

MODEL CONSTITUTION

Under the Associations Incorporation Act 2009

About this model Constitution

The Constitution of an incorporated association forms the structure within which the association operates.

To assist associations, develop their Constitution, NSW Fair Trading has prepared this model Constitution, which covers the matters required by law. An association may:

- adopt this model Constitution; or
- adopt a modified version of this model Constitution.

Registration with the ACNC

If your association is intending to seek registration as a charity with the Australian Charities and Not-for-profits Commission (ACNC) your Constitution will need to set out the association's objects or purpose(s).

The model Constitution without modification is not suitable for that purpose.

This means an association wishing to register as a charity with the ACNC must adopt its own Constitution which includes objects or purposes that meet the ACNC's requirements for registration. That Constitution can be based on the Model Constitution but must include an additional Section setting out all of the association's objects.

Information regarding the ACNC's governing document requirements is available on the ACNC website at <https://acnc.gov.au/tools/factsheets/governing-document>.

Changes to the model Constitution

Any changes made to the model Constitution will automatically apply to all associations that have adopted the model Constitution (without modification).

Copyright information

© State of New South Wales through Department of Customer Service, 2022. You may copy, distribute, display, download and otherwise freely deal with this publication for any purpose provided that you attribute the Department of Customer Service as the owner. This publication is licensed under the Creative Commons Attribution 4.0 license. For more information, visit www.customerservice.nsw.gov.au/copyright

Disclaimer

This publication must not be relied on as legal advice. For more information, please refer to the appropriate legislation or seek independent legal advice.

PROPOSED CONSTITUTION OF



**THE SCHNAUZER CLUB
of NSW Inc.**

Sept 2026

Model Constitution Associations Incorporated Act 2009
The Constitution of The Schnauzer Club of NSW Incorporated

Index

Part 1 Preliminary

1	Aims and Objects.....	5
2	Not for profit	5
3	Definitions	6
4	Affiliations with DOGS NSW.....	8

Part 2 Membership

5	Membership generally.....	9
6	Register of Members.....	10
7	Fees and Subscriptions	10
8	Privileges of membership.....	11
9	Members' liabilities.....	11
10	Member resignation	11
11	Cessation of membership	11
12	Membership entitlements not transferable	11
13	Resolution of internal disputes	12
14	Disciplinary action against members.....	12
15	Right of appeal against disciplinary action	12

Part 3 Committee

Division 1 Constitution

16	Functions of the Committee	13
17	Composition of Committee.....	14
18	Appointment of Public Officer.....	14
19	Vacancy of Public Officer.....	14
20	Election of Committee members	15
21	Terms of Office	16
22	Removal of Committee member	16
23	Casual Committee vacancies in office	16
24	Secretary	17
25	Treasurer	17
26	Audit and Auditor	18
27	Delegation by Committee to sub-Committee.....	18

Division 2 Procedure

28	Committee meetings	18
29	Notice of Committee meetings	18

30	Committee meeting quorum.....	19
31	Presiding Committee member.....	19
32	Voting and decision despite vacancies or defects.....	19
33	Transaction of business outside meetings by phone/other means.....	20
Part 4	General Meetings	
34	Annual General Meetings	20
35	Special General Meetings.....	21
36	Special resolution.....	21
37	General Meeting	22
38	Notice of General Meeting	22
39	Quorum General Meeting.....	22
40	Adjourned meetings	23
41	Presiding member of General Meeting.....	23
42	Procedures - Conduct.....	23
43	Procedures - Motions.....	24
44	Technology	25
45	Voting.....	26
46	Making of decisions	26
47	Postal, electronic or combined ballots.....	27
48	Transaction of business outside meetings or by phone/other means.....	27
Part 5	Administration/Miscellaneous	
49	Alteration/Change of name, objects or Constitution	27
50	Funds source	27
51	Funds management.....	27
52	Insurance	28
53	Service of notices.....	28
54	Custody of records and books	28
55	Inspection of records and books	28
56	Financial year.....	29
57	Publicity Officer	29
58	Show Secretary.....	29
59	Judges	29
60	Exhibitions, Shows and Trials	29
61	Dissolution of the Club	29
62	Distribution of property on winding up	29

ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

The name of the association is to be known as
THE SCHNAUZER CLUB of NSW Inc.

Part 1 PRELIMINARY

1. Aims and Objects

- (1) To affiliate with DOGS NSW.
- (2) To promote and encourage the breeding of pure-bred dogs.
- (3) To promote and raise the standards and exhibiting of dogs.
- (4) To promote and encourage the holding of and conduct training, exhibitions, demonstrations, shows, obedience trials, agility trials and other competitive trials and dog sports.
- (5) To foster, promote and protect the interests of dogs at exhibitions, shows and trials.
- (6) To collect, verify and publish information relating to dogs and the breeding and exhibitions of dogs.
- (7) To educate and encourage members, breeders and judges to abide by the requirements and standards approved by DOGS NSW for the conduct of exhibitions, shows and trials.
- (8) To promote good fellowship and sportsmanship amongst members and those participating in or attending at exhibitions, shows and trials.
- (9) To inform members of and make known to them the laws and regulations of the State relating to ownership and care of dogs, and the responsibility of owners for the conduct and actions of their dogs.
- (10) To hold functions and lectures that educate members and other interested persons in matters concerning training, behaviour, care, nutrition, and the welfare of dogs and to the objects of the Club generally.
- (11) To make awards and donate prizes for competition at exhibitions, shows and trials and for the competition by exhibitors of dogs.
- (12) To foster relations with other Clubs and bodies having similar aims.
- (13) To promote and assist and to make contributions to canine veterinary research and other worthy canine causes.
- (14) To invest the funds of the Club not immediately required in such a manner as the members shall determine.
- (15) To carry on such other activities or promote or encourage an interest in the breeding, upkeep and training of and the general well-being and improvement of all breeds of schnauzers; miniatures, standards and giant dogs and to do all such other things as may be necessary or conducive to carrying out the objects of the Club.

