

Royal NSW Canine Council Ltd
ABN 69 062 986 118



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2026 ANNUAL GENERAL MEETING
Wednesday 4 November 2026 @ 7.30PM

*To be held in the Amenities Building of
The Bill Spilstead Complex for Canine Affairs
44 Luddenham Road, ORCHARD HILLS*

AGENDA

- 1. PRESENT**
- 2. APOLOGIES**
- 3. CONFIRMATION OF THE MINUTES**
Confirmation of the Minutes of the Annual General Meeting of Members held 5 November 2025, published in the April 2026 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 2026**



8. NOTICES OF MOTION

8.1 C Rafton 2000121100 to move by Special Resolution:-

THAT the RNSWCC Articles of Association, Part III-The Board of Directors: Powers of the Board of Directors, Article 31d which reads as follows:-

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

Be amended to read:-

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 nominating must provide at the time of nomination a current and valid Working With Children Check.***
 - ~~(b)~~ *Nominations for such elections shall be on the prescribed form which must be fully completed in accordance with its terms;*
 - ~~(c)~~ *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.*
 - ~~(d)~~ *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.*

RATIONALE

Organisations involved in activities that involve children should set the tone for organisational behaviour. This commitment supports the Child Safe Standards that organisations in NSW are legally required to uphold. When administrators and leaders comply with Working With Children Check (WWCC) requirements, they demonstrate to the membership, staff, volunteers, parents, and children that safety is a priority.

8.2 L Brown 2000486451 to move by Special Resolution:-

THAT the RNSWCC Articles of Association, Part II-Membership: Junior Membership, Article 9(a), which reads as follows:-

- 9(a) *The Board of Directors may admit as a Junior Member a natural person who has attained the age of 12 years and is under the age of 18 years.*

Be amended to read:-

9(a) The Board of Directors may admit as a Junior Member a natural person who has attained the age of ~~12~~ **seven (7)** years and is under the age of 18 years.

RATIONALE

Specifically, any reference to the minimum age for Junior Membership being twelve (12) years be amended to seven (7) years, with all other eligibility requirements remaining unchanged.

The purpose of this amendment is to encourage greater participation by young people in the sport of purebred dogs and to foster engagement with DOGS NSW from an earlier age.

Like many volunteer-based organisations, DOGS NSW has an ageing membership demographic. The number of young people joining the organisation and continuing their participation into adulthood is relatively low. If DOGS NSW is to remain strong and sustainable into the future, it is essential that we actively engage children at a younger age and provide them with a clear pathway into lifelong membership and involvement.

DOGS NSW already operates a successful Junior Handlers Program, with children from seven (7) years of age actively participating in competitions and developing their knowledge and skills, however, despite being eligible to compete in this recognised DOGS NSW program, these children are currently unable to become Junior Members until they reach twelve (12) years of age. This creates an unnecessary inconsistency whereby participants in an official DOGS NSW activity cannot formally belong to the organisation.

Reducing the minimum age for Junior Membership to seven (7) years will:-

- *Align Junior Membership eligibility with the existing Junior Handlers Program.*
- *Encourage families to introduce children to responsible dog ownership and canine activities at an earlier age.*
- *Increase youth membership and participation during the formative years when lifelong interests and hobbies are often established.*
- *Strengthen succession planning by developing the next generation of exhibitors, breeders, handlers, Judges, officials, volunteers and future leaders of the organisation.*
- *Demonstrate DOGS NSW commitment to investing in youth participation and ensuring the long-term sustainability of the organisation.*

There is no practical disadvantage to lowering the minimum age. Junior Members will continue to be subject to the same constitutional provisions, parental or guardian oversight where applicable, and existing restrictions relating to voting and governance.

This amendment is a simple but important step towards building a stronger future for DOGS NSW. By allowing children who are already participating in our activities to become members from seven (7) years of age, we can foster a greater sense of belonging, encourage long-term involvement and help address the ageing demographic facing our organisation.



8.3 T Mangan 2000785090 to move by Special Resolution (seconded by S Gilbert 2100072259)

THAT the following proposal be forwarded to Dogs Australia for consideration and implementation:-

