

RECOMMENDED RULES FOR AN INCORPORATED CLUB AFFILIATED WITH THE VICTORIAN CANINE ASSOCIATION INC.

1. The name of the incorporated association is the **ENGLISH SETTER ASSOCIATION OF VICTORIA Incorporated** (in these Rules called "the Club")

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears:

"**Act**", means the Associations Incorporation Act 1997 and any amendments thereto.

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

"**Association**", has the same meaning as is ascribed to that word by Section 3(1) of the Associations Incorporation Act 1997, which, inter alia, includes a Club.

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

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

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

"**Club**", for the purpose of these Rules, has the same meaning as is ascribed to the word Association by Section 3(1) of the Associations Incorporation Act 1997.

"**Committee**", means the Committee of Management of the Club and includes Officers of the Club and ordinary members of the Committee unless the Rules specifically provide otherwise.

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

"**Exhibition**", includes a Canine Show, Canine Exhibition, Canine Parade, Gundog Trials and Tests, Canine Competition, Display, Obedience Trials and Tracking Trials, Non-Slip Retrieving Trials, Agility Trials, Sledding, Weight Pulling, Contest, Match or similar events.

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

"**Financial year**", means the financial year of the Club as defined.

"**Honorary Member**", means a person, who upon the recommendation of the Committee or upon a written nomination signed by not less than five members is elected by a resolution passed in general meeting by a majority of not less than three-fourths of the members voting in person thereat as an Honorary member for such period as may be so determined and who in the opinion of such meeting has rendered outstanding services to the Canine Fancy or to the Club for other good and sufficient reason and who need not comply with the provisions of Clause 3(1) and shall in addition have the rights and privileges of a financial member, but shall not be entitled to vote at general meetings or hold office, unless a majority of members otherwise decides.

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

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

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

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

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

"Office Bearers", means the President, the Vice-President, Treasurer, Secretary (Public Officer), and such other nominated positions as referred to in Clause 23 and the By-Laws for the time being of the Club.

"Period of Membership", in relation to a member, denotes the twelve months terminating at midnight on the **31st day of December** each year for which such member is for the time being elected or admitted to membership of the Club or such portion of that term during which the membership continues.

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

"Public Officer", means the person referred to as such in Section 24 to 28 inclusive of the Associations Incorporation Act 1997 and whose statutory duties are set out in Sections 13, 22(2), 26, 28(1), 28(2), 30(4), 47(5) and 47(6) of that Act.

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

"Regulations", means either the Associations Incorporation Regulations 1997 or the Regulations of the VCA Inc. as specifically referred to in either case in the Rules of the Club.

"Rules", means the Rules for the time being of the Club and includes its By-Laws.

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

"VCA Inc.", means the Victorian Canine Association Inc.

"Writing", includes printing and roneo and any other like recognised means of communication or of reproducing words in visible form.

- (2) In these Rules, a reference to the secretary of an Association is a reference:
 - (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
 - (b) in any other case, to the public officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time, and in accordance with the Constitution, Rules and Regulations of the VCA Inc.

APPLICATION FOR MEMBERSHIP

3. (1) A person owning a pure bred dog or interested in any of the activities referred to in the Statement of Purposes of the Club who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of the Club at the time of the incorporation of the Club (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless nominated as provided in Sub-Clause (3) and the admission as a member is approved by the Committee.
- (3) An application for membership shall be in such form as the Committee may from time to time prescribe and shall be signed by the applicant (and the nominee where the form so provides) and lodged with the Secretary of the Club accompanied by the fees prescribed in Clause 4.
- (4) The Secretary shall submit such application to the next meeting of the Committee for approval.
- (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Committee, the Secretary shall enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the Club.
- (7) A right, privilege, or obligation of a person by reason of membership of the Club is not capable of being transferred or transmitted to another person.
- (8) A member may within thirty days after the end of the Club's financial year, make application to the Club for re-admission as a member and upon payment of the annual subscription shall be deemed for all purposes to have been re-admitted as a member.
- (9) A member, upon election to any category of membership, shall strictly observe and act in conformity with and not otherwise than in accordance with the Act and the Rules and By-Laws of the Club and the Constitution and Rules and Regulations of the VCA Inc.