2. Not for profit association

The assets and income of the Club shall be applied solely in furtherance of its objects, and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

3. Definitions

In this Constitution:

Act	means the <i>Associations Incorporation Act (NSW) 2009</i> as amended
Association/Club	means The Schnauzer Club of NSW Inc.
Director-General	means the Commissioner, NSW Fair Trading, Department of Finance and Services or if there is no such position in the Department, the Director General of the Department.
ANKC Ltd	Australian National Kennel Council Limited.
Application	for membership - includes application for re-admission to membership.
Authorised Signatories	means the Public Officer, President, Secretary and Treasurer of the Club.
Body	means where the context reasonably admits, a Club, Agricultural or other Society or Association, Company, or Group of persons whether such body is incorporated or unincorporated.
Constitution	means the Constitution for the time being of the Club.
DOGS NSW	means the Royal New South Wales Canine Council Ltd.
Dual Member	means one of any two members of the one family resident at the same address or one of any two of the persons who are partners in the conduct of a kennel having a kennel prefix in their joint names registered with DOGS NSW who has been admitted with the other of such persons as a Dual Member of the Club.
Exercise Function	includes performance of a duty.
Exhibition	includes a show, canine exhibition, canine parade, canine competition, canine display, retrieving trial, gundog utility field trial, gundog obedience trial, obedience trial, tracking trial, agility trial, contest, match, competitive dog sports or any other ANKC approved discipline.
Financial Member	means a member of the Club who shall not be in default in the payment of his or her annual subscription or any fees or other monies payable by him or her in accordance with the Constitution. Un-financial member shall have the opposite meaning.
Financial Year	means the financial year of the Club which shall commence on the 1st day of July each year and terminate on the 30th day of June the following year.
Function	includes a power, authority, and duty.
Junior Member	means a person over twelve (12) years and under the age of eighteen (18) years who has been admitted to the Club. A junior member has no voting rights.
Life Member	means a Member who has been admitted to the Club as a member for life, whether upon payment of a subscription or without payment of a subscription as may be determined by the Members from time to time.
Male Gender	shall, where the context reasonably permits, include the female and neuter gender and the singular number shall include the plural number.

Meeting	includes an Annual, Ordinary or Special General Meeting.
Member	means a person who has been admitted to the Club as an Ordinary, Dual, Junior, or Life member of the Club and where the context otherwise so admits, shall include a person admitted to any other category of membership.
Member of the Committee	means an Office-Bearer or ordinary Committee member.
Objects	means the Objects as required by DOGS NSW in Rule 4.
Office	means the Office of the Club and shall be a place as determined from time to time at which the records of the Club are to be kept.
Office-Bearers	means the President, the Vice President/s, Treasurer and Secretary for the time being of the Club.
Official Address	means the residential residence of the Secretary or Public Officer.
Ordinary Committee member	means a Committee member who is not an Office-Bearer.
Patron	means a person who supports the aims and objects of the Club. A patron may be a member of the Club but may not hold a position on the Committee at the same time. The Club can have up to three (3) at any one time.
Period of Membership	in relation to a member, denotes the twelve (12) months terminating at midnight on the 30th day of June each year for which such member is for the time being elected to membership of the Club or such portion of that term during which his membership continues.
Person	where the context reasonably permits, includes an individual, a firm or partnership, a company or corporation, or any other legal entity.
Public Officer	means the person who is appointed as the Club's Public Officer and until replaced by a person so appointed, includes the person who is nominated as the Club's Public Officer in the Club's application for registration.
Quorum	the minimum number of voting members required to be present at a meeting for an organisation to officially conduct business or make valid decisions.
Returning Officer	may or may not be a member of the Club but must not be a member of the Committee.
Regulations	means the <i>Associations Incorporation Regulations 2022</i> .
Register of members	means the register of members maintained under Section 6.
Rule	means a provision of the Constitution and where the context so admits, includes a paragraph or sub-paragraph thereof.
Secretary	means the Secretary of the Club, and where the context reasonably permits, includes the Assistant Secretary and any other person for the time being appointed by the Committee to exercise the functions of the Secretary. if no such person holds that office - the Public Officer of the Club.
Special General Meeting	means a meeting of the Club other than a scheduled General Meeting or an Annual General Meeting to call for specific, non-routine motions, urgent or specific business.
Sub-Committee	means a sub-Committee established under Section 27.
Writing	includes printing, SMS and emails and any other like recognised means of communication or of reproducing words in visible form.

4. Affiliation with DOGS NSW

- (1) The Club shall be affiliated with the Royal New South Wales Canine Council Ltd (RNSWCC) trading as DOGS NSW, so long as at all times the Club has no less than 10 financial members who have the right to vote at a General Meeting of the Club, provided that at all times:
 - (a) at least 5 of those 10 members shall be financial members of DOGS NSW; and
 - (b) those 5 financial members of DOGS NSW own a dog registered on an ANKC National Register.
- (2) So long as the Club is an affiliate of DOGS NSW, every member whether a member of DOGS NSW or not, shall be deemed to have agreed with DOGS NSW to be bound by the Rules and Regulations of DOGS NSW for the time being in force and at all times to submit to and carry out every determination, finding, decision, requirement or direction of DOGS NSW so far as the same shall relate to them.

5. Membership generally

- (1) A person is eligible to be a member of the Club if:
- the person is a natural person, and
 - the person has applied and has been approved for membership of the Club in accordance with Section 7,
 - the person agrees to uphold the aims and objects of the Club and to comply with the Club's Constitution, Code of Conduct, and
 - the person, when approved, pays the appropriate membership fee as determined by the members.

The members at a General Meeting at any time and from time to time may fix the amount of the annual membership fee payable by each category of membership and the fee for registering with a breeder's listing.

Provided always that any such alteration to the annual membership fee must be by notice of motion and included on the agenda for decision by the members at the next General Meeting.

