

ROYAL AGRICULTURAL SOCIETY OF QUEENSLAND

Founded 1860



**Royal Agricultural Society of Queensland
Constitution**

Amended September 2013

THE CONSTITUTION OF THE ROYAL AGRICULTURAL SOCIETY OF QUEENSLAND

PART 1 – THE SOCIETY

NAME:

1.

The name of the society is the ROYAL AGRICULTURAL SOCIETY OF QUEENSLAND (in this Constitution called the 'Society')

OBJECTS:

2.

(a). The objects of the Society are:

PRINCIPAL OBJECT

(i) To hold and conduct an annual or other periodical agricultural, horticultural, pastoral or industrial show, promoting improvement in the breeding and quality of stock and encouraging development of the agricultural, horticultural, pastoral, cultural and industrial resources of the State.

SECONDARY OBJECTS

(ii): To endeavour at all times to ensure that the broader community understand and is made aware of the relevance, importance and contribution of rural industry to the national economy.

(iii): To own and operate a multi-purpose facility and to utilise that facility for the benefit of the Society and the broader Community.

(iv): To develop and facilitate sporting facilities and activities for the benefit of the society and broader community

(v) To do anything incidental or helpful in order to achieve any of the objects in paragraphs (i), (ii), (iii) and (iv).

(b) Each of the objects set out in subsection (a) is to be regarded as a separate and independent object of the Society

Powers

3.

Subject to law, the Society has all the powers of an individual, including the powers conferred or set out in the '*Religious Educational and Charitable Institutions Act 1867*', and the powers conferred on a company by the *Corporations Act (Commonwealth)*.

Income and property

4.

- (i). The income and property of the Society must be used solely in promoting the Society's objects and exercising the Society's powers.

- (ii): Dividends must not be paid to, nor income or property of the Society distributed amongst members.

PART 2 – MEMBERSHIP

Membership

5.

(a). The membership of the Society is to consist of the following classes of members:

- 1. Ordinary members;
- 2. Corporate members
- 3. Life members;
- 4. Honorary life members;
- 5. Foundation members
- 6. Junior members; and
- 7. Any other classes of members determined by the Executive Committee.

(b) The qualifications for applicants for membership:

- (i). In the classes referred to in paragraphs i to v – are set out in this Constitution; and
- (ii) In the classes referred to in paragraph 6 – are to be determined from time to time, by the Executive Committee.

- (c). Any person who wants to apply for any class of membership of the Society, excluding honorary life membership must –
 - (i) Complete a written application, signed by the applicant.
- (d) The written application is to be in the form (if any) prescribed by the Executive Committee.
- (e) At the next convenient meeting of the Executive Committee after receiving an application and the fee application for the class of membership applied for, the Executive Committee
 - (i) Must consider the application;
 - (ii) May do so based on any criteria the Executive Committee decides; and
 - (iii) Must decide whether to accept or reject the application.
- (c) For paragraph (e) (iii) an application is accepted only if a majority of the Executive Committee present at the meeting and voting, vote for the acceptance of the application.
- (d) After an application has been accepted or rejected, the Executive Committee must ensure that the applicant is given written notice of the outcome. No reasons are required to be given.
- (e) The decision of the Executive Committee to accept or reject an application shall be final and binding and there is no right of appeal or review of any such decision.
- (f) Unless otherwise stated in this Constitution, membership of the Society is not transferable and terminates on the death of the member.
- (g) Unless otherwise determined by the Executive, membership fees are payable without necessity for any notice or demand annually in advance on the first day of January in each year for the ensuing calendar year.

Register of Members

6.

- (a) The Secretary must ensure that a register of members is kept containing the following particulars:
 - (i) The names and residential addresses of all members and dates of their admission;

- (i) Deaths, resignations, terminations and reinstatements of memberships;
and
 - (ii) Any further particulars determined by the Executive Committee, or the members at any general meeting.
- (b) The register is to be open for inspection at all reasonable times by any member who has applied in writing (to the Secretary), for the inspection.

Ordinary Membership

7.

- (a) Subject to acceptance by the Executive Committee pursuant to clause 5, any individual is eligible to become an ordinary member.
- (b) The number of ordinary members is unlimited.
- (c) Ordinary members are to pay an annual, or other periodic, membership fee, which is to be in the amount and payable in the way, determined by the Executive Committee.