ANNUAL SUBSCRIPTION AND JOINING FEE

4. Subject to notice of motion first being given by Resolution of the Committee, the members in General Meeting at any time and from time to time may fix the amount of the annual subscription payable by each category of membership and may in like manner determine that a membership joining fee shall be paid and the amount thereof. **(See By-Law No. 1)**

REGISTER OF MEMBERS

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

CLASSIFICATION OF MEMBERS

6. Membership of the Club may divided into the following categories: **(See By-Law No. 3)**
 - (1) Member; (Ordinary)
 - (2) Dual Member;
 - (3) Life Member;
 - (4) Honorary Member;
 - (5) Junior Member;
 - (6) Any other class of Member.

and every person admitted and/or elected to membership shall be and be deemed for all purposes to have agreed to be bound by the Constitution and Rules and Regulations of the VCA Inc in so far as they shall relate to them and the Rules and By-Laws of the Club respectively for the time being in force.

PRIVILEGES OF MEMBERSHIP

7. (1) Subject to the restrictions and limitation prescribed by or pursuant to the Act, Rules and By-Laws of the Club the privileges of a member shall be:
 - (a) upon application and payment of the prescribed fee, (if any), to the Secretary to receive a copy of the Rules and By-Laws of the Club;
 - (b) the right to attend and vote at all general meetings of the Club; subject to the conditions of Clause 27(2) and 27(3);
 - (c) to submit as a candidate for any Office of the Club and/or Committee subject to the conditions of Clause 27(2) and 27(3);
 - (d) to receive any publication issued by the Club, upon the payment of the prescribed fee, (if any);
 - (e) to compete for prizes (including trophies), available for members of the Club when exhibiting or competing at any exhibition conducted by the Club.
- (2) A junior member shall be entitled to take part in the proceedings of a general meeting but shall not be eligible to vote and shall not be eligible to hold office as an Office Bearer or an ordinary member of the Committee, but shall be entitled to exercise all other privileges of membership.

RESIGNATION AND EXPULSION OF MEMBER

8. (1) A member shall cease to be a member of the Club -
 - (a) upon the termination of the period of membership, (whether by effluxion of time or otherwise), unless re-admitted pursuant to Clause 3(8) as a member of the Club for a further period of membership;
 - (b) if the member resigns by notice in writing addressed to the Secretary pursuant to Sub-Clause (3);
 - (c) if the member dies;
 - (d) if the annual subscription for the forthcoming financial year has not been paid in accordance with Clause 3(8);
 - (e) if pursuant to the Rules the member is expelled from the Club;
 - (f) if as a member of the VCA Inc. is disqualified or suspended by the VCA Inc. for any period for which suspension or disqualification applies.
 - (2) Should any person cease to be a member of the Club for any reason whatsoever the person shall not be entitled to the return of the membership fee or any part thereof.
 - (3) A member of the Club who has paid all moneys due and payable to the Club may resign from the Club by first giving notice in writing to the Secretary of such resignation.
 - (4) Upon the receipt of a notice given under Sub-Clause (3) the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.
9. (1) Subject to these Rules, the Committee may by resolution, after first hearing the member concerned:-
 - (a) expel a member from the Club;
 - (b) suspend a member from membership of the Club for a specified period; or
 - (c) fine a member in accordance with Regulation 14 of the Associations Incorporation Act.

If the Committee is of the opinion that the member -

- (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interest of the Club.
- (2) A Resolution of the Committee under Sub-Clause (1);-

- (a) does not take effect unless the Committee at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under Sub-Clause (3) confirms the resolution in accordance with this Clause; and
 - (b) where the member exercises a right of appeal to the Club under this Clause, does not take effect unless the Club confirms the resolution in accordance with this Clause.
- (3) Where the Committee passes a resolution under Sub-Clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that they may do one or more of the following -
 - (i) Attend that meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) Not later than 7 days before the date of the meeting, lodge with the Secretary a notice to the effect that they wish to appeal to the Club in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with Sub-Clause (2), the Committee:-
- (a) shall give the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under Sub-Clause (3)(d)(iii) the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Club convened under Sub-Clause (5): -
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting: -
- (a) three-fourths of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

