associated with the Association;
- (2) I will, by example, endeavour to promote professionalism and mutual trust between Members and between Members and the general public;
- (3) I will avoid misrepresentation and misleading advertising in any dealings connected with the Association;
- (4) I will refrain from dealing in stolen or counterfeit goods and give buyers of repaired or altered goods a written statement detailing the nature of any changes and alterations in repaired or altered goods, upon request;
- (5) I will immediately refund on request, any item sold or traded by me which was described in a way that was misleading, deceptive or inaccurate;
- (6) If a dispute arises involving me and another Member or member of the general public, I agree to be bound by the provisions of the Association's Constitution and any decision made pursuant to the Constitution;
- (7) I will refrain from criticising fellow Members or their stocks, to collectors, traders and purchasers;
- (8) I will grade merchandise as accurately as is reasonably practicable, having regard to recognised industry guidelines, and
- (9) I will abide by and be subject to the Association's Constitution, codes and any future amendments and resolutions duly made in the future

Signature

Date

Witness Signature

Date

Part 5 - Application for election or re-election to the Association's Committee

.....
Name

.....
Address

.....
Home Phone Number

.....
Mobile Phone Number

.....
Date of Birth

.....
Electronic mail address

.....
Committee position applied for

I hereby apply to become a Committee Member of the Association for the position specified above and I agree to be bound by the Association's:

1. *Constitution;*
2. *Code of Conduct; and*
3. *Conduct Complaint Process.*

.....
Signature of applicant

.....
Signature of proposer

.....
Signature of seconder

.....
Date