1. Dogs Australia create a time limited maximum 18 month Breeding for Health Framework Working Party comprising the Dogs Australia Board President, the 2 x DOGS NSW representatives on the DOGS AUSTRALIA Board, the 2 x NSW representatives (one being the Chair of the National Committee) on the DOGS AUSTRALIA Canine Health and Wellbeing Committee, an appropriate academic animal breeding expert, and one other Board member elected by the Dogs Australia Board, for the purpose of developing a project of collaboration with the UK Royal Kennel Club on possible appropriate application of the RKC Breeding for Health Framework in Australia.
2. Within 6 months of their appointment the Working Party, the Working Party submit to the Board of DOGS AUSTRALIA seeking agreement, within a further 6-month period, to:
 - a) A project of collaboration with the UK Royal Kennel Club on learnings from and possible appropriate application elements of the RKC Breeding for Health Framework in Australia.
 - b) The creation of a National Breeder Support Committee with the membership and Terms of Reference set out in the submission, to action the collaboration project, under accountability arrangements with DOGS AUSTRALIA and DOGS NSW as set out in the submission.
 - c) The creation of a National Breeder Support Help Desk to be set up in DOGS NSW in accordance with an outline of purpose, structure, management, costing options, and evaluation set out in the submission.
 - d) A proposed communication from DOGS AUSTRALIA to the Royal Kennel Club advising the RKC of the formation of these bodies and their intent, looking forward to positive outcomes from communication between the new Committee and the RKC Head of Health and Breeding about the Framework, and inviting any requests for further information.
3. Within 3 months after the DOGS AUSTRALIA Board's approval of the submission, the Working Party obtain Dogs Australia Board approval of the recruited membership of the National Breeder Support Committee, and that the Working Party be dissolved at the next Dogs Australia Board meeting after the completion of the recruitment.
4. The Terms of Reference for the Breeder Support Committee include:-
 - a) Within a month of their appointment the Chair to write to the Royal Kennel Club Head of Health and Breeding to introduce themselves, and commence exchanging information and collaborative opportunities about the RKC Breeding for Health Framework.
 - b) Within 18 months of the first Committee meeting obtain DOGS AUSTRALIA approval of a consolidated information resource about the experience of the RKC Breeding for Health Framework and a plan for its application either directly or in modified form in Australia, identifying any feasible, priority regulatory or Code of Ethics changes.

- c) Obtain formal DOGS NSW Board approval of structural, functional and accountability description of the National Breeder Support Help Desk in accordance with DOGS AUSTRALIA's approval (see 2 above), and assist DOGS NSW in recruitment and support.
- d) Recommend streamlined communication processes with Member Bodies of DOGS AUSTRALIA and engage breed clubs and associations and breeders with the project in an appropriate manner.
- e) Support the DOGS AUSTRALIA and DOGS NSW Boards in setting up regular formative and summative evaluation processes, including a first summative evaluation report within 18 months of the DOGS AUSTRALIA approval referred to in 4(b) above.

RATIONALE

The objective of these motions is to make best use in Australia of international resources to create an evidence-based process for establishing healthy breeding populations of good breed type in all registered breeds, as an essential foundation for promoting the registered breeds as healthy and desirable companion animals that can meet a wide range of needs and preferences. If DOGS NSW and DOGS AUSTRALIA can achieve this objective, it will establish a strong foundation for pro-active public relations work promoting the pure breeds and promoting membership of DOGS NSW and other DOGS AUSTRALIA Member Bodies as a reliable indicator of breeding quality and breeder ethics.

<https://www.royalkennelclub.com/health-and-dog-care/health-dog-care/health/what-we-do-for-dog-health/breeding-resources-and-health-schemes/breeding-for-health-framework/>

8.4 N Matthews 2100098953 to move by Special Resolution (seconded by G Dryburgh 2000844690) – ONE DIRECTOR PER REGION (Motion 1A)

THAT the Articles of Association of Royal New South Wales Canine Council Limited (ACN 062 986 118) be amended as follows.

No.	Delete this (existing wording)	Add this (new wording)
1	Article 28(b) (b) The Board of Directors shall consist of not less than 3 persons and not more than 15 persons.	Article 28(b) (b) The Board of Directors shall consist of not less than 3 persons and not more than nine (9) persons, of whom not more than seven (7) shall be Directors elected by the members.
2	Article 29 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.	Article 29 29. Subject to Articles 30A and 30B, each elected Director holds office until the conclusion of the second annual general meeting after the Director takes office and, subject to these Articles, is eligible for re-election.

No.	Delete this (existing wording)	Add this (new wording)
	(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.	
3	Article 32(b) (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	Article 32(b) (b) Each of the six (6) regions, being the Metropolitan Region, the Illawarra and South Eastern Region, the Hunter Region, the Western Region, the Northern Region and the Southern Region, shall be entitled to one (1) Representative on the Board of Directors. In addition, there shall be one (1) Director elected by the members at large, who may reside in any region. There shall be seven (7) elected Directors in total. Articles 31(c), 33, 42(h) and 42(i) do not apply to the Director elected at large or to a candidate for that office. If only one nomination is received for that office, the person nominated shall be deemed to be elected.
4	Article 39(b) (b) four Deputy Chairmen of RNSWCC, one of whom shall be the Senior Deputy Chairman.	Article 39(b) and new Article 39A (b) a Deputy Chairman of RNSWCC. 39A. A reference in these Articles or the Regulations to the Deputy Chairmen, to a Deputy-Chairman, to a Deputy Chairman or to the Senior Deputy Chairman is a reference to the Deputy Chairman elected under Article 39(b).
5	Article 45(e) (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.	Article 45(e) (e) A majority of the Directors then holding office 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.