- 10.(1) The Club shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such date and time, and at such venue, as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to appoint a Returning Officer, where necessary, and at least two scrutineers, pursuant to Clause 25(6);
 - (c) to receive from the Committee reports upon the transactions and activities of the Club during the last preceding financial year;

- (d) to elect Officers of the club and the ordinary members of the committee;
 - (e) receive and consider the statement submitted by the Club in accordance with Section 30(3) of the Act; and
 - (f) to appoint an auditor pursuant to Clauses 33, 34 and 35.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

NOTICE OF ANNUAL GENERAL MEETING

- 11.(1) The notice convening the annual general meeting shall be given to each member not less than thirty days before the date of the meeting and shall be accompanied by a form of Nomination of Committee of Management, (see Clause 25(1)(a). Such notice shall specify the business to be conducted at the meeting in accordance with Clause 10 (4) and (5).
- (2) The signature to the notice convening the annual general meeting may be written, stamped, impressed, typed or printed.
- (3) Notice of an annual general meeting and the form of Nomination of Committee of Management shall be deemed to have been given to each member if they are published in, or enclosed with, the Club's newsletter or journal or such other publication as the Club may circulate to its members provided that such publication is despatched to each member not less than thirty days prior to the date of the annual general meeting or if they are served personally not less than twenty eight days prior to the date of that meeting or if they are sent through the post not less than thirty days prior to the meeting addressed to each member at the address shown in the Register of Members. A notice and form of Nomination of Committee of Management sent to one of a dual membership shall be deemed for all purposes to have been given to each of such members.
- (4) A notice sent by post to a member shall be deemed to have been received at the time at which the notice would have been delivered in the ordinary course of post.
- (5) The accidental omission to give notice to a member, or if a member shall fail to receive a notice sent in accordance with Sub-Clause (3), shall not invalidate an annual general meeting.

SPECIAL GENERAL MEETINGS

12. All general meetings other than the annual general meeting shall be called special general meetings.
- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club and where, but for this Sub-Clause, more than 15 months would lapse between annual general meetings shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Club.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date, and the Secretary shall for that purpose, if requested by such members, furnish to them or otherwise make available a list of names and addresses of all members entitled to attend a special general meeting.
- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in

the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

NOTICE OF SPECIAL GENERAL MEETINGS

- 13.(1) Every special general meeting convened by the Committee shall be convened by notice given by the Secretary to each member of the Club specifying the date, time and venue of such meeting as prescribed in Sub-Clause (3). Such notice shall specify the business to be conducted at the meeting. The signature to any such notice may be written, stamped, impressed, typed or printed.
- (2) At least seven days prior notice shall be given in respect of each such meeting.
- (3) Notice of a special general meeting shall be deemed to have been given to each member if it is published in the Club's newsletter or journal or such other publication, provided that such publication is made and despatched to the members not later than seven days prior to the date of the meeting or if it is served upon the member personally or if it is sent through the post addressed to such member at the address shown in the Register of Members. A notice sent to one of a dual membership shall be deemed for all purposes to have been notice given to each of such members.
- (4) The accidental omission to give notice to a member or if a member shall fail to receive a notice sent pursuant to Sub-Clause 3 shall not invalidate a special general meeting.
- (5) A notice sent by post to a member shall be deemed to have been received by the member at the time at which the notice would have been delivered in the ordinary course of post.

ADJOURNMENT OF MEETING

- 14.(1) If at a special general meeting or at a Committee or Sub-Committee meeting a quorum shall not be present after the expiration of thirty minutes from the appointed time thereof, the meeting shall there upon be adjourned in accordance with Clause 15(5).
- (2) A special general meeting of members or a meeting of members of a Committee or of a Sub-Committee shall have the power to adjourn its proceedings from time to time for any period not exceeding at any one time, one month.

PROCEEDINGS AT ALL MEETINGS OF MEMBERS

- 15.(1) All business that is transacted at a special general meeting or a general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in Clause 10 (4) as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) Representation by proxy including voting by proxy is expressly precluded.
- (3) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (4) Six (6) members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (5) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members under Clause 12(4) and (5) shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three 3) shall be a quorum.

