

R U L E S
O F
VICTORIAN CANINE ASSOCIATION INC.

(With amendments effective 30 April, 2001)

PART I - PRELIMINARY

- 2.1 .1 In these Rules:
- .1 a reference to a function includes a reference to a power, authority and duty; and
 - .2 a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
 - .3 the provisions of the Interpretation of Legislation Act 1984, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument under that Act.
 - .4 a reference to the masculine gender shall include the feminine gender and vice versa.
 - .5 a reference to the singular shall include the plural and vice versa where the context reasonably permits.
- .2 The principal objectives and powers of the VCA are as set out in the Constitution.
- 2.2 No heading to a Rule or series of Sub-Rules, nor any marginal notes or footnotes in these Rules, shall be taken to be or form part of the Rules.

Rules Constitute Terms of a Contract.

- 2.3 These Rules, and the Regulations thereto, the Codes of Ethics and the Codes of Practice, jointly and/or severally, shall constitute the terms of a contract between the Victorian Canine Association Inc (hereinafter referred to as the "VCA") and its members for the time being and, as between the VCA and its Affiliated Bodies for the time being, these Rules shall likewise constitute the terms of a contract in so far as the Rules and the Regulations thereto may relate to such bodies.

No Proprietary Interest in Property of the VCA

- 2.4 Membership of the VCA shall not be deemed to confer upon any member any right, title or interest, whether legal or equitable, in any real or personal property of the VCA.

PART II - MEMBERSHIP

Application for Membership.

- 2.5 (As amended 1.6.98)
- Application for membership shall be made in writing on the prescribed form, and shall be accompanied by the initial subscription fee.
- Membership of the VCA is subject to the application being submitted to and approved by the Management Committee.
- Such approval may be delegated to the VCA Chief Executive.

Categories of Membership.

2.6 The membership of the VCA shall consist of:

- .1 Ordinary membership, being a natural person at least 18 years of age and a resident of the State of Victoria, or a Syndicate Membership, either of which may operate under the name of a registered kennel prefix.

Where the applicant is a Syndicate Membership, such applicant shall by endorsement in the appropriate place on the prescribed application form, nominate one of the syndicate Members, a natural person, who shall be at least 18 years of age and a resident of the State of Victoria, as the representative of the Syndicate Membership. Such nominee shall to the exclusion of all other constituent members of the Syndicate Membership be entitled, subject to Rule 2.13.1.2:

- .1 to receive all notices from the VCA which the Syndicate Membership would otherwise have been entitled to receive and
- .2 to nominate, propose or second candidates in respect of any election, of the Management Committee or any other committee.
- .3 to receive one ballot paper in respect of any election of the Management Committee or of any other committee for which they are eligible to vote, and to vote thereon on behalf of the Syndicate Membership, and
- .4 to attend all or any meetings of members of the VCA on behalf of the Syndicate Membership and to exercise one vote on any resolution proposed, and
- .5 to sign all documents on behalf of the Syndicate Membership, except any transaction which alters the registered ownership of a dog, such transaction must be signed by each member of at least 18 years of age of the syndicate membership, unless otherwise authorised by the Management Committee.

Additionally such representative and all other constituent members of the Syndicate who are residents of the State of Victoria shall be entitled to enjoy all other membership privileges and benefits.

Notwithstanding the above, any person nominated as a representative of the Syndicate Membership shall not hold the same position with any other Syndicate Membership, nor shall they be a member as a natural person or a life member. Life members of the VCA are deemed to be ordinary members.

- .2 Associate Membership being a natural person under 18 years of age, or a natural person who resides outside the State of Victoria, or, a Syndicate Membership where all persons in that syndicate membership are ordinary members, either as a natural person or as a nominated representative in another Syndicate Membership, or where all persons within that Syndicate Membership reside outside the State of Victoria. Where the Associate Membership is a Syndicate Membership, such applicant shall by endorsement in the appropriate place on the prescribed application form, nominate one of the Syndicate Members being a natural person, as the representative of that Syndicate Membership. Such nominee shall to the exclusion of all other members of the Syndicate Membership be entitled, subject to Rule 2.13.1.2 to sign all documents on behalf of the Syndicate Membership, except any transaction which alters the registered ownership of a dog, such transaction must be signed by each member of at least 18 years of age of the syndicate membership, unless otherwise authorised by the Management Committee.

.3 (As adopted 16.4.96)
Junior Membership as provided for in Regulations.

2.7 (As amended 1.6.98)
An application for membership shall be in such form as the Management Committee may from time to time prescribe and shall be signed by the applicant and lodged with the Chief Executive. An applicant shall furnish to the Management Committee such information as may be required from time to time by the Management Committee and in particular shall furnish such information as is called for in the prescribed form.

2.8 Any application for membership may be refused by the Management Committee without assigning any reasons therefore notwithstanding that a membership subscription was paid contemporaneously with the application and was banked by the VCA provided that in the event of the application being refused such subscription shall be refunded to the applicant.

Life Membership. (As amended 20.4.94)

2.9 The Management Committee may by resolution award life membership status to a member in consideration of outstanding or special service rendered by that member to the VCA and such member shall continue to enjoy all privileges and benefits of ordinary membership of the VCA but shall not be liable to pay an annual membership subscription.

Cessation of Membership.

2.10 Membership of the VCA shall cease ipso facto:

.1 Upon the termination of the period of membership (whether by effluxion of time or otherwise) unless the member shall be re-admitted by the Management Committee for a further period of membership;

.2 (As amended 1.6.98) If the member resigns by notice in writing addressed to the Chief Executive such resignation is as amended from the date it is received by the Chief Executive and does not relieve the member from payment of overdue subscriptions or other monies owed by the member to the VCA at the time of resignation.

.3 If the member dies, save and except that the membership shall be continued in the name of the deceased member's Estate upon receipt of a written application in that behalf from the Executor/Administrator of the Estate pending the disposal by sale or bequest and transfer by the Executor/Administrator to another person of any prefix or dogs registered with the VCA in the name of the deceased member.

.4 (As amended 1.6.98)

If the member's annual subscription for the forthcoming year has not been paid within one calendar month of termination, in accordance with Rule 2.15.

.5 If the member is suspended from membership of the VCA or disqualified or otherwise declared ineligible to take part in any capacity in an Exhibition for the term of such suspension, disqualification or ineligibility.

.6 A Syndicate Membership shall cease to be a member of the VCA if its representative or any of its constituent members becomes subject to the provisions of Rule 10 .1-.5.

- .7 An incorporated company shall cease to be a member of the VCA if its representative becomes subject to the provisions of Rule 10 .1-.5 or if a Receiver or a Receiver and Manager is appointed over the property and business affairs of the company or a Liquidator is appointed to wind up the company save and except that the membership of the company may be continued at the discretion of the Management Committee upon receipt of a written application in that behalf from one or other of such Administrators of the company pending a disposal by sale and transfer by an administrator to another person of any prefix or dogs registered in the name of the company.

2.11 (As amended 20.4.94)

A member's membership shall be suspended at the discretion of the Management Committee in the event that:

- .1 there is owing by the member to the VCA or any of its Affiliates any monies for goods or services provided by the VCA or any of its Affiliates to or at the request of the member and such monies have been outstanding for more than sixty days provided that subject otherwise to the Rules, the suspension of membership shall cease upon payment by or on behalf of the member to the VCA or any of its Affiliates of the outstanding monies; or
- .2 the member fails or neglects without good cause shown to reply in writing within 14 days from the date of a second written demand by the Management Committee requesting the member to reply to correspondence previously sent to the member by the Management Committee provided that such suspension of membership shall cease upon receipt of a written reply to such demand and to such correspondence.
- .3 a conviction is or has been recorded against the member on a charge of cruelty or neglect to an animal provided such suspension of membership shall cease should sufficient reason be placed before the VCA to warrant withdrawal of the suspension.

Privileges of Membership

2.12 Subject to the restrictions and limitations prescribed and obligations imposed by or pursuant to the Rules and Regulations, the Codes of Ethics and the Codes of Practice, the privileges of membership shall be:

- .1 the right to vote at the Annual General Meeting and any Special General Meeting of the VCA;
- .2 the right of access to the VCA's library;
- .3 the right to enter the Trainee Judges Training and examination program in accordance with the Regulations;
- .4 the right to be included on the list of Judges subject to the Regulations;
- .5 the right to register a prefix and to register in the pure breeds register such dogs bred or purchased by them as are eligible for such registration;
- .6 the right to exhibit or handle a dog at approved Exhibitions;
- .7 the right to nominate for or propose or second a candidate for election to the Management Committee or to any other committee of the VCA and to vote in any ballots conducted for elections to such committee;
- .8 the right to offer themselves for appointment to other committees of the VCA; and
- .9 the right to compete for any prize available for competition by members of the VCA.
- .10 Provided that an associate member shall not be entitled to the privileges granted by Sub-Rules .1, .3, .4, .7 and .8 of this Rule.

