

CONSTITUTION

FESTIVAL STATE RODEO CIRCUIT INCORPORATED

DATE: 17 November 2022

VERSION: 1.0

REGISTRATION NUMBER: A10785

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TABLE OF CONTENTS

Section	Page No.
1. Name	2
2. Registration Number	2
3. Australian Business Number	2
4. Definitions	2
5. Objectives	2
6. Powers	3
7. Membership	3
8. Subscriptions	4
9. Resignations	4
10. Expulsion of a Member	4
11. Management	5
12. Election of Committee	6
13. Duties of the Management Committee	7
14. Employees	8
15. Disqualification of Committee Members	8
16. Casual Vacancies	8
17. Proceedings of Committee	8
18. Financial Year	8
19. Powers	9
20. Rules	9
21. Meetings	9
22. Proceedings at General Meeting	10
23. Minutes	11
24. Voting Rights	11
25. Proxies	12
26. Accounts	12
27. Liabilities, Property and Dissolution	12
28. Amendment of Constitution	12

1. NAME

The name of the Incorporated Association is the FESTIVAL STATE RODEO CIRCUIT INCORPORATED referred to herein as “the Association”.

2. REGISTRATION NUMBER: A17085

3. AUSTRALIAN BUSINESS NUMBER: 88 945 848 852

4. DEFINITIONS

- a) “Act” means the Associations Incorporation Act 1985
- b) “Association” means the Festival State Rodeo Circuit
- c) “Committee” means the elected members to represent the Association, consisting of the Executive (President, Vice President, Treasurer and Secretary; and Committee members to support the undertaking of the Association.
- d) “Financial Year” means the period from 1st July to 30th June.
- e) “General Meeting” means a members meeting convened in accordance with this Constitution and includes Annual General Meeting (AGM) or a Special General Meeting (SGM).
- f) “Member” means any person who has paid all membership fees due and in full payment.
- g) “Membership Fee” means the fee incurred annually by members as determined by the Committee.
- h) “Sub-committee” means a group of selected persons or members who benefit from delegation approved by the Association.
- i) “Quorum” means:
 - ii) At a General Meeting, no less than 20% of the current membership, provided that at least 75% of the Association Committee are present.
 - iii) At Committee Meetings, no less than 51% of Committee Members, provided that at least three office bearers present.
- j) “Regulations” means the Regulations of the Act.

5. OBJECTIVES

The aims and objects of the Association shall be:

5.1 To represent the Australian Professional Rodeo Association within South Australia (APRA).

5.2 Maintain and apply governance as per the APRA Rule Book together with relevant codes and legislation (e.g.: RSPCA, Covid-19, Livestock Act).

- 5.3 To actively promote the Festival State Rodeo Circuit (FSRC) and its members.
- 5.4 Partner with Rodeo Committees to improve and maintain rodeo standards.
- 5.5 To assist in the skills development of junior and senior competitors by hosting events and clinics.
- 5.6 To purchase, rent or lease equipment and marketing material to support the activities and endeavours of the Association.

6. POWERS

- 6.1 The powers of the association are subject to section 25 of the Act and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter any necessary or desirable contract including a contract of employment
- 6.2 The Committee shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association, provided that the Association must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.

7. MEMBERSHIP

Membership shall be open to any persons and shall be composed of:

- 7.1 Competitive Members: those persons who compete in the sport of rodeo and are eligible for Association Championships. The Committee reserves the right to determine eligibility.

Competitive Members can be Senior or Junior Members.

Senior Members shall be entitled to vote in the business of the Association, to stand for election to the Committee and be over 18 years of age.

Junior Members shall be aged less than 18 years. Junior members shall not be entitled to be Committee Members or to vote unless the General Meeting decided to take a vote of the Junior Members on particular issues.

- 7.2 Social Members: those persons that are not eligible to become competitive members and are interested in the objects of the Association.
- 7.3 Honorary Members: honorary membership maybe conferred by the Committee on those persons considered to be a friend of the Association, in recognition of services rendered in promoting the interests and objects of the Association. Honorary membership shall be conferred on a lifetime basis, unless revoked by the Committee, and no entrance fee or subscription shall be payable.

However, Honorary members shall not be:

- a) Eligible to be elected as members of the Executive Committee.
- b) Entitled to vote on any issue.
- c) Entitled to receive any notice required to be given to full members.
- d) Liable to pay any subscription.
- e) Permitted to speak or act on behalf of the Association.

