



**THE GERMAN SHEPHERD DOG LEAGUE OF N.S.W. INC.**

# **CONSTITUTION**

*Constitution updated 1<sup>st</sup> December 2021*

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**INDEX**

ADJOURNMENT OF MEETING	14
AFFILIATION WITH THE CONTROL	4
ALTERATION OF OBJECTS AND RULES	18
ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT	12
ANNUAL GENERAL MEETING - HOLDING OF	12
AUDIT AND AUDITOR	19
CESSATION OF MEMBERSHIP	6
CLUB JOURNAL	20
COMMITTEE	8
COMMON SEAL	19
DISCIPLINING AND CONDUCT OF MEMBERS	7
DUTIES OF THE SECRETARY	9
DUTIES OF TREASURER	9
ELECTION OF OFFICE BEARERS AND COMMITTEE	10
FEES	6
FINANCIAL YEAR	19
FUNDS - MANAGEMENT	18
FUNDS - SOURCE	18
GENERAL MEETINGS	12
INSURANCE	18
INTERPRETATION	2
JUDGES	20
MEETING OF COMMITTEE	8
MEMBER'S LIABILITIES	7
MEMBER PRESENT AT A MEETING	16
MEMBERSHIP QUALIFICATION AND APPLICATION	5
MISCELLANEOUS	19
NOTICE OF GENERAL MEETINGS	14
OBJECTIVES OF THE CLUB	4
OFFICE BEARERS	9
ORDINARY AND SPECIAL GENERAL MEETING – CALLING OF AND BUSINESS AT	13
PATRON	19
POWERS, CONSTITUTION, MEMBERSHIP	8
PRIVILEGES OF MEMBERSHIP	6
PROCEDURES AT MEETINGS	14
PUBLICITY OFFICER	19
RECORDS AND ACCOUNTS	20
REGISTER OF MEMBERS	6
REGULATIONS	21
SERVICE OF NOTICES	20
SHOW SECRETARY	19
SHOWS	20
SPECIAL RESOLUTION	17
SUB-COMMITTEES	11
SURPLUS PROPERTY	21
TERMINATION OF MEMBERSHIP	6

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**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.

"Casual Vacancy" a vacant position within the committee being filled for it of a temporary nature until the next General Meeting.

"Bi Monthly" means to occur every second month during the club's financial year.

"Business days" meaning to include Monday to Friday (excluding public holidays)

"Calendar days" 7 days' week includes Monday to Sunday (excluding public holidays)

"Club" refers to the GERMAN SHEPHERD DOG LEAGUE OF NSW INCORPORATED.

"Commission" means the Corporate Affairs Commission of New South Wales

"Control" means Canine Council of New South Wales trading as Dogs NSW

"Council" means the Governing Council of the Control

"Dual Member" means 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 Control 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 Member" means a Member of the Club who is not in default in the payment of their annual subscription or any fees or other moneys payable by him in accordance with the Rules.

"Financial Year" means the financial year of the Club as defined in Rule 93; 1st October to 30th September.

"General Meeting" includes an Annual, Ordinary or Special General Meeting.

"German Shepherd Dog" a GSD is any dog or bitch, which is registered as such by any Canine Controlling Body.

"Honorary Member" means a person who is not a full Member, is not eligible to vote but has access to all club activities.

'Introductory Membership' is a member that has no voting rights and has been signed up by a breeder member at the time of sale of a registered German Shepherd.

"Junior Member" means a person over the age of 12 years and under 18 years of age who has been admitted as a Member of the Club.

"Life Member" means a member who has been admitted to the Club as a full Member for Life as may be determined by the Members from time to time.

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"Member" means a person who has been admitted to 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.

"Objects" means the objects of the Club as required by the Act.

"Office" means the office of the Club and shall be a place as determined from time to time at which the records of the Club are to be kept.

"Office Bearers" means the President, the Vice President, Treasurer and Secretary for the time being of the Club.

"Period of Membership" in relation to a Member, denotes the twelve (12) months terminating at midnight on 30th September 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 the Membership continues.

