

**Dogs NSW**  
**Suggested Template**

*To be used by Incorporated Bodies*

# **Constitution**

# **For**

# **Affiliates**

*Issued October 2012*

*Amended July 2016*

***Disclaimer***

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

## TEMPLATE - CONSTITUTION FOR AFFILIATED CLUBS

This template is designed for adoption by each type of Dog Club that wishes to apply for affiliation with DOGS NSW and will be submitting an application to the NSW Office of Fair Trading for Incorporation.

The Club will then be governed by the Associations Incorporation Act 2009 in addition to DOGS NSW Regulations Part X - Affiliates.

**This page is not for inclusion but contains instructions to enable the document to be completed correctly.**

Once the Club/Association is incorporated the following requirements are to be submitted to the NSW Office of Fair Trading:

- Annual Report
- Alteration of the Public Officer (Secretary) contact details
- Alterations to the Club's Rules (Constitution)

Contact details:

Registry of Co-operatives & Associations  
PO Box 22  
154 Russell Street  
Bathurst NSW 2795

Telephone: 6333 1400

Freecall: 1800 502 042

Fax: 6333 1444

Email: [registryinquiries@services.nsw.gov.au](mailto:registryinquiries@services.nsw.gov.au)

DX 3123 Bathurst

Why should a Club apply for Incorporation? For further information visit the NSW Fair Trading website below:  
[http://www.fairtrading.nsw.gov.au/Cooperatives\\_and\\_associations/About\\_associations.html](http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations/About_associations.html)

### INSTRUCTIONS FOR COMPLETION OF CONSTITUTION

1. The name of the Club adopting the Constitution should be printed in ink
  - (a) in the heading on page one; and
  - (b) in **Rule 2**.
2. Provision has been made in **Rule 9** for a number of different categories of Membership and each of such categories is defined in **Rule 3**.

An Affiliate may —

- (a) delete from each of those Rules any category of Membership which it does not require; or
  - (b) add any other category it may desire to each of these Rules.
3. As the Regulations of DOGS NSW require a specialised Dog Club to have not less than ten (10) financial members who are entitled to vote at a General Meeting and an All Breeds or General Dog Club to have thirty (30) such financial Members, **Rule 7** must be completed in the first line by adding the number of Members appropriate to the Club. **(07/16)**
  4. **Rule 43** lists the persons who are to be the Officer Bearers and Committee of the Club. The Rule should be completed by inserting the number of the Vice-Presidents of the Club in Rule 44 (a) (ii). If so required by the club, the title of additional Office Bearers may be added thereto.
  5. **Rule 43 (b)** must be completed by inserting therein the number of ordinary Members of the Club who are to be elected to the Committee as an addition to the Office Bearers.
  6. **Rule 155** Proxy voting. *Schedule 1 of the Act provides that an Association's constitution is to address whether members of an incorporated Association are entitled to vote by proxy at general meetings.*
  7. **Rule 171** must be completed by inserting therein the maximum number of persons who may be appointed as Patrons of the Club.

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## CONSTITUTION OF \_\_\_\_\_

*(Insert full name of Association above)*

1. There is hereby constituted a Canine Club with a Constitution and membership as herein provided which is herein called "the Association".

2. The name of the Association shall be \_\_\_\_\_

—

*(Insert full name of Association above)*

### 3. DEFINITIONS

|                               |   |
|-------------------------------|---|
| <b>Act</b>                    | refers to the Associations Incorporation Act (NSW) 2009   |
| <b>ANKC Ltd</b>               | Australian National Kennel Council Limited  |
| <b>Associate Member</b>       | In the case of an Obedience Training Association means a person who has been admitted as such a member or being a Junior Member attains the age of _____ years, and who:<br><br>(a) shall be eligible at any time after the expiration of three (3) months of the date of becoming such a member to apply to become a Member;<br><br>(b) shall not be entitled to hold office or to vote at a General Meeting of the Association but shall otherwise be entitled to enjoy all other privileges of membership. |
| <b>Application</b>            | for membership: includes application for re-admission to membership;  |
| <b>Association (The)</b>      | means the <i>(insert full name of Association)</i>  |
| <b>Authorised Signatories</b> | means the Public Officer, President, Secretary and Treasurer of the Association.  |
| <b>Body</b>                   | means where the context reasonably admits, a Club, Agricultural or other Society or Association, Company or Group of persons.   |
| <b>Constitution</b>           | means the Constitution for the time being of the Association.   |
| <b>Director-General</b>       | means:<br><br>(a) the Commissioner, NSW Fair Trading, Department of Finance and Services.<br><br>(b) if there is no such position in the Department, the Director-General of the Department   |
| <b>DOGS NSW</b>               | means the Royal New South Wales Canine Council Ltd  |
| <b>Dual Member</b>            | means one of any two members of the one family resident at the same address or one of any two of the persons who are partners in the conduct of a kennel having a kennel prefix in their joint names registered with DOGS NSW who has been admitted with the other of such persons as a Dual Member of the Association.   |

