



# **CONSTITUTION**

**OF**

# **THE NORTHERN SUBURBS DOG TRAINING CLUB INC**

**ABN 14 622 898 652**

**Revised May 2021**

# TABLE OF CONTENTS

<b><u>PART 1: PRELIMINARY</u></b>	<b>4</b>
1. Aims and objects	4
2. Not for profit association	5
3. Definitions	5
4. Affiliation with Dogs NSW	6
<b><u>PART 2: MEMBERSHIP</u></b>	<b>7</b>
5. Membership Qualifications and Categories	7
6. Fees and subscriptions	7
7. Register of members	8
8. Cessation of membership	9
9. Resignation of membership	9
10. Membership entitlements	9
11. Members liabilities	9
12. Resolution of internal disputes	9
13. Disciplining of members	10
14. Rights of appeal of disciplined member	10
<b><u>PART 3: THE COMMITTEE</u></b>	<b>11</b>
15. Establishment of the Committee	11
16. Election of Committee member	12
17. Powers of the Committee	13
18. Casual Committee vacancies	13
19. Removal of Committee member	14
20. Committee meetings and quorum	14
21. Delegation by Committee to sub-committee	15
22. Voting and decisions	16
23. Secretary	17
24. Treasurer	17
<b><u>PART 4: GENERAL MEETINGS</u></b>	<b>18</b>
25. Annual general meetings	18
26. Ordinary general meetings	18
27. Special General Meetings	19
28. Notice of meeting	19
29. Conduct for general meetings (Clauses 1 to 6)	20
Procedures – members conduct (Clause 7)	22
Procedure – motions (Clauses 8 to 19)	23
30. Presiding member	24
31. Adjournment	24
32. Making of decisions	24
33. Special resolution	25

34.	Voting	25
35.	Appointment of proxies	26
36.	Postal or electronic ballots	26
37.	Resolutions not in meeting	26

**PART 5: MISCELLANEOUS** **26**

38.	Insurance	26
39.	Funds – source	27
40.	Funds – management	27
41.	Alteration of aims, objects and this constitution	27
42.	Financial year	27
43.	Custody of records	27
44.	Inspection of records	27
45.	Audit and auditor	28
46.	Appointment of Public Officer	28
47.	Vacancy of Public Officer	29
48.	Judges	29
49.	Trials and exhibitions	30
50.	Dissolution	30

# ASSOCIATIONS INCORPORATION ACT 2009 (NSW) CONSTITUTION

## **NORTHERN SUBURBS DOG TRAINING CLUB INC.**

ABN 14 622 898 652

The name of the association is to be known as the Northern Suburbs Dog Training Club 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 exercises, exhibitions, demonstrations, obedience trials, agility trials and other competitive trials and dog sports;
- (5) To foster, promote and protect the interests of exhibitors of dogs at exhibitions 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 and trials;
- (8) To promote good fellowship and sportsmanship amongst members and those participating in or attending at exhibitions and trials;
- (9) To inform members of and make known to them the laws and regulations of the State relating to the 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 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 manner 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 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**

- (1) In this constitution:
  - “Act” means the Associations Incorporation Act 2009 as amended.
  - “Club” means the Northern Suburbs Dog Training Club Inc.
  - “Director-General” is 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.
  - “Ordinary member” means a member of the Club who is not an office bearer of the Club, as referred to in clause 15(2).
  - “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.
  - “Regulation” means the Associations Incorporation Regulations 2016 as amended.
  - “Rules” means a provision of the Constitution and where the context so admits, includes a paragraph or sub-paragraph thereof
  - “Secretary” means:

- (a) the person holding office under this constitution as secretary of the Club; or
- (b) if no such person holds that office, the public officer of the Club.

“Special General Meeting” means a general meeting of the Club other than an annual or ordinary general meeting.

“Writing” means printing, email, web entry or any other like recognised means of communication or of reproducing words in visible form.

- (2) In this constitution:
  - (a) a reference to a function includes a reference to power, authority and duty; and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(2) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

#### **4. Affiliation with Dogs NSW**

(1) The Club shall be affiliated with the Royal New South Wales Canine Council Ltd which is trading as Dogs NSW so long as at all times the Club has no less than 30 financial members who have the right to vote at a General Meeting of the Club, provided that at all times:

- (a) at least 15 of those 30 members shall be financial members of Dogs NSW; and
- (b) those 15 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 him.

