ABN 69 062 986 118

CORPORATIONS LAW

ARTICLES OF ASSOCIATION

ROYAL NEW SOUTH WALES CANINE COUNCIL LIMITED
(ACN 062 986 118)

Adopted 28 February 1994

Amended

18 October 1994 *4 October 1995* *2 October 1996*
1 October 1997 *4 October 2000* *10 October 2001*
6 November 2002 *3 November 2004* *26 January 2009*
11 November 2009 *3 November 2010* *2 November 2011*
7 November 2012 *6 November 2013* *1 November 2017*
7 November 2018 *6 November 2019* *2 November 2022*
1 November 2023 *6 November 2024* *4 November 2025*

4 November 2026

ROYAL NEW SOUTH WALES CANINE COUNCIL LTD
PO BOX 632, ST MARYS NSW 1790
TEL: (02) 9834 3022 FAX: (02) 9834 3872

CORPORATIONS LAW
ROYAL NEW SOUTH WALES CANINE COUNCIL LIMITED
(A.C.N. 062 986 118)
ARTICLES OF ASSOCIATION

PART 1 - PRELIMINARY

Interpretation:

1. In these Articles and in any regulations made pursuant thereto, except insofar as the context or subject matter otherwise indicates or requires:

(1)	"affiliate"	means a club, society or association of breeders of dogs or association approved by the Association or RNSWCC as an affiliated body and where the context so admits includes an associate.
(2)	"all breeds club"	means a club or society or other association of persons recognised as such by the RNSWCC which admits to membership, breeders and supporters of all Breeds as recognised by the ANKC Ltd. **(11/19)**
(3)	"annual general meeting"	means the annual general meeting of RNSWCC referred to in Article 59.
(4)	"A.N.K.C."	means the Australian National Kennel Council.
(5)	"application for membership"	includes application for re-admission to membership.
(6)	"Articles"	means the articles of association of RNSWCC as amended from time to time.
(7)	"associate affiliate"	means a club or other body approved by the Association or RNSWCC as an associate affiliate.
(8)	“associate membership”	means a person admitted as an associate member of the RNSWCC under Article 8(a).
(9)	"Association"	means the unincorporated association known as the Royal New South Wales Canine Council.
(10)	"auditor"	means the auditor appointed by RNSWCC.
(11)	"Board of Directors"	means the board of directors of RNSWCC.

(12)	"body"	means where the context reasonably permits, an agricultural or other society or association, company, corporation or group of persons.
(13)	"canine controlling body"	means anybody recognised as such by the Board of Directors.
(14)	"central register"	means the central register of prefixes kept by the ANKC Ltd
(15)	"chairman/ deputy chairman"	means also "president/vice president". **(11/02)**
(16)	"committee"	means a committee of RNSWCC.
(17)	"constitution"	means the constitution, articles, regulations and by-laws of an affiliate or (where applicable) an applicant for affiliation.
(18)	"couple"	means any two persons who cohabit, whether as a man and wife or otherwise including same sex couples. **(11/04)**
(19)	"dog"	includes bitch where the context reasonably permits.
(20)	"Director"	means a member of the Board of Directors
(21)	"Executive Committee"	means the Executive Committee referred to in Article 50.
(22)	"exhibit"	(a) used as a noun means a dog entered for exhibition at a show; (b) used as a verb includes the verb "to show" and vice versa and "to exhibit" or "to show" includes "to compete".
(23)	"exhibitor"	means a person in whose name an exhibit is entered for exhibition in a show but where the context reasonably permits, shall be deemed to include a person by whom such exhibit is displayed or handled or the person in whose charge the exhibit is whilst on the showground.

(24)	"exhibition"	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. **(11/11)**
(25)	"fees"	shall include moneys payable in respect of the registration of or in respect of any entry of an animal in the records of RNSWCC and shall include charges made by RNSWCC in respect of an inspection of a dog or of books and records of a member of an affiliate.
(26)	"field trial regulations"	means Part V of the Regulations.
(27)	"general dog club"	means a club, recognised as such by the Board of Directors, which admits to membership fanciers of purebred dogs, without any restriction as to the breed or breeds in which such members are interested.
(28)	"group club"	means a club or society or other association of persons recognised as such by the RNSWCC which admits to membership, breeders and supporters of one (1) Particular Breed Group as recognised by the ANKC Ltd. **(11/19)**
(29)	"handler"	means the person who displays, moves or handles an exhibit whilst it is being shown in a ring.
(30)	"the journal"	means the journal of the Royal New South Wales Canine Council Limited published by the Board of Directors.
(31)	"judge"	means a person approved by the Board of Directors to judge at a show.
(32)	"Junior Member"	means a person admitted as a junior member of RNSWCC under Article 9(a).
(33)	"licence"	in relation to a club, society, association or other body means the licence granted thereto by the Board of Directors to conduct a show to be governed by the regulations.

(34) "licensee" means a body licensed to conduct a show or shows pursuant to the Articles and Regulations.

(35) "member" means a member, of RNSWCC and where the context so admits shall mean and include a Junior Member.

(36) “membership year” means the period from 1 July each year to the following 30 June. **(11/17)**

(37) "misconduct" includes any conduct whether by word or action:

(a) Considered by a reasonable person to be unsportsmanlike or of a nature which is contrary to the manner in which a person ought properly to conduct himself; or

(b) which might include a breach of the peace; or

(c) which might create a nuisance; or

(d) which might prejudice the smooth running of or interfere with the conduct or running of a show or of any meeting of the Board of Directors or of any general meeting or committee meeting of RNSWCC or of an affiliate; or

(e) which brings RNSWCC into discredit or the member concerned as a breeder, owner or member into discredit; or

(f) which by the Articles or Regulations of RNSWCC or an affiliate is deemed to be misconduct; or

(g) in breach of the Articles or regulations; or

(h) prejudicial to the breeding or showing of dogs; or

(i) prejudicial to the interests of RNSWCC or any member thereof.

(38) "Office" means the registered office of RNSWCC.