|  |   |
|--|---|
| <b>Exhibition</b>                              | includes a show, canine exhibition, canine parade, canine competition, canine display, retrieving trial, gundog utility field trial, gundog obedience trial, obedience trial, tracking trial, agility trial, contest, match, competitive dog sports or any other ANKC approved discipline.  |
| <b>Family member</b>                           | means any one of several members of one family resident at the same address.  |
| <b>Financial member</b>                        | means a member of the Association who shall not be in default in the payment of his or her annual subscription or any fees or other monies payable by him or her in accordance with the Constitution. Un-financial member shall have the opposite meaning.  |
| <b>Financial Year</b>                          | means the financial year of the Association which shall commence on the 1 <sup>st</sup> day of July each year and terminate on the 30 <sup>th</sup> day of June the following year.   |
| <b>Honorary Member or Honorary Life Member</b> | means a person who is not a member, who upon the recommendation of the Committee or upon a written nomination signed by not less than five Members is elected by a resolution passed in General Meeting by a majority of not less than three-fourths of the Members voting in person thereat as an Honorary 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 Canine Fancy or to the Association or for other good and sufficient reason and who need not comply with the provisions of Rule 7. |
| <b>Junior Member</b>                           | means a person over the age of twelve years and under the age of sixteen years who has been admitted as a member of the Association.  |
| <b>Life Member</b>                             | means a Member who has been admitted to the Association as a member for life, whether upon payment of a subscription or without payment of a subscription as may be determined by the Members from time to time.  |
| <b>Member</b>                                  | means a person who has been admitted to the Association as an Ordinary or Dual or Family or Life member of the Association and where the context otherwise so admits, shall include a person admitted to any other category of membership.  |
| <b>Member of the Committee</b>                 | where the context so admits shall be deemed to include the Office Bearers.  |
| <b>Objects</b>                                 | means the Objects as required by DOGS NSW in Rule 4.  |
| <b>Office</b>                                  | means the Office of the Association, and shall be a place as determined from time to time at which the records of the Association are to be kept.   |
| <b>Office Bearers</b>                          | means the President, the Vice-Presidents, Treasurer and Secretary for the time being of the Association.  |
| <b>Official Address</b>                        | means the residential residence of the Public Officer or Secretary.   |
| <b>Period of Membership</b>                    | in relation to a member, denotes the twelve months terminating at midnight on the 30th day of June each year for which such member is for the time being elected to membership of the Association or such portion of that term during which his membership continues.   |

|                                |  |
|--------------------------------|--|
| <b>Person</b>                  | where the context reasonably permits, includes an individual, a firm or partnership, a company or corporation, or any other legal entity.  |
| <b>Public Officer</b>          | means the person who is appointed as the Association’s public officer and until he is replaced by a person so appointed, includes the person who is nominated as the Association’s public officer in the Association’s application for registration.   |
| <b>Regulations</b>             | means the Associations Incorporation Regulations 2009.   |
| <b>Rule</b>                    | means a provision of the Constitution and where the context so admits, includes a paragraph or sub-paragraph thereof.  |
| <b>Secretary</b>               | (a) means the Honorary Secretary or Secretary of the Association, and where the context reasonably permits, includes the Assistant Secretary and any other person for the time being appointed by the Committee to exercise the functions of the Secretary<br><br>(b) if no such person holds that office - the public officer of the association. |
| <b>Special General Meeting</b> | means a general meeting of the association other than an annual general meeting.   |
| <b>Writing</b>                 | includes printing, facsimiles and emails and any other like recognised means of communication or of reproducing words in visible form.   |

- a). Words used in the Constitution and Regulations where the context reasonably permits shall have the same meaning as the definition thereof, as set forth in the Constitution and Regulations of DOGS NSW.
- b). All other provisions where the context reasonably permits shall have the same meaning as set forth in Associations Incorporation Act (NSW) 2009 and any Regulations made under that Act.
- c). Words importing the male gender shall, where the context reasonably permits, include the female and neuter gender and the singular number shall include the plural number.
- d). In this constitution:
  - (i) a reference to a function includes a reference to a power, authority and duty, and
  - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- e). 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.

## **OBJECTS**

4. The objects of the Association are:
- (a) to affiliate with DOGS NSW;
  - (b) to promote and encourage the breeding of pure bred dogs;
  - (c) to promote and raise the standards and exhibiting of dogs;
  - (d) to promote and encourage the holding and conduct of canine exhibitions, shows, competitive trials and dog sports;
  - (e) to foster, promote and protect the interests of exhibitors of dogs at exhibitions and shows;
  - (f) to collect, verify and publish information relating to dogs and the breeding and exhibition of dogs;
  - (g) 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 shows;
  - (h) to promote good fellowship and sportsmanship amongst members and those participating in or attending at exhibitions and shows;
  - (i) 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;
  - (j) to hold functions and lectures relating to dogs and to the objects of the Association generally;
  - (k) to make awards and donate prizes for competition at exhibitions and shows and for the competition by breeders and exhibitors of dogs;
  - (l) to foster relations with other Associations and bodies having similar aims;
  - (m) to promote and assist and to make contributions to canine veterinary research and other worthy canine causes;
  - (n) to invest the funds of the Association not immediately required in such manner as the Members shall determine;
  - (o) to carry on such other activities or promote or encourage 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 Association.

## **AFFILIATION WITH DOGS NSW**

5. The Members by a resolution passed in General Meeting by a majority of not less than three-fourths of the Members voting in person thereat may direct the Committee to apply for affiliation with DOGS NSW.
6. So long as the Association 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.



## MEMBERSHIP QUALIFICATION

7. The membership of the Association shall:-

### **For an All Breeds Club or General Dog Club:-**

Not less than 30 financial members having the right to vote at General Meetings of the Association providing that at all time:-

- (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;

### **For a Specialist Club or Semi Group Club:-**

Not less than 10 financial members having the right to vote at General Meetings of the Association providing that at all time, each of those 10 financial members are:-

- (i) a financial member of Dogs NSW or another State member Body; and
- (ii) the owner of a specimen of the breed registered on an ANKC Ltd National Register in respect of which the club is a specialist or semi group club. (07/16)

8. A person is qualified for membership of the Association if accepted under Rule 15.

## CLASSIFICATION OF MEMBERS

9. Membership of the Association shall be divided into the following categories: *(delete any of those below which do not apply)*

- (a) Member;
- (b) Dual Member;
- (c) Life Member;
- (d) Honorary Member;
- (e) Honorary Life Member;
- (f) Junior Member;
- (g) Family Member;
- (h) Associate Member

and every person elected to membership shall be and be deemed for all purposes to have agreed to be bound by the Constitution, Rules and Regulations for the time being in force of DOGS NSW and of the Association.

