



Rottweiler Club of Victoria Incorporated

Constitution, Rules and By Laws

Updated March 2022

These Rules should be read in conjunction with the relevant model rules.

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PART 1—PRELIMINARY

1. Name

The name of the incorporated association is the "Rottweiler Club of Victoria Incorporated". Referred to as "the Club" throughout these rules.

2. Purposes

The purposes of the Club are as follows:

- a) to affiliate with the Victorian Canine Association Incorporated (DOGS Victoria);
- b) to promote and encourage the breeding of pure-bred dogs, in particular the Rottweiler;
- c) to promote and raise the standards through exhibition of registered pure-bred dogs, in particular the Rottweiler;
- d) to promote the holding of exhibitions under the DOGS Victoria rules and regulations and to conduct exhibitions and /or to promote obedience training and to conduct obedience trials and tracking tests;
- e) to promote, foster and protect the interests of exhibitors of dogs at exhibitions and particularly the exhibitors of rottweilers;
- f) to collect, verify and publish information relating to dogs and the breeding and exhibition of dogs;
- g) educate and encourage members, breeders, exhibitors and judges to abide by the requirements and standards for any exhibition of the Rottweiler as approved by the Club;
- h) to promote good fellowship and sportsmanship among those interested in Rottweilers;
- i) to provide information to members regarding 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 hear and determine any objections protests or complaints made by any member or exhibitor against any other member or exhibitor arising out of or in connection with an Exhibition conducted by the Club or any of its other activities.
- k) ensure compliance of the code of ethics by the members as set out by the Victorian Canine Association (DOGSVIC) and the Club.
- l) to foster relations with other Clubs and bodies having similar aims;
- 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 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 Rottweilers and to do all such other things as may be necessary or conducive to carrying out the objects of the Club.

3. Financial year

The financial year of the Club is each period of 12 months commencing on the first day of July and ending on the last day of June each year. Membership fees are due on 30 June and must be paid on or before the last day of July each year.

4. Definitions

In these Rules—

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);

By-Laws means the By-Laws in force for the time being of the Club as approved by the committee of Dogs Victoria and shall form part of and be deemed to be incorporated in the rules of the club;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;

Clause means a provision of the Rules and where the contest so admits includes a paragraph or subparagraph thereof.

Committee means the committee having management of the business of the Club and includes officers of the Club and ordinary members of the committee unless the rules specifically provide otherwise;

committee meeting means a meeting of the committee held in accordance with these Rules;

committee member means a member of the committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 23(3);

disciplinary meeting means a meeting of the committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

Dual Member means one of any two members of the one family resident at the same address or one of any two persons who are partners in the conduct of a kennel having a kennel prefix in their joint names registered with the Control who has been admitted with the other of such persons as a dual Member of the Club.

Exhibition includes a Canine Show, Canine Exhibition, Canine Parade, Gundog Trials and Tests, Canine Competition, Display, Obedience Trials and Tracking Trials, Non-Slip Retrieving Trials, Contest, Herding, match or similar event.

Financial Member means a Member of the Club who shall not be in default in the payment of their annual subscription or any fees or other monies payable by them in accordance with the Rules. Un-financial shall have the opposite meaning.

financial year means the 12-month period specified in rule 3;

general meeting means a general meeting of the members of the Club convened in accordance with Part 4 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 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 an Honorary Member for such period as may be so determined and who in the opinion of such Meeting has rendered outstanding service to the Canine Fancy or to the Club or for other good and sufficient reason. An Honorary Member 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 Affiliate but shall otherwise be entitled to enjoy all other privileges of membership. Junior membership shall cease at the end of the Financial Year in which the member attains their sixteenth year).

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.

Limited Member means a member who has been admitted as a member of the Club and who shall not be entitled to vote and will not receive copies of the Club's bi-monthly publication.

Member means a person who has been admitted as a single, dual or Life Member of the Club and where the context otherwise so admits, shall include persons who have been admitted to any category of membership.

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

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, and such other nominated positions as referred to in Clause 43 and the By-Laws for the time being of the Club.

Period of Membership in relation to a member, denotes the twelve months terminating at midnight on the 30th 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 their 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 Inc.