(39) *Deleted* **(11/17)**

(40)	"person"	where the context reasonably permits, includes a natural person, a firm or partnership a company, corporation or any other legal entity; and is not to be read as restricted to a person who is a member.
(41)	"prefix"	means a prefix appearing in the central register.
(42)	"The prescribed form"	means the form prescribed by the Board of Directors for the nomination of candidates for election to the Board of Directors.
(43)	"prize"	includes any award, gift or presentation whether in the form of a certificate, card, a ribbon, a monetary payment, a trophy or otherwise.
(44)	"recognised show"	means a show conducted by RNSWCC or a show conducted under the regulations and approved as a recognised show by the Board of Directors, and includes a show conducted by the Dog Section Committee of the Royal Agricultural Society of New South Wales. "unrecognised show" shall have the converse meaning.
(45)	"records"	means the records of RNSWCC.
(46)	"region"	means a region of the State as referred to in Article 32. **(11/13)**
(47)	"RNSWCC"	means the incorporated body known as Royal New South Wales Canine Council Limited.
(48)	"the register"	means the canine register maintained by the Board of Directors and referred to in Regulations Part I.
(49)	"regulations"	means the regulations made by the Board of Directors and from time to time in force.
(50)	"the Secretary"	means the Secretary/Manager of RNSWCC, and where the context reasonably permits, includes any Assistant Secretary/Manager and any person for the time being appointed by the Board of Directors to exercise RNSWCC's secretarial and/or managerial functions.

(51)	"Semi Group"	means a club or society or other association of persons recognised as such by the RNSWCC which admits to membership, breeders and supporters of part of one (1) particular Breed Group as recognised by the ANKC Ltd. **(11/19)**
(52)	"show"	used as a noun includes any exhibition at which dogs are judged or at which dogs compete and at which prizes are awarded.
(53)	"show committee"	in relation to a show means the committee immediately responsible for the conduct of the show.
(54)	"show official"	means all judges, stewards and similar officials engaged in the administration of the show in question and includes the members of any show committee.
(55)	"show regulations"	means Part II of the regulations.
(56)	"Show Representative"	means a person approved by the Board of Directors to represent RNSWCC at a show.
(57)	"special general meeting"	means a general meeting of RNSWCC other than an annual general meeting.
(58)	"specialist club" **(SGM 01/09)**	means a club or society or other association of persons recognised as such by the RNSWCC which admits to membership breeders and supporters of a specified breed and varieties of that breed of dog and which conducts exhibitions:- (i) not being trials, at which only dogs of that breed and varieties of that breed are eligible for exhibition; and (ii) being trials and events, where affiliated breed clubs are permitted to open their trials and events, other than Championship Shows, to any Groups and/or breeds at their discretion. **(11/24)** (iii) being trials being conducted by an affiliate specialising in a specific breed within the Working Dog Group, as recognised by the ANKC Ltd from time to time, or registered on the ANKC Ltd Sporting Register, are eligible for exhibition. **(11/13)**

(iv) being Herding Trials or Earthdog Tests, where dogs of the same breed and all other dogs and breeds listed by the ANKC Ltd from time to time as being eligible for the ANKC Ltd Herding Program or ANKC Ltd Earthdog Tests respectively, are eligible for exhibition. **(11/13)**

(59) "State" means the State of New South Wales.

(60) "term of office" means the period during which a person may hold office as a Director under Article 28.

(61) "Territory" means a Territory of Australia.

(62) "trial regulations" means Part VI of the regulations.

(63) "writing" includes printing, typing, roneo, photocopying, and any other like recognised means of written communication.

2. (a) **In these Articles**:

(i) a reference to function includes a reference to a power, authority and duty;

(ii) a reference to the exercise of a function includes, where the function is a duty a reference to the performance of the duty;

(iii) the provisions of the Interpretation Act, 1987 apply to and in respect of these Articles in the same manner as those provisions would so apply if these Articles were an instrument under that Act;

(iv) a reference to the masculine gender shall include the feminine gender and vice versa.

(b) The principal objects and powers of RNSWCC are as set out in the Memorandum of Association.

PART II - MEMBERSHIP

Application for Membership

3. (a) The members of RNSWCC shall be:

(i) the subscribers to the Memorandum of Association.

(ii) persons who are members of the Association on the date of incorporation of RNSWCC who submit an application in writing for membership prior to 29 October, 1993; and

(iii) persons who are admitted as members of RNSWCC under Article 3(b).

(b) Any person may be admitted to membership of RNSWCC by the Board of Directors upon application in writing for membership made in each year provided that:

(i) where the applicant is a natural person, such applicant shall be at least 16 years old;

(ii) where the applicant is a firm or partnership, company, corporation or any other legal entity, such applicant shall by notice in writing to the Secretary nominate a representative who, to the exclusion of his principal, shall be entitled to receive all notices to which his principal is entitled and to attend and vote at meetings in the name and on behalf of his principal and shall also be entitled to enjoy the membership privileges to which his principal would have been entitled were he a natural person.

4. An application for membership shall be in such form as the Board of Directors may from time to time prescribe and shall be signed by the applicant and lodged with the Secretary. An applicant shall furnish to the Board of Directors such information as may be required from time to time by the Board of Directors, and in particular shall furnish such information as is called for in the prescribed form.

5. Subject to the approval of the Board of Directors a couple shall be entitled to apply in their joint names for dual membership of RNSWCC and such membership for all purposes of the Articles and Regulations shall confer upon each of such members all of the rights, privileges and obligations provided for by the Articles and Regulations.

6. The Board of Directors must register as Members all persons to whom either of paragraphs (a)(i) or (ii) of Article 3 apply for membership made under paragraph (b) of Article 3 may be refused by the Board of Directors without assigning any reason therefore and consideration of an application may be deferred during the pleasure of the Board of Directors.

Life Membership

7. The Board of Directors may, by resolution, appoint a member to be a Life Member. A Life Member shall enjoy all the privileges of membership but shall not be liable to pay an admission fee or an annual subscription as required by Articles 13 and 14 respectively. All persons who are Life Members of the Association on the date of Incorporation of RNSWCC shall be Life Members of RNSWCC.

Associate Membership

8. (a) The Board of Directors may admit as an Associate Member a natural person who has attained the age of 16 years who will be known as a "Friend of the RNSWCC".

(b) An Associate Member:

(i) Shall not be eligible to hold any office under the Articles or to submit his name as a candidate for appointment as a judge;

(ii) Shall not be entitled to vote at any meeting;

(iii) Shall not be entitled to hold a prefix;

(iv) Shall not be eligible for nomination to, or election as a member of the Board of Directors and may not vote in any ballot in any such election.

(c) Subject as aforesaid an associate member for all purposes of the Articles of Regulations shall be entitled to enjoy all of the rights and privileges of and shall be subject to all of the obligations imposed upon a member by the Articles of Regulations.

