



**KRGSA**

Kalahari Red Goat Society of Australia

## **CONSTITUTION**

**29<sup>th</sup> May 2021**

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# CONSTITUTION OF KALAHARI RED GOAT SOCIETY OF AUSTRALIA

## Note

The persons who from time to time are members of the Society are an incorporated association by the Kalahari Red Goat Society of Australia Under section 46 of the **Associations Incorporation Reform Act 2012**, these regulations are taken to constitute the terms of a contract between the Kalahari Red Goat Society of Australia and its members.

## PART 1—PRELIMINARY

### 2 Name

The name of the incorporated association is "Kalahari Red Goat Society of Australia Incorporated".

### 3 Purposes

The purposes of this society are to maintain the purity of the Kalahari Red goat breed by keeping a register of Kalahari Red fullbloods and composite Kalahari Red goats.

Objectives: To educate and inform the Kalahari Red Society of Australia members of advancements within the goat industry of economic advantage and encourage the breeding and development of Kalahari Red goats within Australia. To foster performance measurement, recording, quality control procedures and the promotion of Kalahari Red goats. To maintain the recognition of industry and government bodies within Australia and to surpass expectations of becoming a major meat goat supply chain for export internationally and within Australia.

### 4 Financial year

The financial year of the Society is each period of 12 months ending on 30<sup>th</sup> June and starting on 1<sup>st</sup> July.

### 5 Definitions

In these Rules—

***absolute majority***, of the Board, means a majority of the board members currently holding office and entitled to vote at the time (as distinct from a majority of board members present at a board meeting);

***associate member*** means a member referred to in rule 15(1);

***Board*** means the Board having management of the business of the Society;

***Board meeting*** means a meeting of the Board held in accordance with these Rules;

***Board member*** means a member of the Board elected or appointed under Division 3 of Part 5;

***Chairperson***, of a general meeting or board meeting, means the person chairing the meeting as required under rule 44;

***disciplinary meeting*** means a meeting of the Board convened for the purposes of rule 22

***disciplinary sub board*** means the sub board appointed under rule 21;

***financial year*** means the 12-month period specified in rule 3;

***fullblood*** means a Kalahari Red goat with 100% Kalahari Red goat genetics that trace back to South African bloodlines.

***general meeting*** means a general meeting of the members of the Society convened in accordance with Part 4 and includes an annual general meeting and a general meeting.

***International member*** means a member of the society not residing within Australia.

***member*** means a member of the Society;

***member entitled to vote*** means a member who under rule 14(2) is entitled to vote at a general meeting;

***special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

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

## PART 2—POWERS OF ASSOCIATION

### 6 Powers of Association

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

### 7 Not for profit organisation

- (1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Society from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **8 Minimum number of members**

The Society must have at least 3 members.

#### **9 Who is eligible to be a member**

Any person who supports the purposes of this Society, agrees and signs to the terms and conditions under this constitution and to the KRGSA code of ethics is eligible for membership.

#### **10 Application for membership**

- (1) To apply to become a member of the Society, a person must submit an application form to a board member who—
  - (a) wishes to become a member of the Society; and
  - (b) supports the purposes of the Society; and
  - (c) agrees to comply with this Constitution.
- (2) The application form—
  - (a) must be signed by the applicant and payment made within 5 business days after a KRGSA issued invoice is received.

#### **11 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## **12 New membership**

- (1) If an application for membership is approved by the Board—
  - (a) the resolution to accept the membership must be recorded in the minutes of the board meeting; and
  - (b) within 5 days of membership acceptance a KRGSA issued invoice for payment of membership fees must be supplied to the applicant.
  - (c) the Secretary must, as soon as practicable, after full payment of membership fees, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Society and, subject to rule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Board approves the person's membership and
  - (b) the person pays the member joining fee.

## **13 Annual subscription**

- (1) At each annual general meeting, the Society must determine—
  - (a) the amount of the annual subscriptions for the following financial year; and
  - (b) the date for payment of the annual subscriptions.
- (2) The Society may determine that a lower annual subscription is payable by associate members.
- (3) The Society may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year;  
or
  - (c) a fixed amount determined from time to time by the Society.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **14 General rights of members**

- (1) A member of the Society who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution; and
  - (b) to attend at general meetings; and
  - (c) to vote at a general meeting (1 vote per stud membership allocated); and
  - (d) to have access to the minutes of general meetings and other documents of the Society as provided under rule 75; and
  - (e) to inspect the register of members.
- (2) A member is entitled to vote if—

- (a) the member is a full member other than an associate or international member; and
- (b) more than 10 business days have passed since he or she became a member of the Society; and
- (c) the member's membership rights are not suspended for any reason.

