

# THE IRISH SETTER CLUB OF VICTORIA INC.



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## RULES of ASSOCIATION

CONSUMER AFFAIRS VICTORIA

Associations Incorporation Reform Act 2012

*September 2020*

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## 1. NAME

The name of the incorporated association is THE IRISH SETTER CLUB OF VICTORIA INC. (incorporated) (in these Rules called "the Club")

## 2. INTERPRETATION

In these Rules, unless the contrary intention appears –

"Act", means the Associations Incorporation Reform Act 2012, and unless inconsistent with the context or subject matter, includes any regulations made under that Act and any amendments thereto;

"Absolute Majority", of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a Committee Meeting);

"Application for Membership", includes application for re-admission to Membership.

"Association", has the same meaning as is ascribed to that word by the Associations Incorporation Reform Act 2012 which, inter alia, includes a Club;

"Body", means, where the context reasonably admits, a Club, Society, Association, Company or group of persons;

"Chairperson", of a General Meeting or Committee Meeting, means the person chairing the Meeting as required;

"Club", for the purpose of these Rules, has the same meaning as is ascribed to the word Association by the Associations Incorporation Reform Act 2012;

"Committee", means the Committee of Management of the Club and includes Officers of the Club and ordinary Members of the Committee unless the Rules specifically provide otherwise;

"Disciplinary Appeal Meeting", means a Meeting of the Members of the Club convened under rule 10;

"Disciplinary Meeting", means a Meeting of the Committee convened for the purposes of rule 10;

"Disciplinary Subcommittee", means the subcommittee appointed under rule 10;

"Dual Member", means one of any two Members of the 'one family resident at the same address or one of any two of the persons who are partners in the conduct of a kennel having a kennel prefix in their joint names registered with Dogs Victoria, who has been admitted with the other of such persons as a dual Member of the Club;

"Exhibition", includes a Conformation Show, Canine Exhibition, Canine Parade, Gundog Trials and Tests, Canine Competition, Display, Obedience Trials and Tracking Trials, Non - Slip Retrieving Trials, Contest, Match or similar events;

‘Financial Member’, means a Member who shall not be in default in the payment of his/her Annual subscription or any fees or other monies payable in accordance with the Rules;

“Financial Year,” means each period of 12 months ending on June 30<sup>th</sup>;

“General Meeting’, means a General Meeting of the Members of the Club and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting;

“Honorary Member’, means a person who, upon the recommendation of the Committee or upon a written nomination signed by not less than five Members is elected by a resolution passed in General Meeting, by a majority of not less than 75% of the Members voting in person thereat, as an Honorary Member for one year and who in the opinion of such Meeting has rendered outstanding service to the Irish Setter breed or to the Club or for other good and sufficient reason and shall in addition have the rights and privileges of a financial Member but shall not be entitled to vote at General Meetings or hold office unless a majority of Members otherwise decides;

"Insolvent under administration", in relation to a Member of the Committee of Management has the same meaning as that given to those words by Section 5(1) of the Companies (Victoria) Code;

"Junior Member", means a person under the age of sixteen years who has been admitted as a Member of the Club and who shall not be entitled to hold office or to vote at a General Meeting of the Club but shall otherwise be entitled to enjoy all other privileges of membership;

"Life Member", means a Member who has been admitted to the Club as a Member for life, whether upon payment of a subscription or without payment of a subscription as may be determined by the Members from time to time;

"Member", means a person who has been admitted as an ordinary or dual or Life Member of the Club and where the context otherwise so admits, shall include a person admitted to any other category of Membership and the word "Member", where the context so admits, shall mean and include persons who have been admitted to any category of membership;

"Office", means the Office of the Club, and shall be a place as determined from time to time at which the records of the Club are to be kept;

"Office Bearers", means the President, the Vice-President, Treasurer, Secretary, and such other nominated positions as referred to in Clause 25 and 26;

"Period of Membership", in relation to a Member, denotes the twelve months terminating at midnight on the 30<sup>th</sup> day of June each year for which such Member is for the time being elected or admitted to Membership of the Club or such portion of that term during which his Membership continues;

"Person", where the context reasonably permits, includes an individual, a firm or partnership, a company or corporation, or any other legal entity;

"Registered", means breeds and breed varieties of dogs for which a separate register is kept by the Victorian Canine Association;

"Registrar", means the Registrar of Incorporated Associations;

"Regulations" means, either the Associations Incorporation Reform Act 2012 or the Regulations of the Victorian Canine Association or its successor at law as specifically referred to in either case in the Rules of the Club;

"Returning Officer" means, for the purpose of Rule 27(6), a person appointed for the purpose of conducting a ballot under that Rule. If the Returning Officer is a Member of the Club, entitled to vote at a General Meeting or Annual General Meeting, he shall be entitled to cast a vote before assuming the role of Returning Officer. The duties of the Returning Officer shall be to:

- (a) conduct the poll;
- (b) determine the validity of any postal votes received;
- (c) count the votes received (both postal votes and votes in person); and
- (d) declare the result of the poll.