## REGISTER OF MEMBERS

- 10. 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.
- 11. 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.
- 12. 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.

13. 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 Association or other material relating to the Association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

#### **APPLICATION FOR MEMBERSHIP**

14. A nomination of a person for membership of the Association:
  - (a) must be made by two (2) members of the Association in writing on a form approved by the Association (example in Appendix 1), and
  - (b) must be lodged with the secretary of the Association.
15. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the first General Meeting of Members next succeeding its receipt, and if such applicant is approved by a resolution passed by a three-fourths majority of Members voting in person thereat, the applicant shall thereupon become a member of the Association, provided that he shall pay within fourteen days of the date of such meeting such entrance fee and subscription in respect of his category and period of membership or part thereof, as shall be determined from time to time.
16. Vacant
17. As soon as practicable after the General Meeting makes that determination, the secretary must notify the nominee, in writing, that the General Meeting approved or rejected the nomination (whichever is applicable).
18. The secretary must, on payment by the nominee of the amounts referred to in Rule 15 within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association. Upon the satisfactory completion of the foregoing the Secretary will ensure that each new member receives a copy of the current Association's Constitution as amended.
19. 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 his category of membership and upon payment of his annual subscription with such application shall be deemed for all purposes to have been re-elected as such a member.
20. A person elected to membership after the 31st day of December in any year upon payment of one-half of the prescribed annual subscription, applicable to the category of membership to which he is elected, shall be deemed to be a financial member for the remainder of the financial year.

#### **TERMINATION OF PERIOD OF MEMBERSHIP**

21. A Member shall cease ipso facto to be a Member of the Association:
  - (a) Upon the termination of his period of membership (whether by expiry or otherwise) unless he shall be re-admitted pursuant to Rule 19 as a member of the Association for a further period of membership;
  - (b) If he resigns by notice in writing addressed to the Secretary;
  - (c) if he shall die or become bankrupt or suspend payment or compound with his creditors or be convicted of a felony or misdemeanour;
  - (d) If he 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;

- (e) If his annual subscription for the forthcoming financial year has not been paid within three (3) months after the fee is due;
- (f) If pursuant to the Constitution, he shall be expelled from the Association;
- (g) If he is convicted of any offence relating to cruelty to animals or on indictment for an offence committed at an exhibition or of an offence committed at an exhibition, show or trial.

#### **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

22. A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

#### **FEES**

23. The members in 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. 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.

#### **PRIVILEGES OF MEMBERSHIP**

24. Subject to the restrictions and limitations prescribed by or pursuant to the Constitution, the privileges of a Member shall be:
- (a) the right to attend and vote at all General Meetings of the Association;
  - (b) to submit himself as a candidate for any Office of the Association;
  - (c) to receive any publication issued by the Association;
  - (d) to exhibit at any exhibition or show conducted by the Association and compete for prizes (including trophies) available for members of the Association.
25. A Junior Member , Honorary Member or Associate Member shall not be entitled to vote or to 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.

#### **MEMBERS LIABILITIES**

26. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or to the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 23.

#### **CONDUCT OF MEMBERS**

27. A Member of the Association shall strictly observe and act in conformity with the Constitution of the Association and of DOGS NSW and will uphold the honour of and use his best endeavours to further the Objects of the Association.

## **RESOLUTION OF DISPUTES**

28. A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
29. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
30. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **DISCIPLINING OF MEMBERS**

31. A complaint may be made to the committee by any person that a member of the Association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
32. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
33. If the committee decides to deal with the 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.
34. The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association 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.
35. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Rule 37.
36. The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within 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 Association confirms the resolution under Rule 41 whichever is the later.

## **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

37. A member may appeal to the Association in general meeting against a resolution of the committee under Rule 34 within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
38. 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 the appeal.
39. On receipt of a notice from a member under Rule 37, the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

40. At a general meeting of the Association convened under Rule 39:
- (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.
41. If at the General Meeting the Association passes by at least three quarters of members present, entitled to vote, a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
42. Any member so dealt with will have the right to appeal to the DOGS NSW Board of Directors.

## **THE COMMITTEE**

### **Constitution of the Committee**

43. The committee shall consist of at least four (4) members each of whom is aged 18 years or more and are to be residents of the State of New South Wales, comprising:
- (a) Office Bearers:
    - (i) President, for the time being of the Association, who, unless otherwise determined by the members, shall not hold office for more than three years in succession;
    - (ii) Vice President/s..... *(Insert number of)*
    - (iii) Treasurer
    - (iv) Secretary, and
  - (b) Up to ..... ordinary committee members. *(Insert number of)*
44. Vacant.
45. Office bearers must be a Member or Associate Member of DOGS NSW.

### **Functions of the Committee**

46. The Committee:
- (a) is subject to the Act and to any resolution passed by the Association in General Meeting
  - (b) will control and manage the affairs of the Association
  - (c) may exercise all such functions as may be exercised by the Association other than those functions that are required by the Constitution to be exercised by a general meeting of Members of the Association
  - (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 Association.
  - (e) Notwithstanding the foregoing, the Members in General Meeting by resolution passed; may overrule a decision of the Committee, except a decision of the Committee to pay any account payable by the Association, 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 decisions at its next meeting and make its further recommendation to the Members at the next General Meeting thereof.

