

# ARTICLES OF ASSOCIATION OF THE POODLE CLUB OF NSW INC

## **An incorporated association under the Associations Incorporation Act 1984**

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# ARTICLES OF ASSOCIATION OF THE POODLE CLUB OF NSW INC

## An incorporated association under the Associations Incorporation Act 1984

### 1. DEFINITIONS & INTERPRETATION

#### 1.1 Definitions

In these articles of association, the following terms have the following meanings:

*“Aims & Objectives”* means the aims and objectives of the Club set out in Article 3;

*“Application for Membership”* means an application to become a Member, and includes an application for readmission as a Member;

*“Club”* means the incorporated association pursuant to these articles of association;

*“Committee”* means the committee of the Club formed pursuant to article 8;

*“Committee Member”* means a member of the Committee;

*“Constitution”* means these articles of association as amended from time to time and includes, without limitation, all Regulations;

*“Dual Member”* means either:

- (a) each of any two members of the same household resident at the same address; or
- (b) each of any two partners in the conduct of a kennel having a kennel prefix in their joint names registered with the NSW Canine Council,

who have been jointly admitted to that category of membership of the Club;

*“Exhibition”* means a canine show, exhibition, parade, trial, competition, display, obedience trial, contest or match;

*“Financial Member”* means a Member not in default of payment of an annual subscription or any other fees or other monies payable by that Member in accordance with the Constitution;

*“Financial Year”* means the financial year of the Club as defined by article 17 (18);

*“General Meeting”* means any meeting of Members convened in accordance with this Constitution and includes an Annual General Meeting, an Ordinary General Meeting and a Special General Meeting;

*“Honorary Member”* means a person who is not a Member, but who, upon the recommendation of the Committee or upon a written nomination signed by not less than five Members, is elected by the Members in General Meeting pursuant to a Special Majority as an Honorary Member (for life or for such lesser period as may be so determined) and who in the opinion of the Committee has rendered outstanding services to The Poodle Club of NSW Inc, the Poodle breed, or for such other reason as the Committee may consider sufficiently meritorious;

*“Interstate Member”* means a person not resident in the state of NSW who has been admitted to that category of membership of the Club;

*“Junior Member”* means a person over the age of twelve years and under the age of sixteen years who has been admitted to that category of membership of the Club;

*“Life Member”* means a person who is a member who in the opinion of the Committee has rendered outstanding services to The Poodle Club of NSW Inc, the Poodle breed, or for such other reason as the Committee may consider sufficiently meritorious, and who is elected to life membership by the Members in a General Meeting pursuant to a Special Majority;

*“Member”* means a person who has been admitted as a member of the Club to one of the categories of membership set out in article 5.3;

*“Office Bearers”* means those Members elected for the time being to hold the categories of office mentioned in article 7;

*“Ordinary Majority”* means a resolution passed at any meeting by a majority of not less than 51% of Members voting in person thereat;

*“Patron”* means any person appointed as a patron of the Club pursuant to article 19.1

*“Pensioner Member”* means a person who is a current holder of a NSW or Commonwealth of Australia “Pensioner Entitlement Card;”

*“Period of Membership”* means the twelve months terminating at midnight on the 30<sup>th</sup> day of June each year;

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

*“Returning Officer”* means any Member appointed to that position pursuant to article 8.4.3;

*“Single Member”* means a person over the age of sixteen years who has been admitted to that category of membership of the Club;

*“Sub-Committee”* means a sub-committee appointed pursuant to article 9;

*“Special Majority”* means a resolution passed at any meeting by a majority of not less than 75% of the Members voting in person thereat;

*“Trustee”* means a trustee of the property of the Club appointed in accordance with article 12.

## **1.2 Interpretation**

- 1.2.1 Unless the context other requires a word which denotes:
- a) the singular denotes the plural and vice versa;
  - b) any gender denotes the other gender; and
  - c) a person includes an individual, a body corporate, and a government.
- 1.2.2 Unless the context otherwise a reference to:
- a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation;
  - b) any other agreement or instrument where amended or replaced means that agreement or instrument as amended or replaced;
  - c) a clause, schedule, annexure or exhibit is a reference to a clause of, annexure to, schedule to or exhibit to this agreement;
  - d) a function includes a reference to a power, authority and duty;
  - e) the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
  - f) a group of persons includes any one or more of them; and
  - g) a thing or amount a reference to the whole and each part of it.
- 1.2.3 The provisions of the Interpretation Act, 1897, apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the *Associations Incorporation Act 1984*.

## **2. NAME OF ASSOCIATION**

There is hereby constituted The Poodle Club of NSW Inc, to be an incorporated association pursuant to the *Associations Incorporation Act 1984*.

## **3. AIMS AND OBJECTIVES OF THE CLUB**

The aims and objectives of the Club are:

- a) To affiliate with the NSW Canine Council (hereinafter referred to as NSWCC);
- b) To promote and encourage the breeding of healthy pure-bred Poodle dogs;
- c) To promote and raise the standard of Poodle dogs in New South Wales;
- d) To promote the holding of Exhibitions;
- e) To conduct Exhibitions;
- f) To foster, promote and protect the interests of exhibitors of Poodle dogs at Exhibitions;
- g) To collect, verify and publish information relating to Poodles and the breeding and exhibition of Poodles;
- h) To educate and encourage members, Poodle breeders and judges to abide by the requirements and standards approved by the NSWCC for the conduct of exhibitions and shows;
- i) To promote good fellowship and sportsmanship among members and those participating in or attending at exhibitions;
- j) To disseminate information relating to the ownership and care of dogs, and the responsibility of owners for the conduct and actions of their dogs;

- k) To hold functions and lectures relating to dogs (including but not limited to Poodles) and to the objectives of the club generally;
- l) To make awards and donate prizes for competition at Exhibitions and for the competition by breeders and exhibitors of Poodles;
- m) To foster relations with other canine clubs and bodies having similar aims;
- n) To promote and assist and to make contributions to canine veterinary research and other canine causes;
- o) To invest the funds of the club not immediately required in such manner as the members shall determine;
- p) To promote or encourage interest in the breeding, upkeep, training, general well-being and improvement of Poodles; and
- q) To do all such other things as may be incidental, ancillary, necessary or conducive thereto.

