

**AGENDA** for the Annual General Meeting of Members to be held Wednesday 3 November 2021 at 7.30pm in the Amenities Building, The Bill Spilstead Complex for Canine Affairs, 44 Luddenham Road, Orchard Hills.

**1. PRESENT**

**2. APOLOGIES**

**3. CONFIRMATION OF THE MINUTES**

Confirmation of the Minutes of the Annual General Meeting of Members held 30 November 2020, published in the April 2021 Gazette.

**4. CHAIRMAN'S REPORT**

**5. CONSIDERATION OF SECRETARY'S REPORT**

**6. CONSIDERATION OF DIRECTORS' REPORTS**

**7. CONSIDERATION OF FINANCIAL REPORT – FOR THE YEAR-END 30 JUNE 2021**

**8. NOTICES OF MOTION**

**8.1 T Couchman (2000722430) to move by Special Resolution:-**

**THAT** in accordance with Article 32(a) of the Constitution of the Royal New South Wales Canine Council Limited, the Members of DOGS NSW agree by Special Resolution that the boundaries of the Northern Region and the Hunter Region as set out in Regulations Part IX – Electoral Regions, be varied in accordance with the detail set out below:-

**THAT** the part of the Mid Coast Council Local Government Area that was formerly known as Greater Taree City Council, be moved from the DOGS NSW Northern Region into the DOGS NSW Hunter Region.

**RATIONALE:**

The Electoral Regions, as currently set out in the Regulations, are based entirely on Local Government Areas. The Company's Constitution in Article 32 requires that any attempt to change the Region boundaries be approved by the Members in General Meeting which is the reason for this motion.

Although Council mergers which have occurred in recent years have not yet been corrected by the Board of Directors in Regulations Part IX, all current Region boundaries in those Regulations continue to contain whole LGA areas with the one exception that what is now the Mid Coast Council area is divided between the two Regions of Northern & Hunter with what was Greater Taree Council area being in the Northern Region and what was Gloucester and Great Lakes Shire areas being in the Hunter Region.

It is appropriate that this anomaly be corrected so that all individual LGA's are correctly allocated to a single Electoral Region.

As the Hunter Region has a lower per member Director representation than the Northern Region, it is appropriate that the shift be made from the Northern to the Hunter, rather than the reverse.

I commend the members to make this change.

**8.2 C Rafton (2000121100) to move by Special Resolution:-**

**THAT** the RNSWCC Articles of Association, Part III – The Board of Directors: Election of Board of Directors, Article 32(b), and Powers of the Board of Directors, Article 28(b), which currently read:-

**PART III - THE BOARD OF DIRECTORS**  
**Election of Board of Directors**

32(b) *The regions, the component parts of which appear in the Regulations and their entitlement to representation on the Board of Directors shall be:*

<i>Metropolitan Region</i>	<i>8 Representatives</i>
<i>Illawarra and South Eastern Region</i>	<i>2 Representatives</i>
<i>Hunter Region</i>	<i>2 Representatives</i>
<i>Western Region</i>	<i>1 Representative</i>
<i>Northern Region</i>	<i>1 Representative</i>
<i>Southern Region</i>	<i>1 Representative</i>

**AND**

**PART III - THE BOARD OF DIRECTORS**  
**Powers of the Board of Directors**

28(b) *The Board of Directors shall consist of not less than 3 persons and not more than 15 persons.*

**Be amended to read:-**

**PART III - THE BOARD OF DIRECTORS**  
**Election of Board of Directors**

32(b) *The regions, the component parts of which appear in the Regulations and their entitlement to representation on the Board of Directors shall be:*

<i>Metropolitan Region</i>	<del>8</del> <b>6 Representatives (11/21)</b>
<i>Illawarra and South Eastern Region</i>	<i>2 Representatives</i>
<i>Hunter Region</i>	<i>2 Representatives</i>
<i>Western Region</i>	<i>1 Representative</i>
<i>Northern Region</i>	<i>1 Representative</i>
<i>Southern Region</i>	<i>1 Representative</i>