Corporate Membership

7 A.

- (a). Subject to acceptance by the Executive Committee pursuant to clause 5, a corporation may become a member of the Society and any such member is to be known as a "Corporate Member"
- (b) The word "corporation" in this Rule has the same meaning as is attributed to it under the provisions of the *Corporations Act*.
- (c) A Corporate Member shall within 21 days after becoming a member nominate in writing an adult person to represent that Corporate Member at all meetings of the Society and the person so nominated will be referred to as a 'Corporate Nominee'.
- (d). A Corporate Nominee may exercise on behalf of the corporate member of whom he or she is the nominee all the powers and privileges of membership as if the Corporate Nominee were a member in his or her own right. To remove any doubt, if the Corporate Member has not provided a current written nomination in accordance with sub-rule (C) above, neither the Corporate Member nor the Corporate Nominee shall be entitled to exercise any rights and privileges of membership.

- (e) A Corporate Nominee is capable of being elected and of holding office as an Executive or member of the General Committee of the Society.
- (f) A Corporate Member may at any time by notice in writing revoke the appointment of its Corporate Nominee and appoint another person to be its Corporate Nominee.
- (g) Until the Society receives such notice of revocation and appointment, the original Corporate Nominee shall be entitled to validly exercise all the rights and privileges of that Corporate Member.

Life Membership

8.

- (a) Subject to acceptance by the Executive Committee pursuant to clause 5, any individual is eligible to become a life member.
- (b) The number of life members is unlimited.
- (c) Life members are to pay a once-only membership fee, which is to be in the amount and payable in the way, determined by the Executive Committee.

Honorary Life Membership

9.

- (a) Subject to acceptance by the Executive Committee pursuant to clause 5, any individual is eligible to become an Honorary life member if, and only if –
 - (i). He or she is a member, who, in recognition of meritorious service to the Society, has been recommended by the Executive Committee for honorary life membership and that recommendation has been accepted by resolution carried at an Annual General Meeting of the Society; or
 - (ii). He or she has served continuously for 20 years as a General Committee member or Executive of the Society.
- (b) The number of honorary life members is unlimited.
- (c) Honorary life members are not required to pay membership fees.

Foundation Members

10.

- (a) Foundation members are individuals or corporations who paid a subscription of at least \$500 to the Society for the purpose of funding the construction of the Founder's Pavilion at Glenvale.
- (b) A Foundation Member is entitled to all of the rights and privileges of members as if such Foundation Member were an ordinary member of the Society with the following additional benefits, namely:
 - (i) Foundation Membership shall be held and owned in perpetuity;
 - (ii) A Foundation Membership shall be recognised by being recorded on a special honour board to be erected and maintained at the Showgrounds; and
 - (iii) A Foundation Member shall receive a special badge acknowledging such membership.
- (c) Where a Foundation membership is held other than by an individual person, such Foundation Member may from time to time and shall if requested by the Society nominate the person who shall be entitled to exercise the rights of such Foundation Member and until such nomination is received by the Society the person who shall exercise such rights shall be the person nominated on the foundation membership application form.
- (d). Any notice required to be given by Foundation Member may be given by that member or that member's legal personal representatives or in the event of the Corporate Foundation Member by the appropriate officer of that corporation.
- (e) A Foundation Membership shall be capable of passing by Will or intestacy and a certificate under the hand of the legal personal representatives of a deceased Foundation Member shall be sufficient evidence to the Society as to the name of the person in whom such Foundation Membership is thereafter to vest.
- (f) Foundation Membership is now closed and no further persons can be admitted to Foundation Membership.

Junior Membership

11.

(a) Subject to acceptance by the Executive Committee pursuant to clause 5, any individual under the age of 18 years is eligible to become a Junior Member.

(b) The number of junior members is unlimited.

(c) Junior members are to pay an annual, or other periodic, membership fee, which is to be in the amount and payable in the way, determined by the Executive Committee.

(d) When a junior member attains the age of 18 years, he or she may apply for ordinary membership of the Society pursuant to clause 5. To remove any doubt, a junior member does not become entitled to vote at any meeting of the Society unless and until he/she is admitted as a member of the Society of any of the classes listed in clause 5 other than junior membership.

(e) If a junior member who attains the age of 18 years is admitted as a member of the Society, a credit may be allowed for any junior membership fees paid by that member against any other membership fees payable by the member.

Members Benefits

12.

