

## RULES OF THE LABRADOR RETRIEVER CLUB OF VICTORIA INC

### 1. Name

The name of the incorporated association is **Labrador Retriever Club of Victoria Inc** (in these Rules called "the Club").

### 2. Definitions

(1) In these Rules, unless the contrary intention appears-

**"Act"** means the *Associations Incorporation Act 1981* and amendments;

**"Application for Membership"** includes application for readmission to membership;

**"Association"** has the same meaning as is ascribed to that word by Section 3 (1) of the *Associations Incorporation Act 1981* which, inter alia, includes a Club;

**"By-Laws"** means the By-Laws in force for the time being of the Club and shall form part of and be deemed to be incorporated in the Rules of the Club;

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

**"Club"**, for the purpose of these Rules, has the same meaning as is ascribed to the word Association by Section 3 (1) of the *Associations Incorporation Act 1981*;

**"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;

**"Exhibition"** includes a canine show, canine exhibition, canine parade, gundog trial and test, canine competition, display, obedience trial, tracking event, retrieving trial for gundogs, agility trial, contest, match or similar event;

**"Family Member"** means up to two adults and 4 children (under 16 years of age) residing at the same address;

**"Financial Member"** means a member of the Club who shall not be in default in the payment of the annual subscription or any fees or other monies payable in accordance with the Rules. Unfinancial shall have the opposite meaning.

**"Financial Year"** means the year ending on 31 December;

**"General Meeting"** means a General Meeting of members convened in accordance with rule 12.

**"Life 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 three-fourths of the members voting in person thereat as a Life Member. In voting on a resolution for a Life Membership, the meeting will be asked to decide if the nominee has rendered outstanding services to the canine fancy or to the Club or for other good and sufficient reason. A Life Member shall continue as a member of the Club for life, without payment of a subscription, and shall in addition, have the rights and privileges of a financial member.

**"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*.

**"Honorary Member"** means a member who has been admitted to the Club, by resolution of the Committee of Management, without payment of a subscription, as an Honorary Member for such period as stipulated in the resolution, but shall not be entitled to vote at General Meetings or hold office unless a majority of members at the General Meeting otherwise decides unless the Honorary Member is or becomes a financial member.

**"Member"** means a member of the Club;

**“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-Presidents, Treasurer, Secretary, Public Officer and such other nominated positions as referred to in Clause 20 (1) and the By-Laws for the time being of the Club.

**“Ordinary Member of the Committee”** means a member of the Committee who is not an officer of the Club under Rule 21;

**“Period of Membership”**, in relation to a member, denotes the 12 months terminating at midnight on the 31 December 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 the membership continues.

**“Person”**, where the context reasonably permits, includes an individual, a firm or partnership, a company or corporation, or any other legal entity.

**“Public Officer”** means the person referred to as such in Sections 24 to 28 inclusive of the *Associations Incorporation Act 1981* and whose statutory duties are set out in Sections 13, 22 (2), 26, 28 (2), 30 (4), 47 (5) and 47 (6) of that Act.

**“Registered”** means breeds and breed varieties of dogs for which a separate register is kept by the VCA Inc.

**“Regulations”** means either the regulations under the Act or the regulations of the VCA Inc as specifically referred to in either case in the Rules of the Club;

**“Relevant Documents”** has the same meaning as in the Act.

**“Rules”** means the Rules for the time being of the Club and includes its By-Laws.

**“Secretary”** means the Honorary Secretary or Secretary of the 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.

**“VCA Inc”** means the Victorian Canine Association Inc.

- (2) In these Rules, a reference to the Secretary of a Club is a reference—
  - (a) if a person holds office under these Rules as Secretary of the Club—to that person; and
  - (b) in any other case, to the Public Officer of the Club.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act, as in force from time to time, and in accordance with the Constitution, Rules and Regulations of the VCA Inc.

### **3. Alteration of the Rules**

These Rules and the Statement of Purposes of the Club must not be altered except in accordance with the Act.

### **4. Membership, Entry Fees and Subscription**

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Club on payment of the entrance fee (if any) and annual subscription payable under these Rules.
- (2) A person who is not a member of the Club at the time of the incorporation of the Club (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
  - (a) he or she applies for membership in accordance with Clause 4 (3); and
  - (b) the admission as a member is approved by the Committee.