No.	Delete this (existing wording)	Add this (new wording)
6	Articles 51, 52, 53 and 54 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.	Article 51 51. There shall be no Executive Committee. A reference in these Articles or the Regulations to the Executive Committee is a reference to the Board of Directors.

RATIONALE

To reduce the number of Board Directors to a level considered to be best practice, retain regional representation but equalise it, so that no region can command the Board by weight of numbers. The intended composition is a Board of nine: six Directors elected one from each of the six existing regions, one Director elected by the members at large, and two Directors appointed for specific skills the elected Directors do not hold. The appointed minority brings independent expertise and acts as a check on the elected majority without ever being able to outvote it. The two appointed Directors are provided for in Motion 2.

The seventh, at-large seat keeps the elected Board at an odd number. A Board of seven does not need a five-person executive sitting above it, so the Executive Committee is abolished and its functions returned to the full Board.

The Articles to read

If this motion is carried, the Articles of Association will read as follows:-

Article 28(b) (replaces the existing Article 28(b))

What changes: The maximum size of the Board comes down from 15 to nine, of whom not more than seven are elected.

- (b) The Board of Directors shall consist of not less than 3 persons and not more than nine (9) persons, of whom not more than seven (7) shall be Directors elected by the members.



Article 29 (replaces the existing Article 29)

What changes: A two year term for elected Directors.

29. Subject to Articles 30A and 30B, each elected Director holds office until the conclusion of the second annual general meeting after the Director takes office and, subject to these Articles, is eligible for re-election.

Article 32(b) (replaces the existing Article 32(b))

What changes: One Representative for each region in place of the present 8, 2, 2, 1, 1, 1 allocation, plus one Director elected by all members. Article 32(a), which sets the six regions and their boundaries, is not changed.

- (b) Each of the six (6) regions, being the Metropolitan Region, the Illawarra and South Eastern Region, the Hunter Region, the Western Region, the Northern Region and the Southern Region, shall be entitled to one (1) Representative on the Board of Directors. In addition, there shall be one (1) Director elected by the members at large, who may reside in any region. There shall be seven (7) elected Directors in total. Articles 31(c), 33, 42(h) and 42(i) do not apply to the Director elected at large or to a candidate for that office. If only one nomination is received for that office, the person nominated shall be deemed to be elected.

Article 39(b) and Article 39A (Article 39(b) replaces the existing Article 39(b); Article 39A is new)

What changes: One Deputy Chairman in place of four.

- (b) a Deputy Chairman of RNSWCC.
39A. A reference in these Articles or the Regulations to the Deputy Chairmen, to a Deputy-Chairman, to a Deputy Chairman or to the Senior Deputy Chairman is a reference to the Deputy Chairman elected under Article 39(b).

Article 45(e) (replaces the existing Article 45(e))

What changes: The quorum becomes a majority of the Directors in office, in place of "Any 10 Directors".

- (e) A majority of the Directors then holding office 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.

Article 51 (replaces the existing Articles 51, 52, 53 and 54)

What changes: The Executive Committee is abolished. Anything the Articles gave to the Executive Committee goes to the whole Board.

51. There shall be no Executive Committee. A reference in these Articles or the Regulations to the Executive Committee is a reference to the Board of Directors.

8.5 N Matthews 2100098953 to move by Special Resolution (seconded by G Dryburgh 2000844690) – ONE DIRECTOR PER REGION: THE CURRENT BOARD (Motion 1B)

THAT, if Motion 1A is carried:

1. The changes in Motion 1A start at the close of this meeting.
2. In the Western Region, the Northern Region and the Southern Region, the Director in office continues as that region's Representative.
3. In the Illawarra and Southeastern Region and the Hunter Region, the Director most recently elected continues as that region's Representative. The other Director finishes at the close of this meeting.
4. In the Metropolitan Region, the Director most recently elected continues as that region's Representative. The other Directors finish at the close of this meeting.
5. Where two or more Directors in a region were elected at the same, most recent, election, the members vote to choose one of them. Those Directors continue until the result is declared. The Director chosen then continues as that region's Representative and the others finish.
6. A seat that is a casual vacancy at the close of this meeting is not filled and ceases to exist, unless it is the region's only seat.
7. The Director elected at large is chosen by a vote of the members and takes office when the result is declared.
8. The Secretary is to hold each vote as a ballot of members under Articles 38A and 38B, and is to declare the results no later than 28 February 2027.
9. A Director who continues serves out the term for which that Director was elected, as if Article 29 had not been changed.

RATIONALE

To set how the current Board becomes the new Board in Motion 1A. This motion is not written into the Articles.

8.6 N Matthews 2100098953 to move by Special Resolution (seconded by G Dryburgh 2000844690) – INDEPENDENT APPOINTED DIRECTORS (Motion 2)

THAT that the Articles of Association of Royal New South Wales Canine Council Limited (ACN 062 986 118) be amended as follows.

