

The Great Dane Society of Queensland
Incorporated

Constitution

The Great Dane Society of Queensland Incorporated

April 2014

1 Name

The name of the incorporated association is The Great Dane Society of Queensland Incorporated (*the association*) and shall also use the abbreviation of GDSQI.

The office of the association shall be as determined from time to time but will be at the premises of the Secretary.

2 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.
present—

(a) at a management committee meeting, see clause 30 (6); or

(b) at a general meeting, see clause 44 (2).

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

3 Objects

The objects of the association are—

(a) to affiliate with the CCC(Q) Limited trading as Dogs Queensland;

(b) to promote and encourage the breeding of pure bred dogs;

(c) to promote and raise the standards and exhibition of pure breed dogs;

(d) to promote the holding of exhibitions and to conduct exhibitions and/or to promote obedience training and to conduct obedience trials, agility trials and tracking tests and field trials;

(e) to foster, promote and protect the interests of exhibitors of pure bred dogs at exhibitions;

(f) to collect, verify and publish information relating to dogs and the breeding and exhibition of pure bred dogs;

(g) to educate and encourage members, breeders and judges to abide by the requirements and standards approved by the Queensland State dog controlling body for the conduct of exhibitions and shows;

(h) to promote good fellowship and sportsperson like conduct amongst members and those participating in or attending at exhibitions and shows;

(i) to inform member of and make known to them the laws and regulations of the State of Queensland relating to ownership and care of dogs and the responsibility of owners for the conduct and actions of their dogs;

(j) to hold functions and lectures relating to dogs and to the objects of the association generally;

(k) to provide awards and donate prizes for competition at exhibitions, trials and other approved activities and for the competition by breeders and exhibitors of dogs;

(l) to foster relations with other affiliates of the CCC(Q) Limited and bodies having similar aims;

(m) to promote and assist worthy cause(s) as agreed at a General Meeting of the members of the association;

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(n) to carry on such activities or promote or encourage interest in the breeding, upkeep and training of and general well being and improvement of pure bred dogs and to do all such other things as may be necessary or conducive to carrying out the objects of the association.

4 Powers

- (1) The association has the powers of an individual.
- (2) The association may, for example—
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5 Affiliation with the CCCQ Limited trading as Dogs Queensland

The association is affiliated with CCCQ Limited trading as Dogs Queensland and shall do things necessary to continue to remain affiliated with the Queensland State dog control body. Whilst continuing to be affiliated with the CCCQ Limited trading as Dogs Queensland the association shall be eligible to apply for permission to conduct authorised exhibitions and trials.

6 Membership

Any person owning a pure bred dog or interested in any of the activities referred to in the Objects of the association shall be eligible to apply for membership.

7 Classes of members

- (1) The membership of the association consists of ordinary members, and any of the following classes of members—
 - (a) Ordinary Member –as noted above;
 - (b) Dual Member;
 - (c) Honorary Member;
 - (d) Junior Member;
 - (e) Life Member;
 - (f) Such other memberships as decided from time to time by the Management Committee but such memberships must be approved by the Members in General meeting by a majority of 70% of the members voting in person and by proxy.
- (2) The number of ordinary members is unlimited;
- (3) Each and every person admitted and/or elected to membership (including both Honorary and Juniors Members) shall be deemed for all purposes to have agreed to be bound by the Constitution for the time being in force.
- (4) The classes of members of Honorary and Junior Members does not confer voting rights on them but these classes of members shall be entitled to attend and contribute to the proceedings of a General meeting and further these classes of members shall not be eligible to hold any office of the association but shall be entitled to exercise all other privileges conferred by membership.

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(5) Each and every person admitted and/or elected to membership (including both Honorary and Junior Members) shall be deemed for all purposes to have agreed to be bound by Rules and Regulations of the CCCQ Limited trading as Dogs Queensland.

8 New membership

(1) An applicant for membership of the association must be proposed by 1 member of the association (the *proposer*) and seconded by another member (the *seconder*).

(2) An application for membership must be—

- (a) in writing; and
- (b) signed by the applicant and the applicants proposer and seconder; and
- (c) in the form decided by the management committee;
- (d) accompanied by the prescribed fees.

(3) Every person who at the date of adoption of this Constitution was a member of the association shall continue to be a member of the association in the same class of membership as that member held prior to the adoption of this Constitution and shall not be required to pay any further subscription until the next due date for payment of the member's subscription.

9 Membership fees and joining fee

The membership fee and joining fee for each ordinary membership and for each other class of membership (if any)—

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the management committee decides.

10 Admission and rejection of new members

(1) The management committee must consider an application for membership at the next committee meeting held after it receives—

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

(2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised—

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance—the amount of the insurance.

