

**CONSUMER AFFAIRS VICTORIA**  
**Associations Incorporation Reform Act 2012**

**RULES OF THE FINNISH LAPPHUND CLUB OF VICTORIA, INCORPORATED**

Incorporation Registration No. A0052695Y

(as of 21/05/2022)

**Associations Incorporation Reform Regulations 2012**

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## **PART 1—PRELIMINARY**

### **1 Name**

The name of the incorporated association is "the Finnish Lapphund Club of Victoria, Incorporated".

### **2 Purposes**

The purposes of the association are:

- (1) to be affiliated with the Victorian Canine Association Inc. (VCA)
- (2) to protect the interests and welfare of the Finnish Lapphund Breed
- (3) to promote and encourage the breeding of pure bred dogs and in particular the Finnish Lapphund.
- (4) to promote and raise the standards and exhibition of registered pure bred dogs, particularly the Finnish Lapphund
- (5) to collect, verify and publish information relating to dogs and the breeding and exhibition of dogs, particularly the Finnish Lapphund.
- (6) to educate and encourage members, breeders and judges to abide by the requirements and standards approved by the VCA for the conduct of exhibitions and shows
- (7) to promote good fellowship and sportsmanship amongst members and those participating in VCA or Club activities.
- (8) to inform members and make known to them the Laws and Regulations of the State in relation to the ownership and care of dogs, and the responsibility of owners for the conduct and actions of their dogs.
- (9) to hold functions and lectures relating to dogs and to the purpose of the Club generally.
- (10) to provide awards and donate prizes for competitions at Exhibitions and for the competition by breeders and exhibitors of dogs;
- (11) to carry on such other activities or promote or encourage interest in the breeding, upkeep and training of and the general wellbeing and improvement of the Finnish Lapphund and to do all such other things as may be necessary or conducive to carrying out the objects of the club.
- (12) to uphold the Breed Specific Breeding Program under the mandate of THE CODE OF PRACTICE FOR THE RESPONSIBLE BREEDING OF ANIMALS WITH HERITABLE DISEASES
- (13) to participate as a member of a National Breed Council for the breed under the rules and regulations of the Australian National Kennel Club at such time that such a council is formed.

### **3 Financial year**

The financial year of the Association is each period of 12 months ending on 31 December.

### **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);

***associate member*** means a member referred to in rule 13(1);

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

***Club*** means the *Finnish Lapphund Club of Victoria, Incorporated*; ***Committee*** means the Committee having management of the business of the Association; ***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 Association 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;

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

***general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a Special General Meeting and a disciplinary appeal meeting;

***member*** means a member of the Association;

***member entitled to vote*** means a member who under rule 12(2) is entitled to vote at a general meeting;

***special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, 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.

## **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 and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment 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 Eligibility 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 the Club's membership application form 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.
- (2) The application—
- (a) must be signed by the applicant; or if submitted electronically or online, an appropriate tick box checked to indicate acceptance; and
  - (b) must be accompanied by the joining fee or record of payment of this fee.

(3) A person becomes a member of the Club on receipt of their application in accordance with subrule (2).

(4) The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

## **10 Categories of membership**

(1) Membership of the Club may be in any of the following categories—

- (a) Full Member. - This membership type entitles 1 Adult all rights of membership. Includes unlimited children under 18 years of age residing at the same address.
- (b) Dual Member. - Optional offering to VCA members only. This membership type entitles 2 Adults all rights of membership. Includes unlimited children under 18 years of age residing at the same address.
- (c) Associate Member. - these being
  - (i) Any members under the age of 18 years, and/or,
  - (ii) Non-residents of Victoria. (Interstate and Overseas Members)

(2) Introductory Membership Offer. Introductory Membership is valid only for the Calendar year in which it is applied for. Introductory Members are still required to fulfill the requirements of Rule 9. Introductory Membership is offered to those members defined as:

- (a) A new owner, who has purchased an ANKC registered Finnish Lapphund from an ANKC breeder and applied for membership within 3 months of the date of sale.
- (b) A new owner of a Finnish Lapphund that was classified by the Finnish Lapphund Club of Victoria as an official Club breed rescue and applied for membership within 3 months of taking ownership of the Rescue.