"Rules", means the Rules for the time being of the Club;

"Scrutineer", means, for the purposes of Rule 27(6), a person appointed for the purpose of assisting in a ballot. The role of a Scrutineer is:

- (a) in conjunction with the Returning Officer, to count the votes received; and
- (b) to object to the validity of a ballot paper submitted by post, if he believes that ballot is invalid.

A Scrutineer, who is a Member of the Club entitled to vote at a General Meeting or Annual General Meeting, shall be entitled to cast a ballot before assuming the duties of Scrutineer.

"Secretary", means the Honorary Secretary or Secretary of Club and, where the context reasonably permits, includes the Assistant Secretary and any other person for the time being appointed by the Committee to exercise, the functions of the Secretary;

"Social Member", means a person admitted to Membership who has no voting rights, cannot hold a position of Office Bearer or Committee Member and cannot enter an exhibition as a Member;

"Special Resolution", means a resolution that requires a majority of the Members voting at a General Meeting, whether in person or by any other means permitted, to vote in favour of the resolution;

"Sub-rule", means a provision of the Rules and, where the context so admits, includes a paragraph or sub-paragraph thereof;

"VCA", means Victorian Canine Association Incorporated or its successor at law; such as trading name DOGS Victoria;

Words importing the male gender shall, where the context reasonably permits include the female and neuter gender and the singular number shall include the plural number;

“Writing”, includes printing, electronic writing or image and any other like recognised means of communication or of reproducing words in visible form;

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Associations Incorporation Reform Act 2012 and the Act as in force from time to time.

### 3. STATEMENT OF PURPOSES

The purposes for which the Incorporated Association is established are:

- (a) to affiliate with the Victorian Canine Association or its successor at law;
- (b) to promote and raise the standards and exhibition of registered pure bred dogs, particularly the Irish Setter;
- (c) to promote the holding of Exhibitions under the VCA Rules and Regulations and to conduct Exhibitions and/or to promote Obedience Training and to conduct Obedience Trials, Tracking Tests, and Field Trials;
- (d) to foster, promote and protect the interest of exhibitors of dogs at Exhibitions and particularly the exhibitors of the Irish Setter;
- (e) to collect, verify and publish information relating to dogs and the breeding and exhibition of dogs;
- (f) to educate and encourage Members, breeders and judges to abide by the requirements and the standards approved by the Victorian Canine Association for the conduct of Exhibitions and Shows;
- (g) to promote good fellowship and sportsmanship amongst Members and those participating in or attending Exhibitions and Shows;
- (h) to inform Members of and make known to them the Laws and Regulations of the State relating to the ownership and care of dogs, and the responsibility of owners for the conduct and actions of their dogs;
- (i) to hold functions and lectures relating to dogs and to the purposes of the Club generally;
- (j) to provide awards and donate prizes for competition at Exhibitions and for the competition by breeders and exhibitors of dogs;
- (k) to foster relations with other Clubs and bodies having similar aims;
- (l) to promote and assist worthy causes, as agreed at a General Meeting of the Members of the Club;

- (m) to invest the funds of the Club not immediately required in such manner as the Members or the Committee in lieu thereof shall determine;
- (n) to purchase, hire, lease, etc. and do such things as are conducive or incidental to promoting and achieving the purposes of the Club;
- (o) to carry on such other activities and to do all such other things as may be necessary or conducive to carrying out the objects of the Club;

#### 4. APPLICATION FOR MEMBERSHIP

- 4.1 Any person owning a pure bred dog or interested in any of the activities referred to in the Statement of Purposes of the Club who is nominated and approved for Membership as provided in these Rules is eligible to be a Member of the Club on payment of the entrance fee and Annual Subscription payable under these Rules.
- 4.2 A person who is not a Member of the Club at the time of the incorporation of the Club (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to Membership: -
  - (a) unless he is nominated as provided in sub-rule 4.3, and
  - (b) his admission as a Member is approved by the Committee.
- 4.3 An application for Membership shall be in such form as the Committee may from time to time prescribe and shall be signed by the applicant (and the nominee where the form so provides) and lodged with the Secretary of the Club accompanied by the fees prescribed in Rule 5.
- 4.4 The Secretary shall submit such application to the next Meeting of the Committee for approval.
- 4.5 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- 4.6 Upon a nomination being approved by the Committee, the Secretary shall enter the nominee's name in the register of Members kept by him, and upon the name being so entered; the nominee becomes a Member of the Club.
- 4.7 A right, privilege, or obligation of a person by reason of his Membership of the Club is not capable of being transferred or transmitted to another person.
- 4.8 A Member may within 60 days after the end of the Club's financial year, make application to the Club for re-admission as a Member to his/her category of Membership upon payment of his/her Annual Subscription and shall be deemed for all purposes to have been re-admitted as such a Member.



