

## **PART 1 – PRELIMINARY**

### **Interpretation**

1. In these Rules, except insofar as the context or subject matter otherwise indicates or requires:

**“Application for Membership”** includes application for re-admission to membership.

**“Body”** means where the context reasonably admits, a Club, Agricultural or other Society or Association, Company or Group of persons irrespective of whether such body is incorporated or unincorporated;

**“Commission”** means the Corporate Affairs Commission of New South Wales;

**“Club”** refers to The Springwood District Dog Training Club Incorporated;

**“Commission”** means the Corporate Affairs Commission of New South Wales;

**“Dual Member”** means any one of any two members of the one family resident at the same address or one of any two of the persons who are partners in the conduct of a kennel having a kennel prefix in their joint names registered with the R.N.S.W.C.C. who has been admitted with the other of such persons as a Dual Member of the Club;

**“Family Member”** means any one of several members of the one family resident at the same address;

**“Financial Year”** means the financial year of the Club as defined by Rule 93;

**“General Meeting”** includes an Annual, Ordinary or Special General Meeting;

**“Honorary Member”** or **“Honorary Life Member”** means a person who is not a Member, who upon the recommendation of the Committee or upon a written nomination signed by not less than five (5) Members is elected by a resolution passed in General Meeting by a majority of not less than three-fourths (3/4ths) of the Members voting in person thereat as an Honorary Member for Life or for such lesser period as may be so determined and who in the opinion of such Meeting has rendered outstanding services to the Club, or to the promotion and encouragement of the breeding or exhibition of pure bred dogs or for other good and sufficient reason and who need not comply with the provisions of Rule 6;

**“Junior Member”** means a person over the age of twelve (12)

**“Life Member”** means a Member who has been admitted to the Club as a Member for Life whether upon payment of a subscription or without payment of a subscription as may be determined by the Members from time to time;

**“Member”** means a person who has been admitted as an ordinary or Dual or Life Member of the Club and where the context otherwise so admits, shall include a person admitted to any other category of Membership and the word “Member” where the context so admits shall mean and include persons who have been admitted to any category of Membership;

**“Member of the Committee”** in Rule 36 where the context so admits shall be deemed to include the Office Bearers;

**“R.N.S.W.C.C.”**. means the Royal N.S.W. Canine Council Ltd.

**“Objects”** means objects of the Club as required by the Act;

**“Office Bearers”** means the President, the Chief Instructor, the Vice President, Treasurer and Secretary for the time being of the Club;

**“Instructor”** means a person who holds an Instructors certificate from either the RNSWCC or any RNSWCC affiliated club, and who has been approved to instruct for the club by the Chief Instructor

**“Period of Membership”** in relation to a Member, denotes twelve (12) months terminating at midnight on 30<sup>th</sup> June each year for which such Member is for the time being elected to Membership of the Club or such proportion of that term during which his/her Membership continues;

**“Person”** where the context reasonably permits, includes an individual, a firm or partnership, a company, a corporation, or any other legal entity;

**“Regulations”** means the Regulations made by the Committee with the approval of the Members pursuant to the Rules and from time to time in force;

**“Rules”** means the Rules of the Club, and where the context so admits, includes a paragraph or subparagraph thereof;

**“Secretary”** means the Honorary Secretary or Secretary of the Club, and where the context reasonably permits, includes the Assistant Secretary and any other person for the time being appointed by the Committee to exercise the functions of the Secretary; and

**“The Act”** means the Associations Incorporation Act, 1984.

2. In these Rules:
  - (a) a reference to a function includes a reference to power, authority and duty, and
  - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of a duty.
3. The provisions of the Interpretation Act, 1897, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under that Act.
4. Words used in the Rules where the context reasonably permits shall have the same meaning as the definition thereof, as set forth in the rules and regulations the R.N.S.W.C.C.

#### **Affiliation with the R.N.S.W.C.C.**

5.
  - (a) The Members by a resolution passed in a General Meeting by majority of not less than three fourths (3/4ths) of the Members voting in person thereat may direct the Committee to apply for affiliation with the R.N.S.W.C.C.
  - (b) Upon the admission of the Club as an affiliate of the R.N.S.W.C.C., the Club and

every Member shall be deemed to have agreed with the R.N.S.W.C.C. to be bound by the Rules and Regulations of the R.N.S.W.C.C. for the time being in force and at all times to submit to and carry out every determination, finding, decision, requirement or direction of the R.N.S.W.C.C. so far as the same shall relate to him/her or it.

## **PART II – MEMBERSHIP**

### **Membership Qualification and Application**

6. The Membership of the Club shall be not less than 50 members having the right to vote at General Meetings of the Club, provided that at all times, one-half (1/2) of the Members shall be persons each of whom is:
  - (a) the registered owner or part owner of a registered dog; or
  - (b) a member of a household, one of whom is the owner or part owner of a registered dog, and where the Club is a Specialist or semi-Specialist Club such dog will be a breed for which the welfare and progress the Club was established and granted Affiliation to the R.N.S.W.C.C.
  
