

MINUTES of the RNSWCC Annual General Meeting of Members held Wednesday 2 November 2022 at 7.30pm in the Amenities Building, The Bill Spilstead Complex for Canine Affairs, 44 Luddenham Road, Orchard Hills.

The President opened the meeting and thanked the outgoing Directors (Vicki Etherington OAM, Peter Cutler and Ted Pickering) for their input and hard work throughout the year and welcomed the incoming Directors (Lyn Brown, Sue McFadden and Stephen Oliver).

Members were asked to honour a minute's silence for the members that has passed in 2021/2022.

1. PRESENT	L Brand	President
	C Rafton	Senior Vice President
	P Cutler	Vice President
	R Harbin	Vice President
	V Etherington OAM	Vice President
	K Hedberg BVSc	Director
	N Keck	Director
	J Sheppard	Director
	G Spagnolo	Director
	R Privett	Director
	K Charnock	Director
	A McIraith	Director
	G Vernon	Director
	S Mills	Director (by Livestream)
	L Brown	Director-elect
	S Oliver	Director-elect
	S McFadden	Director-elect (by Livestream)
	Mr A Khamis	Operations Manager
	Mrs V Gagan-Wilson	Company Secretary
	Mrs B Tutill	Disputes Assessment Panel Secretary
	Mrs L Hadley	Committee Secretary/Examination Administrator

A total of 30 Members present, a list of whom appears in the Minute Book, and which includes the above Directors.

2. APOLOGIES

Director E Pickering	2100044264
Mrs E Gunter	2000619780

MOVED N Abela
THAT apologies be received.

SECONDED T Buckley

CARRIED

3. CONFIRMATION OF THE MINUTES

MOVED V Etherington OAM
THAT the Minutes of the Annual General Meeting of Members held 3 November 2021, published in the April 2022 Gazette, be confirmed.

SECONDED Mrs P Cutler

CARRIED

4. CHAIRMAN'S REPORT

The President welcomed the Directors and Member to what she hopes is the beginning of the end of a very difficult year for all in our Dog World and for everyone affected in NSW by the devastating flooding and weather conditions. One could feel the short straw was drawn with COVID, local flooding, ground closures and all the Government issues.

On the bright side with political and government issues commencing with the *DPI Animal Welfare Draft Consultation Bill* and the continuing information of how this Bill could affect our members, DOGS NSW was invited by the Standing Committee of State Development to represent in NSW Parliament giving detailed evidence of how our organisation is designed to keep the highest standards of animal welfare in all areas.

DOGS NSW was represented in March 2022 by myself and Ms Deidre Crofts. Deidre put in the most detailed and professional answers to the queries of the members of the Standing Committee. The outcome of our representation felt positive and the liaison and communication with the DPI on current issues seems positive.

Secondly, DOGS NSW was requested to attend as stakeholders at The Select Committee and give evidence again in NSW Parliament on the private members Bill *Animal Justice Party Companion Animal Amendment (Puppy Farming Bill 2021)*. I feel that DOGS NSW presented well and I am positive that we have a respect for the name DOGS NSW at this level.

There are many Committees who contribute to so many areas of DOGS NSW and I will just name a few who have had particular difficulties over 2022.

The Grounds Committee

I would like to thank the Chair and Grounds Committee who have dealt with so many hazards and maintenance to keep the grounds in such great condition given the circumstances.

Conformation Judges Training Committee & CJEP Examinations Committee

With the complications of COVID and flooding, our Trainees were finally able to commence the 2022/2023 Conformation Judges Training Program. I wish all candidates all the best for the rest of the Program. I would like to thank the Chairs of the Committees, ie, Conformation Judges Training and CJEP Examinations, plus all the Co-ordinators and their Assistants for the ongoing work in trying conditions.

Finance Committee

Welcoming our new Chair, Mr Ross Sinclair, who I know is doing a wonderful job along with the rest of his Committee.

The Office

I would like thank the staff in very trying conditions with COVID and flooding, the logistics managed by Anthony Khamis in running on short staff and managing to adopt ways of cutting costs and running efficiently has been a huge effort. To Virginia Gagan-Wilson for her undeniable patience and consistency in answering hours and hours of questions from both Directors and members has been above and beyond. To all the office staff, a thank you for working through such hard times.