- 4.9 A Member, upon election to any category of Membership, shall strictly observe and act in conformity with and not otherwise than in accordance with the Act and the Rules of the Club and the Constitution and Rules and Regulations of the VCA in so far as they shall relate to him and will uphold the honor of, and use his best endeavors to further the objects of, the Club.

## 5. ANNUAL SUBSCRIPTION AND JOINING FEE

Subject to notice of motion first being given by Resolution of a Committee, the Members in General Meeting at any time and from time to time may fix the amount of the Annual Subscription payable for each category of Membership and may in like manner determine that a Membership joining fee shall be paid, and the amount thereof.

## 6. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by Members at General Meetings.

## 7. CLASSIFICATION OF MEMBERS

7.1 Membership of the Club may be divided into the following categories

- (a) Member (Ordinary)
- (b) Dual Member
- (c) Life Member
- (d) Honorary Member
- (e) Junior Member
- (f) Social Member

7.2 Any other class of Member and every person admitted and/or elected to Membership shall be deemed for all purposes to have agreed to be bound by the Constitution and Rules and Regulations of the VCA in so far as they shall relate to him and the Rules of the Club respectively for the time being in force.

## 8. PRIVILEGES OF MEMBERSHIP

8.1 Subject to the restrictions and limitation prescribed by or pursuant to the Act and or Rules of the Club the privileges of a Member shall be:

- (a) upon application and payment of the prescribed fee, (if any), to the Secretary to receive a copy of the Rules of the Club;
- (b) the right to attend and vote at all General Meetings of the Club: subject to the conditions of sub-rule 20.2 and 20.3;

- (c) to submit himself as a candidate for any Office of the Club and/or Committee subject to the conditions of sub-rule 26.2 and 26.3;
- (d) to receive any publication issued by the Club, upon the payment of the prescribed fee, (if any);
- (e) to compete for prizes (including trophies), available for Members of the Club when exhibiting or competing at any exhibition conducted by the Club.

8.2 A junior Member shall be entitled to take part in the proceedings of a General Meeting but shall not be eligible to vote and shall not be eligible to hold office as an Office Bearer or an ordinary Member of the Committee, but shall be entitled to exercise all other privileges of Membership.

## 9. RESIGNATION AND EXPULSION OF MEMBERS

9.1 A Member shall cease ipso facto to be a Member of the Club -

- (a) upon the termination his period of membership, (whether by passage of time or otherwise) unless he shall be re-admitted pursuant to sub-rule 4.8 as a member of the Club for a further period of Membership;
- (b) if he resigns by notice in writing addressed to the Secretary pursuant to sub-rule 9.3
- (c) if he shall die;
- (d) if his Annual Subscription for the forthcoming financial year has not been paid in accordance with sub-rule 4.8;
- (e) if pursuant to the Rules he shall be expelled from the Club;
- (f) if as a Member of the VCA he is disqualified or suspended by the VCA for any period for which he/she is suspended or disqualified.

9.2 Should any person cease to be a Member of the Club for any reason whatsoever, he or she shall not be entitled to the return of his or her membership fee or any part thereof.

9.3 A Member of the Club who has paid all moneys due and payable by him to the Club may resign from the Club by first giving notice in writing to the Secretary of his resignation.

9.4 Upon the receipt of a notice given under sub-rule 9.3, the Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

## 10. DISCIPLINARY ACTION

10.1 The Club may take disciplinary action against a Member if it is determined that the Member –

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

10.2 Disciplinary Subcommittee

if the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the member;

10.3 The Members of the Disciplinary Subcommittee –

- (i) may be Committee Members, Members of the Club or anyone else; but
- (ii) must not be biased against, or in favor of, the Members concerned.

Notice to Member

10.4 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member; and

- (a) stating that the Club proposes to take disciplinary action against the Member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the Disciplinary Meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action; and
- (d) advising the Member that he or she may do one or both of the following –
  - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at the Meeting;
  - (ii) give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
  - (iii) setting out the Member's appeal rights under sub-rule 10.10;

10.5 The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

Decision of subcommittee

10.6 At the Disciplinary Meeting, the Disciplinary Subcommittee must –

- (a) give the Member an opportunity to be heard; and

(b) consider any written statement submitted by the Member.

10.7 After complying with sub-rule 10.1, the Disciplinary Subcommittee may –

- (a) take no further action against the Member; or
- (b) subject to sub-rule 10.3 –
  - (i) reprimand the Member; or
  - (ii) suspend the Membership rights of the member for a specified period;
  - (iii) expel the Member from the Club.