"Person" where the context reasonably Permits includes an individual, a firm or partnership, a company, a corporation or any other legal entity.

"Pro-rata" means in proportion

"Regulations" means the Associations Incorporated Regulations 2016.

"Rules" means the Rules of the Club as contained in this document, and where the context so admits, includes a paragraph or sub- paragraph thereof.

"Regulations" means the Incorporated Associations Regulations 2016.

"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 Incorporated Act 2009.

"Voting Member" means a financial member under full membership, dual or family membership including life members.

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2. **OBJECTIVES OF THE CLUB**

- (a) Promote advancement, development and welfare of the German Shepherd Dog breed in New South Wales
- (b) Establish Branches throughout New South Wales as required
- (c) Affiliate with the German Shepherd Dog Council of Australia
- (d) Promote National Council Schemes such as Breed Survey, Hip and Elbow Dysplasia, Tattoo, Haemophilia test, etc.
- (e) Conduct Specialist Breed Shows and Trials
- (f) Promote Obedience, Tracking and all areas of Utility of the German Shepherd Dog.
- (g) Conduct seminars for education in all areas of the German Shepherd Dog

3. **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 and a reference to the performance of a duty

4. The provision of the Associations Incorporated Act 2009, 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.

5. Words used in the Rules where the context reasonably permits shall have the same meaning as the definition thereof, as set forth in the Constitution and Regulations of the Control.

**AFFILIATION WITH THE CONTROL**

6. The Members by a resolution in a General Meeting by a simple majority of the Members voting in person thereat may direct the committee to apply for affiliation with the Control.

- (a) Upon admission of the Club as an affiliate of the Control, the Club and every member shall be deemed to have agreed with the Control to be bound by the Constitution and Regulations of the Control 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 Control so far as the same shall relate to them
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**PART 2 – MEMBERSHIP**

**MEMBERSHIP QUALIFICATION AND APPLICATION**

7. The Membership of the Club shall be not less than 50 Members having the right to vote at a General meeting of the club, provided that at all times, one half (1/2) of the membership shall be a person and each of whom is:
- (a) The registered owner or part owner of a registered dog
  - (b) A member of a household, one of whom is the 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 Control.
  - (c) Deleted.
  - (d) A new Member must have held full membership for at least three (3) months to be eligible to vote on any club matters.
8. Membership of the Club shall be divided into the following categories.
- (a) Member
  - (b) Dual Member
  - (c) Life Member
  - (d) Honorary Member
  - (e) Introductory 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 Constitution and Regulations for the time being in force of the Control and of the Objects and Rules of the Club.
9. 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 ONE (1) Member as a referee and lodged with the Membership Registrar.
10. The Membership Registrar shall submit such Applications to the first Committee Meeting of succeeding in its receipt and if such Applicant is approved by a resolution passed by simple majority of the Committee, subject to ratification at the next meeting of members. The Applicant shall thereupon become a Member of the Club provided that they shall pay within 14 business days of the date of such meeting such entry fee and a subscription in respect of their category and period of membership or part thereof, as shall be determined from time to time.
11. A Member may prior to 30 September in each year make application to the Committee for readmission as a Member to their category of membership and upon payment of their 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 Membership Registrar will ensure that each in new Member receives a copy of the current Rules of the Club or upon request.
12. A person approved for membership after 31 March but before 31 July in any year, upon payment of a reduced membership fee of that membership classification shall be deemed to be a Financial Member for the remainder of the current Financial year. A person approved for membership after 31 July, upon payment of full membership shall be deemed to be A Financial Member for the following financial year.
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## CESSATION OF MEMBERSHIP

- 13 A Member shall cease immediately to be a Member of the Club,
- (a) upon the termination of their a period of Membership (whether by effluxion of time or otherwise unless the member shall be re-admitted pursuant to Rule II as a Member of the Club for a further period of Membership.
  - (b) if a member resigns by notice in writing addressed to the Secretary
  - (c) if a member should die or suspend payment.
  - (d) Deleted
  - (e) if the member's annual subscription for the forthcoming financial year has not been paid on or before the 31st October of that year.
  - (f) if pursuant to the Rules a member shall be expelled from the Club.
  - (g) if a member is convicted of an offence involving cruelty to animals or of an offence committed at an exhibition or show. Or brings the association into ill repute through actions of cruelty.
  - (h) Provides the association with misleading or false information regarding their application.