(a) Each member of the Society (of whatever membership class other than junior members) and who has paid any annual, or other periodic, membership fee as required by these rules has the right to vote in elections for General Committee members and at any general meeting of the Society.

(b) Members are entitled to any benefits and entitlements (including free or concessional admission to activities conducted by the Society) that the Executive Committee decides from time to time.

(c) The benefits and entitlements referred to in subsection (B) may differ between different classes of members.

Termination of Membership

13.

- (a) A member may resign from the Society at any time by giving written notice to the Secretary
- (b) A resignation takes effect:
 - (i) At the time the notice is received by the Secretary; or
 - (ii) At any later date specified in the notice.
- (c) If a member, whether before or after becoming a member:
 - (i). Is convicted of an indictable offence;
 - (ii) Does not comply with any of the provisions of this Constitution;
 - (iii) Has membership fees in arrears for a period of 2 months or more; or
 - (iv) Behaves in a way that the Executive Committee believes, on reasonable grounds, to be injurious or prejudicial to the character of interests of the Society, or to bring the Society into disrepute.

The Executive Committee may give the member written notice to show cause why the member's membership should not be terminated.

- (c) The notice under subsection (C) must:
 - (i) Require the member to show cause; in writing, and
 - (ii) Specify the grounds on which the member is being called on to show cause.
- (d) The member may show cause by providing a written response within the time limited by the notice, but is not otherwise entitled to be heard.
- (e) The Executive Committee may then resolve, by a resolution passed by at least two-thirds of the Executive present and voting, that the member's membership be terminated.
- (f) A resolution under subsection (f):
 - (i) Is final and there is no appeal from it; and

- (ii) Will, along with the termination of the membership, be taken to be valid unless it is proven otherwise.

PART 3 – OFFICE BEARERS AND GENERAL COMMITTEE

Patron and Vice-Patron

14.

- (a) The Governor of Queensland is, by virtue of that office, the patron of the Society
- (b) The General Committee may appoint a Vice-Patron of the Society.

General Committee

15.

- (a) The General Committee of the Society is to consist of a minimum of 20 and a maximum of 26 members of the Society (in these rules called General Committee Members).
- (b) At the Annual General Meeting of the Society, half the General Committee members referred to in paragraph (a) must retire from office. However, they are eligible for re-election and provided they are otherwise eligible under the provisions of this Constitution, they are deemed to have been nominated for re-election unless they have given prior to the date for closing of nominations written notice to the Secretary that they do not seek re-election.
- (c) The General Committee members who are to retire from office under subsection (b) is:
 - (i) Those who have served the longest as General Committee members other than those re-elected at the previous Annual General Meeting; and
 - (ii) Where more than 2 (two) General Committee members have served for the same period of time as General Committee members – those needing to retire to satisfy the requirements of (b) shall be determined by lot.
- (d) A member may be nominated to serve as a member of the General Committee as follows:
 - (i) Any 2 members of the Society may nominate any other member to serve as a member of the General Committee;

- (ii) The nomination must be in writing and signed by the member and the member's proposer and seconder; and
 - (iii) The nomination must be lodged with the Secretary at least 3 three weeks prior to the Annual General Meeting in the year, which the election is to be held.
- (e) If the number of valid nominations is equal to the number of vacancies required to be filled, the members who were validly nominated are automatically elected as General Committee members as from the Annual General Meeting.
- (f) If the number of valid nominations is less than the number of vacancies required to be filled:
 - (i) The members who were validly nominated are automatically elected as General Committee members as from the Annual General Meeting; and
 - (ii) The remaining vacancies will be regarded as casual vacancies.
- (g) If the number of valid nominations is more than the number of vacancies required to be filled:
 - (a) The secretary is to prepare and initial ballot papers, listing names of validly nominated candidates in alphabetical order and post them to the members at least 2 weeks before the Annual General Meeting with:
 - (i) Instructions how to vote as set out in this subsection, including a statement of the number of vacancies to be filled;
 - (ii) Information about which, if any, of the candidates are seeking re-election; and
 - (iii) An unsealed envelope addressed to the Society at its postal address;
 - (b) If a member wants to vote, the member must:
 - (i) Complete the ballot paper by ticking the boxes alongside the names of any number of candidates that the member wants to vote for (from a minimum of 1 up to a maximum of the number of vacancies to be filled) and print and sign the member's name on the ballot paper; and
 - (ii) Put the ballot paper in the envelope referred to in subparagraph (g) (a) (iii), or another envelope addressed to the same address and

post it by ordinary pre-paid post, or deliver it by hand to that address;

(c) A vote is ineffective if:

(i) The ballot paper is received by the Society less than 1 week before the Annual General Meeting; or

(ii) It is not made in accordance with these rules.