7. Membership of the Club shall be divided into the following categories:
  - (a) Member;
  - (b) Dual Member;
  - (c) Life Member;
  - (d) Honorary Member;
  - (e) Honorary Life Member;
  - (f) Junior Member;
  - (g) Family Member

and every person elected to Membership shall be and be deemed for all purposes to have agreed to be bound by the Rules and Regulations for the time being in force of the R.N.S.W.C.C. and of the Objects and Rules of the Club.
  
8. An Application for Membership shall be in such form as the Committee may from time to time prescribe and shall be signed by the Applicant and by (1) one Member as referee and lodged with the Secretary.

9. The Secretary shall submit such Application to the first General Meeting of Members next succeeding its receipt, and if such Applicant is approved by a resolution by a three-fourths (3/4ths) majority of Members voting in person thereat, the Applicant shall thereupon become a Member of the Club provided that he/she shall pay within fourteen (14) days of such entrance fee and subscription in respect of his/her category and period of Membership or part thereof, as shall be determined from time to time.
10. A Member may prior to 30<sup>th</sup> June in each year, make application to the Committee for re-admission as a Member to his/her category of Membership and upon payment of his/her annual subscription with such application shall be deemed for all purposes to have been re-elected as such a Member. Upon the satisfactory completion of the foregoing, the Secretary will ensure that each new Member receives a copy of the current Rules of the Club.
11. A person elected to Membership after 31<sup>st</sup> December in any year upon payment of one-half (1/2) of the prescribed annual subscription, applicable to the category of Membership to which he/she is elected, shall be deemed to be a Financial Member for the remainder of the Financial Year.

### **Termination of Membership**

12. A member shall cease ipso facto to be a Member of the Club:
  - (a) upon the termination of his/her period of Membership (whether by effluence of time or otherwise) unless he/she shall be re-admitted pursuant to Rule 10 as a Member of the Club for a further period of Membership;
  - (b) if he/she resigns by notice in writing addressed to the Secretary;
  - (c) if he/she shall die or become bankrupt or suspend payment or compound with his/her creditors or be convicted of a felony or misdemeanor;
  - (d) if he/she becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law
  - (e) if his/her annual subscription for the forthcoming Financial year has not been paid on or before 1<sup>st</sup> July of that year;
  - (f) if pursuant to the Rules, he/she shall be expelled from the Club or;
  - (g) if he/she is convicted of an offence involving cruelty to animals or of an offence committed at an exhibition or show

### **Register of Members**

13. (a) A Register of Members shall be kept by the Committee and shall contain the name

and address and the date of admission to and the category of Membership of each Member;

- (b) The Register of Members shall be kept at the Office of the Club and shall be made available by the Secretary for inspection by a Member at all reasonable times.

### **Fees**

- 14. The Members in General Meeting at any time and from time to time may fix the amount of the Annual Subscription or Entrance Fee must be by Notice of Motion and included on the notice paper for decision by the Members at the next General Meeting.

### **Privileges of Membership**

- 15. Subject to the restrictions and limitations prescribed by or pursuant to the Rules, the privileges of a Member shall be:
  - (a) the right to attend and vote at all General Meetings of the Club;
  - (b) to submit himself/herself as a candidate for any Office of the Club;
  - (c) to receive any publication issued by the Club; and
  - (d) to exhibit at any exhibition or show conducted by the Club and compete for prizes (including trophies) available for members of the Club
- 16. A Junior Member or Honorary Member shall not be entitled to vote or take part in the proceedings of a General Meeting and shall not be eligible to hold office, but shall be entitled to exercise all other privileges of Membership.

### **Member's Liabilities**

- 17. The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the windings up of the Club is limited to the amount, if any, unpaid by the Member in respect of Membership of the Club as required by Rule 14.

### **Resolution of Internal Disputes**

- 18. Disputes between members (in their capacity as members) of the association, and disputes between members and the association are to be referred to a community justice for meditation in accordance with the Community Justice Centres Act 1983.

## **Disciplining and Conduct of Members**

19. A Member, upon election to any category of Membership, shall strictly observe and act in conformity with and not otherwise than in accordance with the Rules and Regulation of the Club and the Rules and Regulations of the R.N.S.W.C.C., and will uphold the honour of and use his/her best endeavors to further the objects of the Club.
20. A Member shall furnish to the Committee such information within the knowledge of the Member as the Committee may from time to time require and within such time as the Committee may specify in respect of any act of omission on his/her part or his/her agent or servant in and about his/her conduct at any exhibition or show or in respect of any matter dealt with or regulated by the Rules and Regulations of the Club or the Rules and Regulations of the R.N.S.W.C.C.
21. If called upon to do so by the Committee, a Member shall supply upon statutory declaration duly made by him/her or his/her agent or servant as may be determined by the Committee any information required by the Committee pursuant to Rule 19.
22. If upon such inquiry, the Committee is of the opinion that a Member has willfully infringed any of the Rules and Regulations of the Club or the Rules and Regulations of the R.N.S.W.C.C. or has been guilty of any conduct prejudicial to the Club or to a Member thereof, the Committee may call his/her attention to such infringement or conduct by a notice in writing addressed to such member and shall call upon such Member to show cause why he/she should not be expelled from the Club or have his/her Membership suspended.
23. If such Member does not within a period of twenty-one (21) days of date of the aforesaid notice, either resign his/her Membership or offer an explanation of the circumstances, either in person or in writing as he/she may elect to the Committee at a meeting thereof convened for that purpose, and if such explanation is not acceptable to the Committee, it may recommend to the Members at the first General Meeting thereof convened subsequent to such inquiry that the Member be expelled from the Club. At such meeting the Member shall be entitled to be heard and to give his/her explanation of the Circumstances and to call witnesses on his/her behalf.
24. If the recommendation of the Committee or an amendment thereof is approved by a resolution passed by a majority of three-fourth (3/4ths) of the Members voting in person thereat, such Member shall forthwith be suspended from Membership or expelled as the case may be, and he/she shall have no claim whatsoever against the Committee thereof or against any Member so voting. Any Member so dealt with will have the right to appeal to the Board of Directors.