- 16.(1) The President, or in the Presidents absence, a Vice-President, shall preside as Chairperson at each meeting of the Club.
 - (2) If the President and the Vice-President are absent from a meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 17.(1) The Chairperson of a meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in Sub-Clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. A question arising at a meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll 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, and an entry to that effect in the Minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 19.(1) Upon any question arising at a general or committee meeting of the Club a member has one vote only. A dual membership shall be entitled to two (2) votes as provided for in **By-Law No. 7**.
 - (2) All votes shall be given personally, except as provided for in Clause 25 (5) (b).
 - (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 20.(1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
21. A member is not entitled to vote at any meeting unless all moneys due and payable by the member to the Association have been paid including the amount of the annual subscription payable in respect of the current financial year.

COMMITTEE OF MANAGEMENT

22. (1) The affairs of the Club shall be managed by a Committee of Management constituted as provided in Clause 24(1).
 - (2) The Committee:
 - (a) shall control and manage the business and affairs of the Club.
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club; and
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
23. (1) The Officers of the Club shall be: **(See By-Law No. 2)**
 - (a) a President;
 - (b) a Vice-President;

- (c) a Treasurer;
- (d) a Secretary / Public Officer (requirement as per Association Incorporation Reform Act 2012)

- (2) The provisions of Clause 24 so far as they are applicable and with the necessary modification apply to and in relation to the election of persons to any of the offices mentioned in Clause 23 (1).
- (3) Each Officer of the Club shall hold office until the annual general meeting next after the date of their election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in the Clause 23 (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office until the annual general meeting next following the date of appointment.

24. (1) Subject to Section 23 of the Act, the Committee shall consist of:

- (a) the Officers of the Club; and
 - (b) not less than two and not more than six ordinary members. **(See By-Law No. 2)**
Office bearers shall be members of the VCA Inc., ordinary committee members need not be; and shall be elected at the annual general meeting of the Club in each year.
- (2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting next after the date of the member's election but is eligible for re-election.
 - (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the annual general meeting next following the date of appointment.

ELECTION OF COMMITTEE OF MANAGEMENT

25.(1) Nomination of candidates for election as Officers of the Club or as ordinary members of the Committee:-

- (a) shall be made in writing in such form as the Committee shall prescribe, signed by one member of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Club not less than 21 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting subject to each nominee consenting to such nomination.
 - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held. For the purpose of Clause 25(5)(b) the Secretary shall, upon closure of nominations of candidates for election to the Committee of Management when a ballot becomes necessary under this Clause send forthwith to all members entitled to vote a list of all nominees in alphabetical order in respect of each position on the Committee of Management for which they have been nominated.
 - (5) The election of the Office Bearers and ordinary members of the Committee shall be by ballot:-
 - (a) cast by members present at the annual general meeting and eligible to vote thereat;
 - (b) notwithstanding Clause 25(5)(a) any member who is entitled to vote at the annual general meeting, but unable to attend shall be entitled to apply to the Secretary for a postal vote.

Application for a postal vote must be in writing and lodged with the Secretary fourteen days prior to the annual general meeting. Within seven days the Secretary in the presence of the President and one other Committee member appointed by the Committee will forward an initialled ballot paper to each applicant and record their names. Members to whom ballot papers are posted will under no circumstances be given a second ballot paper. Completed ballot papers are to be

returned to the Returning Officer or the Secretary in envelopes endorsed, "Ballot Papers". These envelopes shall be handed (unopened), to the Returning Officer officiating at the poll.