(d) The Executive Committee must, by no later than the date mentioned in subparagraph (c) (i) appoint a returning officer, a presiding officer and 2 scrutineers, none of whom may be General Committee members or Executives;

(e) The Secretary must deliver all ballot papers received by the date mentioned in subparagraph (c) (i) to the returning officer.

(f) The persons mentioned in paragraph (d) must count the votes;

(g) A vote is to be disregarded:

(i) In the circumstances set out in paragraph (c); or

(ii) If it been cast by a member who has submitted more than 1 ballot paper.

(iii) If there is an equality of votes, the President has a casting vote in addition to any deliberative vote.

(h) Neither an election nor any action or proceeding taken in association with or as a result of an election, is invalidated because of the non-delivery to, or non-receipt by, the member or any other person of anything this section requires or allows to be posted.

(i) The General Committee may by ordinary resolution appoint any other member or members of the Society to be additional General Committee members on such terms and for such period as the General Committee may determine.

Vacancies

16.

- (A) A General Committee member may resign from office at any time by giving written notice to the Secretary
- (a) A resignation takes effect:
 - (i) At the time the notice is received by the Secretary; or
 - (ii) At any later date specified in the notice
- A. A General Committee member's office is automatically vacated if:
- (i) The General Committee member ceases to be a member of the Society;
 - (ii) The General Committee member is absent from 3 consecutive meetings of the General Committee without the permission of the General Committee and the General Committee decides to remove the General Committee member from office; or
 - (iii) If the members decide to remove the General Committee member from office at a general meeting.
- B. The General Committee may appoint a member of the Society to fill any casual vacancy on the General Committee until the next Annual General Meeting.
- i. The nomination of casual General Committee members must follow the same procedure as outlined in 15 (D) (i) and 15 (D) (ii).
- C. The continuing members of the General Committee may act despite any casual vacancy in the General Committee.
- D. However, while their number is reduced below the number necessary to form a quorum for meetings of the General Committee, the continuing General Committee member or General Committee members may act only for the following purposes (for which the General Committee is, or General Committee members are, hereby empowered):
- (i) Increasing the number of members of the General Committee to the number necessary to form a quorum; or
 - (ii) Convening a general meeting of the members.

Powers, functions, authorities and proceedings of General Committee

17.

- A. The annual Toowoomba Royal Show conducted by the Society is to be considered as a separate and stand-alone event and the General Committee reserves all powers, functions and authorities pertaining to and reasonably necessary for the control, management and operation of the annual Toowoomba Royal Show, including the power to make by-laws for the conduct of the show.
- B. The General Committee is to meet a minimum of 4 times per year or more often as deemed necessary.
- C. However:
 - (a). The Secretary must convene a special meeting of the General Committee on the requisition in writing signed by:
 - (i)The President; or
 - (ii)At least 3 General Committee members;
 - (b) A quorum at a meeting of the General Committee is 10.

Subcommittees

18.

- (a) The General Committee may delegate any of its functions, authorities and powers to subcommittees consisting of any members of the Society and other persons chosen by the General Committee as it thinks fit.
- (b) A subcommittee:
 - (i) Must comply with any regulations imposed on it by the General Committee; and
 - (ii) Otherwise, may conduct its meetings and proceedings in the way it determines.

PART 4 –

EXECUTIVE COMMITTEE

Executive Committee

19.

- (a) At the first meeting of the General Committee after each Annual General Meeting of the Society, members of the General Committee must elect from their ranks:

A Chairman who is by virtue of that office deemed to be the President of the Society and of the General Committee.

(i) A Deputy-Chairman

(ii) 3 Vice-Presidents

(iii) A Treasurer:

- b. These persons shall constitute the Executive Committee and in this constitution be referred to as the executive.
- c. The election is to be conducted in the way determined by the General Committee.

