

**THE
ROYAL AGRICULTURAL SOCIETY
OF NATAL
CONSTITUTION AND RULES**

**AS AMENDED AT THE ANNUAL
GENERAL MEETING OF MEMBERS
HELD ON 4 NOVEMBER
2020**

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THE ROYAL AGRICULTURAL SOCIETY OF NATAL
(The Society) Established 1851
CONSTITUTION AND RULES
as amended at the
Annual General Meeting of Members
held on the 4th day of November 2020

1. NAME

1.1 The name of the Society shall be:

“The Royal Agricultural Society of Natal”

2. OBJECTS

2.1 The main or principal object of the Society will be to promote the agricultural industry and related commercial activities in the interests of the community on the basis as set out hereunder in clauses 2.2 to 2.13.

2.2 To organise, facilitate, conduct, manage and promote shows, functions and exhibitions either simultaneously or apart from each other, in such a way as to promote the interests of agriculture, commerce, industry and the community, as the Society may from time to time think fit.

2.3 To encourage the use of or adoption of methods, means, items or livestock, as the case may be, that will be beneficial to agriculture, industry and commerce.

2.4 To enter into relationships within agriculture, educational, industrial and research institutions; to institute and conduct trials, to offer and award certificates, rewards, prizes, bursaries and other incentives and to implement and to employ or assist with or to encourage activities which may be regarded by the Society to be beneficial to agriculture and/or industry and/or commerce.

2.5 To acquire rights and/or privileges that may be regarded by the Society as necessary or convenient for the purposes stated and to make donations to kindred organisations, aimed at furthering the objects of the Society.

- 2.6 To obtain co-operation and financial or other assistance from the government or any provincial or local authority, in the furtherance of the objects of the Society.
- 2.7 To purchase, take on lease or in exchange, hire or otherwise acquire and use, apply, sell, let, mortgage to secure loans made to the Society, deal with and dispose of any movable and immovable property and any rights and privileges and in particular any land, building, servitudes, implements, equipment and plant.
- 2.8 To hold, promote, or conduct sales by auction; to promote the common interest of members; to promote or assist with any other work which the Society may regard as being beneficial to agriculture and/or industry and/or commerce.
- 2.9 To encourage the beneficial use of the Society's property within the furtherance of its objects and in the interests of the Community.
- 2.10 To raise funds for the purpose of carrying out the objects of the Society.
- 2.11 To collect and disseminate information calculated to promote the objects of the Society or to be of benefit to the members in their respective industries; including preparation of pamphlets, papers, sponsorship of lectures and conferences and the establishment and maintenance of suitable records and information banks.
- 2.12 To promote, oppose or assist in promoting or opposing legislation affecting any object of the Society or the operation of the Society.
- 2.13 To achieve the objects of the Society either by the Society itself or any companies, associations or organisations controlled by the Society or in which the Society has an interest or affiliation and, to do all other acts, matters and things as may, in the opinion of the Society, be incidental or conducive to the attainment or furtherance of the objects of the Society.

3. MEMBERSHIP

3.1 Classes of Members

Members shall be divided into the following classes:

- 3.1.1 Adult Members who shall be persons whose ages exceed the limits set out in the definition of Junior Members in 3.1.2.
- 3.1.2 Junior members who shall be persons who, in any year of membership, shall not have achieved their eighteenth birthday on or before the first of January each year. Junior members shall automatically become Adult members upon operation of the age restriction.
- 3.1.3 Honorary Life Members shall be those persons who, for outstanding services rendered to the Society, the Executive Committee of the Society has elected as Honorary Members. The election shall be held at a meeting of the Executive Committee, the notice of which contains notice of the proposed election, and shall be approved by not less than two-thirds of the Committee members present and voting.
- 3.1.4 Special Members shall be those persons to whom special classes of membership have been granted in the past and whose vested rights shall not be diminished by the adoption of these Rules.
- 3.1.5 Life Membership may, at the discretion of the Executive Committee, be bestowed on those persons who have been members of the Society for not less than 40 years.
- 3.1.6 The Society in Annual General Meeting may create additional classes of membership upon the recommendation of the Executive Committee of the Society and upon the terms and conditions proposed by that Committee.