The Board

Finally, I would like to acknowledge all the members of the Board who give their time voluntarily in many committees and decision making in the interest of the members of DOGS NSW.

MOVED V Etherington OAM

SECONDED G Vernon

THAT the report of the Chairman, as published in the 2021/2022 RNSWCC Ltd Annual Report, be received.

CARRIED

5. CONSIDERATION OF SECRETARY'S REPORT

Australian National Kennel Council Ltd

The RNSWCC Representative at the Annual General Meeting held on 16 October 2021 via Zoom Conferencing was Dr K Hedberg BVSc.

The Directors appointed by RNSWCC who attended the Board Meeting held on 16 October 2021 were Dr K Hedberg BVSc and Mrs L Brown.

The Directors appointed by RNSWCC who attended the Special Board Meetings held on 12 February & 18 June 2022 were Mrs L Brand and Mrs C Rafton.

Dr K Hedberg BVSc and Mrs L Brown were Directors from June 2021 to October 2021.

Mrs L Brand & Mrs C Rafton were Directors from November 2021 to June 2022.

New Affiliates

There following new Affiliates were approved for the year ended 30 June 2020:-

- Gulgong Show Society Inc – October 2021
- NSW Utility Gundog Field Trial Association Inc – October 2021
- Pointing Gundog Club of NSW – June 2022

Inquiries, Investigations and Appeals

During the period 1 July 2021 to 30 June 2022, the RNSWCC received 24 new complaints which proceeded to the Chair of the DOGS NSW Disputes Assessment Panel, with the following outcomes:

- 7 Declined
- 16 Proceeded to Inquiry
- 1 Appeal
- NIL Still Under Investigation
- NIL Proceed to Mediation
- 1 Withdrawn
- 3 Dismissed

Judges Training Schemes

Judges Training Schemes were conducted/are in progress for the following disciplines:

- Conformation (completion of the 2019/2021 Program and commencement of the 2022/2023 Program)
- Dances with Dogs/Trick Dog
- Herding
- Obedience & Tracking
- Retrieving & Field Trial
- Scent Work

Company Secretary

The name, qualifications and experience of the person who has occupied the position of Secretary of the Company during the year are:

- Mrs Virginia Gagan-Wilson: Company Secretary RNSWCC (trading as DOGS NSW) from July 2019 to present. DOGS NSW CEO from 2014 to 2019. Commenced employment with DOGS NSW in October 2001. Previous experience in high level PA/Executive Assistant and Secretarial positions with State & Local Governments.

MOVED D Harbin

SECONDED H Gent OAM

THAT the report of the Company Secretary, as published in the 2021/2022 RNSWCC Ltd Annual Report, be received.

CARRIED

6. CONSIDERATION OF DIRECTORS' REPORTS

MOVED S Wesselink

SECONDED R Duffy

THAT the reports of the Directors, as published in the 2021/2022 RNSWCC Ltd Annual Report, be received.

CARRIED

7. CONSIDERATION OF FINANCIAL REPORT – FOR THE YEAR-END 30 JUNE 2022

The Financial Report for the year end 30 June 2022, as published in the 2021/2022 RNSWCC Ltd Annual Report, was considered by the meeting.

The President introduced Director C Rafton, Senior Vice President, to speak to the Financial Report as the Chair of the Finance Committee, Mr Ross Sinclair, was currently overseas and without sufficient internet access to join and, in his stead, welcomed the representative Mr Norm Hoare, on behalf of our Auditors, Morris and Batzloff.

Director Rafton advised the meeting that the Auditor, Mr Norm Hoare of Morris Batzloff, was on livestream and was available to answer any questions the members may wish to ask regarding the 2021/2022 Audit.

Director Rafton explained that an official notification to members had requested lists of questions to be forwarded to the Office, prior to the night of the Annual General Meeting, to enable detailed information in regard to the financials to be able to be given on the night.