- (3) An application of a person for membership of the Club must-
  - (a) be made in writing in the form set out by the Committee; and
  - (b) be lodged with the Secretary of the Club accompanied by the fees prescribed in Clause (4) 11.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (5) The Committee must determine whether to approve or reject the application.
- (6) If the Committee approves an application for membership, the Secretary must, as soon as practicable notify the applicant in writing of the approval for membership.
- (7) The Secretary must, within 28 days of the Committee approving an application for membership, enter the applicant's name in the Register of Members. By resolution of the Committee, the Secretary may delegate the maintenance of the Register of Members to another member of the Committee.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the Register of Members.
- (9) If the Committee rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Club-
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) Subject to notice of motion first being given by resolution of the Committee, the members in General Meeting at any time and from time to time may fix the amount of the annual subscription payable by each category of membership and may, in like manner, determine that a membership joining fee shall be paid and the amount thereof.
- (12) The annual subscription is the relevant amount set out in the Club's By-Laws and is payable in advance on or before 1 January in each year.
- (13) A member may, within 30 days after the end of the Club's financial year, make application to the Club for readmission as a member and upon payment of the annual subscription shall be deemed for all purposes to have been readmitted as a member.
- (14) Membership of the Club may be in any of the following categories:
  - (a) Single Member;
  - (b) Family Member;
  - (c) Life Member;
  - (d) Honorary Member; or
  - (e) Any other class of Member
- (15) Subject to the restrictions and limitations prescribed by or pursuant to the Act, Rules and By-Laws 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 and By-Laws of the Club;
  - (b) the right to attend and vote at all General Meetings of the Club subject to the conditions of Clause 22 (13) and 22 (14);

- (c) to submit as a candidate for any Office of the Club and/or Committee subject to the conditions of Clause 22 (13) and 22 (14);
  - (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.
- (16) A member under the age of 16 years 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.
- (17) The Committee at any time may appoint any person to be a Patron/Life Member of the Club in recognition of services rendered towards any of the objects of the Club, however not more than two persons may be appointed as Life Members of the Club in any one year. A notice of motion for any nominee to be recommended to the members must be put at least one Committee meeting prior to the recommendation being submitted and voted on.

## **5. Register of Members**

- (1) The Secretary must keep and maintain a register of members containing-
- (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.

## **6. Ceasing Membership**

- (1) A member of the Club who has paid all moneys due and payable by a member to the Club may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in Clause 6 (1)--
- (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.
- (3) Should any person cease to be a member of the Club for any reason whatsoever, the person shall not be entitled to the return of the membership fee or any part thereof.
- (4) A member shall cease to be a member of the Club:
- (a) upon the termination of the period of membership (whether by effluxion of time or otherwise) unless readmitted pursuant to Clause 4 (13) as a member of the Club for a further period of membership;
  - (b) if the member resigns by notice in writing addressed to the Secretary pursuant to Clause 6 (1);
  - (c) if the member dies;
  - (d) if the annual subscription for the forthcoming financial year has not been paid in accordance with Clause 4 (13);
  - (e) if pursuant to the rules the member is expelled from the Club;
  - (f) if, as a member of the VCA Inc, is disqualified or suspended by the VCA Inc for any period for which suspension or disqualification applies.

## 7. Discipline, Suspension and Expulsion of Members

- (1) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Committee may by resolution--
  - (a) fine that member an amount not exceeding \$500; or
  - (b) suspend that member from membership of the Club for a specified period; or
  - (c) expel that member from the Club.
- (2) A resolution of the Committee under Clause 7 (1) does not take effect unless--
  - (a) at a meeting held in accordance with Clause 7 (3), the Committee confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under Clause 7 (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with Clause 7 (4).
- (4) For the purposes of giving notice in accordance with Clause 7 (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--
  - (a) setting out the resolution of the Committee and the grounds on which it is based; and
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following--
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 7 days after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under Clause 7 (1), the Committee must--
  - (a) give the member an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 7 days after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Committee and the Committee must convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a General Meeting of the Club convened under Clause 7 (7)--

- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the General Meeting, not less than three-fourths of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

## **8. Disputes and Mediation**

- (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.
- (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.
- (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.
- (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).
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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.
- (9) The mediator must not determine the dispute.
- (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.