## **PART 2: MEMBERSHIP**

### **5. Membership Qualifications and Categories**

- (1) Membership shall be open to any natural person who agrees to uphold the aims and objects of the Club and to comply with the Club's constitution.
- (2) Membership applications are to be made in writing in the form determined by the committee.
- (3) Membership Categories are as follows:

*Financial Member* means a member of the Club who is not in default in payment of membership fees payable in accordance with this constitution.

*Honorary Member* means a person who is not a member, who upon the recommendation of the committee or upon a written nomination of not less than five (5) members is elected by a resolution passed in a general meeting by not less than three-quarters (75%) of the members voting at that meeting.

*Junior Member* means a person over the age of 12 years and under the age of 16 years, who has been admitted as a member of the Club.

*Concession Member* means a pensioner or full-time student (proof of status to be supplied). The Club may confer concession membership status to other persons upon application.

*Life Member* means a member of at least seven (7) years standing who has made an outstanding contribution to the Club and, having been nominated by the committee, has been elected by a resolution passed in a general meeting by not less than three-quarters (75%) of the members voting at that meeting.

*Committee Member* means a member who holds a position on the committee.

*Instructor Member* means a member who is actively instructing at the Club.

A Junior or Honorary Member shall not be entitled to vote at a general meeting and shall not be eligible to hold office but shall be entitled to exercise all other privileges of membership.

### **6. Fees and subscriptions**

- (1) An application form for membership must be accompanied with the relevant membership fee as determined by the category of

membership and for the period of the calendar year in accordance with the fee structure as established by the members.

- (2) A member must pay to the Club an annual membership fee as determined by the members.
- (3) The members in 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. Provided always that any such alteration to the annual membership fee must be by notice of motion and included on the notice paper for decision by the members at the next general meeting.

## **7. Register of members**

- (1) The Secretary must establish and maintain a register of members whether in written or electronic form specifying the name, postal, residential and email address of each person who is a member of the Club and their category of membership together with the date on which the person became a member.
- (2) The Secretary must, on payment by the applicant of the amounts referred to in Clause 6, 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.
- (3) Confirm with DOGS NSW – what are the suggested provisions exactly for: personal security and privacy:
- (4) A roll of members shall be kept by the Association and shall contain the name and address and the date of admission to and the category of membership of each member.
- (5) The roll 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) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for the following purposes:
  - (a) The register of members must be kept at the principal place of administration of the Club and must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
  - (b) A member of the Club may obtain a copy of any part of the register on payment of a fee, to be determined by the committee from time to time, for each page copied.
  - (c) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.



- (7) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person, a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club and its activities or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (8) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
  - (b) the requirements in clauses 7(2) and 7(3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8. Cessation of membership**

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

- (a) dies; or
- (b) resigns membership; or
- (c) is in arrears in membership fees by more than three months, without special approval by the Committee;
- (d) is expelled from the Club.

## **9. Resignation of membership**

- (1) A member of the Club may resign from membership of the Club by giving the Secretary written notification, upon receipt of which the member ceases to be a member.
- (2) If a member of the Club ceases to be a member under clause 9(1) and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member

## **10. 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; and
- (b) terminates on cessation of the person's membership

## **11. Members liabilities**

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges, and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Clause 6.

## **12. Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the Club, and disputes between members and the Club, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 if they cannot readily be resolved between the parties concerned.
- (2) The dispute is to be referred to a community justice centre if it is not resolved by mediation within a time determined by the committee.
- (3) The Commercial Arbitration Act (2010) applies to any such dispute referred to arbitration.

## **13. Disciplining of members**

- (1) A complaint, in writing, may be made by any member of the Club that some other 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 wilfully acted in a manner prejudicial to the interests of the Club.
- (2) 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 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.
  - (d) the committee may, at its discretion, withhold the name of the person making a complaint.
- (3) 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.
- (4) If the committee expels or suspends a member, the Secretary must, within 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 Clause 14.
- (5) 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 clause 13(4), whichever is later.