Syndicates.

- 2.13 .1 (As amended 1.6.98) Any Syndicate admitted to membership of the VCA:
- .1 shall furnish in writing to the Chief Executive particulars of its constituent membership and of any change therein that may occur from time to time; and
 - .2 may at any time by notice in writing to the Chief Executive revoke the nomination of its representative and make and submit a fresh nomination.
- .2 The member and its representative shall each be responsible for the acts and omissions of the member and of the representative respectively and the acts and omissions of the representative shall be deemed to be those of the member.

Register of Members. (As amended 1.6.98)

- 2.14 Separate registers of ordinary and associate members shall be kept by the Chief Executive and shall contain the name and address, membership number and the prefix (if any), of each member.
- The register of members shall be kept at the office of the VCA and may be made available by the Chief Executive (if the Management Committee shall so determine but not otherwise) for inspection by such persons and upon such conditions as the Management Committee may from time to time determine.

Membership Subscriptions.

- 2.15 (As amended 1.6.98)
- A member of the VCA shall, upon admission to membership, pay to the VCA an initial membership subscription for the period which shall terminate at midnight on the last day of the month in which falls the anniversary of the date of admission as a member and, thereafter, on renewal of membership shall pay to the VCA a membership renewal subscription at the rates determined from time to time by the Management Committee. Provided, that in the case of a membership approved before 31st May, 1998, such membership shall terminate on 31st December in each year. Membership shall lapse if not renewed within one calendar month of termination. In renewing membership each year, a member shall complete and sign the prescribed renewal of membership form.

Member's Liability Limited.

- 2.16 The liability of a member of the VCA to contribute towards the payment of the debts and liabilities of the VCA or the costs, charges and expenses of a winding up of the VCA is limited to the amount, if any, unpaid by the member in respect of unpaid membership subscriptions and any other monies owing by them to the VCA for goods or services provided by the VCA to or at the request of the member.

Disciplining of Members.

- 2.17 Members shall strictly observe and act in conformity with and not otherwise than in accordance with the Rules, Regulations, Codes of Ethics and Codes of Practice of the VCA and shall not conduct themselves in such a manner as to bring the VCA into disrepute or to bring themselves as a breeder, owner, exhibitor, handler, Show official, Judge or as a member into discredit.

2.18 A member shall not knowingly enter a dog in, or exhibit, officiate or judge at, or in any way support or patronise an Exhibition or any canine activity which has previously been declared "unrecognised" by the Management Committee of the VCA.

2.19 A member shall supply such relevant information or evidence within their knowledge, possession or control as requested by the Management Committee within 14 days of receiving such request.

2.20 *(As amended 21/28.4.93) (The paragraph ending “; and” was amended 1/6/98 and again following the SGM on 5/8/98.) (Amended 12.8.99)*

Where the Chief Executive receives a written complaint accompanied by the prescribed fee alleging misconduct, a breach of the Rules, Regulations, Code of Ethics, or Codes of Practice of the VCA, or a dispute between members, members and the VCA, or non-members and members, the Management Committee shall have such matters consider by either:

1. an Investigations Committee appointed pursuant to the Rules which may carry out an investigation of the matter including interviewing and/or corresponding with the complainants and other potential witnesses and the accused; or
2. a Mediation Panel or Mediators appointed pursuant to the Rules, who shall conduct Mediations in an attempt to resolve disputes between member and member, member and VCA, and non-member and member.

The complaint shall be considered by the Chairpersons of the Investigations Committee and the Mediation Panel who shall determine whether the complaint is a matter for Investigations or Mediation or not a matter to be dealt with by the VCA.

- .1 If, as a result of an investigation, the Investigation Committee believes that, prima facie, an accused has a case to answer for misconduct or a breach of the Rules, Regulations or one or other of the respective Codes and the matter is sufficiently serious to justify disciplinary proceedings the Investigations Committee shall, in writing, charge the person with such offence and furnish to that person full particulars of the charge and of the alleged incident giving rise to the charge, a copy of the Rule/s and/or Regulation/s under which the charge is brought and details of the date, time and place of the hearing of the charge allowing sufficient time to the person charged to prepare their defence and consult witnesses; and
- .2 Direct the person charged to appear before a Disciplinary Committee appointed pursuant to the Rules to be heard in answer to the charge and advise the person charged that they may bring to the hearing any witnesses or material in support of their evidence; and
- .3 All subsequent disciplinary proceedings shall be conducted pursuant to the Regulations which shall provide for:
 - .1 the procedures to be observed by a Disciplinary Committee during the hearing of a charge or charges against a member; and

- .2 (As amended 8.4.97) Any penalties which may be imposed by a Disciplinary Committee on a member found guilty of a charge or charges other than fines which are provided for under the provisions of the *Associations Incorporations Act 1981* as amended from time to time.
- .3 any consequential matters resulting from the disqualification, suspension or expulsion of a member; and
- .4 appeals by members to an Appeals Committee appointed pursuant to the Rules against the findings and/or penalties imposed on such members by a Disciplinary Committee.
- .4 An Investigation Committee shall keep confidential the names of members who are subject to investigation, the names of witnesses and the circumstances of the investigation.
- .5 A member of an Investigations Committee shall not be a member of, or otherwise participate in the deliberations or findings of, a Disciplinary Committee;
- .6 A member of an Investigations Committee or Disciplinary Committee or Management Committee, or a person who presented evidence, or who gave evidence, against or for a person charged shall not be a member of, or otherwise participate in or vote on the decision of, an Appeals Committee.
- .7 All members of the Disciplinary Committee, Investigations Committee and the Appeals Committee shall not participate in a debate or vote on:
 - .1 any matter directly concerning an Affiliate of which the member is an office bearer or an ordinary committee member; or
 - .2 any contract in which the member or their immediate family, business partner or business associates or employer has a financial interest or in which the member has a direct personal interest or involvement other than as a member of Management Committee or other committee of the VCA; or
 - .3 any matter concerning a breach, or alleged breach of the Rules and/or Regulations, Codes of Ethics, Codes of Conduct or Codes of Practice of the VCA or concerning misconduct, or alleged misconduct, under such Rules and/or Regulations and/or the respective Codes, committed, or allegedly committed by the Committee member or by any other person who, being a member of the VCA, is a member of the family of, or a close associate of, the Committee member.
- .8 Neither party at all hearings of disciplinary charges and appeals shall be entitled to legal representation but the person charged or appealing may be represented by a friend or agent.
- .9 With the exception of the automatic suspension of membership of a member as provided for in Rule 2.11 no member of the VCA shall be disqualified, suspended or expelled from membership of the VCA or otherwise penalised without first being charged of misconduct or of a breach of the Rules, Regulations, Codes of Ethics or Codes of Practice and being heard in answer to the charge in accordance with the principles of natural justice.
- .10 Where the Chairpersons of the Investigations Committee and the Mediation Panel determine a complaint should be mediated, the Chief Executive and the Chairperson of the Mediation Panel shall determine whether Mediators appointed by the VCA from the VCA membership are suitable and appropriate or whether suitably qualified and experienced Mediators who are not VCA members are appropriate to mediate the dispute.

- .11 .1 In determining the Mediators, the Chief Executive and Chairperson shall have regard to the facts, circumstances, nature and complexities of the matter, the parties and the wishes of the parties.
- .2 A member who is a party to any dispute must not be appointed to mediate that dispute.
- .12 Unless otherwise approved in writing by the Management Committee, the VCA shall not be liable for any fees or expenses of any Mediator whether or not the Mediators are VCA members. However, if the parties to a mediation wish to use a non-VCA member Mediator and are prepared to jointly meet any costs associated with same, the Chief Executive and Chairperson may assist in obtaining such a Mediator and facilitate such an agreement.
- .13 A member who is a party to a mediation shall not be required to attend a mediation during business hours unless that member advises they are able to do so.
- .14 If VCA members are appointed as Mediators to any disputes, the following shall apply:
- .1 2 Mediators per mediation.
- .2 2 rooms be available per mediation.
- .3 Subject to availability neither Mediator should be from the same Breed or Group as any party to the mediation.
- .4 Neither Mediator is to make recommendations as to resolutions to any person involved in the mediation.
- .5 Both Mediators should jointly explain to the parties the purpose of the mediation procedures and the sequence of events likely to follow an unsuccessful mediation.
- .6 The Mediators explain the VCA will be advised of the conclusion reached and will be provided with a copy of the Terms of Settlement entered into.
- .7 Mediators are to be strictly impartial.
- .8 All aspects of mediation are to be strictly confidential.
- .9 Mediations to proceed in the manner set out in accordance with the Procedures approved by the Management Committee.
- .10 Mediators conducting a mediation must give the parties every opportunity to be heard, and allow due consideration by all parties of any written statement submitted prior to the mediation by a party to the mediation.
- .11 The mediators must not determine the dispute.
- .15 (*Amended 30.4.01*) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise the law.