(3) The management committee must decide at the meeting whether to accept or reject the application.

(4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

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11 When membership ends

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) The management committee may terminate a members membership if the member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

12 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

13 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

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14 Register of members

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15 Prohibition on use of information on register of members

- (1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the association.

16 Privileges of Membership

Subject to the restrictions and limitations prescribed by or pursuant to the Constitution the privileges of a member shall:

- (1) be upon application and payment of the prescribed fee to the Secretary the member shall receive a copy of the Constitution of the association;
- (2) have the right to attend and vote at all General Meetings of the association subject to the conditions of clause 45;
- (3) have the right to submit himself/herself as a candidate for any office of the association subject to the conditions of clause 45;
- (4) be to receive any publication issued by the association upon the payment of the prescribed fee;
- (5) be to compete for prizes and trophies available for members of the association when exhibiting or competing at any exhibition conducted by the association;

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(6) not confer voting privileges on both Honorary and Junior members but these classes of members shall be entitled to attend and contribute to the proceedings of a General meeting and further these classes of members shall not be eligible to hold any office of the association but shall be entitled to exercise all other privileges conferred by membership.

17 Conduct of Members

(1) A member upon his/her election to any category of membership (including both Honorary and Junior Members) shall strictly observe and act in conformity with and not otherwise than is in accordance with the Constitution of the association and will uphold the honour of and use his/her best endeavours to further the objects of the association. Further a member must also strictly observe and act in conformity with the Members Code of Conduct as from time to time amended and approved by the Management Committee.

(2) A member also shall strictly observe and act in conformity with and not otherwise than is in accordance with the Rules and Regulations of the CCCQ Limited and will uphold the honour of and use his/her best endeavours to conform with such Rules and Regulations.

(3) A member shall furnish to the Management Committee such information within the knowledge of the member as the Management Committee may from time to time require and within such time as the Management Committee may specify in respect of any act or omission on his/her part or of his/her agent or servant in and about his/her conduct at any exhibition or show or trial or in respect of any matter dealt with or regulated by the Constitution of the association or any of its Rules.

(4) (a) Where a member is required to appear before the Management Committee or to supply information pursuant to clause 17(3) or any other clause of this Constitution and fails to do so he/she shall furnish to the Management Committee within fourteen days (14) or such other time as may be decided by the Management Committee from the date of the official request a Statutory Declaration or other approved written explanation relating to the matter;

(b) If a member defaults in complying with any requirement of the Management Committee pursuant to clause 17(3) and/or 17(4) (a) the Management Committee may in its absolute discretion proceed to inquire into the matter without further notice to the member.

(5) If, upon such inquiry, the Management Committee is of the opinion that a member has wilfully infringed any part of the Constitution and Rules of the association and/ or the Rules and Regulations of the CCCQ Limited, or has been guilty of any conduct prejudicial to the association or to a member thereof, the Management Committee may call his/her attention to such infringement or conduct by a notice in writing addressed to such member and may call upon such member to show cause why he/she should not be expelled from the association or have his/ her membership suspended.

(6) If such member does not, within a period of 14 days of the date of the aforesaid notice, either resign his/her membership or offer an explanation of the circumstances, either in person or in writing as he/she may elect to the Management Committee at a meeting convened for that purpose, and if such explanation is not acceptable to the

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Management Committee, it may recommend to the members at the first General Meeting thereof convened subsequent to such inquiry that the member be suspended from membership for such period as the Management Committee may think fit or that such member be expelled from the association and that such recommendation shall be included in the notice convening the General Meeting. At such meeting, the members shall be entitled to be heard and to give his/her explanation of the circumstances and to call witnesses on his/her behalf.

(7) If the recommendation of the Management Committee made under clause 17(6) or an amendment thereof is approved by a Resolution passed by a majority of three fourths of the members voting in person at such General Meeting, such member shall forthwith be suspended from membership for such specified period or expelled as the case maybe, and he/she shall have no claim or right of recourse to litigation whatsoever against the Management Committee or any member thereof or against any member so voting.

(8) Any member affected by a decision of the Management Committee and/or Resolution passed in accordance with clause 17(7) may appeal there from to an independent Committee constituted by the Chairman and one member of the Management Committee of the association and the Chairman of the CCCQ Limited Breaches Sub Committee (however so called) and two members of that Sub Committee upon such conditions as the constituted committee may from time to time prescribe. In such event the decision of the constituted committee shall be final and binding on all parties.

18 Office Bearers

The office bearers for the time being of the association shall be:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary;
- (e) Such other officers as required.

19 Appointment or election of secretary

(1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

- (a) a member of the association elected by the association as secretary; or
- (b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the associations management committee;
 - (ii) another member of the association;
 - (iii) another person.