- (6) For the purposes of the ballot a Returning Officer shall be appointed at the general meeting of members immediately preceding the annual general meeting or as the second item of business of the annual general meeting, and not less than two scrutineers shall be appointed by the members at, and as, the second item of business of the annual general meeting.
 - (7) Each member wishing to participate in the ballot shall strike out from the ballot paper all names in excess of the number of positions vacant and ballot papers containing a greater or lesser number of candidates to be elected shall be invalid.
 - (8) After the appointment of the Returning Officer and the Scrutineers the Returning Officer and the Scrutineers shall count the postal votes returned in accordance with Clause 25(5) and the votes cast by members in accordance with Clauses 25(5) and 25(7).
 - (9) The Returning Officer shall declare the result of the ballot immediately after the votes have been counted and in the event of an equality of votes in favour of any candidate which could affect the election of a candidate the members at the annual general meeting shall elect one of such candidates to fill the vacancy for which he was nominated by a Resolution passed by a simple majority of members present and voting thereon.
 - (10) If any question shall arise as to the validity or invalidity of a ballot paper or whether any particular member has or has not been elected to any particular Office a statement by the Returning Officer that the relevant voting paper is or is not valid or that a particular member has or has not been elected to a particular Office shall be conclusive.
26. For the purposes of these Rules the office of an Officer of the Club or of an ordinary member of the Committee becomes vacant if the Officer or member:
- (a) ceases to be member of the Club;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (c) resigns from office by notice in writing given to the Secretary;
 - (d) is absent from three consecutive Committee meetings without leave of the Committee;
 - (e) if as a member of the VCA Inc. is disqualified or suspended by the VCA Inc.

NOMINATION AND VOTING OF MEMBERS

27. (1) At meetings of members or of the Committee or of a Sub-committee the mode of voting shall in the first instance be by a show of hands, or if required by two members by an actual division or by ballot and the Chairman shall have an ordinary and in the case of equality also a casting vote and all questions shall be decided by the majority of votes of the members voting in person at any such meeting provided that on a resolution relating to the election of the Office Bearers or of the members of the Committee or relating to the expulsion of members, the foregoing shall not apply and in lieu thereof votes shall be taken in accordance with the relevant Clause of the Rules.
- (2) Every member who was a financial member of the Club for not less than three months of the financial year preceding the annual general meeting and is currently a financial member shall be entitled to vote at the annual general meeting and shall be eligible to nominate or be nominated as an Office Bearer or member of the Committee. Unless the Club's By-Laws provide otherwise a member may be nominated for but not hold more than one position on the Committee.
 - (3) A person becoming a member between the closing date of the financial year preceding the annual general meeting and the date of the annual general meeting, shall not be eligible to vote at the annual general meeting, nor to nominate, or be nominated for Office Bearer or member of the Committee.
 - (4) In all matters not covered by these Rules the Rules of common debate shall apply provided always that the best interests of the general members of the Club be served and general members have the right to vote in favour or against any Committee decision.

MEETING OF THE COMMITTEE

- 28.(1) Meetings of the Committee shall be held at such place and at such time as the Committee from time to time determines.
- (2) The Secretary or his representative shall attend all meetings of the Committee. The minutes of such meetings signed by the Chairperson thereof or by the Chairperson of a confirmatory meeting shall be accepted as sufficient evidence of the proceedings of such meeting.
- (3) The quorum for a Committee meeting shall be not less than one half of the members thereof present in person or such other number as prescribed by members. **(See By-Law No. 5)**
- (4) The Secretary shall call a meeting of the Committee whenever requested to do so by the President or by three members of the Committee.
- (5) The President or in his absence or if he shall be unwilling to act, a Vice-President, or if present he shall be unwilling to act, then a member of the Committee elected by the members thereof present in person shall be the Chairman of a meeting of the Committee.
- (6) A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which the member has a conflict of interest or in respect of any matter arising thereout and if the member does so vote, the vote shall not be counted.
- (7) All acts done by any meeting of the Committee or of a Sub-Committee thereof or of a Sub-Committee appointed by the members or by any person acting as a member of the Committee or of a Sub-Committee notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Committee or of a Sub-Committee or of any person acting as aforesaid, or that the members of the Committee or any of them or of a Sub-Committee were disqualified shall be as valid as if any such person had been validly appointed and was qualified to be a member of the Committee or of such Sub-Committee.
- (8) A resolution in writing signed by all members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it has been passed at a meeting of the Committee duly held and convened. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee.
- (9) Subject to Clause 28(3) the Committee may act notwithstanding any vacancy on Committee.