## **PART III – THE COMMITTEE**

### **Powers, Constitution, Membership**

25. There shall be a Committee consisting of the Office Bearers and at least three (3) Members being three Committee Members
26. The Committee shall manage and have the entire control of the affairs of the Club subject to and in accordance with the provisions of the Rules.
27. Notwithstanding the foregoing, the Members in General Meeting by resolution passed:
  - (a) if the Club is an obedience training Club by a majority of not less than three-fourths (3/4ths) of the Members voting in person thereat; or
  - (b) if the Club is an All Breed or Specialist Club by a simple majority of the Members voting in person thereat.

may overrule a decision of the Committee, except a decision of the Committee to pay an account payable by the Club, or by a resolution passed by a simple majority of the Members voting in person thereat may instruct the Committee in the light of objections expressed by any Member to any such decision to review the decision at its next meeting and make its further recommendation to the Members at the next General Meeting thereof.

### **Meetings of Committee**

28. Meetings of the Committee shall be held at least bi-monthly at such place and such time as the Committee from time to time determines.
29. The Secretary or his/her representative shall attend all meetings of the Committee. The Minutes of such meetings signed by the Chairman thereof or by the Chairman of a confirmatory meeting shall be accepted as sufficient evidence of the proceedings of such meeting.
30. The quorum of a Committee Meeting shall be not less than one-half (1/2) of the Members thereof present in person.
31. The Secretary shall call a meeting of the Committee whenever requested so to do by the President or by three (3) members of the Committee
32. The President, or in his/her absence, or if she/he shall be unwilling to act, a Vice-President or if there shall not be a Vice-President present, or if present each shall be unwilling to act, then a Member elected by the Members present in person shall be the Chairman of such a meeting of the Committee

33. A Member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which he/she is interested or in respect of any matter arising thereout and if she/he does so vote, his/her vote shall not be counted
34. All acts done by any meeting of the Committee or by a sub-committee thereof or by a sub-committee appointed by the Members or by any person acting as a Member of the Committee or a sub-committee notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Committee or any of them or of a sub-committee were disqualified shall be as valid as if any such person had been appointed and was qualified to be a Member of the Committee or of such sub-committee.
35. A resolution in writing signed by all Members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly held and convened. Any such resolution may consist of several documents in like form each signed by one or more Members of the Committee
36. A Member of the Committee absenting himself/herself from three (3) consecutive meetings without leave of the Committee shall ipso facto cease to be a Member of the Committee, and if an Office Bearer he/she shall ipso facto also cease to hold his/her office.
37. A casual vacancy occurring amongst the Members of the Committee caused by the death or resignation of a Member thereof by a Member ceasing for any reason to be a Member of the Committee, shall be filled by the Committee at its next meeting and the Member so appointed shall hold that office until his/her appointment is confirmed by the Members at the next General Meeting or the vacancy is otherwise filled by the Members.

### **Office Bearers**

38. The Office Bearers of the Club shall be:
  - (a) the President for the being of the Club, who shall not hold office for more than three (3) years in succession;
  - (b) one (1) Vice President
  - (c) the Treasurer, and
  - (d) the Secretary
  - (e) the Chief Instructor

A Member shall not hold more than one (1) such office at any one time.



### **Duties of the Secretary**

39. The Secretary of the Club shall exercise and perform all the usual secretarial functions and generally attend to the secretarial work of the Club and in particular shall keep and maintain:
- (a) The Register of Members;
  - (b) A Register of the persons who are appointed by the Members as judges;
  - (c) Minutes of all proceedings of meetings of the Committee and of the Club;
  - (d) All necessary records of the affairs of the Club;
  - (e) A complete record of awards made at all exhibitions and shows conducted by the Club

### **Duties of Treasurer**

40. The Treasurer shall;
- (a) receive all monies paid to the Club and accord the same to be paid into the banking account of the Club kept for such purpose within fourteen (14) days of the receipt thereof;
  - (b) keep all necessary books of accounts and financial statements as shall be required by the ,Auditors;
  - (c) prepare the annual balance sheet and accounts and accompanying reports;
  - (d) submit financial statements to Member of the Committee and of the Club
  - (e) produce to the Members in General Meeting the cash books and bank passbook when requested to do so;
  - (f) keep vouchers for payments authorised by Club and the Committee: and
  - (g) keep a true and correct inventory of all property of the Club