(2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

(3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

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(4) If the management committee appoints a person mentioned in sub rule (1) (b) (ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

(5) However, if the management committee appoints a person mentioned in sub rule (1) (b) (ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(6) If the management committee appoints a person mentioned in sub rule (1) (b) (iii) as secretary, the person does not become a member of the management committee.

(7) In this rule— *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

20 Removal of secretary

(1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.

(2) If the management committee removes a secretary who is a person mentioned in clause 19 (1) (b) (i), the person remains a member of the management committee.

(3) If the management committee removes a secretary who is a person mentioned in clause 19 (1) (b) (ii) and who has been appointed to a casual vacancy on the management committee under clause 19 (5), the person remains a member of the management committee.

21 Functions of secretary

The secretary's functions include, but are not limited to—

(a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and

(b) keeping minutes of each meeting; and

(c) keeping copies of all correspondence and other documents relating to the association; and

(d) maintaining the register of members of the association.

22 Appointment or election of Treasurer

(1) The treasurer must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

(a) a member of the association elected by the association as treasurer; or

(b) any of the following persons appointed by the management committee as secretary—

(i) a member of the associations management committee;

(ii) another member of the association;

(iii) another person.

(2) If the association has not elected an interim officer as treasurer for the association before its incorporation, the members of the management committee must ensure a treasurer is appointed or elected for the association within 1 month after incorporation.

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(3) If a vacancy happens in the office of treasurer, the members of the management committee must ensure a treasurer is appointed or elected for the association within 1 month after the vacancy happens.

(4) If the management committee appoints a person mentioned in sub rule (1) (b) (ii) as treasurer, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

(5) However, if the management committee appoints a person mentioned in sub rule (1) (b) (ii) as treasurer to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(6) If the management committee appoints a person mentioned in sub rule (1) (b) (iii) as treasurer, the person does not become a member of the management committee.

(7) In this rule— *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

23 Removal of Treasurer

(1) The management committee of the association may at any time remove a person appointed by the committee as the treasurer.

(2) If the management committee removes a treasurer who is a person mentioned in clause 22 (1) (b) (i), the person remains a member of the management committee.

(3) If the management committee removes a treasurer who is a person mentioned in clause 22 (1) (b) (ii) and who has been appointed to a casual vacancy on the management committee under clause 22 (5), the person remains a member of the management committee.

24 Functions of Treasurer

The Treasurer's functions include those applicable functions listed under clause 52 Funds and Accounts and clause 53 General Financial Matters, but are not limited thereto.

25 Membership of management committee

(1) The management committee of the association consists of a president, treasurer, and any other members the association members elect at a general meeting.

(2) A member of the management committee, other than a secretary appointed by the management committee under clause 19 (1) (b) (iii), and other than the treasurer appointed under clause 22 (1) (b) (ii) must be a member of the association.

(3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

(4) A member of the association may be appointed to a casual vacancy on the management committee under clause 28.

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26 Electing the management committee

- (1) A member of the management committee may only be elected as follows—
 - (a) any 2 members of the association may nominate another member (the *candidate*) to serve as a member of the management committee;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

27 Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

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28 Vacancies on management committee

(1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the management committee may act despite a casual vacancy on the management committee.

(3) However, if the number of committee members is less than the number fixed under clause 31 (1) as a quorum of the management committee, the continuing members may act only to—

(a) increase the number of management committee members to the number required for a quorum; or

(b) call a general meeting of the association.

29 Functions of management committee

(1) Subject to the Constitution of the association or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.

(2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

(3) The management committee may exercise the powers of the association—

(a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and

(b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and

(d) to borrow amounts from members and pay interest on the amounts borrowed; and

(e) to mortgage or charge the whole or part of its property; and

(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and

(g) to provide and pay off any securities issued; and

(h) to invest in a way the members of the association may from time to time decide.

(4) For sub rule (3) (d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

(a) the financial institution for the association; or

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(b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

30 Meetings of management committee

(1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

(2) The management committee must meet at least once every 4 months to exercise its functions.

(3) The management committee must decide how a meeting is to be called.

(4) Notice of a meeting is to be given in the way decided by the management committee.

(5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(6) A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.

(7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

(8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

(9) The president is to preside as chairperson at a management committee meeting.

(10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

31 Quorum for, and adjournment of, management committee meeting

(1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—

(a) the meeting is to be adjourned for at least 1 day; and

(b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

32 Special meeting of management committee

(1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the

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committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state—

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state—

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

(5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

33 Minutes of management committee meetings

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

34 Appointment of subcommittees

(1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.

(2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

35 Acts not affected by defects or disqualifications

(1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

(2) Sub rule (1) applies even if the act was performed when—

- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

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36 Resolutions of management committee without meeting

(1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

37 First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

38 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

(a) at least once each year; and

(b) within 6 months after the end date of the association's reportable financial year.