## **11 Annual subscription and continuity of membership**

(1) At each annual general meeting, or at a Special General Meeting called under rules 31 and 32, the Club shall determine the amount of the annual subscription of each category of membership for the following financial year.

(2) A member, within three months after the end of calendar year and upon payment of the annual subscription, shall be deemed for all purposes to have retained continuity of membership.

(3) The club may, from time to time, offer multiple-year memberships to members. Payment of this fee constitutes acceptance of the conditions of membership and renewal of the members' annual subscription for the duration of the term.

## **12 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
  - (a) to attend and be heard at general meetings; and
  - (b) to vote at a general meeting; and
  - (c) to have access to the minutes of general meetings and other documents of the Club as provided under rule 72;
  - (d) to inspect the register of members;
  - (e) to receive any publication issued by the Club; and
  - (f) to compete for prizes and awards available for members of the Club.
- (2) A member is entitled to vote if—
- (a) the member is a member other than an associate member;
  - (b) the member is over 18 years of Age;
  - (c) more than 90 day have passed since he or she became and remained a member; and.
  - (d) the member's membership rights are not suspended for any reason.
- (3) A member is entitled to hold office if—
- (a) the member is entitled to vote; and
  - (b) the member is a current financial member of the VCA.

### **13 Associate members**

- (1) Associate members of the Club include—
- (a) any members under the age of 18 years; and
  - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote or hold office but have all other rights and priveleges of membership.

### **14 Rights not transferable**

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

### **15 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

### **16 Resigning as a member**

- (1) A member may resign by notice in writing given to the Club.
- (2) A member is taken to have resigned if the member's annual subscription is more than 3 months in arrears

### **17 Register of members**



- (1) The Secretary 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 an associate member, a note to that effect;
    - (v) 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.

## **18 Reserved**

### **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
- (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—
  - (d) may be Committee members, members of the Club or anyone else; but
  - (e) 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) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Club.
- (3) The disciplinary subcommittee may not fine the member.
- (4) 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) The Committee may determine the date, time and place of the annual general meeting.
- (3) 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 the members of the Committee;
  - (d) to confirm or vary the amounts of the annual subscription and joining fee.

(4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **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.

(3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

### **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 10% of the total number of members entitled to vote.

(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; and

(b) may only consider the business stated in that request.

(5) The Club must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under subrule (3).

### **33 Notice of 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 conducted under rule 24.

### **34 Use of technology**

(1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a member participating in a general 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.

### **35 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 34) of the number of 50% of elected Committee Members plus two (2) members entitled to vote.

(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;

(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.

### **36 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.

(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.

### **37 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally but not by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) The Chairperson of the meeting is not entitled to vote while they remain in the Chair, except in circumstances where votes are divided equally on a question, in which case the Chairperson has a deciding 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

### **38 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

### **39 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 a majority present and entitled to vote 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.

### **40 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(3)(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.

## **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) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **42 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, 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**

- (1) The Executive of the Committee consists of the following Officers of the Club—
  - (a) a President; and
  - (b) a Vice-President; and
  - (c) a Secretary; and
  - (d) a Treasurer;



(2) The Committee consists of the Executive under subrule (1) and the following Ordinary Committee members—

- (a) Education Officer;
- (b) Fund Raising Coordinator;
- (c) Health Officer;
- (d) Member Event and Liaison Officer;
- (e) Newsletter Editor;
- (f) Publicity Officer;
- (g) Puppy & Adult Referral Officer;
- (h) Digital Officer;
- (i) Working Dog Coordinator;
- (j) Show Secretary; and
- (k) General Committee member positions (limited to 3)

(3) Eligibility for nomination or membership of the Executive or the Committee of the Club is pursuant to rule 48.

(4) The Committee may choose to appoint any functional sub-committee to assist any of the Ordinary Committee members in fulfilling their duties. All members of functional sub-committees must be financial members.

#### **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 with reasonable care and diligence.

(4) Committee members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of the Club; and
- (b) for a proper purpose.