## **9. Annual General Meetings**

- (1) The Club shall in March each year convene an Annual General Meeting of its members. The Committee may determine the date, time and place of the Annual General Meeting of the Club.

- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting shall be-
  - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
  - (b) to receive from the Committee reports upon the transactions of the Club during the last preceding financial year; and
  - (c) to elect officers of the Club and the ordinary members of the Committee;
  - (d) to receive and consider the statement submitted by the Club in accordance with Section 30 (3) of the Act.
  - (e) to appoint a Returning Officer where necessary and at least two scrutineers pursuant to Clause 22 (7); and
  - (f) to appoint an Auditor pursuant to Clauses 32 (5) (6) and (7).
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (5) Notice of the Annual General Meeting shall be provided in the following manner:
  - (a) The notice convening the Annual General Meeting shall be given to each member not less than 70 days before the date of the meeting and shall be accompanied by a form of nomination for Committee of Management (see Clause 22 (1) (a)). Such notice shall specify the business to be conducted at the meeting in accordance with Clause 9 (3) and (4).
  - (b) The signature to the notice convening the Annual General Meeting may be written, stamped, impressed, typed or printed.
  - (c) Notice of an Annual General Meeting and the form of nomination for 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 despatched to each member not less than 70 days prior to the date of the Annual General Meeting addressed to each member at the address shown in the Register of Members. A notice and form of nomination for Committee of Management sent to one of a family membership shall be deemed for all purposes to have been given to each of such members.
  - (d) A notice sent by post to a member shall be deemed to have been received at the time at which the notice would have been delivered in the ordinary course of post.
  - (e) The accidental omission to give notice to a member, or if a member shall fail to receive a notice sent in accordance with Clause 9 (5) (c), shall not invalidate an Annual General Meeting.
  - (f) Notice may be sent--
    - (i) by prepaid post to the address appearing in the register of members; or
    - (ii) if the member requests, by electronic transmission.

## **10. Special General Meetings**

- (1) In addition to the Annual General Meeting, any other General Meetings may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Special General Meetings.

- (3) The President, Secretary and one Vice-President together or any five ordinary Committee members may, whenever they think fit, convene a Special General Meeting of the Club.
- (4) If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.
- (5) The Committee must, on the request in writing of at least 10 financial members convene a Special General Meeting of the Club.
- (6) The request for a Special General Meeting must--
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (8) If a Special General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Club to the persons incurring the expenses.

## **11. Special Business**

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

## **12. Notice of General Meetings**

- (1) The Secretary of the Club, at least 70 days in the case of an Annual General Meeting, at least 7 days in the case of a General Meeting or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (3) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.
- (4) Notice of a General Meeting shall be provided in the following manner:
  - (a) 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-Clause 5 (c). Such notice shall specify the business to be conducted at the meeting.
  - (b) The signature to the notice convening the Annual General Meeting may be written, stamped, impressed, typed or printed.
  - (c) Notice of a Special General Meeting shall be deemed to have been given to each member if it is published in the Club's newsletter or journal or such other publication provided that such publication is made and despatched to the members not less than seven days prior to the date of the meeting at the address shown in the Register of Members. A notice sent to one of a family membership shall be deemed for all purposes to have been notice given to each of such members.

- (d) The accidental omission to give notice to a member, or if a member shall fail to receive a notice sent pursuant to Sub-Clause (5) (c), shall not invalidate a Special General Meeting.
- (e) A notice sent by post to a member shall have been deemed to have been received by the member at the time at which the notice would have been delivered in the ordinary course of post.
- (f) Notice may be sent--
  - (i) by prepaid post to the address appearing in the register of members; or
  - (ii) if the member requests, by electronic transmission.

### **13. Quorum at General Meetings**

- (1) No item of business may be conducted at a General Meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-
  - (i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - (ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.
- (4) 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 personally present (being not less than 3) shall be a quorum.