10.8 The disciplinary Subcommittee may not fine the Member.

10.9 The suspension of Membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this rule takes effect immediately after the vote is passed.

10.10 Appeal rights

A person whose Membership rights have been suspended or who has been expelled from the Club under rule 10 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion;

10.11 The notice must be in writing and given –

- (a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) to the Secretary not later than 48 hours after the vote.

10.12 If a person has given notice under sub-rule 10.10, a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received. The Appeal Meeting should comprise of no less than 3 Members.

10.13 Notice of the Disciplinary Appeal Meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must –

- (a) specify the date, time and place of the Meeting; and
- (b) state the name of the person against whom the disciplinary action has been taken; and
- (c) state the grounds for taking that action: and
- (d) state that at the Disciplinary Appeal Meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## Conduct of Disciplinary Appeal Meeting

### 10.14 At a Disciplinary Appeal Meeting –

- (a) no business other than the question of the appeal may be conducted; and
- (b) firstly the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
- (c) secondly the person whose Membership has been suspended or who has been expelled must be given an opportunity to be heard.

10.15 After complying with sub-rules 10.1 and 10.14, the Members present and entitled to vote at the Meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

10.16 A Member may not vote by proxy at the Meeting.

10.17 The decision to suspend or expel is upheld if not less than 75% of the Members voting at the Meeting vote in favour of the decision.

## 11. DISPUTES AND MEDIATION

11.1 The grievance procedure set out in this rule applies to disputes under these Rules between-

- (a) a Member and another Member; or
- (b) a Member and the Club.

11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

11.3 If the parties are unable to resolve the dispute at the Meeting, or if a party fails to attend that Meeting, then the parties must, within 10 days, hold a Meeting in the presence of a mediator.

11.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Club; or
  - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 11.5 A Member of the Club can be a mediator.
- 11.6 The mediator cannot be a Member who is a party to the dispute.
- 11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8 The mediator, in conducting the mediation, must--
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.9 The mediator must not determine the dispute.
- 11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 12. ANNUAL GENERAL MEETING

- 12.1 The Club shall in each calendar year convene an Annual General Meeting of its Members.
- 12.2 The Annual General Meeting shall be held on such date and time, and at such venue, as the Committee determines.
- 12.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 12.4 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;
  - (b) to appoint a Returning Officer, where, necessary, and at least two scrutineers, pursuant to sub-rule 27.7;
  - (c) to receive from the Committee reports upon the transactions and activities of the Club during the last preceding financial year;
  - (d) to elect officers of the Club and the ordinary Members of the Committee;
  - (e) to receive and consider the statement submitted by the Club in accordance with Section 30(3) of the Act; and
  - (f) to appoint an Auditor pursuant to Rule 35

- 12.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 12.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

### 13 NOTICE OF ANNUAL GENERAL MEETINGS

- 13.1 The notice convening the Annual General Meeting shall be given to each Member not less than thirty days before the date of the Meeting and shall be accompanied by a form of Nomination of Committee of Management, (see Sub-rule 27.1).
- 13.2 The signature to the notice convening the Annual General Meeting may be written, stamped, impressed, typed or printed.
- 13.3 Notice of an Annual General Meeting and the form of Nomination of Committee of Management shall be deemed to have been given to each Member if they are published in, or enclosed with, the Club's newsletter or journal or such other publication as the Club may circulate to its Members, provided that such publication is dispatched to each Member not less than thirty days prior to the date of the Annual General Meeting or if they are served upon him personally not less than twenty eight days prior to the date of that Meeting or if they are sent through the post not less than thirty days prior to the Meeting addressed to each Member at the address shown in the Register of Members. A notice and form of Nomination of Committee of Management sent to one of a dual Membership shall be deemed for all purposes to have been given to each of such Members.
- 13.4 A notice sent by post to a Member shall be deemed to have been received by him at the time at which the notice would have been delivered in the ordinary course of post.
- 13.5 The accidental omission to give notice to a Member, or if a Member shall fail to receive a notice sent in accordance with sub-rule 13.4 shall not invalidate an Annual General Meeting.

### 14. SPECIAL GENERAL MEETINGS

- 14.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 14.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club and, where, but for this sub-rule more than 15 months would lapse between Annual General Meetings shall convene a Special General Meeting before the expiration of that period.
- 14.3 The Committee shall, on the requisition in writing of Members representing not less than 20% of the total number of Members, convene a Special General Meeting of the Club.

- 14.4 The requisition for a special General Meeting shall state the objects of the Meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 14.5 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date, and the Secretary shall for that purpose, if requested by such Members, furnish to them or otherwise make available a list of names and addresses of all Members entitled to attend a Special General Meeting.
- 14.6 A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those Meetings are convened by the Committee and all reasonable expenses incurred in convening the Meeting shall be refunded by the Club to the persons incurring the expenses.