(d) An Associate Member shall pay 80% of the amount of the annual subscription from time to time payable by a member. **(11/23)**

Junior Membership

9. (a) The Board of Directors may admit as a Junior Member a natural person who has attained the age of seven (7) years and is under the age of 18 years. **(11/26)**

(b) A Junior Member:

(i) shall not be eligible to hold any office under the Articles or to submit his name as a candidate for appointment as a judge;

(ii) shall not be entitled to vote at any meeting;

(iii) shall not be entitled to hold a prefix;

(iv) shall not be eligible for nomination to, or election as a member of, the Board of Directors and may not vote in any ballot in any such election.

(c) Subject as aforesaid a Junior Member for all purposes of the Articles of Regulations shall be entitled to enjoy all of the rights and privileges of and shall be subject to all of the obligations imposed upon a member by the Articles and Regulations.

(d) A Junior Member shall pay the amount of the entrance fee and one half of the amount of the annual subscription from time to time payable by a member.

(e) A Junior Member who is accepted as a member shall not be required to pay an additional entrance fee.

Cessation of Membership

10. A person shall cease ipso facto to be a member of RNSWCC:

(a) Upon the termination of his membership (whether by effluxion of time or otherwise) unless he shall be re-admitted as a member by the Board of Directors; **(11/17)**

(b) If he resigns by notice in writing addressed to the Secretary (but such resignation shall not relieve any member from payment of overdue subscriptions or other moneys due by him to RNSWCC at the time of such resignation) provided that a resignation by a Member who is the subject of an inquiry and/or investigation pursuant to Clause 22 of these Articles shall not take effect until that inquiry and/or investigation has been completed in accordance with the Regulations; **(11/03)**

(c) If he shall die or being a company, corporation or any other legal entity shall wind up or go into liquidation or have a receiver or receiver and manager appointed or being a partnership or firm shall dissolve provided that the estate of the deceased member on application made by his personal representative and a company, corporation or other legal entity on application made by its liquidator, receiver, or receiver and manager may at the discretion of the Board of Directors continue as a member of RNSWCC if an application in writing to that effect is given by such person or representative or by such liquidator, receiver, or receiver and manager as the case may be to the Secretary, and provided further that a firm shall not cease to be a member by reason only of any change in the constitution of the firm;

(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. **(11/25)**

(e) Deleted **(11/04)**

(f) And of an Affiliate if he is suspended from membership or disqualified or otherwise declared ineligible to take part in any capacity in an exhibition for the term of such suspension, disqualification or ineligibility or for such longer period as the Board of Directors may in its discretion determine.

10A A member's membership shall be suspended ipso facto in the event that there is owing by the member to RNSWCC any moneys for goods or services provided by RNSWCC to or at the request of the member and such moneys have been outstanding for more than ninety days provided that subject otherwise to the Articles, the suspension of membership shall cease upon payment by or on behalf of the member to RNSWCC of the outstanding moneys.

Privileges of Membership

11. Subject to the restrictions and limitations prescribed by or pursuant to the Articles and Regulations, the privileges of a member shall be:

(a) The right to attend and vote at the annual general meeting and any special general meeting of RNSWCC;

(b) the right of access to RNSWCC's library;

(c) the right to submit his name as a candidate for appointment as a judge;

(d) the right to register in the register such dogs bred or purchased by him as are eligible for such registration;

(e) the right to stand for election to the Board of Directors; and

(f) the right to compete for any prize available for competition by members of RNSWCC, provided that a member who is not a resident of the State shall not be entitled to the privileges granted by paragraphs (c) and (d) hereof or to hold any office or to be elected to the Board of Directors or appointed to any committee.

Firms, Companies or Corporations

12. (a) Any firm or partnership, company, corporation or any other legal entity admitted to membership of RNSWCC:

(i) shall furnish the Secretary with particulars in writing of its constituent membership and of any change that may from time to time occur in such membership.

(ii) may at any time by notice in writing revoke the nomination of the representative required by Article 3(b) and make a fresh nomination.

(b) The Board of Directors may at any time without assigning any reason therefore call upon a member referred to in sub-Article 11(a) to revoke the appointment of its representative and to appoint some other representative in his stead.

(c) The Member and his representative shall each be responsible for the acts and omissions of the member and of the representative respectively and the acts and omissions of the representative shall be deemed to be those of the member.

Register of Members

13. A register of members shall be kept by the Secretary and shall contain the name and address and the prefix (if any) of each member. The register of members shall be kept at the office of RNSWCC and may be made available by the Secretary (if the Board of Directors shall so determine but not otherwise) for inspection by such persons and upon such conditions as the Board of Directors may from time to time determine.

Fees and Subscriptions

14. A member shall upon admission to membership, pay to RNSWCC a fee as determined by the Board of Directors from time to time.

15. In addition to any amount payable by a member under Article 13 a member shall pay to RNSWCC an annual subscription of such amount as may be determined by the Board of Directors from time to time;

16. Until otherwise determined by the Board of Directors a member who is in receipt of:

(a) a concession paid by the Department of Social Security, or **(11/23)**

(b) any other like concession may be entitled to such reduction as the Board of Directors may from time to time determine of the entrance fee, annual subscription and other fees for services rendered by RNSWCC. **(11/23)**

Member's Liability

17. The liability of a member of RNSWCC to contribute towards the payment of the debts and liabilities of RNSWCC or the costs, charges and expenses of the winding up of RNSWCC is limited in accordance with clause 6 of the Memorandum of Association.

Disciplining of Members

18. (a) A member shall strictly observe and act in conformity with and not otherwise than in accordance with the Articles and Regulations of RNSWCC.

(b) without limiting (a), a member must not engage in any conduct that could reasonably be considered to be:

(i) dishonest, malicious, vexatious, or scandalous or contrary to law,

(ii) discreditable to the member concerned or any other member,

(iii) prejudicial or injurious, or tending to prejudice or injure any person interested in canine affairs,

(iv) prejudicial or injurious, or tending to prejudice or injure, the interests, image or standing of RNSWCC, or

(v) contrary to the spirit and intent of the articles, regulations, or any code, resolution, policy or direction of RNSWCC or any committee.

19. A member shall not participate in or in any way support or patronise an exhibition or any canine event which is not conducted under and in accordance with the Regulations and is not approved by the Board of Directors provided that a member shall not be in breach of this Article if he shall exhibit a dog or otherwise participate in a "Puppy Picnic of Match", an "all breeds match handlers exhibition or demonstration", a "racing event" or other event of a like nature conducted by an affiliate or other body licensed by the Board of Directors to hold an exhibition.

20. (a) A member must supply such relevant information within his possession or control as requested by the Board of Directors within 28 days of being notified of such request.