3.2 Election and Resignation

- 3.2.1 All applicants shall apply for membership on the form prescribed by the Society and on payment of the appropriate entrance fee and subscription shall become elected.

- 3.2.2 The membership year shall run from 1st January to 31st December each year.
- 3.2.3 Any member may resign from membership by written notification to the Society.
- 3.2.4 If a member fails to pay the membership subscription after two accounts have been issued by the Society for the subscription the member may, at the discretion of the Society, cease to be a member.

3.3 Entrance Fees and Subscriptions

- 3.3.1 The entrance fee payable by members on election and the annual subscriptions payable by the members shall be determined each year in advance by the Annual General Meeting upon the recommendation of the Executive Committee.
- 3.3.2 With the approval of the Executive Committee, the Society may waive the payment of entrance fees in the light of special circumstances.
- 3.3.3 No refund will be made in respect of any membership paid in any one year.

3.4 Rights and Privileges of Members

The rights and privileges of members are:

- 3.4.1 To attend and also vote in person at the Society's Annual General and Special General Meetings provided that the member has been a member for not less than twelve months as at the date of the meeting.
- 3.4.2 To be eligible for election or appointment to serve on any of the Committees of the Society.
- 3.4.3 Upon production of the appropriate permit for the current year, to be admitted free of charge to the Annual Royal Show and any other exhibitions, function or shows in regard to which the Society gives notice that attendance will be free to members and to admission to any private enclosures reserved for members at any shows, functions or exhibitions.
- 3.4.4 To free parking of their motor cars and other vehicles in the Members Car Park, if one is provided, subject to space being available in such Members Car Park.

3.4.5 To be eligible for such other rights and privileges as the Society may determine from time to time.

3.5 Limitations on Members' Rights

3.5.1 Junior Members Rights shall be limited to the rights referred to in 3.4.3.

3.5.2 The rights and privileges of every member shall be purely personal to the member and not capable of being transferred or transmitted by the member or by operation of any law.

3.5.3 No member shall be entitled to exercise any rights or privileges so long as such member's subscription is in arrears.

3.5.4 The liability of each member for the debts of the Society shall be limited to the amount of his subscription.

3.6 Notices

3.6.1 Every member shall register with the Society's Administrative Offices a postal or email address. In instances where this constitution requires written notice to be given to members or where the Society chooses to give written notice, notice may be served on a member either personally or by dispatching such notice to the member by ordinary mail or by email to the address provided by the member.

3.6.2 If a member fails to so register an address, or registers an incorrect address, or fails to register a change of address, the member, shall be deemed to have waived the member's right to receive notices.

4. THE ANNUAL GENERAL MEETING

4.1 The Annual General Meeting of the members of the Society shall be held not later than five months after the close of the Society's financial year.

4.2 Notice of the Annual General Meeting shall:-

4.2.1 be given as written notice as provided for in 3.6.1 not less than 14 days prior to the meeting:

4.2.2 specify the place, date, day and hour of the meeting:

4.2.3 advise the members that the annual general report and audited financial statements will be made available to any member who requests same and that copies of the aforesaid documents will be available for inspection during normal office hours at the Society's Administrative Offices.

4.3 The business to be transacted at the Annual General Meeting shall be:

4.3.1 To receive and approve the Report on the general affairs of the Society to the 30 June preceding, together with the audited financial statements to that date.

4.3.2 To receive a Report on the state of membership as at the 30 June preceding.

4.3.3 To elect from the Adult Members of the Society including Members who have been granted any special privileges or status, an Executive Committee of 8 members.

4.3.4 To appoint one or more Auditors for the ensuing year.

4.3.5 To agree, on the recommendation of the Executive Committee, the entrance fees and annual subscriptions for the various classes of membership for the ensuing year.

4.3.6 To attend to any such other or further business raised by the Executive Committee or a by a member who is present at the meeting and who is given 7 days written notice to the Executive Committee of the other or further business which the member wishes to have discussed at the meeting.