DUTIES OF SECRETARY AND/OR PUBLIC OFFICER

29. (1) The Secretary shall exercise and perform all the usual secretarial functions and generally attend to the secretarial work of the Club and in particular shall keep and maintain:
 - (a) the roll of members;
 - (b) minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings;
 - (c) all necessary records of the affairs of the club;
 - (d) a complete record of awards made at all exhibitions and shows conducted by the Club, where necessary;
 - (e) and shall forward to the VCA Inc. within one month of the annual general meeting an Audited Statement of Receipts and Expenditure and Balance Sheet of the Club.
- (2) The Public Officer shall:
 - (a) notify the Registrar of appointment within fourteen days - s.28(1);
 - (b) notify change of address within fourteen days - s.28(2);
 - (c) notify alterations to the statement of purposes or rules within one month - s.22(2);
 - (d) make application for approval of a change of name, if any, within the prescribed time - s.13;

- (e) lodge with the Registrar the documents required by s.30(4) in respect of the annual general meeting within one month of the date of the meeting or such further period as the Registrar may allow - s.30(4);
- (f) produce any book to the Registrar or authorised Officer on being required to do so - S. 47 (5);
- (g) tell the Registrar or authorised Officer where a book is at the time a request is made - s. 47(6);
- (h) not hinder or obstruct the Registrar or authorised Officer whilst exercising powers of inspection; and
- (i) ensure that the incorporated Club complies with its obligation to lodge with the Registrar particulars of Trusts within fourteen days of becoming a trustee of that Trust.

DUTIES OF TREASURER

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

REMOVAL OF MEMBER OF COMMITTEE OR PUBLIC OFFICER

- 31.(1) The Club in general meeting may by a resolution, passed by three-fourths of the members voting in person, remove any member of the Committee before the expiration of the term of office and appoint another member within fourteen days to hold office instead until the expiration of the term of the first-mentioned member; however
- (2) Where the member to whom a proposed resolution referred to in Sub-Clause (1) makes representation in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if they are not so sent, the member may require that they be read out at the meeting.

BANKING ACCOUNT

- 32.(1) The Committee shall cause a banking account to be opened with a recognised Bank or equivalent and be kept in the name of the Club.
- (2) All cheques payable to the Club shall be deposited to the credit of the Club's banking account.
- (3) All monies payable on behalf of the Club amounting to \$20.00 or upwards with the exception of prize money shall be paid by cheque drawn upon the Club's bankers which shall be signed by the Treasurer or authorised deputy and any one of the Office Bearers authorised to sign on behalf of the Club. Notice of every such authority or change thereof shall be given to the Club's bankers forthwith whenever the need shall arise. Where an amount less than \$20.00 is paid in cash, the Treasurer, or authorised deputy, shall ensure a receipt is obtained at the time of the transaction.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer or authorised deputy and any one of the Office Bearers authorised to sign on behalf of the Club.

AUDIT AND AUDITOR

33. Subject to any Regulation that may be made under Section 54(2) (b) of the Associations Incorporation Act the members at the annual general meeting shall appoint each year a person with accountancy knowledge to be the Auditor of the Club and a person so appointed shall hold that office until the next annual general meeting. A casual vacancy occurring in the position of Auditor shall be filled by the Committee.
34. Notice of the nomination of any person other than a retiring auditor for appointment as Auditor shall be given to the members not less than fourteen days before the annual general meeting at which the appointment of Auditor is to be made.
35. A person shall not be appointed or act as Auditor of the Club if that person is an Office bearer or an ordinary member of the Committee or an employee of the Club or any person with a perceived conflict of interest. Such Auditor to be a person with accountancy knowledge and their qualifications to be included in the Auditor's Report.

NOTICES

- 36.(1) A notice may be served on behalf of the Club upon any member either personally or by sending it by post to the member at the last known address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

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

SEAL

- 38.(1) The Common Seal of the Club shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of either two members of the Committee or one member of Committee and the Public Officer of the Club.

CUSTODY OF RECORDS

- 39.(1) Except as otherwise provided in the Act and in these Rules, the Secretary shall keep in custody or under control all books, documents and securities of the Club.
- (2) The books and documents referred to in Clause 39 (1) shall be available for inspection by members.