No.	Delete this (existing wording)	Add this (new wording)
1	Article 31A <i>Nothing is deleted. This is a new Article.</i>	Article 31A 31A. Appointed Directors. (a) In addition to the Directors elected by the members, the Board of Directors may appoint not more than two (2) Directors to address gaps in the skills, experience or attributes required for the effective operation of the Board. Article 28(b) does not prevent an appointment under this Article. (b) A person appointed under this Article is not to be a member of RNSWCC, and Article 42(b) does not apply to an appointed Director. (c) A person is not eligible for appointment under this Article unless, at the date of appointment, that person is not a member of RNSWCC and has not been a member of RNSWCC within the preceding ten (10) years.

No.	Delete this (existing wording)	Add this (new wording)
		(d) An appointed Director holds office for a term of one (1) year, may be reappointed, and may not hold office under this Article for more than five (5) years in total. (e) An appointed Director has the same duties, obligations and voting rights as an elected Director, and is a Director for all purposes of these Articles and of the Corporations Act 2001, but is not eligible to be elected Chairman. (f) An appointed Director ceases to hold office on becoming an employee of RNSWCC, a president, secretary, treasurer or committee member of an affiliate, or a judge appointed or recognised by RNSWCC, or on acquiring a material business relationship with RNSWCC. (g) A vacancy in the office of a Director appointed under this Article is not a casual vacancy for the purposes of Articles 30A, 30B or 35, and may be filled only under this Article.

RATIONALE

To allow the Board to appoint two Directors chosen for skills the elected Directors do not hold, typically finance, law, audit, risk, commercial or governance expertise, and to require those appointees to be genuinely independent of the organisation's internal politics.

They cannot chair the organisation, and hold office for fixed one year terms, but can be reappointed, to a maximum of five years. Their function is to bring expertise the membership cannot reasonably be expected to elect, and to sit at the table as people with no history, no faction and nothing to win, which is precisely what makes them useful when the room is fighting.

This motion is additive. It operates alongside Motion 1A, and operates on the existing Board if Motion 1A is not carried.

The Articles to read

If this motion is carried, the Articles of Association will read as follows.

Article 31A (new)

What changes: The Board may appoint up to two Directors from outside the membership for their skills, for one year terms.

31A. Appointed Directors.

- (a) In addition to the Directors elected by the members, the Board of Directors may appoint not more than two (2) Directors to address gaps in the skills, experience or attributes required for the effective operation of the Board. Article 28(b) does not prevent an appointment under this Article.
- (b) A person appointed under this Article is not to be a member of RNSWCC, and Article 42(b) does not apply to an appointed Director.
- (c) A person is not eligible for appointment under this Article unless, at the date of appointment, that person is not a member of RNSWCC and has not been a member of RNSWCC within the preceding ten (10) years.

- (d) An appointed Director holds office for a term of one (1) year, may be reappointed, and may not hold office under this Article for more than five (5) years in total.
- (e) An appointed Director has the same duties, obligations and voting rights as an elected Director, and is a Director for all purposes of these Articles and of the Corporations Act 2001, but is not eligible to be elected Chairman.
- (f) An appointed Director ceases to hold office on becoming an employee of RNSWCC, a president, secretary, treasurer or committee member of an affiliate, or a judge appointed or recognised by RNSWCC, or on acquiring a material business relationship with RNSWCC.
- (g) A vacancy in the office of a Director appointed under this Article is not a casual vacancy for the purposes of Articles 30A, 30B or 35, and may be filled only under this Article.

8.7 N Matthews 2100098953 to move by Special Resolution (seconded by G Dryburgh 2000844690) – LIMIT ON LENGTH OF SERVICE AS A DIRECTOR (Motion 3)

THAT the Articles of Association of Royal New South Wales Canine Council Limited (ACN 062 986 118) be amended as follows.

No.	Delete this (existing wording)	Add this (new wording)
1	Article 29A <i>Nothing is deleted. This is a new Article.</i>	Article 29A 29A. Limit on length of service. (a) A person is not eligible to be nominated for election as a Director, to be deemed elected as a Director, or to be appointed as a Director, if at the close of nominations or at the date of appointment: (i) that person has held office as a Director for a period or periods totalling eight (8) years or more within the preceding twenty (20) years; or (ii) election or appointment would result in that person holding office for more than eight (8) years in aggregate within any period of twenty (20) years. (b) A person who becomes ineligible under paragraph (a) remains ineligible until the person's aggregate service within the preceding twenty (20) years is less than eight (8) years, and in any event for not less than five (5) years from the date the person last held office. (c) In calculating service under this Article: (i) service completed before the commencement of this Article is counted; (ii) service as a Director appointed otherwise than by election, including service as a Director appointed to fill a casual vacancy, is counted; (iii) service is calculated by reference to completed calendar months; and (iv) for the purposes of paragraph (a)(ii), an annual general meeting not yet held is taken to be held on the anniversary of the most recent annual general meeting.