## REGISTER OF MEMBERS

- 14
- (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 Financial Member who has requested the information in writing, within a reasonable time frame and during office hours.

## FEES

15. The Members in General Meeting at any time and from time to time may fix the amount of the Annual Subscription payable by each category of Membership and may in like manner determine that an entrance fee shall be paid and the amount thereof. Provided always that any such alteration to 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

16. Subject to the restriction and limitations prescribed by or pursuant to the Rules, the privileges of a Voting Member, shall be:
- (a) the right to attend and vote at all General Meetings of the Club
  - (b) to submit themselves as a candidate for any Office of the Club upon completion of one full year of membership from the date of application as a member of the club.
  - (c) to receive any publication issued by the Club, and
  - (f) to exhibit at any exhibition or show conducted by the Club and compete for prizes (including trophies) available for Members of the Club.
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17. 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**

18. 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 winding up of the Club is limited to the amounts, if any, unpaid by the Member in respect of Membership of the Club as required by Rule 15.

#### **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 Regulations of the Club and will uphold the honour of and use their best endeavours 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 an within such time as the committee may specify in respect to any act or omission on their part or their agent or servant in, and about their conduct at any exhibition or show, or in respect of any matter dealt with or regulated by the Rules and Regulations of the Club.
21. If called upon to do so by the Committee, a Member shall supply upon statutory declaration duly made by them or their agent or servant as may be determined by the Committee any information required by the Committee pursuant to Rule 20.
22. If upon such enquiry, the Committee is of the opinion that a Member has wilfully infringed any of the Rules and Regulations of the Club or has been guilty of any conduct prejudicial to the Club or to a Member thereof, the Committee may call their 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 they should not be expelled from the Club or have their Membership suspended.
23. If such Member does not within a period of twenty-one (21) business days of date of the aforesaid notice either resign their Membership or offer an explanation of the circumstances, either in person or in writing as they 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 enquiry that the Member be suspended from Membership for such period as the Committee may think fit or that such Member be expelled from the Club. At such meeting, the Member shall be entitled to be heard and to give their explanation of the circumstances and to call witnesses on their behalf.
24. If the recommendation of the Committee or an amendment thereof is approved by a resolution passed by a simple majority of the members voting in person thereat, such Member shall forthwith be suspended from membership or expelled as the case may be and they 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 Control.

### **POWERS, CONSTITUTION, MEMBERSHIP**

25. There shall be a Committee consisting of the Office Bearers and at least six (6) Members as required.
26. The Committee shall manage and have the entire control of the affairs of the Club subject to an in accordance with the provisions of the Rules.
27. Notwithstanding the foregoing, the Members in General Meeting by resolution passed by a simple majority of the Members voting in person thereat may overrule a decision of the Committee to pay any account payable by the Club (see rule 9I) 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.

### **MEETING 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 representative shall attend all meetings of the Committee. The minutes of such meetings signed by the Chairperson or by the Chairperson of a confirmatory meeting shall be accepted as sufficient evidence of the proceedings of such meeting.
  30. The quorum for 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 their absence, or they shall be unwilling to act, a Vice President presents or if present they shall be unwilling to act, then a Member of the Committee elected by the Members therefore present in person shall be the Chairperson of the 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 the member has interest in or in respect of any matter arising thereof and if the member does so vote, that member's 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 a 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 of a sub-committee or any person acting as aforesaid, or that the Members 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 Committee.
  36. A Member of the Committee absent from three (3) consecutive meetings without leave of the Committee shall from that point cease to be a Member of the Committee, and if an Office Bearer, shall from that point also cease to hold office.
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37. A casual vacancy occurring amongst the Members of the Committee caused by the death or resignation of a Member or 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 office until their appointment is confirmed by the members at the next General Meeting or the vacancy is otherwise filled by the Members.
38. Use of technology at Committee Meetings
- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **OFFICE BEARERS**

39. The Office Bearers of the Club shall be:

- (a) The President
- (b) One (1) Vice President
- (c) The Treasurer
- (d) The Secretary

A member shall not hold more than one (1) such office at any one time and shall not hold that position for more than 3 years in succession.