#### **14. Rights of appeal of disciplined member**

- (1) A member may appeal to the Club in general meeting against a resolution of the committee under Clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of an appeal.
- (3) On receipt of a notice from the member under clause 14(1), the Secretary must notify the committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary has received the notice.
- (4) At a general meeting of the Club convened under clause 14(3):
  - (a) no business other than the question of the appeal is to be transacted; and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at a general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART 3: THE COMMITTEE**

#### **15. Establishment of the Committee**

- (1) The Club must establish a Committee which shall consist of:
  - (a) the office bearers of the Club and
  - (b) up to 20 Ordinary members each of whom is to be elected at the annual general meeting of the Club in accordance with Clause 16.
- (2) The office bearers of the Club are to be:
  - (a) President.
  - (b) 2 Vice Presidents
  - (c) Treasurer
  - (d) Secretary
  - (e) Chief Instructor (Obedience)

(f) Chief Instructor (Agility)

- (3) A committee member may hold more than one office, with the exception that office bearers may not hold more than one office bearer position concurrently.
- (4) 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 member's election but is eligible for re-election with the exception that the president must not hold office for more than three years in succession.
- (5) Office bearers of the Club must be a member or associate member of Dogs NSW.

## 16. Election of Committee members

- (1) Nominations of candidates for election as office bearers of the Club or as ordinary members of the committee:
  - (a) must be made in writing, signed by 2 members of the Club, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Secretary of the Club at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected subject to clause 16 (4) and nominations for vacant positions are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, or if a person is not approved by the majority 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 persons nominated are taken to be elected only if approved by the majority of members entitled to vote at the meeting.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.  
The committee must—
  - (a) cause the details of the matter on which the ballot is to be held to be set out in a statement, and
  - (b) fix the dates 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.

Every ballot must be conducted by the returning officer appointed by the committee.

- (6) 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.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Club must be aged 18 years or more and a Financial Member of the Club.

## **17. Powers of the Committee**

Subject to the Act, the Regulation, this constitution, and any resolution passed by the Club in general meeting, the committee:

- (a) is to control and manage the affairs of the Club.
- (b) 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.
- (c) has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.
- (d) has the power to perform or delegate all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.
- (e) a committee member's acts are valid despite any defect in his or her appointment.
- (f) 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 carry out their functions for the benefit of the Club, so far as practicable, and with due care and diligence.
- (g) within 14 days after vacating office, a former committee member of the Club must ensure that all documents, electronic files, material, and items in his or her possession that belong to the Club are delivered to the public officer for delivery to his or her successor.

## **18. Casual Committee vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Club, or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Law Act 2001 of the Commonwealth, or
  - (d) resigns office by notice given in writing to the Secretary, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## **19. Removal of Committee member**

- (1) The Club in general meeting may, by resolution, remove any member of the committee from office before the expiration of the member's term of office and may by resolution appoint another member to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause 19(1) relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests 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, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20. Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (3) Notice of a meeting given under clause 20(2) must specify the general nature of the business to be transacted at the meeting and 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.

- (4) Not less than half of the members of the committee, including three office bearers, constitute a quorum for the transaction of the business of a meeting of the committee.
- (5)
  - (a) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Club as committee members to enable the quorum to be constituted.
  - (b) 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 the appointment.
  - (c) This clause does not apply to the filling of a casual vacancy to which clause 18(1) applies.
- (6) No business is to 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, a vice-president is to preside, or
  - (b) if the president and neither vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- (9) 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.
- (10) The members of the committee may participate in a meeting by means of a conference telephone call or similar electronic or other communications method by which all members participating in the meeting can communicate with each other at the same time. Participating by such means shall constitute presence at such meeting.

- (11) Additional meetings of the committee may be convened by the president or by any three members of the committee.

## **21. 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 clause 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 clause, 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 clause 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 clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of 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 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.



- (3) Subject to subclause 20(8), the committee may act despite any vacancy on the committee.
- (4) 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.

## **23. Secretary**

- (1) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice of his or her address with Dogs NSW.
- (2) It is the duty of the Secretary to keep minutes whether in written or electronic form of:
  - (a) all appointments of office bearers and members of the committee,
  - (b) the names of the members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The Secretary must ensure Minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The Secretary is to prepare the annual calendar of Events.
- (5) The Secretary may be assisted in the above duties by an appointee from the Committee

## **24. Treasurer**

- (1) It is the duty of the treasurer of the Club to ensure:
  - (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
  - (b) that 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.

- (2) The Treasurer may be assisted in the above duties by an appointee from the Committee.