2.21 (*Amended 12.8.99*) A disqualified or suspended member of the VCA who is also an Office Bearer of an affiliated canine body shall cease to be an Office Bearer of such body during the term of disqualification or suspension.

2.22 .1 Any person who is subject to any unpaid fine, disqualification, suspension or other penalty imposed by any other canine controlling body shall not be eligible to enter in, exhibit or judge at any Exhibition held in the State under the Rules and Regulations of the VCA provided that if such person is a member of the VCA and a resident of the State this Rule shall not apply until the Management Committee has investigated the matter as provided for in the Rules.

.2 Following such investigation the Investigations Committee may charge and cause such member to be dealt with under the disciplinary Rules and Regulations.

2.23 Where a suspended member of another controlling body applies for membership of the VCA such application shall not be approved until such suspension expires or is lifted.

2.24 .1 (As amended 16.4.96) No member of the VCA shall have any claim or right of action whatsoever against:

.1 The VCA; or

.2 The Management Committee of the VCA or any members of that Committee; or

.3 Any other committees of the VCA or any members of such committees; or

.4 Any employee, agent or member of the VCA;

in respect of any act, matter or thing done or omitted to be done in good faith and purporting to be done in accordance with the Rules and Regulations during any investigation or disciplinary proceedings pursuant to Rule 2.20 and the Regulations pertaining thereto.

.2 (As adopted 16.4.96 and as amended 1.6.98)

No member shall have any right of action against VCA under statute, contract or tort in respect of any financial loss which the member may suffer as a result of the actions of the Chief Executive and Field Officer taking action in respect to a dog or dogs registration status or a member's membership or prefix.

PART III - THE MANAGEMENT COMMITTEE

Powers of the Management Committee.

2.25 There shall be a Management Committee comprised of 18 elected persons consisting of a President and a Vice President and 16 ordinary Committee members which shall have the powers as provided for in Clause 1.5 of the Constitution subject to the Rules. As from April 1998 the number of ordinary Committee members be reduced to twelve (12) at which time Management Committee shall comprise of 14 elected persons.

Age Qualifications of Management Committee.

2.26 The office bearers and Ordinary Members of the Management Committee shall be elected from amongst the ordinary members of the VCA subject to:

- .1 such members not being less than 18 years of age and not having reached the age of 72 years on the date when nominations for election close;
- .2 provided that if any elected members reach the age of 72 years during their term of office they shall continue to hold that office for the remainder of their term of office.

2.27 (Deleted 20.4.94)

Office Bearers of Management Committee.

2.28 The Office Bearers of the VCA shall be:

- .1 a President; and
- .2 a Vice President

2.29 (As amended 20.4.94)

The office of President of the VCA shall be filled by a member nominating for and being elected to that office by ballot of the membership of the VCA and:

- .1 the term of office of President shall be for a period of 4 years commencing on the day following the date of the Annual General Meeting held in April 1992 and thereafter every fourth year from that date.
- .2 in the event of a casual vacancy occurring in the office of President such vacancy shall be filled by the Vice President who shall, ipso facto, be Acting President of the VCA and shall hold office as such until the next annual election when the vacancy shall be filled by a candidate nominating for and being elected by the membership to the office of President for the then unexpired term of office of their predecessor.

2.30 (Deleted 20.4.94)

2.31 (As amended 20.4.94)

The office of Vice President of the VCA shall be filled by a member nominating for and being elected to that office by ballot of the membership of the VCA and:

- .1 the term of office of Vice President shall be for an initial period commencing in November 1991 until the day following the date of the Annual General Meeting in April 1994 and every fourth year thereafter from that date.
- .2 in the event of a casual vacancy occurring in the office of Vice President such vacancy shall be filled by an ordinary member of the Management Committee elected by that Committee from amongst their number and such member shall hold office as Acting Vice President until the next annual election when the vacancy shall be filled by a candidate nominating for and being elected by the membership to the office of Vice President for the then unexpired term of office of their predecessor.

2.32 (Deleted 20.4.94)

Ordinary Members of Management Committee. (As amended 14.1.93)

- 2.33 .1 Subject to Rule 2.40.6.1 the term of office of an ordinary member of the Management Committee shall be four years from the day following the date of the Annual General Meeting when they took office.
- .2 In the event of one or more casual vacancies occurring in the offices of the ordinary members of the Management Committee during the period between annual elections such vacancies, subject to Sub-Rule .3 of this Rule, shall continue until the next annual election when such vacancies, together with the four scheduled vacancies, **three as from April 1998**, occurring in the offices of the ordinary members of the Management Committee each year, shall be filled from amongst the candidates nominating for all such vacancies who shall be elected on the principle that:
- .1 the candidates polling the four highest number of votes in the election ballot shall fill the four scheduled annual vacancies for a term of four years. **As from 1998 the candidates polling the three highest number of votes in the election ballot shall fill the three scheduled vacancies for a term of four years.**; and
 - .2 the remaining candidates who polled the next highest number of votes in descending order in the same election ballot, (limited to the number of casual vacancies) shall fill such vacancies commensurate with the descending order of the then unexpired terms of office for each casual vacancy commencing with the longest available of such unexpired terms of office.
- .3 (As amended 1.6.98) In the event of four or more casual vacancies occurring in the offices of the office bearers and ordinary members of the Management Committee, from time to time, a Special Election to fill such vacancies shall be held as soon as practicable but otherwise in accordance with the Rules provided that a Special Election shall not be held where, pursuant to the Rules, the result would not be obtained prior to the close of nominations for the next scheduled annual election

2.34 (Deleted 20.4.94)

2.35 (As amended 14.1.93)

Subject to Rule 2.33.3, in the event that any vacancies for any office other than the offices of President and Vice President are not filled at any annual elections such vacancies shall be deemed to be casual vacancies.

Casual Vacancies.

2.36 .1 For the purpose of these Rules a casual vacancy in the office of an office bearer or an ordinary member of the Management Committee occurs if the office bearer or ordinary member:

- .1 dies;
- .2 ceases to be a member of the VCA;
- .3 becomes an insolvent under administration;
- .4 (As amended 1.6.98) resigns office by notice in writing addressed to the Chief Executive, such resignation is effective from the date it is received by the Chief Executive;
- .5 is removed from office under Rule 2.76;
- .6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- .7 is absent without the consent of the Management Committee from three successive scheduled meetings of the Committee;
- .8 takes up permanent residence outside the State.

.2 Office Bearer or Ordinary Member of Management Committee to Stand Down from Office.

(As adopted 21/28.4.93 & amended 20.4.94)

As from the close of the Special General Meeting of Members held on 5th, November 1992, any office bearer or ordinary member of the Management Committee who, as a Plaintiff or Co-plaintiff, institutes any legal action after that date against the VCA (except a legal action in respect of any personal injury sustained as a voluntary worker or as a member of the public whilst on VCA premises or on any other premises used or occupied by the VCA in respect of which the VCA is indemnified under its insurance policies) shall forthwith stand down from office pending judgement, settlement or withdrawal of the action.

PART IV - ELECTION OF MANAGEMENT COMMITTEE

2.37 (Deleted 20.4.94)

2.38 (As amended 14.1.93 & 20.4.94)

Annual elections shall be held in the month of March, except as provided for in Rule 33(c) with successful candidates taking office on the day following the date on which the A.G.M. of members of the VCA is held in April each year.

2.39 (Deleted 20.4.94)

Terms of Office of Management Committee.