#### **DUTIES OF THE SECRETARY**

40. 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) A 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 THE TREASURER**

41. The Treasurer shall -

- (a) to collect and receive all financial information from but not limited to, banking by members within the fourteen (14) days of the receipt there of to assist in reconciling the club's accounts.
  - (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 Members of the Committee and of the Club.
  - (e) produce to the members in A General Meeting the profit and loss statement and any other additional information, when requested, to do so given five business days' notice.
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- (f) keep vouchers for payments authorised by the Club and the Committee, and
  - (g) keep a true and correct inventory of all property of the Club
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**ELECTION OF OFFICE BEARERS AND COMMITTEE**

42. The Office Bearers and the Members of the Committee shall be elected annually at the Annual General Meeting and shall take office at the close of the Annual General Meeting at which they are elected. The office bearers will hold office until the next Annual General Meeting.
43. (a) nominations of Members proposed as Office Bearers at or as Member of the Committee shall be made in writing to the Secretary at least twenty-one (21) Business days before the date of the Annual General Meeting and shall be signed by at least one Financial Member and the nominee.
- (b)  
Any member wishing to apply for a postal vote must register their request in writing, signed by the member registering for said postal vote with the secretary of the club. The request for the postal vote shall then be presented to the general meeting 1 month prior to the AGM for ratification by a simple majority vote of those present at the general meeting. A stamped, self-addressed envelope to the member applying for the postal vote must be enclosed with request. Any member that has registered and been ratified shall be called a "postal voting member".
44. A list of all such nominations shall be sent to each of the Postal Voting Members at least fourteen (14) calendar days prior to the holding of the Annual General Meeting. Such list shall contain in respect of a retiring member of the Committee whose name appears thereon the number of such meetings held during the preceding years and the number thereof, which they attended whilst they were a member of the Committee. The list of nominations may be sent via the following methods: Postal, Email and Website.
45. If there is 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 they are 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.
46. If there is 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.
47. If the election of the Office Bearers and Member 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 and keep a true record of the number of ballot papers issued.
48. 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 entitled 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.
49. 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) business 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.
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- 50.
- (a) Each Postal Voting Member wishing to participate in the ballot shall strike out from the voting paper all the names except the names of the candidates for whom they wish to vote and shall insert the voting paper only and without any other matter in and endorse their 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 pm (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 their voting paper to the Returning Officer.
51. 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 and vote as recorded on voting papers so received at the Club's Office.
51. 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 affect the election of the candidate the Members at the Annual General Meeting shall elect one of such candidates to fill the vacancy for which he was nominated by a resolution passed by a simple majority of members present and voting thereon. The Returning Officer shall deliver all ballot papers so counted to the Secretary in a sealed envelope or wrapper who shall keep the same for a period of ninety (90) days from the date of the meeting.
52. 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 Office shall be conclusive.

#### **SUB-COMMITTEES**

- 53.
- (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 by resolution, remove from office a Member of a Sub-Committee and may in like manner appoint another eligible person in their 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.
  - (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.
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**PART 4 - GENERAL MEETINGS**

**ANNUAL GENERAL MEETING - HOLDING OF**

- 54.
- (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.
  - (b) The Club shall hold its first Annual General Meeting
    - (i) 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.
  - (c) Sub-paragraph (a) and (b) have effect subject to any extension or permission granted by the Associations Legislation under section 37 of the Act.

**ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT**

55. The Annual General Meeting of the Club shall, subject to the Act and to Rule 54, be convened on such date and at such place and time as the Committee think fit.
56. 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 47.
  - (b) to read and 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 51 or the Chairperson pursuant to Rule 45 the result of the ballot for the election of Office Bearers and the Members of the Committee or pursuant to Rule 41, 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) business days prior to the date of such meeting.
  - (g) Use of technology at Annual General Meetings
    - (1) An Annual General Meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
    - (2) A member of an association who participates in an Annual General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
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**ORDINARY AND SPECIAL GENERAL MEETING - CALLING OF AND BUSINESS AT**

57. 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.
58. In addition to any other business, which may be transacted at an Ordinary General Meeting. The business at an Ordinary General 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 business since the previous General Meeting
  - (j) to receive Notice 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.
  - (n) Use of technology at General & Special General meetings
    - (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
    - (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
59. A Special General Meeting shall be convened by the Secretary at the direction of the Resident all of the committee or on the written request of five (5) members.
60. 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
61. The quorum at a General Meeting (whether an Annual, Ordinary or Special General Meeting) shall be such number being not less than ten (10) Members present in person as the Members from time to time shall determine.
62. The President or in their absence or if they 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 of such a Meeting.
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### **NOTICE OF GENERAL MEETING**

63. 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 later than 8.00 p.m.
64. At least seven (7) Calendar days' prior notice shall be given in respect of each such meeting. Provided that with the sanction of a General Meeting one 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 other 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 a which the same is to be dealt with.
65. Notice of a General Meeting shall be deemed to have been given to each Member if it is published in the Club's newsletter, journal and website provided that such publication is made and despatched to the Members not less than fourteen (14) calendar days prior to the date of the meeting or if it is served upon him personally or if it is sent through the post in a prepaid letter, envelope or wrapper addressed to such Member as the address furnished by him to the Secretary or their 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.
66. The accidental omission to give receipt of notice to a Member or if a Member shall fail to receive a notice sent as aforesaid, shall not invalidate a General Meeting.
67. 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 proving such service a Certificate signed by the Secretary that the letter, envelope or wrapper was properly addressed, postage 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**

68. If at a General Meeting or at a committee or Sub-Committee Meeting a quorum shall not be present after the lapse of thirty (30) minutes from the appointed time thereof, the meeting shall thereupon lapse.
69. 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 or any period not exceeding 30 calendar days after the adjournment.

### **PROCEDURES AT MEETINGS**

70. 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.
  71. At Meetings of Members or of the Committee or of a Sub-Committee the mode of voting shall in the first instance, be 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.
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72. 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 to them
  - (b) shall make himself 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 endeavour to be concise in their 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 foresaid 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 and 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 their late arrival at a meeting if some other person has been elected Chairperson due to their 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 as Chairperson and may vote for themselves.
  - (k) shall call upon a Member by their name to speak and shall alone determine the order of the speakers.
  - (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 questions before it and subject to the Rules shall give to 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 of 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.
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- (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 has previously declared the result.

**73 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 of taking part in discussion shall rise and when called upon to speak shall address the meeting through the Chairperson.
  - (c) proposing a Motion of an amendment to a Motion shall state its nature before so addressing the meeting.
  - (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 their seat whilst the Member so moving is heard and the point of order determined whereupon if the decision is in their favour, the speaker may proceed with their subject.
  - (g) may at any time rise and address the Chairperson on a point of order, but shall at once state so and confine their 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.
74. 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 has authorised some other Member to move it on their behalf.
75. A Motion may be moved or seconded by the Chairperson or by a Member.
76. 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.
- 77.
- (a) Upon an ordinary Motion being put to the meeting and carried by the simple majority of Members, it shall become a resolution of the meeting and recorded accordingly
  - (b) A Motion being put for a special Resolution being carried by a simple majority of Members voting in person thereat.
78. 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.
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79. 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.
  80. 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.
  81. 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 by the Meeting.
  82. 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.
  83. The mover of a Motion of amendment shall not have the right to reply after the debate thereon.
  84. A Motion for amendment shall be put to the meeting before the original Motion is put.
  85. 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.
  86. 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 proceeds 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 shall proceed to the next business. If not carried the meeting shall deal with the original Motion provided that a 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.
  87. 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 is removed or compelled to leave the meeting 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**

