



CONSTITUTION

of the

GUNDOG CLUB OF SOUTH AUSTRALIA INCORPORATED

2022



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1 Name

The name of this Club shall be the Gundog Club of South Australia Incorporated.

2 Interpretation and Definitions

In this Constitution:-

- a. "the Club" means the Gundog Club of South Australia Incorporated Inc.
- b. words conveying the singular include the plural and vice versa;
- c. words conveying any gender include the other genders;
- d. references to a person include the legal representatives, successors and assigns of that person;
- e. references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and include any electronic media transmission;
- f. "the Act" means the Associations Incorporation Act 1985 as amended;
- g. an obligation of two or more parties shall bind them jointly and severally; and
- h. if a word or phrase is defined, similar words and phrases have corresponding definitions.
- i. "Exhibition" includes any Championship Show, Parade, Open Show, Sanction Show, Trial or other Canine display conducted by the Club in accordance with the Constitution of Dogs SA.
- j. "Special Resolution" means a resolution of the Club passed at a meeting of the Club of which notice specifying the intention to propose the resolution as a special resolution has been duly given at least 21 days before the meeting and which is passed by a majority of at least three quarters of the members present at the meeting and voting in person.
- k. Constitution of the Club" means the Constitution and Rules of the Club.
- l. Constitution of the Association" means the Constitution and Rules of the Association
- m. "ANKC" means the Australian National Kennel Council.
- n. "Club Financial Year" shall mean the period of 12 calendar months prescribed within the Rules.
- o. Dogs SA refers to the South Australian Canine Association Incorporated, trading as Dogs SA. The Club has affiliate membership of the South Australian Canine Association Incorporated and is subject to affiliate rules.
- p. Rules/bylaws refer to separate operational Rules/by laws and not to the actual Constitution.

3 Objects

- a. to promote all breeds of Gundogs in South Australia and the improvement thereof in a manner consistent with the Constitution of the Association and to obtain such licenses

Commented [DL1]: Check in Meetings section that you have the quorum matching for Special General Meetings

Commented [DL2]: Easier to change this from calendar to financial if its in the Rules and NOT in the constitution

and permits from the Association as are necessary or conducive to attainment of this object;

- b. To promote the welfare and enrichment of all dogs;
- c. To educate and encourage members, breeders, exhibitors, and judges to abide by the requirements of and standards for the breeds of Gundogs approved by the Association
- d. To promote and support competition in all practical ways and to hold such Exhibitions as are permitted by the Constitution of Dogs SA and the ANKC.
- e. To promote public interest in the Gundog breeds with which the Club is concerned;
- f. To promote good fellowship among those interested in the Gundog breeds with which the Club is concerned;
- g. To hear and determine any objections, protests or complaints made by any member or exhibitor against any other member or exhibitor arising out of or in connection with an Exhibition conducted by the Club or any of its other activities;
- h. To otherwise conduct itself in accordance with and observe the provisions of the Constitution and Governance Charter of Dogs SA and abide by any directions lawfully given by Dogs SA from time to time.

Commented [DL3]: This is a charitable objective which could assist with charitable status

4 Powers of the Club

The Club shall have all the powers conferred by section 25 of the Act to further the objects of the Club.

The club shall have the power to:

- (a) acquire, hold, deal with and dispose of any real or personal property;
- (b) administer any property on trust;
- (c) open and operate accounts with banks or other financial institutions;
- (d) invest its money in any manner authorised by this Constitution or the Act;
- (e) borrow money upon such terms and conditions as the Club thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (g) appoint agents to transact any business of the club on its behalf;
- (h) enter into any other contract it considers necessary or desirable in order to attain or further the objects of the Club
- (i) Make such rules as may be considered necessary or desirable in order to attain or further the objects of the Club.
- (j) to do all such other acts and things as are or may be incidental or conducive to the attainment or furtherance of any of the objects or the exercise of any of the powers of the Club

5 Membership

5.1 Membership – Eligibility

Any person owning or who is interested in a Gundog or who is interested in any breed of Gundog or who participates in Gundog Club Obedience activities shall be eligible for membership.

Classes of Membership

- Ordinary member
 - Junior member
 - Honorary member
 - Life member
 - Pensioner (sole parent, age or disabled)
 - Double
 - Kennel
-
- Children under 18 years of age shall be eligible for membership as Junior members.
 - A Junior member shall not be entitled to vote at any meeting of the Club.
 - The Committee of the Club may confer honorary membership on any person considered worthy thereof for a period not exceeding one year. An Honorary member shall have the rights and privileges of an Ordinary member including the right to vote at meetings of the Club.
 - The Club may by special resolution passed at an Annual General Meeting or Special Meeting of the Club appoint any person as a Life member of the Club in recognition of services rendered to the Club consistent with and directed to attaining or furthering the objects for which the Club was established and who otherwise meets any criteria for Life membership established by the Club in its Rules. A Life member shall have all the rights and privileges of an Ordinary member including the right to vote at meetings of the Club.
 - All parties involved in double and kennel membership shall have all the rights and privileges of an ordinary member including the right to vote at meetings of the club, with the exception of parties under 18 years of age who as a junior member shall not be entitled to vote at any meeting of the club.
 - Parties involved in double and kennel memberships are not required to reside at the same address, however one address will have to be listed as the point of contact for all correspondence from the Club.
 - Dogs owned in joint names, where all owners are members of the Club shall be entitled to the reduced members' entry fees where applicable.
 - Membership is not transferable.