## 15. NOTICE OF SPECIAL GENERAL MEETINGS

- 15.1 Every Special General Meeting convened by the Committee shall be convened by notice given by the Secretary to each Member of the Club specifying the date, time and venue of such Meeting as prescribed in sub-rule 15.3. The signature to any such notice may be written, stamped, impressed, typed or printed.
- 15.2 At least seven days prior notice shall be given in respect of each such meeting.
- 15.3 Notice of a Special General Meeting shall be deemed to have been given to each Member if it is published in the Club's news-letter or journal or such other publication provided that such publication is made and dispatched, to the Members not later than seven days prior to the date of the Meeting or it is served upon him personally or if it is sent through the post addressed to such Member at the address shown in the Register of Members. A notice sent to one of a dual Membership shall be deemed for all purposes to have been notice given to each of such Members.
- 15.4 The accidental omission to give notice to a Member or if a member shall fail to receive a notice sent pursuant to sub-rule 15.3 shall not invalidate a Special General Meeting.
- 15.5 A notice sent by post to a Member shall be deemed to have been received by him at the time at which the notice would have been delivered in the ordinary course of post.



## 16. ADJOURNMENT OF MEETING

- 16.1 If at a Special General Meeting or at a Committee or Sub-Committee Meeting a quorum shall not be present after the expiration of thirty minutes from the appointed time thereof, the Meeting shall thereupon be adjourned in accordance with sub-rule 17.5.
- 16.2 A Special General Meeting of Members or a Meeting of Members of a Committee or of a Sub-Committee shall have the power to adjourn its proceedings from time to time for any period not exceeding at any one time, one month.

## 17. PROCEEDINGS AT ALL MEETINGS OF MEMBERS

- 17.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in sub-rule 12.4 as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 17.2 Representation by proxy including voting by proxy is expressly precluded.
- 17.3 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the Meeting is considering that item.
- 17.4 The quorum for a General Meeting is the presence (physically) or as allowed under sub-rule 17.6 and 17.7 of 20% of the Members entitled to vote.
- 17.5 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 under sub-rule 14.4 and 14.5 shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the Meeting is adjourned) at the same place and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present (being not less than 3) shall be a quorum.
- 17.6 A Member not physically present at a General Meeting may be permitted to participate in the Meeting by the use of technology that allows that Member and the members present at the Meeting to clearly and simultaneously communicate with each other.
- 17.7 A Member participating in a General Meeting as permitted under sub-rule 17.6 is taken to be present at the Meeting and, if the Member votes at the Meeting, is taken to have voted in person.

## 18. CHAIRING OF MEETING

- 18.1 The President, or in his absence, the Vice-President, shall preside as Chairman at each General Meeting of the Club.

18.2 If the President and the Vice-President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the Meeting.

## 19. ADJOURNMENT OF GENERAL MEETING

19.1 The Chairman of a General Meeting at which a quorum is present may with the consent of 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.

19.2 Where a Meeting is adjourned for 14 days or more, a like notice of the adjourned Meeting shall be given as in the case of the General Meeting.

19.3 Except as provided in sub-rule 19.1 and 19.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting. -

## 20. VOTING AT GENERAL MEETING

20.1 A question arising at a General Meeting of the Club shall be determined by 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, and an entry to that effect in the Minute Book of the Club is evidence of the fact, without proof of the number or proportion of the vote recorded in favour of, or against that resolution.

20.2 Upon any question arising at a General Meeting of the Club, a Member has one vote only. A dual Membership shall be entitled to one vote only.

20.3 Members may vote personally or by electronic vote if a Member is only able to attend by electronic means or the whole General Meeting is held by electronic means. Members must be able to be identified by electronic means for electronic voting during the electronic meeting.

20.4 In the case of an equality of voting on a question, the Chairman of the Meeting is entitled to exercise a second or casting vote.

20.5 A Member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Club have been paid including the amount of the Annual Subscription payable in respect of the current financial year.

## 21. POLLS

- 21.1 If, at a Meeting, a poll on any question is demanded by not less than three Members, it shall be taken at that Meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.
- 21.2 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may direct.

## 22. SPECIAL RESOLUTIONS

- 22.1 A Special Resolution is passed if not less than 75% of the Members voting at a 22.1 General Meeting (whether in person, postal or electronic) vote in favour of the resolution:
- (a) to remove a committee Member from office;
  - (b) to alter these Rules, including changing the name or any of the purposes of the Association.

## 23. MINUTES OF GENERAL MEETING

- 23.1 The Committee must ensure that minutes are taken and kept of each General Meeting.
- 23.2 The minutes must record the business considered at the Meeting, any resolution on which a vote is taken and the result of the vote.
- 23.3 In addition, the minutes of each Annual General Meeting must include—
- (a) the names of the Members attending the Meeting; and
  - (b) the financial statements submitted to the Members
  - (c) the certificate signed by two committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## 24. COMMITTEE OF MANAGEMENT

- 24.1 The affairs of the Club shall be managed by a Committee of Management constituted as provided in sub-rule 25.1.