2.40 The Management Committee of the VCA shall comprise:

- .1 a President;
- .2 a Vice President; and
- .3 16 ordinary members of the Committee **reduced to twelve from April 1998;**

each of whom shall be elected for the terms of office commencing on the dates indicated as follows:

- .4 the President, for a term of 4 years commencing on the day following the date of the Annual General Meeting of members of the VCA held in April 1992 and every fourth year thereafter for the same term of office.
- .5 The Vice President, for an initial term commencing in November 1991 until the day following the date of the Annual General Meeting of members of the VCA held in April 1994 and every fourth year thereafter for a term of 4 years.
- .6 Four ordinary members of the Management Committee each year, **reduced to three from April 1998,** over 4 years commencing on:
 - .1 20th November 1991 for a term ending on the date of the Annual General Meeting of the VCA held in April 1995 and every fourth year thereafter for a term of 4 years.
 - .2 the day following the date of the Annual General Meeting of the VCA held in April 1992 for a term of 4 years and every fourth year thereafter for the same term;
 - .3 the day following the date of the Annual General Meeting of the VCA held in April 1993 for a term of 4 years and every fourth year thereafter for the same term;
 - .4 the day following the date of the Annual General Meeting of the VCA held in April 1994 for a term of 4 years and every fourth year thereafter for the same term.

Voting System. (As amended 21/28.4.93 and 26.11.96)

2.41 Voting on ballot papers and counting of votes shall be under the Hare-Clark preferential voting system.

The ballot papers will incorporate both the ballot for President or Vice President as appropriate, and the ballot for members of Management Committee Elections on the one paper. Only ballot paper(s) within ballot envelope(s) contained within an outer envelope bearing the voter's signature, surname in block letters and VCA membership number on the reverse as provided for in Rule 2.62 shall be accepted as valid by the Returning Officer.

- 2.42 Where the number of candidates for an office on the Management Committee exceed the number of vacancies in that office a ballot of the candidates for that office shall be held.
- 2.43 (As amended 14.1.93)
Where the number of candidates for an office on the Management Committee is not more than the number of vacancies in that office a ballot for that office will not be necessary and the candidates nominating for that office shall be deemed to be elected on the principle that the candidates, in descending order of the length of their unbroken period of membership of the VCA and its predecessor body known as the Kennel Control Council, shall fill the positions vacant, in descending order of their length of term of office.
- 2.44 (As amended 14.1.93)
Where the number of candidates for an office on the Management Committee is less than the number of vacancies in that office, the remaining vacancies shall be deemed to be casual vacancies.
- 2.45 At annual elections of the Management Committee the vacant offices shall, as and when required, be filled in the following order:
- .1 President; then
 - .2 Vice President; then
 - .3 ordinary members of the Committee.

Voting on Ballot Papers.

- 2.46 Voting on ballot papers shall be in accordance with instructions printed on the ballot paper as established by the Returning Officer.
- 2.47 In the event of equality in the number of votes for the election of the President, Vice President or for the last available position for an ordinary member of the Management Committee the candidate, in each instance, with the longest unbroken period of membership with the VCA including membership of its predecessor body known as the "Kennel Control Council", shall, ipso facto, be elected to the office concerned.
- 2.48 (As amended 21/28.4.93)
A candidate may nominate for more than one office in an election and upon being elected to one of those offices, their nomination for any other office shall thereby lapse and the remaining votes on a ballot paper shall be counted under the voting system as provided at Rule 2.41.
- 2.49 (Deleted 20.4.94)
- 2.50 (As amended 21/28.4.93 & 20.4.94)
.1 During their term of office, an ordinary member of the Management Committee may nominate for other positions at a forthcoming Annual Election, but can only hold one elected position. Such nomination

does not require an incumbent to resign from their present position, and, if unsuccessful in the election, the member continues to serve the balance of their term of office.

If elected to another position, the member shall be deemed to automatically resign their previous position. The resultant vacancy will be filled at the same annual election from the candidates remaining from the ballot for ordinary members of the Management Committee according to the provision of Rule 2.33.2.2 for the filling of casual vacancies.

.2 As adopted 20.4.94)

During the term of office of the Vice President, the incumbent may nominate for the office of President when it falls vacant and is scheduled for election. Such nomination shall not require the Vice President to first resign and if unsuccessful, may continue to serve the remainder of such term of office.

Should the Vice President be successful in contesting a vacancy for the office of President at any election other than one in which the office of Vice President would fall vacant in the normal progression a casual vacancy in the office of Vice President will be deemed to occur and shall be filled in accordance with Rule 2.31.2.

Eligibility of Candidates to Nominate for Election.

2.51 Nominations shall be made on the prescribed form and signed by the candidate, the proposer and seconder each of whom shall be an ordinary member of the VCA.

2.52 .1 (As amended 21/28.4.93) (twice) (and 20.4.94)

Subject to Rule 2.52.2 only an ordinary member as described in Rule 2.6.1 shall be eligible to nominate as a candidate or propose or second a candidate for election to the Management Committee provided that they were financial members of the VCA for the whole of the previous financial year and that their membership renewal subscriptions have been paid not later than the date on which nominations close and that they are not in default under Rule 2.10.5 or Rule 2.11 on the date on which nominations close and provided further that:

.1 if a nominated candidate becomes ineligible under Rule 2.10.5 or Rule 2.11 between the date on which nominations close and the date on which the ballot closes and such ineligibility has not lapsed by the latter date; or

.2 if a nominated candidate revokes their nomination or dies after the date on which nominations close;

any votes cast on a ballot paper in favour of that candidate shall be void and of no effect but the remaining votes on that ballot paper shall be counted under the voting system as provided at Rule 41.

.2 (As adopted 21/28.4.93) (and amended 20.4.94)

As from the close of the Special General Meeting of members held on 5th November, 1992:

.1 Any member of the VCA who, at the date on which nominations close, is a Plaintiff or co-plaintiff in a legal action instituted against the VCA (except a legal action in respect of any personal injury sustained as a voluntary worker or as a member of the public whilst on VCA premises or on any other premises used or occupied by the VCA in respect of which the VCA is indemnified under its insurance policies) shall be ineligible to be nominated as a candidate for

the office of President or Vice President or an ordinary member of the Management Committee in an election of that Committee; and

- .2 Any votes cast on a ballot paper in favour of a nominated candidate who, between the date on which nominations closed and the date on which the ballot closes, institutes any legal action as a Plaintiff or co-plaintiff against the VCA (except a legal action in respect of any personal injury sustained as a voluntary worker or as a member of the public whilst on VCA premises or on any other premises used or occupied by the VCA in respect of which the VCA is indemnified under its insurance policies) shall be void and of no effect but the remaining votes on that ballot paper shall be counted under the voting system described in Rule 2.41, but nothing in the provisions of Sub-Rules .1 and .2 of this Rule shall operate to prevent the aforesaid member or the nominated candidate as the case may be from proposing or seconding other candidates or from voting in the election.

2.53 (As amended 1.6.98)

It shall be the duty of the Chief Executive of the VCA to promptly notify the Returning Officer not later than the date and time on which the ballot closes of the occurrence or non-occurrence of any of the events described in Rules 2.52.1 and 2.52.2 which would adversely affect the ordinary member or nominated candidate's eligibility.

2.54 A nominated candidate may, prior to the date and time on which nominations close, withdraw their nomination in writing direct to the Returning Officer.

2.55 Where a nomination form has not been fully completed by the nominee in accordance with the instructions printed thereon or where either the proposer or seconder are not financial members of the VCA pursuant to Rules 2.52.1 and 2.52.2 such nomination form shall be invalid.

2.56 (As amended 1.6.98)

Nomination forms and personal profile forms shall be available on application to the Chief Executive of the VCA upon notice of same being published in the VCA Gazette and when completed by candidates both forms shall be sent direct to the Returning Officer.

2.57 (As amended 20.4.94)

The date on which nominations close shall be published in the VCA Gazette in at least two Gazette issues preceding the month in which nominations close.

2.58 (As amended 1.6.98)

Upon nominations closing the Returning Officer shall attend on the Chief Executive with the nomination forms for certification by the Chief Executive of the candidate's eligibility under Rules 2.52.1 and 2.52.2 and shall deliver to the Chief Executive completed personal profile forms and photographs of candidates.

2.59 The personal profiles and photographs of candidates shall, if submitted by candidates, be published and given equal space in the first available issue of the VCA Gazette after nominations close.

2.60 (As amended 14.1.93)

A candidate may appoint a scrutineer who shall not be a candidate in the same election to represent them at the counting of votes by the Returning Officer in which event the candidate shall prior to the counting of votes commencing notify the Returning Officer in writing of the name and address of such scrutineer.

2.61 Candidates names on ballot papers shall be in random order determined by lot drawn by the Returning Officer.

2.62 (As amended 1.6.98)

Upon the nomination forms being certified by the Chief Executive the Returning Officer shall print, or cause to be printed, ballot papers with voting instructions printed thereon and envelopes as described in Rule 2.41 with the outer envelope addressed to the Returning Officer for return of ballot papers with provision on the back of the outer envelope for insertion thereon by the voter of their signature and surname in block letters and their VCA membership number.

