

SUPPLEMENTARY 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.

This Supplementary Agenda relates to the RNSWCC Annual General Meeting 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 (**the Meeting**).

You should read this document in conjunction with the RNSWCC Agenda for the Meeting distributed on 13 September 2022 (**the Agenda**).

RNSWCC confirms that this Supplementary Agenda does not affect the validity of the Agenda and further confirms that there is no change to the time and date of the Meeting to be held on 2 November 2022 commencing at 7:30pm.

SUPPLEMENTARY RESOLUTIONS

RNSWCC, by this Supplementary Agenda, adds supplementary Special Resolutions 8.5-8.11, below, to the Agenda:-

8. NOTICES OF MOTION

8.5 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part VI-General Meetings: Annual General Meetings – Calling of and business at, Article 61(a), which reads as follows:

61(a) The annual general meeting of RNSWCC shall, subject to Article 60, be convened on such date and at such place and time as the Board of Directors thinks fit. (11/12)

Be amended to read:-

61(a) The annual general meeting of RNSWCC shall, subject to Article 60, be convened on such date and at such place (if applicable) and time as the Board of Directors thinks fit. (11/22)

RATIONALE

The proposed amendment is consequential to the proposed amendment at 8.11 below to allow for DOGS NSW to conduct meetings virtually (whether totally or hybrid).

8.6 V Gagan-Wilson 2008469530 to move by Special Resolution:-

THAT the RNSWCC Articles of Association, Part VI-General Meetings: Notice, Article 63(a), which reads as follows:-

63(a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of RNSWCC, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting notify each member of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

Be amended to read:-

- 63(a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of RNSWCC, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting notify each member of the place (if applicable), date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
(11/22)

RATIONALE

The proposed amendment is consequential to the proposed amendment at 8.11 below to allow for DOGS NSW to conduct meetings virtually (whether totally or hybrid).

8.7 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part VI-General Meetings: Procedure, Article 64(c), which reads as follows:-

- 64(c) *If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall 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.*

Be amended to read:-

- 64(c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place, if applicable, 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 (if applicable). **(11/22)**

RATIONALE

The proposed amendment is consequential to the proposed amendment at 8.11 below to allow for DOGS NSW to conduct meetings virtually (whether totally or hybrid).

8.8 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part VI-General Meetings: Adjournment, Article 66(a) which reads as follows:-

66(a) The Chairman 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

Be amended to read:-

66(a) The Chairman 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 (if applicable) , but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. (11/22)

RATIONALE

The proposed amendment is consequential to the proposed amendment at 8.11 below to allow for DOGS NSW to conduct meetings virtually (whether totally or hybrid).

8.9 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part VI-General Meetings: Making of Decisions, Article 67(a), which reads as follows:-

67(a) A question arising at a general meeting of RNSWCC shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, of an entry to that effect in the minute book of RNSWCC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Be amended to read:

67(a) Subject to Article 67(d), a question arising at a general meeting of RNSWCC shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, of an entry to that effect in the minute book of RNSWCC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. (11/22)

RATIONALE

The proposed amendment is consequential to the proposed amendment at 8.10 below to require that any question or resolution at a DOGS NSW meeting that is conducted virtually (whether totally or hybrid) is to be conducted by a poll.

8.10 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part VI-General Meetings: Making of Decisions, Article 67 **be amended to include a further clause** which reads:-

67(d) If virtual meeting technology is used in holding the meeting, any question or resolution at that meeting must be conducted by a poll. (11/22)

RATIONALE

The proposed amendment provides that if a meeting is conducted virtually (whether totally or hybrid), any question or resolution at that meeting must be conducted by a poll rather than a show of hands to ensure that all members that are participating at the meeting can exercise their right to vote.

8.11 V Gagan-Wilson 2008469530 to move by Special Resolution

THAT the RNSWCC Articles of Association, Part VI-General Meetings **be amended to include a further clause** which reads:-

Meetings (11/22)

70A (a) Any meeting under Part VI may be held as follows:

- (i) At one or more physical venues;
- (ii) At one or more physical venues and using virtual meeting technology; or
- (iii) Using virtual meeting technology only.

(b) Any member who attends the meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.

RATIONALE

By reason of the impacts of COVID-19 on meetings, the gathering of people, the health risks this may entail and the general movement of companies to hold meetings virtually, DOGS NSW believes it is prudent to have the option of being able to hold meetings virtually. The proposed amendments will facilitate DOGS NSW holding virtual meetings conducted entirely online or for holding hybrid meetings (where the meeting is conducted both in a physical location and online). The proposed wording adopts provisions contained in Sections 249R and s249RA of the Corporations Act 2002 (C'th).

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.**