24.2 The Committee: -

- (a) shall control and manage the business and affairs of the Club.
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Club; and
- (c) subject to these Rules, the Regulations of the Associations Incorporation Act 2012, and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

## 25 THE OFFICERS OF THE CLUB

25.1 The Officers of the Club shall be: -

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary;
- (e) such other Officers as required.

25.2 The provisions of Rule 25 so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the offices mentioned in sub-rule 25.1

25.3 Each Officer of the Club shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.

25.4 In the event of a casual vacancy in any office referred to in sub-rule 25.1, the Committee may appoint one of its Members to the vacant office and the Member so appointed may continue in office until the Annual General Meeting next following the date of his appointment.

## 26. COMPOSITION OF THE COMMITTEE

26.1 the Committee shall consist of:

- (a) the officers of the Club: and
- (b) up to five ordinary Members-

each of whom shall be Members of the VCA and shall be elected at the Annual General Meeting of the Club in each year.

- 26.2 Each ordinary Member of the Committee shall, subject to these Rules, hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- 26.3 In the event of a casual vacancy occurring in the office of an ordinary Member of the Committee, the Committee may appoint a Member of the Club to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the Annual General Meeting next following the date of his appointment,

## 27. ELECTION OF COMMITTEE OF MANAGEMENT AND VACANCY

- 27.1 Nomination of candidates for election as Officers of the Club or as ordinary Members of the Committee: -
- (a) shall be made in writing in such form as the Committee shall prescribe, signed by one Member of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary of the Club not less than 21 days before the date fixed for the holding of the Annual General Meeting.
- 27.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting subject to each nominee consenting to such nomination.
- 27.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 27.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held. For the purpose of sub-rule 27.5 the Secretary shall, upon closure of nominations of candidates for election to the Committee of Management when a ballot becomes necessary under this Clause send forthwith to all Members entitled to vote a list of all nominees in alphabetical order in respect of each position the Committee of Management for which they have been nominated.
- 27.5 The election of the office bearers and ordinary Members of the Committee shall be by ballot cast by Members present at the Annual General Meeting and eligible to vote thereat.
- 27.6 Notwithstanding sub-rule 27.5 any Member who is entitled to vote at the Annual General Meeting, but unable to attend shall be entitled to apply to the Secretary for a postal vote. Application for a postal vote must be in writing and may be sent electronically. It must be lodged with the Secretary 20 days prior to the Annual General Meeting. Within 18 days of the meeting the Secretary in the presence of the President and one other Committee Member appointed by the Committee will

forward an initialed ballot paper to each applicant and record their names. This may be done electronically. Members to whom ballot papers are forwarded will under no circumstances be given a second ballot paper. Completed ballot papers are to be returned to the Returning Officer or the Secretary in envelopes endorsed, "Ballot Papers", not less than 1 day prior to the Annual General Meeting. This may be done electronically. These envelopes or electronic files shall be handed (unopened) or forwarded, to the Returning Officer officiating at the poll.

- 27.7 For the purposes of the ballot a Returning Officer shall be appointed at the General Meeting of Members immediately preceding the Annual General Meeting or as the second item of business of the Annual General Meeting and not less than two Scrutineers shall be appointed by the Members at, and as, the second item of business of the Annual General Meeting.
- 27.8 Each Member wishing to participate in the ballot shall strike out from the ballot paper, all names in excess of the number of positions vacant and ballot papers containing a greater or lesser number of candidates to be elected shall be invalid.
- 27.9 After the appointment of the Returning Officer and the Scrutineers, the Returning Officer and the Scrutineers shall count the postal votes returned in accordance with sub-rule 27.6 and the votes cast by Members in accordance with sub-rule 27.5 and sub-rule 27.7.
- 27.10 The Returning Officer shall declare the result of the ballot immediately after the votes have been counted, and in the event of an equality of votes in favor of any candidate which could affect the election of a candidate, the Members at the Annual General Meeting shall elect one of such candidates to fill the vacancy for which he was nominated by a Resolution passed by a simple majority of Members present and voting thereon.
- 27.11 If any question shall arise as to the validity or invalidity of a ballot paper, or whether any particular member has or has not been elected to any particular Office, a statement by the Returning Officer that the relevant voting paper is or is not valid or that a particular Member has or has not been elected to a particular Office shall be conclusive.