### **Duties of the Chief Instructor**

41. The Chief Instructor primary role is to act as a ‘Team Leader’ of the Clubs Instructors other duties include
- (a) to organize of Instructors Rosters for Club Training Nights

- (b) to organize a New Instructors Course which shall be run annually
- (c) to maintain unity between Instructors
- (d) to act as negotiator for problems relating to handlers and or dog on training nights

### **Election of Office Bearers and Committee**

42. The Office Bearers and the Member of the Committee shall be elected annually at the Annual General Meetings and shall take office at the close of the Annual General Meeting at which they were elected,
  - (a) Nomination of Members proposed as Office Bearers or as Members of the Committee shall be made in writing to the Secretary at least twenty-one (21) days before the date of the Annual General Meeting and shall be signed by at least one member and the nominee, **with exception** of the Chief Instructor who will be voted upon, at the Annual General Meeting by current Instructors only.
  - (b) Any Member desirous of voting by mail shall register such desire with the Secretary at least twenty-one (21) days before the date of the Annual General Meeting. Such registration shall be accepted by the Secretary if in writing, signed by the Member registering and if a stamped and addressed envelope to that Member is enclosed with such notification. A Member who has so registered shall be called a "Postal Voting Member".
43. A list of all such nominations shall be sent to each of the Postal Voting Members at least fourteen (14) days prior to the holding of the Annual General Meeting. Such list shall contain in respect of retiring member of the Committee whose name appears thereon the number which he/she attended, whilst he/she was a member of the Committee.
44. If there be not a nomination for the Office of President or Vice-President, or if a Member nominated for such office declares at the Annual General Meeting verbally or in writing that he/she is unwilling to stand for that office, or if the number of Members required for election as Members of the Committee are not nominated, the members may propose and second orally at the Annual General Meeting, sufficient members to fill any such office.
45. If there be more than the required number of Members nominated for the election to any office, an election by ballot shall take place, but if there be only the requisite number, the Chairperson shall declare those nominated to be duly elected.
46. If the election of the Office Bearers and Members of the Committee shall be by ballot the List of Nominations sent to Postal Voting Members as aforesaid shall constitute a voting paper for such Postal Voting Members and shall indicate by an asterisk and footnote those Members eligible for re-election. The Secretary shall initial and number consecutively the top right hand corner of the ballot paper to keep a true record of the number of ballot papers issued.

47. For the purpose of the ballot, a Returning Officer and not less than two scrutineers shall be appointed by the Members at, and as the first business of the Annual General Meeting Upon the appointment of the Returning Officer and scrutineers, the Secretary shall hand to the Returning Officer a List of the Members of the Club entitles to vote. If any ballot paper shall indicate that a Member has purported to vote for a greater or lesser number of candidates than the number of vacancies that have to be filled, or if the ballot paper shall not have been endorsed and numbered by the Secretary as aforesaid, or the envelope containing the ballot paper has not been signed by the Member purported to vote, such ballot paper shall be declared informal and the votes of that Member shall not be counted.
48. A voting paper shall be prepared by the Secretary with the names of the candidates listed thereon in alphabetical order which shall be posted to each Postal Voting Member in the stamped and addressed envelope referred to in Clause 41 (b) not later than fourteen (14) days prior to the date of the Annual General Meeting. At the Annual General Meeting, the Secretary shall hand a voting paper to each other Member present.
49.
  - (a) Each Postal Voting Member wishing to participate in the ballot shall strike out from the paper all the names except the names of the candidates for whom he/she wishes to vote and shall insert the voting paper only and without any other matter in and endorse his/her name on the inside of the flap of the envelope forwarded by the Secretary for that purpose and return such envelope properly sealed so as to arrive at the Club's Office not later than 5.00 p.m. (which shall be the time of the closing of the postal ballot) on the date appointed for the holding of the Annual General Meeting at which the result of the ballot is to be declared as hereinafter provided.
  - (b) Each other Member wishing to participate in the ballot shall vote in the same manner and thereupon hand his voting paper to the Returning Officer.
50. Forthwith after the appointment of the Returning Officer and the scrutineers, the Returning Officer shall count or cause to be counted by the said scrutineers the vote as recorded on voting paper so received at the Club's Office. Such votes shall be counted in the presence of the President or of the Vice Presidents and of any person or persons standing for election who may attend.
51. The Returning Officer shall declare the result of the ballot immediately after the votes have been counted by the said scrutineers the vote as recorded on voting papers so received at the Club's Office. Such votes shall be counted in the presence of the President or of one of the Vice Presidents and of any person or persons standing for election who may attend.
52. The Returning Officer shall declare the result of the ballot immediately after the votes have been counted, and announce the number of votes polled by each candidate, and in the event of an equality of votes in favour of any candidate which could effect the election of the candidate, the Members at the Annual General Meeting

53. If any question shall arise as to the validity or invalidity of a voting paper, or whether any particular member has or has not been elected to any particular Office, a statement by the Returning Officer that the relevant voting paper is or is not valid or that a particular Member has or has not been elected to a particular officer shall be conclusive.