(b) Upon not less than 28 days' written notice, a member must attend any meeting of the Board of Directors.

(c) A member who, without reasonable excuse, twice fails or refuses to comply with paragraphs (a) or (b) of this Article may, by resolution of the Board of Directors, be suspended from membership of RNSWCC for such time and on such conditions as the Board of Directors may determine. **(10/00)**

21. No member shall conduct himself in such a way as to bring RNSWCC into discredit or to bring himself as a breeder, owner, exhibitor or member into discredit.

22. The Board of Directors may in accordance with the Regulations:-

(a) conduct or cause to be conducted all such inquiries and investigations as it considers appropriate in relation to:

(i) any alleged misconduct or breach of the Articles or Regulations by a member;

(ii) any matter or thing referred to the Board of Directors by a member;

(iii) any decision, act or omission of an affiliate or its Show Committee and any occurrence at an exhibition and the rejection of any entry of any exhibit in a Show, OTHER THAN a decision, act or omission that is of a domestic nature relating only to the internal affairs of an affiliate or its members and not relating to the objects of RNSWCC or to the Articles or regulations;

(iv) without prejudice to paragraph (iii), any breach of or failure to comply by an affiliate or its officers with the constitution, rules or regulations of the relevant affiliate;

(v) any other matter or thing as the Board of Directors may from time to time decide;

(b) impose such penalty (whether by way of reprimand, fine, disqualification, suspension [including interim suspension] or termination of membership or other mandatory requirement) as it in the circumstances of the case considers appropriate.

23. No member or affiliate shall have any claim against RNSWCC or against any member, any Director or against any member of a committee or against any employee or agent of RNSWCC in respect of any act, matter or thing done in good faith and purporting to be done in accordance with the Articles and regulations during an inquiry or investigation conducted pursuant to Article 22 and the Regulations. **(11/12)**

24. If pursuant to the Regulations a member is required to tender his resignation and shall not do so within 30 days he shall at the expiration of the said 30 days ipso facto cease to be a member of RNSWCC.

25. In the case of a firm or partnership which is a member of RNSWCC, the acts and omissions of a partner shall for the purpose of Articles 17 to 23 hereof be deemed to be the acts and omissions of the firm or partnership, and in the case of a company or corporation which is a member of RNSWCC, the acts and omissions of an officer, employee or agent thereof shall for the purpose of Articles 17 to 23 hereof be deemed to be the acts and omissions of the company or corporation.

26. Any person who is subject to any fine, penalty or disqualification imposed by any canine controlling body:

(a) shall not be eligible to participate in any exhibition held under the Articles or Regulations, or by an affiliate, and

(b) shall be subject to the same penalty or disqualification in the State (but no fine imposed by another canine controlling body shall be payable twice).

PART III - THE BOARD OF DIRECTORS

Powers of the Board of Directors

27. There shall be a Board of Directors which:

    (a) shall have the entire control and management of the affairs of RNSWCC;

    (b) may exercise all such functions as may be exercised by RNSWCC other than those functions that are required by these Articles to be exercised by a general meeting of members of RNSWCC;

    (c) shall consider and approve an annual budget of income and expenditure for RNSWCC;

    (d) shall consider all recommendations submitted to it by the Chairman of each Presidents and Secretaries' Meeting held from time to time, being a recommendation approved at such a meeting; and

    (e) without prejudice to the generality of the foregoing, has power to appoint persons as Patrons of RNSWCC.

28. (a) The first members of the Board of Directors shall comprise those persons who immediately prior to the adoption of these Articles comprise the Management Committee of RNSWCC.

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

29. (a) At the 1994 annual general meeting of RNSWCC those Directors who were elected to the Management Committee of the Association in 1991 shall retire from office.

    (b) At the 1995 annual general meeting of RNSWCC those Directors who were elected to the Management Committee of the Association in 1992 shall retire from office.

    (c) At the 1996 annual general meeting of RNSWCC those Directors who were elected to the Management Committee of the Association in 1993 shall retire from office.

    (d) At the conclusion of every annual general meeting of RNSWCC, those Directors:**-(11/09)**

        (i) elected more than 30 months prior to the annual general meeting, or **(11/09)**

(ii) who have been appointed by the Board of Directors in accordance with Article 30A to fill a casual vacancy, or **(11/10)**

(iii) who were appointed in accordance with Article 30B *to fill a casual vacancy and retire in accordance with Article 30B(e)* **(11/10)**

shall retire from office.

30. ***Deleted*** **(11/10)**

30A. In the event of a casual vacancy occurring on the Board of Directors where the remaining term of office of the Director who caused the casual vacancy to occur is less than or equal to one year;

(a) The Board of Directors shall appoint as it sees fit any member who usually resides in the same Region represented by the Director who caused the casual vacancy to occur, to fill that casual vacancy;

(b) A person so appointed by the Board of Directors shall take office immediately after consenting to the appointment and shall hold office until the conclusion of the next following annual general meeting.

(c) In the event no member consents to the appointment under paragraphs (a) and (b) above, the Board of Directors shall thereafter appoint as it sees fit any member, regardless of where that person resides, to fill that casual vacancy;

(d) A person so appointed by the Board of Directors shall take office immediately after consenting to the appointment and shall hold office until the conclusion of the next following annual general meeting.

(11/10)

30B. In the event of a casual vacancy occurring on the Board of Directors where the remaining term of office of the Director who caused the casual vacancy to occur is more than one year, the Board of Directors shall invite nominations to fill the vacancy in accordance with **Article 31** and:

(a) if only one person is nominated, that person shall be deemed to be elected;

(b) if more than one person is nominated, a ballot shall be held;

(c) the ballot 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 Returning Officer appointed for the purpose by the Board of Directors; and **(11/23)**

(d) pending the appointment of a person to fill the vacancy under paragraph (a) or (c) above, the Board of Directors may appoint any person in accordance with **Article 30A** to fill the vacancy but only for the period ending on the date of an appointment under paragraph (a) or (c) hereof. Any person appointed by the Board of Directors under this paragraph (d) shall be eligible for appointment under paragraph (a) or (c).

(e) A member appointed by ballot in accordance with Article 30B shall take office immediately the person is appointed and shall hold office until the conclusion of the annual general meeting at which the Director in whose place the person has been appointed would otherwise have retired had that person continued as a Director. **(11/10)**

Election of Board of Directors

31. In respect of nominations of candidates for election as a Director:

(a) Only a member may be nominated for election as a Director;

(b) Persons nominated must provide, at the time of nomination, a current and valid Working With Children Check. **(11/26)**

(c) Nominations for such elections shall be on the prescribed form which must be fully completed in accordance with its terms;

(d) Persons nominating a candidate for such election must usually reside in the region appearing on the nomination form as the region the candidate seeks to represent.