No.	Delete this (existing wording)	Add this (new wording)
		(d) This Article does not affect the tenure of a Director who holds office at the time the Director becomes ineligible under paragraph (a), and that Director continues in office for the balance of that Director's term. (e) The Secretary shall maintain a record of the date on which each Director first took office and of each period of service, and shall certify in writing to the Returning Officer, before the close of nominations for any election, whether each nominee is eligible under this Article. The certificate is conclusive for the purposes of the election unless set aside by the Board of Directors before the ballot is declared. (f) Nothing in this Article limits Article 40.

RATIONALE

To require genuine Board renewal by capping how long any person may serve. A Director may hold office for no more than eight (8) years in any period of twenty (20) years, after which they are ineligible to stand or be appointed for a further five (5) years. Under the two-year terms proposed in Motion 1A this is four terms, then a full five years away from the table.

Long tenure is the mechanism by which factions become permanent. People who have sat at the table for a decade or more accumulate obligations, grievances and alliances that outlast any particular issue, and a board so composed stops being able to decide anything on its merits. A cap removes nobody for wrongdoing and implies none. It ends the assumption that a seat, once won, is held indefinitely. Eight years is long enough to learn the organisation, see a strategy through and hand it on; the five-year break is long enough that a returning Director comes back to a board they no longer control.

The cap counts service already completed. A limit that started the clock afresh at adoption would postpone renewal for another eight years and defeat the purpose of the reform. It is drafted so that no Director loses office mid-term: it operates on eligibility to stand, not on tenure of a seat already held.

The Articles to read

If this motion is carried, the Articles of Association will read as follows.

Article 29A (new)

What changes: No more than eight years of service in any twenty. Applies to eligibility to stand or be appointed.

29A. Limit on length of service.

- (a) A person is not eligible to be nominated for election as a Director, to be deemed elected as a Director, or to be appointed as a Director, if at the close of nominations or at the date of appointment:
- (i) that person has held office as a Director for a period or periods totalling eight (8) years or more within the preceding twenty (20) years; or
 - (ii) election or appointment would result in that person holding office for more than eight (8) years in aggregate within any period of twenty (20) years.

- (b) A person who becomes ineligible under paragraph (a) remains ineligible until the person's aggregate service within the preceding twenty (20) years is less than eight (8) years, and in any event for not less than five (5) years from the date the person last held office.
- (c) In calculating service under this Article:
 - (i) service completed before the commencement of this Article is counted;
 - (ii) service as a Director appointed otherwise than by election, including service as a Director appointed to fill a casual vacancy, is counted;
 - (iii) service is calculated by reference to completed calendar months; and
 - (iv) for the purposes of paragraph (a)(ii), an annual general meeting not yet held is taken to be held on the anniversary of the most recent annual general meeting.
- (d) This Article does not affect the tenure of a Director who holds office at the time the Director becomes ineligible under paragraph (a), and that Director continues in office for the balance of that Director's term.
- (e) The Secretary shall maintain a record of the date on which each Director first took office and of each period of service, and shall certify in writing to the Returning Officer, before the close of nominations for any election, whether each nominee is eligible under this Article. The certificate is conclusive for the purposes of the election unless set aside by the Board of Directors before the ballot is declared.
- (f) Nothing in this Article limits Article 40.

8.8 N Matthews 2100098953 to move by Special Resolution (seconded by G Dryburgh 2000844690) – BOARD INDEPENDENCE FROM COMPETITION (Motion 4A)

THAT the Articles of Association of Royal New South Wales Canine Council Limited (ACN 062 986 118) be amended as follows.

No.	Delete this (existing wording)	Add this (new wording)
1	Article 44A <i>Nothing is deleted. This is a new Article.</i>	Article 44A 44A. Directors and competition. (a) In this Article: (i) 'restricted event' means any exhibition, show, trial, test, competition or dog sport conducted, sanctioned, licensed or recognised by RNSWCC or by the ANKC, held in NSW; (ii) 'primary interest', in relation to a dog, means any legal or beneficial ownership interest, whether sole or joint, any interest as lessee or lessor, where that interest is more than 49%; and (iii) 'associated entity' means a company, trust, partnership or other body through which a Director holds an interest in a dog or conducts a breeding, boarding, training, handling or sales activity. (b) A Director must not, while holding office: (i) enter or exhibit a dog at a restricted event; (ii) handle a dog at a restricted event; (iii) act as a judge, or accept an appointment as a judge, at a restricted event; or (iv) permit or procure any other person to enter, exhibit or handle at a restricted event a dog in which the Director, or an associated entity of the Director, holds a primary interest.



