

(CLUBS INCORPORATION ACT 1984)

RULES

PART 1

PRELIMINARY

1. INTERPRETATION

- (1) in these Rules, except in so far as the context or subject matter otherwise indicates or requires:-

“CLUB” means the Working Dog Club of New South Wales Incorporated.

“DOGS NSW” means the Royal New South Wales Canine Council Ltd trading as Dogs New South Wales.

“DUAL MEMBER” means any one of any two members of the one family resident at the same address or one of any two of the persons who are partners in the conduct of a kennel having a kennel prefix in such persons joint names registered with DOGS NSW who has been admitted with the other of such persons as a Dual Member of the Club.

“FAMILY MEMBER” means any one of several members of the one family resident at the same address.

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

“JUNIOR MEMBER” means a person over the age of twelve (12).

“ORDINARY MEMBER” means a member of the Committee who is not an Office Bearer of the CLUB, as referred to in Rule 14 (2).

“PENSIONER” means a member who is the holder of a recognised Concession Card.

“SECRETARY” means the person holding office under the Rules as Secretary of the CLUB; or where no such person holds that office, the Public Officer of the CLUB.

“GENERAL MEETING” means a Meeting of the CLUB other than the Annual General Meeting.

“THE ACT” means the Associations Incorporation Act 1984.

“THE REGULATION” means the Associations Incorporation Regulations 1999.

- (2) In these Rules-
a reference to a function includes a reference to a power, authority and duty and a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument under the Act.

2. OBJECTIVES

The Objectives of the CLUB are:

- (1) to affiliate with Dogs NSW.
- (2) to promote and encourage the responsible breeding of pure bred dogs.
- (3) to promote the exhibition of dogs.
- (4) to conduct exhibitions and shows, trials, functions and lectures.
- (5) to collect information and make it available to educate members.
- (6) to promote good fellowship and good sportsmanship.
- (7) to make awards, donate prizes and make donations to worthy causes.
- (8) to foster relations with other Clubs and bodies having similar aims.

PART II

MEMBERSHIP

3. MEMBERSHIP QUALIFICATIONS AND CLASSIFICATIONS

- (1) a person is qualified to be a member of the CLUB if, but only if,
 - (a) the person is a person referred to in Section 15 (1) (a) (b) or (c) of the Act and has not ceased to be a member of the CLUB under the Act; or
 - (b) the person is a natural person who:
 - i. has been nominated for membership of the CLUB as provided by Rule 4; and;
 - ii. has been approved for membership of the CLUB by a General meeting of the CLUB.
- (2) The membership of the Club shall be divided into the following categories:
 - (a) Single Member.
 - (b) Dual Member.
 - (c) Life Member.
 - (d) Junior Member.
 - (e) Family Member.
- (3) And every person elected to membership shall be deemed for all purposes to have agreed to be bound by the Constitution and Regulations for the time being in force of Dogs NSW and of the CLUB.

4. APPLICATION FOR MEMBERSHIP

- (1) The application of a person for membership of the CLUB
 - (a) shall be made by the person in writing on the form that the Committee may from time to time prescribe;
 - (b) shall be lodged with the Secretary or Membership Secretary of the CLUB;
 - (c) shall be accompanied by such entrance fee and subscription in respect of the relevant category and period of membership or part thereof, as shall be determined from time to time.

- (2) The secretary shall submit such application to the first General meeting of members next succeeding its receipt and if the application is approved by a resolution passed by three fourths (3/4ths) majority of the members voting in person thereat, the applicant shall become a member of the Club.
- (3) A member may prior to the 30th day of June in each year, make application to the Committee for re-admission as a member to the relevant category of membership and upon payment of the annual subscription with such application shall be deemed for all purposes to have been re-elected as such a member.
- (4) Whilst membership will be considered to be continuous if application for renewal is received by 31 August, to stand for office or vote at the Annual General Meeting, a member must be financial as at 30 June.
- (5) A person applying for membership after the 31st day of December in any year shall, upon payment of one half of the prescribed Annual subscription applicable to the category of membership for which the member is applying, be deemed to be a financial member for the remainder of the financial year.