**AND**

**PART III - THE BOARD OF DIRECTORS**

**Powers of the Board of Directors**

- 28(b) The Board of Directors shall consist of not less than 3 persons and not more than ~~15~~ 13 persons. (11/21)

**RATIONALE:**

*The intent of this motion affects two (2) Articles:-*

- *the first: to reduce the number of Representatives as Directors of the Company by two (2) for the Metropolitan area; and*
- *the second: to reduce the number of maximum Representatives that can be Directors by that same number of the two (2) Metropolitan Representatives.*

*At the moment, every annual election for the Board of Directors has a total of five (5) Directors for a three (3) year term. The specifics of the Regions and the number of Director/s each particular year is not stated in the Articles, therefore, not mandatory and as it is now, 2022 has all five (5) for the Metropolitan Region alone.*

*Regional representation on the Board has been discussed at AGMs, and elsewhere, over the years and it could be argued that we need an actual determination of the number of members for all Regions to get the correct totals. Regardless, there is not over 50% of the total membership resident in the Metropolitan Region, as it was decades ago. The reduction of the total number from 15 to 13 could also be argued to be not only more manageable as a total number of Directors but, more so, far more proportionately fair.*

*Consequently, Article 28(b) also needs to be amended in line with the reduction to the now reduced total number of Directors.*

**8.3 C Rafton (2000121100) to move by Special Resolution:-**

**THAT** the RNSWCC Articles of Association, Part III – The Board of Directors: Meetings and Quorum, Article 45(e), which currently reads:-

**PART III - THE BOARD OF DIRECTORS**

**Meetings and Quorum**

- 45(e) *Any 10 Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If, in the event of casual vacancies, the number of Directors is not sufficient to constitute a quorum, the remaining Directors may act but only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum.*

**Be amended to read:-**

**PART III - THE BOARD OF DIRECTORS**

**Meetings and Quorum**

- 45(e) *Any ~~10~~ 8 Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If, in the event of casual vacancies, the number of Directors is not sufficient to constitute a quorum, the remaining Directors may act but only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum. (11/21)*

**RATIONALE:**

*This is required regarding the mandatory minimum number to be present for meetings to proceed, and decisions to be ratified. We have, on a few occasions, had apologies from five (5) of the 15 Directors. If the current number of 10 remains from the now reduced number of 13, it will/could result in those attending not being able to proceed due to a lack of a quorum, due to apologies or if the meeting is called to deal with business which precludes the attendance of Director/s due to a conflict of interest.*

**8.4 L Brand (2000230000) to move by Special Resolution:-**

**THAT** the RNSWCC Articles of Association, Part III - The Board of Directors: Chairman and Deputy Chairmen, Article 39, be amended to include a new Article, numbered 39A to read:-

- 39A At the conclusion of the annual general meeting, or a soon thereafter as may be practicable, the Board of Directors shall, subject to Article 39, elect from amongst their number or the membership or other suitably qualified person as Chairman for each Committee but no one person shall hold more than one position as the Chair of a Committee at any one time. **(11/21)**

**RATIONALE:**

*Few Directors hold too many Chair positions. This new Article allows for full attention to the one area of concern and, further, allows more individual and specialist attention to each Committee's needs. It shares the responsibility more evenly and more inclusively of not only members of the Board but also opening up for more diversity of using our membership base of knowledge/specialised areas of experience. It alleviates the work load of one person being responsible for too many areas.*

**8.5 A Khamis (2100041311) to move by Special Resolution:-**

**THAT** the RNSWCC Articles of Association, Part II-Membership: Cessation of Membership, Clause 10(d) which currently reads as follows:-

10. A person shall cease ipso facto to be a member of RNSWCC:  
(d) If the annual subscription for the forthcoming membership year payable pursuant to Article 14 has not been paid within 30 days of the end of the previous membership year; **(11/17)**

**Be amended to read:-**

10. A person shall cease ipso facto to be a member of RNSWCC:  
(d) If the annual subscription for the forthcoming membership year payable pursuant to Article 14 has not been paid **by 30 June of each year** ~~within 30 days of the end of the previous membership year;~~ **(11/21)**