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, in person, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

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.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Club may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member.if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

The Club must have at least 5 members.

8. Who is eligible to be a member

Any person who supports the purposes of the Club is eligible for membership.

9. Application for membership

- (1) To apply to become a member of the Club, a person must submit a membership application to the Secretary stating that the person:
 - (a) wishes to become a member of the Club; and
 - (b) supports the purposes of the Club; and
 - (c) agrees to comply with these Rules and the Code of Ethics.
- (2) The application:
 - (a) must be signed by the applicant; and
 - (b) will be accompanied by membership and any other applicable fees.

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the committee must decide by resolution whether to accept or reject the application.
- (2) The committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11. New membership

- (1) If an application for membership is approved by the committee;
 - (a) the resolution to accept the membership must be recorded; and
 - (b) as soon as practicable, the name and address of the new member, and the date of becoming a member, must be entered in the register of members.
- (2) A person becomes a member of the Club and, subject to rule 13(2), is entitled to exercise their rights of membership following:
 - (a) the payment of membership and joining fees; and
 - (b) committee approval of the person's membership.

12. Annual subscription

- (1) At each annual general meeting, the Club must determine;
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Club may determine that a lower annual subscription is payable by Junior or Limited members.
- (3) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to;
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Club.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- (1) A member of the Club who is entitled to vote has the right;
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 71; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if;
 - (a) the member is a member other than a Limited, Junior or Honorary member; and
 - (b) more than three months have passed since he or she became a member of the Club; and
 - (c) the member's membership rights are not suspended for any reason.

14. Classification of Members

- (1) Member (Single)
- (2) Dual Member
- (3) Life Member
- (4) Junior Member
- (5) Honorary Member
- (6) Limited Member

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion, death or non-payment of fees.
- (2) If a person ceases to be a member of the Club, as soon as practicable, the date the person ceased to be a member must be entered in the register of members.
- (3) 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 their membership fee or any part thereof.

17. Resigning as a member

- (1) A member may resign by notice in writing given to the Club.

Note

Rule 70 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee or by electronic means.

- (2) A member is taken to have resigned if;
 - (a) the member's annual subscription has not been paid by 31 July; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18. Register of members

- (1) The Club must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is a Limited, Junior or Honorary member, a note to that effect;
 - (v) the member's email address;
 - (vi) any other information determined by the committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member;

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

20. Disciplinary subcommittee

- (1) 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.
- (2) The members of the disciplinary subcommittee;
 - (a) may be committee members, members of the Club or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member;
 - (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 meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); 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 that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of subcommittee

- (1) 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.
- (2) After complying with subrule (1), the disciplinary subcommittee may;
 - (a) take no further action against the member; or
 - (b) reprimand the member; or
 - (c) suspend the membership rights of the member for a specified period; or
 - (d) expel the member from the Club; or
 - (e) impose on a member of the association who has committed a breach of the rules of the association, a fine in accordance with Regulation 19 of the Associations Incorporation Reform Regulations 2012.
- (3) 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.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) 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.
- (3) If a person has given notice under subrule (2), 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.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must;
 - (a) specify the date, time and place of the meeting; and
 - (b) state;
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and

- (iii) 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.

24. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting;
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), 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.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the committee;
 - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days;
 - (a) notify the committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be;
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement;
 - (i) if the dispute is between a member and another member—a person appointed by the committee; or
 - (ii) if the dispute is between a member and the committee or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the committee may be a member or former member of the Club but in any case, must not be a person who;

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must;
 - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE CLUB

30. Annual general meetings

- (1) The committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Club may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows;
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider;
 - (i) the annual report of the committee on the activities of the Club during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the committee in accordance with Part 7 of the Act;
 - (c) to elect officers of the Club and the ordinary members of the committee;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee;
 - (e) to appoint an auditor;
 - (f) to appoint a returning officer, where necessary and at least two scrutineers.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (6) A notice convening the Annual General Meeting shall be given to each Member not less than 28 days before the date of the Meeting and shall be accompanied by a form of Nomination of Committee of Management.
- (7) 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, not less than 28 days prior to the date of the Annual General Meeting;
 - (a) they are published in, or enclosed with, the Club's newsletter;
 - (b) they are served upon him personally;
 - (c) they are sent through the post or via email addressed to each Member at the address shown in the Register of Members.