FUNDS

40. The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

PROPERTY

41. The property assets and income of the Club, wherever derived, shall be applied towards the promotion of the Statement of Purposes of the Club, and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of remuneration or reimbursement to any officers or servants of the Club or any member in return for services actually rendered or for

authorised expenses incurred nor prevent the payment of interest on money borrowed from any member of the Club. Should the Club for any reason whatsoever cease to function, the members may, at a meeting specially convened for the purpose of the winding up of the affairs of the Club, direct by resolution, passed by a majority of 75% of financial members present and eligible to vote, that the funds be donated to an approved charity, institution or applied for use by an approved canine activity which itself is exempt from income tax.

FINANCIAL YEAR

42. The financial year of the Club shall commence on the first day of January each year, and terminate on the **last day of December** of the same year. Member fees must be paid on or before the **thirtieth day of January** each year for continuity of membership.

ALTERATIONS OF RULES AND STATEMENT OF PURPOSE

43. These Rules and the Statement of Purposes of the Club shall not be altered except in accordance with the Associations Incorporation Act, and any such alterations are to be advised to the Manager of the VCA Inc without delay.

BY-LAWS

44. Subject always to the Associations Incorporation Act, VCA Inc. Rules and Regulations, and these Rules, members in general meeting by resolution passed by a majority of not less than three-fourths of the members present and voting in person may make By-Laws and may from time to time amend such By-Laws by variation, deletion or addition as they shall think fit in respect of:
- (a) nominations of members;
 - (b) amount of joining fee, if any, and the annual membership subscription;
 - (c) the conducting of ballots;
 - (d) the holding and conducting of Shows and Exhibitions by the Club;
 - (e) the granting of awards and prizes at such Shows or Exhibitions;
 - (f) the manner and procedure of dealing with protests and objections made at Shows or Exhibitions subject always to VCA Rules;
 - (g) meetings of members and of Committees;
 - (h) the publication of a newsletter or journal;
 - (l) any matter the members consider necessary.

AFFILIATION WITH THE VCA INC

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

GRIEVANCE PROCEDURE

46. (1) The grievance procedure set out in this rule applies to disputes under these Rules between –
- (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

The English Setter Association Inc. (Registered No. A 14498 L) was incorporated on 22nd September 1987.

Incorporated under the Associations Incorporation Act 1981.

English Setter Association of Victoria Inc.

These Rules have been updated as per Associations Incorporations Act 1997, Victorian Canine Association guidelines, and adopted at the Annual General Meeting of the ESA of Victoria Inc, February 1999.

Minor updates to By-Laws have been made from time to time.

Further updates were effected in February 2016 reflecting changes in the VCA Inc Rules and the Associations Incorporation Reform Act 2012.

Amendments to ESA Rules were unanimously passed at its AGM 27 February 2016.

The amendment to By-Law 3 was passed at the Club's AGM on 26 February 2017.

BY-LAWS OF ENGLISH SETTER ASSOCIATION OF VICTORIA INCORPORATED (A 014498 L)

By-Law 1 Annual Subscriptions (Clause 4)

The Annual Subscription shall be as determined in accordance with Clause 4 of the rules and shall be in respect of the period 1st January to 31st December of the year **immediately following** the General Meeting at which such determination is made. Current membership fees are:

Single Member:	\$25.00
Dual Member (family, partners or joint ownership):	\$35.00
Junior Member (under 16 years):	\$15.00
Joining Fee:	nil

By-Law 2 Office Bearers and Committee (Clause 23 (1) & 24 (1))

The Office Bearers shall consist of -

- a President
- a Vice President
- a Secretary / Public Officer (requirement as per Associations Incorporation Reform Act 2012)
- a Treasurer

The committee shall consist of not less than two (2) and not more than six (6) ordinary members. Only Office Bearers are required to be members of the VCA Inc, ordinary committee members need not, however all must reside in Victoria.

By-Law 3 Classes and Conditions of Membership (Clause 6, Clauses 3(3) & 3(9))

(1) The membership of the club shall consist of the following categories:

(a) Ordinary membership

(b) Dual membership

(c) Life Member -

Any person may be nominated as a Life Member in recognition of services rendered to the club, or services rendered toward any of the objects of the club. However, not more than two persons may be appointed as Life Members in any one year.