**RATIONALE:**

*RNSWCC Articles of Association, Article 10(d) currently allows 30 days from 1 July each year for a member to renew their membership. As the Office now allows three (3) months' notice for renewals, it is considered this is sufficient notice to allow members to renew and would allow for a more precise calculation of members eligible to vote in elections. Further, it should be noted that, as a consequence of the above amendment to the Articles, if the membership rolls to unfinancial on 1 July, the member will be required to take out new membership with DOGS NSW.*

**8.6 N Hammond (2100054230) to move:-**

**THAT** DOGS NSW Regulations Part I-The Register & Registration, Clause 2.15, which currently reads:-

- 2.15 DOGS NSW may defer its processing of any transaction concerning a dog or prefix owned or part-owned by a Member who is the subject of an Inquiry or Investigation instituted or carried out pursuant to the Regulations, or who is the Defendant in any court proceedings the subject matter of which relates to the keeping of animals, pending the outcome and conclusion of such inquiry or investigation and the service or payment of any penalty imposed as a consequence of it. The date of the deferral to commence from the date of the incident. **(03/15)**

**Be amended to read:-**

- 2.15 DOGS NSW may defer its processing of any transaction concerning a dog or prefix owned or part-owned by a Member who ~~is the subject of an Inquiry or Investigation instituted or carried out pursuant to the Regulations, or who is the Defendant in any court proceedings the subject matter of which relates to the keeping of animals, pending the outcome and conclusion of such inquiry or investigation and the service or payment of any penalty imposed as a consequence of it.~~ **has been found guilty of a breach of the RNSWCC Rules and Regulations, or any breach by a court of law relating to the keeping of animals.** The date of the deferral to commence from the date of the ~~incident~~ **guilty verdict. (11/21)**

**RATIONALE:**

Regulations of DOGS NSW Part I, Clause 2.15 Direct violation of ANKC Section 3 Misconduct

- 3.2 Where a complaint or report is lodged alleging that an offence has been committed, the member body under whose jurisdiction the alleged offence occurs, shall have the matter dealt with under that member body's disciplinary procedure that provide for investigation, hearing, penalty and appeals. Such procedures shall ensure that the alleged offender is dealt with fairly and given the opportunity to present their case in person or teleconference.

Regulations of DOGS NSW Part I, Clause 2.15 Direct violation of RNSWCC Inquiries, Investigations and Appeals Section 5

- 5.2 The member concerned shall be informed in writing of any complaint and be provided with a copy of all documents in the possession of the committee necessary to enable the member to understand the nature of the complaint and of any case that he may have to answer.

Regulations of DOGS NSW Part I, Clause 2.15 Direct violation of the law of Natural Justice

Requires that a person receive a fair and unbiased hearing before a decision is made that will negatively affect them. The three main requirements of natural justice that must be met in every case are: adequate notice, fair hearing and no bias. The notice requirement means that the people affected by the decision must be told about the important issues and be given enough information to be able to participate meaningfully in the decision-making process. The fair hearing requirement means that the people affected are given a reasonable opportunity to present their point of view and to respond to facts presented by

*others, and that the decision-maker will genuinely consider what each person has told them when making the decision.*

*The no bias requirement means that the person making the decision must act impartially when considering the matter and must not have any relationships with anyone that could lead someone to reasonably doubt their impartiality.*

*As a member I do not wish to have this illegal violation of natural justice and human rights to ever happen to another member.*

**8.7 N Hammond (2100054230) to move:-**

**THAT the following COMPLAINTS PROCEDURE to be implemented by DOGS NSW to ensure an effective complaints resolution process:-**

