

**THE
ROYAL AGRICULTURAL SOCIETY
OF NATAL**

CONSTITUTION AND RULES

*As amended at the
Annual General Meeting of Members
held on 6 November 2013*

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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 6 November 2013

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 interests of agriculture, industry and commerce in the interests of the Community on the bases as set out hereunder in clauses 2.2 to 2.13.
- 2.2 To organise, facilitate, conduct, manage and promote shows and exhibitions either simultaneously or apart from each other, in such a way as to promote the interests of agriculture, commerce and industry, 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 *Additional Classes.* 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 members 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 he may, at the discretion of the Society, cease to be a member.
- 3.2.5 Should a person's membership lapse through the non-payment of this subscription, he may be re-admitted on payment of the current years' subscription.

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 Upon production of the appropriate permit for the current year to be admitted free of charge during Royal and Garden & Leisure Shows and to any private enclosures reserved for members.
- 3.4.2 To free parking of their motor cars and other vehicles in the Members' Car Park, provided parking space is available in such Members' Car Park.
- 3.4.3 To attend and also vote in person at the Society's Annual General and Special General Meetings.
- 3.4.4 To be eligible for election or appointment to serve on any of the Committees of the Society.
- 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 shall not be entitled to exercise the rights set out in 3.4.2, 3.4.3, 3.4.4 and 3.4.5 above.
- 3.5.2 The rights and privileges of every members including the use of their membership badge and shall be purely personal to the member and shall not be transferable or transmissible either by his own act or by operation of law.
- 3.5.3 No member shall be entitled to exercise any rights or privileges so long as any 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 an 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 his address, or registers an incorrect address, or fails to register a change of address, he shall be deemed to have waived his 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 by the publication of the notice and the agenda for the meeting in a daily newspaper published and circulating throughout KwaZulu-Natal, 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, if necessary, the Patron of the Society.
 - 4.3.4 To elect the Vice-Patron of the Society who shall hold office until the next Annual General Meeting.
 - 4.3.5 To elect, on the recommendation of the Executive Committee, one or more Honorary Life Presidents.
 - 4.3.6 To elect, on the recommendation of the Executive Committee, one or more Honorary Life Vice-Presidents.
 - 4.3.7 To elect, on the recommendation of the Executive Committee, one or more Honorary Presidents who shall hold office until the next Annual General Meeting.
 - 4.3.8 To elect, on the recommendation of the Executive Committee, one or more Honorary Vice Presidents who shall hold office until the next Annual General Meeting.
 - 4.3.9 To elect from the Adult Memberships, Life Members, Honorary Life Members and Special Members of the Society an Executive Committee for the ensuing year. (See 7) This Committee shall comprise eight elected members and the Chairman or alternate of each Standing Committee who shall be automatically co-opted.
 - 4.3.10 To elect from the members two Trustees who shall hold office until the next Annual General Meeting.
 - 4.3.11 To appoint one or more Auditors for the ensuing year.
 - 4.3.12 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.
 - 4.3.13 Any such other or further business as the Executive Committee or a member present at the meeting may submit.
 - 4.3.14 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.
- 5.4 No alteration, amendment or addition shall be made to the Constitution and Rules of the Society save by special resolution duly approved by not less than two-thirds of the members present and voting at a Special General Meeting or the Annual General Meeting of the Society called for the purpose.
- 5.5 Upon any such alteration, amendment or addition being made as aforesaid, the same shall be deemed and taken to be incorporated in and form part hereof in the same manner in all respects as though originally inserted herein, and shall be binding upon all members of the Society without any further or special act of assent thereto.

6. PROCEDURE AT GENERAL MEETINGS

- 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 at which his successor in office is elected.
- 6.5 Except in the case of the election of the elected 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 in the case of alterations to the Constitution and Rules which calls for approval by not less than two-thirds of the members present and voting (see 5.4).

7. THE EXECUTIVE COMMITTEE

- 7.1 The Society shall be controlled by an Executive Committee which shall be re-constituted 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 Eight elected members (see 4.3.9) who shall hold office until the next Annual General Meeting.
 - 7.2.2 The Chairman or alternate of each Standing Committee (see 8.3) who shall be automatically co-opted and whose names shall be noted by the meeting.
 - 7.2.3 All Honorary Life Presidents.
- 7.3 The Executive Committee may invite the City of Pietermaritzburg to appoint one representative to serve on the Committee.
- 7.4 Any vacancies occurring during the year, shall be filled by members of the Society appointed by the Executive Committee.
- 7.5 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. Re-nomination is not required.
- 7.6 The Executive Committee may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it may think fit.
- 7.7 Seven members present at any meeting shall form a quorum.
- 7.8 The provisions of paragraphs 6.3 shall apply equally to the Executive Committee as regards the Chairman of the Executive Committee.
- 7.9 The Executive Committee shall meet as frequently as necessary, and not less than four times in any one calendar year. The first meeting of the newly – constituted Executive Committee shall be held as soon as possible after the Annual General Meeting.
- 7.10 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:
- 7.10.1 Elect a President
 - 7.10.2 Elect not more than two Vice-Presidents
- 7.11 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 delegate such powers as are necessary for the day to day running of the Society to a Management Committee which shall consist of the President, no more than two Vice-Presidents, the Chairman of the Finance Standing Committee and no less than two co-opted members from the Executive Committee.