Membership Categories are as follows;

- Single membership.
 - Dual membership - two people who live in a domestic relationship and cohabit at the same address; or two people who share a kennel prefix in joint names registered with DOGS NSW.
 - Junior membership – over twelve (12) years and under the age of eighteen (18) years.
 - Financial Member – Members who renew before 30 June each year.
 - Lapsed Member - Members who fail to renew by 1 July of each year and to rejoin are required to reapply and pay a rejoining fee with membership.
 - Life Member - a Member who has been admitted to the Club as a member for life whether upon payment of a subscription or without payment of a subscription, as may be determined by the Members from time to time.
- (2) An application by a person to be a member of the Club must be:
- made in writing in the form determined by the Committee and signed by the applicant/s,
 - signed by the two (2) members acting as referees,
 - lodged with the Secretary electronically or by post and the required information verified and circulated to the Committee on receipt.
- (3) The Secretary must submit the application to the first General Meeting of members, succeeding its receipt and the new members named in the agenda for the members to vote on.
- (4) If three quarters (75%) of the members present at the General Meeting vote to approve the application, the applicant is approved to become a member of the Club.
- (5) As soon as practicable after the members have determined the application, the Secretary must:
- give the applicant written notice of the decision, including by email or other electronic means as determined by the members, and
 - if the application is approved - inform the applicant that the applicant is required to pay the annual subscription fee inclusive of the joining fee within fourteen (14) days of the applicant receiving the notice.
- (6) The Secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the joining fee and annual subscription fee in accordance with Section 7.
- (7) The applicant becomes a member once the applicant's name is entered into the register.

- (8) Upon the satisfactory completion of the foregoing, the Secretary will ensure the new member is informed of where to access the rules which govern the Club and any other applicable rules and regulations to which DOGS NSW or any ANKC National Club adheres.

6. Register of members

- (1) The Secretary must establish and maintain a register of members of the Club.
- (2) The Secretary must, on payment by the applicant of the amounts referred to in Section 7, enter the applicant's name in the register of members and on the name being so entered, the applicant becomes a member of the Club. The register:
 - (a) may be in written or electronic form, and must include, for each member:
 - i. the member's full name,
 - ii. a residential and or postal address,
 - iii. email address and contact phone number,
 - iv. the date on which the person became a member or last renewed, and
 - v. if the person ceases to be a member - the date on which the person ceased to be a member.
 - (b) must be kept in New South Wales:
 - i. at the Club Secretary's official address or in the absence of a Secretary, the Public Officer or a member of the Club as determined by the Committee.
- (3) Must be available for inspection, free of charge, by members at a reasonable time, and if kept in electronic form, it must be able to be converted to a hard copy.
- (4) If the register is in electronic form, the requirements in Section 6 subsections (2) and (3) apply as if a reference to the register is a reference to a current hard copy of the register.
- (5) A register of members shall be made available by the Secretary for inspection by a member at a General Meeting or at any reasonable time by arrangement with the Secretary.
- (6) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee as determined by the Committee from time to time, for each page copied.
- (7) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (8) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - i. a newsletter, or
 - ii. a notice for a meeting or other event relating to the Club, or
 - iii. other material relating to the Club, or
 - (b) it is necessary to comply with the requirement of the Act or the Regulation.

7. Fees and subscriptions

- (1) The Club fees are due prior to the commencement of the financial year on 1 July.
- (2) The relevant annual membership fees, in accordance with the fee structure as established by the members, whether by direct deposit or cheque, must be received prior to the 30 June with a signed application for membership renewal form forwarded electronically or by post to the Club, for membership to be deemed renewed.
- (3) New or lapsed members can apply to join the Club at any time for a joining fee and an annual fee established by the members.

- (4) Successful new membership applicants from 1 March in any year will effectively receive membership for up to 15 months.
- (5) The members in general meeting at any time may determine the amount of the joining fee and annual membership fees provided that any such alteration must be by notice of motion and included on the agenda for decision by the members at the next general meeting.

8. Privileges of membership

- (1) Subject to the restrictions and limitations prescribed by or pursuant to the constitution, the privileges of a member shall be:
 - (a) The right to attend and vote at all general meetings of the club, Junior Members excepted.
 - (b) To submit themselves as a candidate for any office of the Club.
 - (c) To receive any publication issued by the Club.

9. Members' liabilities

The liability of a member of the Club to contribute towards the payment of either 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 the member in respect of membership of the Club as required by Section 7.

10. Member resignation

- (1) A member of the Club may resign from being a member by giving the Secretary written notification, upon receipt of which the member ceases to be a member.
- (2) Resignation of an Office-Bearer requires the membership to be informed as per Section 23 (c).

11. Cessation of membership

- (1) A person ceases to be a member of the Club if the person:
 - (a) dies, or
 - (b) resigns from being a member, or
 - (c) is expelled from the Club, or
 - (d) fails to pay the annual subscription fee payable by June 30 under Section 7 without special approval of the Committee.

12. Membership entitlements not transferable

- (1) A right, privilege, or obligation that a person has because the person is a member of the Club:
 - (a) cannot be transferred to another person, and
 - (b) terminates once the person ceases to be a member of the Club.

13. Resolution of internal disputes

Disputes between members (in their capacity as members) of the Club, and disputes between members and the Club are to be considered through the Club's Code of Conduct and Complaints Policy. Members may submit a complaint about another member to DOGS NSW.

14. Disciplinary action against members

- (1) A complaint in writing may be made by any member of the Club, that another member of the Club:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Club including contravening the Club's Code of Conduct.
- (2) The complaint should first be considered by the Office-Bearers as per Section 17(2) and such other Committee members as the Office-Bearers consider appropriate, using the Club's Code of Conduct and Complaints Policy. All communications regarding complaints are confidential to the Committee and the sender of the communications as per the Code of Conduct and Complaints Policy.
- (3) The Committee may refuse to deal with a complaint if the Committee considers the complaint is trivial, vexatious or is unrelated to Club activities.
- (4) If the Committee deems that the complaint requires a response of suspension of greater than 3 months or expulsion, the Constitution should be followed.

On receiving such a complaint, the Committee:

- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (5) The Committee may, at its discretion, withhold the name of the person making the complaint.
- (6) The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (7) If the Committee expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, give notice in writing to the member of the action taken together with the reasons given by the Committee for having taken that action and of the member's right of appeal under Section 15.
- (8) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period in which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under Section 15(4), whichever is later.

15. Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the Committee under Section 14 by lodging a Notice of Appeal with the Secretary within seven (7) days of being served notice of the resolution.
- (2) The member may include, with the Notice of Appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The Secretary must notify the Committee that the Secretary has received a Notice of Appeal.