5. CESSATION OF MEMBERSHIP

A person ceases to be a member of the CLUB if the person:

- (a) upon the termination of the membership (whether by expiration of time or otherwise) unless the person shall be re-admitted pursuant to Rule 4 (3) as a member of the CLUB for a further period of membership;
- (b) resigns membership in accordance with Rule 7;
- (c) if pursuant to the Constitution the member is expelled from the CLUB;
- (d) if the member shall die or become bankrupt or suspend payment or compound with creditors or be convicted of a felony or a misdemeanor;
- (e) if the member becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
- (f) if the member is convicted of an offence under the Cruelty to Animals Act 1950-51 or any amendment thereof, or act substituted therefore or is convicted summarily or on indictment for an offence committed at an exhibition;
- (g) if the annual subscription for the forthcoming financial year has not been received on or before 31 August.

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

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

7. RESIGNATION OF MEMBERSHIP

- (1) A member of the CLUB who has paid all amounts payable by the member of the CLUB in respect of the member's membership may resign from membership of the CLUB by giving notice in writing to the Secretary.
- (2) A member of the CLUB is not entitled to resign the member's membership except in accordance with Rule 7(1).

8. REGISTER OF MEMBERS

- (1) The Secretary/Membership Secretary of the CLUB shall establish and maintain a Register of Members of the CLUB specifying the name and address of each person who is a member of the CLUB together with the date on which the person became a member.
- (2) The Register of Members shall be open for inspection free of charge, by any member of the CLUB at any reasonable hour as determined by the Committee.

9. FEES, SUBSCRIPTIONS ETC

The members in a General Meeting at any time and from time to time may fix the amount of the annual subscription payable by each category of membership and may in like manner determine that an entrance fee shall be paid and the amount thereof. The fee payable by a member who is a pensioner shall be one half of the fee payable for their category of membership. Provided always that any such alteration to the Annual Subscription or Entrance Fee must be by notice of motion and included on the notice paper for decision by the members at the next General Meeting.

10. MEMBERS LIABILITY

The liability of a member of the CLUB to contribute toward the payment of the debts and liabilities of the CLUB or the costs, charges and expenses of the winding up of the CLUB is limited to the amount if any, unpaid by the member in respect of membership of the CLUB as required in Rule 9.

11. PRIVILEGES OF MEMBERSHIP

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

12. DISCIPLINING AND CONDUCT OF MEMBERS:

- (1) A Member, upon election to any category of Membership, shall strictly observe and act in conformity with and not otherwise than in accordance with the Rules and Regulations of the Club and the Rules and Regulations of Dogs NSW, and will uphold the honour of and use best endeavours to further the Objectives of the Club.
- (2) A Member shall furnish to the Committee such information within the knowledge of the Member as the Committee may from time to time require and within such time as the Committee may specify in respect of any act of omission on the part of the Member or the Member's agent or servant in and about the Member's conduct at any exhibition, show or trial in respect of any matter dealt with or regulated by the Rules and Regulations of the Club or the Rules and Regulations of Dogs NSW.

- (3) If called upon to do so by the Committee, a Member shall supply upon statutory declaration duly made by same Member or same Member's agent or servant as may be determined by the Committee any information required by the Committee pursuant to Rule 12(2).
- (4) If upon such inquiry, the Committee is of the opinion that a member has wilfully infringed any of the Rules and Regulations of the Club or the Rules and Regulations of Dogs NSW or has been guilty of any conduct prejudicial to the Club or to a Member thereof, the Committee may call the member's attention to such infringement or conduct by a notice in writing addressed to such member and shall call upon such member to show cause why the member should not be expelled from the Club or have the membership suspended.
- (5) If such Member does not within a period of twenty-one (21) days of date of the aforesaid notice, either resign the Membership or offer an explanation of the circumstances, either in person or in writing as the person may elect to the Committee at a meeting thereof convened for that purpose, and if such explanation is not acceptable to the Committee, it may recommend to the Members at the first General Meeting convened subsequent to such inquiry that the Member be expelled from the Club. At such meeting the Member shall be entitled to be heard and to give an explanation of the circumstances and to call witnesses on the Member's behalf.
- (6) If the recommendation of the Committee or an amendment thereof is approved by a resolution passed by a majority of three-fourths (3/4ths) of the Members voting in person thereat, such Member shall forthwith be suspended from Membership or expelled as the case may be, and the person shall have no claim whatsoever against the Committee thereof or against any Member so voting. Any Member so dealt with will have the right to appeal to the Board of Directors of Dogs NSW.