### **14. Presiding at General Meetings**

- (1) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each General Meeting of the Club.
- (2) If the President and a Vice-President are absent from a General Meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

### **15. Adjournment of Meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (3) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **16. Voting at General Meetings**

- (1) Except as provided in Clause 16 (2), Upon any question arising at a General Meeting of the Club, one vote shall be accepted from:
  - (a) each financial Single Member;
  - (b) not more than two adults of each financial Family Membership; and

- (c) each Life Member.
- (2) All votes must be given personally except as provided for in Clause 22 (6) (b).
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

#### **17. Poll at General Meetings**

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

#### **18. Manner of Determining Whether Resolution Carried**

If a question arising at a General Meeting of the Club is determined on a show of hands-

- (a) a declaration by the Chairperson that a resolution has been-
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) 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 votes recorded in favour of, or against, that resolution.

#### **19. Proxies**

Voting by proxy shall not be permitted at any Committee Meeting or General Meeting (including Annual General Meeting).

#### **20. Committee of Management**

- (1) The affairs of the Club shall be managed by the Committee of Management.
- (2) The Committee--
  - (a) shall control and manage the business and affairs of the Club; and
  - (b) may, subject to these Rules, the Act and the Regulations, 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 Act and the Regulations, 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.
- (3) Subject to Section 23 of the Act, the Committee shall consist of--
  - (a) the officers of the Club, each of whom shall be a financial member of the VCA Inc; and

(b) the ordinary members of the Committee --

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

## **21. Office Bearers**

(1) The Officers of the Club shall be--

(a) a President;

(b) three Vice-Presidents;

(c) a Treasurer;

(d) a Secretary.

(e) an Assistant Secretary;

(f) a Publicity Officer;

(g) an Immediate Past President; and

(h) other such officers as required (refer By-Laws).

(2) The provisions of rule 23, 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 referred to in sub-rule (1).

(3) Each officer of the Club shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in Clause 20 (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

## **22. Ordinary Members of the Committee**

(1) Subject to these Rules, each ordinary member of the Committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.

(2) 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 appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **23. Election of Officers and Ordinary Committee Members**

(1) Nominations of candidates for election as officers of the Club or as ordinary members of the Committee must be--

(a) made in writing, in such form as the Committee shall prescribe, signed by a member of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of the Club not less than 56 days before the date fixed for the holding of the Annual General Meeting.

(2) A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the Annual General Meeting.

(3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting, subject to each nominee consenting to such nomination.

- (4) 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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held. For the purpose of Clause 22 (6) (b) 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 of the Committee of Management for which they have been nominated.
- (6) The election of the office bearers and ordinary members of the Committee shall be by ballot:
  - (a) cast by members present at the Annual General Meeting and eligible to vote thereat;
  - (b) notwithstanding Clause 22 (6) (a) 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 lodged with the Secretary 28 days prior to the Annual General Meeting. Within seven days the Secretary, in the presence of the President and one other Committee member appointed by the Committee, will forward an initialled ballot paper to each applicant and record their names. Members to whom ballot papers are posted 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 an envelope endorsed "Ballot Papers" not less than 48 hours prior to the Annual General Meeting. These envelopes shall be handed (unopened) to the Returning Officer officiating at the poll.
- (7) For the purpose 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.
- (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.
- (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 Clause 22 (5) and the votes cast by members in accordance with Clauses 22 (5) and (7).
- (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 favour 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.
- (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.
- (12) To be eligible to vote at an Annual General Meeting, to nominate, or to be nominated for office bearer or member of the Committee, a person must have held continuous membership for at least five complete calendar months prior to the Annual General Meeting. For the purpose of this rule, a member that pays their membership renewal fees by the end of January of the current year shall be considered to have held continuous membership through January. Honorary Members, members renewing after the end of January and new members accepted less than five calendar months prior to the Annual General Meeting shall not be eligible to vote, nominate or to be nominated for office bearer or member of the Committee at the next Annual General Meeting.
- (13) 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 to be served and general members have the right to vote in favour or against any Committee decision.

## **24. Vacancies**

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; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary; or
- (d) is absent from three consecutive Committee meetings without leave of the Committee; or
- (e) if, as a member of the VCA Inc, is disqualified or suspended by the VCA Inc.

## **25. Meetings of the Committee**

- (1) The Committee must meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 3 members of the Committee.