Eligibility of Members to Vote at Elections. (As amended 5.11.92, 20.4.94 and 1.6.98)

2.63 A duplicate of the Register of Ordinary Members made up to the 31st January of each year shall constitute the Electoral Roll for each annual election and only the ordinary members whose names appear on the Roll shall be entitled to receive ballot papers and such Electoral Roll shall close on the 31st January each year.

2.64 (As amended 5.11.92 and 1.6.98)

All ordinary members as described in Rule 6(a) shall be on the Electoral Roll provided their membership is current by the 31st January when the Election Roll closes each year and provided that they are not ineligible at that date under Rule 2.10.5 or Rule 2.11.

2.65 (Deleted 5.11.92)

2.66 (Deleted 5.11.92)

2.67 (As amended 5.11.92)

The date of closing of the Electoral Roll shall be published in the January VCA Gazette each year.

2.68 (As amended 1.6.98)

Upon the closing of the Electoral Roll the Chief Executive shall certify the Roll and send it to the Returning Officer who shall forward to each member on the Roll a ballot paper and an envelope addressed to the Returning Officer for return of the ballot paper. An election shall not be invalidated by reason merely that ballot papers have been irregularly forwarded to persons who are not entitled to vote or have been omitted to be sent to members who have registered to vote, unless in the opinion of the Returning Officer the irregularity or omission may have affected the result of the election.

Closing of Ballot.

2.69 (As amended 1.6.98)

The Chief Executive shall cause to be advertised in the VCA Gazette the date and time on which the ballot will close for each election in at least two Gazette issues preceding the month in which the ballot closes.

Returning Officer.

2.70 (As amended 27.2.92 and 16.4.96)

The Victorian Electoral Commission shall conduct all elections for the Management Committee. An Officer of the Victorian Electoral Commission, appointed by that Commission shall be the Returning Officer for each such election.

2.71 Upon receipt of sufficient proof from a member on the Electoral Roll that a ballot paper has not been received or has been spoilt the missing or spoilt ballot paper may be replaced by the Returning Officer.

2.72 In the event of any question arising after election proceedings have commenced, and which may not be provided for in the relevant Rules, the decision of the Returning Officer on such question shall be final.

2.73 The Returning Officer's Report and Certificate as to the number of votes polled by each candidate and the result of an election and any other matters pertaining thereto shall, ipso facto, be conclusive proof of all such matters.

2.74 (As amended 1.6.98)

Upon receipt of the Returning Officer's Report and Certificate the Chief Executive shall forthwith notify all candidates in writing and publish the result of the election in the next available issue of the VCA Gazette.

2.75 (As amended 1.6.98)

Forthwith after the completion of the counting of votes and issuing the Report and Certificate to the Chief Executive the Returning Officer shall cause all nomination forms, used and unused ballot papers and ballot papers received after closing of the ballot, the Electoral Roll and any other relevant papers to be made up and sealed in packets for safe-keeping for three months from that date after which time the Returning Officer shall cause them to be destroyed and a "certificate of destruction" to be forwarded to the Chief Executive.

Removal of Member of Management Committee.

2.76 The VCA in general meeting may by Special Resolution remove any member of the Management Committee from office before the expiration of the member's term of office and the vacancy thereby caused shall, subject to the Rules, continue until the next annual election.

2.77 (As amended 1.6.98)

Where a member of the Management Committee to whom a proposed resolution referred to in Rule 2.76 relates makes representations in writing to the Chief Executive of the VCA the member may require the representations to be read out at the meeting at which the resolution is considered and/or they may attend the meeting and make oral

representations and in every such case the Chief Executive shall send to the member a notice of the meeting setting out the terms of the proposed Special Resolution at least twenty one days prior to the holding of the meeting and inform them that they may make written representations and/or attend the meeting and make oral representations.

PART V – ADMINISTRATION

Meetings and Quorum and Adjournments.

- 2.78 .1 The Management Committee shall meet at least once in every month in each period of twelve months at such place and time as the Management Committee may determine.
- .2 Additional meetings of the Management Committee may be convened by:
- .1 the President;
 - .2 the Vice President;
 - .3 (As amended 1.6.98) by the Chief Executive upon receipt of a requisition in writing signed by no less than 5 members of the Management Committee.
- .3 At a meeting of the Management Committee:
- .1 the President, or in his/her absence, the Vice President shall preside; or
 - .2 if the President and the Vice President are absent or unwilling to act one of the other ordinary members of the Management Committee as may be elected by the members present at the meeting shall preside.
- .4 (As amended 1.6.98) Written notice of a meeting of the Management Committee shall be given by the Chief Executive to each member of the Management Committee at least 7 days (or such other period as may be agreed upon by the members of the Management Committee) before the date appointed for the holding of the meeting and shall specify the general nature of the business to be transacted at the meeting.
- .5 Fifty percent of the number of members of the Management Committee for the time being shall constitute a quorum for the transaction of business at a meeting of the Management Committee.
- .6 Subject to Sub-rule .5 of this Rule, no business shall be transacted or continue to be transacted by the Management Committee unless a quorum is present throughout the duration of the meeting and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and the same hour of the same day in the following week unless the members present fix another date or time or place and in any event notice shall be given accordingly to all members of the Management Committee.
- .7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, those members who are present shall be a quorum and transact the business for which the meeting was called.
- .8 The Chairperson of a meeting of the Management Committee at which a quorum is present may, with the consent of the majority of Committee members present at the meeting, adjourn the meeting from time to time and place to place in which event notice shall be given accordingly to all members of the Management Committee.

Voting and Decisions of Management Committee. (As amended 14.1.93)

- 2.79 .1 (*Amended 12.8.99*) All questions arising and all motions proposed at a meeting of the Management Committee shall be determined by a majority of votes of members of the Management Committee present and voting at the meeting.

- .2 Each member present at a meeting of the Management Committee including the Chairperson is entitled to one vote but, in the event of an equality of votes on any question or motion, the Chairperson may exercise a second or casting vote.
- .3 At any meeting of the Management Committee a member of such Committee shall not participate in a debate or vote on:
 - .1 any matter directly concerning an Affiliate of which the member is an office bearer or an ordinary committee member; or
 - .2 any contract in which the member or their immediate family, business partner or business associates or employer has a financial interest or in which the member has a direct personal interest or involvement other than as a member of Management Committee or other committee of the VCA; or
 - .3 any matter concerning a breach, or alleged breach of the Rules and/or Regulations, Codes of Ethics, Codes of Conduct or Codes of Practice of the VCA, or concerning misconduct, or alleged misconduct, under such Rules and/or Regulations and/or the respective Codes, committed, or allegedly committed by the Committee member or by any other person who, being a member of the VCA, is a member of the family of, or a close associate of, the Committee member.
- .4 It shall be the duty of the member concerned to declare to the Chairperson of the meeting their ineligibility to debate or vote on any matter prior to debate commencing whereupon the Committee member shall temporarily depart the meeting, during the course of debate on such matter, and not return until after the matter has been voted upon.
- .5 The Minutes of all Management Committee and Sub-Committee meetings shall be available for inspection by Ordinary Members, at the VCA office, once the Minutes have been ratified by Management Committee.

Mortgages etc., over Real and Personal Property of VCA (The whole of 2.80.1 as amended 1.6.98)

- 2.80 .1 Notwithstanding Clauses 1.5.28 & 1.5.37 of the Constitution, the Management Committee shall not without the prior permission of the members of the VCA given by resolution of members of the VCA passed at an Annual General Meeting or at a Special General Meeting of members convened and held pursuant to the Rules:
- .1 undertake to, or to give or to grant or execute a legal mortgage or other encumbrance or equitable charge over any or all of the real property and/or personal property of the VCA; or
 - .2 create an issue of debentures charged upon all or any of the property of the VCA real and/or personal, present or future; or
 - .3 undertake to sell or to execute a sale note or a contract of sale or a transfer of land in respect of any real property owned by the VCA; and
- where the Management Committee proposes to obtain the permission of the members of the VCA by a resolution of members authorising it to grant and execute such mortgage, encumbrance or charge, or to create an issue of debentures or to sell any real property it shall publish in the Gazette, in the same issue in which the notice convening such meeting appears, a detailed report of the reasons or circumstances

requiring or necessitating the granting and executing of a mortgage, encumbrance or charge or the creating of an issue of debentures or the sale of any real property of the VCA.

