

AGENDA for the RNSWCC Annual General Meeting of Members to be held Wednesday 2 November 2022 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 3 November 2021, published in the April 2022 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 2022

8. NOTICES OF MOTION

8.1 A Khamis 2100041311 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part II-Membership: Cessation of Membership, Clause 10(d) which 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;~~ **(11/22)***

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.

In addition, allowing for an extension of time (after 30 June) for membership renewals does not allow for a true and accurate reflection of the membership figures for the Annual Report.

8.2 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part III-The Board of Directors: Election of Board of Directors, Clause 38B, which reads as follows:-

38B. The ballot for election to the Board of Directors shall be declared by the Secretary immediately upon conclusion of the counting of votes (which shall be "first past the post"). Votes shall be counted by an electoral roll officer from the State Electoral Office appointed for the purpose by the Board of Directors.

Be amended to read:-

*38B. The ballot for election to the Board of Directors shall be declared by the Secretary immediately upon conclusion of the counting of votes (which shall be "first past the post"). Votes shall be counted by ~~an electoral roll officer from the State Electoral Office~~ a **Returning Officer** appointed for the purpose by the Board of Directors. (11/22)*

RATIONALE

DOGS NSW has, for many years, used the services of a private Returning Officer, Mr Andrew Bzadough of Club Elections NSW. Mr Bzadough provides an excellent service at a reasonable fee. Notwithstanding that, in accordance with the RNSWCC Articles of Association, the services of an electoral roll officer from the State Electoral Office should be used. The proposed amendment to Article 38B will allow DOGS NSW to continue to use the services of the Mr Bzadough.

8.3 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part VI-General Meetings: Annual General Meetings – Holding of - Notice, Clause 63(b), which reads as follows:-

- 63 (b) Notice of the meeting shall be deemed to have been given to each member if it is:
- (i) published in the journal;
 - (ii) published in one of the daily newspapers circulating in the city of Sydney; or
 - (iii) sent by prepaid post to each member at the members address appearing in the register of members referred to in Article 12.

Be amended to read:-

- 63 (b) Notice of the meeting shall be deemed to have been given to each member if it is:
- (i) **in physical form;**
 - (ii) **through physical notice or an electronic notice that allows for electronic access to the document;**
 - (iii) **sending the document/s itself electronically (ie, email); or**
 - (iv) **for annual financial reports only, making it available on a website.**

A member of DOGS NSW is, however, entitled to make an election as to how they receive these documents. This can be on a standing basis or ad hoc. DOGS NSW will be required to comply with any election made by a member in respect of how they wish to receive these documents.

RATIONALE

Notification to members electronically, ie, via the Weekly Woof and via email, is now considered an appropriate form and acceptable method of notification to members.

8.4 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part VI-General Meetings: Annual General Meetings – Holding of - Notice, Clause 63(e), which reads as follows:-

- 63(e) A member desiring to bring any business before a general meeting shall give notice in writing of that business to the Secretary who shall:
- (i) if the business referred to in the notice is not, in the opinion of the Secretary, in a form appropriate for adoption by a general meeting, advise the member of areas of inappropriateness and suggest possible amendments,
 - (ii) include the business in the next notice calling a general meeting (given after receipt of the notice from the member) in the form as amended as contemplated by (i), provided that where agreement to amendments has not been reached, both the business in the form as originally submitted by the member and in the form as recommended by the solicitors for the time being acting for RNSWCC shall be included in the notice calling the general meeting, to the intent that the general meeting shall have before it both versions for consideration.

Be amended to read:-

- 63(e) A member desiring to bring any business before a general meeting shall give notice in writing of that business to the Secretary who shall:

- (i) if the business referred to in the notice is not, in the opinion of the Secretary, in a form appropriate for adoption by a general meeting, advise the member of areas of inappropriateness and suggest possible amendments,

(11/22)

~~(ii) include the business in the next notice calling a general meeting (given after receipt of the notice from the member) in the form as amended as contemplated by (i), provided that where agreement to amendments has not been reached, both the business in the form as originally submitted by the member and in the form as recommended by the solicitors for the time being acting for RNSWCC shall be included in the notice calling the general meeting, to the intent that the general meeting shall have before it both versions for consideration.~~

RATIONALE

Members should be entitled to submit their Special Resolutions to the Annual General Meeting without amendment. In recent times, issues have arisen with the amendment to members' Special Resolutions.

9. MEETING CLOSED.

Please note that members attending the AGM should ensure that your membership is financial as this will be checked upon entry.

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 Appointment Form has been distributed to members via Special Notice and is also included in the Annual Report available online at www.dogsnsw.org.au
Completed Proxy Appointment Forms must be posted to the RNSWCC, PO Box 632, St Marys NSW 1790 or scanned/emailed to the Office via info@dogsnsw.org.au so as to be received by the Company Secretary no later than **4.30pm on Monday 31 October 2022.**