(5) 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.

(6) In addition to any duties imposed by these Rules, a committee member must perform any other duties contained within the Club's Regulations, Codes and Guidelines or 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-President 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 must—
  - (a) maintain the register of members in accordance with rule 17; and
  - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 67(3), all books, documents and securities of the Club in accordance with rules 69 and 72; 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) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **47 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of 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 cheques are signed by at least 2 signatories of the committee.
- (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 Executive and Committee members and tenure of office**

#### **48 Eligibility to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over;
- (b) is entitled to vote at a general meeting; and
- (c) is a member of the VCA

#### **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) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 and 52.

#### **50 Nominations**

(1) Nomination of candidates for election as Officers of the Executive or as ordinary members of the Committee shall be—

- (a) declared open by the Secretary at least 35 days before the date fixed for the holding of the annual general meeting
- (b) made in writing in such form as the Committee shall prescribe and signed by the candidate; and
- (c) delivered to the Secretary of the Club or an appointed Returning Officer, as per subrule 50(6), not less than 21 days before the date fixed for the holding of the annual general meeting.

(2) An eligible member of the Club may—

- (a) nominate himself or herself; or
- (b) with the member's consent, be nominated by another member.

(3) If only a single nomination is received for a position on the Committee, the persons nominated for that position shall be deemed to be elected.

(4) If no nomination is received for a position on the Committee, further nominations for that position shall be received at the annual general meeting.

(5) If more than one nomination is received for a position, an election shall be held at the annual general meeting

(6) A Returning Officer may be appointed by the Committee for the purposes of assisting with:

- (a) receipt of nominations as per subrule 50(1)(c)
- (b) receipt of postal votes as per subrule 51(5)
- (c) conducting of ballots as per sub rule 51(1)

## **51 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The meeting will determine whether the election is conducted either by a show of hands or by secret ballot.
- (5) any member who is entitled to vote at the annual general meeting, but unable to attend shall be entitled to apply to the Secretary for a postal vote only for a contested position on the Executive or Committee. Application for a postal vote must be in writing and lodged with the Secretary fourteen days prior to the annual general meeting. Within seven days the Secretary 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 envelopes endorsed, "Ballot Papers". These envelopes shall be handed (unopened), to the Returning Officer officiating at the poll.
- (6) In secret ballot the returning officer will give a blank piece of paper to each member present in person and entitled to vote.
- (7) If the ballot is for a single the case of a show of hands the candidates will vacate the meeting while the voting is concluded.
- (6) In the case of a position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (8) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (9) Ballot papers that do not comply with subrule (8)(b) are not to be counted.
- (10) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (11) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (12) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **52 Term of Office**

- (1) Subject to subrule (3) and rule 53, a committee member holds office until the next annual general meeting.
- (2) An eligible member may nominate and be elected for more than one position on the Committee, but may only hold one Executive Officer position at one time.
- (3) A committee member may renominate for any position on the Committee and may be reelected.
- (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 (3)(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.

### **53 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) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 64; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

### **54 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Club in accordance with subrule 12(3) to fill a position on the Committee that—
  - (a) has become vacant under rule 53; 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) The Committee may continue to act despite any vacancy in its membership.
- (4) If there is no eligible member of the Club in accordance with subrule 12(3) to fill any position as an Ordinary Committee member under subrule 43(2), the Committee may appoint any other member to fulfil the duties of the position without being a voting member of the Committee

## **Division 4—Meetings of Committee**

## 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.

## **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 56 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 must 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) For the purposes of this Part, 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 59) 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 56.

## **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) The Chairperson of the meeting is not entitled to vote while they remain in the Chair, except in circumstances where votes are divided equally on a question, in which case the Chairperson has a deciding vote.

(5) Voting by proxy is not permitted.

## **61 Conflict of interest**

(1) A committee member who has a material 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.

(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 62.

## **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 2 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 his or her custody, or under his or her 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) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 58.
- (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—
    - (i) by email to the email address of the Club or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Club.

#### Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
- (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.
- (2) 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.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), 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.
- (5) 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.

## **71 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.

## **72 Alteration of Rules**

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

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