### **Sub Committees**

54. (a) On the recommendation of the Committee or upon a motion of a Member, the Members in General Meeting may at any time and from time to time appoint a Sub-Committee from amongst the Members of the Committee or the Members for such purpose and with authority to exercise such powers and duties as the Committee in its discretion may recommend and the Members thereof shall hold office during the pleasure of the Members
- (b) The Members as aforesaid may be by resolution, remove from office a Member of Sub-Committee and may in like manner appoint another eligible person in his/her stead;
- (c) The quorum for a Sub-Committee shall be such number thereof as shall be determined by the Members at the time of its election who may in like manner appoint a Chairperson thereof provided that if a Chairperson is not so appointed or is absent or unwilling to act, the members of the Sub-Committee shall appoint one of their number to be Chairperson person
- (d) Any such Sub-Committee may be empowered to exercise the powers and duties committed to it for a term extending beyond the term of office of the Committee recommending it, provided that such extended term is ratified by the Members in the General Meeting
- (e) Subject to the consent of the Members any such Sub-Committee may co-opt additional Members to assist in its duties

## **PART IV – GENERAL MEETINGS**

### **Annual General Meeting – Holding of**

55. (a) With the exception of the first Annual General Meeting of the Club, the Club shall, at least once in each calendar year and within the period of three (3) months after the expiration of each Financial Year of the Club, convene an Annual General Meeting of its Members.
- (b) The Club shall hold its first Annual General Meeting
- (c) within the period of eighteen (18) months after its incorporation under the Act; and
- (ii) within the period of two (2) months after the expiration of the first Financial Year of the Club;

- (d) Sub-paragraphs (a) and (b) have effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.

**Annual General Meeting – Calling Of and Business At**

- 56. The Annual General Meeting of the Club shall, subject to the Act and to Rule 53, be convened on such date and at place and time as the Committee thinks fit.
- 57. (1) In addition to any other business, which may be transacted at an Annual General Meeting, the business at an Annual General Meeting shall be:
  - (a) to appoint a Returning Officer and not less than two (2) scrutineers as required by Rule 46;
  - (b) to confirm the Minutes of the preceding Annual General Meeting;
  - (c) to receive and adopt the balance sheets and accounts of the Club and the accompanying reports thereon;
  - (d) to receive from the Returning Officer pursuant to Rule 50 or the Chairperson pursuant to Rule 44 the result of the ballot for the election of Office Bearers and the Members of the Committee or pursuant to Rule 40, to elect Office Bearers or Member of the Committee;
  - (e) to appoint an Auditor;
  - (f) to transact any other business written notice of which shall have been given to the Members at least seven (7) days prior to the date of such meeting.

- 2. The Minutes of the Annual General Meeting shall be read at the next ordinary General Meeting.

**Ordinary and Special General Meeting – Calling Of and Business At**

- 58. An Ordinary General Meeting of the Club shall be held at least bi-monthly upon such day and at such time and at such place as the Members at their preceding meeting shall determine or if not so determined as shall be convened pursuant to the Rules.
- 59. In addition to any other business which may be transacted at Ordinary General Meeting, the business at an Ordinary Meeting shall be:-
  - (a) to note apologies for non-attendance;
  - (b) to confirm the Minutes of the preceding Ordinary General Meeting;

- (c) to transact business arising out of such Minutes;
  - (d) to receive the reports of the Committee, the Secretary and the Treasurer and any other such reports as may be required to be given;
  - (e) to receive the reports of Sub-Committees;
  - (f) to elect new Members;
  - (g) to consider and deal with business deferred from the previous meeting;
  - (h) to consider and deal with Motions of which notice has been given;
  - (i) to consider and deal with correspondence received since the previous General Meeting;
  - (j) to receive Notices of Motion
  - (k) to consider and deal with Motions of which notice has not been given
  - (l) to hear through the Chairperson's answers to questions from Members and where appropriate, to deal with the subject matter thereof;
  - (m) to deal with such other business as the Chairperson or the Members may allow.
60. A Special General Meeting shall be convened by the Secretary at the direction of the President or of the Committee or on the written request of five (5) Members.
61. The business to be transacted at a Special General Meeting shall be set out in the notice governing the same, and no other business shall be transacted thereat or at any adjournment thereof.
62. The quorum at a General Meeting (whether an Annual, Ordinary or Special General Meeting), shall be such number being not less than five (5) Members present in person as the Members from time to time shall determine
63. The President or in his/her absence or if he/she shall be unwilling to act, a Vice-President or if there shall not be a Vice-President present, or if present each shall be unwilling to act, then a Member elected by the Members present in person shall be the Chairperson or such a Meeting