## **26. Notice of Committee Meetings**

- (1) Written notice of each Committee meeting must be given to each member of the Committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **27. Quorum for Committee Meetings**

- (1) Any 5 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee. In the case of a Sub-Committee, fifty percent of the members of the Sub-Committee constitute a quorum.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
  - (i) in the case of a special meeting--the meeting lapses;
  - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Committee may act notwithstanding any vacancy on the Committee.

## **28. Presiding at Committee Meetings**

At meetings of the Committee-

- (a) the President or, in the President's absence, a Vice-President presides; or
- (b) if the President and the Vice-Presidents are absent, or are unable to preside, the members present must choose one of their number to preside.

## **29. Voting at Committee Meetings**

- (1) Questions arising at a meeting of the Committee, or at a meeting of any Sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

- (2) Each member present at a meeting of the Committee, or at a meeting of any Sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which the member has a conflict of interest or in respect of any matter arising thereat and if the member does so vote the vote shall not be counted.

### **30. Removal of Committee Member**

- (1) The Club in General Meeting may, by resolution passed by three-fourths of the members voting in person, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in Clause 29 (1) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

### **31. Minutes of Meetings**

- (1) The Secretary of the Club must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.
- (2) 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 had 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.

### **32. Duties of Secretary and/or Public Officer**

- (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) Register of Members;
  - (b) minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose, together with a record of the names of persons present at Committee meetings;
  - (c) all 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; and
  - (e) shall forwards to the VCA Inc within one month of the Annual General Meeting an Audited Statement of Receipts and Expenditure and Balance Sheet of the Club.
- (2) The Public Officer shall:
  - (a) notify the Registrar of appointment within 14 days (Section 28 (1));
  - (b) notify change of address within 14 days (Section 28 (2));
  - (c) notify alterations to the Statement of Purposes or Rules within one month (Section 22 (2));
  - (d) make application for approval of a change of name, if any, within the prescribed time (Section 13);

- (e) lodge with the Registrar the documents required by Section 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 (Section 30 (4));
- (f) produce any book to the Registrar or authorised officer on being required to do so (Section 47 (5));
- (g) tell the Registrar or authorised officer where a book is at the time a request is made (Section 47 (6));
- (h) not hinder or obstruct the Registrar or authorised officer whilst exercising powers of inspection; and
- (i) ensure that the Incorporated Club complies with its obligations to lodge with the Registrar particulars of Trusts within 14 days of becoming a Trustee of that Trust.

### 33. Funds and Property

- (1) The Treasurer of the Club must-
  - (a) collect and receive all moneys due to the Club and cause the same to be paid into the banking account of the Club kept for such purpose within 14 days of the receipt thereof and make all payments authorised by the Club; ~~and~~
  - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club as shall be required by the Auditors, the VCA Inc and the Act.
  - (c) prepare the annual accounts and accompanying books;
  - (d) submit financial statements to all constituted meetings of the Committee and of the Club;
  - (e) produce in General Meetings the cash books 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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.
- (3) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- (4) All monies payable on behalf of the Club amounting to \$20 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 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 is paid in cash, the Treasurer or authorised deputy shall ensure a receipt is obtained at the time of the transaction.
- (5) Subject to any Regulation that may be made under Section 54 (2) (b) of the *Associations Incorporation Act* the members of 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.
- (6) Notice of the nomination of any person other than a retiring auditor for the appointment as Auditor shall be given to the members not less than 14 days before the Annual General Meeting at which the appointment of Auditor is to be made.
- (7) A person shall not be appointed or act as Auditor of the Club if that person is an office bearer or an ordinary member of the Committee or an employee of the Club or any person with a perceived

conflict of interest. Such Auditor to be a person suitably qualified to conduct the audit and their qualifications to be included in the Auditor's report.

- (8) 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 the 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.

#### **34. Seal**

- (1) The common seal of the Club must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of the Club.

#### **35. Notice to Members**

- (1) Except for the requirement in Clause 12, any notice that is required to be given to a member, by on behalf of the Club, under these Rules may be given by-
  - (a) delivering the notice to the member personally; or
  - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - (c) electronic transmission, if the member has requested that the notice be given to him or her in this manner.
- (2) Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proven, be deemed to have been given in person at the time at which the letter would have been delivered in the ordinary course of post.