No.	Delete this (existing wording)	Add this (new wording)
		(c) Paragraph (b) applies to a dog registered under a prefix held by the Director, or held jointly by the Director with another person, whether or not the Director holds a primary interest in that dog. (d) Paragraph (b) does not prevent a Director from: (i) attending a restricted event, including in an official capacity; (ii) acting as a steward or other official other than as a judge; (iii) presenting awards or performing ceremonial functions; (iv) entering or handling a dog at an event that is not a restricted event; or (v) breeding, owning, boarding, training or selling dogs, subject to paragraph (b)(iv). (e) Where a person residing in the same household as a Director, or a spouse, de facto partner, parent, child or sibling of a Director, enters or handles a dog at a restricted event, the Director shall disclose that fact to the Board of Directors in writing, and the disclosure shall be recorded in the minutes. This paragraph imposes no restriction on that person. (f) A Director must not be present for, or take part in the consideration of or vote on, any matter before the Board of Directors concerning a specific exhibitor, judge, dog, prefix, event or disciplinary proceeding in which a person to whom paragraph (e) applies is directly involved. (g) Each Director shall, within twenty-eight (28) days after taking office and thereafter within twenty-eight (28) days after the end of each financial year, give the Secretary a written declaration of compliance with this Article and of any disclosure required under paragraph (e). The Secretary shall table the declarations at the next meeting of the Board of Directors and shall retain them for inspection by any member. (h) A Director who contravenes paragraph (b) ceases to hold office, and the office becomes a casual vacancy, at the end of twenty-eight (28) days after the contravention comes to the notice of the Board of Directors, unless within that period the Board of Directors resolves that the contravention was inadvertent and trivial and has been remedied. The Director concerned must not be present for, or vote on, that resolution. A resolution under this paragraph shall be recorded in the minutes with reasons and reported to the next annual general meeting. (i) A person is not ineligible to be nominated, elected or appointed as a Director by reason of anything done before taking office.

RATIONALE

To require that a person choose between governing the sport and competing in it. While holding office, a Director may not exhibit, compete, handle or judge at any event conducted or sanctioned by RNSWCC or the ANKC held in NSW.

The Board makes the regulations under which competitions are run, approves judges, inquires into and penalises misconduct, and makes the rules for protests and appeals. Directors who compete under those rules cannot escape the perception, and often the reality, that decisions are being made by people with something to win. The remedy is not more disclosure but separation: those who want to compete remain free to do so as members; the Board's business is strategy, finance and oversight.

The Articles to read

If this motion is carried, the Articles of Association will read as follows.

Article 44A (new)

What changes: While in office a Director does not enter, exhibit, handle or judge at RNSWCC or ANKC events held in NSW. Family members are not restricted, but are disclosed.

44A. Directors and competition.

(a) In this Article:

- (i) 'restricted event' means any exhibition, show, trial, test, competition or dog sport conducted, sanctioned, licensed or recognised by RNSWCC or by the ANKC, held in NSW;
- (ii) 'primary interest', in relation to a dog, means any legal or beneficial ownership interest, whether sole or joint, any interest as lessee or lessor, where that interest is more than 49%; and
- (iii) 'associated entity' means a company, trust, partnership or other body through which a Director holds an interest in a dog or conducts a breeding, boarding, training, handling or sales activity.

(b) A Director must not, while holding office:

- (i) enter or exhibit a dog at a restricted event;
- (ii) handle a dog at a restricted event;
- (iii) act as a judge, or accept an appointment as a judge, at a restricted event; or
- (iv) permit or procure any other person to enter, exhibit or handle at a restricted event a dog in which the Director, or an associated entity of the Director, holds a primary interest.

(c) Paragraph (b) applies to a dog registered under a prefix held by the Director, or held jointly by the Director with another person, whether or not the Director holds a primary interest in that dog.

(d) Paragraph (b) does not prevent a Director from:

- (i) attending a restricted event, including in an official capacity;
- (ii) acting as a steward or other official other than as a judge;
- (iii) presenting awards or performing ceremonial functions;
- (iv) entering or handling a dog at an event that is not a restricted event; or
- (v) breeding, owning, boarding, training or selling dogs, subject to paragraph (b)(iv).

- (e) Where a person residing in the same household as a Director, or a spouse, de facto partner, parent, child or sibling of a Director, enters or handles a dog at a restricted event, the Director shall disclose that fact to the Board of Directors in writing, and the disclosure shall be recorded in the minutes. This paragraph imposes no restriction on that person.
- (f) A Director must not be present for, or take part in the consideration of or vote on, any matter before the Board of Directors concerning a specific exhibitor, judge, dog, prefix, event or disciplinary proceeding in which a person to whom paragraph (e) applies is directly involved.
- (g) Each Director shall, within twenty-eight (28) days after taking office and thereafter within twenty-eight (28) days after the end of each financial year, give the Secretary a written declaration of compliance with this Article and of any disclosure required under paragraph (e). The Secretary shall table the declarations at the next meeting of the Board of Directors and shall retain them for inspection by any member.
- (h) A Director who contravenes paragraph (b) ceases to hold office, and the office becomes a casual vacancy, at the end of twenty-eight (28) days after the contravention comes to the notice of the Board of Directors, unless within that period the Board of Directors resolves that the contravention was inadvertent and trivial and has been remedied. The Director concerned must not be present for, or vote on, that resolution. A resolution under this paragraph shall be recorded in the minutes with reasons and reported to the next annual general meeting.
- (i) A person is not ineligible to be nominated, elected or appointed as a Director by reason of anything done before taking office.