(e) Nominations shall be delivered to the Secretary on or before a date to be determined from time to time, twenty eight (28) days' notice of which shall be published in the journal.

32. (a) For the purpose of determining member representation on the Board of Directors, the State shall be divided into 6 regions (or such other number of regions having boundaries as determined by a special resolution of the members passed in general meeting). The boundaries listed in the regulations as at the date of adoption of these Articles shall be the boundaries of the 6 regions until otherwise determined by a special resolution of the members passed in general meeting;

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

Metropolitan Region	8 Representatives
Illawarra and South Eastern Region	2 Representatives
Hunter Region	2 Representatives
Western Region	1 Representative
Northern Region	1 Representative
Southern Region	1 Representative

33. A member who is a candidate for election to the Board of Directors must, at the point in time of such election (including deemed election under Article 35) usually reside in the region appearing on the member's nomination form;

In the event of non compliance with this Article, there shall be a casual vacancy. **(11/03)**

34. If insufficient nominations are received to fill all vacancies on the Board of Directors the candidates nominated shall be deemed to be elected.

35. Any vacant positions on the Board of Directors shall be deemed to be casual vacancies.

36. If the number of nominations received from within a region is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

37. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

38A. Only persons who are members as at 30th June shall be eligible to vote in the ballot for the Board of Directors.

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 a Returning Officer appointed for the purpose by the Board of Directors. **(11/22)**

38C. A Director who is elected pursuant to Articles 34, 36 or 38 (b) shall take office at the conclusion of the annual general meeting next following their election. **(11/09)**

Chairman and Deputy Chairmen

39. At the conclusion of the annual general meeting or as soon thereafter as may be practicable the Board of Directors shall, subject to Article 39, elect from amongst their number:

(a) a Chairman of RNSWCC;

(b) four Deputy Chairmen of RNSWCC, one of whom shall be the Senior Deputy Chairman.

40. (a) No person may be elected to hold the office of Chairman for more than three (3) consecutive elections as referred to in Article 39, above; **(11/25)**

(b) a person who has been elected to hold the office of Chairman three (3) consecutive years or part thereof, is not eligible for further nomination to that office until the conclusion of the next succeeding annual general meeting. **(11/25)**

41. Notwithstanding Article 38, the first Chairman and Vice-Chairman of RNSWCC shall be the persons who immediately prior to the adoption of these Articles held the positions of President and Vice-President of the Association. The persons thereby elected shall hold office until the first annual general meeting of RNSWCC.

Casual Vacancies

42. For the purposes of these Articles a casual vacancy in the office of a Director occurs if the Director:-

(a) dies;

(b) ceases to be member of RNSWCC;

(c) becomes an insolvent under administration within the meaning of the Corporations Law;

(d) resigns office by notice in writing given to the Secretary;

(e) is removed from the office under Article 42;

(f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

(g) is absent without the consent of the Board of Directors from all meetings of the Board of Directors held during a period of six months;

(h) is not resident in the region he seeks to represent as provided in Article 32;

(i) has for a period of no less than 3 consecutive months not resided in the region he was elected to represent.

Removal of Director

43. Subject to the Corporations Law, any Director may only be removed from the office of Director before the expiration of the Director's term of office by special resolution of the members in general meeting and another person may be appointed (in accordance with the procedure in Article 29) to hold office until the expiration of the term of office of the Director so removed.

44. Where a Director to whom a proposed resolution referred to in Article 43 relates makes representations in writing to the Secretary or Chairman of RNSWCC, the Director may require the representations to be read out at the meeting at which the resolution is considered. **(11/13)**

Meetings and Quorum

45. (a) The Board of Directors shall meet at least 9 times in each period of twelve months at such place and time as the Board of Directors may determine. Members of RNSWCC shall be entitled to attend as observers, but not to participate in or vote at, meetings of the Board of Directors unless the Board of Directors determines that, for reasons of confidentiality, members shall not be entitled to attend a specific meeting or meetings.

(b) Additional meetings of the Board of Directors may be convened by:

(I) the Chairman;

(ii) any Deputy-Chairman; or

(iii) by the Secretary upon receipt of a requisition in writing signed by no less than 5 Directors.

(c) Oral or written notice of a meeting of the Board of Directors shall be given by the Secretary to each Director at least 72 hours (or such other period as may be agreed upon by the members of the Board of Directors) before the time appointed for the holding of the meeting.

(d) Notice of a meeting given under Article 45 (c) shall specify: **(11/12)**

(i) the general nature of the business to be transacted at the meeting;

(ii) any recommendations of the kind referred to in Article 27(d) received by the Secretary prior to dispatch of the notice, and no business other than that business shall be transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business.

(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.

(f) Subject to Article 45(e), no business shall be transacted by the Board of Directors unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and the same hour of the same day in the following week.

(g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

46. At a meeting of the Board of Directors:

(a) the Chairman, or, in his absence, a Deputy-Chairman shall preside; or

(b) if the Chairman and the Deputy Chairmen are absent or unwilling to act, such one of the remaining Directors as may be chosen by the Directors present at the meeting shall preside.

47. Minutes of proceedings at a Board of Directors meeting shall be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.

Delegation by Board of Directors to Committees

48. (a) The Board of Directors may, by resolution, delegate to one or more committees (consisting of such person or persons as the Board of Directors thinks fit) the exercise of such of the functions of the Board of Directors as are specified in the resolution, other than this power of delegation.

(b) A function the exercise of which has been delegated to a committee under this Article may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.

(c) A delegation under this Article may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the resolution of delegation.

(d) Without limiting the generality of the foregoing, the Board of Directors may constitute committees which shall exercise those functions as specified by the Board of Directors in writing.

(e) Notwithstanding any delegation under this Article, the Board of Directors may continue to exercise any function delegated.

(f) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this Article has the same force and effect as it would have if it had been done or suffered by the Board of Directors.

(g) The Board of Directors may, by resolution, revoke wholly or in part any delegation under this Article.

(h) A committee may meet and adjourn as it thinks fit.

Voting and Decisions

49. (a) Subject to Article 49, questions arising at a meeting of the Board of Directors or any committee appointed by the Board of Directors shall be determined by a majority of the votes of Directors present at the Directors meeting or members of the committee present at the committee meeting.