- (4) If notified that a notice has been received, the Committee appointed to consider the complaint as per Section 17(2) must call a general meeting of the Club to be held within 28 days of the day the notice was received.
- (5) The Committee will determine if the appeal is to be heard at a venue to be advised or electronically on a meeting platform that can accommodate the need for a secret ballot or a combination of the two.
- (6) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
 - (c) the Committee must be given the opportunity to state the Committee's case orally or in writing, or both, and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (e) the appeal is to be determined by at least three quarters (75%) of members present entitled to vote.
 - (f) if the Club passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 COMMITTEE

Division 1 Constitution

16. Functions of the Committee

Subject to the Act, the Regulation, this Constitution, and any resolution passed by the Club in a General Meeting:

- (1) the Committee is to control and manage the affairs of the Club.
- (2) the Committee may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Club.
- (3) the Committee has the power to perform all such acts and do all such things or delegate all such acts that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.
- (4) a Committee member's acts are valid despite any defect in his or her appointment.
- (5) a Committee member's duty is to disclose conflicts of interest and not to dishonestly use their position or information obtained as a Committee member but to conduct their functions for the benefit of the Club, so far as practicable and with due care and diligence.
- (6) a former Committee member of the Club must ensure that all documents, electronic files, materials, and items in his or her possession that belong to the Club are delivered to the Secretary/Public Officer for delivery to his or her successor within fourteen (14) days after vacating office.

17. Composition of Committee

- (1) The Club must establish a Committee which shall consist of twelve (12) members, each of whom is aged 18 years or more and a resident of the state of New South Wales, as elected in accordance with Section 20.
- (2) The Office-Bearers of the Club are to be:
 - (a) President,
 - (b) Two (2) Vice Presidents,
 - (c) Secretary,
 - (d) Treasurer, and
- (3) at least seven (7) ordinary Committee members, each of whom is to be elected at the Annual General Meeting of the Club.
- (4) A Committee member may hold more than one (1) office, with the exception that Office-Bearers may not hold more than one Office-Bearer position concurrently.
- (5) Each member of the Committee is subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the members election but is eligible for re-election.
- (6) Office-Bearers must be a member or associate member of DOGS NSW.

18. Appointment of Public Officer

The Club must appoint a Public Officer at each Annual General Meeting.

- (1) The Public Officer must be a person who is aged 18 years or more and is ordinarily a resident in New South Wales.
- (2) The position of Public Officer may, but need not be, held by a Committee Member.
- (3) The Public Officer's acts are valid despite any defect in their appointment.
- (4) Within 28 days after taking office as the Club's Public Officer, that person must notify the Director-General in the approved form of:
 - (a) Person's full name and date of birth; and
 - (b) The fact that the person has taken office as Public Officer of the Club.
- (5) If there is any change in the Public Officer of the Club, the Public Officer must notify the Director General in the approved form, within 28 days after the change occurs.

19. Vacancy of Public Officer

A Club's Public Officer vacates office in the following circumstances:

- (1) If the incumbent dies.
- (2) If the incumbent resigns the office in writing addressed to the Club's Committee.
- (3) If the incumbent is removed from office by resolution of a General Meeting of the Club.
- (4) If the incumbent becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his creditors or makes an assignment of his remuneration for their benefit.
- (5) If the incumbent becomes a mentally incapacitated person.
- (6) If the incumbent ceases to ordinarily reside in New South Wales.
- (7) In such other circumstances as the Constitution of the Club may provide.

A former Public Officer of the Club must ensure that all documents in his or her possession that belong to the Club are delivered to a Committee member of the Club within fourteen (14) days after vacating office.

The Club's Committee must fill the vacancy in the office of the Public Officer within twenty-eight (28) days after the vacancy arises.

20. Election of Committee members

- (1) The Office-Bearers and the members of the Committee shall be elected annually at the Annual General Meeting and shall take office at the close of the Annual General Meeting at which they are elected.
- (2) Any financial member of the Club, aged eighteen (18) years or more, may be nominated as a candidate for election as an Office-Bearer or ordinary Committee member. Office-Bearers of the Club must be a member or associate member of DOGS NSW.

The nomination must be:

- (a) made in writing, and
 - (b) signed by at least two (2) members of the Club, not including the candidate, and
 - (c) accompanied by the written consent of the candidate to the nomination, and
 - (d) given directly, posted or emailed to the Secretary at least twenty-one (21) days before the date fixed for the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies:
 - (a) the candidates nominated are taken to be elected subject to Section 20(3), and
 - (b) a call for further nominations must be received at the Annual General Meeting.
 - (c) nominations must be made in the way directed by the member presiding at the meeting.
- (3) If insufficient further nominations are received, or if a person is not approved by three quarters (75%) of members entitled to vote at the meeting, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected only if approved by three quarters (75%) of members entitled to vote at the meeting.
- (5) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the Committee.

The Secretary must;

- (a) cause the details of the matter on which the ballot is to be held are to be set out in a statement, and
 - (b) fix the dates and times for the forwarding of postal ballot papers, or the giving of access to electronic ballot papers to members, and the closing of the ballot, and
 - (c) appoint a returning officer for the ballot.
- (6) Voting can be conducted using an electronic voting system or manual system or both as agreed by the Committee at a Committee meeting to be held at least two months prior to the Annual General Meeting and advised to the membership. If both systems are utilised and if members apply for the manual system, they cannot participate in electronic voting. If a manual system is used the following will apply;
 - (a) any member requesting to vote by mail must register with the Secretary via the club email address at least twenty-one (21) days before the date of the Annual General Meeting.
 - (b) at least fourteen (14) days prior to the annual general meeting, the Secretary will advise if there is to be a ballot and provide information to those who have requested to be a postal voter, with the ballot papers, and instructions on how to complete and return them.

Every ballot must be conducted by the Returning Officer appointed by the Committee.

The ballot for the election of Office-Bearers and ordinary Committee members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

21. Terms of Office

- (1) Subject to this Constitution, a Committee member holds office from the day the member is elected until immediately before the next Annual General Meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a Committee member may hold office.