### **Election or appointment of Committee members**

47. The Committee (including Office Bearers) shall be elected annually at the Annual General Meeting of the Association and shall take office at the close of the Annual General Meeting at which they are

elected pursuant to Rule 120.

### **Terms of Office of Committee members**

48. The term of office shall be for a period of 12 months until the conclusion of the Annual General Meeting following the date of the Member's election, but is eligible for re-election for a further 12 month term.
49. Within 14 days after vacating office, a former committee member of an Association must ensure that all documents or other property in his possession that belong to the Association are delivered to the Public Officer for delivery to his successor. Failure to do so may constitute an offence under the Act.

### **Grounds on which or reasons for which the office of Committee members is to become vacant**

50. In the event of a casual vacancy occurring, the Committee may appoint a member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to this Constitution, until the conclusion of the next Annual General Meeting.
51. Resignations from committee members must be in writing.
52. In the event of a committee member failing to attend three (3) consecutive meetings without leave of the Committee, that Member shall cease to be a Member of the Committee and if an Office Bearer shall cease to hold his office.

### **Meetings procedure and Quorum of the Committee**

53. Meetings of the Committee shall be held at such place and at such time as the Committee from time to time determines.
54. The Secretary shall call a meeting of the Committee whenever requested to do so by the President or any member of the Committee.
55. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Member of the Committee at least 48 hours (or such other period as may be agreed upon by a majority of the members of the committee) before the time appointed for holding the meeting.
56. Notice of a meeting given under Rule 53 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
57. The quorum of the Committee shall be not less than one-half of the Members of the Committee present.
58. No business shall be transacted unless a quorum is present and if within 30 minutes of the time appointed for the meeting a quorum is not present, the meeting stands adjourned.
59. A committee meeting may be held at two (2) or more venues using any technology that gives each of the committee members a reasonable opportunity to participate
60. The Secretary or his representative shall attend all meetings of the Committee. The Minutes of such meetings, signed by the chairman, shall be accepted as sufficient evidence of the proceedings of such meeting.
61. Questions arising at a meeting of the Committee shall be determined by a majority of the votes of the Committee.
62. The President, or in his absence, the Vice President, or a member of the Committee elected by the members present in person, shall be the chairman of a meeting of the Committee.
63. A Member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested or in respect of any matter arising from that and if he does vote, his vote shall not be counted.

64. 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 of a Sub-Committee notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Committee or of a 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.
65. 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 Resolution may consist of several documents in like form each signed by one or more Members of the Committee.

#### **Delegation by Committee to Sub-committee**

66. On the recommendation of the Committee or upon a motion of a Member, the Members in General Meeting may at any time and from time to time appoint a Sub-Committee from amongst the Members of the Committee or the Members for such purpose and with authority to exercise such powers and duties as the Committee in its discretion may recommend and the Members thereof shall hold office during the pleasure of the Members.
67. The Members as aforesaid may by resolution remove from Office a Member of a Sub-Committee and may in like manner appoint another eligible person in his stead.
68. The quorum for a Sub-Committee shall be such number thereof as shall be determined by the Members at the time of its election who may in like manner appoint a Chairman thereof provided that if a Chairman is not so appointed or is absent or unwilling to act, the Members of the Sub-Committee shall appoint one of their number to be Chairman.
69. Any such Sub-Committee may be empowered to exercise the powers and duties committed to it for a term extending beyond the term of office of the Committee recommending it, provided that such extended term is ratified by the Members in General meeting.
70. Subject to the consent of the Members any such Sub-Committee may co-opt additional Members to assist in its duties.
71. A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
72. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
73. Despite any delegation under this Rule, the committee may continue to exercise any function delegated.
74. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the committee.
75. The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
76. A sub-committee may meet and adjourn as it thinks proper.

## **Voting and Decisions**

77. 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.
78. 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.
79. Subject to Rule 58, the committee may act despite any vacancy on the committee.
80. 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.

## **Election of Officer Bearers and Committee**

81. The Office Bearers and the Members of the Committee shall be elected annually at the Annual General Meeting and shall take office at the close of the Annual General Meeting at which they are elected.
82. Nomination of Members proposed as Office Bearers or as Members of the Committee shall be made in writing to the Secretary at least 21 days before the date of the Annual General Meeting and shall be signed by at least one Member and the nominee.
83. Any member desirous of voting by mail shall register such desire with the Secretary at least twenty-one (21) days before the date of the Annual General Meeting. Such registration shall be accepted by the Secretary if in writing, signed by the member registering and if a stamped and addressed envelope to that member is enclosed with such notification. A member who has so registered shall be called a "Postal Voting Member".
84. A list of all such nominations shall be sent to each of the Postal Voting Members at least fourteen days prior to the holding of the Annual General Meeting. Such list shall contain in respect of a retiring Member of the Committee whose name appears thereon the number of such meetings held during the preceding year, and the number thereof, which he attended, whilst he was a Member of the Committee.
85. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed elected and further nominations shall be received at the Annual General Meeting.
86. If insufficient further nominations are received any vacant positions remaining on the Committee, shall be deemed to be casual vacancies.
87. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
88. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
89. The ballot for the election of office-bearers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
90. If there be not a nomination for the Office of President or Vice-President, or if a Member nominated for such office declares at the Annual General Meeting verbally or in writing that he is unwilling to stand for that Office, or if the number of Members required for election as Members of the Committee are not nominated, the members may propose and second orally at the Annual General Meeting, sufficient Members to fill any such Office.