#### **4. AFFILIATION WITH THE NSW CANINE COUNCIL**

##### 4.1 Direction by Members

- 4.1.1 The Members by a Special Majority may direct the Committee to apply for affiliation with the NSWCC.

##### 4.2 Members to be bound by rules of NSW Canine Council

- 4.2.1 So long as the Club is an affiliate of the NSWCC, every member (whether such member is a member of the NSWCC or not), shall be deemed to have agreed with the NSWCC to be bound by Rules and Regulations for the time being in force thereof and accordingly shall at all times submit to and carry out every determination, finding, decision, requirement or direction of the NSWCC so far as the same shall relate to that member.

#### **5. MEMBERSHIP**

##### 5.1 Minimum Number and Qualifications

- 5.1.1 The club shall not have less than 30 members provided that at all times one-half of the total number of members shall be persons each of whom is:
  - a) the owner or part owner of a registered Poodle dog;
  - b) a member of a household, one of whom is the owner or part owner of a registered Poodle dog.

##### 5.2 No requirement that Members own a Poodle

- 5.2.1 Subject to article 5.1, there shall be no requirement that a Member shall be the owner or part owner of a registered Poodle dog.

##### 5.3 Categories of Membership

- 5.3.1 Membership of the club shall be divided into the following categories:
- a) Single Member
  - b) Dual Member
  - c) Honorary Member
  - d) Life Member
  - e) Junior Member
- 5.4 Roll of Members
- 5.4.1 A roll of members shall be kept by the Committee and shall contain the name and address and category of membership for each member.
- 5.4.2 The roll of members shall be made available by the Secretary for inspection by members at all reasonable times.
- 5.5 Application for Membership
- 5.5.1 An application for membership shall be:
- a) in the form set out in Appendix 1, or in such other form as the Committee may from time to time prescribe;
  - b) signed by the applicant and two members, one as proposer and one as seconder; and
  - c) lodged with the Secretary.
- 5.5.2 The Secretary shall submit such application to the first General Meeting next succeeding the receipt thereof by the Secretary, and if such application is approved by an Ordinary Majority of members at such meeting, the applicant shall become a Member of the Club upon payment of the prescribed entrance fee and subscription in respect of the relevant category and Period of Membership.
- 5.5.3 Notwithstanding article 5.5.2, a person admitted as a Member after the 31<sup>st</sup> day of December in any year shall only be required to pay one-half of the prescribed annual subscription applicable to the relevant category of membership.
- 5.5.4 The Secretary will ensure that each new member receives a copy of the current Constitution.
- 5.5.5 The membership of a member shall continue unless terminated in accordance with article 5.6
- 5.6 Termination of Membership
- 5.6.1 The membership of a member shall terminate if that member:
- a) resigns by notice in writing addressed to the Secretary;
  - b) dies; or
  - c) shall be expelled from the Club pursuant to the Constitution.
- 5.6.2 The Committee may by Special Resolution elect to terminate the membership of a Member if that Member:
- a) is convicted of an offence under the *Cruelty to Animals Act 1950/51*;
  - b) is convicted of a felony;
  - c) becomes an insolvent under administration within the meaning of the *Corporations Law 1990*;
  - d) becomes of unsound mind; or



- e) fails to pay the prescribed annual subscription for the relevant category of membership by 5.00pm on the last day of the Financial Year in respect of which such subscription is levied.

5.6.3 Notwithstanding article 5.6.2, any member whose membership is terminated by the Committee in accordance with article 5.6.2 (e) shall be automatically reinstated as a member without penalty if such member pays in full the relevant amount outstanding on or before the 30<sup>th</sup> September immediately following the end of the financial year to which such amount relates.

## 5.7 Entrance Fee and Annual Subscription

5.7.1 The members in General Meeting by Ordinary Majority may fix the amount of the annual subscription payable in respect of each category of membership and may in like manner determine that an entrance fee shall be paid and the amount thereof.

5.7.2 Any alteration to the amount of such annual subscription or entrance fee (if any) may only be effected by the members in General Meeting by Ordinary Majority.

## 5.8 Members' Entitlements

5.8.1 Subject to any limitations prescribed by or pursuant to the Constitution, a Member shall be entitled:

- a) to attend and vote at any General Meeting;
- b) to stand as a candidate for any office of the club, providing such member has been a member of the club for a continuous period of twelve months before so standing;
- c) to receive any publication issued by the club;
- d) subject to payment of all relevant entrance fees and related levies, to exhibit at any exhibition or show conducted by the club and to compete for any prizes, including trophies, offered in connection therewith.

5.8.2 A Junior Member or Honorary Member or Interstate Member shall not be entitled to vote at or take part in the proceedings of a General Meeting and shall not be entitled to hold any office of the club, but shall be entitled to exercise all other privileges of membership.

5.8.3 A right, privilege or obligation which a person has by reason of being a member:

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates upon cessation of the person's membership.

## 5.9 Standard of Conduct of Members

5.9.1 A member, upon admission to any category of membership, shall strictly observe and act in accordance with the Constitution and the rules and regulations of the NSWCC and will at all times act so as to further the Aims and Objectives.