## **15 Associate and international members**

- (1) Associate members of the Society include—
  - (a) Members who support the goals and visions of the Society.
  - (b) An associate member is not able to vote but may have other rights as determined by the board.
- (2) International members of the society include all overseas breeders who want to register Kalahari Red fullblood goats with KRGSa. All goats will require certificates showing Kalahari Red fullblood bloodlines from their respective registered breeders, association, society or club along with accompanying DNA parental certificates.

## **16 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

## **17 Ceasing membership**

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

## **18 Resigning as a member**

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

### **Note**

includes by post, email or by handing the notice to a member of the board.

- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription fee is more than 6 months in arrears.

## **19 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is an associate member, a note to that effect;
    - (v) any other information determined by the Board; and



- (b) for each former member, the date of ceasing to be a member.
- 2) Any member may, at a reasonable time and free of charge, inspect the register of members.

## **Division 2—Disciplinary action**

### **20 Grounds for taking disciplinary action**

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

- (a) has failed to comply with this constitution; or
- (b) refuses to support the purposes of the Society; or
- (c) has engaged in unethical conduct prejudicial to the Society.

### **21 Disciplinary sub board**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary sub board to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary sub board—
  - (a) may be board members or members of the Society; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **22 Notice to member**

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

## **23 Decision of sub board**

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

## **Division 3—Grievance procedure**

### **24 Application**

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

### **25 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within a reasonable time frame of the dispute coming to the attention of each party.

### **26 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves, a party must within 180 days—
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—

- (i) if the dispute is between a member and another member—a person appointed by the Board; or
  - (ii) if the dispute is between a member and the Board or the Society—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Society but in any case, must not be a person who—
- (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **27 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
- (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **28 Failure to resolve dispute by mediation**

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

### **PART 4—GENERAL MEETINGS OF THE SOCIETY**

## **29 Annual general meetings**

- (1) The Board must convene an annual general meeting of the Society to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Society may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Board on the activities of the Society during the preceding financial year; and
    - (ii) the financial statements of the Society for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to elect the members of the Board;
  - (d) to confirm or vary the amounts (if any) of the annual subscription.

- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **30 General meetings**

- (1) Any general meeting of the Society, other than an annual general meeting, board meeting or a disciplinary meeting, is a general meeting.
- (2) The Board may convene a general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 31 may be conducted at the meeting.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and 50 % of members at the meeting agree.

### **31 Notice of general meetings**

- (1) The Secretary must give to each member of the Society—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 32(5).

### **32 Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 31 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and

- (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than 24 hours before the commencement of the meeting.

### **33 Use of technology**

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

### **34 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **35 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

**Example**

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

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **36 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question for and against, the matter of the vote is decided in the negative. Chairperson does not get a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

### **37 Special resolutions**

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

**Note**

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

- (a) to remove a board member from office.

### **38 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **39 Minutes of general meeting**

- (1) The Board must ensure that minutes are taken and kept of each general meeting. The board may appoint a minute's secretary if so needed.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
  - (c) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
  - (d) the certificate signed by two board members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—BOARD**

### **Division 1—Powers of the BOARD**

#### **40 Role and powers**

- (1) The business of the Society must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Society except those powers that this constitution or the Act require to be exercised by general meetings of the members of the Society.
- (3) The Board may—
- (a) appoint and remove staff.
  - (b) establish sub boards consisting of members with terms of reference it considers appropriate.

#### **41 Delegation**

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

## **Division 2—Composition of Board and duties of members**

### **42 Composition of Board**

The Board consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer

### **43 General Duties**

- (1) As soon as practicable before being elected or appointed to the Board, each board member must become familiar and abide by this constitution and the Act.
- (2) The Board is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Board comply with this constitution.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Society; and
  - (b) for the purposes under this constitution.
- (5) Board members and former board members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Society.
- (6) In addition to any duties imposed by these Rules, a board member must perform any other duties imposed from time to time by resolution at a general meeting.

### **44 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings.



- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of an annual general meeting—a board member elected by the board members present; or
  - (b) in the case of a general meeting—a board member elected by the other board members present.