91. If there be more than the required number of Members nominated for the election to any office, an election by ballot shall take place, but if there be only the requisite number, the Chairman shall declare those nominated to be duly elected.

92. If the election of the Office Bearers and Members of the Committee shall be by ballot, the list of nominations sent to Postal Voting Members as aforesaid shall constitute a voting paper for such Postal Voting Members and shall indicate by an asterisk and footnote those members eligible for re-election. The Secretary shall initial and number consecutively the top right hand corner of the ballot paper and keep a true record of the number of ballot papers issued.
93. For the purpose of the ballot, a Returning Officer and not less than two scrutineers shall be appointed by the Members at, and as the first business of, the Annual General Meeting. Upon the appointment of the Returning Officer and scrutineers, the Secretary shall hand to the Returning Officer a list of the members of the Association 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 endorsed and 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 votes of that member shall not be counted.
94. A voting paper shall be prepared by the Secretary with the names of the candidates listed thereon in alphabetical order which shall be posted to each Postal Voting Member in the stamped and addressed envelope referred to in Rule 83 not later than fourteen days prior to the date of the Annual General Meeting. At the Annual General Meeting, the Secretary shall hand a voting paper to each other Member present.
95. (a) Each Postal Voting Member wishing to participate in the ballot shall strike out from the voting paper all names except the names of the candidates for whom he wishes to vote and shall insert the voting paper only and without any other matter in and endorse his name on the inside of the flap of the envelope forwarded by the Secretary for that purpose and return such envelope properly sealed so as to arrive at the Association's office not later than 5.00 p.m. (which shall be the time of the closing of the postal ballot) of the day appointed for the holding of the Annual General Meeting at which the result of the ballot is to be declared as hereinafter provided.  
(b) Each other member wishing to participate in the ballot shall vote in the same manner and thereupon hand his voting paper to the Returning Officer.
96. Forthwith after the appointment of the Returning Officer and the scrutineers, the Returning Officer shall count or cause to be counted by the said scrutineers the votes as recorded on the voting papers so received at the Association's Office. Such votes shall be counted in the presence of the President or of one of the Vice-Presidents and of any person or persons standing for election who may attend.
97. The Returning Officer shall declare the result of the ballot immediately after the votes have been counted, and announce the number of votes polled by each candidate, and 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 who shall keep the same for a period of 90 days from the date of the Meeting.
98. If any question shall arise as to the validity or invalidity of a voting paper, or 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.

## **Removal of a Member of the Committee**

99. Members in a General Meeting may by resolution remove a Member of the Committee from the office of Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
100. Where a Member of the Committee to whom a proposed resolution referred to in Rule 99 relates makes representations in writing to the President, or the Vice President, if the resolution refers to the President (not exceeding reasonable length) and requests that the representations be notified to members of the Association, the President or Vice President may send a copy of the representations to each member of the Association or, if they are not sent, the member is entitled to require that the representations be read out at a meeting at which the resolution is considered.

## **Duties of Secretary**

101. The Secretary of the Association shall exercise and perform all usual secretarial functions and in particular:
- (a) must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
  - (b) It is the duty of the secretary to keep minutes of:
    - (i) all appointments of office-bearers and members of the committee, and
    - (ii) the names of members of the committee present at a committee meeting or a general meeting, and
    - (iii) all proceedings at committee meetings and general meetings.
  - (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
  - (d) Maintain the Register of Members
  - (e) Ensure that copies of all required documentation is provided to the Public Officer for official reporting under the Act
  - (f) a complete record of awards made at all exhibitions and shows conducted by the Association.
  - (g) a register of the persons who are appointed by the Members as Judges;

## **Duties of Treasurer**

102. The Treasurer shall ensure that:
- (a) all payments authorised by the Association are made; and
  - (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
  - (c) a true inventory of all property of the Association is kept.
  - (d) financial records are prepared according to Australian Accounting Standards.
  - (e) financial records are audited according to Australian Auditing Standards
  - (f) a summary in the approved form of the Association's financial affairs, financial statements, and auditor's report for the previous financial year is provided to the Public Officer for lodgement with the Director-General within one month following the Annual General Meeting.
  - (g) all money due to the Association is collected and received.
  - (h) funds of the Association are managed in accordance with Rules 162, 163, 164 and 165.

## **APPOINTMENT OF PUBLIC OFFICER**

103. The Association must appoint a Public Officer at each Annual General Meeting.
104. The Public Officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
105. The position of Public Officer may, but need not be, held by a Committee Member.
106. The Public Officer's acts are valid despite any defect in his appointment.
107. Within 28 days after taking office as the Association'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 Association.
108. If there is any change in the address of the Public Officer of the Association, the Public Officer must notify the Director-General in the approved form, of the new address, within 28 days after the change occurs.

## **VACANCY OF PUBLIC OFFICER**

109. An Association's Public Officer vacates office in the following circumstances:
  - (a) if he dies;
  - (b) if he resigns the office in writing addressed to the Association's Committee;
  - (c) if he is removed from office by resolution of a general meeting of the Association;
  - (d) if he 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 he becomes a mentally incapacitated person;
  - (f) if he ceases to ordinarily reside in New South Wales;
  - (g) in such other circumstances as the Constitution of the Association may provide.
110. Within 14 days after vacating office, a former public officer of the Association must ensure that all documents in his or her possession that belong to the Association are delivered to a Committee member of the Association.
111. The Association's Committee must fill any vacancy in the office of Public Officer within 28 days after the vacancy arises.