7.4 Life Members: On the recommendation of the Committee, any person being a member may, at any general meeting of the Association, in consideration of valuable services rendered to the Association, be elected as a Life Member. A two-thirds majority of those present and voting shall be necessary to such an election. Every Life Member shall be entitled to all privileges of a member of the Association during his or her life without any further payment of playing subscriptions.

7.5 Membership year will run in line with the Financial Year, 1st July to 30th June each year.

8. SUBSCRIPTIONS

8.1 The subscriptions for each class of membership shall be such sum as the members shall determine from the time to time at Annual General Meeting or Extraordinary General Meeting.

8.2 The subscription fees for each class of membership shall be payable annually on the first day of July or at such other time as the Committee shall determine from time to time.

8.3 Any member whose subscription fees are outstanding one month after the due date shall not have their points counted until such time as the outstanding fee is received by the committee.

9. RESIGNATIONS

A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

10. EXPULSION OF A MEMBER

The Committee may by resolution suspend or expel a member who is found to have engaged in conduct that is detrimental to the interests of the Association provided:

- a) The member is given written notice of the alleged conduct, the supporting evidence, and the possible penalties attributable to the alleged conduct no later than 14 days prior to any hearing concerning the conduct; and
- b) The member is invited to attend the hearing with a support person and the member is permitted to make submission to the Committee and/or provide written submissions to the Committee concerning the alleged conduct and penalty.

Any period of suspension shall be not less than 14 days and no greater than 365 days. A member may appeal the decision of the Committee to suspend or expel that member by providing notice to the Committee within 14 days of receiving notice of the decision.

An appeal will be heard at a Special General meeting to be held within 21 days of receiving notice from the member. Unless the decision to suspend or expel the member is confirmed by 75% or greater of the eligible voting members present at the Special General meeting, the decision of the Committee will be overturned.

11. MANAGEMENT

- 11.1 The Association shall be managed by a Committee of not less than 6 members, nor more than 12 members elected at the Annual General Meeting as hereinafter provided.
- 11.2 The Office Bearers of the Association shall be President, Vice-President, Secretary and Treasurer who shall be elected in that order prior to the election of the remainder of the Committee Members.
- 11.3 The Secretary and Treasurer may be a combined role.
- 11.4 The Committee shall meet in person, by telephone conference or via video call as often as may be required to conduct the business of the Association and not less than 4 times each calendar year.
- 11.5 Decisions of the Committee may also be made by email vote on proposals circulated to Committee members.
- 11.6 The quorum for a Committee meeting shall be half the Committee members plus 1 (ONE).
- 11.7 The President or two other members of the Committee shall have power to call a meeting of the Committee.
- 11.8 Notice of meetings shall be given at the previous Committee meeting or by 7 days' notice distributed to all Committee members or in an emergency by such other notice as shall be ratified by the Committee.
- 11.9 Notice of meetings can be made by phone, email, text, or other means possible to notify all Committee members.
- 11.10 The Committee may function with any vacancies so long as its number is not reduced below the quorum

- 11.11 The Committee shall have the power to appoint such officers and employees as required to carry out the objectives of the Association, including Public Officer as required by the Act, and may discuss or delegate any of its power to such officers and employees.
- 11.12 The Committee from time to time appoint from amongst its number or from amongst the general membership of the Association, such sub-committees as it may deem necessary. Such sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee.

12. ELECTION OF COMMITTEE

- 12.1 A retiring member of the Committee shall be eligible for re-election at the Annual General Meeting without prior nomination.
- 12.2 Any other financial member of the Association is eligible to be nominated for election to the Committee if such nomination is submitted on the nomination form as drafted by the Secretary. Each nomination must be endorsed by the nominee, a nominator, and a seconder, all of whom must be financial members of the Association.
- 12.3 Nomination forms must be submitted to the Secretary a minimum of fourteen (14) clear days prior to the Annual General Meeting.
- 12.4 In the event of insufficient nominations being received by the Secretary prior to the Annual General Meeting to fill all vacancies, nominations may be called from the floor at the Annual General Meeting.
- 12.5 If only the required number of nominations are received to fill existing vacancies, the Secretary shall report accordingly to the Annual General Meeting, and the Chairman shall declare such persons duly elected.
- 12.6 If more nominations are received than the number required to fill existing vacancies, the Chairman will call for an election by ballot.
- 12.7 After the election of the Committee at the Annual General meeting, that Committee shall, at the first Committee Meeting after the Annual General Meeting, appoint from amongst its number the President, Vice-President, and Secretary/Treasurer of the Association.
- 12.8 Such appointments shall be communicated to the membership of the Association as soon as practicable after the Committee meeting at which such appointments are made, and those appointed shall hold office for a term of one (1) year.