## **6. DISCIPLINING OF MEMBERS**

## **6.1 Committee may Expel or Suspend Member**

6.1.1 When the Committee is of the opinion that a member of the club:

- a) has persistently refused or neglected to comply with the standard set out in article 5.9.1; or
- b) has persistently and willfully acted in a manner prejudicial to the interests of the club,

the Committee may, by resolution pursuant to a Special Majority:

- a) expel the member from the club; or
- b) suspend the member from membership of the club for a specified period.

6.1.2 A resolution of the Committee under article 6.1.1 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under article 6.2, confirms the resolution in accordance with this article 6.

## **6.2 Member to be Served with Notice of Expulsion or Suspension**

6.2.1 Where the Committee passes a resolution under article 6.1.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- a) setting out the resolution of the Committee and the grounds on which it is based;
- b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- c) stating the date, place and time of that meeting; and
- d) informing the member that the member may do either or both of the following:
  - I. attend and speak at that meeting;
  - II. submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

## **6.3 Member's Right to Hearing Before Committee**

6.3.1 At a meeting of the Committee held as referred to in article 6.2, the Committee shall:

- a) give to the member an opportunity to make oral representations;
- b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
- c) by resolution determine whether to confirm or revoke the resolution.

## **6.4 Committee May Confirm Resolution after Hearing Member**

6.4.1 Where the Committee confirms a resolution under article 6.3, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under article 6.5.

- 6.4.2 A resolution confirmed by the Committee under article 6.3 does not take effect:
- a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
  - b) where within that period the member exercises the right of appeal, unless and until the club confirms the resolution pursuant to article 6.5.4.

## **6.5 Right of Appeal of Disciplined Member**

- 6.5.1 A member may appeal to the club in General Meeting against a resolution of the Committee which is confirmed under article 6.3, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- 6.5.2 Upon receipt of a notice from a member under article 6.5.1, the Secretary shall notify the Committee which shall convene a General Meeting to be held within 21 days after the date on which the Secretary received the notice.
- 6.5.3 At a General Meeting convened under article 6.5.2:
- a) no business other than the question of the appeal shall be transacted;
  - b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 6.5.4 If at the General Meeting a Special Majority of members is in favour of the confirmation of the resolution, the resolution is confirmed.
- 6.5.5 A member in respect of which a resolution under this article 6 is confirmed pursuant to article 6.5.4 shall have no claim whatsoever against any member so voting and shall have no right of appeal to the NSWCC.

## **7. OFFICE BEARERS**

### **7.1 Categories of Office Bearers**

- 7.1.1 The categories of Office Bearers for each Financial Year shall be:
- a) the President;
  - b) two Vice Presidents;
  - c) the Secretary; and
  - d) the Treasurer.
- 7.1.2 The members may, by Special Majority in any Annual General Meeting, determine that, for any Financial Year, there may be one or more categories of Office Bearers in addition to those set out in article 7.1.1.

### **7.2 Rules Regarding Office Bearers**

- 7.2.1 No Office Bearer shall hold the same office for more than three years in succession provided that where any election pursuant to article 8.4 would

- produce such a result, the election of any such Office Bearer shall be subject to ratification by the members in General Meeting pursuant to a Special Majority.
- 7.2.2 Only one member from any one household and/or partnership shall be entitled to be an Office Bearer at any one time
- 7.2.3 A member shall only be entitled to be an Office Bearer in respect of one of the categories of office set out in article 7.1.1 at any one time.

### **7.3 Duties of the Secretary**

- 7.3.1 The Secretary shall exercise and perform all the usual secretarial functions and generally attend to the secretarial work of the club and in particular, without limitation, shall keep and maintain:
- a) The roll 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; and
  - f) An indexed list of all resolutions of the members in General Meeting.
- 7.3.2
- a) The Secretary shall also be responsible for the publication and distribution to the Members of a club newsletter.
  - b) The club newsletter shall be published bi-monthly, or on such other basis as may be determined from time to time by the Committee.

### **7.4 Duties of the Treasurer**

- 7.4.1 The Treasurer shall:
- a) receive all monies paid to the club and cause the same to be paid into the bank account of the club kept for such purpose within fourteen days of the receipt thereof;
  - b) keep all necessary books of account and financial statements as shall be required by the club's auditors;
  - c) prepare the annual accounts of the club and all accompanying reports;
  - d) submit financial reports to all meetings of the Committee and the club;
  - e) produce to the members in General Meeting the cashbooks and bank passbook of the club upon request;
  - f) keep receipts for all payments authorized by the club and the Committee; and
  - g) keep a true and correct inventory of all property of the club.
- 7.4.2 The Treasurer shall be the public officer of the club for the purposes of the Associations Incorporation Act 1984.

## **8. THE COMMITTEE**

- 8.1 Constitution of the Committee

8.1.1 There shall be a Committee, to be elected in accordance with article 8.4, and consisting of the Office Bearers and four additional members.

## 8.2 Functions of the Committee

8.2.1 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 Constitution.

## 8.3 Members May Overrule the Committee

8.3.1 The members in General Meeting may, by Ordinary Majority:

- a) overrule any decision, resolution or determination of the Committee, except a decision of the Committee to pay any account properly due and payable by the club to any third party not associated directly or indirectly with any member; or
- b) instruct the Committee to review, at the next meeting of the Committee immediately following such General Meeting, any decision, resolution or determination previously made by the Committee, having regard to any objections expressed by member in relation thereto.

## 8.4 Election of Committee Members

8.4.1 The Office Bearers and the three additional Members of the Committee referred to in article 8.1 shall hold office annually and shall be elected in respect of each Financial Year at the Annual General Meeting, and shall take office at the close of the Annual General Meeting at which they are elected.