## **REGISTER OF COMMITTEE MEMBERS**

112. An Association must keep a register of committee members in accordance with this section.
113. The register must contain the following particulars in relation to each committee member:
  - (a) the committee member's name, date of birth and residential address,
  - (b) the date on which the committee member takes office,
  - (c) the date on which the committee member vacates office,
  - (d) such other particulars as may be prescribed by the regulations.
114. The register must be kept in New South Wales:
  - (a) at the main premises of the Association, or
  - (b) if the Association has no premises, at the Association's official address.

115. Any change in the committee's membership must be recorded in the register within one month after the change occurs.
116. The register must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

## **MEETINGS**

### **Annual General Meetings - holding of**

117. The Association must hold its first annual general meeting within 18 months after its registration under the Act.
118. The Association must hold its annual general meetings:
  - (a) within 3 months after the close of the Association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **Annual General Meetings - calling of and business at**

119. The annual general meeting of the Association is, subject to the Act and to Rule 118, to be convened on such date and at such place and time as the committee thinks fit.
120. 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 Association during the last preceding financial year,
  - (c) to elect office-bearers of the Association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under 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 days prior to the date of such meeting.
121. An annual general meeting must be specified as such in the notice convening it.

### **Special General Meetings - calling of**

122. A special General Meeting shall be convened by the Secretary at the direction of the President or of the Committee or on the written request of five Members.
123. The committee must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the Association.
124. 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.

125. 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.
126. A special general meeting convened by a member or members as referred to in Rule 125 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

### **General Meeting of Members**

127. An ordinary General Meeting of the Association shall be held upon such day and at such time and at such place as the Members at their preceding meeting shall determine or if not so determined as shall be convened pursuant to the Constitution.
128. The business of 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 receive the reports of the Committee, the Secretary and the Treasurer and any other such reports as may be required to be given;
  - (e) to receive the reports of Sub-Committees;
  - (f) to elect new Members;
  - (g) to consider and deal with business deferred from the previous meeting;
  - (h) to consider and deal with motions of which due notice has been given;
  - (i) to consider and deal with correspondence received since the previous General Meeting;
  - (j) to receive notices of motions;
  - (k) to consider and deal with motions of which notice has not been given;
  - (l) to hear through the Chairman's answers to questions from Members and where appropriate, to deal with the subject matter thereof;

### **Notice**

129. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. The signature to any such notice may be written, stamped, impressed, typed or printed. Every such Meeting shall commence not later than 8.00 p.m.
130. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, 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 Rule 129, the intention to propose the resolution as a special resolution.
131. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 120.
132. 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 receipt of the notice from the member.

133. Notice of a General Meeting shall be deemed to have been given to each Member if it is published in the Association's Newsletter or Journal provided that such publication is made and despatched to the Members at least 14 days prior to such meeting. Provided that with the sanction of a General Meeting one notice containing the particulars required by Rule 129 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 or at such other time of the Financial Year in respect of future General Meetings in that year as a General Meeting may direct. Provided further that a copy of a notice of a motion received in writing from a Member shall be sent by the Secretary to each Member within the time aforesaid of the General Meeting at which the same is to be dealt with. A notice sent to one of a Dual Membership shall be deemed for all purposes to have been notice given to each of such Members.
134. The accidental omission to give notice to a Member or if a Member shall fail to receive a notice sent as aforesaid, shall not invalidate a General Meeting.
135. A notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted. In proving such service, a certificate signed by the Secretary that the letter, envelope or wrapper was properly addressed, postage pre-paid and put into the Post Office or a receptacle provided by Australia Post for the purpose of posting letters, shall be conclusive evidence thereof.

#### **Quorum for General Meetings**

136. 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.
137. Five members present (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.
138. 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 written notice to members given before the day to which the meeting is adjourned) at the same place.
139. 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) are to constitute a quorum.

#### **Presiding Member**

140. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
141. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

#### **Adjournment**

142. 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.
143. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

144. Except as provided in Rules 142 and 143, 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.
145. If at a General Meeting or at a Committee or Sub-Committee meeting a quorum shall not be present after the lapse of fifteen minutes from the appointed time thereof, the Meeting shall thereupon lapse.
146. A General Meeting of Members or a meeting of Members of a Committee or of a Sub-Committee shall have the power to adjourn its proceedings from time to time for any period not exceeding at any one time, one month.

#### **Making of Decisions**

147. A question arising at a general meeting of the Association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
148. 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 Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
149. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### **Voting**

150. On any question arising at a general meeting of the Association a member has one vote only.
151. 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.
152. A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
153. A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.
154. At meetings of Members or of the Committee or of a Sub-Committee the mode of voting shall in the first instance be by a show of hands, or if required by any Member by an actual division or by ballot and the Chairman shall have an ordinary and in the case of equality also a casting vote and all questions shall be decided by the majority of votes of the Members voting in person at any such meeting provided that on a resolution relating to the election of the Office Bearers or of the Members of the Committee or relating to the expulsion of Members, the foregoing shall not apply and in lieu thereof votes shall be taken in accordance with the relevant Rules of the Constitution (see Rule 15 and 176).