(b) Each Director present at a meeting of the Board of Directors, or member of any committee present at a meeting of any committee appointed by the Board of Directors, (including the person presiding at the meeting), is entitled to one vote but, in the event of an equality of votes on the question, the person presiding may exercise a second or casting vote.

(c) Additional meetings to the scheduled monthly Board of Directors' meetings may be conducted by email. Should any Director indicate against an agenda item that they are unwilling to have decided by email vote, that item will be held over for discussion and determination at the next monthly Board meeting. A Board meeting held by email shall be deemed to have been held at the Office. **(11/18)**

(d) Board of Directors Meetings may be conducted with all the Directors by telephone or video link up or other instantaneous communication device where each of the Directors taking part in the Board meeting must be able to hear each of the other Directors taking part at the commencement of the meeting, and each Director must acknowledge his or her presence to all other Directors taking part. A Board meeting held by telephone or video link up or other instantaneous communication device shall be deemed to have been held at the Office. **(11/18)**

(e) Subject to Article 45(e), the Board of Directors may act notwithstanding any vacancy on the Board of Directors. **(11/12)**

(f) Any act or thing done or suffered, or purported to have been done or suffered, by the Board of Directors or by a committee appointed by the Board of Directors, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director or member of the committee.

50. Decisions of the Board of Directors relating to:

(a) (i) the acquisition or disposition of any interest in land;

(ii) the making of a loan;

(iii) incurring borrowings; or

(iv) the taking or granting of a lease of real or personal property, which in any individual transaction involves, or in any financial year one or more of such transactions, in aggregate involve, an amount of more than fifty thousand dollars ($50,000), shall, without prejudice to the requirements of paragraph (b) below, only be effective and may only be acted on if confirmed by a special resolution passed at a general meeting of members;

(b) expenditure of RNSWCC's funds in excess of:

(i) $10,000 in any one amount (being expenditure of a capital nature);

(ii) $10,000 where that amount is the sum of a number of amounts for the same purpose (being expenditure of a capital nature);

(iii) $20,000 in any one amount (being expenditure of an overhead nature);

(iv) any amount (being expenditure of an overhead nature) which when expressed in annual terms is in excess of 110% of the amount expended in the immediately preceding financial year of RNSWCC for expenditure of the same or similar kind, provided that this sub-Article shall not apply where the proposed annual expenditure does not exceed $10,000; or

(v) the investment of RNSWCC's funds;

shall only be effective and may only be acted on if confirmed at a subsequent meeting of the Board of Directors held no sooner than 14 days from the date of the earlier meeting.

50A. (a) if there is a dispute between member of the Board of Directors on any serious issue relating to the business and affairs of RNSWCC, either

(i) a majority of the Board of Directors, or

(ii) any 50 members may require that the dispute(s) be referred to the RNSWCC membership for determination by referendum.

(b) In any referendum:

(i) the issue(s) in dispute shall be published in the Journal;

(ii) if the description of the issue(s) in dispute is not agreed by those members of the Board of Directors in dispute, then all descriptions (each not exceeding 50 words) shall be published in the Journal;

(iii) all members of the Board of Directors may have published in the same issue of the Journal their views in relation to the issue(s) in dispute (not exceeding 200 words);

(iv) the members of the RNSWCC will be invited to vote on the issue(s) in dispute by means of a postal ballot;

(v) a vote cast by a member must be on a form that is published in the same issue of the Journal and that form must bear a ballot closing date, being a date not less than 14 days for the date on which that issue of the Journal is posted to RNSWCC members;

(vi) to be valid, the form on which the member's vote is recorded must be received by the RNSWCC Secretary on or before the ballot closing date;

(vii) the votes cast in the referendum shall be counted by the Secretary in the presence of at least 5 members of the Board of Directors, which 5 shall, as far as possible, persons which have held different views on the issue(s) submitted to the referendum.

(c) The result of the referendum shall, so far as permitted by law, resolve the issue(s) in dispute and as such shall be binding on all members of the Board of Directors. **(10/00)**

PART IV - THE EXECUTIVE COMMITTEE

51. There shall be an Executive Committee comprising the Chairman and the four Deputy Chairmen.

52. Subject to the control and direction of the Board of Directors, the Executive Committee shall be responsible for the management of the urgent affairs of RNSWCC between meetings of the Board of Directors.

53. The Executive Committee shall meet and conduct its business in such manner as to the Executive Committee seems appropriate.

54. A quorum for a meeting of the Executive Committee shall be three members of the Executive Committee present in person at a meeting of the Executive Committee provided that a decision agreed to by all members of the Executive Committee by means of telephonic communication to the Secretary shall be a valid and effective decision as if a meeting had actually taken place.

PART V - ADMINISTRATION

Secretary

55. (a) The Board of Directors shall from time to time appoint any member to the office of Secretary of RNSWCC upon such terms and conditions as to the Board of Directors seems fit.

(b) It is the duty of the Secretary to keep minutes of:

(i) the names of Directors;

(ii) the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting;

(iii) the names of Directors present at a Board of Directors meeting or a general meeting; and

(iv) all proceedings at Executive Committee meetings, Board of Directors meetings and general meetings.

(c) It is the further duty of the Secretary:

(i) to ensure that all money due to RNSWCC is collected and received and that all payments authorised by RNSWCC are made;

(ii) to ensure that correct books and accounts are kept showing the financial affairs of RNSWCC including full details of all receipts and expenditure connected with the activities of RNSWCC;

(iii) to cause all reports, minutes of meetings and resolutions of field officers, regional meetings and meetings of presidents and secretaries' of affiliates, to be presented at the earliest opportunity to a meeting of the Board of Directors for its deliberation;

(iv) subject to the direction of the Executive Committee, to manage the daily affairs of RNSWCC.

56. The Secretary shall be the public officer of RNSWCC.

57. (a) The Secretary shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration as the Executive Committee determines.

(b) The Board of Directors may in its absolute discretion at any time revoke the appointment of the Secretary and in that event, the Board of Directors shall thereupon appoint another Secretary.

(c) The Board of Directors may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon the Secretary any of the powers exercisable by it.

(d) Any powers so conferred shall be concurrent with the powers of the Board of Directors.

(e) The Board of Directors may at any time withdraw or vary any of the powers so conferred on the Secretary.

58. The Board of Directors may appoint an Assistant Secretary who shall perform such functions as shall from time to time be delegated to him by the Board of Directors.

Auditor

59. There shall be an auditor or auditors of RNSWCC who, subject to the Corporations Law, shall be appointed by the Board of Directors for such a term and at such a fee and upon such conditions as the Board of Directors may from time to time think fit.