22. Removal of Committee member

- (1) The Club in General Meeting may, by resolution:
 - (a) remove a Committee member from the Committee from office before the expiration of the member's term of office; and
 - (b) appoint another member to hold office until the expiration of the term of office of the member so removed.
- (2) A Committee member to whom a proposed resolution referred to in subsection 22(1):
 - (a) may make representations in writing to the Secretary or President (not exceeding a reasonable length) and request that the representations be notified to the members of the Club, the Secretary or the President may provide a copy of the representations to each member of the Club or,
 - (b) if the representations are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Casual Committee vacancies in office

- (1) A casual vacancy in the office of a Committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Club, or
 - (c) resigns from office by written notice given to the Secretary, or
 - (d) is absent from three consecutive meetings of the Committee without the consent of the Committee, or
 - (e) is removed from office by the Club under Section 22, or
 - (f) becomes an insolvent, under administration within the meaning of the *Corporations Act 2001* of the Commonwealth
 - (g) becomes a mentally incapacitated person, or
 - (h) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (j) becomes a mentally incapacitated person.
- (2) The Committee may appoint a member of the Club to fill a casual vacancy other than a vacancy arising from the removal from office of a Committee member.
- (3) Subject to this Constitution, a member appointed to fill a casual vacancy holds office until the next Annual General Meeting.

24. Secretary

As soon as practicable, after being elected as Secretary, the Secretary must lodge a notice with the Club specifying the Secretary's address and forward to DOGS NSW.

It is the duty of the Secretary;

- (1) to forward to the President, within seven (7) days after a meeting, the draft minutes of a General Meeting or a Committee meeting for review before inclusion on the agenda for the following meeting for approval.
- (2) to prepare the agenda in a timely manner and forward to the President for approval before dissemination to the members.
- (3) to forward to all members, the approved agenda for a General Meeting and the previous General Meeting minutes seven (7) days prior to the General Meeting.
- (4) to forward to all Committee members, the approved agenda for a Committee meeting and the previous minutes seven (7) days prior to the Committee meeting.
- (5) to keep minutes whether in written or electronic form of:
 - (a) all appointments of all Office-Bearers and members of the Committee.
 - (b) the names of the members of the Committee, present at a meeting of the Committee or a General Meeting, and other attendees.
 - (c) all proceedings at Committee meetings and General Meetings.
- (6) to ensure minutes of proceedings at a meeting are signed in writing or by electronic means by the member who presided at the meeting or by the person presiding at the subsequent meeting once amendments are completed and approved.
- (7) To ensure that copies of all required documentation are provided to the Public Officer for official reporting under the Act.
- (8) To prepare an annual calendar of events and administrative procedures and duties.
- (9) To keep a complete record of awards made and prize winners at all Club Shows and Exhibitions.
- (10) To keep a register of the people who are appointed by the members as Judges.
- (11) Any other duties as required.

The Secretary may be assisted in the above duties by an appointee from the Committee.

25. Treasurer

It is the duty of the Treasurer of the Club to:

- (1) ensure that all money owed to the Club is collected and received.
- (2) ensure that all payments authorised by the Club are made.
- (3) ensure that the correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.
- (4) prepare the financial statements of the Club and forward to the appointed Auditor prior to the Annual General Meeting.
- (5) present the audited financial statement to the Annual General Meeting for members' approval consideration and adoption and lodge completed Annual Report with DOGS NSW within two (2) months of the Annual General Meeting.
- (6) prepare and lodge the Club's online Annual Summary of Financial Affairs Tier 2 form with NSW Fair Trading within one (1) month of the Annual General Meeting.

The Treasurer may be assisted in the above duties by an appointee from the Committee.

26. Audit and Auditor

- (1) The members at the Annual General Meeting shall appoint each year a duly qualified auditor, who shall hold office until the next Annual General Meeting. A casual vacancy occurring in the position of auditor shall be selected by the Committee to be filled.
- (2) Notice of the nomination of any person other than the retiring Auditor shall be given to the members not less than fourteen (14) days before the Annual General Meeting at which the appointment of Auditor is to be made.
- (3) A person shall not be appointed to act as auditor of the Club if that person:
 - (a) is not a registered Auditor; or
 - (b) is an Office-Bearer or member of the Committee or employee of the Club.

27. Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (2) A function, the exercise of which has been delegated to a sub-Committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as time to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation to a sub-Committee under this section, the general Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this section.
- (7) A sub-Committee may call, conduct and adjourn a meeting as it thinks proper.

Division 2 Procedure

28. Committee meetings

- (1) The Committee must meet at least three (3) times in each period of 12 months at a time and place or via electronic video conferencing as determined by the Committee.
- (2) Additional meetings of the Committee may be called by any Committee member.

29. Notice of Committee meeting

- (1) The Secretary must give each Committee member a written notice of a meeting of the Committee at least 48 hours, or another period on which the Committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice of the meeting must specify the general nature of the business and include an agenda of the business to be transacted at the meeting.

- (3) No other business other than that business is to be transacted at the meeting except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

30. Committee meeting quorum

No business may be transacted by the Committee unless a quorum is present.

- (1) A minimum of six (6) members of the Committee, including three (3) Office-Bearers, constitute a quorum for the transaction of the business of a meeting of the Committee.
- (2) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) to the same place/same electronic format, and
 - (b) to the same time of the same day in the following week.
- (3) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (4) A member of the Committee, so appointed is to hold office, subject to this Constitution, until the Annual General Meeting next following the date of appointment.
- (5) This section does not apply to the filling of a casual vacancy to which Section 22(1) applies.

31. Presiding Committee member

- (1) At a meeting of the Committee, the person presiding will be:
 - (a) the President,
 - (b) if the President is absent - a Vice President,
 - (c) if the President and both Vice Presidents are absent, or unwilling to act, one of the remaining members present at the meeting may be chosen by the other members.
- (2) The person presiding over the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of equal votes - a second or casting vote.
- (3) Any matter required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee are contacted or notified, and a majority agree to take up such matter, and consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Committee.
- (4) The members of the Committee may participate in a meeting by means of an electronic communications method so that all participating members can communicate with each other at the same time. Participating by such means shall constitute presence at such meeting.
- (5) Additional meetings of the Committee may be convened by the President or by any three (3) members of the Committee.