8.9 N Matthews 2100098953 to move by Special Resolution (seconded by G Dryburgh 2000844690) – BOARD INDEPENDENCE FROM COMPETITION: ENTRIES & JUDGING APPOINTMENTS ALREADY MADE (Motion 4B)

THAT if Motion 4A is carried:-

Article 44A(b) does not apply to an entry made, or an appointment as a Judge accepted in writing, before 4 November 2026, for an event held on or before 31 December 2027.

RATIONALE

To let entries and judging appointments made before this meeting be completed. This motion is not written into the Articles.

8.10 N Matthews 2100098953 to move by Special Resolution (seconded by G Dryburgh 2000844690) – SEPARATION OF GOVERNANCE & MANAGEMENT: COMPANY SECRETARY & CHIEF EXECUTIVE OFFICER (Motion 5A)

THAT the Articles of Association of Royal New South Wales Canine Council Limited (ACN 062 986 118) be amended as follows.

No.	Delete this (existing wording)	Add this (new wording)
1	Article 55 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.	Article 55 55. Company Secretary. (a) The Board of Directors shall appoint a Company Secretary, being a Director, who shall hold office without remuneration, and may at any time revoke the appointment and appoint another. Where no Director is willing and able to act, the Board of Directors may appoint any other person, who must not be an employee of RNSWCC other than the Chief Executive Officer. (b) The Company Secretary is the secretary of RNSWCC for the purposes of the Corporations Act 2001, and shall be the public officer of RNSWCC. (c) The functions of the Company Secretary are: (i) to ensure that the Articles, and the requirements of the Corporations Act 2001, are complied with; (ii) to ensure that minutes of meetings of the Board of Directors, of committees and of general meetings are kept, and that resolutions and registers required by law are maintained; (iii) to make lodgements required of RNSWCC with the Australian Securities and Investments Commission; (iv) to advise the Board of Directors on governance and on its obligations; and (v) to perform the functions conferred on the Secretary by these Articles that relate to the conduct of meetings, elections and ballots. (d) The Company Secretary may delegate the administrative performance of any function to the Chief Executive Officer, but remains responsible for it.
2	Article 55A <i>Nothing is deleted. This is a new Article.</i>	Article 55A 55A. Chief Executive Officer. (a) The Board of Directors shall appoint a Chief Executive Officer on such terms as it determines, and may remove the Chief Executive Officer. (b) The Chief Executive Officer must not be a Director. A Director must not be an employee of RNSWCC. A person who has held office as a Director may not be appointed Chief Executive Officer.



No.	Delete this (existing wording)	Add this (new wording)
		(c) Subject to the direction of the Board of Directors, the Chief Executive Officer shall manage the affairs of RNSWCC, and shall exercise the powers delegated by the Board of Directors under a written instrument of delegation which the Board of Directors shall make and review annually. (d) All employees and contractors of RNSWCC report to the Chief Executive Officer. A Director must not give a direction to an employee or contractor, and must not exercise a management function, otherwise than through a resolution of the Board of Directors given to the Chief Executive Officer. (e) The Chief Executive Officer shall attend meetings of the Board of Directors, but is not a Director and has no vote. The Board of Directors may meet without the Chief Executive Officer present. (f) The Board of Directors shall review the performance of the Chief Executive Officer at least annually against objectives it sets in writing, and shall record the completion of the review in the minutes. (g) The functions of the Chief Executive Officer include: (i) ensuring that all money due to RNSWCC is collected and received and that authorised payments are made; (ii) ensuring that proper books and accounts are kept showing the financial affairs of RNSWCC; and (iii) the administration of the office, the registers and the services of RNSWCC. (h) Where an employee is appointed to a role described as General Manager rather than Chief Executive Officer, this Article applies to that role.
3	Article 55B <i>Nothing is deleted. This is a new Article.</i>	Article 55B 55B. Interpretation: references to the Secretary. A reference in these Articles to the Secretary is a reference to the Company Secretary where the function relates to meetings of the Board of Directors, general meetings, elections, ballots, notices to members, the office of public officer, or compliance with the Corporations Act 2001, and in every other case is a reference to the Chief Executive Officer. Either may perform a function conferred on the Secretary, and performance by either is valid.
4	Article 57 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.	Article 57 57. The Board of Directors shall determine the remuneration of the Chief Executive Officer and shall disclose the total remuneration paid to the Chief Executive Officer in the annual financial report.

No.	Delete this (existing wording)	Add this (new wording)
	(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.	

RATIONALE

To separate the governance role from the management role. The Company Secretary becomes a governance and compliance officer, held by a director without remuneration. A Chief Executive Officer is appointed to run the organisation, employ and direct staff, and administer the office. Directors govern; the CEO manages; no Director holds an executive position or directs staff.