PART VI - GENERAL MEETINGS

Annual General Meetings - Holding of

60. RNSWCC shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of RNSWCC, convene an annual general meeting of its members.

Annual General Meetings - Calling of and business at

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)**

(b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

(i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(ii) to receive from the Board of Directors a report upon the activities of RNSWCC during the last preceding financial year; and

(iii) to receive and consider the financial statements for the last financial year.

(c) An annual general meeting shall be specified as such in the notice convening it.

Special General Meetings - Calling of

62. (a) The Board of Directors may, whenever it thinks fit, convene a special general meeting of RNSWCC.

(b) Subject to the Corporations Law, the Board of Directors shall, on the requisition in writing of not less than two percent of members (calculated by reference to the total membership of RNSWCC as published to or in connection with the latest annual general meeting), convene a special general meeting of RNSWCC not later than 60 days after the date of the deposit of the requisition.

(c) A requisition of members for a special general meeting:

(i) shall state the purpose or purposes of the meeting;

(ii) shall be signed by the members making the requisition;

(iii) shall be lodged with the Secretary; and

(iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

Notice

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)**

(b) Notice of the meeting shall be deemed to have been given to each member if it is **(11/22)**:

(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.

(c) 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 21 days before the date fixed for the holding of the general meeting, notify each member in the manner prescribed in Article 63(b) specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution. **(11/12)**

(d) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Article 61(b). **(11/12)**

(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) ***Deleted (11/22)***

Procedure

64. (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Articles to vote is present during the time the meeting is considering that item.

(b) Thirty members present in person (being members entitled under these Articles to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. **(11/10)**

(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)**

(d) 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 meeting shall be thereupon closed.

Presiding Chairman

65. (a) The Chairman of RNSWCC or, in the Chairman's absence a Deputy Chairman, shall preside as Chairman at each general meeting of RNSWCC.

(b) If the Chairman and the Deputy Chairman are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as Chairman at the meeting.

Adjournment

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)**

(b) Where a general meeting is adjourned for 14 days or more, the Secretary shall notify each member of the adjourned meeting in a manner specified in Article 62(b).

(c) Except as provided in Articles 65(a) and (b), 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.

Making of Decisions

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 of proportion of the votes recorded in favour of or against that resolution. **(11/22)**

(b) At a general meeting of RNSWCC, a poll may be demanded by the Chairman or by not less than 10 members present in person or by proxy at the meeting.

(c) Where the poll is demanded at a general meeting, the poll shall be taken:

(i) immediately in the case of a poll which relates to the election of the Chairman of the meeting or to the question of an adjournment; or

(ii) in any other case, in such manner and at such time before the close of the meeting as the Chairman directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

(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)**

Special Resolution

68. A resolution of RNSWCC is a special resolution if it is passed by a majority which comprises not less than three quarters of such members of RNSWCC as vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Articles.

Voting

69. (a) Upon any question arising at a general meeting of RNSWCC a member has one vote only.

(b) All votes shall be given personally or by proxy but no member may hold more than 10 proxies except that the number of closed proxies (being a proxy that directs the Chairman to vote on a resolution in a particular way or to abstain, but not to vote at his discretion) held by the Chairman of the meeting is unlimited.

(c) In the case of an equality of votes on a question at a general meeting, the Chairman of the meeting is entitled to exercise a second or casting vote.

(d) A member or proxy is not entitled to vote at any general meeting of RNSWCC unless all money due and payable by the member or proxy to RNSWCC has been paid.

Appointment of Proxies

70. (a) Each member shall be entitled to appoint another member as proxy by written notice given to the Secretary no later than 4.30 pm on the last normal working day prior to the meeting in respect of which the proxy is appointed.

(b) The notice appointing the proxy shall be in such form as specified by the Board of Directors.

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.

PART VII - MISCELLANEOUS

Insurance

71. RNSWCC shall effect and maintain such insurances as are considered by the Board of Directors to be appropriate.

Funds - Source

72. (a) The funds of RNSWCC shall be derived from entrance fees, annual subscriptions, registration and other fees, moneys received from affiliates, fines, journal sales and advertising therein, interest, donations, and other sources as is determined from time to time.

(b) Where considered appropriate by the Secretary, as soon as practicable after receiving any money, a receipt may be issued.

Funds - Management

73. (a) The funds of RNSWCC shall be used in pursuance of the objects of RNSWCC in such manner as is determined from time to time.

(b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such person or persons as the Board of Directors may from time to time determine.

Reimbursement of Expenses

74. Without limiting the generality of Article 72 hereof the Board of Directors may pay or reimburse the amount of any travelling or any other expenses properly incurred by a member in the performance of any services to RNSWCC which have been properly authorised or requested by the Board of Directors.

Property

75. (a) The income and property of RNSWCC whencesoever derived shall be applied solely towards the promotion of the objects of RNSWCC and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of RNSWCC provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of RNSWCC or to any member of RNSWCC in return for any services actually rendered to RNSWCC or reasonable and proper rent for premises let by any member to RNSWCC.

(b) RNSWCC shall not be dissolved except at a general meeting of RNSWCC specially convened for the purpose and by a resolution carried by a majority of three-quarters of the votes recorded in respect of the same. If upon the winding up or dissolution of RNSWCC there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of RNSWCC but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of RNSWCC and which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of RNSWCC at or before the time of dissolution or in default thereof by a Judge of such Court as may have or acquire jurisdiction in the matter.

Journal

76. RNSWCC may publish a journal to be known as the Journal of the Royal New South Wales Canine Council in such form and containing such matter as the Board of Directors may from time to time direct.

Alteration of Objects and Articles

77. The Articles may be altered or added to by a special resolution of RNSWCC.

Common Seal

78. (a) The common seal of RNSWCC shall be kept in the custody of the Secretary.

(b) The common seal shall not be affixed to any instrument except by the authority of the Board of Directors and of the Secretary.

Indemnity & Exclusion of Liability

79. (a) To the extent permitted by law, RNSWCC indemnifies every officer and employee of RNSWCC and every member of any committee constituted under these Articles against any liability incurred by that person:-

a. in his or her capacity as officer or employee or committee member of RNSWCC; and

b. to a person other than RNSWCC or a related body corporation of RNSWCC, unless the liability arises out of conduct on the part of the officer, employee or committee member that involves a lack of good faith.

80. (b) RNSWCC indemnifies every officer and employee of RNSWCC and every member of any committee constituted under these Articles against any liability for costs and expenses incurred by the person in his or her capacity as officer or employee of RNSWCC or committee member:-

a. in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

b. in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Law.