## **PART 4: GENERAL MEETINGS**

### **25. Annual general meetings**

- (1) With the exception of the first annual general meeting of the Club, the Club must, at least once in each calendar year and within the period of 3 months after the expiration of each financial year of the Club, convene an annual general meeting of its members.
- (2) Clause 25(1) has effect subject to any extension or permission granted by the Director-General.
- (3) The annual general meeting of the Club, subject to the Act and to clauses 25(1) and 25(2), is to be convened on such date and at such place and time as the committee thinks fit.
- (4) 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) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the Club during the last preceding financial year,
  - (c) to elect office bearers of the Club, ordinary members of the committee and the public officer,
  - (d) to elect up to five patrons who are to be appointed for one year,
  - (e) to receive and consider the audited financial statements which are required to be submitted to members,
  - (f) to appoint an approved auditor.
- (5) An annual general meeting must be specified as such in the notice convening it.

### **26. Ordinary general meetings**

- (1) An ordinary general meeting of the Club shall be held, bi-monthly from February to October 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.

- (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 may allow.

## **27. Special General Meetings**

- (1) The committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (2) The committee must, on the requisition in Writing of at least 5 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) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (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.
- (4) If the committee fails to convene a Special General Meeting to be held within 1 month after that date on which a 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 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in clause 27(4) must be convened as nearly as is

practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the Club for any expense so incurred.

## **28. Notice of 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 14 days before the date fixed for the holding of the general meeting, give notice specifying the place, date and time of 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 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 clause 28(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting.
- (4) 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.
- (5) 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.
- (6) 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, by printed notice on the noticeboard of the clubhouse, in the Club magazine, advertised on the Club's website, or on any other electronic means.

Service of notice sent:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by some form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a copy thereof or a report indicating that the notice was sent on a later date, on that date.

## 29. Conduct for general meetings

- (1) Ten members, including at least three 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 is present during the time the meeting is considering that item.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the 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 3 office bearers) is to constitute a quorum.
- (5) Use of technology at general meetings:
  - (a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Club's members a reasonable opportunity to participate.
  - (b) A member who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
  - (c) 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 fifteen minutes of the interruption, the meeting shall be deemed to have been adjourned as per clause 29(4).
- (6) 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 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;
- (c) shall close the meeting promptly at the completion of the business to be transacted thereat, unless otherwise determined by the members;
  - (d) 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;
  - (e) shall call upon a member by name to speak and shall alone determine the order of the speakers;
  - (f) 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;
  - (g) 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;
  - (h) 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;
  - (i) 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;
  - (j) where the voting is by a show of hands, may require another vote although he/she has previously declared the result.

### **Procedures – members conduct**

- (7) 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.

### **Procedure – motions**

- (8) 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.
- (9) A motion may be moved or seconded by the chairperson or by a member.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) The mover of a motion of amendment shall not have the right to reply after the debate thereon.
- (17) A motion of amendment shall be put to the meeting before the original motion is put.
- (18) 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.

- (19) 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. 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. The business so shelved may be brought up again at another meeting on due notice being given in accordance with the Rules.

### **30. Presiding member**

- (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 or unwilling to act the members present must elect one of their number to preside as chairperson at the meeting.

### **31. 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 the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 21 days or more, the Secretary must give notice of the adjourned meeting stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 31(1) and 31(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.

### **32. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 36 applies, any appropriate corresponding method that the committee may determine, or



- (b) a written ballot may be called by a motion of the chairperson or by 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, 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 of or against that resolution.
- (3) clause 32(2) applies to a method determined by the committee under subclause 32(1) (a) 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 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.

### **33. Special resolution**

A resolution of the Club is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Club, as being entitled under this constitution so to do, vote in person or in writing at a general meeting of which at least 21 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution, or
- (b) 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 subclause 33(1)(a), if the resolution is passed in a manner specified by the Director-General.

### **34. Voting**

- (1) On any question arising at a general meeting of the Club a member has one vote only.

- (2) All postal or electronic votes must be given personally or be received by the Returning Officer in writing prior to the meeting. The Returning Officer may or may not be a member of the club but must not be a member of the committee. The Returning Officer may have an assistant who must also not be a member of the committee.
- (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) Only Financial Members are entitled to vote at any general meeting of the Club.