## 28. VACATION OF OFFICE

- 28.1 For the purposes of these Rules, the office of an Officer of the Club or of an ordinary Member of the Committee becomes vacant if the Officer or Member: -
- (a) ceases to be a Member of the Club;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
  - (c) resigns his office by notice in writing given to the Secretary;

- (d) absents himself from three consecutive Committee Meetings without leave of the Committee;
- (e) if as a Member of the VCA he is disqualified or suspended by the VCA whilst the Club remains an affiliate of the VCA

## 29 VOTING OF MEMBERS

- 29.1 At Meetings of Members or of the Committee or of a Sub-Committee the mode of voting shall in the first instance be by a show of hands, or if required by two Members by an actual division or by ballot and the Chairman shall have an ordinary and in the case of equality also a casting vote and all questions shall be decided by the majority of votes of the Members voting in person at any such Meeting provided that on a resolution relating to the election of the Office Bearers or of the Members of the Committee or relating to the expulsion of Members, the foregoing shall not apply and in lieu thereof votes shall be taken in accordance with the relevant sub-rule of the Rules.
- 29.2 Every Member who was a financial Member of the Club for not less than three months of the financial year preceding the Annual General Meeting and is currently a financial Member shall be entitled to vote at the Annual General Meeting and shall be eligible to nominate or be nominated as an Office Bearer or Member of the Committee. A Member may be nominated for and hold more than one position on the Committee.
- 29.3 No person becoming a Member between the closing date of the financial year preceding the Annual General Meeting and the date of the Annual General Meeting, shall be eligible to vote at the Annual General Meeting, nominate, or be nominated as an Office Bearer or Member of the Committee,
- 29.4 In all matters not covered by these Rules the Rules of Common Debate shall apply provided always that the best interests of the General Members of the Club be served and General Members have the right to vote in favour or against any Committee decision.

## 30. MEETINGS OF THE COMMITTEE

- 30.1 Meetings of the Committee shall be held at such place and at such time as the Committee from time to time determines.
- 30.2 The Secretary or his representative shall attend all Meetings of the Committee. The minutes of such Meetings signed by the Chairman thereof or by the Chairman of a Confirmatory Meeting shall be accepted as sufficient evidence of the proceedings of such Meeting.
- 30.3 The quorum, for a Committee Meeting shall be not less than 50 % of the Members thereof present in person or such other number as prescribed by Members.

- 30.4 The Secretary shall call a Meeting of the. Committee whenever requested to do so by the President or by three Members of the Committee.
- 30.5 The President, or in his absence, or if he shall be unwilling to act, a Vice-President present or if present he shall be unwilling to act, then a Member of the Committee elected by the Members thereof present in person shall be the Chairman of a Meeting of the Committee.
- 30.6 A Member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which he is interested or in respect of any matter arising there out and if he does so vote, his vote shall not be counted.
- 30.7 All acts done by any Meeting of the Committee or of a Subcommittee thereof or of a Subcommittee appointed by the Members or by any person acting as a Member of the Committee or of a Subcommittee notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Committee or of a Subcommittee or of any person acting as aforesaid, or that the Members of the Committee or any of them or of a Subcommittee were disqualified shall be as valid as if any such person had been validly appointed and was qualified to be a Member of the Committee or of such Subcommittee.
- 30.8 A resolution in writing signed by all Members of the Committee for the time being entitled to receive notice of a Meeting of the Committee shall be as valid and effectual as if it has been passed at a Meeting of the Committee duly held and convened. Any such resolution may consist of several documents in like form each signed by one or more Members of the Committee.

## 31. DUTIES OF SECRETARY

- 31.1 The Secretary shall exercise and perform all the usual secretarial functions and generally attend to the secretarial work of the Club and in particular shall keep and maintain:
- (a) the roll of Members;
  - (b) the minutes of all proceedings of Meetings of the Committee, and of the Club;
  - (c) the necessary records of the affairs of the Club;
  - (d) a complete record of awards made at all Exhibitions and shows conducted by the Club, where necessary.
  - (e) and shall forward to the VCA within one month of the Annual General Meeting an Audited Statement of Receipts and Expenditure and Balance Sheet of the Club.
- 31.2 The Secretary shall:
- (a) notify the Registrar of his appointment within fourteen days s.28 (1);
  - (b) notify his changes of address within fourteen days - s.28 (2);



- (c) notify alterations to the Statement of Purposes or rules within one month - s.22 (2);
- (d) make application for approval of a change of name, if any, within the prescribed time -s.13;
- (e) lodge with the Registrar the documents required by s.30 (4) in respect of the Annual General Meeting within one month of the date of the Meeting or such further period as the Registrar may allow - s.30 (4);
- (f) produce any book to the Registrar or his Authorised Officer on being required to do so s.47 (5);
- (g) tell the Registrar or his Authorised Officer where a book is at the time a request is made -s.47 (6);
- (h) not hinder or obstruct the Registrar or his Authorised Officer whilst he is exercising powers of inspection; and
- (i) ensure that the incorporated Club complies with its obligation to lodge with the Registrar particulars of Trusts within fourteen days of becoming a Trustee of that Trust.