DOGS NSW will not deal with:-

- (a) anonymous complaints, whether by telephone, email or in writing.
  - (b) complaints that do not substantially comply with paragraph 5 below; or
  - (c) complaints that are frivolous or vexatious, manifestly ill-founded or which use deliberately false or misleading information, unnecessarily biased, lodged maliciously or contain abusive or inappropriate language.
2. DOGS NSW will not become involved in disputes between members in relation to the sale of dogs. These are usually private matters to be determined by the contractual agreements between parties. Disputes regarding contractual agreements should be resolved in the Courts and not by DOGS NSW.
  3. Complaints must be submitted directly by the complainant to DOGS NSW (not via a third party).
  4. The complainant must, in the first instance make all attempts to resolve the problem with the member who is the subject of their complaint, for example a breeder, ie,, discuss options of refund, partial refund or replacement, DNA testing, etc.
  5. If unable to come to an agreement, the complaint must:
    - (a) be in writing and utilise the Complaint Lodgement Form which, at a minimum, contains:
      - (i) the date the Statutory Declaration is made.
      - (ii) the complainant's name and contact details.
      - (iii) the name of the other person(s) the complaint is being made about.
      - (iv) a factual description of the incident(s)/decision and/or alleged conduct in also any witness statements.
      - (v) the time and date of the incident(s).
      - (vi) a factual description of the complainant's attempt at resolving the matter; and
      - (vii) the complainant's signature.
    - (b) be written in a manner that is simple, concise and direct and describes the issues in the clearest possible terms.
    - (c) include reference to the specific DOGS NSW Regulation(s) which are alleged to have been breached (DOGS NSW Rules and Regulations can be viewed on the DOGS NSW website at the following website address:  
<http://www.dogsnsw.org.au>
    - (d) be supported by directly relevant materials and documentary evidence including proof that the complainant has attempted to resolve the matter and, where the breeder/seller has refused, proof of the breeder's/seller's refusal, receipt/proof of purchase, veterinary report, photographic evidence, etc. The evidence should state relevant facts and support the complaint.
    - (e) contain an acknowledgement that DOGS NSW has permission to forward a copy of the complaint to the member provided personal details are removed.
    - (f) be delivered in a calm and reasonable manner; and

- (g) contain an actual copy of the post (ie, Screen shot) if it relates to the Social Media Policy.

In addition, and for the complaint to progress, a lodgement fee of \$250.00 plus GST is required. This fee will not be required for any complaint by anyone lodging a complaint who is not a member of an ANKC Member Body. This fee will only be refunded if the complaint is referred to the Disputes Assessment Panel and thus deemed non-frivolous. The Company Secretary has the discretion to waive this fee in certain circumstances, which are:-

- Cases of alleged animal cruelty
- Cases of criminal conviction
- Cases of genuine financial hardship

Upon receipt of all the above requirements and confirmation that the respondent (defendant) is a current financial member of DOGS NSW, DOGS NSW must notify the member of the charge against them, and any evidence submitted must be affixed to the notification. The member must be given the opportunity to present any evidence in their support within 14 days of receiving any notification. This must also be provided in the form of a Statutory Declaration (such Statutory Declaration to comply with paragraphs 5(b) and 5(f) above).

Once the respondent (defendant) has provided their comments, which in turn will be provided to the complainant, the complainant is entitled to a single right of rebuttal (such rebuttal to also be provided in the form of a Statutory Declaration which complies with paragraphs 5(b) and 5(f) above). The complainant must reply within 14 days of days of date of correspondence.

A response from a respondent (defendant) or the complainant's rebuttal to any such response will not be considered by DOGS NSW to the extent that it contains material that is frivolous or vexatious, manifestly ill-founded or which uses deliberately false or misleading information, unnecessarily biased, lodged maliciously or contains abusive or inappropriate language.

All correspondence will be forwarded to a DOGS NSW Disputes Liaison Officer and the Disputes Assessment Panel Chair, who in turn independently review and decide upon the outcome of the complaint, which includes referring the matter to Inquiry if deemed necessary.

## **9. MEETING CLOSED.**

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Please note that members attending the AGM will be required to produce their membership card, which will be checked upon entry to ensure that their membership is currently financial.

**PROXY VOTING:** A Proxy appointment form has been published in the DOGS NSW Weekly Woof, on the DOGS NSW website and other media platforms. In addition, the Proxy Form has been distributed to members via Special Notice and is also included in the Annual Report available online at [www.dogsnew.org.au](http://www.dogsnew.org.au)

Completed Proxy forms must be posted to the RNSWCC, PO Box 632, St Marys NSW 1790 or scanned/emailed to the Office, so as to be received by no later than **4.30pm on Monday 1 November 2021.**