### 8.4.2

- a) Nominations for membership of the Committee in respect of any Financial Year shall be made in writing to the Secretary at least 28 days before the date of each Annual General Meeting, and shall be signed by at least one member and the nominee.
- b) Each such nominee shall have been a member for at least the preceding twelve months prior to nomination.
- c) In the event that either:
  - i the position of any Office Bearer is contested; or
  - ii there are more than three nominations for the three additional positions on the Committee referred to in article 8.1,

then every financial member shall be provided with a ballot paper and such member shall be deemed a "*Postal Voting Member*" and an election by ballot pursuant to article 8.4.3 shall occur, provided that if neither alternative set out in this paragraph ( c ) applies and if there be only the requisite number of such nominees, then the Chairperson of the relevant Annual General Meeting shall declare those nominated to be duly elected.

- d) If there is not a nominee for any particular position on the Committee, or if a nominee for any such position indicates an unwillingness to stand for election to such position, the members may propose and second orally at the Annual General Meeting, sufficient members to fill any such position.

## 8.4.3

- a) A list of all such nominations shall be sent to each of the Postal Voting Members at least 14 days prior to the relevant Annual General Meeting.
- b) The list of nominations sent to the Postal Voting Members shall constitute a ballot paper for Postal Voting Members and shall show clearly by an asterisk and footnote those members eligible for re-election.
- c) The Secretary shall initial and number consecutively the top right hand corner of each ballot paper and keep a true record of the number of ballot papers issued.
- d) Each Postal Voting Member wishing to participate in the ballot shall:
  - i) place a tick or a cross on the ballot paper next to the names of the candidates for whom such member wishes to vote; and
  - ii) insert the ballot paper in the envelope provided by the Secretary for that purpose and return such envelope properly sealed so as to arrive at the club's office not later than 5.00pm (which shall be the time of closing of the postal ballot) on the day appointed for the holding of the Annual General Meeting at which the result of the ballot is to be declared.
- e) 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 relevant Annual General Meeting.
- f) Upon the appointment of the Returning Officer and the scrutineers, the Secretary shall hand to the Returning Officer a list of members entitled to vote.
- g) 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 votes as recorded on the voting papers so received at the club's office. Such votes shall be counted in the presence of the President or vice President and of any person or persons standing for election who may attend.
- h) If any ballot paper shall indicate that any 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 has not been endorsed and numbered by the Secretary as required pursuant to paragraph ( c ) of this article 8.4.3, such ballot paper shall be declared informal and the vote of that member shall not be counted.
- i) The Returning Officer shall declare the result of the ballot immediately after the votes have been counted, and announce the number of votes cast in favour of each candidate.
- j) 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 90 days from the date of the Meeting.
- k) In the event of equality of votes in favour of any candidate which could affect the election of a candidate, the members of the Annual General Meeting shall elect one of such candidates to fill the relevant vacancy by an Ordinary Majority.

- l) If any question shall arise as to the validity or invalidity of a ballot paper, or whether any particular member has or has not been elected to any particular position on the Committee, 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 such position shall be conclusive.

## 8.5 Meetings of the Committee

- 8.5.1 Meetings of the Committee shall be held at least every second month provided that the Secretary shall call a meeting of the Committee whenever requested to do so by the President or by three members of the Committee.
- 8.5.2 Such meetings shall be held at such place and at such time as the Committee from time to time determines.
- 8.5.3 Members shall be entitled, with the permission of the Committee, to attend such meetings, but shall not be entitled to vote thereat.
- 8.5.4 The Secretary or a representative of the Secretary shall attend all meetings of the Committee.
- 8.5.5 The Minutes of such meetings signed by the Chairperson thereof or by the Chairperson of a confirmatory meeting shall be accepted as sufficient evidence of the proceedings of such a meeting.
- 8.5.6 The quorum for a meeting of the Committee shall be not less than one-half of the members thereof present in person.
- 8.5.7 The President, or in his/her absence, or if present but unwilling to act, then the Vice-President, or in his/her absence, or if present but unwilling to act, then a member of the Committee elected by the members thereof present in person, shall be Chairperson of a meeting of the Committee.
- 8.5.8 A member of the Committee shall not vote in respect of or in relation to any contract or proposed contract with the club in which such Committee member has a commercial interest, and if such Committee member does so vote, that vote shall not be counted.
- 8.5.9 All acts done by any meeting of the Committee or by any Committee member notwithstanding that it is afterward discovered that there was some defect in the appointment of the Committee or of that Committee member shall not be invalid merely by virtue of that fact.
- 8.5.10 A resolution in writing signed by all members 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 counterparts in like form each signed by one or more such members.
- 8.5.11 A member of the Committee absenting himself from three consecutive meetings without leave of the Committee shall thereafter cease to be a member of the Committee, and if an Office Bearer such person shall also cease to hold that office.
- 8.5.12 A casual vacancy occurring among members of the Committee caused by the death or resignation of a member thereof or by a member ceasing for any other reason to be a member thereof, shall be filled by the Committee at its next meeting and the member so appointed shall hold that

office until that appointment is confirmed by the members at the next General meeting or the vacancy is otherwise filled by the members.

#### 8.6 Common Debate

In all matters covered by this Constitution the Rules of common debate shall apply provided always that the best interests of the members be served, and members have the right to vote in favour of or against any decision.

#### 8.7 Dissension from the President's and/or Chairman's procedure – Ruling – Actions etc

8.7.1 in the event that a dissension vote be carried by a two-thirds majority at any Meeting of the Club the Chairman shall be bound to adopt such ruling-procedures-action as decided by said vote, and further, immediately such dissension vote be moved and seconded the Chairman shall immediately vacate the Chair to enable correct and proper discussion and voting procedures to follow.

8.7.2 Members present are then entitled to elect their own choice of interim Chairman to preside during the time that this matter only is discussed and determined whereupon the Chairman shall resume the Chair.