- (8) 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 notice to each of such Members.
- (9) The accidental omission to give notice to a Member, or if a Member shall fail to receive a notice sent in accordance with subrule 7, shall not invalidate an Annual General Meeting.
- (10) Every Member, other than a Junior Member, Limited Member or Honorary 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 other than President, Secretary or Treasurer (refer By- Law 5). Unless the Club's By-Laws provide otherwise a member may be nominated for and hold more than one position on the committee other than President, Secretary of Treasurer (refer By-Law 5).
- (11) 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.

31. Special general meetings

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The committee may convene a special general meeting whenever it thinks fit. The committee must convene a special general meeting before the expiration of 15 months following the previous annual general meeting.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32. Special general meeting held at request of members

- (1) The committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5% of the total number of members.
- (2) A request for a special general meeting must;
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3);
 - (a) must be held within 3 months after the date on which the original request was made;
 - (b) shall be convened in the same manner as nearly as possible as that in which those Meetings are convened by the committee
 - (c) may only consider the business stated in that request.
- (5) if requested by the members convening the special general meeting the Secretary shall provide to them or otherwise make available a list of names and addresses of all Members entitled to attend a Special General Meeting.

- (6) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33. Notice of special general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Club—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must;
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed;
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a disciplinary appeal meeting.
- (4) Notice of a Special General Meeting shall be deemed to have been given to each Member if, not less than 21 days prior to the date of the Special General Meeting;
 - (a) they are published in, or enclosed with, the Club's newsletter;
 - (b) they are served upon him personally;
 - (c) they are sent through the post or via email addressed to each Member at the address shown in the Register of Members.
- (5) The accidental omission to give notice to a Member, or if a Member shall fail to receive a notice sent in accordance with subrule 4, shall not invalidate a Special General Meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, or as allowed under rule 40) of 10 members entitled to vote (By-Law 3).
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting;
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case;
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

35. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place within a two month period
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

36. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) voting by proxy is not permitted; and
 - (b) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (c) members may vote personally or electronically in the case of a secret ballot during a meeting held electronically, provided that a vote via email is on the required form, returned in the time specified and identifies the member; and
 - (d) except in the case of a special resolution, the question, must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

37. Special resolutions

A special resolution is passed if the majority of members voting at a general meeting (whether in person or electronically) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Club.

38. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39. Minutes of general meeting

- (1) The committee must ensure that minutes are taken and kept of each general meeting.
- (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.
- (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 in accordance with rule 30(4)(b)(ii); and
 - (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 Club; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

40. Use of technology at Meetings

- (1) A member not physically present at any meeting of the Club 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.
- (2) A member participating in a meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5—COMMITTEE

Division 1—Powers of Committee

41. Role and powers

- (1) The business of the Club must be managed by or under the direction of a committee.
- (2) The committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The committee may—
 - (a) establish subcommittees consisting of members with terms of reference it considers appropriate.
 - (b) subject to these Rules, the Regulations of the Associations Incorporation Act, the committee has the 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.

42. Delegation

- (1) The committee may delegate to a member of the committee or subcommittee any of its powers and functions other than—

- (a) this power of delegation; or
 - (b) a duty imposed on the committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the committee considers appropriate.
 - (3) The committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

43. Composition of Committee

The committee consists of—

- (a) a President; and
- (b) two Vice-Presidents; and
- (c) a Secretary; and
- (d) an Assistant Secretary; and
- (e) a Treasurer; and
- (f) ordinary members (if any) See By-Law 2.