**Notice of General Meetings**

64. Every General Meeting shall be convened by notice given by the Secretary to each Member of the Club specifying the date, time and venue of such meeting. The signature to any such notice may be written, stamped, impressed, typed or printed. Every such meeting shall commence not less than 8.00 p.m.
65. At least seven (7) days prior notice shall be given in respect of each such meeting. Provided that with the sanction of a General Meeting once notice containing the particulars required by Rule 63 in respect of each General Meeting to be held during the Financial Year may be sent within the time aforesaid to the Members in the month of July each year or at such time of the Financial Year in respect of the future General Meetings in that year as a General Meeting may direct. Provided further that a copy of a Notice of Motion received in writing from a Member shall be sent by the Secretary to each Member within the time aforesaid of the General Meeting at which the same is to be dealt with.
66. Notice of a General Meeting shall be deemed to have been given to each Member if it is published in the Club's newsletter or journal provided that such publication is made and dispatched to the Members not less than fourteen (14) days prior to the date of the meeting or if it is served upon him/her personally or if it is furnished by him/her to the Secretary or his/her last address known to the Secretary. A notice sent to one of a Dual Membership or to one of a Family Membership shall be deemed for all purposes to have been notice given to each of such Members.
67. The accidental omission to give notice to a Member or if a Member shall fail to receive a notice sent as aforesaid, shall not invalidate a General Meeting.
68. A notice sent by post shall be deemed to have been served from the day following that on which the letter, envelope or wrapper containing the same is posted. In providing such service, a Certificate signed by the Secretary that the letter, envelope or wrapper was properly addressed, posted prepaid and put into the Post Office or a receptacle provided by Australia Post for the purpose of posting letters, shall be conclusive evidence thereof.

### **Adjournment of Meetings**

69. If at a General Meeting or at a Committee or Sub-Committee Meeting a quorum shall not be present after the lapse of fifteen (15) minutes from the appointed time thereof, the meeting shall thereupon lapse.
70. A General Meeting of Members or a Meeting of Members of a Committee or of a Sub-Committee shall have the power to adjourn its proceedings from time to time for any period not exceeding at any one time, one (1) month.

### **Procedure at Meetings**

71. All questions arising at a General Meeting or at a Meeting of the Committee or of a Sub-Committee, other than questions of order or practice which shall be decided by the

Chairperson, shall be decided by the majority of votes cast at such meeting and in the case of equality of votes, the Chairperson shall have a casting vote.

There shall be no proxy voting at General Meetings.

72. At Meetings of Members or of the Committee or of a Sub-Committee the mode of voting shall in the first instance by a show of hands, or if required by any Member by an actual division or by ballot and the Chairperson shall have an ordinary and in the case of equality also a casting vote and all questions shall be decided by the majority of votes of the Members voting in person at such Meeting provided that on a resolution relating to the election of the Office Bearers or of the Members of the Committee or relating to the expulsion of Members, the foregoing shall not apply and in lieu thereof votes shall be taken in accordance with the relevant Rules
73. The Chairperson of a General Meeting or of the Committee or of a Sub-Committee:-
- (a) shall conduct the meeting in accordance with the Rules governing any such meeting and with the law and accepted practice relating thereto;
  - (b) shall make himself/herself familiar with such Rules and the law and accepted practice relating thereto;
  - (c) shall be bound by the Rules and Regulations made pursuant thereto and shall ensure that the meeting at all times conforms thereto and shall administer the same fairly and impartially
  - (d) shall at all times endeavor to be concise in his/her statements to the meeting and be fair when summing up points at issue or as have been or are the subject of debate and to speak clearly so as to be heard by the Members;
  - (e) provided that a quorum is then present or if not, then as soon as a quorum is present within the allowed time, shall declare the meeting open at the hour appointed;
  - (f) if a quorum is not present as aforesaid, or if during the meeting there shall cease to be a quorum, shall adjourn the meeting or declare that it has lapsed as may be required by the Rules or Regulations;
  - (g) shall introduce the items of business in the order set out in the notice convening the meeting or as prescribed by the Rules and shall not change such order without the approval of a resolution of the Members present pursuant to a Motion specifying the change required in such order;
  - (h) shall close the meeting promptly at the completion of the business to be transacted thereat, or unless the Members shall otherwise determine, the time appointed;



- (i) shall not be entitled to take the Chair upon his/her late arrival at a meeting if some other person has been elected Chairperson, due to his/her absence unless such Chairperson as an act of courtesy, resigns from such position.
- (j) shall not be required to accept a Motion of no-confidence in the Chair or that the Chairperson leave the Chair provided that, except when the President is in the Chair, a Member may move that a Member who shall be named and who shall consent thereto take the Chair for the meeting, and if carried, the Chairperson shall forthwith vacate the Chair and such Member shall become the Chairperson for the remainder of the meeting; a member may propose or second himself/herself as Chairperson and may vote for himself/herself;
- (k) shall call upon a Member by his/her name to speak and shall alone determine the order of the speaker;
- (l) shall not permit discussion of any subject matter unless there is a Motion thereon before the meeting and shall forthwith terminate all irrelevant discussion;
- (m) shall ensure the decision of the Meeting is properly ascertained in respect of any question before it and subject to the Rules shall give the Members sufficient opportunity to express their opposing views;
- (n) shall determine whether a Motion or an amendment thereof falls within the terms of the notice the meeting or within a written Notice of Motion, and shall not Rule out of order a Motion which is within the competence of the meeting when all the conditions incidental to the submission of the matter to the meeting have been observed;
- (o) if a poll is demanded shall determine the time and manner of taking it and if it is not possible to take such a poll during the course of the meeting, may adjourn the meeting for such purpose and may order a poll to be taken although the meeting desires voting by a show of hands;
- (p) shall enter or cause to be entered in the Minute Book the result of a poll and such entry shall be prima facie evidence of the result thereof;
- (q) where the voting is by show of hands, may require another vote although he/she has previously declared the result.