4.3.7 To attend to any amendment to the constitution and rules proposed by the Executive Committee.

5. SPECIAL GENERAL MEETINGS

5.1 The President or the Executive Committee may, should they deem it necessary or advisable, and shall, on receipt of a requisition signed by not less than fifty members of the Society, convene a Special General Meeting of Members.

5.2 The notice convening such meeting shall state the business to be brought forward and no other business except that on the notice shall be discussed at such meeting.

5.3 Not less than seven clear days' notice in writing given in the manner provided in clause 3.6.1 shall be given of every Special General Meeting.

6. PROCEDURE AT GENERAL MEETINGS AND AMENDMENTS TO THE CONSTITUTION

6.1 Twenty members personally present shall form a quorum at all General Meetings.

6.2 If after fifteen minutes from the time appointed for any General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day at the same time and place two weeks later and at such adjourned meeting the members present shall be a quorum even if their number is less than twenty.

6.3 The President and, failing him, one of the Vice-Presidents and failing either of them one of the Members of the Executive Committee shall preside as Chairman at all General Meetings. In the event of none of these office bearers being present within fifteen minutes after the time for which the meeting shall have been called, the members present shall proceed to elect a chairman.

6.4 The Chairman of a General Meeting shall hold office until the end of the meeting.

6.5 Except in the case of the election of members of the Executive Committee, which shall always be by ballot, all votes shall be taken by a show of hands at all General Meetings, unless a ballot is demanded by not less than ten members, in which case the Chairman of the meeting shall fix the time and mode of such ballot. On a show of hands or on a ballot each member shall have one vote.

6.6 At all General Meetings, in case of an equality of votes, the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member.

- 6.7 At all General Meetings all questions shall be decided by a majority of votes except as provided for in 6.8 in regard to the amendment of the Constitution.
- 6.8 No alteration, amendment or addition should be made to the Constitution and Rules of the Society save by a Special Resolution duly approved by not less than two-thirds of the members present and voting at the Annual General Meeting or at a Special General Meeting called for the purpose of amending the Constitution and on the passing of the Resolution amending the Constitution the amendment shall take immediate effect.

7. THE EXECUTIVE COMMITTEE

- 7.1 The Society shall be controlled by an Executive Committee which shall be reconstituted each year at the Annual General Meeting and which shall hold office until the ensuing Annual General Meeting.
- 7.2 The Executive Committee shall consist of:
- 7.2.1 8 elected members who shall hold office until the next Annual General Meeting and the Chief Executive Officer appointed in accordance with clause 8.2.
- 7.3 Any vacancies occurring during the year, shall be filled by members of the Society appointed by the Executive Committee.
- 7.4 No candidate shall be eligible for election to the Executive Committee unless he has been nominated in writing by two members of the Society and such nomination, endorsed with the candidate's willingness to accept nomination, shall have been delivered to the Society's offices at least seven days before the date for which the Annual General Meeting has been convened. Existing Members of the Executive Committee, unless they indicate an unwillingness to serve on the Committee, shall not be required to be nominated and shall be included as Candidates for election to the Executive Committee.
- 7.5 The Executive Committee may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it may think fit.
- 7.6 Five members present at any meeting shall form a quorum.