PART III

THE COMMITTEE

13. POWERS ETC OF THE COMMITTEE

- (1) The Committee shall manage and have the entire control of the affairs of the Club subject to and in accordance with the provisions of the Rules.
- (2) Notwithstanding the foregoing, the Members in General Meeting by resolution passed by a simple majority of the Members voting in person thereat, may overrule a decision of the Committee, except a decision of the Committee to pay an account payable by the Club, or by a resolution passed by a simple majority of the Members voting in person thereat may instruct the Committee in the light of objections expressed by any Member to any such decision to review the decision at its next meeting and make its further recommendation to the Members at the next General Meeting thereof.

14. CONSTITUTION AND MEMBERSHIP OF THE COMMITTEE

- (1) The Committee shall consist of:
 - (a) the Office Bearers of the CLUB, and
 - (b) at least three (3) ordinary members each of whom shall be elected at the Annual General Meeting of the CLUB pursuant to Rule 15.
- (2) The Office Bearers of the CLUB shall be:
 - (a) the President;
 - (b) at least one (1) Vice President;
 - (c) the Treasurer;
 - (d) the Secretary.

- (3) Each member of the Committee shall, subject to the Rules, hold office until the conclusion of the Annual General Meeting following the date of the members' election but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Committee, it shall be filled in accordance with Rule 18.
- (5) A member shall not hold more than one of the above positions at any one time.
- (6) The Club may elect members to additional positions such as Show Secretary, Show Manager, Membership Secretary, Editor, Trophy Steward and Hospitality Steward. Those members holding these positions may be, but do not need to be, members of the Office Bearers or Committee.

15. ELECTION OF MEMBERS OF THE COMMITTEE

- (1) The Office Bearers and the members of the Committee shall be elected annually at the Annual General Meeting and shall take effect at the close of the Annual General Meeting at which they are elected.
- (2) Any member desirous of voting by mail shall apply, in writing, to the Secretary for a postal vote at least twenty-one (21) days before the date of the Annual General Meeting. A stamped, addressed envelope to that member must be enclosed.
- (3) Nominations of members proposed as Office Bearers or as members of the Committee shall:
 - (a) be made in writing to the Secretary at least twenty-one (21) days before the date of the Annual General Meeting;
 - (b) be signed by at least one member and nominee.
- (4) A ballot paper listing all such nominations shall be sent to each of the Postal Voting members at least fourteen (14) days prior to holding of the Annual General Meeting. A stamped addressed envelope to the Returning Officer shall be enclosed. The Secretary shall number consecutively the ballot papers and keep a true record of the number of ballot papers issued. At the Annual General Meeting the Secretary shall hand a voting paper to each other member present.
- (5) Each Postal Voting Member shall strike out from the voting paper all names except the names of the candidates for whom the member wishes to vote. The member shall insert the voting paper only, without any other matter, in the envelope forwarded by the Secretary for that purpose. The member shall endorse the members' name on the inside flap of the envelope and return such envelope properly sealed so as to arrive at the CLUB's office not later than 5.00 pm (which shall be the time of closing of the Postal Voting Ballot) of the day appointed for the holding of the Annual General Meeting.
- (6) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be declared elected by the Chairman and further nominations are to be received at the Annual General Meeting.
- (7) If there be more than the required number of members nominated for the election to any office, an election by ballot shall take place.
- (8) For the purpose of the ballot, a Returning Officer and not less than two (2) scrutineers shall be appointed by the members at and as the first business of the Annual General Meeting.
- (9) Upon the appointment of the Returning Officer and scrutineers, the Secretary shall hand to the Returning Officer a list of the members of the CLUB entitled to vote. If any ballot paper

shall indicate that a member has purported to vote for a greater or lesser number of candidates than the number of vacancies that have to be filled or if the ballot paper shall not have been numbered by the Secretary as aforesaid, or the envelope containing the ballot paper has not been signed by the member purported to vote such ballot paper shall be declared informal and the vote of that member shall not be counted.