#### **36. Winding Up**

- (1) In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club must be disposed of in accordance with the provisions of the Act.
- (2) Should the Club for any reason whatsoever cease to function, the members may, at a meeting specifically convened for the purpose of 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.

#### **37. Custody and Inspection of Books and Records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- (2) All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Club.

#### **38. Alterations 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 Act* and any such alterations are to be advised to the Manager of the VCA Inc without delay.

### **39. By-Laws**

Subject always to the *Associations Incorporation Act*, VCA Inc Rules and Regulations and these Rules, members in General Meeting, by resolution passed by a majority of not less than three-fourths of the members present and voting in person, may make By-Laws and may from time to time amend such By-Laws by variation, deletion or addition as they shall think fit in respect of:

- (a) nominations of members;
- (b) amount of joining fee, if any, and the annual membership subscription;
- (c) the conducting of ballots;
- (d) the holding and conducting of shows and exhibitions by the Club;
- (e) the granting of awards and prizes at such shows or exhibitions;
- (f) the manner and procedure of dealing with protests and objections made at shows or exhibitions subject always to VCA Inc Rules;
- (g) meetings of members and of Committees;
- (h) the publication of a newsletter or journal;
- (i) any matter the members consider necessary.

### **40. Affiliation**

- (1) The Club shall affiliate with the VCA Inc as provided for in the Rules and Regulations of the VCA Inc.
- (2) Members agree to be bound by the Constitution, Rules and Regulations of the VCA Inc and the VCA Inc Code of Ethics and Code of Practice. Members also agree to abide by, observe and comply with, any decisions or directives of the Management Committee of the VCA Inc.

## STATEMENT OF PURPOSES

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The objects of the **Labrador Retriever Club of Victoria Inc** are:

- (a) to affiliate with the Victorian Canine Association Inc;
- (b) to promote and encourage the breeding of pure bred dogs and, in particular, the Labrador Retriever
- (c) to promote and raise the standards and exhibition of registered pure bred dogs, particularly the Labrador Retriever;
- (d) to promote the holding of exhibitions under the VCA Inc Rules and Regulations and to conduct exhibitions and/or to promote obedience training and to conduct obedience training and to conduct obedience trials, tracking tests and field and retrieving trials;
- (e) to foster, promote and protect the interest of exhibitors of dogs at exhibitions and particularly, the exhibitors of Labrador Retrievers;
- (f) to collect, verify and publish information relating to dogs and the breeding and exhibition of dogs;
- (g) to educate and encourage members, breeders and judges to abide by the requirements and standards approved by the VCA Inc for the conduct of exhibitions and shows;
- (h) to promote good fellowship and sportsmanship amongst members and those participating in or attending at exhibitions and shows;
- (i) 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;
- (j) to hold functions and lectures relating to dogs and to the purposes of the Club generally;
- (k) to provide awards and donate prizes for competition at exhibitions and for the competition by breeders and exhibitors of dogs;
- (l) to foster relations with other clubs and bodies having similar aims;
- (m) to promote and assist worthy causes as agreed at a General Meeting of the members of the Club;
- (n) to invest the funds of the Club not immediately required in such manner as the member or the Committee, in lieu thereof, shall determine;
- (o) to purchase, hire, lease, etc and so such things as are conducive or incidental to promoting and achieving the purposes of the Club;
- (p) to carry on such other activities or promote or encourage interest in the breeding, upkeep and training of and the general well being and improvement of the Labrador Retriever and to so all such other things as may be necessary or conducive to carrying out the objects of the Club.

## BY-LAWS

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- (1) The Annual Subscription and/or Joining Fee shall be determined in accordance with Clause 13 of the Constitution and shall be in respect of the period 1 January – 31 December immediately following the General Meeting at which such determination is made.

The Annual Subscription shall come under review in August each year.

The Annual Subscription for the year shall be:

- |     |                     |         |
|-----|---------------------|---------|
| (a) | Single Membership   | \$25.00 |
| (b) | Family Membership   | \$30.00 |
| (c) | Honorary Membership | \$NIL   |
| (d) | Life Membership     | \$NIL   |