- 7.7 The meetings of the Executive Committee shall be chaired by the President failing him by one of the Vice Presidents and failing them, the Members present shall proceed to elect a Chairman of the meeting.
- 7.8 The Executive Committee shall meet at least seven times in any one calendar year and more frequently as may be deemed necessary by the Executive Committee. The first meeting of the newly constituted Executive Committee shall be held as soon as possible after the Annual General Meeting.
- 7.9 At the commencement of the first meeting of the newly-constituted Executive Committee following the Annual General Meeting, the Executive Committee shall from its members:
- 7.9.1 Elect a President
- 7.9.2 Elect not more than two Vice-Presidents
- 7.10 The President and the Vice-Presidents shall continue to hold office until the meeting at which their successors in office are elected.
8. POWERS OF THE EXECUTIVE COMMITTEE
- 8.1 The Executive Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Society in pursuit of its objects, subject nevertheless to such acts and things not being inconsistent with any resolution passed at any General Meeting of the Society.
- 8.2 The Executive Committee shall appoint a Chief Executive Officer and delegate to him all the powers which the Executive Committee deems to be necessary for the day to day running of the Society. The Chief Executive Officer shall furnish the Executive Committee for consideration by the Executive Committee, a written monthly financial and operations report. The Chief Executive Officer shall conduct the business of the Society within the policy and financial parameters set by the Executive Committee and the Executive Committee may, in its discretion, recall powers which it may have delegated to the Chief Executive Officer.

- 8.3 The Executive Committee shall appoint one of its members as its representative to consult directly with the Chief Executive Officer regarding financial matters.
- 8.4 The Chief Executive Officer shall attend all meetings of the Executive Committee unless requested otherwise by the Executive Committee.
- 8.5 The Executive Committee may appoint standing committees and sub-committees, not necessarily from its number to consider and make recommendations to the Executive Committee on any subject which the Executive Committee considers that it has insufficient expertise. The Executive Committee shall take note of but shall not necessarily be bound by the recommendations of any Standing Committee or Sub-Committee it may have appointed.
- 8.6 Without prejudice to the powers and duties specified in 8.1, 8.2, 8.3 and 8.5 the Executive Committee shall be entrusted with the following powers:
- 8.6.1 To open and conduct one or more banking accounts in the name of the Society.
- 8.6.2 To borrow and raise moneys for the purposes of the Society under such security as it may determine.
- 8.6.3 To invest and deal with any of the moneys of the Society upon such terms as it may think fit.
- 8.6.4 To acquire, manage, control, deal with and turn to account any property, rights and privileges held by the Society.
- 8.6.5 To sell, lease, alienate or otherwise dispose of all or parts of the movable and immovable property of the Society.
- 8.6.6 To appoint and to remove or suspend such consultants, attorneys, agents or other employees for permanent, temporary or special services as may be thought fit and to invest them with such powers as the Executive Committee may think expedient.
- 8.6.7 To institute, conduct, defend, compound or abandon any legal proceedings by and against the Society or its officers or otherwise concerning the affairs of the Society.

- 8.6.8 To determine from time to time the persons responsible for the signature of all cheques, bills of exchange, promissory notes and other negotiable instruments connected with the business of the Society.
- 8.6.9 To do any or all such acts on behalf of the Society necessary to carry out the objects of the Society as expressed in Clause 2 of this Constitution and Rules.
- 8.7 Irrespective of the powers set out in Clause 8.5 above, the Society may not provide financial assistance to any of its members.
- 8.8 Any act of the Society which constitutes a fundamental departure from the aims and objectives of the Society shall require the approval of a Resolution of a majority of the Members of the Society taken at a General Meeting of the Society.

9. ACCOUNTS

The accounts shall be duly audited by one or more Auditors appointed by the Annual General Meeting at remuneration to be determined by the Executive Committee. The Society's Financial Year shall end on the 30th of June in each year.

10. MINUTES OF MEETING

- 10.1 Proper Minutes shall be kept of the resolutions and proceedings of all Meetings of the Society.
- 10.2 The Minutes of all Meetings shall be confirmed by the Chairman of such meetings or by the President.

11. SHOWS AND EXHIBITIONS

- 11.1 The Society's Shows and Exhibitions shall be open to exhibitors and competitors, subject to such Rules, Regulations or By-laws as may be formed by the Executive Committee. The Executive Committee, however, reserves the right of admission in all sections of Shows and Exhibitions staged by the Society.

12. DISCIPLINARY ACTION

- 12.1 All offenses against these Rules or against any Regulations framed in pursuance thereof, and any complaint regarding the conduct of a member, an exhibitor, the staff of an exhibitor, an owner, a rider, a driver, an agent or a lessee shall be dealt with by the Executive Committee or shall be dealt with in accordance with the special Regulations governing the section concerned.
- 12.2 The Executive Committee shall have full authority to deal with such offenses and complaints and to admonish, suspend, expel from membership or prohibit from exhibiting or from using the Society's property any offending person.