32. Voting and decisions despite vacancies or defects

Questions and proposals arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a simple majority (51%) of the votes of members of the Committee or sub-Committee present at the meeting.

Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Subject to Section 30 (1), the Committee may act despite any vacancy on the Committee.

Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

33. Transaction of business outside meetings by phone/other means

- (1) The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee members.
- (2) If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee.
- (3) The Committee may transact its business at a meeting at which one (1) or more Committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and all other members have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:
 - (a) the approval of a resolution under Subsection 31(2); or
 - (b) a meeting held in accordance with Subsection 31(3).
- (5) A resolution approved under Subsection (2) must be recorded in the minutes of the meetings of the Committee.

Part 4 GENERAL MEETINGS

34. Annual General Meetings

With the exception of the very first Annual General Meeting of the Club registered under the Act, the Club must:

- (1) At least once in each calendar year and within a period of three (3) months after the expiration of each financial year of the Club, convene an Annual General Meeting of its members.
- (2) Subsection 34(1) has effect subject to any extension or permission granted by the Director-General.

The Annual General Meeting of the Club, subject to the Act and Subsections 34 (1) and 34 (2), is to be convened on such date, place and time determined by the Committee and voted on at the previous Annual General Meeting.

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following;

- (a) appoint a Returning Officer and not less than two (2) scrutineers;
- (b) confirming the minutes of the previous Annual General Meeting;
- (c) any business arising from the previous Annual General Meeting;
- (d) to receive annual reports from Office-Bearers on the activities of the Club during the preceding financial year;
- (e) any notices of motion;
- (f) to receive and consider the audited financial statements which are required to be submitted to members of the Club; and
- (g) to appoint an approved Auditor;
- (h) to appoint a Public Officer;
- (i) to elect up to three (3) Patrons who are to be appointed for one year;
- (j) declare all positions vacant;

- (k) elect a chairperson;
 - i. if a ballot is conducted, receive from the Returning Officer the result of the ballot for the election of Office-Bearers of the Club and ordinary members of the Committee.
 - ii. if no ballot is conducted, elect Office-Bearers of the Club and ordinary members of the Committee.
 - (l) discuss a venue for any future meetings.
- (3) An Annual General Meeting must be specified as such in the Notice/Agenda, convening it with a date, place and time included in the Notice.

35. Special General Meetings

- (1) A Special General Meeting of the Club shall be convened at the direction of the President or of the Committee.
- (2) The Committee must, on the requisition in writing of at least ten percent (10%) of the total number of members, convene a Special General Meeting of the Club.
- (3) A written requisition of members for a Special General Meeting;
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisition;
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition;
 - (e) maybe in electronic form and signed by electronic means.
- (4) If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a written requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in Subsection 35(2) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- (6) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting.

36. Special resolution

A resolution of the Club is a special resolution if voted on at a Special General Meeting:

- (1) If a resolution is passed by a majority which comprises at least three quarters (75%) of such members of the Club, as being entitled under this Constitution to do so, vote in person or in writing at a General Meeting of which at least twenty-one (21) days' notice, specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- (2) Where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in Subsection 36(1), the resolution is passed in the manner specified by the Director-General.

37. General Meeting

- (1) An ordinary General Meeting of the Club shall be held, bi-monthly from February to December upon such day and at such time and place as the members at their preceding meeting shall determine or if not so determined, as set out in the annual calendar of events maintained by the Secretary.
- (2) In addition to any other business which may be transacted at an ordinary General Meeting, the business at an ordinary General Meeting shall be:
 - (a) to note apologies for non-attendance;
 - (b) to confirm the minutes of the preceding ordinary General Meeting;
 - (c) to transact business arising out of such minutes;
 - (d) to consider and deal with correspondence received since the previous meeting;
 - (e) to receive the Treasurer's report and any other reports of Committee as may be required to be given;
 - (f) to receive the reports of sub-Committees;
 - (g) to consider and deal with business deferred from the previous meeting;
 - (h) to consider and deal with motions of which notice has been given;
 - (i) to receive notices of motion;
 - (j) to consider and deal with motions of which notice has not been given;
 - (k) to hear through the chairperson, answers to questions from members and where appropriate to deal with the subject matter thereof;
 - (l) to deal with other such business as the chairperson or members allow without notice;
 - (m) to accept and approve new members.

38. Notice of General Meeting

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the General Meeting, give notice specifying:
 - (a) the place, date, and time of the meeting; and
 - (b) the nature of the business to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under Section 36(1), the intention to propose the resolution as a special resolution.
- (3) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after the receipt of the notice from the member.
- (4) The accidental omission to give notice of a meeting to a member, or if a member shall fail to receive a notice sent, shall not invalidate a General Meeting.
- (5) Notice for any meeting or event to which the Club's membership has the right to be notified can be given or served personally, sent by pre-paid post to the members registered address or by some other form of electronic transmission to an address specified by the person as well as via the Clubs newsletter, website and social media.
- (6) A notice shall be deemed to have been served from the day following its posting.

39. Quorum - General Meeting

- (1) Minimum of eight (8) members of the Club, including at least three (3) Office-Bearers present in person (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

- (2) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote are present during the time the meeting is considering that item.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if convened on the written requisition of members, is to be dissolved; and
 - (b) in any other case is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three (3) Office-Bearers) is to constitute a quorum.

40. Adjourned meetings

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority (51%) of members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least fourteen (14) days, the Secretary must give each member oral or written notice, at least seven (7) days before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

41. Presiding member of General Meeting

- (1) The President or, in the President's absence, a Vice President, is to preside as chairperson at each General Meeting of the Club.
- (2) If the President and both Vice Presidents are absent and or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.
- (3) The person presiding over the meeting has a deliberative vote, and in the event of an equality of votes - a second or casting vote.