- 8.3 The Executive Committee may appoint other Standing Committees and Sub-Committees, not necessarily from its number, with such powers as the Executive Committee may consider necessary. The President and the Vice-Presidents shall be *ex officio* members of all Standing Committees and Sub-Committees.
- 8.4 The Executive Committee may co-opt a member with special skills to serve on any Committee or Sub-Committee of the Society. Such person so co-opted will serve until the next Annual General Meeting.
- 8.5 Without prejudice to the powers so conferred the Executive Committee shall be entrusted with the following powers:
- 8.5.1 To open and conduct one or more banking accounts in the name of the Society.
 - 8.5.2 To borrow and raise moneys for the purposes of the Society under such security as it may determine.
 - 8.5.3 To invest and deal with any of the moneys of the Society upon such terms as it may think fit.
 - 8.5.4 To acquire, manage, control, deal with and turn to account any property, rights and privileges held by the Society.
 - 8.5.5 To sell, lease, alienate or otherwise dispose of part or parts of the movable and immovable property of the Society.
 - 8.5.6 To make, vary and repeal Regulations consistent with this Constitution and Rules governing the affairs of the Society, its Shows and Sales, its members and its staff.
 - 8.5.7 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.
 - 8.5.8 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.
 - 8.5.9 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.
 - 8.5.10 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.
- 8.6 Irrespective of the powers set out in Clause 8.5 above, the Society may not provide financial assistance to any of its members.

9. THE MANAGEMENT COMMITTEE

- 9.1 The Management Committee as constituted in Clause 8.2 shall assume office immediately after the first meeting of the Executive Committee following the Annual General Meeting.
- 9.2 The President and failing him, one of the two Vice-Presidents shall preside as Chairman at all Management Committee meetings. In the event of none of these office bearers being present, the members present shall proceed to elect a Chairman.
- 9.3 Management Committee may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it may think fit.
- 9.4 Three members present at a meeting form a quorum.

- 9.5 The Management Committee shall cause true accounts to be kept of the moneys received and expended by the Society and of the assets and liabilities of the Society.
- 9.6 Such accounts shall be duly audited by one or more auditors appointed by the Annual General Meeting at a remuneration to be determined by the Management Committee.
- 9.7 The Society's financial year shall end on 30th June.

10. POWERS OF THE MANAGEMENT COMMITTEE

- 10.1 The Management Committee is entrusted with the direct management and control of the Society's day to day affairs. It is responsible for its actions to the Executive Committee.
- 10.2 The Management Committee shall have and exercise the powers, authorities and discretion conferred upon it by the Executive Committee in terms of Clause 8.2.
- 10.3 The Management Committee shall have power to appoint and to discharge members of the Society's staff.
- 10.4 The Management Committee shall subject to the approval of the Executive Committee be entitled to delegate all or any such powers to Standing Committees or Sub-Committees consisting of one or more members of the Society.

11. THE TRUSTEES

- 11.1 Notwithstanding anything contained herein to the contrary, the two Trustees appointed by the Annual General Meeting shall have power, when so authorised by any General Meeting of members or by the Executive Committee, to acquire, purchase, hire, mortgage or sell any immovable property on behalf of the Society and to execute all documents necessary in connection therewith.
- 11.2 Any document requiring to be executed by the Trustees on behalf of the Society shall be executed by both of them with or without additional signatories specifically appointed by the Society.
- 11.3 Any vacancy amongst the Trustees, caused by death, resignation, absence from the Republic of South Africa (for a period exceeding six months) or any other reason, shall be filled by a representative appointed by the Executive Committee.
- 11.4 The immovable assets of the Society shall vest in the Trustees for the time being of the Society.

12. MINUTES OF MEETING

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

13. SHOWS

- 13.1 The Society's Shows 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 staged by the Society.

14. DISCIPLINARY ACTION

- 14.1 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 Management Committee or shall be dealt with in accordance with the special Regulations governing the section concerned.
- 14.2 The Management 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, subject however, to the right of the person so expelled or prohibited to appeal within twenty-one days to the Executive Committee of the Society.

15. DISTRIBUTION OF RULES AND REGULATIONS

- 15.1 Copies of the Society's Rules and any subsequent amendments thereto shall be distributed to all office bearers of the Society.
- 15.2 Further copies shall be available at all times at the Society's administrative offices for the information of members.
- 15.3 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.

16. INTERPRETATION

- 16.1 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.

17. WINDING UP

- 17.1 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.

18. LIMITATIONS ON DISTRIBUTION OF PROFITS

- 18.1 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.

19. LIMITATION ON INVESTMENT OF FUNDS

- 19.1 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 8.5.11* – 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.