13. DUTIES OF THE MANAGEMENT COMMITTEE

13.1 PRESIDENT

- Apart from the duties specified elsewhere, the President shall:
- Oversee the running of the Association.
- Liaise with and attend meetings with third parties on behalf of the Association.
- Represent the Association and its direction.
- Chair the Committee meetings and Special meetings
- Develop a marketing plan.

13.2 VICE-PRESIDENT

- Aid the President in their duties
- Represent the President in their absence
- Sit on the Executive Committee and act as a full member of that committee.

13.3 SECRETARY

- Call all meetings and set the agenda in accordance with this Constitution and cause Minutes of each meeting to be recorded, distribute, and signed at the earliest opportunity.
- Receive, file and deal with all Association correspondence both internal and external. All correspondence shall be tabled at the next Committee meeting.
- Maintain Member details (current and non-current).
- Undertake any other duties required for the running of the Committee.

13.4 TREASURER

- Receive all monies and cause these to be banked promptly.
- Make all disbursements by cheque signed by at least two members of the Committee.
- Prepare financial budgets and statements as required by the Committee.
- Submit an audited financial statement to the Annual General Meeting.
- Prepare and maintain appropriate financial records in accordance with good accounting practice and the law
- Invoice and collect payment of membership fees
- Invoice and collect monies of miscellaneous invoicing.

13.5 Junior Club Coordinator.

- Sit on the management committee as a full member of that committee.
- Organise and chair the junior sub-committee with the purpose of recruiting and organising events, teams, and competitions for the junior club members
- The junior coordinator shall report the sub committee's activities back to the committee as required.

13.6 VACANCIES

- Any casual vacancy occurring during the year shall be filled by the Committee and such a committee member shall hold office until the next Annual General Meeting.

14 EMPLOYEES

An employee of the Association may be a member of the Association or any sub-committee.

A person performing paid work for the Association on a regular substantial basis:

- a) Shall not be a member of the Committee unless specifically provided in this constitution or a subsequent amendment, and
- b) Shall not take part in the decisions relating to paid work and shall remain absent from deliberations relating to any worker if so, requested by a majority of the Committee

15 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of Committee member shall become vacant if a Committee member is:

- 15.1 Disqualified by the Act.
- 15.2 Expelled under these rules.
- 15.3 Permanently incapacitated by ill health.
- 15.4 Absent without apology from more than three (3) consecutive Committee Meetings, or more than three (3) Committee Meetings in a financial year.
- 15.5 No longer the duly appointed representative of a corporate member.

16 CASUAL VACANCIES

The Committee may appoint a natural member to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting and shall be eligible for re-election without prior nomination.

17 PROCEEDINGS OF COMMITTEE

- 17.1 The Committee shall meet for dispatch of business at least quarterly.
- 17.2 Motions arising at any meeting shall be decided by a majority of votes. In the event of equality of votes, the chairperson shall have the casting vote in addition to a deliberative vote.
- 17.3 A quorum for a meeting of the Committee shall be five (5) members personally present at the meeting.
- 17.4 Should a Committee member have a conflict of interest in a contract with the Association, they must disclose that interest to the Committee as required by the Act and shall not vote with respect to that contract.

18 FINANCIAL YEAR

Festival State Rodeo Circuit Incorporated shall run in according to the financial year (1st July – 30th June) each year.

19 POWERS

- 19.1 The powers of the association are subject to section 25 of the Act and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter any necessary or desirable contract including a contract of employment
- 19.2 The Committee shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association, provided that the Association must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.

20 RULES

- 20.1 Subject to approval by a resolution of the members of the Association at an Annual General Meeting or an Extraordinary General Meeting, these rules may be altered (including an alteration to name) or be rescinded and replaced by substitute rules. Such alterations shall be registered with the Commission as required by the Act.
- 20.2 The registered rules shall bind the Association and every member to the same extent as if they had respectfully signed and sealed them and agreed to be bound by all the provisions thereof.