74. A Member present at a meeting:-

- (a) shall not address a meeting without first being called upon so to do by the Chairperson;
- (b) desirous of moving a Motion or an amendment to a Motion or an amendment to a Motion or of taking part in discussion shall rise and when called upon to speak shall address the meeting through the Chairperson;

- (c) proposing a Motion or an amendment to a Motion, shall state its nature before so addressing the meeting;
  - (d) shall resume his/her seat immediately upon the conclusion of his/her remarks or if the Chairperson rises or proceeds to speak or when call upon by the Chairperson so to do;
  - (e) shall not discuss or challenge a decision of the Chairperson on a point of order and shall not move a Motion of disagreement with, or which would have the effect of altering any such decision;
  - (f) shall not interrupt a speaker unless moving a Motion on a point of order whereupon the speaker shall resume his/her seat whilst the Member so moving is heard and the point of order determined whereupon if the decision is in his/her favour, the speaker may proceed with his/her subject.
  - (g) May at any time rise and address the Chairperson on a point of order, but shall at once state so and confine his/her remarks to the point of order raised; a point of order shall be taken immediately if it is raised;
  - (h) Shall not speak more than once on a Motion, except as the mover thereof.
75. Motions shall be moved in the order in which the notices thereof have been received and shall not be proceeded with in the absence of the Member giving such notice unless he/she has authorised some other Member to move it on his/her behalf.
76. A Motion may be moved or seconded by the Chairperson or by a Member.
77. Upon a Motion being moved and seconded, the Chairperson shall allow debate thereon as prescribed by the Rules and at the close of such debate shall put the Motion to the meeting.
78. Upon a Motion being put to the meeting and carried by the requisite majority of the Members, it shall become a resolution of the meeting and recorded accordingly.
79. The mover or seconder of a Motion shall not move or second an amendment to it, but shall be entitled to speak upon any amendment and to vote in favour of it.
80. Where Notice of a Motion has been given in writing, an amendment thereto shall not be moved unless notice of such amendment has been given in writing. Provided that the meeting by a resolution passed by a simple majority of the Members voting in person thereat may consent to a Motion of amendment moved verbally at the meeting.
81. A Motion for amendment shall not be accepted by the Chairperson which is or tends to be or would have the effect of being a negative of the Motion intended to be amended.

82. A second or subsequent Motion of amendment to an original Motion shall not be moved until the previous Motion of amendment has been dealt with the meeting.
83. If a motion or subsequent Motions for amendment shall be carried, the original Motion as amended shall then be debated and thereafter put to the vote of the Members
84. The mover of a Motion of amendment shall not have the right to reply after the debate thereon.
85. A Motion for amendment shall be put to the meeting before the original Motion is put.
86. Motions for amendment shall be taken in the order in which they affect the terms of the original Motion, and an amendment shall not be allowed in respect of those parts of the original Motion which have already been carried.
87. Except when another Member is speaking, a Member who has not moved or seconded or spoken on a Motion then before the meeting or on a proposed amendment thereto, may move at any time that the meeting proceed to the next business and such Motion shall not be amended but shall be immediately put to the vote without speech or discussion. If carried the matter then before the meeting shall be disposed of for that meeting, and the meeting shall proceed to the next business. If not carried, the meeting shall deal with the original Motion provided that Member as aforesaid may again move a similar Motion. The business so shelved may be brought up again at another meeting on due notice being given in accordance with the Rules.
88. If a Member who is entitled to attend and vote at a General Meeting of Members or at a meeting of a Committee or Sub-Committee is denied admittance to such meeting, or if during such meeting he/she is removed or compelled to leave the meeting other than for good and sufficient reason as provided by the Rules, all business conducted thereat shall be void and of no force or effect as though such meeting had not been held.

### **Special Resolution**

89. A resolution of the Club is a Special Resolution if:-
  - (a) it is passed by a majority which comprises not less than three-fourths (3/4ths) of such Members of the Club as, being entitled under these Rules so to do, vote at a General Meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution is given in accordance with these Rules; or
  - (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in sub-paragraph (a) – the resolution is passed in a manner specified by the Chairperson.

## **PART V – MISCELLANEOUS**

### **Insurance**

90. (a) The Club shall effect and maintain insurance pursuant to Section 44 of the Act.
- (b) in addition to the insurance required under sub-paragraph (a), the Club may effect and maintain other insurance

### **Funds –Source**

91. (a) The funds of the Club shall be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Club in General Meeting, such other sources as the Committee determines.
- (b) All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's Bank Account.
- (c) The Club shall, as soon as practicable, after receiving any money, issue an appropriate receipt.

### **Funds – Management**

92. (a) Subject to any resolution passed by the Club in General Meeting, the funds of the Club shall be used in pursuance of the Objects of the Club in such manner as the Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Members of the Committee or employees of the Association, being Members or employees authorised to do so by the Committee.

### **Winding Up**

93. (a) If for any reason whatsoever, the Club cannot continue to function as an Affiliate of the Royal NSW Canine Council Ltd, it shall make application to the Royal NSW Canine Ltd for permission to wind up in accordance with the Association Incorporation Act, 1984.
- (b) In the event of the club folding, after all outstanding debts have been paid, any remaining club funds or property will go to the Royal NSW Canine Council Ltd.