.2 (As amended 20.4.94)

The Management Committee shall call tenders or obtain quotations as appropriate in respect of any item of proposed capital expenditure (other than real estate) and in respect of a maintenance contract where the aggregate purchase price or cost is likely to exceed \$20,000 (twenty thousand dollars).

Regulations. (As amended 14.1.93)

- 2.81 The Management Committee may from time to time make Regulations not inconsistent with these Rules and may from time to time amend the Regulations whether by deletion, addition or otherwise as it may think fit and shall, upon adoption of any new Regulation or any amendment(s) to existing Regulations, serve notice of the same on members by publication of the text of any new Regulation or amendment(s) to existing Regulations in the next available issue of the VCA Gazette, when the provisions of Rule 2.127, as to service of notice shall apply.
- 2.82 Minutes of proceedings at a Management Committee shall, after ratification, be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- 2.83 Any act or thing done or suffered, or purported to have been done or suffered, by the Management Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or election or qualification of any member of the Management Committee.

Appointment of Sub-Committees/Committees.

- 2.84 Subject to Rule 2.85, the Management Committee may by secret ballot or otherwise as it may determine appoint such Sub-Committees (hereinafter referred to as "committees") as it considers necessary to carry out specific functions on behalf of the Management Committee and all such committees may consist of members of the Management Committee or of other members of the VCA or of both and the Management Committee may appoint a Chairperson and Vice-Chairperson of such committees. Members of such committees shall be not less than 18 years of age.
- 2.85 Notwithstanding Rule 2.84 the Management Committee may determine that the members of a particular committee shall be elected by postal ballot or otherwise by the members of the VCA or by such of those members as represent a particular discipline or interest and shall make Regulations for the conduct of an election of that kind. Members of an elected committee of this kind shall elect its Chairperson and Vice-Chairperson.
- 2.86 The President and the Vice President shall, ipso facto, be entitled to receive notice and to attend and to vote at all meetings of any Committee of which they are not otherwise an appointed or elected member.

Delegation by Management Committee to other Committees.

- 2.87 .1 The Management Committee may by these Rules or by instrument in writing or by Regulations, delegate to one or more committees the exercise of such of the functions as are specified in the Rules, or instrument or Regulations other than this power of delegation.
- .2 A function the exercise of which has been delegated to a committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- .3 A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances as may be specified in the Rules or instrument or Regulations.
- .4 Notwithstanding any delegation under this Rule, the Management Committee may continue to exercise any function delegated.
- .5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- .6 The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- .7 (Deleted 21/28.4.93)

Meetings of Committees other than the Management Committee.

- 2.88 .1 Meetings of such committees shall be held at such intervals as the exigencies of their business necessitates and shall be convened by the Chairperson of the committee.
- .2 *(Amended on 5.8.98 following SGM.)*
The quorum for such committee meetings shall be not less than fifty per cent of the number of members of a committee for the time being, but the President and Vice President, unless they are elected or appointed members, shall not be counted when establishing the number of members of a committee for calculating the quorum, nor shall they be counted at committee meetings they attend as being present for quorum purposes.
- .3 Rules 2.78 (except Sub-rules .1 and .2 of that Rule), 2.79, 2.82 and 2.83 which apply to meetings of the Management Committee in relation to the chairperson, notice of meeting, adjournments, voting, minutes and validity of proceedings shall apply to meetings of other committees as if each of such meetings were a meeting of the Management Committee and the Chairperson and Vice Chairperson were the President and Vice President thereof.
- .4 The business of meetings of other committees shall relate to such matters as are delegated to them by the Management Committee pursuant to Rule 2.87 and not otherwise.
- .5 Subject to any lesser period in the terms of appointment of an appointed or elected committee, the performance of such committee and its constituent members shall be reviewed by the Management Committee at least once in every twelve months

Chief Executive.

- 2.89 .1 (As amended 1.6.98) The Management Committee shall from time to time appoint a Chief Executive of the VCA upon such terms and conditions as the Management Committee determines.
- .2 (As amended 1.6.98) It is the duty of the Chief Executive:
- .1 to manage the daily affairs of the VCA; and
 - .2 to attend to the administrative functions of the VCA; and
 - .3 to carry out secretarial functions of the VCA from time to time; and
 - .4 to engage such office staff as is necessary and to delegate to them such duties as he sees fit; and
 - .5 to attend to the requirements of the Management Committee and to submit to it such reports and recommendations as he sees fit; and
 - .6 (As amended 1.6.98) the Management Committee may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon the Chief Executive any of the powers exercisable by it and any powers so conferred shall be concurrent with the powers of the Management Committee.
 - .7 (As amended 1.6.98) the Management Committee may at any time withdraw or vary any of the powers so conferred on the Chief Executive.

Deputy Manager. (As amended 1.6.98)

- 2.90 The Management Committee may from time to time appoint a Deputy Manager to whom the Chief Executive may delegate certain managerial and secretarial duties.

Secretary

- 2.91 (As amended 1.6.98) The Chief Executive shall be the Secretary of the VCA; and
- .1 (As amended 1.6.98) It is the duty of the Chief Executive to attend and keep minutes of meetings of:
- .1 the Management Committee;
 - .2 (As amended 8.4.97) other Committees, as determined by Management Committee;
 - .3 Annual General Meetings and Special General Meetings.
- .2 (As amended 1.6.98) It is the further duty of the Chief Executive:
- .1 to ensure that all money due to the VCA is collected and received and banked and that all accounts for payment are authorised by the Management Committee; and
 - .2 to ensure that all money received and all payments made are allocated to the correct income accounts, expense accounts and capital expenditure accounts in accordance with the Chart of Accounts of the VCA and that vouchers are kept and preserved in respect of every payment made.
 - .3 to ensure that correct books of account are kept showing the financial affairs of the VCA including full details of all receipts and all payments made.

Public Officer. (As amended 1.6.98)

- 2.92 Unless otherwise determined by the Management Committee the Chief Executive shall be Public Officer of the VCA, who shall attend to and carry out all statutory duties imposed on a Public Officer pursuant to the relevant provisions of the Associations Incorporation Act 1981.

- 2.93 The office of Public Officer of the VCA shall become vacant if the appointed Public Officer:
- .1 dies;
 - .2 resigns office by writing under hand addressed to the Management Committee;
 - .3 is removed from office;
 - .4 becomes an insolvent under administration or applies to become an insolvent under administration;
 - .5 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - .6 ceases to be a resident of the State;
 - .7 attains the age of 72 years; or
 - .8 (As amended 1.6.98) ceases to be the Chief Executive of the VCA.

Auditor.

2.94 There shall be an Auditor of the VCA who shall be appointed by the members of the VCA at an Annual General Meeting or Special General Meeting for such a term and at such a fee and upon such conditions as the members may from time to time think fit. The members shall have the power to terminate any such appointment and make a fresh appointment.

2.95 (Deleted 20.4.94)

PART VI - ANNUAL GENERAL MEETINGS

Annual General Meetings - Holding Of.

2.96 (As amended 20.4.94)

The VCA shall convene an Annual General Meeting of its members for April each year.

Annual General Meetings - Calling of and Business At

- 2.97 .1 The Annual General Meeting of the VCA shall, subject to Rule 2.96, be convened on such date and at such place and time as the Management Committee thinks fit.
- .2 In addition to any other business of which notice has been received and published in the notice convening the meeting the business of the Annual General Meeting shall be:
- .1 to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting; and
 - .2 to receive the audited Income and Expenditure Account of the VCA for the last preceding financial year ended on 31st December and the Balance Sheet as at that date; and
 - .3 to receive from the President and the Chairpersons of other nominated committees their respective reports upon the activities of the VCA during the last preceding financial year; and
 - .4 to receive and approve the Income and Expenditure Budget and Cash Flow Budget for the current year ending 31st December;
 - .5 to receive and approve the Expenditure Budget and Cash Flow Budget for the period 1st January to 31st March in the year following the current financial year;
 - .6 to appoint or reappoint Auditors for the current financial year.
 - .7 to announce the result of the annual elections for Management Committee positions.
- .3 At all Annual General Meetings of the VCA no business shall be considered or discussed other than that of which notice has been given on the notice convening the Meeting or any business which, in the opinion of the Chairperson, shall arise out of such business.
- .4 An Annual General Meeting shall be specified as such in the notice convening it.

Notice of Meeting.