To this end Ms Anne Williams 2100075519 had requested the following:-

- 1. What is included in the audit and consulting fees - you have provided the auditor fees in the notes of \$10,000 - what was the other \$19,000 spent on?***

	<u>2022</u>	<u>2021</u>
Audit	10,000.00	11,922.73
Advice on Legal, marketing, welfare bill. Regulation drafting advice, Lease Contract and account related	<u>19,668.00</u>	<u>6,620.00</u>
	29,668.00	18,542.73

2. What were the additional Board of Directors costs? This increased by over \$12,000.

	2022	2021
Supervision of election	1,818.18	1,500.00
Board Governance Training	5,500.00	
Travel/catering	12,358.38	5,818.20
	19,676.56	7,318.20

In the last twelve months significantly more face to face meetings have been held involving increased travel costs which have been higher than during COVID times.

3. Why has rent tripled, the grounds are not fully usable due to flooding, perimeter fencing was not completed so some of the sports could not go ahead? This is from a competitor's perspective.

	2022	2021
Monthly rental \$3750 * 12	47,750.00	48,750.00
Additional back payments: 6/2020-6/2022 \$2,708.33 per month	67,971.25	
	115,721.25	48,750.00

The large difference in rental payments for financial year 2022 to the previous year is due to the renewal of the lease by the Government, with only 16 years left for our occupation of these grounds. During this process it was discovered that previous 'reviews' of our rental amounts had not been done in regard to the annual fees charged as we had no increase for many years. This was, naturally, adjusted prior to the lease being renewed but the additional adjustment charged was negotiated for only a period of 20 from June 2020 to June 2022 and that amount resulted in an additional \$2,708.33 per month resulting in the \$67,971.25 included in the current 2022 figures.

4. Why have salaries and wages increased by over \$200,000. Were there additional staff? If so, this should be reflected.

	2022	2021
FBT	3,798.03	6,517.70
Payroll Tax	669.37	2,374.71
Staff Advertising	495.00	
Staff Amenities	11,610.63	10,458.68
Staff Training	1,630.91	2,170.50
Staff Uniforms	1,458.01	2,977.35
Superannuation	96,590.70	84,556.39
Wages	1,014,838.33	782,970.95
	1,131,090.98	892,026.28

The reason for the increase in 'Wages' is mostly due to the transfer from Part Time hours to Full Time hours re COVID. Correspondingly, the Superannuation increases accordingly. Apart from Staff amenities, which naturally would increase due to working in house, all other categories associated to this heading have decreased.

	2022	2021
412.1 - Bad Debts	4,692.27	1,785.60
412.5 - Bank Fees	454.60	323.46
422.1 - Internet/website Expenses	22,230.84	28,960.70
422.5 - IT Support	36,229.85	22,093.94
426.1 - Motor Vehicle Expenses	15,922.11	13,550.44
429.6 - Promotional Expense	24,075.88	5,700.10
433.1 - Subscriptions	24,842.00	25,982.86
434.5 - Travel Expenses	2,084.43	10,922.51
491 - Professional fees	26,828.59	6,389.18
490 - Contractor Payments		22,970.20
419.1 - Equipment Hire	721.37	2,301.00
Others	28,960.80	34,969.16
	<u>187,042.74</u>	<u>172,377.95</u>

In regard to:-

- IT costs: this consists of Support, Software and Custom System development
- Motor vehicle expenses: van for Ground Staff and also the Welfare Officer.
- Promotional Expenses: Public relations purchases, items and signage for PR including events
- Subscriptions: Payment Gateway and membership plus booking system
- Professional Fees: FY 2021 Payroll, FBT and FY 2022 Payroll, AGM, Legal advice, Marketing, FBT
- Contractor Payments: Contracting Staff member via Agency

5. What has been included in other expenses?

	2022	2021
411.3 - Assessment Costs	1,850.51	10,003.36
414.1 - Catering	2,361.29	5,235.43
414.75 - Committee Grounds/Building Hire	1,436.36	588.74
419.5 - Filing Fees	281.00	478.27
420.3 - Freight	402.79	170.00
421.1 - Ice Machine		122.64
423.5 - Judges Training Expenses	788.29	
424.5 - Livestock Expenses	2,353.21	
426.5 - Photocopier/Scanner Rent		8,676.00
427.1 - Photography		503.80
428.7 - PPE Purchased		694.75
429.1 - Pre Employment Medicals	138.18	90.91
430.3 - Repairs - Small Tools		408.27
435 - OHS		732.37
436 - Entertainment		287.28
437 - DNA Exp	597.73	336.65
481 - Staff Awards		2,545.46
495 - Other Expenses	18,751.44	4,669.79
	<u>28,960.80</u>	<u>34,969.16</u>

The breakdown of these “Other expenses” was offered to be detailed to the meeting, but none of the members present requested, however, Director Rafton advised the meeting that the Finance Committee had agreed to have the full and detailed report, including this last item #495, included in the Minutes of the AGM for publication.