### **35. Appointment of proxies**

Proxies are not permitted.

### **36. Postal or electronic ballots**

- (1) A member may vote via a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) Any member wishing to vote by postal or electronic ballot shall register such desire with the Returning Officer at least 14 days prior to the meeting.
- (3) Postal or electronic ballot shall be conducted in accordance with Schedule 3 to the regulation of the Act.

### **37. Resolutions not in meeting**

A resolution in writing that has been signed or assented to by fax, email, sms or other form of visible or other electronic communication by the majority 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.

## **PART 5: MISCELLANEOUS**

### **38. 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 clause 38(1) above, the Club may effect and maintain other insurance.

### **39. Funds – source**

- (1) The funds of the Club are to be derived from entrance fees and membership fees of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the committee determines.
- (2) 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.

### **40. Funds – management**

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments must be signed by any 2 members of the committee being members authorised to so do by the committee.

### **41. Alteration of aims, objects and this constitution**

- (1) The statement of aims, objects and this constitution may be altered, rescinded or added to only by a special resolution of the Club.
- (2) 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.

### **42. Financial year**

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

### **43. Custody of records**

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 main premises of the Club, in the custody of the public officer or a member of the Club (as the committee determines).

#### **44. Inspection of records**

- (1) The following records must be available for inspection, free of charge, by a member of the Club at any reasonable hour:
  - (a) records (whether hard copy or electronic), books and other financial documents of the Club,
  - (b) this constitution,
  - (c) minutes of committee meetings and general meetings of the Club.
- (2) A member of the Club may obtain a hard copy of any of the records referred to in 44(1) on payment of a fee to be determined by the committee from time to time.
- (3) Despite clauses 44(1) and 44(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, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

#### **45. 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 filled by the committee.
- (2) Notice of the nomination of any person other than the retiring auditor shall be given to the members not less than 14 days before the annual general meeting.
- (3) A person shall not be appointed to act as auditor of the Club if that person:
  - (a) is not a member of a professional body as set out in clause 2.2(a) of the Dogs NSW regulation for affiliated bodies; or
  - (b) is an office bearer or member of the committee or employee of the Club.

#### **46. Appointment of Public Officer**

- (1) The Club must appoint a public officer at each annual general meeting.
- (2) The public officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
- (3) The position of public officer may, but need not be, held by a committee member.
- (4) The public officer's acts are valid despite any defect in his appointment.

- (5) 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 person's address at which the person can generally be found;  
and
  - (c) the fact that the person has taken office as public officer of the Club.
- (6). If there is any change in the address of the public officer of the Club, the public officer must notify the Director-General in the approved form, of the new address, within 28 days after the change occurs.

#### **47. Vacancy of Public Officer**

- (1) A Club's public officer vacates office in the following circumstances:
  - (a) if the incumbent dies;
  - (b) if the incumbent resigns the office in writing addressed to the Club's committee;
  - (c) if the incumbent is removed from office by resolution of a general meeting of the Club;
  - (d) 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;
  - (e) if the incumbent becomes a mentally incapacitated person;
  - (f) if the incumbent ceases to ordinarily reside in New South Wales;
  - (g) in such other circumstances as the constitution of the Club may provide.
- (2) Within 14 days after vacating office, 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.
- (3) The Club's committee must fill any vacancy in the office of public officer within 28 days after the vacancy arises.

#### **48. Judges**

The members in general meeting by a resolution passed by a simple majority of those voting in person thereat shall elect judges from amongst the persons for the time being enrolled on the judges' panels kept or who may be approved of by Dogs NSW who may be invited to officiate as such at trials, exhibitions or shows conducted as aforesaid. At least one month's notice shall be given to the members of the intention to elect judges at such general meetings and the notice shall specify the trial for which such judges are to be appointed.

## **49. Trials and exhibitions**

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

## **50. Dissolution**

- (1) The Club shall not be dissolved except at general meeting of the Club specially convened for the purpose and by a resolution carried by a majority of four-fifths 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 the members of the Club.
- (2) Any such distribution of surplus property:
  - (a) must be approved by the Director-General, and
  - (b) must not to be made to or for the benefit of any member or former member of the Club.
- (3) 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.
- (4) 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.
- (5) The Supreme Court may deal with such an application by making such orders as it thinks fit with respect to the disposal of the Club's surplus property.