81. (c) RNSWCC may pay a premium in respect of a contract insuring a person who is or has been an officer of RNSWCC against liability incurred by the person as an officer, except in circumstances prohibited by the Corporations Law; and

82. No member of any committee constituted under these Articles or employee of RNSWCC shall be liable for the acts, receipts, neglects or defaults of himself or any other member of the committee or employee of RNSWCC or for any loss, damage or expense howsoever arising as the result of any act, omission or default of any person (including himself) or for any loss occasioned by any error of judgment or oversight on his part or for any other loss or damage whatsoever which shall happen in the performance of his duties or in relation thereto unless the same shall happen through his own negligence, dishonesty, wilful act, default, breach of duty or breach of trust. This Article 82 does not apply to any act, neglect or default of any person in his or her capacity as a Director.

83. No member shall have any liability to any other member for defamation as a consequence or in respect of any matter published to the Secretary, the Executive Committee, the Board of Directors or to any committee.

Custody of Books

84. Except as otherwise provided by these articles, the public officer shall keep in his custody or under his control all records, books and other documents relating to RNSWCC.

Inspection of Books

85. The records, books and other documents of RNSWCC may be made available by the Secretary for inspection by such persons and upon such conditions as the Board of Directors may from time to time determine.

Service of Notices

86. (a) For the purpose of the Articles and regulations, a notice may be served by or on behalf of RNSWCC on any member either personally or by sending it by post to the member at the members address shown in the register of members.

(b) Where a document is sent to a person by properly addressing, pre-paying and posting to the person an envelope containing the document, the document shall be deemed for the purposes of the Articles and regulations to have been served on the person on the second normal business day after posting.

Regulations

87. The Board of Directors may from time to time make regulations and may from time to time amend the regulations whether by deletion, addition or otherwise as it may think fit. Without limiting the generality of the foregoing, the Board of Directors may make regulations:

(a) regulating the maintenance and administration of the register;

(b) for granting permission for and for regulating the holding and conducting of exhibitions;

(c) regulating qualifications and appointment of judges, stewards and other officials;

(d) regulating the granting of awards, prizes and certificates;

(e) regulating the manner and procedure for dealing with protests, objections and appeals from decisions made at exhibitions;

(f) regulating the recording of matings, litters and registrations of dogs;

(g) regulating the recording of transfers of ownership of dogs;

(h) regulating registration, use and transfer of prefixes;

(i) defining the classification of dogs or prescribing principles upon which a classification shall be made;

(j) for the holding of and regulating examinations for an appointment as a judge;

(k) for regulating the affiliation with RNSWCC of kindred bodies;

(l) providing for a code of ethics relating to responsible dog ownership, including the conduct of members and the keeping, welfare, breeding, selling and disposing of dogs by members;

(m) providing for the conduct of inquiries, investigations, hearings and appeals concerning such matters as the Board of Directors may from time to time determine and for the imposition, waiver or suspension of penalties;

(n) for any purpose connected with the objects of RNSWCC.

Construction of Articles and Regulations

88. (a) "If a question shall arise as to the interpretation of the Articles or regulations or as to the rights or obligations either of RNSWCC or of the Executive Committee or of the Board of Directors or of a committee or of a member or of an affiliate as to any matter or thing arising out of or governed by the Articles or regulations such question may be determined by the Board of Directors." **(10/00)**

(b) The regulations shall be read and construed subject to the Articles and when and however any matter or thing shall arise in the interpretation of the regulations which is not or it is alleged that it is not provided for by the regulations, the matter shall be referred to the Board of Directors and the Board of Directors shall make such a decision thereon as it sees fit and its decision shall be final and binding on all persons affected thereby.

88A. The Board of Directors may:

(a) determine that there be established a collection of materials of historical or archival interest to RNSWCC ('collection');

(b) establish a committee (comprising not less than 6 nor more than 10 members of RNSWCC) with responsibility for the development, management and control of the collection ('committee'); **(11/17)**

(c) Allow "Friends of Library & Archives" (not more than 20) to allow on duty rosters to be filled for visiting and viewing items. **(11/17)**

(d) delegate to the committee all powers and authority necessary to enable the committee to discharge its responsibilities for the development, management and control of the collection;

(e) establish a repository from funds raised by the Committee for the collection, , such repository be a library building and accessories; and approve funds raised by the committee for use in the development, management and control of the collection, including for use in the acquisition of building, fixtures & fittings & materials for the collection and maintenance thereof. **(11/17)**

88B. The committee shall have exclusive power to determine which materials should be acquired for addition to the collection and which materials from the collection should be disposed of provided:

(a) in the case of materials to be acquired, the committee may not, except with the prior authority of the Board of Directors, expend more than $1,000.00 of funds then allocated to or raised by the committee, on the acquisition of any single item; **(11/17)**

(b) in the case of materials to be disposed of, the committee may not dispose of any item unless:

(i) the item to be disposed of is one of more than two of such items that is in the collection and those other examples of the item remaining in the collection are of at least equivalent quality and state of presentation as the item to be disposed of,

(ii) the item is of insignificant value for library, archives or historic use. (ie, breed T-shirts, mass produced breed items.) **(11/17)**

(iii) the proposal to dispose of the item is supported by at least 80% of members of the committee, and

(iv) the proposal to dispose of the item is approved by the Board of Directors.

88C. (a) The committee shall have power to raise funds for use by the committee in connection with the discharge of its responsibilities.

Transitional Provision

89. The Board of Directors shall have and be deemed always to have had the power to do all things necessary or convenient to be done to continue and complete all administrative procedures instituted or commenced prior to the date of incorporation of RNSWCC and without limiting the generality of the foregoing, the Board of Directors may conclude or cause to be concluded any part heard inquiry, investigation or hearing and may consider any report of any inquiry committee or of any special committee of inquiry appointed by the former Governing Council of the Association or by the Management Committee of the Association and may act upon any such report and impose upon any member such penalty as is provided for in the Articles or regulations.

Winding Up

90. The provisions of paragraph 7 of the Memorandum of Association relating to the winding up or dissolution of RNSWCC shall have effect and be observed as if the same were repeated in these Articles.

Protocols for DNA Parentage Testing

91. Except in the situation where there is a question as to parentage and a complaint has been made to the Board of Directors, or if the Member Body so requests, there shall be no mandatory DNA Parentage Testing in New South Wales.

We, the several persons who are the subscribers to the Memorandum of Association of Royal New South Wales Canine Council Limited respectively agree to these Articles of Association.