- 2.98 .1 (As amended 1.6.98) The Chief Executive shall, at least 21 days before the date fixed for the holding of the General Meeting, notify each member of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- .2 Notice of the meeting shall be deemed to have been given to each ordinary member if it is:
- .1 published in the Gazette; or
 - .2 published in one of the daily newspapers circulating in the city of Melbourne; or
 - .3 sent by prepaid post to each ordinary member at the members address appearing in the register of members referred to in Rule 2.14.
- .3 (As amended 1.6.98) A member desiring to bring any business before an Annual General Meeting shall give notice in writing of that business to the Chief Executive by no later than 31st January who shall

include the business in the next notice calling an Annual General Meeting given after receipt of the notice from the member.

- .4 A notice received shall show the names and VCA membership number of the mover and seconder of the item/s of business.

Procedure, Quorum and Adjournments.

- 2.99 .1 No item of business shall be transacted at an Annual General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- .2 Fifteen members present in person (being members entitled under these Rules to vote at the meeting) constitute a quorum for the transaction of the business of an Annual General Meeting.
- .3 If within half an hour after the appointed time for the commencement of the meeting a quorum is not present the meeting shall stand adjourned to the same day in the following week at the same time and at the same place unless another place is specified at the time of the adjournment by the person presiding at the meeting.
- .4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, those members who are present and entitled to vote shall be deemed a quorum to validly transact the business for which the meeting was called.

Presiding Member. (As amended 14.1.93)

- 2.100 .1 The President or, in the President's absence the Vice President, shall preside as Chairperson at each Annual General Meeting of the VCA.
- .2 If the President and the Vice President are absent from the meeting or unwilling to act the members present shall elect one of their number to preside as the Chairperson at the meeting.
- .3 The decision or ruling of the Chairperson on any motion, result of votes cast or of a division, point of order, procedure or other matter shall be final except when a motion of dissent from the Chairperson's decision or ruling is passed as an ordinary resolution by members in attendance at the Meeting when such resolution shall prevail.

Adjournment When Quorum Present.

- 2.101 .1 The Chairperson of an Annual General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place subject to a specified date, time and place being agreed to in each instance prior to adjournment by the majority of members in attendance but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- .2 (As amended 1.6.98)
Where an Annual General Meeting is adjourned for 14 days or more, the Chief Executive shall notify each member of the VCA of the adjourned meeting in the manner specified in Rule 2.98.2.
- .3 Except as provided in sub-Rules .1 and .2 of this Rule notice of an adjournment of an Annual General Meeting or of the business to be transacted at the adjourned meeting is not required to be given.

Making of Decisions. (As amended 21/28.4.93)

- 2.102 .1 A question arising or a resolution moved at an Annual General Meeting of the VCA shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll or division is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the VCA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- .2 At an Annual General Meeting of the VCA a poll or division may be demanded by the Chairperson or by not less than 10 members present in person at the meeting.
- .3 Where the poll or division is demanded at the meeting, the poll or division shall be taken:
- .1 immediately in the case of a poll or division which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
- .2 in any other case in such manner and at such time before the close of the meeting as the Chairperson directs and the resolution of the poll or division on the matter shall be deemed to be the resolution of the meeting on the matter.
- .4 (As adopted 21/28.4.93 and as amended 20.4.94)
- For the purpose of counting votes on a show of hands, or on a poll or a division, the members present at the commencement of the meeting shall by ordinary resolution appoint three scrutineers from amongst the members present thereat.

Special Resolution.

- 2.103 A resolution of members is a Special Resolution if it is passed by a majority which comprises not less than seventy five per cent in number of such members of the VCA present in person and entitled to vote and voting on the resolution at a meeting of which not less than 21 days written notice specifying the intentions to propose and move the resolution as a Special Resolution was given in accordance with these Rules.

Voting.

- 2.104 .1 Upon any question arising or upon any resolution being moved at an Annual General Meeting of the VCA an ordinary membership has one vote only.
- .2 All votes shall be given personally.
- .3 In the case of an equality of votes on a question or resolution at the meeting the Chairperson of the meeting is entitled to exercise a second or casting vote.
- .4 An ordinary membership is not entitled to vote at any Annual General Meeting of the VCA unless all money due and payable by the member to the VCA has been paid.
- .5 An associate membership is not entitled to a vote at any Annual General Meeting of members of the VCA

Proxies. (As amended 14.1.93)

- 2.105 .1 Proxies are expressly precluded at all Annual General Meetings of the VCA.

Minutes of Meetings. (As adopted 14.1.93)

- .2 The Minutes of the Annual General Meeting of members, shall be published in the next available issue of the VCA Gazette.

PART VII - SPECIAL GENERAL MEETINGS

Special General Meetings - Calling of.

- 2.106 .1 The President or a majority of the other members of the Management Committee may convene a Special General Meeting of the VCA.
- .2 The President or a majority of the other members of the Management Committee shall on the requisition in writing of not less than fifty members convene a Special General Meeting of the VCA.
- .3 A requisition of members for a Special General Meeting:
- .1 shall state the purpose or purposes of the meeting;
 - .2 shall be signed by members making the requisition together with endorsement of VCA membership number for each person.
 - .3 (As amended 1.6.98) shall be lodged with the Chief Executive; and
 - .4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- .4 A Special General Meeting shall be specified as such in the notice convening it.

Notice.

- 2.107 .1 (As amended 1.6.98)
- The Chief Executive shall, at least 21 days before the date fixed for the holding of the Special General Meeting, notify each member of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- .2 Notice of the meeting shall be deemed to have been given to each ordinary member if it is:
- .1 published in the Gazette; or
 - .2 published in one of the daily newspapers circulating in the city of Melbourne; or
 - .3 sent by prepaid post to each ordinary member at the members address appearing in the register of members referred to in Rule 2.14.
- .3 (Deleted 20.4.94)
- .4 No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting.
- .5 (As amended 1.6.98) A member desiring to bring any business before a Special General Meeting shall give notice in writing of that business to the Chief Executive who shall include the business in the next notice calling a Special General Meeting given after receipt of the notice from the member.
- .6 A notice received shall show the names of the mover and seconder of the item/s of business.

Procedure, Quorum and Adjournments.

- 2.108 .1 No item of business shall be transacted at a Special General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- .2 Fifty members present in person (being members entitled under these Rules to vote at the meeting) constitute a quorum for the transaction of the business of a Special General Meeting.

- .3 If within half an hour after the appointed time for the commencement of the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and at the same place unless another place is specified at the time of the adjournment by the person presiding at the meeting.
- .4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting those members who are present and entitled to vote shall be deemed a quorum to validly transact the business for which the meeting was called.

Presiding Member.

- 2.109 .1 The President or, in the President's absence, the Vice President, shall preside as Chairperson at each Special General Meeting of the VCA.
- .2 If the President and the Vice President are absent from the meeting or unwilling to act the members present shall elect one of their number to preside as Chairperson at the meeting.
- .3 (As amended 14.1.93)
The decision or ruling of the Chairperson on any motion, result of votes cast or of a division, point of order, procedure or other matter shall be final except when a motion of dissent from the Chairperson's decision or ruling is passed as an ordinary resolution by members in attendance when such resolution shall prevail.

Adjournment when Quorum Present.

- 2.110 .1 The Chairperson of a Special General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, subject to a specified date, time and place being agreed to in each instance prior to adjournment by the majority of members in attendance but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- .2 (As amended 1.6.98)
Where a Special General Meeting is adjourned for 14 days or more, the Chief Executive shall notify each member of the VCA of the adjourned meeting in the manner specified in Rule 2.107.2.
- .3 Except as provided in Sub-rules .1 and .2 of this Rule, notice of an adjournment of a Special General Meeting or of the business to be transacted at the adjourned meeting is not required to be given.

Making of Decisions. (As amended 21/28.4.93)

- 2.111 .1 A question arising or a resolution moved at a Special General Meeting of the VCA shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll or division is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the VCA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- .2 At a Special General Meeting of the VCA, a poll or division may be demanded by the Chairperson or by not less than 10 members present in person at the meeting.
- .3 Where the poll or division is demanded at the meeting the poll or division shall be taken:

- .1 immediately in the case of a poll or division which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
 - .2 in any other case, in such manner and at such time before the close of the meeting as the Chairman directs and the resolution of the poll or division on the matter shall be deemed to be the resolution of the meeting on the matter.
- .4 (As adopted 21/28.4.93)
- For the purpose of counting votes on a show of hands, or on a poll or a division the members present at the commencement of the meeting, shall by ordinary resolution appoint three scrutineers from amongst the members present thereat.

Special Resolution.

- 2.112 A resolution of members is a Special Resolution if it is passed by a majority which comprises not less than seventy five per cent in number of such members of the VCA present in person entitled to vote and voting on the resolution at a meeting of which not less than 21 days written notice specifying the intentions to propose and move the resolution as a Special Resolution was given in accordance with these Rules.