39 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

(1) This rule applies only if the association is—

(a) a level 1 incorporated association; or

(b) a level 2 incorporated association to which section 59 of the Act applies; or

(c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

(a) receiving the association's financial statement, and audit report, for the last reportable financial year;

(b) presenting the financial statement and audit report to the meeting for adoption;

(c) electing members of the management committee;

(d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

(e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

40 Business to be conducted at annual general meeting of other level 2 incorporated associations

(1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

(a) receiving the association's financial statement, and signed statement, for the last reportable financial year;

(b) presenting the financial statement and signed statement to the meeting for adoption;

(c) electing members of the management committee;

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(d) appointing an auditor, an accountant or an approved person for the present financial year.

41 Business to be conducted at annual general meeting of other level 3 incorporated associations

(1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

(a) receiving the association's financial statement, and signed statement, for the last reportable financial year;

(b) presenting the financial statement and signed statement to the meeting for adoption;

(c) electing members of the management committee.

42 Notice of general meeting

(1) The secretary may call a general meeting of the association.

(2) The secretary must give at least 14 days notice of the meeting to each member of the association.

(3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

(4) The management committee may decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing—

(a) a meeting called to hear and decide the appeal of a person against the management committee's decision—

(i) to reject the person's application for membership of the association; or

(ii) to terminate the person's membership of the association;

(b) a meeting called to hear and decide a proposed special resolution of the association.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

43 Quorum for, and adjournment of, general meeting

(1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.

(2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.

(5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—

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- (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

44 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each general meeting—
- (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

45 Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

46 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
- (a) being directed to call the meeting by the management committee; or

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- (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in sub rule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

47 Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

The Great Dane Society of Queensland Incorporated:
I, _____ of _____, being
a member of the association, appoint
_____ of _____
as my proxy to vote for me on my behalf at the (annual) general
meeting of the association, to be held on the _____ day of
_____ 20_____
and at any adjournment of the meeting.
Signed this _____ day of _____ 20_____.

Signature

- (2) The instrument appointing a proxy must—
 - (a) if the appointer is an individual—be signed by the appointer or the appointer's attorney properly authorised in writing; or
 - (b) if the appointer is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

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(6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

The Great Dane Society of Queensland Incorporated:

I, _____ of _____, _____ being
a member of the association, appoint _____
of _____

as my proxy to vote for me on my behalf at the (annual) general
meeting of the association, to be held on the _____ day of
_____ 20____

and at any adjournment of the meeting.

Signed this _____ day of _____ 20____.

Signature

This form is to be used *in favour of/*against [*strike out whichever is
not wanted*] the following resolutions—

[*List relevant resolutions*]

48 Minutes of general meetings

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes—

(a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the association, the secretary must, within 28 days after the request is made—

(a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(b) give the member copies of the minutes of the meeting.

(4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

49 By-laws

(1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

(2) A by-law may be set aside by a vote of members at a general meeting of the association.

50 Patron

The members at the Annual General Meeting may elect, until otherwise determined by them, a person to be Patron of the association. A Patron shall be entitled to attend a General Meeting of the association and by invitation of the President to address the members thereat, but is not

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permitted to vote unless a financial or Life Member of the association.

51 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

52 Common seal

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

53 Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association and there shall be kept all necessary books of account and financial statement as shall be required by the auditors and/or the Queensland State dog control body being the CCCQ Limited.
- (3) Prepare annual financial statements and accounts and all necessary accompanying reports.
- (4) Submit financial statements to all constituted meetings of the Management Committee of the association.
- (5) Produce the cash books, current banks statements, bank pass books, bank reconciliations, petty cash disbursement statements and such other financial statements that must be kept in hard copy paper format when requested to so by the Management Committee and at the General Meeting.
- (6) All amounts must be deposited in the financial institution account as soon as practicable after receipt but never the less within 14 days of receipt thereof.
- (7) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (8) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (9) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.

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(10) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(11) Petty cash account of \$100 must be kept in an imprest account by the Treasurer with this sum being reviewed and varied annually at the discretion of the Management Committee. The Management Committee shall also have discretion to vary this sum within a financial year.

(12) Keep vouchers for payments authorised by the association and the Management Committee.

(13) Keep a true and correct inventory of all the property of the association.

(14) All expenditure must be approved or ratified at a management committee meeting.

54 General financial matters

(1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

55 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

56 Financial year

The end date of the association's financial year is [*insert date*] in each year.

57 Distribution of surplus assets to another entity

(1) This rule applies if the association—

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the association.

(3) The surplus assets must be given to another entity—

- (a) having objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule— *surplus assets* see section 92(3) of the Act..

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