(d) Honorary Member -

Any person may be nominated as an Honorary Member but such nominations shall not exceed two in any one financial year.

(e) Junior Member -

Any person under the age of sixteen may be a Junior Member, but shall cease to be a Junior Member at the end of the financial year in which he or she attains their sixteenth year. Junior members are not entitled to vote or hold office.

(2) Code of Practice - Breeding:

Membership application forms are to include the complete Code of Practice - Breeding, which upon signing, applicants agree to adhere to.

"CODE OF PRACTICE - BREEDING

As a condition of membership, each member, upon application for admission or renewal of membership of the Club, shall adhere to the following breeding practices:

A member shall breed primarily to improve the breed.

A member shall take responsible action to reduce the incidence of hereditary diseases.

a) Hip Dysplasia

Hip scores must be obtained prior to breeding.

Evidence of scores must be provided on request to prospective puppy purchasers.

b) Hereditary Deafness

Parents must be BAER hearing tested prior to breeding. (BAER 'brainstem auditory evoked response').

Evidence of test must be provided on request to prospective puppy purchasers.

The Club will refer enquiries to member/breeders and ask that they supply the information as above. It will be seen as a breach of the Code of Practice if member/breeders do not comply."

By-Law 4 Tenure of Office (Clause 23 (4))

The office bearers and committee shall be appointed for a period of one year subject to Clause 23 (4), but shall be eligible for re-election at the next annual general meeting.

By-Law 5 Quorums (Clause 15 (4) & Clause 28 (3))

The quorum for a meeting shall be -

- (a) Committee or Sub-Committee Meeting: not less than half of the members of the Committee.
- (b) General Meeting of Members: Six (6) financial members

By-Law 6 General Meetings (Clause 12 (1) & (2); (Clause 10 (1))

General Meetings of the Club are to be held as per Clause 12 (1) & (2), and the Annual General Meeting as per Clause 10 (1) in accordance with Associations Incorporation Act Rules, (ie within 5 months of the end of the Club's financial year), on a date determined by Committee and arranged by the Secretary, usually in February or March each year.

By-Law 7 Voting Rights (Clause 19 (1))

A Dual membership shall be entitled to two votes at general and special meetings of the club.

STATEMENT OF PURPOSES

The objects of the **ENGLISH SETTER ASSOCIATION OF VICTORIA INC.** are:

- (a) to affiliate with the Victorian Canine Association Inc.;
- (b) to promote and encourage the breeding of pure bred dogs and in particular the English Setter;
- (c) to promote and raise the standards and exhibition of registered pure bred dogs, particularly the English Setter;
- (d) to promote the holding of Exhibitions under the VCA Inc. Rules and Regulations and to conduct Exhibitions and/or to promote Obedience Trials, Tracking Tests, and Field Trials;
- (e) to foster, promote and protect the interest of exhibitors of dogs at exhibitions and particularly the exhibitors of English Setters;
- (f) to collect, verify and publish information relating to dogs and the breeding and exhibition of dogs;
- (g) to educate and encourage members, breeders and judges to abide by the requirements and standards approved by the VCA Inc. for the conduct of Exhibitions and Shows;
- (h) to promote good fellowship and sportsmanship amongst members and those participating in or attending Exhibitions and Shows;
- (i) to inform members of and make known to them the Laws and Regulations of the State relating to the ownership and care of dogs, and the responsibility of owners for the conduct and actions of their dogs;
- (j) to hold functions and lectures relating to dogs and to the purposes of the Club generally;
- (k) to provide awards and donate prizes for competition at Exhibitions and for the competition by breeders and exhibitors of dogs;
- (l) to foster relations with other Clubs and bodies having similar aims;
- (m) to promote and assist worthy causes, as agreed at a General Meeting of the members of the Club;
- (n) to invest the funds of the Club not immediately required in such manner as the members or the Committee in lieu thereof shall determine;
- (o) to purchase, hire, lease, etc. and do such things as are conducive or incidental to promoting and achieving the purposes of the Club;
- (p) to carry on such other activities or promote or encourage interest in the breeding, upkeep and training of and the general well-being and improvement of English Setters and to do all such other things as may be necessary or conducive to carrying out the objects of the Club.