#### 8.8 Censure of

1. President's and/or Chairman's Action-Ruling-Procedure etc
2. Secretary's Action-Ruling-Procedure etc
3. A General Committee Member's Action-Conduct etc

8.8.1 A censure motion as per 8.8 must be lodged with the Secretary as a Notice of Motion not less than 21 days prior to the General meeting at which such notice is to be dealt with and notice must be given to members as per 10.5.2 (b) and 10.6.3 (a), (b) and ( c ).

8.8.2 In the event that a censure motion be moved, seconded and carried by a two-thirds majority at any Meeting of the Club the person or persons against whom the vote be taken shall be considered censured and all relevant details shall be minuted. (It must be understood does not automatically mean a loss of position from Committee or a loss to a member of his usual and accepted rights).

#### 8.9 Vote of No Confidence against

1. The President or Secretary
2. Any Committee Member
3. The entire Committee

8.9.1 In the event that a Vote of "No Confidence" be moved, seconded and carried by a two-thirds majority of the members present in person at the Meeting specially convened to discuss the motion such person or persons against whom the motion was carried shall immediately forfeit his/her/their position(s) as Office Bearer(s) or Committee Member(s) and any such



person(s) shall not be allowed to accept nomination for the Committee or as Office Bearer for a period of twelve months from the date of such motion. The members present upon such "vote of no confidence" being carried are then entitled, if they so desire, to select a replacement or replacements for the position or positions hereby rendered vacant.

- 8.9.2 Notice of Motion of "No Confidence" must be made in writing signed by the persons moving and seconding the motion and handed to the Secretary. The Secretary shall convene a Special Meeting to be held within sixty (60) days from the date of receipt of the notice of motion, and advise all members in writing within fourteen (14) days allowing members at least twenty-one (21) clear days notice of the Meeting. Proof of posting of the notice to the member's last registered address with the Club shall be deemed sufficient proof of the member being notified.

## **9. SUB-COMMITTEES**

### **9.1 Formation**

9.1.1 On the recommendation of the Committee or upon the motion of a member, the members in General Meeting may by Ordinary Majority at any time and from time to time, appoint a Sub-Committee from amongst the members or the members of the Committee (as the case may be), for such purpose and with authority to exercise such powers and duties as the members may approve, and the members of such Sub-Committee shall hold office at the pleasure of the members.

9.1.2 The members may by Ordinary Majority remove any member of a Sub-Committee and may in like manner appoint another member in that member's place.

9.1.3 The members in General Meeting may, by Ordinary Majority:

- a) overrule any decision, resolution or determination of a Sub-Committee; or
- b) instruct the Sub-Committee to review, at the next meeting of the Sub-Committee immediately following such General Meeting, any decision, resolution or determination previously made by the Sub-Committee, having regard to any objections expressed by any member in relation thereto.

### **9.2 Quorum & Chairperson for Sub-Committee**

9.2.1 The quorum for a Sub-Committee meeting shall be such number thereof as shall be determined by the members at the time of its appointment.

9.2.2 The members 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.

### **9.3 Exercise of Powers Beyond Term of Committee & Additional Members**

- 9.3.1 Any Sub-Committee may be empowered to exercise the powers and duties granted to it for a term extending beyond the term of office of the Committee which recommended its establishment provided that such exercise is ratified by the members in General Meeting.
- 9.3.2 Any Sub-Committee may co-opt additional members to assist in its duties.

## **10. GENERAL MEETINGS**

- 10.1 Annual General Meetings
- 10.1.1 There shall be a General Meeting held within three months of the end of each Financial Year, such meeting to be known as the Annual General Meeting.
- 10.1.2 The business to be transacted at each Annual General Meeting shall be:
- a) to confirm the Minutes of the preceding Annual General Meeting;
  - b) to receive and adopt the balance sheet and accounts of the club and the accompanying reports thereto;
  - c) to receive from the Returning Officer pursuant to article 8.4.3 the result of the ballot in relation to the election of the members of the Committee;
  - d) to appoint an Auditor; and
  - e) to transact any other business, written notice of which shall have been given to the members at least seven days prior to the date of such meeting.
- 10.2 Ordinary General Meetings
- 10.2.1 An Ordinary General Meeting of the club shall be held at least every month upon such day and upon 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 article 10.5.
- 10.2.2 the business of an Ordinary General Meeting shall be: to note apologies of non-attendance; to confirm the minutes of the preceding Ordinary General Meeting; to transact business arising out of such minutes;
- to receive the reports from the Committee, the Secretary, the Treasurer and the Editor, together with any other such reports as may be required to be given;
- to receive the reports of Sub-Committees;
- to elect new members;
- to consider and deal with business deferred from the previous Ordinary General Meeting;
- to receive notices of motion;
- to consider and deal with motions, due notice of which have been given;
- to consider and deal with motions, due notice of which have not been given;

to consider and deal with correspondence received since the previous Ordinary General Meeting;

to hear the Chairperson's answers to questions from Members and, where appropriate, to deal with the subject matter thereof; and

to deal with such other business as the Chairperson or the members may consider appropriate.

### 10.3 Special General Meetings

10.3.1 Other General Meetings, to be known as "*Special General Meetings*," may be convened by the Secretary:

- a) at the direction of the President;
- b) at the direction of the Committee; or
- c) on the written request of at least five members.

10.3.2 The business to be transacted at any Special General Meeting shall be set out in the notice calling that meeting, and no other business shall be transacted at such meeting or at any adjournment thereof.

### 10.4 Quorum and Chairperson for General Meetings

10.4.1 The quorum required for any General Meeting shall be not less than five members present in person.

10.4.2 The President (or in his absence, or if the President is unwilling to act, then a member elected by a simple majority of the members present in person) shall be the Chairperson of each General Meeting.