Voting.

- 2.113 .1 Upon any question arising or upon any resolution being moved at a Special General Meeting of the VCA an ordinary membership has one vote only.
- .2 All votes shall be given personally.
- .3 In the case of an equality of votes on a question or resolution at the meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- .4 An ordinary membership is not entitled to vote at any Special General Meeting of the VCA unless all money due and payable by the member to the VCA has been paid.
- .5 An associate membership is not entitled to a vote at any Special General Meeting of members of the VCA

Proxies. (As amended 14.1.93)

- 2.114 .1 Proxies are expressly precluded at all Special General Meetings of the VCA.

Minutes of Meetings. (As adopted 14.1.93)

- .2 The minutes of Special General Meetings, of members, shall be published in the next available issue of the VCA Gazette.

PART VIII - MISCELLANEOUS

Insurance

- 2.115 The VCA shall effect and maintain such insurances as are considered by the Management Committee to be appropriate.

Funds - Source.

- 2.116 .1 The funds of the VCA shall be derived from initial and subsequent annual subscriptions, registration and other fees, surcharges, monies received from Affiliates, fines, Gazette sales and advertising therein, interest, donations, and other sources as is determined from time to time.
- .2 (As amended 1.6.98) Where considered appropriate by the Chief Executive, as soon as practicable after receiving any money, a receipt may be issued.

Funds - Management, Signing of Cheques etc.

- 2.117 .1 The funds of the VCA shall be used in pursuance of the objects of the VCA in such manner as is determined from time to time.
- .2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such person or persons as the Management Committee may from time to time determine.

Reimbursement of Expenses.

- 2.118 The Management Committee may pay or reimburse the amount of any travelling or any other expenses properly incurred by a member in the performance of any services to the VCA which have been properly authorised or requested by the Management Committee including any expenses or costs suffered by a member in respect of which the VCA would have been vicariously liable.

Property.

- 2.119 .1 The income and property of the VCA whencesoever derived shall be applied solely towards the promotion of the objects of the VCA and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit or gain to the members of the VCA provided that nothing therein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the VCA or to any member of the VCA in return for any services actually rendered to the VCA and shall not prevent the payment for out of pocket expenses, interest on money borrowed, or reasonable and proper rent for the premises demised or let by an officer or servant of the VCA or member of the VCA.
- .2 The VCA shall not be dissolved except at a Special General Meeting of the VCA specially convened for the purpose and by a Special Resolution carried by a majority of at least seventy five per cent of the votes recorded in respect of the same. If upon the winding up or dissolution of the VCA there remains, after the satisfaction of all its debts and liabilities and the costs and expenses of winding up, any property whatsoever the same shall not be paid to or distributed amongst the members of the VCA but shall be given or transferred to some other organisation or institution having objects similar or in part similar to the objects of the VCA and which shall also prohibit the distribution of its income and property among its

members to an extent at least as great as that imposed on the VCA. Such organisation or institution to be determined by the members of the VCA at or before the time of dissolution or in default thereof by a Judge of such Court as may have or acquire jurisdiction in the matter.

Gazette.

2.120 The VCA may publish a monthly Gazette in such form and containing such matter as the Management Committee may from time to time direct and the Editor shall be appointed by the Management Committee.

Alteration of Rules. (As amended 14.1.93)

2.121 The Rules shall not be altered or rescinded or added to except by a Special Resolution of the members of the VCA. Any alteration to, or rescission of, a Rule or implementation of a new Rule shall be of no effect until notice of such alteration to, or rescission of, the Rule or implementation of the new Rule has been:

- .1 approved by the Registrar of Incorporated Associations pursuant to the Act; and
- .2 served on members by publication of the text of such alteration or rescission, or of the new Rule in the next available issue of the VCA Gazette when the provisions of Rule 2.127, as to service of notice, shall apply.

Common Seal.

2.122 .1 (As amended 1.6.98) The Common Seal of the VCA shall be kept in the custody of the Chief Executive.
.2 The Common Seal shall not be affixed to any instrument except by the authority of the Management Committee.
.3 The affixing of the common seal to any instrument shall be attested by the signatures of two members of the Management Committee.

Indemnity and Exclusion of Liability.

2.123 Every member of the Management Committee and of any other committee constituted under these Rules and every employee of the VCA shall be indemnified by the VCA against, and it shall be the duty of the Management Committee out of the funds of the VCA to pay, all damages, costs, losses and expenses which any such person may incur or suffer in respect of which they may become liable by reason of any contract entered into or act or thing done or omitted to be done (whether negligently or otherwise) by them as such members of the Management Committee, any other committee or employee or in any way in the performance of their duties unless such damages, costs, losses and expenses shall have been incurred by or suffered by them through their own dishonesty, wilful act or default.

2.124 No member of the Management Committee or of any other committee constituted under these Rules or employee of the VCA shall be liable for the acts, receipts, neglects omissions or defaults of themselves or of any other member of the Management Committee, committee or employee of the VCA or for any loss, damage or expense however arising as the result of any act, omission or default of any person (including themselves) or for any loss occasioned by any error of judgment or oversight or neglect on their part or for any other loss or damage whatsoever which shall happen in the performance of their duties or in relation thereto unless the same shall happen through their own dishonesty, wilful act or default.

Custody of Books.

2.125 Except as otherwise provided by these Rules, the Public Officer shall keep in custody or under control all records, books, securities and other documents relating to the VCA.

2.126 (As amended 1.6.98)

The records, books and other documents of the VCA may be made available by the Chief Executive for inspection by such persons and upon such conditions as the Management Committee may from time to time determine but not otherwise.

Service of Notices.

2.127 .1 For the purpose of these Rules and the Regulations, a notice may be served by or on behalf of the VCA on any member either personally or by sending it prepaid post to the member at the members address shown in the register of members.

.2 Where a document is sent to a person by properly addressing, pre-paying and posting to the person an envelope containing the document, the document shall be deemed for the purposes of the Rules and Regulations to have been served on the person on the second normal business day after posting.

Construction of Rules and Regulations.

2.128 .1 If a question shall arise as to the interpretation of the Constitution or the Rules or the Regulations thereto or as to the rights or obligations either of the VCA or the Management Committee or of a committee or of a member or of an affiliate as to any matter or thing arising out of or governed by the Constitution or the Rules or the Regulations thereto such question may be determined by the Management Committee or referred to the solicitor for the time being acting for the VCA and the determination of the Management Committee or the written determination of the said solicitors shall be final and binding and shall be given effect to accordingly.

.2 The Regulations shall be read and construed subject to the Constitution and the Rules and when and however any matter or thing shall arise in the interpretation of the Regulations which is not, or it is alleged that it is not, provided for by the Regulations, the matter shall be referred to the Management Committee and the Management Committee shall make such a decision thereon as it sees fit and its decision shall be final and binding on all persons affected thereby.

Transitional Provisions

2.129 The Management Committee shall have and be deemed always to have had the power to do all things necessary or convenient to be done to continue and complete all administrative procedures instituted or commenced prior to the date of adoption of these Rules by the members.

Contractual Undertaking and Indemnity to the "Kennel Control Council"

2.130 In consideration of the acquisition, take over and transfer from the unincorporated body known as the "Kennel Control Council", of all its real and personal property, choses in action and its business as a going concern the Victorian Canine Association Inc. hereby undertakes to the "Kennel Control Council", its Committee members, ordinary members and life members and each of them, as from the date of adoption by the members of its own Constitution and Rules, to:

- .1 discharge in full all the debts, liabilities capable of resulting in debts, and any claims and actions (present or future, certain or contingent, ascertained or sounding only in damages) subsisting or capable of subsisting between the "Kennel Control Council" and any of its creditors, claimants, members or affiliated bodies as at the aforesaid date; and
- .2 take over, adopt and continue the memberships of all ordinary members, life members, associate members and the affiliations of all affiliated bodies of the "Kennel Control Council" as from the aforesaid date, subject to the Rules; and
- .3 to take over and adopt all contractual commitments and obligations as audited between the "Kennel Control Council" and its ordinary members, life members, associate members, affiliated bodies and its business customers and suppliers as from the aforesaid date; and
- .4 to acknowledge in status only the life councillors of the "Kennel Control Council" as at the aforesaid date; and
to indemnify and hold harmless the "Kennel Control Council" and its Committee members, ordinary members, life members, associate members and each of them against all claims, actions and suits subsisting or capable of subsisting against them as at the aforesaid date, save and except such claims, actions and suits which may arise as a result of any dishonest, wilful, culpable or malicious act or default committed by any of the parties claiming the benefit of this indemnity.