44. General Duties

- (1) As soon as practicable after being elected or appointed to the committee, each committee member must become familiar with these Rules and the Act.
- (2) The committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties —
 - (a) with reasonable care and diligence;
 - (b) in good faith in the best interests of the Club; and
 - (c) for a proper purpose.
- (4) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- (5) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

45. President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-Presidents are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

46. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

- (2) The Secretary shall:
- (a) notify the Registrar of their appointment within fourteen days - s.28.1;
 - (b) notify their change of address within fourteen days - s.28.2;
 - (c) notify alterations to the statement of purposes or Rules within one month - s.28.2;
 - (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 their authorised Officer on being required to do so - s.47.5
 - (g) tell the Registrar or authorised Officer where a book is at the time a request is made - s.47.6
 - (h) not hinder or obstruct the Registrar or their 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 the Trust.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (3) The Secretary must—
- (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 66(3), all books, documents and securities of the Club in accordance with rules 71; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) maintain a complete record of awards made at all exhibitions and shows conducted by the Club, where necessary;
 - (e) and shall forward 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.
 - (f) perform any other duty or function imposed on the Secretary by these Rules.

47. Treasurer

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Club; and
 - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - (c) make any payments authorised by the committee or by a general meeting of the Club from the Club's funds; and
 - (d) ensure all payments are authorised by at least two committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Club are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Club and their certification by the committee prior to their submission to the annual general meeting of the Club.

- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

Division 3—Election of Committee members and tenure of office

48. Who is eligible to be a Committee member

- (1) A member is eligible to be elected or appointed as a committee member if the member—
 - (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting.

49. Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Club after its incorporation; or
 - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) Not less than 90 days before the date of the Annual General Meeting, the Club must at a special general meeting appoint an impartial non-member of the Club, with the consent of such person, as Returning Officer.
- (3) 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 Returning Officer of the Club not less than 21 days before the date fixed for the holding of the Annual General Meeting.
 - (c) If insufficient nominations are received to fill all vacancies on the committee, the candidates 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.
 - (d) 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.
 - (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held for the purpose of Sub-Clause 50.1(b) the Returning Officer shall, upon closure of nominations of candidates for election of 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 on the Committee of Management for which they have been nominated.

50. Ballot

- (1) 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 50.1(a) any Member who is entitled to vote at the Annual General Meeting, but unable to attend shall be entitled to apply to the Returning Officer for a postal vote.
 - (c) Application for a postal vote must be in writing and lodged with the Returning Officer fourteen days prior to the Annual General Meeting.
 - (d) Within seven days the Returning officer in the presence of one other committee member appointed by the committee will forward an initialled ballot paper to each applicant and record their names.

- (e) Members to whom ballot papers are posted will under no circumstances be given a second ballot paper.
 - (f) Completed ballot papers are to be returned to the Returning Officer in envelopes endorsed Ballot Papers. These envelopes shall be brought (unopened), by the Returning Officer to the Annual General Meeting.
- (2) As the second item of business of the Annual General Meeting, not less than two scrutineers shall be appointed by the Members at the Annual General Meeting.
 - (3) Each member wishing to participate in the ballot will strike out from the ballot paper all names in excess of the number of positions vacant. Ballot papers containing a greater or lesser number of candidates to be elected, shall be invalid.
 - (4) After the appointment of the Scrutineers, the Returning Officer and the Scrutineers shall count the postal votes returned in accordance with Clause 50.1 and the votes cast by Members in accordance with Clauses 50.1 and 50.3.
 - (5) The Returning Officer shall declare the result of the ballot immediately after the votes have been counted, and in the event of an equality or votes in favour of any 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.
 - (6) 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.

51. Term of office

- (1) The Officers of the Club shall be:
 - (a) a President;
 - (b) two Vice-Presidents;
 - (c) a Treasurer;
 - (d) a Secretary;
 - (e) an Assistant Secretary;
 - (f) such other Officials as required (see By-Law 2).
- (2) That the term of office for the President, Vice President One and Two, Treasurer, Secretary and Assistant Secretary be a two year term. President, Assistant Secretary and Vice President One elections to fall on even years and the Treasurer, Secretary and Vice President Two elections fall on odd years.
- (3) A committee member may be re-elected.
- (4) A general meeting of the Club may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under subrule (4)(a) 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.
- (6) 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 at which the special resolution is to be proposed.