### 10.5 Notice of General Meetings

#### 10.5.1

- a) Every General Meeting shall be convened by a notice given by the Secretary to each member specifying the date, time and venue of such meeting.
- b) The signature of the Secretary to such notice may be written, stamped, impressed, typed or printed.
- c) Every such meeting shall commence not later than 8.00pm.

#### 10.5.2

- a) At least 7 days prior notice shall be given in respect of each General Meeting.
- b) The Secretary shall also send to each member a copy of any notice of motion received in writing from a member at least 7 days prior to the General Meeting at which such notice is to be dealt with.

10.5.3 Notice of a General Meeting shall be deemed to have been given to each member if:

- a) it is published in the club's newsletter provided that such newsletter is dispatched to the members not less than 14 days prior to the date of the relevant General Meeting;
- b) it is served upon a member personally;
- c) it is sent through the post in a pre-paid letter, envelope or wrapper, addressed to such member at the last address known to the Secretary.

10.5.4 For the purposes of article 10.5.3 ( c ), a notice sent by post shall be deemed to have been served on the seventh day following that on which the letter, envelope or wrapper containing the same is posted and in this connection, a certificate signed by the Secretary that the letter, envelope or wrapper was properly addressed, postage pre-paid and lodged with, or put

- into a receptacle for the purpose of posting letters provided by Australia Post, shall be conclusive evidence thereof.
- 10.5.5 There shall be no requirement for the Secretary to give notice of a General Meeting to every member who is a Dual Member with other members, and to this intent any such notice given to one Dual Member shall be deemed to have also been given to every other member who is a Dual Member of that first-mentioned Dual Member.
- 10.5.6 The accidental omission to give notice to a member, or if a member shall fail to receive a notice given in accordance with article 10.5.3, shall not invalidate a General Meeting.
- 10.6 Resolutions at General Meetings
- 10.6.1 A General Meeting may make resolutions and may from time to time amend such resolutions by variation, deletion or addition as the members present at such meeting shall think fit, and may, in particular without limitation, by Ordinary Majority, make resolutions in respect of:
- a) the holding and conducting of Exhibitions by the club;
  - b) the granting of awards and prizes at such Exhibitions;
  - c) the manner and procedure of dealing with protests and objections made at Exhibitions;
  - d) the publication of the club's newsletter.

## **11. PROCEDURAL MATTERS REGARDING MEETINGS GENERALLY**

- 11.1 Lack of Quorum and Adjournment of Meetings
- 11.1.1 If at any General Meeting or at any Committee or Sub-Committee meeting a quorum shall not be present after a lapse of 30 minutes from the appointed time thereof, the meeting shall thereupon lapse and no business shall be capable of being transacted at such meeting.
- 11.1.2 A General Meeting or a Committee or Sub-Committee meeting shall, by Ordinary Majority, have the power to adjourn its proceedings for any period not exceeding one month provided that any individual proceedings shall not be able to be adjourned more than twice.
- 11.2 Void Meetings
- 11.2.1 If a member who is entitled to attend and vote at a General Meeting of members or at a Committee or Sub-Committee meeting is denied entrance to such a meeting, or if during such a meeting that member is removed or compelled to leave the meeting other than for good and sufficient reason pursuant to the Constitution, all business conducted at such meeting shall be void and of no force or effect as though such meeting had not been held.
- 11.3 Voting at Meetings
- 11.3.1 All matters arising at a General Meeting or at a meeting of the Committee or of the Sub-Committee, other than questions of order or practice which shall be decided by the Chairperson thereof, and other than matters requiring a Special Majority pursuant to the Constitution, shall be decided by an Ordinary Majority and in the case of an equality of votes cast in respect of such Ordinary Majority, the Chairperson shall have a casting vote.

- 11.3.2 Upon any question arising at any such meeting a member has one vote only.
- 11.3.3 All votes shall be given personally or by proxy but no member may hold more than one proxy.
- 11.3.4 A member or proxy is not entitled to vote unless all money due and payable by the member or proxy to the club has been paid, other than the amount of the annual subscription payable in respect of the then current Financial Year.
- 11.3.5 The mode of voting at all such meetings shall be by way of a show of hands, or if required by any member, by a ballot.
- 11.4 Appointment of proxies
- 11.4.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 11.4.2 The notice appointing the proxy shall be in the form set out in Appendix 2.
- 11.5 Conduct of Meetings
- 11.5.1 The Chairperson of a General Meeting or of a Committee or Sub-Committee meeting:
- a) shall conduct such meeting in accordance with the Constitution and with the provisions of any applicable law relating to the conduct of meetings;
  - b) shall administer such meeting fairly and impartially;
  - c) shall at all times endeavor to be concise in any statements made 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;
  - d) provided that a quorum is then present or if not, then as soon as a quorum is present within the time allowed pursuant to article 11.1.1, shall declare the meeting open at the hour appointed;
  - e) if a quorum is not present within the time allowed pursuant to article 11.1.1, or if during the meeting there shall cease to be a quorum, shall adjourn the meeting or declare that it has lapsed;
  - f) shall introduce the items of business in the order set out in the notice convening the meeting and shall not change such order without the approval of an Ordinary Majority of the members present pursuant to a motion specifying the change required in such order;
  - g) shall close the meeting promptly at the completion of the business to be transacted thereat, or unless the members shall otherwise determine, at the time appointed;
  - h) shall call upon a member by his name to speak and shall alone determine the order of speakers;
  - i) shall not be entitled to take the Chair upon his late arrival at a meeting if some other person has been elected Chairperson due to his absence, unless such Chairperson as an act of courtesy, resigns from such position;
  - j) except when the President is the Chairperson, shall be required to accept a motion of no confidence in the Chairperson or a motion that

the Chairperson step down from that position, if a member moves a motion to that effect (provided that such motion nominates a member to take the place of the Chairperson and such nominated person consents thereto, and in this regard, a member may nominate or second him or herself to be Chairperson and may vote for him or herself in respect of any such motion), and such motion is carried (whereupon such nominated member shall become the Chairperson for the remainder of that meeting);