21 MEETINGS

- 21.1 The Committee may call a general meeting of the Association at any time and shall call an Annual General Meeting in accordance with the Act.
- 21.2 The Annual General Meeting shall be held within five (5) months after the end of the financial year.
- 21.3 Upon requisition in writing of not less than one half of the total financial membership of the Association, the Committee shall, within one (1) month of the receipt of requisition convene an Extraordinary General Meeting for the purpose of specified in the requisition.
- 21.4 Every requisition for an Extraordinary General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 21.5 If an Extraordinary General Meeting is not convened within one (1) month as required by sub rule 20.3, the requisitioners may convene an Extraordinary General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitioners are supplied, free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

- 21.6 Subject to subrule 20.7, at least fourteen (14) days' notice of any general meeting shall be given to the members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of business to be transacted at the meeting.
- 21.7 Notice of an Extraordinary meeting to be convened by the Committee for the purpose of proposing a special resolution, shall be sent, with details of that special resolution, at least twenty-one (21) days prior to the meeting.
- 21.8 Notice of an Annual General Meeting must be sent at least twenty-one (21) days prior to the date of the meeting and must set out the order of business to be conducted at the meeting, including the consideration of accounts and reports of the Committee and the auditors, the appointment of auditors and election of Committee Members (if required), and any other business requiring consideration by the Association in General Meeting.
- 21.9 Where a notice is sent by post, service of the notice shall be deemed to be affected if it is properly addressed and posted to the member by ordinary prepaid mail.

22 PROCEEDINGS AT GENERAL MEETINGS

- 22.1 One third (1/3) of the membership personally present or present by proxy shall constitute a quorum at any general meeting.
- 22.2 If within thirty (30) minutes after the time appointed for the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, the members present shall form a quorum.
- 22.3 The President of the Association, or if there shall be no President, then the Vice-President of the Association, or in their absence, or their declining to take, or retiring from the Chair, one of the Committee Members chosen by the meeting shall preside as a Chairperson at every general meeting of the Association.
- 22.4 If there is no such President or Vice-President present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be a chairperson.
- 22.5 The President may with the consent of any meeting at which a quorum is present, and shall if so, directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

- 22.6 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 22.7 At any meeting, a resolution put to the vote shall be decided on a show of hands, and a declaration of the Chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, serve as conclusive evidence of the fact, without proof of the number of proportions of the votes recorded in favour of, or against, the resolution.
- 22.8 If a poll is demanded by the Chairperson, or by three (3) or more members personally present or by proxy, it shall be taken in such a manner as the Chairperson directs. The result of such a poll be the resolution of the meeting, except that in the case of a special resolution, a majority of not less than three quarters (3/4) of the members who being entitled to do so vote personally or by proxy at the meeting required.
- 22.9 If a poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

23 MINUTES

- 23.1 Proper minutes of all proceedings of meetings of the Association and of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 23.2 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the succeeding meeting.
- 23.3 Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings of the meetings shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- 23.4 All meeting minutes, agendas, and ANY correspondence for Festival State Rodeo Circuit Incorporated can be stored in a cloud.

24 VOTING RIGHTS

- 24.1 Subject to these rules each financial member present in person or by proxy shall be entitled to one vote.
- 24.2 A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at that meeting or at all meetings of the Association. That person shall be appointed the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

25 PROXIES

At any General or Special General Meeting of the Club, Member's entitled to vote may do so by proxy. Such proxy votes must be forwarded in writing to the Secretary and be declared to the membership in attendance.

26 ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

27 LIABILITY, PROPERTY AND DISSOLUTION

27.1 Persons who with the authority of the Committee incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.

27.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

27.3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:

27.3.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;

27.3.2 If the Association shall have been approved pursuant to Division 30 of the Income Tax Assessment Act, then such other body shall also be so approved; and

27.3.3 The Association shall not be dissolved except by approved of not less than three-fourths of the members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all members.

28 AMENDMENT OF CONSTITUTION AND RULES

The constitution may be repealed or amended by resolution of three-fourths of members present and voting at a General Meeting of which not less than 7 days' written notice including notice of the proposed repeal or amendment has been distributed to all members.