### **Alteration of Objects and Rules**

94. Subject to the prior written consent of the R.N.S.W.C.C. being first obtained, the Statement of Objects and Rules may be altered, rescinded or added to only by a Special Resolution of the Club.

### **Common Seal**

95. (a) The Common Seal of the Club shall be kept in the custody of the Public Officer.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature either of two Members of the Committee or of one Member of the Committee and of the Public Officer or Secretary

### **Financial Year**

96. The Financial Year of the Club shall commence on the 1<sup>st</sup> day of July in each year, and terminate on the 30<sup>th</sup> day of June in the following year.

### **Show Secretary**

97. The Members may appoint a Show Secretary and his/her duties shall be determined by the Members in General Meeting. Provided that the Show Secretary shall keep in lieu of the Secretary the register and records requested to be kept pursuant to Rule 38 (b) and (e) respectively.

### **Publicity Officer**

98. The Members may appoint a Publicity Officer who shall adopt the editorial policy of the R.N.S.W.C.C. and his/her duties shall be determined by the Members in General Meeting

### **Audit and Auditor**

99. (a) The Members at the Annual General Meeting shall appoint each year a duly qualified Auditor to be the Auditor of the Club and a person so appointed shall hold that Office until the next Annual General Meeting. A casual vacancy occurring in the position of Auditor shall be filled by the Committee.
- (b) Notice of the nomination of any person other than a returning Auditor for

appointment as Auditor shall be given to the Members not less than fourteen (14) days before the Annual General Meeting at which the appointment of Auditor is to be made.

- (c) A person shall not be appointed to act as Auditor of the Club:-
- (i) if he/she is not a registered Auditor as defined by the Companies (NSW) Code; or
  - (ii) if he/she is an Officer Bearer or a Member of the Committee or an employee of the Club.

### **Patron**

100. The Members at the Annual General Meeting may elect until otherwise determined by them not more than three (3) persons to be patrons of the Club who shall hold that office until the close of the next succeeding Annual General Meeting. A patron shall be entitled to attend a General Meeting of the Club and by invitation of the President address the Members thereat, but unless he/she is a Member he/she shall not be entitled to enter into debate on any matter before the meeting or to vote thereat.

### **Club Journal**

101. The Members in General Meeting by a resolution passed by a simple majority of those voting in person thereat may authorise the publication of Club Journal under such name and subject to such terms and conditions and containing such subject matter as the Members may determine as aforesaid from time to time.

### **Shows**

102. The Club may conduct from time to time (either alone or in conjunction with any other Club or body) in accordance with the Rules and Regulations for the time being in force of the R.N.S.W.C.C., exhibitions and shows.

### **Judges**

103. The Members in General Meeting by a resolution passed by a simple majority of those voting in person thereat shall elect judges from amongst the persons for the time being enrolled on the judges panels kept or who may be approved of by the R.N.S.W.C.C. who may be invited to officiate at such exhibitions or shows conducted as aforesaid. At least one (1) months notice shall be given to the Members of the intention to elect judges at such General Meeting s and the notice shall specify the shows for which such judges are to be appointed.

### **Records and Accounts**

104. (a) The Committee shall keep or cause to be kept true accounts of all monies received, of all payments made by or on behalf of the Club and of all assets and liabilities, the manner in which income and expenditure of the Club has been dealt with which at all times shall show the true financial position of the Club.
- (b) Except as otherwise provided by these Rules, the Public Officer shall keep in his/her custody or under his/her control all records, books and other documents relating to the Club.

### **Inspection of Books**

105. The records, books and other documents of the Club shall be open to inspection, free of charge, by a Member of the Club at any reasonable hour.

### **Service of Notices**

106. (a) Except as otherwise provided by these Rules, a notice may be served by or on behalf of the Club upon any Member either personally or by sending it by post to the Member at the Member's address shown in the Register of Members.
- (b) Except as otherwise provided by these Rules where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document shall, unless the contrary is provided, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### **Regulations**

107. Subject to the Objects and Rules, Members in General Meeting by resolution passed by a simple majority and voting in person may make Regulations and may from time to time amend such Regulations by variation, deletion or addition as they shall think fit in respect of:-
- (a) Nominations of members;
- (b) the conducting of ballots;
- (c) the holding and conducting of shows and exhibitions by the Club;
- (d) the granting of awards and prizes at such shows or exhibitions;
- (e) the manner and procedure dealing with protests and objections made at shows or exhibitions;

- (f) meetings of Members and of Committees;
- (g) the publication of a newsletter or journal

108. The Regulations shall be read and construed subject to the provisions for the time being of the Rules of the Club and of the Rules and Regulations of the R.N.S.W.C.C.

### **Surplus Property**

109. (a) At the first General Meeting of the Club, it may pass a Special Resolution nominating an association (whether or not incorporated under the Act) as the association in which it is to vest its surplus property pursuant to Section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the Club.
- (b) The association so nominated shall be one which fulfills the requirements specified in Section 53 (2) (a) to (c) of the Act