- k) shall not permit discussion of any subject matter unless there is a motion thereon before the meeting and shall forthwith terminate all irrelevant discussion;
- l) shall ensure that the decision of the meeting is properly ascertained in respect of any question before it and shall give to the members sufficient and fair opportunity to express their opposing views (having regard to constraints of time and other business to be transacted at such meetings);
- m) shall determine whether a motion or an amendment thereof falls within the terms of the notice of the meeting or of a written notice of motion, and shall not rule a motion out of order which is within the competence of the meeting when all relevant procedural matters have been observed;
- n) shall determine all points of order raised by members at any such meeting;
- o) if a ballot is demanded by any member pursuant to article 11.3.2 may determine the time and manner of taking it and if it is not possible to take such ballot during the course of the meeting, may adjourn the meeting for such purpose;
- p) shall enter or cause to be entered in the minute book the result of any such ballot (and such entry shall be prima facie evidence of the result thereof);
- q) where the voting is by show of hands, may require another such vote where the Chairperson has reason to believe that the counting in respect of such vote has been inaccurate, even though the Chairperson has previously declared the result of such vote;
- r) should a motion of similar intention to one which has been previously rejected, be moved again within twelve months, shall allow the members present at such meeting to determine by Special Majority whether to accept the re-tabling of such motion; and
- s) if the members present at such meeting determine by Special Majority that they wish to rescind an existing motion or resolution of the meeting, shall declare such motion or resolution rescinded.

## 11.6 Conduct of Members at Meetings

11.6.1 A member present at any general meeting or at any Committee or Sub-Committee 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, 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 cease speaking:
  - (i) immediately upon the conclusion of his or her remarks;
  - (ii) if the Chairperson proceeds to speak; or
  - (iii) when called 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 or her seat whilst the member so moving is heard and the point of order is determined (whereupon if the decision is in the speaker's favour, the speaker may proceed);
- g) may at any time raise and address the Chairperson on a point of order, but shall confine any remarks to the point of order so raised (and any point of order shall be dealt with by the Chairperson immediately it is raised); and
- h) except where the member is the mover of a motion, shall not speak more than once on a motion.

#### 11.7 Motions at Meetings

11.7.1 A motion at any General Meeting, or at any Committee or Sub-Committee meeting may, whether or not prior notice of such motion has been given, be moved or seconded by the Chairperson or by a member present at the relevant meeting.

#### 11.7.2

- a) Where notice of any motion has been given, such motions shall be dealt with in the order in which the notices thereof have been received.
- b) Any such motion shall not be proceeded with in the absence of the member giving the relevant notice unless that member has authorized some other member to move it on his or her behalf.
- c) Notices of Motion shall be forwarded in writing to the Secretary at least 21 days before each meeting, and shall be included in the Agenda.

11.7.3 Upon a motion being moved and seconded, the Chairperson shall allow debate thereon and at the close of such debate shall put the motion to the meeting.

11.7.4 Upon a motion being put to the meeting and carried by the requisite majority of members, it shall become a resolution of the meeting and recorded accordingly.

11.7.5 The mover and seconder of a motion may not move or second an amendment to it, but shall be entitled to speak upon any amendment and to vote in favour of it.

#### 11.7.6

- a) When 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 members present at the meeting may, by Special Majority, consent to a motion of amendment moved verbally at the meeting.

- b) A motion for amendment which is, or tends to be, or would have the effect of being, a negative of the motion intended to be amended, shall not be accepted by the Chairperson.
- c) 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.
- d) If any motion of amendment shall be carried, the original motion as amended shall then be debated and thereafter put to the vote.
- e) The mover of a motion of amendment shall not have the right to reply after the debate thereon.
- f) A motion of amendment shall be dealt with by the meeting before the original motion is dealt with.
- g) Motions of 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.

#### 11.7.7

- a) 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 item on the agenda whereupon, at the discretion of the Chairperson, such motion shall not be amended but shall be immediately put to the vote in its original form without further debate.
- b) If such motion is carried, the meeting shall proceed to the next business item on the agenda.
- c) If such motion is not carried, the meeting shall deal with any motion of amendment in relation to such failed motion which was previously moved by a member at that meeting.

## **12. TRUSTEES**

### 12.1 Appointment & Removal of Trustees

12.1.1 The members in General Meeting shall, by Ordinary Majority, appoint not less than three members to be Trustees provided that if no such appointment has been made, the President, Secretary and Treasurer for the time being shall be the Trustees and shall hold all the property of the club, real and personal, on behalf of the members.

12.1.2 A Trustee in like manner may be removed at any time and from time to time and another member appointed in his or her stead.

## **13. INSURANCE**

### **13.1 Insurance Pursuant to Statutory Requirements**

13.1.1 The club shall effect and maintain insurance pursuant to section 44 of the *Associations Incorporation Act 1984*.



## **14. COMMON SEAL**

### 14.1 Public Officer to have Custody

14.1.1 The common seal of the club shall be kept in the custody of the public officer.

### 14.2 Affixation

14.2.1 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 signatures either of two members of the Committee or of one member of the Committee and of the public officer or the Secretary.

## **15. FUNDS**

### 15.1 Source

15.1.1 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.

## **16. INCOME & PROPERTY**

### 16.1 Application Solely in Furtherance of Aims & Objectives

16.1.1 The income and property of the club howsoever derived shall be applied solely towards the promotion of the Aims and Objectives and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members.

16.1.2 Nothing herein shall prevent the payment, in good faith on an arm's length basis, of:

- a) remuneration to any officer or servant of the club, or any member in return for any services actually rendered by that officer, servant or member to the club; or
- b) reasonable and proper rent for premises demised or let by any member or third party to the club.