- (10) Each other member wishing to participate in the ballot shall vote in the same manner and thereupon hand the voting paper to the returning officer.
- (11) Forthwith after the appointment of the Returning Officer and the scrutineers, the Returning Officer shall count and cause to be counted by the said scrutineers, the votes as recorded on the Voting Papers received. Such votes shall be counted in the presence of the President or one of the Vice Presidents and any person or persons standing for election who may attend.
- (12) The Returning Officer shall declare the result of the ballot immediately after the votes have been counted and announce the number of votes gained by each Candidate. In the event of an equality of votes in favour of any candidate which could affect the election of a candidate, the members at the Annual General Meeting shall elect one of such candidates to fill the vacancy for which he was nominated by a resolution passed by a simple majority of members present and voting thereon. The Returning Officer shall deliver all ballot papers so counted to the Secretary in a sealed envelope or wrapper and the Secretary shall keep the same for a period of ninety (90) days from the date of the meeting.
- (13) If any question shall arise as to the validity or invalidity of a voting paper whether any particular member has or has not been elected to any particular office, a statement by the Returning Officer that the relevant voting paper is or is not valid or that a particular member has or has not been elected to a particular office shall be conclusive.
- (14) Any vacant positions remaining at the end of the Annual General Meeting shall be deemed to be casual vacancies and filled according to Rule 18.

16. DUTIES OF THE SECRETARY

- (1) The Secretary of the CLUB as soon as practicable after being appointed as Secretary, shall lodge a mailing address with the CLUB.
- (2) It is the duty of the Secretary to keep and maintain:
 - (a) the minutes of:
 - i. all appointments of Office Bearers and members of the Committee;
 - ii. the names of members of the Committee present at Committee Meetings and General Meetings, and
 - iii. all proceedings at Committee Meetings and General Meetings.
 - (b) The Roll of Members detailing their name, residential address, category of membership, the date on which they became a member and the date on which they renewed their membership for the current year.
 - (c) All necessary records of the affairs of the CLUB.
 - (d) A complete record of awards made at all exhibitions, shows and trials conducted by the CLUB.
- (3) The members may appoint a Show Secretary, Membership Secretary or Minute Secretary whose duties shall be determined by the members in General Meeting. Such Secretaries may, in lieu, of the Secretary, keep some of the records referred to in Clause 16(2).
- (4) Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

17. DUTIES OF THE TREASURER

The Treasurer shall:

- (a) receive all monies paid to the CLUB and cause the same to be paid into the banking account of the CLUB kept for such purposes.
- (b) keep all necessary books of account and financial statements as shall be required by the Auditor.
- (c) prepare the Annual Balance sheet and Accounts and accompanying reports.
- (d) submit the financial statements to all meetings of the Committee and of the CLUB.
- (e) produce to the members in General Meeting the cash books and bank passbook when requested to do so.
- (f) keep vouchers for payments authorized by the CLUB and the Committee; and
- (g) keep a true and correct inventory of all property of the CLUB.

18. CASUAL VACANCIES ON THE COMMITTEE

For the purpose of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies.
- (b) ceases to be a member of the CLUB.
- (c) becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth.
- (d) resigns office by notice in writing given to the Secretary.
- (e) is removed from office under Rule 19.
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (g) is absent without consent of the Committee from all meetings held during a period of six (6) consecutive months.

A casual vacancy occurring shall be filled by the Committee at its next meeting and the member so appointed shall hold office until that person's appointment is confirmed by the members at the next General Meeting or the vacancy is otherwise filled by the members.