52. Vacation of office

- (1) A committee member may resign from the committee by written notice addressed to the committee.
- (2) A person ceases to be a committee member if he or she:
 - (a) ceases to be a member of the Club; or
 - (b) resigns their office by notice in writing given to the Secretary; or
 - (c) fails to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 63; or
 - (d) otherwise ceases to be a committee member by operation of section 78 of the Act; or
 - (e) If as a member of the VCA Inc is disqualified or suspended by the VCA Inc whilst the Club remains an affiliate of the VCA Inc.

Note

A committee member may not hold the office of secretary if they do not reside in the state of Victoria.

53. Filling casual vacancies

- (1) The committee may appoint an eligible member of the Club to fill a position on the committee that—
 - (a) has become vacant under rule 52; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 51 applies to any committee member appointed by the committee under subrule (1) or (2).
- (4) The committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

54. Meetings of Committee

- (1) The committee must meet at least 4 times in each year at the dates, times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the committee as soon as practicable after the annual general meeting of the Club at which the members of the committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the committee.
- (4) That a resolution in writing decided by members of a committee outside of a duly convened and held committee meeting shall be valid and effective as if it had been passed at an ordinary committee meeting. Evidence of such resolution will form part of Club records.

55. Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

56. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 55 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

57. Procedure and order of business

- (1) The procedure to be followed at a meeting of a committee may be determined from time to time by the committee.
- (2) The order of business may be determined by the members present at the meeting.

58. Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) A committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

59. Quorum

- (1) No business may be conducted at a committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 58) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 55.

60. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

61. Conflict of interest

- (1) A committee member who has a material and/or personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

62. Minutes of meeting

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 61.

63. Leave of absence

- (1) The committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

64. Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

65. Management of funds

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the committee may approve expenditure on behalf of the Club.
- (3) The committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.
- (5) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (6) With the approval of the committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

66. Financial records

- (1) The Club must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.

- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the committee.

67. Financial statements

- (1) For each financial year, the committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the committee;
 - (d) the submission of the financial statements to the annual general meeting of the Club;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

68. Common seal

- (1) The Club may have a common seal.
- (2) If the Club has a common seal—
 - (a) the name of the +Club must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

69. Registered address

The registered address of the Club is—

- (a) the address determined from time to time by resolution of the committee; or
- (b) if the committee has not determined an address to be the registered address—the postal address of the Secretary.

70. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) electronically.
- (2) Subrule (1) does not apply to notice given under rule 56.
- (3) Any notice required to be given to the Club or the committee may be given—
 - (a) by handing the notice to a member of the committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or

- (d) if the committee determines that it is appropriate in the circumstances, electronically to the address of the Club or the Secretary; or

71. Custody and inspection of books and records

- (1) Except as otherwise provided in the Act and in these Rules the Secretary shall keep in their custody or under their control all books, documents and securities of the Club.
- (2) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (3), the financial records, books, securities and any other relevant document of the Club, including minutes of committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (3) The committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (4) The committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (5) Subject to subrule (3), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (6) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Club.

72. Winding up and cancellation

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

73. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Club.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

74. By-Laws

- (1) Subject always to the Association 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.

- (a) nominations of Members.
- (b) amount of joining fee if any, and the annual membership subscription;
- (c) the conducting of a ballot;
- (d) the holding and conducting of Shows and Exhibitions by the Club;
- (e) the granting of awards and prizes at such Shows and Exhibitions;
- (f) the manner and procedure of dealing with protests and objections made at Shows or Exhibition subject always to the VCA Inc. Rules;
- (g) Meeting of Members and of committees;
- (h) the publication of a Newsletter or Journal; and
- (i) any matter the Members consider necessary.

Passed by a special meeting of members 1/11/90.

Accepted by the V.C.A. Inc. (then K.C.C.) on 12/12/90

Updated and passed by Members 12/5/94

Updated and passed by Members 12/8/03

Updated and passed by Members 16/10/08

Changes to the Act April 2010 (Public Officer no longer exists) amended to suit

Updated and passed by Members 09/01/14

Approved by Consumer Affairs 28/1/14

Accepted by the VCA Inc. (Dogs Victoria) 28/1/14

Approved by Members at the special general meeting 19 August 2022

Approved by Consumer Affairs 7 September 2022

Approved by VCA Inc 11 November 2022