42. Procedures – Conduct

- (1) The chairperson of a General, Committee or sub-Committee meeting:
 - (a) shall conduct the meeting in accordance with the Rules governing any such meeting and with the law and accepted practice relating thereto;
 - (b) shall make themselves familiar with such Rules and the law and accepted practice relating thereto;
 - (c) shall be bound by the Rules and Regulations made pursuant thereto and shall ensure that the meeting at all times conforms thereto and shall administer the same fairly and impartially;
 - (d) shall introduce the items of business in order set out in the notice convening the meeting or as prescribed by the Rules and shall not change such order without the approval of a resolution of the members present pursuant to a motion specifying the change required in such order;
 - (e) shall ensure that items to be voted on, submitted after the agenda has been published, must be receipted to be held over to the following meeting;
 - (f) shall close the meeting promptly at the completion of the business to be transacted thereat, unless otherwise determined by the members;

- (g) shall not be entitled to take the chair upon his/her late arrival at a meeting if some other person has been elected chairperson in his/her absence unless such chairperson as an act of courtesy, resigns from such position;
 - (h) shall call upon a member by name to speak and shall alone determine the order of the speakers;
 - (i) shall not permit discussion of any subject matter unless there is a Motion thereon before the meeting and shall forthwith terminate all irrelevant discussion;
 - (j) shall ensure the decision of the meeting is properly ascertained in respect of any question before it and subject to the Rules, shall give the members sufficient opportunity to express their opposing view;
 - (k) shall determine whether a motion or an amendment thereof falls within the terms of the notice of the meeting or within a written notice of motion, and shall not rule out of order a motion which is within the competence of the meeting when all the conditions incidental to the submission of the matter have been observed;
 - (l) if a ballot is demanded shall determine the time and manner of taking it and if it is not possible to take such a ballot during the course of the meeting, may adjourn the meeting for such purpose and may order a ballot to be taken although the meeting desires voting by a show of hands;
 - (m) shall enter or cause to be entered in the minutes the result of a ballot and such entry shall be prima facie evidence of the result thereof;
 - (n) where the voting is by a show of hands, may require another vote although he/she has previously declared the result.
- (2) A member present at a meeting:
- (a) shall not address a meeting without first being called upon to do so by the chairperson;
 - (b) shall address the meeting through the chairperson;
 - (c) proposing a motion or amendment to a motion, shall state its nature before so addressing the meeting;
 - (d) shall not discuss or challenge a decision or 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;
 - (e) shall not interrupt a speaker unless moving a motion on a point of order whereupon the speaker shall allow the member so moving to be heard and the point of order determined. If the decision is in his or her favour, the speaker may proceed with his or her subject;
 - (f) may at any time address the chairperson on a point of order, but shall at once state so and confine his or her remarks to the point of order raised; a point of order shall be taken immediately if it is raised;
 - (g) shall not speak more than once on a motion, except as the mover thereof.

43. Procedures – Motions

- (1) Motions shall be moved in the order in which the notices thereof have been received and shall not be proceeded with in the absence of the member giving such notice unless he or she has authorised some other member to move it on his or her behalf.
- (2) A motion may be moved or seconded by the chairperson or by a member.
- (3) Upon a motion being moved and seconded the chairperson shall allow debate thereon as prescribed by the Rules and at the close of such debate shall put the motion to the meeting.
- (4) Upon a motion being put to the meeting and carried by the requisite majority of members, it shall become a resolution of that meeting and be recorded accordingly.
- (5) The mover or seconder of a motion shall not move or second an amendment to it but shall be entitled to speak on any amendment and vote in favour of it.

- (6) A motion for amendment shall not be accepted by the chairperson if it is, tends to be or would have the effect of being a negative of the motion intended to be amended.
- (7) 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.
- (8) If a motion or subsequent motions for amendment shall be carried, the original motion as amended shall then be debated and thereafter put to the vote of members.
- (9) The mover of a motion of amendment shall not have the right to reply after the debate thereon.
- (10) A motion of amendment shall be put to the meeting before the original motion is put.
- (11) 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.
- (12) Except when another member is speaking, a member who has not moved or seconded or spoken then before the meeting or on a proposed amendment thereto, may move at any time that the meeting proceed to the next business and such motion shall not be amended but shall be immediately put to the vote without speech or discussion.
 - (a) If not carried, the matter then before the meeting shall be disposed of for that meeting and the meeting shall deal with the original motion provided that a member, as aforesaid, may again move a similar motion.
 - (b) The business so shelved may be brought up again at another meeting on due notice being given in accordance with the Rules.

44. Technology

- (1) A General Meeting, Special General Meeting or Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each member a reasonable opportunity to participate in the business of the Club and simultaneously communicate with each other that promotes a greater level of inclusion.
- (2) Meetings may be a combination of electronic and personal attendance if practicable.
- (3) A member who participates in a meeting by using approved technology is taken to be present at the meeting and may exercise all rights including speaking and voting as if attending in person.
- (4) In the absence of a quorum the meeting shall be suspended until a quorum has been attained. If due to technical difficulties a quorum has not been attained within 15 mins of the interruption, the meeting shall be deemed to have been adjourned as per Section 40.
- (5) Members attending a meeting via the use of technology are counted towards the meeting quorum.
- (6) To be considered as in attendance, members utilising the technology, must log in and identify themselves, activate their camera, and must inform the minute taker if they are leaving the meeting prior to the meeting being closed.
- (7) The mute function can be utilised if the member is not speaking.
- (8) For the purpose of accurate record keeping, passing motions, seconding motions and voting, members who share a device to attend a meeting or are a dual member, must identify all parties in attendance.
- (9) The meeting may proceed despite minor technical difficulties, provided the member presiding is satisfied that members continue to have the opportunity to participate and if possible, can rejoin and follow the meeting by utilising alternative equipment.

- (10) If a member's connection fails, the meeting is not invalid.
- (11) The notice of meeting must include the details required to access the technology, including the platform, the meeting link, password, or dial in or any other relevant information.
- (12) The administrator of the meeting link should make the link available to the meeting 15 minutes prior to the meeting start time to allow participants to log on and ensure they have a functional connection.
- (13) Meetings must not be audio or video recorded unless approved by the Committee and approval by three quarters (75%) of the members present at the start of the meeting.