19. REMOVAL OF A MEMBER OF THE COMMITTEE

- (1) The CLUB in a General Meeting may by resolution remove any member of the Committee from their position before the expiration of the members' term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member(s) so removed.
- (2) When a member of the Committee to whom a proposed resolution referred to in Clause 19(1) makes representation in writing to the Secretary or the President (not exceeding a reasonable length) and requests that the representations be notified to the members of the CLUB, the Secretary or President may send a copy of the representations to each member of the CLUB or, if they are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. MEETINGS AND QUORUMS

- (1) Meetings of the Committee shall be held at such time and place as the Committee from time to time determine.
- (2) The Secretary or a representative shall attend all meetings of the Committee. The minutes of such meetings, signed by the Chairman thereof or by the Chairman of the Confirmatory meeting, shall be accepted as sufficient evidence of the proceedings of such meetings.

- (3) The quorum for the Committee meeting shall not be less than four (4) of the members thereof present in person.
- (4) The Secretary shall call a meeting of the Committee whenever requested to do so by the President or by three (3) members of the Committee.
- (5) The President or in the absence of the President, or if the President shall be unwilling to act, the Vice President or if the Vice President is present and unwilling to act, then a member of the Committee elected by the members thereof present in person, shall be the Chairman of a meeting of the Committee.
- (6) A member of the Committee shall not vote in respect of any contract or proposed contract with the CLUB in which that member is interested or in respect of any matter arising thereof and if that member does vote, that vote shall not be counted.
- (7) All acts done by any meeting of the Committee or of a Sub-Committee thereof or of a Sub-Committee appointed by the members or by any person acting as a member of the Committee or Sub-Committee notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Committee or Sub-Committee or any person acting as aforesaid, or that the members of the Committee or any of them or of a Sub-Committee were disqualified, shall be as valid as if any such person had been appointed and was qualified to be a member of the Committee or of such Sub-Committee.
- (8) A resolution in writing signed by all members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly held and convened. Any such resolutions may consist of several documents in like form each signed by one or more members of the Committee.
- (9) If a member of the Committee is absent from all meetings of the Committee held during a period of six (6) consecutive months without the consent of the Committee, the member shall cease to be a member of the Committee, and if an Office Bearer that member shall cease to hold office.
- (10) Oral or written notice of the meeting of the Committee shall be given by the Secretary to each member of the Committee at least forty-eight (48) hours (or such period as may be agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (11) Notice of a meeting given under Clause (10) shall specify the general nature of the business to be transacted at the meeting, except the business which the Committee members present at the meeting agree to treat as urgent business.
- (12) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place determined by the Committee of the adjourned meeting.
- (13) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

21. DELEGATION BY COMMITTEE TO SUB COMMITTEE

- (1) The Committee may delegate, in writing, to one or more Sub-Committee(s) (consisting of such member or members of the CLUB as the Committee thinks fit) the exercise of specific functions of the Committee, other than;
 - (a) this power of delegation; and

- (b) a function which is a duty imposed upon the Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a Sub-Committee under this rule, may, whilst the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of delegation.
- (3) A delegation under this section may be made subject of such condition or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specific in the instrument of the delegation.
- (4) Notwithstanding any delegation under this rule, the 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 Rule 21 has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, in writing, revoke wholly or in part any delegation under Rule 21.
- (7) A Sub Committee may meet and adjourn as it deems proper.

22. VOTING AND DECISIONS OF THE COMMITTEE

- (1) Questions arising at a meeting of the Committee or of a Sub-Committee appointed by the Committee shall be determined by a majority of the votes of the members of the Committee or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee, or of any Sub-Committee appointed by the Committee (including 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.
- (3) Subject to Rule 20 (3) the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered to be done, or purporting to have been done or suffered by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the Committee or Sub-Committee.

PART IV

GENERAL MEETINGS

23. ANNUAL GENERAL MEETINGS – HOLDING OF

- (1) With the exception of the First Annual General Meeting of the CLUB, the CLUB shall, at least once in each calendar year and within a period of six (6) months after the expiration of each financial year of the CLUB, convene an Annual General Meeting of its members.
- (2) The CLUB shall hold its first AGM;
- (a) within a period of eighteen (18) months after its incorporation under the Act;
- (b) within a period of two (2) months after the expiration of the first financial year of the CLUB.

- (3) Clause 23 (1) and 23 (2) have effect subject to any extension or permission granted by the Commission under Section 26 (3) of the *Act*.

24. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- (1) The Annual General Meeting of the CLUB shall, subject to the *Act* and Rule 23, be convened on such date and at such time as the Committee deems fit.
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the Business of an Annual General Meeting shall be;
- (a) to confirm the Minutes of the last Annual General Meeting and of any Special General Meeting held since that last meeting;
 - (b) to receive from the Committee reports upon the activities of the CLUB during the preceding financial year;
 - (c) to elect the Office Bearers of the CLUB and Ordinary members of the Committee;
 - (d) to receive and consider the statement which is required to be submitted to the members pursuant to Sections 26 (6) of the *Act*;
 - (e) to appoint an Auditor;
 - (f) to transact any other business written notice of which shall have been given to the members at least seven (7) days prior to the date of such meeting.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

25. GENERAL & SPECIAL GENERAL MEETINGS – CALLING THEREOF

- (1) The Committee shall convene a General Meeting of the CLUB at least every two (2) months.
- (2) The Committee shall, on the requisition in writing of not less than five per cent (5%) of the total number of members, convene a Special General Meeting of the CLUB.
- (3) A requisition of members for a Special General Meeting;
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary;
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within one (1) month after the date on which the 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 Clause 25(4) shall be convened as nearly as practicable in the same manner as General Meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the CLUB for any expense so incurred.

26. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the CLUB, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post or electronically to each member at the member's address appearing on the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Provided that with the sanction of a General Meeting, one notice containing the particulars required by this Rule in respect of

each General Meeting to be held during the financial year may be sent within the time aforesaid to the members in the month of July each year.

- (2) Notice of a General Meeting shall be deemed to have been given to each member if it is published in the CLUB's newsletter provided that such publication is made and dispatched to its members regularly.
- (3) Where the nature of the business proposed to be dealt with at a General Meeting requires a Special resolution of the CLUB, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the General meeting cause notice to be sent to each member in the manner provided for in Clause 26 (1), the intention to propose the resolution as a Special Resolution.
- (4) No business other than that specified in the notice convening a Special General meeting shall be transacted at the meeting.
- (5) A member desiring to bring business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling for a General Meeting given the receipt of the notice from the member.
- (6) The accidental omission to give notice to a member or if a member shall fail to receive a notice sent aforesaid, shall not invalidate a General Meeting.

27. PROCEDURE

- (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Five (5) members present in person (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written 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 not less than three (3)) shall constitute a meeting.
- (5) The members in General Meeting by resolution passed by a simple majority of the members voting in person thereat, may overrule a decision of the Committee except a decision of the Committee to pay any account payable by the CLUB or by a resolution passed by a simple majority of the members voting in persons thereat may instruct the Committee in the light of the objections expressed by any member to any such decision to review the decisions at its next meeting and make further recommendations to the members at the next General Meeting thereof.

28. PRESIDING MEMBER

- (1) The President or, in the President's absence, a Vice President, shall preside as chairperson at each General Meeting of the CLUB.

- (2) If the President and Vice President are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

29. ADJOURNMENT

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at a meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a General meeting is adjourned for fourteen (14) days or more the Secretary shall give written or oral notice of the adjourned meeting to each member of the CLUB stating the date, place and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Clause 29(2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. MAKING OF DECISIONS

- (1) A question arising at a General meeting of the CLUB shall be determined on a show of hands and, unless before and on the declaration of the show of hands a poll is demanded, 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, or 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 or against the resolution.
- (2) At a General Meeting of the CLUB, a poll may be demanded by the Chairperson or by not less than three (3) members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a General Meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of the adjournment;
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs;
 - (c) and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

31. SPECIAL RESOLUTION

A resolution of the CLUB is a Special Resolution if:-

- (a) it is passed by a majority comprising not less than three quarters (3/4) of such members of the CLUB as, being entitled under these Rules to do so, vote in person or by proxy at a General Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these Rules, or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in Clause 31(a) – the resolution is passed in a manner specified by the Commission.

32. VOTING

- (1) Upon the question arising at a General meeting of the CLUB a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than five (5) proxy votes.

- (3) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any General Meeting of the CLUB unless all money due and payable by the member or proxy to the CLUB has been paid, other than the amount of the Annual subscription payable in respect of the then current year.