88. A resolution of the Club is a Special Resolution if
    - (a) it seeks to change the rules in their document excepting Rule 107 or the Act and it is passed by a 3/4th majority being entitled and are in attendance at the meeting under these Rules so to do vote at a General Meeting of which not less than twenty-one (21) business 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 Commission.
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**PART 5 - MISCELLANEOUS**

**INSURANCE**

- 89.
- (a) The Club shall affect and maintain insurance pursuant to the Act
  - (b) In addition to the Insurance required under subparagraph (a) the Club may effect and maintain other insurance.

**FUNDS - SOURCE**

- 90.
- (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 or other authorised financial institution.
  - (c) The Club shall as soon as possible after receiving any money issue an appropriate receipt.

**FUNDS - MANAGEMENT**

- 91.
- (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
  - (c) Maximum expenditure for all Members, Committees or Sub-Committees and Branches shall be ratified by members at a General Meeting
  - (d) No Member, Committee, Sub-Committee or Branch shall exceed the level of expenditure agreed in (c) above without the prior consent of the members (see Rule 27)
  - (e) Where an expenditure limit is exceeded it shall be the responsibility of the Member, Committee, Sub-Committee or Branch to pay. Reimbursement will then be considered on presentation of the account to a General Meeting.

**ALTERATIONS OF OBJECTS AND RULES**

92. The statement of Object and Rules may be altered, rescinded or added to only by a Special Resolution of the Club
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**COMMON SEAL**

- 93.
- (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 Committee or of one Member of the Committee and of the Public Officer or Secretary

**FINANCIAL YEAR**

94. The Financial Year of the Club shall commence on the 1st day of October in each year, and terminate on the 30th day of September in the following year.

**SHOW SECRETARY**

95. The Members may appoint a Show Secretary and their 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 39(b) and 9(e) respectively.

**PUBLICITY OFFICER**

96. The Members may appoint a Publicity Officer who shall adopt the editorial policy of the Club and their duties shall be determined by the Members in General Meeting.

**AUDIT AND AUDITOR**

- 97.
- (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 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 retiring Auditor for appointment as Auditor shall be given to the Members not less than fourteen (14) business 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 they are not a registered Auditor as defined by the Corporations Act 2001;
    - or
    - (ii) if they are an Office Bearer or a Member of the Committee or an employee of the Club

**PATRON**

98. The Members at the Annual General Meeting may elect until otherwise determined by them not more than two (2) 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 to address the Members thereat, but unless they are a Member the shall not be entitled to enter into debate on any member before the meeting or to vote thereat.
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## CLUB JOURNAL

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

## SHOWS

100. The Club may conduct from time to time (either alone or in conjunction with any other Club or body in accordance with the Constitution and Regulations for the time being in force of the Control, exhibitions and shows.

## JUDGES

101. 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 judge's panels kept or who may be approved of by the Control who may be invalid 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 Meetings and the notice shall specify the shows for which such judges are to be appointed.

## RECORDS AND ACCOUNTS

- 102.
- (a) The Committee shall keep or cause to be kept the accounts of all monies received, of all payments made by or on behalf of the Club and of all assets and liabilities in 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 their custody or under their control all records, books and other documents relating to the Club.
  - (c) Minutes of member meetings may be uploaded to the website once ratified.
103. The records, books and other documents of the Club shall be open to inspection, free of charge. Members may request access to the records, books or documents of the club in writing. The Secretary will need to present the documentation within 14 Business days, to be inspected at the office during business hours.

## SERVICE OF NOTICES

- 104.
- (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, the document shall, unless the contrary is proved, 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,
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## **REGULATIONS**

105. 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) nomination 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 Committees
  - (g) the publication of a newsletter or journal
106. The regulations shall be read and construed subject to the provisions for the time being of the Rules of the Club.

## **SURPLUS PROPERTY**

- 107.
- (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 in surplus property pursuant to Section 65 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 fulfils the requirements specified in Section 65 of the Act.
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