	2022	2021
411.3 - Assessment Costs	1850.51	10003.36
414.1 - Catering	2361.29	5235.43
414.75 - Committee Grounds/Building Hire	1436.36	588.74
419.5 - Filing Fees	281	478.27
420.3 - Freight items	402.79	170
423.5 - Judges Training Expenses	788.29	0
424.5 - Livestock Expenses	2353.21	0
426.5 - Photocopier/Scanner Rent		8676
429.1 - Pre Employment Medicals	138.18	90.91
Others	2,283.08	3,311.70
437 - DNA Expense	597.73	336.65
	12,492.44	22,267.66

It should be noted that all these questions were in relation to the second last and last pages of the Financial Reports, as the current Finance Committee have in fact re-instituted the detailed “Income and Expenditure” including those for the Complex, Dogs Australia and the Spring Fair, when applicable.

MOVED V Etherington OAM

SECONDED G Spagnolo

THAT the report from Director C Rafton, Senior Vice President, on the Financial Report for 2021/2022 be received.

CARRIED

8. NOTICES OF MOTION

8.1 A Khamis 2100041311 to move by Special Resolution

MOVED V Gagan-Wilson

SECONDED H Gent OAM

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

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

Be amended to read:-

10. *A person shall cease ipso facto to be a member of RNSWCC:*
 (d) *If the annual subscription for the forthcoming membership year payable pursuant to Article 14 has not been paid **by 30 June of each year** within ~~30 days of the end of the previous membership year~~; **(11/22)***

LOST

8.2 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson SECONDED P Cutler
THAT the RNSWCC Articles of Association, Part III-The Board of Directors: Election of Board of Directors, Clause 38B, which reads as follows:-

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

Be amended to read:-

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

CARRIED

8.3 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson SECONDED D Harbin
THAT the RNSWCC Articles of Association, Part VI-General Meetings: Annual General Meetings – Holding of - Notice, Clause 63(b), which reads as follows:-

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

Be amended to read:-

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

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

8.4 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson

SECONDED P Cutler

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

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

Be amended to read:-

- 63(e) A member desiring to bring any business before a general meeting shall give notice in writing of that business to the Secretary who shall:
- (i) if the business referred to in the notice is not, in the opinion of the Secretary, in a form appropriate for adoption by a general meeting, advise the member of areas of inappropriateness and suggest possible amendments,

(11/22)

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

CARRIED

2 against

8.5 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson

SECONDED K Charnock

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

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

Be amended to read:-

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

CARRIED

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

MOVED V Gagan-Wilson

SECONDED N Abela

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

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

Be amended to read:-

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

CARRIED

8.7 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson

SECONDED P Cutler

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

- 64(c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.*

Be amended to read:-

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

CARRIED

8.8 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson

SECONDED D Harbin

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

- 66(a) The Chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.*

Be amended to read:-

- 66(a) The Chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place (if applicable) , but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. (11/22)

CARRIED

MOVED C Rafton

SECONDED L Wheeler

THAT Standing Orders be suspended to bring forward Item 8.10 to be considered prior to consideration of Item 8.9.

CARRIED

8.10 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson

SECONDED Mrs P Cutler

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

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

CARRIED

8.9 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson

SECONDED P Cutler

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

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

Be amended to read:

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

CARRIED

8.11 V Gagan-Wilson 2008469530 to move by Special Resolution

MOVED V Gagan-Wilson
SECONDED K Charnock
THAT the RNSWCC Articles of Association, Part VI-General Meetings **be amended to include a further clause** which reads:-

Meetings (11/22)

- 70A (a) *Any meeting under Part VI may be held as follows:*
- (i) At one or more physical venues;*
 - (ii) At one or more physical venues and using virtual meeting technology; or*
 - (iii) Using virtual meeting technology only.*
- (b) *Any member who attends the meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.*

CARRIED

9. MEETING CLOSED 8.27PM