33. APPOINTMENT OF PROXIES

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form as set out in Appendix 2 to these Rules.

PART V

MISCELLANEOUS

34. INSURANCE

- (1) The CLUB shall effect and maintain insurance pursuant to Section 44 of the *Act*.
- (2) In addition to the insurance required under Clause 34(1) the CLUB may effect and maintain other insurance.

35. FUNDS AND SOURCE

- (1) The funds of the CLUB shall be derived from show and/or trial entrance fees and annual Subscription of members, donations, and subject to any other resolution passed by the CLUB in a General Meeting, such other sources that the Committee determines.
- (2) All Money received by the CLUB shall be deposited as soon as practicable and without deduction to the credit of the CLUB's account.
- (3) The CLUB shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) The CLUB is to be deemed to act as a Not for Profit entity.

36. ALTERATION OF OBJECTIVES AND RULES

The Statement of Objectives and these Rules may be altered, rescinded or added to only by Special Resolution of the CLUB.

37. COMMON SEAL

- (1) The Common Seal of the CLUB shall be kept in the custody of the Public Officer.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature either of two (2) members of the Committee or one (1) member of the Committee and the Public Officer.

38. CUSTODY OF BOOKS

Except as otherwise provided by these Rules, the Public Officer shall keep in his custody and under his control all records, books, and other documents relating to the CLUB

39. INSPECTION OF BOOKS

The records, books and other documents of the CLUB shall be open for inspection, free of charge by a member of the CLUB at any reasonable hour.

40. SERVICE OF NOTICES

- (1) For the purpose of these Rules, a notice may be served by or on behalf of the CLUB upon any member either personally or by sending it by post to the member at the member's address shown on the Register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contract is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41. SURPLUS PROPERTY

If upon winding up or dissolution of the CLUB, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the CLUB. It shall be given or transferred to some other institution or institutions having objects similar to the objects of this CLUB and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 35 thereof, such instruction or instructions to be determined by the members of the Club at or before the time of dissolution, and is and so far as effect cannot be given to the aforesaid provisions, to some charitable object.

42. AFFILIATION WITH DOGS NSW

- (1) The members by a resolution passed in General meeting by a majority of not less than three fourths (3/4ths) of the members voting in person thereat may direct the Committee to apply for affiliation with the DOGS NSW.
- (2) So long as the CLUB is an Affiliate of DOGS NSW, every member whether a member of the DOGS NSW or not, shall be deemed to have agreed with the DOGS NSW to be bound by the Rules and Regulations for the time being in force and at all times submit to and carry out every determination, finding, decision, requirement or direction of the DOGS NSW so far as it shall relate to the member.

43. CLUB JOURNAL

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

44. SHOWS

The CLUB may conduct from time to time (either alone or in conjunction with another body, Club or Clubs) in accordance with the Rules and Regulations for the time being in force with DOGS NSW, exhibitions, shows and trials.

45. JUDGES

The members in General Meeting by a resolution passed by a simple majority of those voting in person thereat shall elect or approve Judges from amongst the persons for the time being enrolled on the Judges Panel kept or who may be approved by DOGS NSW who may as invited to officiate at such exhibitions, shows or trials conducted as aforesaid.

46. PATRON(S)

The Members at the Annual General Meeting may elect until otherwise determined by them, persons to be Patrons of the Club who shall hold that office until the close of the next succeeding Annual General Meeting. A Patron shall be entitled to attend a General Meeting of the Club and, by invitation of the President, address the members, but unless the person is a Member the person shall not be entitled to enter into debate on any matter before the meeting or to vote thereat.

47. AUDIT & AUDITOR

- (1) The members at the Annual General Meeting shall, each year, appoint a duly qualified Auditor to be the Auditor of the Club and a person so appointed shall hold that Office until the next Annual General Meeting. A casual vacancy occurring in the position of Auditor shall be filled by the Committee.
- (2) A person shall not be appointed to act as Auditor of the Club;
 - (a) if the person is not a registered Auditor as defined by the Companies (NSW) Code;
or
 - (b) if the person is an Officer Bearer or a Member of the Committee or an employee of the Club.