## **45 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

### **Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the society with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 19; and
  - (b) keep custody of the common seal (if any) of the society and, except for the financial records referred to in rule 68(3), all books, documents and securities of the Society in accordance with rules 72 and 73; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by this constitution.
  - (e) Remuneration for the position of Secretary is subject to board discussion at end of every financial year.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## **46 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Society and issue receipts for those moneys in the name of the Society; and
  - (b) ensure that all moneys received are paid into the account of the Society within 5 working days after receipt; and
  - (c) make any payments authorised by the Board or by a general meeting of the Society from the Society's funds; and
  - (d) ensure cheques are signed by at least 2 board members.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Society are kept in accordance with the Act; and

- (b) coordinate the preparation of the financial statements of the Society and their certification by the Board prior to their submission to the annual general meeting of the Society.
- (3) The Treasurer must ensure that at least one other board member has access to the accounts and financial records of the Society.

### **Division 3—Election of Board members and tenure of office**

#### **47 Who is eligible to be a Board member**

A member is eligible to be elected or appointed as a board member if the member—

- (a) is 21 years or over; and
- (b) is entitled to vote at a general meeting.
- (c) is only 1 representative from each personal/business partnership or family.
- (d) does not hold any office or board position within the meat goat industry that would be considered a conflict of interest.
- (e) has an investment and a loyalty to Kalahari Red goats and this society.

#### **48 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Society after its incorporation; or
  - (b) any subsequent annual general meeting of the Society, after the annual report and financial statements of the Society have been received.
- (2) The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 50 to 53.

#### **49 Nominations**

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

#### **50 Election of President**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;

- (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position. One member can hold 2 positions on the board if required.
  - (3) If more than one member is nominated, a ballot must be held in accordance with rule 52.
  - (4) On his or her election, the new President may take over as Chairperson of the meeting.

## **51 Election of ordinary members**

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 52.

## **52 Ballot**

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

### **Example**

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

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.

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

**Examples**

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

### **53 Term of office**

- (1) Subject to subrule (3) and rule 56, a board member holds office for a (2) two-year tenure.
- (2) A board member may be re-elected.
- (3) A general meeting of the Society may—
  - (a) by special resolution remove a board member from office; and
  - (b) elect an eligible member of the Society to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.
- (5) The Secretary or the President may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

### **54 Vacation of office**

- (1) A board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a board member if he or she—
  - (a) ceases to be a member of the Society; or
  - (b) fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 65; or
  - (c) otherwise ceases to be a board member by operation of section 78 of the Act.
- (3) All property, including technology access/passwords of the KRGSA is to be returned on resignation to a board member.

**Note**

A Board member may not hold the office of secretary if they do not reside in Australia.

## **55 Filling casual vacancies**

- (1) The Board may appoint an eligible member of the Society to fill a position on the Board that—
  - (a) has become vacant under rule 54; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

### **Division 4—Meetings of the Board**

## **56 Meetings of the Board**

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Society at which the members of the Board were elected.
- (3) general board meetings may be convened by the President or by any 3 members of the Board.

## **57 Notice of meetings**

- (1) Notice of each board meeting must be given to each board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a general board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **58 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 57 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **59 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business is determined by the board members present at the meeting.

## **60 Use of technology**

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

## **61 Quorum**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a board meeting is the presence (in person or as allowed under rule 62) of a majority of the board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting—
  - (a) in the case of a general meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

## **62 Voting**

- (1) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (2) A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting does not have a casting vote. The deciding vote will go in the against.
- (5) Voting by proxy is not permitted.

## **63 Conflict of interest**

- (1) A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

**Note**

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

#### **64 Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each board meeting. A minute's secretary may be appointed for this position.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.

#### **65 Leave of absence**

- (1) The Board may grant a board member leave of absence from board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

### **PART 6—FINANCIAL MATTERS**

#### **66 Source of funds**

The funds of the Society may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

#### **67 Management of funds**

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

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

## **68 Financial records**

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

## **69 Financial statements**

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



## PART 7—GENERAL MATTERS

### 70 Common seal

- (1) The Society may have a common seal.
- (2) If the Society has a common seal—
  - (a) the initials or name of the Society must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Secretary and the sealing must be witnessed by one other board member.
  - (c) the common seal must be kept in the custody of the Secretary.

### 71 Registered address

The registered address of the Society is—

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

### 72 Notice requirements

- (1) Any notice required to be given to a member or a board member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Society or the Board may be given—
  - (a) by handing the notice to a member of the Board; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Board determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Society or the Secretary.

### 73 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Society, including minutes of Board meetings.

- (2) The Board may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (3) The Board must on request make copies of this constitution available to members and applications for membership free of charge.

#### **74 Winding up and cancellation**

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

#### **75 Alteration of Rules**

This constitution with the exception of clause 2, clause 3 and clause 47 may be altered by special resolution of a general meeting of the Society.