#### **Proxy Votes not permitted**

155. Proxy voting must not be undertaken at or in respect of a general meeting.

*Note: Schedule 1 of the Act provides that an Association's constitution is to address whether members of an incorporated Association are entitled to vote by proxy at general meetings.*



## PROCEDURE AT MEETINGS

156. The Chairman of a General Meeting or of the Committee or of a Sub-Committee:

- (a) shall conduct the meeting in accordance with the Rules governing any such meeting and with the law and accepted practice relating thereof;
- (b) shall make himself familiar with such Rules and the law and accepted practice relating thereof;
- (c) shall be bound by the Rules and Regulations made pursuant thereto and shall ensure that the meeting at all times conforms thereto and shall administer the same fairly and impartially;
- (d) shall at all times endeavour to be concise in his statements to the meeting and be fair when summing up points at issue or as have been or are the subject of debate and to speak clearly so as to be heard by the Members;
- (e) provided that a quorum is then present or if not, then as soon as a quorum is present within the allowed time, shall declare the meeting open at the hour appointed;
- (f) if a quorum is not present as aforesaid, or if during the meeting there shall cease to be a quorum, shall adjourn the meeting or declare that it has lapsed as may be required by the Rules or Regulations;
- (g) shall introduce the items of business in the 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;
- (h) shall close the meeting promptly at the completion of the business to be transacted thereat, or unless the Members shall otherwise determine, at the time appointed;
- (i) shall not be entitled to take the Chair upon his late arrival at a meeting if some other person has been elected Chairman, due to his absence unless such Chairman as an act of courtesy, resigns from such position;
- (j) shall not be required to accept a motion of no confidence in the Chair or that the Chairman leave the Chair provided that, except when the President is in the Chair, a Member may move that a Member who shall be named and who shall consent thereto take the Chair for the meeting, and if carried, the Chairman shall forthwith vacate the Chair and such Member shall become the Chairman for the remainder of the meeting; a Member may propose or second himself as Chairman and may vote for himself;
- (k) shall call upon a Member by his name to speak and shall alone determine the order of speakers;
- (l) shall not permit discussion of any subject matter unless there is a motion thereon before the meeting and shall forthwith terminate all irrelevant discussion;
- (m) shall ensure that the decision of the meeting is properly ascertained in respect of any question before it and subject to the Rules shall give to the Members sufficient opportunity to express their opposing views;
- (n) shall determine whether a motion or an amendment thereof falls within the terms of the notice of the meeting or of a written Notice of Motion, and shall not rule out of order a Motion which is within the competence of the meeting when all the conditions incidental to the submission of the matter to the meeting have been observed;
- (o) if a poll is demanded may determine the time and manner of taking it and if it is not possible to take such poll during the course of the meeting, may adjourn the meeting for such purpose and may order a poll to be taken although the meeting desires voting by a show of hands;
- (p) shall enter or cause to be entered in the Minute Book the result of a poll and such entry shall be prima facie evidence of the result thereof;

- (q) where the voting is by show of hands, may require another vote although he has previously declared the result.

157. A Member present at a meeting:

- (a) shall not address a meeting without first being called upon so to do by the Chairman;
- (b) desirous of moving a motion or an amendment to a motion or of taking part in discussion shall rise and when called upon to speak shall address the meeting through the Chairman;
- (c) proposing a motion or an amendment to a motion, shall state its nature before so addressing the meeting;
- (d) shall resume his seat immediately upon the conclusion of his remarks or if the Chairman rises or proceeds to speak or when called upon by the Chairman so to do;
- (e) shall not discuss or challenge a decision of the Chairman on a point of order and shall not move a motion of disagreement with, or which would have the effect of altering any such decision;
- (f) shall not interrupt a speaker unless moving a motion on a point of order whereupon the speaker shall resume his seat whilst the Member so moving is heard and the point of order determined whereupon if the decision is in his favour, the speaker may proceed with his subject;
- (g) may at any time rise and address the Chairman on a point of order, but shall at once state so and confine his remarks to the point of order raised; a point of order shall be taken immediately it is raised;
- (h) shall not speak more than once on a motion, except the mover thereof.
- (i) 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 has authorised some other Member to move it on his behalf.
- (j) A motion may be moved or seconded by the Chairman or by a Member.
- (k) Upon a motion being moved and seconded, the Chairman shall allow debate thereon as prescribed by the Rules and at the close of such debate shall put the motion to the meeting.
- (l) Shall become a resolution of the meeting and recorded accordingly.
- (m) The mover or seconder of a motion may not move or second an amendment to it, but shall be entitled to speak upon any amendment and to vote in favour of it.
- (n) When notice of a motion has been given in writing, an amendment thereto shall not be moved unless notice of such amendment has been given in writing. Provided that the meeting by a resolution passed by a simple majority of the Members voting in person thereat may consent to a motion of amendment moved verbally at the meeting.
- (o) A motion for amendment shall not be accepted by the Chairman which is or tends to be or would have the effect of being a negative of the motion intended to be amended.
- (p) 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.
- (q) 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 the Members.
- (r) The mover of a motion of amendment shall not have the right to reply after the debate thereon.
- (s) A motion for amendment shall be put to the meeting before the original motion is put.
- (t) Motions for 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.

- (u) Except when another Member is speaking, a Member who has not moved or seconded or spoken on a motion then before the meeting or on a proposed amendment thereto, may move at any time that the meeting proceed to the next business and such motion shall not be amended but shall be immediately put to the vote without speech or discussion. If carried the matter then before the meeting shall be disposed of for that meeting and the meeting shall proceed to the next business. If not carried, 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.

158. Subject always to the Constitution, Members In General Meeting by resolution passed by a simple majority and voting in person may make regulations and may from time to time amend such Rules by variation, deletion or addition as they shall think fit in respect of:

- (a) nominations of Members;
- (b) the conducting of ballots;
- (c) the holding and conducting of Shows and exhibitions by the Association;
- (d) the granting of awards and prizes at such Shows or exhibitions;
- (e) the manner and procedure dealing with protests and objections made at Shows or exhibitions;
- (f) Meetings of Members and of Committees;
- (g) the publication of a Newsletter or Journal.