13. DISTRIBUTION OF RULES AND REGULATIONS

- 13.1 Copies of the Society's Rules and any subsequent amendments thereto shall be distributed to all office bearers of the Society.
- 13.2 Further copies shall be available at all times at the Society's administrative offices for the information of members.
- 13.3 Particulars of the Society's Regulations shall be published annually in the Society's Prize Lists and in the Society's Commerce and Industries Section Brochure and in such other publications that may be issued by the Society from time to time.

14. INTERPRETATION

- 14.1 In case of doubts as to the meaning of interpretation of any of the provisions hereof or of any Regulations, the interpretation of the Executive Committee shall be final and binding.

15. WINDING UP

- 15.1 The Society may be liquidated and wound up by resolution of not less than two-thirds of the members present at a Special General Meeting of the Society called for the purpose, of which notice of not less than 30 days has been given

provided that it will upon its winding up or liquidation be obliged to give or transfer its assets remaining after the satisfaction of its liabilities to some other society or association with objects similar to those of the Society.

16. LIMITATIONS ON DISTRIBUTION OF PROFITS

16.1 Notwithstanding anything to the contrary contained in this Constitution and Rules, the Society shall not be permitted to distribute any of its profits or gains to any person and shall utilise its funds solely for the objects for which it has been established.

17. LIMITATION ON INVESTMENT OF FUNDS

17.1 Funds available for investment, not immediately required to be utilised for the objects for which it has been established, may only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985) and in immovable property.

Summary of Revisions

25 October 2006

Clause 7.2.3 appointing three representatives from the City of Pietermaritzburg to serve on EXCO deleted, and replaced by new clause 7.3 reading 'The Executive Committee may invite the City of Pietermaritzburg to appoint one representative to serve on the Committee.'

6 November 2013

1. *Clause 3.6.1* — inclusion of members' email in addition to postal address
2. *Honorary Life Members* - Clauses 3.1 .3 and 4.3.9 contradicted ruling regarding empowerment of Executive Committee and Annual General Meeting, respectively, to grant Honorary membership status. Clause 3.1.3 retained and Clause 4.3.9 deleted.
3. *Clause 8.2* - wording amended to allow for more than two co-opted members to serve on the Management Committee.
4. *Clause 8.5.1.1* — deleted as wording was cumbersome and replaced with Clause 8.6
5. *Clause 11.3*—grammatically corrected
6. *Tax Exempt Status* — reference to Society's previous Tax Exempt Status removed viz Clauses 5.6 and Clause 20. Clause 17.1 amended.

9 November 2016

1. *Clause 2.2* – inclusion of the words 'functions' and 'community' to enhance flexibility in terms of future strategic planning
2. *Clause 3.4.2* – wording amended as free parking of Members motor vehicles does not apply during the Garden Show
3. *Clause 3.4.3* – Limiting voting rights to persons who have been Members for a minimum of twelve months
4. *Clause 4.3.10* – deleted as this relates to RAS Trustees, a position now abrogated by disuse
5. *Clause 11 – THE TRUSTEES* – deleted in its entirety as this relates to RAS Trustees, a position now abrogated by disuse.

7 November 2018

Necessitated by poor attendance, repetition and the frequent inability to achieve a quorum at Management and Executive Committee meetings, the Society's Constitution is amended to cater for:

- A single body to be known as the Executive Committee, comprising eight elected members with the CEO in attendance.
- Whilst sub-committees remain unchanged, the Chairman thereof will no longer (automatically) serve on the Executive Committee.
- The appointment of Honorary Office Bearers remains, but no annual re-election is required.

To give effect thereto, a number of clauses have been deleted and added. Clauses not affected by the above changes remain unaltered.

4 November 2020

The number of obligatory Executive Meetings was reduced from eight to seven each calendar year.