Powers, functions, authorities and proceedings of the Executive Committee

- a. The Executive Committee has the general control and management of the administration of the affairs, property and funds of the Society.
- b. Subject to paragraph 17, the Executive Committee may exercise all the powers of the Society.
- c. Meetings of the Executive Committee are to be called, notified and conducted in the way determined by the Executive Committee. A quorum at a meeting of the Executive Committee is three (3).
- d. Executive meetings may be held by the Executives, communicating with each other by any technological means, by which, they are able to simultaneously hear each other and to participate in discussion.
- e. The Executive need not all be physically present in the same place for an Executive meeting. An executive who participates in an Executive meeting held in accordance with this rule is deemed to be present and entitled to vote at the meeting.

- f. If all the Executives who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at an Executive meeting held on the day on which the document was last signed by an Executive and shall be minuted accordingly.
- g. For the purposes of these rules, two or more identical documents, each of which is signed by one or more Executives, together constitute one document signed by those Executives on the days on which they signed the separate documents. Any such document may be in the form of a facsimile transmission.

Electronic communications

21

- (a) Subject to the approval of the Executive Committee, any records, reports, notices, forms, nominations, minutes, voting papers or other communications or procedures provided for in this Constitution may be given or received by email or other electronic transmission.

Executive committee

22.

- (a) The Executive Committee may delegate any of its powers to committees as it thinks fit and may from time to time revoke such delegation.
- (b) Any committee so formed must have at least one Executive and will in the exercise of the powers so delegated, conform to any policies and procedures that may from time to time be imposed upon it by the Executive Committee.
- (c) The Executive Committee may appoint the chairman of any committee but in the event that the Executive Committee does not make such appointment, the most senior Executive on the committee shall be chair of that committee.
- (d) The meetings and proceedings of any such committee will be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Executive Committee so far as the same are applicable (including the requirements as to the taking of minutes) and are not superseded by any policies or procedures made by the Executive Committee under this rule.
- (e) To remove any doubt, members of the Executive Committees appointed under this rule need not be members of the Society.

By-laws

23.

- (a) The Executive Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Society.
- (b) The by-laws are binding on members as if they were contained in these rules.

PART 5 – GENERAL MEETINGS

Annual General Meeting

24.

- (a) An Annual General Meeting...of members... must be held once in each calendar year within 15 months after the previous Annual General Meeting and will be advertised in a Toowoomba newspaper no less than 14 days prior to such date and posted on a notice board at the offices of the Royal Agricultural Society of Queensland, Glenvale Road, Toowoomba.
- (b) The Annual General Meeting is to be held at the time, date and place determined by the Executive Committee.
- (c) The following business must be transacted at every Annual General Meeting:
 - (i) The adoption of the minutes of the previous general meeting;
 - (ii) The receiving of the report and balance sheet for the last financial year.
 - (iii) The appointment of an auditor;
 - (iv) The announcement of the result of the election of the members of the General Committee;
 - (v) Any other business connected with the business and affairs of the Society.

Special General Meeting

25.

- (a) A special general meeting is to be held within 21 days after the Secretary is given:
 - (i) A direction by the Executive Committee to call one; or
 - (ii) A written requisition for the meeting signed by at least 50 members.
- (b) A direction or requisition under subsection (A) must clearly state the business to be transacted at the special general meeting.
- (c) Special general meetings are to be held at the time and place determined by the Executive Committee.
- (d) The following business and no other business, must be transacted at every special general meeting:
 - (i) The adoption of the minutes of the previous general meeting;
 - (ii) The business referred to in subsection (B).

PART 6 - INDEMNITY

26.

- (a) Every person who is or has been an Executive or General Committee member of the society, is entitled to be indemnified to the maximum extent permitted by law, out of the property of the Society against any liabilities for costs and expenses incurred by that person.
 - (i) In defending any proceedings relating to that person's position with the Society, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or which are withdrawn before judgement; or
 - (ii) In connection with any administrative proceedings relating to that person's position with the Society, except proceeding which give rise to civil or criminal proceedings against that person in which judgement is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or

(iii) In connection with any application in relation to any proceedings relating to that person's position with the Society, whether civil or criminal, in which relief is granted to that person by the court.

(b) Every person who is or has been an Executive or General Committee member of the Society is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Society, against any liability arising out of or relating to that person's association with the Society, to another person (other than the Society or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.

PART 7 – CHIEF EXECUTIVE OFFICER

27.

(a) The Executive Committee must appoint a person to be the Chief Executive Officer of the Society, such appointment to be by an ordinary resolution of the Executive Committee.