159. The Rules shall be read and construed subject to the provisions for the time being of the Constitution and of the Rules of the DOGS NSW.

## **MISCELLANEOUS**

### **Insurance**

160. The Association may effect and maintain insurance.

### **Funds - Source**

161. The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.

162. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

163. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **Funds - Management**

164. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.

165. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Association, being members or employees authorised to do so by the committee.

### **Show Secretary**

166. The Members may appoint a Show Secretary and his duties shall be determined by the Members in General Meeting. Provided that the Show Secretary shall keep in lieu of the Secretary the Register and records requested to be kept pursuant to Rules 101 (f) and (g) respectively.

### **Publicity Officer**

167. The Members may appoint a Publicity Officer who shall adopt the editorial policy of DOGS NSW and his duties shall be determined by the Members in General Meeting.

### **Audit and Auditor**

168. The Members at the Annual General Meeting shall appoint each year a duly qualified Auditor to be the Auditor of the Association 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.

169. Notice of the nomination of any person other than a Retiring Auditor for appointment as Auditor shall be given to the Members not less than fourteen days before the Annual General Meeting at which the appointment of Auditor is to be made.

170. A person shall not be appointed or act as Auditor of the Association:

(a) if he is not a registered Auditor as defined by the Companies Act, 1961, of the State of New South Wales;

(b) if he is an Office Bearer or a Member of the Committee or an employee of the Association.

### **Patron**

171. The Members at the Annual General Meeting may elect until otherwise determined by them not more than ..... persons to be Patrons of the Association 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 Association and by invitation of the President to address the Members thereat, but unless he is a Member he shall not be entitled to enter into debate on any matter before the meeting or vote thereat.

### **Association Journal**

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

### **Shows**

173. The Association may conduct from time to time (either alone or in conjunction with another Association or Body) in accordance with the Rules and Regulations for the time being in force of DOGS NSW, exhibitions and shows.

### **Judges**

174. 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 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 Shows for which such Judges are to be appointed.

### **Change of Name, Objects and Constitution**

175. An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **Alterations to Constitution**

176. An amendment of or an addition to the Rules shall not be made except by a special resolution passed at a General Meeting by a majority of not less than three-fourths of the Members voting in person thereat.
177. Notice of a proposed amendment of or addition to the Rules shall be posted by the Secretary to each Member in accordance with Rule 130.
178. An amendment to any such proposal (except to the wording and not the substance thereof) shall not be entertained unless notice thereof shall have been given in writing to the Secretary at least fourteen days before such meeting and the consent of DOGS NSW as aforesaid is first obtained to such amendment. The Secretary shall give notice to each Member of any such amendment forthwith upon receipt of such consent.

### **Custody of Books etc**

179. Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **Inspection of Books etc**

180. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
- (a) records, books and other financial documents of the Association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Association.
181. A member of the Association may obtain a copy of any of the documents referred to in Rule 180 on payment of a fee of not more than \$1 for each page copied.

### **Lodgement of Documents**

182. The Public Officer must lodge the following documents with the Director General:

- (a) a summary in the approved form of the Association's financial affairs for the previous financial year;
  - (i) the Association's financial statements for that year
  - (ii) the auditor's report for those statements
  - (iii) a document setting out the terms of any resolution passed at the Association's annual general meeting in connection with the documents referred to in Rule 182 (i) and (ii) above.
- (b) the documents must be lodged within one (1) month of the annual general meeting of the current financial year;
  - (i) the prescribed fee must be paid
  - (ii) the documents are taken not to be lodged if the prescribed fee is not paid

183. A member of the Association may obtain a copy of any of the documents referred to in Rule 182 on payment of a fee of not more than \$1 for each page copied.

### **Execution of Documents**

184. The Association may execute a document without using a common seal if the document is signed by two (2) of its authorised signatories.

### **Service of Notices**

185. For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

186. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (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 facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **Financial Year**

187. The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

*Note: Schedule 1 of the Act provides that an Association's constitution is to address the Association's financial year.*

### **Trustees**

188. The Members in General Meeting shall appoint not less than three Trustees and until otherwise determined, the President, Secretary and Treasurer for the time being in office shall be the Trustees and shall hold all property of the Association real and personal on behalf of the Members. A trustee in like manner may be removed at any time and from time and another person appointed in his stead.

### **Property**

189. The property assets and income of the Association whencesoever derived shall be applied towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend bonus or otherwise by way of profit to Members of the Association provided however that nothing herein contained shall prevent the payment in good faith of any remuneration to an Officer or employee of the Association or to a Member in return for services actually rendered nor prevent the payment of interest on monies borrowed by the Association from any Member nor prevent the giving or presentation of prizes, trophies or prize money at an exhibition or show conducted by the Association or at a recognised show conducted by another Association or body.

### **Winding Up**

190. If for any reason the Association cannot continue to function as an Association under the Act, it shall be wound up according to the provisions of the Act and as an Affiliate of DOGS NSW; it shall make application to DOGS NSW for permission to wind up in accordance with the Regulations of DOGS NSW for the time being in force.

**END**

**EXAMPLE ONLY**

**Application for membership of Association**

[Rule 14]

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

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[name of Association]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I,

---

[full name of applicant]

of

---

[address]

---

[occupation]

hereby apply to become a member of the above named Incorporated Association. In the event of my admission as a member, I agree to be bound by the Constitution of the Association for the time being in force.

---

*Signature of applicant*

Date

I,

---

[full name]

a member of the Association, nominate the applicant for membership of the Association.

---

*Signature of proposer*

Date

I,

---

[full name]

a member of the Association, second the nomination of the applicant for membership of the Association.

---

*Signature of seconder*

Date