## 32. DUTIES OF TREASURER

### 32.1 The Treasurer shall: -

- (a) Receive all monies paid to the Club and cause the same to be paid into the banking account of the Club kept for such purpose within fourteen days of the receipt thereof;
- (b) Keep all necessary books of account and financial statements as shall be required by the Auditors, the VCA, and the Act:
- (c) Prepare the Annual Accounts and accompanying reports;
- (d) Submit financial statements to all constituted Meetings of the Committee and of the Club;
- (e) Produce in General Meetings the cashbooks and bank passbook when requested to do so;
- (f) Keep vouchers for payments authorised by the Club and the Committee; and
- (g) Keep a true and correct inventory of all property of the Club.

### 33. REMOVAL OF MEMBER OF COMMITTEE

- 33.1 The Club in General Meeting may by resolution remove any Member of the Committee before the expiration of his term of office and appoint another Member within fourteen days in his stead to hold office until the expiration of the term of the first-mentioned Member; however
- 33.2 Where the Member to whom a proposed resolution referred to in sub-rule 33.1 makes representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each Member of the Club or, if they are not so sent, the Member may require that they be read out at the Meeting.

### 34. BANK ACCOUNT

- 34.1 The Committee shall cause a banking account to be opened with a recognised Bank and be kept in the name of the Club.
- 34.2 All cheques payable to the Club shall be deposited to the credit of the Club's banking account.
- 34.3 All monies payable on behalf of the Club amounting to \$20.00 or upwards with the exception of prize money shall be paid by cheque drawn upon the Club's bankers which shall be signed by the Treasurer or in his absence his authorised deputy and any one of the Office Bearers authorised to sign on behalf of the Club. Notice of every such authority or change thereof shall be given to the Club's bankers forthwith whenever the need shall arise. Where an amount less than \$20.00 is paid in cash, the Treasurer, or his authorised deputy, shall ensure a receipt is obtained at the time of the transaction.

### 35. AUDIT AND AUDITOR

- 35.1 Unless exempted by any Regulation that may be made by the Associations Incorporation Act and or the VCA, the Members at the Annual General Meeting shall appoint each year a person with accountancy knowledge to be the Auditor of the Club and a person so appointed shall hold that office until the next Annual General Meeting. A casual vacancy occurring in the position of Auditor shall be filled by the Committee.
- 35.2 Notice of the nomination of any person other than a retiring Auditor for appointment as Auditor shall be given to the Members not less than fourteen days before the Annual General Meeting at which the appointment of Auditor is to be made.
- 35.3 A person shall not be appointed or act as Auditor of the Club if he is an Office Bearer or an ordinary Member of the Committee or an employee of the Club.

## 36. NOTICES

- 36.1 A notice may be served on behalf of the Club upon any Member either personally or be sending it by post to the Member at his last known address shown in the Register of Members. Service of any notice may also be effected by email and service is deemed to have taken place at the time of receipt within the meaning of section 13A of the Electronic Transactions (Victoria) Act 2000.
- 36.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## 37. WINDING UP OR CANCELLATION

In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club shall be disposed of in accordance with the Provisions of the Act and Rule 41 of these Rules.

## 38. SEAL

- 38.1 The Common Seal of the Club shall be kept in the custody of The Secretary.
- 38.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Committee or of one Member of the Committee and of the Secretary of the Club.

## 39. CUSTODY OF RECORDS

- 39.1 Except as otherwise provided in the Act and in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Club.
- 39.2 The books and documents referred to in sub- rule 39.1 shall be available for inspection by Members.

## 40. FUNDS

The funds of the Club shall be derived from entrance fees, Annual Subscriptions, donations and such other sources as the Committee determines.

## 41. PROPERTY

The property assets and income of the Club, wherever derived, shall be applied towards the promotion of the Statement of Purposes of the Club and no portion thereof shall be paid or transferred either directly or indirectly to any Member or Members of the Club, Provided that nothing herein contained shall prevent the payment in good faith of remuneration or reimbursement to any officers or servants

of Club or any Member in return for services actually rendered or for authorised expenses incurred nor prevent the payment of interest on money borrowed from any Member of the Club. Should the Club for any reason whatsoever, cease to function, the Members may, at a Meeting specially convened for the purpose of the winding up of the affairs of the Club, direct by resolution passed by a majority of 75% of financial Members, that the funds be donated to an approved charity or applied for use by an approved canine activity.

#### 42. FINANCIAL YEAR

The financial year of the Club shall commence on the first day of July in each year and terminate on the last day of June of the following year. Member fees must be paid on or before the 1st day of September each year, for continuity of Membership.

#### 43. ALTERATION OF RULES AND STATEMENT OF PURPOSE

These Rules and the Statement of Purposes of the Club shall not be altered except in accordance with the Associations Incorporation Reform Act.