The present Articles give one officer, the Secretary/Manager, both the duties of a company secretary and control of daily operations, with no chief executive and no clear line between the board and the office. That arrangement makes the board's own administrator responsible for servicing the board that employs them, and leaves Directors able to involve themselves directly in operational matters. The NSW Office of Sport's Sports Governance Capability Framework (March 2021, section 1.14) says that "a clear separation of powers and responsibilities should exist between the board, the CEO and staff". Separating the two roles gives effect to that, and is the precondition for a strategic board.

The Articles to read

If this motion is carried, the Articles of Association will read as follows.

Article 55 (replaces the existing Article 55)

What changes: The Company Secretary is a governance and compliance office, held by a Director without pay.

55. Company Secretary.

- (a) The Board of Directors shall appoint a Company Secretary, being a Director, who shall hold office without remuneration, and may at any time revoke the appointment and appoint another. Where no Director is willing and able to act, the Chair will be appointed as the Company Secretary.
- (b) The Company Secretary is the secretary of RNSWCC for the purposes of the Corporations Act 2001, and shall be the public officer of RNSWCC.
- (c) The functions of the Company Secretary are:
 - (i) to ensure that the Articles, and the requirements of the Corporations Act 2001, are complied with;

- (ii) to ensure that minutes of meetings of the Board of Directors, of committees and of general meetings are kept, and that resolutions and registers required by law are maintained;
 - (iii) to make lodgements required of RNSWCC with the Australian Securities and Investments Commission;
 - (iv) to advise the Board of Directors on governance and on its obligations; and
 - (v) to perform the functions conferred on the Secretary by these Articles that relate to the conduct of meetings, elections and ballots.
- (d) The Company Secretary may delegate the administrative performance of any function to the Chief Executive Officer, but remains responsible for it.

Article 55A (new)

What changes: A Chief Executive Officer runs the organisation and the staff, and answers to the Board.

55A. Chief Executive Officer.

- (a) The Board of Directors shall appoint a Chief Executive Officer on such terms as it determines, and may remove the Chief Executive Officer.
- (b) The Chief Executive Officer must not be a Director. A Director must not be an employee of RNSWCC. A person who has held office as a Director may not be appointed Chief Executive Officer.
- (c) Subject to the direction of the Board of Directors, the Chief Executive Officer shall manage the affairs of RNSWCC, and shall exercise the powers delegated by the Board of Directors under a written instrument of delegation which the Board of Directors shall make and review annually.
- (d) All employees and contractors of RNSWCC report to the Chief Executive Officer. A Director must not give a direction to an employee or contractor, and must not exercise a management function, otherwise than through a resolution of the Board of Directors given to the Chief Executive Officer.
- (e) The Chief Executive Officer shall attend meetings of the Board of Directors, but is not a Director and has no vote. The Board of Directors may meet without the Chief Executive Officer present.
- (f) The Board of Directors shall review the performance of the Chief Executive Officer at least annually against objectives it sets in writing, and shall record the completion of the review in the minutes.
- (g) The functions of the Chief Executive Officer include:
 - (i) ensuring that all money due to RNSWCC is collected and received and that authorised payments are made;
 - (ii) ensuring that proper books and accounts are kept showing the financial affairs of RNSWCC; and
 - (iii) the administration of the office, the registers and the services of RNSWCC.
- (h) Where an employee is appointed to a role described as General Manager rather than Chief Executive Officer, this Article applies to that role.



Article 55B (new)

What changes: Says which of the two officers is meant wherever the Articles refer to "the Secretary".

55B. Interpretation: references to the Secretary. A reference in these Articles to the Secretary is a reference to the Company Secretary where the function relates to meetings of the Board of Directors, general meetings, elections, ballots, notices to members, the office of public officer, or compliance with the Corporations Act 2001, and in every other case is a reference to the Chief Executive Officer. Either may perform a function conferred on the Secretary, and performance by either is valid.

Article 57 (replaces the existing Article 57)

What changes: The Board sets the Chief Executive Officer's remuneration and discloses it in the annual financial report.

57. The Board of Directors shall determine the remuneration of the Chief Executive Officer and shall disclose the total remuneration paid to the Chief Executive Officer in the annual financial report.

8.11 N Matthews 2100098953 to move by Special Resolution (seconded by G Dryburgh 2000844690) – COMPANY SECRETARY & CHIEF EXECUTIVE OFFICER: START (Motion 5B)

THAT if Motion 5A is carried:-

The changes in Motion 5A start on 1 July 2027.

RATIONALE

To set when the changes in Motion 5A start. This motion is not written into the Articles.

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 <https://www.dogsnsw.org.au/resources/rnswcc-agm-meetings/>.

Completed Proxy Appointment Forms can be:

- (a) be handed into the RNSWCC Office
- (b) posted to the RNSWCC, PO Box 632, St Marys NSW 1790; **OR**
- (c) scanned & emailed to the Office via info@dogsnsw.org.au

and **MUST** be received by the Company Secretary no later than **4.30pm on Monday 2 November 2026**.