### 16.2 Surplus Property

16.2.1 (a)

At the first General Meeting, the club shall pass a resolution nominating an incorporated association as the association in which it is to vest its surplus property pursuant to section 53(2) of the *Associations Incorporation Act 1984* in the event of the winding up or the cancellation of the incorporation of the club.

16.2.2 If upon winding up or cancellation of the incorporation of the club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members, but shall be given to or transferred to the incorporated association nominated by the members pursuant to article 13.2.1.

## **17. WINDING UP & LEVIES**

### 17.1 Winding Up

17.1.1 The members may, for any reason whatsoever, including without limitation, the inability of the club to meet its financial obligations, resolve by a Special Majority in any General Meeting, to wind up the club.

### 17.2 Members' Liabilities in Respect of Outstanding Debts

17.2.1 The liability of a member 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 amount, if any, unpaid by that member in respect of membership of the club as required by article 5.7.

## **18. FINANCIAL MATTERS**

### 18.1 Financial Year

18.1.1 The Financial Year of the club shall commence on the first day of July in each year, and terminate on the thirtieth day of June in the following year.

### 18.2 Bank Account

18.2.1 The Committee shall cause a bank account to be opened with a recognized trading bank or building society and kept in the name of the club.

18.2.2 All cheques payable to the order of the club shall be endorsed in such a manner and by such persons as shall be appointed for that purpose from time to time by the members in General Meeting and deposited to the credit of the club's bank account.

### 18.2.3

- a) All monies payable on behalf of the club in excess of \$10 shall be paid by cheque drawn upon the club's bank account which shall be signed by the Treasurer and any one of the other Office Bearers.
- b) Notice of each such signing authority or change thereto shall be given to the club's bank forthwith whenever the need shall arise.

### 18.3 Accounts

18.3.1 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 of the club.

18.3.2 Such accounts shall show the manner in which income and expenditure of the club have been dealt with and shall at all time show a true and fair view of the financial position of the club.

18.3.3 Such accounts shall be kept at such place and under such security as the members in General Meeting shall determine from time to time.

### 18.4 Audit & Auditor

18.4.1 At the Annual General meeting, the members shall appoint for each Financial Year a duly qualified auditor to be the auditor of the club.

18.4.2 Any person so appointed shall hold that office until the next Annual General Meeting **provided** that should such auditor resign during the currency of his or her appointment, the Committee shall appoint such replacement auditor for the duration of the Financial Year as it may think fit.

- 18.4.3 A person shall not be appointed, or act, as auditor of the club:
- a) if he is not a registered auditor pursuant to the *Corporations Law 1990*.
  - b) if he is an Office Bearer or a Committee member or an employee of the club in a capacity other than as auditor.

18.5 Provision to NSW Canine Council

- 18.5.1 The accounts of the club, together with the reports of the auditor thereon, shall be provided to the NSWCC as required.

## **19. PATRON**

### 19.1 Appointment

- 19.1.1 The members at the Annual General Meeting may resolve by Ordinary Majority to appoint not more than two persons to be the patrons of the club.
- 19.1.2 Any person so appointed as patron of the club shall hold that office until the close of the next succeeding Annual General Meeting.

## **20. SHOW SECRETARY**

The members at the Annual General Meeting may resolve by ordinary Majority to appoint a Show Secretary and his 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 7.3.1 (b) and (e).

## **21. PUBLICITY OFFICER**

The members at the Annual General Meeting may resolve by Ordinary Majority to appoint a Publicity Officer who shall adopt the editorial policy of the club and his duties shall be determined by the Members in General Meeting. Provided that the Publicity Officer shall produce in lieu of the Secretary the newsletter outlined in 7.3.2 (a) and (b).

## **22. EXHIBITIONS**

### 22.1 Conduct

- 22.1.1 The club may conduct Exhibitions from time to time (either alone or in conjunction with another club, association or body) in accordance with the rules and regulations of the NSWCC.

### 22.2 Judges

- 22.2.1 The members in General Meeting may, by Ordinary Majority elect to invite judges to officiate at such Exhibitions provided that at least one month's notice (as per 10.5.3) 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.
- 22.2.2 Such judges shall be selected from amongst the persons enrolled from time to time on the "Judges Panels" kept by the NSWCC, or shall be such other persons as the members may determine **provided** that such other persons must be generally recognized as being suitably qualified.

### **23. ALTERATIONS TO THE CONSTITUTION**

#### 23.1 Alteration requires Special Majority

23.1.1 An amendment to the Constitution shall not be made except by a resolution passed at a General Meeting pursuant to a Special Majority.

#### 23.2 Procedural Matters

23.2.1 Notice of a proposed amendment to the Constitution shall be given by the Secretary to each member in writing not less than 28 days prior to the date fixed for the General Meeting at which such proposed amendment is to be discussed.

#### 23.2.2

- a) An alteration to any such proposed amendment (except to the wording and not the substance thereof) shall not be entertained unless written notice thereof shall have been given to the Secretary at least 14 days prior to such General Meeting.
- b) The Secretary shall give notice to each Member of any such alteration forthwith.

#### 23.3 Alterations to be notified to NSW Canine Council

23.3.1 Any amendment to the Constitution shall be notified to the NSWCC after approval by members of the club.

### **24. REGULATIONS**

#### 24.1 Committee to Make Regulations

24.1.1 The Committee may from time to time, by resolution pursuant to an Ordinary Majority, make such Regulations as it considers necessary for the purpose of expediting the administration of the affairs of the club.

#### 24.2 Constitution Paramount

24.2.1 The Regulations shall at all times be interpreted subject to the Constitution so that in the case of any inconsistency between any Regulation and any provision of the Constitution, the Constitution shall prevail.