(b) The Executive Committee may by ordinary resolution remove a person from the position of Chief Executive Officer but must appoint a substitute Chief Executive Officer as soon as possible.

(c) The Chief Executive Officer will report directly to and will take his or her directions from the Executive Committee.

(d) The Chief Executive Officer will, subject to the direction of the Executive Committee, manage the business of the Society and will be responsible for the use of the Society's facilities and the employment and management of staff and volunteers.

PART 8 –

AUDITORS

Nomination, Appointment and Removal of Auditor

28.

- (a) The Society must, at its Annual General Meeting appoint a qualified person or firm as auditor of the Society for a period of twelve months.
- (b) An auditor may only be removed from office by resolution at a special general meeting.
- (c) If notice of a special resolution to remove an auditor is given, the Society must immediately send a copy of the notice to the auditor.

Auditor's Fees and Expenses

29.

- (a) The Society must pay the auditor's reasonable fees and expenses.
- (b) The Executive Committee may fix the auditor's reasonable fees without authorisation of a general meeting.

Auditor's Powers in relation to General Meetings

30.

- (a) The auditor, or an agent authorised by the auditor in writing:
 - (i) Is entitled to attend any general meeting of the Society;
 - (ii) Is entitled to receive all notices of, and other communications relating to, any general meeting that a member is entitled to receive;
 - (iii) Is entitled to be heard at any general meeting that he or she attends on any part of the business of the meeting that concerns the auditor in the capacity of auditor; and
 - (iv) Is entitled so to be heard even though:
 - 1. The auditor retires at that meeting; or
 - 2. A resolution to remove the auditor from office is passed at that meeting.

PART 9 –

MISCELLANEOUS

Accounts & Records

31.

a. The Executive Committee must ensure that:

- (i) Proper minutes are kept of all general meetings and meetings of the Executive Committee.
- (ii) Proper records are kept of all the Society's exhibitions, events and other activities;
- (iii) That an annual report of the Society's activities is prepared and made available to the members;
- (iv) Proper financial records are kept and annual financial statements are prepared and audited.

Inspection of Records

32.

(a) A member may inspect the Society's books of account if the member applies to the Secretary in writing to make the inspection.

(b) The inspection is to be conducted at a time nominated by the Secretary, but no more than 1 month after the application was given to the Secretary.

(c) The Executive Committee may make by-laws which:

- (i) Restrict members' rights under this section to specific times during the day, week or year;
- (ii) Restrict the duration of an inspection; or
- (iii) Restrict the types of books of account to be made available.

Alteration of rules

33.

(a) These rules may be amended, rescinded or added to from time to time by a resolution carried at a special general meeting, the notice of which contained particulars of the proposed motion.

Restrictions on Member's Rights

34.

- (a) An unfinancial member is not entitled to exercise any right or power conferred by these rules.
- (b) A member who is under the age of 18 years is not entitled to exercise any voting right or power conferred by these rules.
- (c) In this section:

- (i) **“Unfinancial member”** means a member who is indebted to the Society for membership fees or any other amount.

Disputes

35.

The Executive Committee may determine procedures for resolving disputes relating to the business or affairs of the Society arising between:

- (i) A member and another member or other members; or
- (ii) A member or members and the Society

Interpretation of Rules

36.

- (a) The Executive Committee has sole authority to:
 - (i) Interpret the meaning of these rules; and
 - (ii) Make provision for any matter relating to the Society on which these rules are silent.
- (b) Each member must abide by an interpretation or provision made by the Executive Committee.

Dissolution of the Society

37.

(a) The Society is to be wound up:

(i) If the members pass a special resolution to that effect at a special general meeting called for the purpose;

(ii) If one-fifth of the members pass a resolution to that effect at a special general meeting called for the purpose; or

(iii) If the society has fewer than 16 members.

(b) If, after the Society is wound-up, there are surplus assets, the surplus assets must not be distributed among the members but must be given to another entity:

(i) That has objects similar to the Society's objects; and

(ii) The rules of which prohibit the distribution of the entity's income and assets to its members.

(c) In this section:

“Special resolution” means a resolution passed by a majority of three-quarters of the members who are present and entitled to vote on the resolution;

“Surplus assets” means the assets after payment of the debts and liabilities of the Society and the costs, charges and expenses of the winding-up.