45. Voting

- (1) A member is not entitled to vote at a General Meeting unless the member is at least eighteen (18) years of age and financial.
- (2) On any question arising at a General Meeting of the Club a member has one (1) vote only.
- (3) All postal or electronic votes must be given personally or be received by the Returning Officer in writing prior to the meeting.
- (4) The Returning Officer may, or may not be, a member of the Club, but must not be a member of the Committee.
- (5) The Returning Officer may have an assistant who also must not be a member of the Committee.
- (6) In the case of equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (7) Proxies are not permitted.
- (8) Voting may be conducted by:
 - (a) show of hands,
 - (b) verbal vote,
 - (c) electronic ballot,
 - (d) any other method approved by the chairperson that ensures integrity, fairness and accuracy.

46. Making of decisions

- (1) A question arising at a General Meeting of the Club is to be determined by:
 - (a) a show of hands, or if the meeting is one to which Section 47 applies - an appropriate corresponding method that the Committee may determine, or
 - (b) a written ballot may be called by a motion of the chairperson or by three (3) or more members present at the meeting.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority or lost, an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Section 46(2) applies to a method determined by the Committee under Section 46(1) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted:
 - (a) Immediately in the case of a ballot which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) In any other case, in such a manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the ballot on the matter is taken to be the resolution of the meeting on that matter.

47. Postal, electronic, or combined ballots

- (1) The Club may hold a postal, electronic, or combined ballot, as determined by the Committee, to decide any matter other than an appeal under Section 15.
- (2) The ballot must be conducted in accordance with *the Associations Incorporation Regulation 2022, Schedule 2*.

48. Transaction of business outside meetings or by phone/other means

- (1) The Club may transact its business by the circulation of papers, including by electronic means, among all members of the Club.
- (2) If the Club transacts business by the circulation of papers, a written resolution approved in writing by a majority of members is taken to be a decision by the Club made at a General Meeting.
- (3) A resolution in writing that has been signed or assented to by email, SMS or other form of visible or other electronic communication by the simple majority (51%) of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Committee.
- (4) The Club may transact its business at a General Meeting at which one (1) or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (5) The member presiding at the meeting and each other members have the same voting rights as they would have at an ordinary meeting of the Club for the purposes of:
 - (a) the approval of a resolution under Subsection (2), or
 - (b) a meeting held in accordance with Subsection (3).
- (6) A resolution approved under Subsection (2) must be recorded in the minutes of the meetings of the Club.

Part 5 ADMINISTRATION / MISCELLANEOUS

49. Change of Name, Objects, or Constitution

The statement of Aims, Objects and this Constitution may be altered, rescinded, or added to only by a special resolution of the Club and passed at a General Meeting by a majority of not less than three quarters (75%) voting in person thereat.

An application to the Director-General for registration of a change in the Club's Name, Aims, Objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer.

50. Funds source

Subject to any resolution passed by the Club, the Club's funds may be derived from the following sources:

- (1) the entrance fees of shows, trials, events, and annual subscription fees payable by members,
- (2) donations, and
- (3) other sources as determined by the Committee.

51. Funds management

- (1) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.

- (2) Subject to a resolution passed by the Club, the Club's funds and assets must be used to pursue the Club's objects in the way that the Committee determines.
- (3) All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments must be signed by any two (2) members of the Committee, being members authorised to do so.

52. Insurance

- (1) The Club must effect and maintain insurance against a liability of the Club arising out of an occurrence causing death or bodily injury to a person or damage to property.
- (2) In addition to the insurance required under Subsection 52(1) above, the Club may effect and maintain insurance as appropriate for the Club's assets and liabilities.

53. Service of notices

- (1) For the purposes of this Constitution, a notice may be given to or served on a person:
 - (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to, or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - i. on the date the notice was sent, or
 - ii. if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date, on the later date.

54. Custody of records and books

Except as otherwise provided by this Constitution, all records, books, and other documents relating to the Club must be kept in New South Wales at the Club Secretary's official address, or in the custody of the Public Officer or a member of the Club as determined by the Committee.

55. Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by a member of the Club at a reasonable time:
 - (a) this Constitution,
 - (b) signed minutes of Committee meetings and General Meetings of the Club,
 - (c) records (whether hard copy or electronic), books and other documents including financial documents relating to the Club.
- (2) A member of the Club may obtain a hard copy of a document referred to in 55(1) on payment of a fee as determined by the Committee from time to time.
- (3) Despite Sections 55(1) and (2), the Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, commercial, employment or legal matters, or where to do so may be prejudicial to the interests of the Club for the member to do so.

56. Financial year

The financial year of the Club shall commence on 1st of July in each year and terminate on the 30th of June the following year.

57. Publicity Officer

The members may appoint a Publicity Officer, an administrator of the Club's website and social media platform and adopt the editorial policy of DOGS NSW. Their duties shall be determined by the Members in General Meeting.

58. Show Secretary

The members may appoint a Show Secretary, and their duties shall be determined by the Members in General Meeting provided that the Show Secretary shall keep in lieu of the Secretary, a complete record of awards made and prize winners at all Club Shows and Exhibitions and a register of the people who are appointed by the members as Judges.

59. Judges

The members in General Meeting by a resolution passed by a simple majority (51%) of those voting in person shall elect judges from the Dogs Australia website listing accredited Judges. Local and International Judges who are scheduled to be in the state at the time of the Club's scheduled shows are to be considered in the first instance. Notice will be given to the members of the intention to elect judges at such General Meetings, and the agenda/notice shall specify the trial, exhibition or show for which such judges are to be appointed.

60. Exhibitions, Shows and Trials

The Club may from time to time either alone or in conjunction with another body hold exhibitions, shows and trials in accordance with the Constitution and Regulations of DOGS NSW and other events in keeping with the aims and objects of the Club.

61. Dissolution of the Club

The Club shall not be dissolved except at a General Meeting of the Club specially convened for the purpose and by resolution carried by a majority of four-fifths (80%) of the votes recorded at the meeting.

If upon the winding up or dissolution 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 of the Club but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Club and which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by members of the Club.

62. Distribution of property on winding up

Any such distribution of surplus property:

- (1) Must be approved by the Director-General, and
- (2) Must not be made to or for the benefit of any member or former member of the Club.

Surplus property or any part of it that consists of property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

A person aggrieved by the operation of this section in relation to the Club's surplus property may apply to the Supreme Court for an order as to its disposal.

The Supreme Court may deal with such an application by making such orders as it thinks fit with respect to the disposal of the Clubs surplus property.