5.2 Application for Membership

An application for membership of the Club shall be made to the Committee and shall be:

- Made in writing
- Signed by the applicant
- Be in such form as the Committee shall prescribe from time to time; and
- Accompanied by any fees that may be prescribed from time to time.

In respect of each application for membership duly made in accordance with the Constitution:

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- the Committee shall consider the application promptly and may, after considering it, determine in the Committee's sole and absolute discretion to accept or reject the application;
 - if the application is accepted, the applicant shall be admitted as a Member and shall be notified accordingly;
 - the Committee does not have to give reasons for rejecting an application; and
 - if the application is rejected, all amounts paid by the applicant on account of the application shall be refunded in full.

Upon the acceptance of the application by the Committee and payment of the joining fee and first annual subscription the applicant shall be admitted as an ordinary, junior or other member of the Club as appropriate.

5.3 Register of Members

- A Register of the Members must be kept in accordance with the Act.
- The following details must be entered and kept current in the Register in respect of each Member:
 - (a) Full name and contact details of the Member;
 - (b) Date of admission to and cessation of membership; and
 - (c) Any other information that the Committee requires

5.4 Subscription and Joining Fees

- Subscription and Joining Fees shall be determined by the Club at the Annual General Meeting.
- The subscription fee for each class of membership shall be due and payable within 21 days after each Annual General meeting of the Club.
- Subscription Fees that are three (3) months or more overdue will result in automatic cancellation of Membership.
- Any member whose subscription is outstanding for more than three calendar months after the due date for payment shall automatically cease to be a member of the Club, provided always that the Committee may by resolution reinstate any such person to membership at any time before the expiration of the financial year in question upon the person paying the subscription due.
- A person who ceases to be a member of the Club pursuant to this clause shall cease to be entitled to any of the rights benefits or privileges of membership
- Any member who joins the Club after the first six months of the Club Financial Year shall pay the joining fee plus 50% of the subscription applicable to the appropriate class of membership.
- Any person who pays 100% membership for the Club within 30 days of the end of the financial year will be classified as a financial member for both the current financial year and the following financial year.

6 Removal and Cessation of Membership

6.1 Resignation

A Member may resign from membership of the Club by giving written notice to the Secretary, and:

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- the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice; and
 - the Member's liability for any fees, subscriptions, or other moneys in arrears at the date of such resignation shall continue until discharged by payment.
 - The Committee may at its discretion and where it is satisfied that proper reasons exist refund the member who resigns the whole (or such portion as it considers appropriate) of the subscription paid by that member in respect of that Club Financial Year but otherwise no portion of the subscription shall be refundable.

6.2 Removal from Membership

A Member may be removed by ordinary resolution carried by the majority of Committee Members, provided that:

- a. the Committee has first, given at least 21 days written notice, by certified mail, to the Member of the intention to terminate their membership and the grounds of the intended termination.
- b. the Member has been invited, in the written notice to provide to the Committee any written representations which the Member wishes to be put to the Committee;
- c. the Committee has included a copy of the Member's representations in the notices calling the meeting (unless they were not provided by the Member in sufficient time); and
- d. if copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting.
- e. Whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the meeting.
- f. Should a Member fail to appear at the Committee meeting, after notice has been given in accordance with sub-clause (a) the Committee may proceed with the meeting deliberations in that member's absence or adjourn the inquiry as it thinks fit. If the inquiry is adjourned the Committee shall give notice of the adjourned date to the member by certified mail.
- g. A member who is convicted of a felony shall be automatically expelled from and cease to be a member of the Club immediately upon conviction.

6.3 Member expulsion

The Committee may expel from the Club or otherwise penalise or punish any member:

- Whose conduct is in the opinion of the Committee discreditable or injurious to the character, reputation, or interests of the Club;
- Who fails to comply with any proper request or direction of the Committee within a reasonable time;
- Who fails to observe any direction or decision of any official or judge; or
- Is otherwise guilty of any contravention, evasion, or attempted evasion of this Constitution.

6.4 Expulsion Process

If a majority of the Committee which meets to determine the matter is of the opinion that the member is guilty of the conduct complained of it may:

- Expel the member
- Suspend the membership for such a period as it thinks appropriate;
- Require the member to pay to the Club the reasonable cost of repairing any property of the Club or a member or treating any dog damaged or injured as a result of the conduct complained of, and the Club shall apply any money so received; accordingly, or

6.5 Notification to Dogs SA

In any case in which the Committee conducts an inquiry into the conduct of a member of the Club, it shall forward a report in writing to the Executive Officer of Dogs SA within seven days of the conclusion of the hearing outlining the nature of the complaint, the finding of the Committee and the penalty imposed.

6.6 Appeal Rights

Any member of the Club who is also a member of Dogs SA and is aggrieved by a determination of the Committee made pursuant to this clause may appeal to the Appellate Committee of Dogs SA which shall hear and determine such appeal in accordance with the Rules of Dogs SA.

7 No Profits for Members

7.1 Transfer of Income or Property

Subject to clause 8(a), all the assets and income of the Club shall be applied solely in the furtherance of the objects of the Club and no portion shall be distributed directly or indirectly to any Member.

7.2 Payments, Services, and Information

Nothing in clause "Transfer of Income or Property I" above prevents the payment in good faith of an amount, calculated on arm's length terms in respect of:

- remuneration payable to an employee of the Club for services actually rendered to the Club;
- goods or services actually supplied to the Club by a Member in the ordinary and usual course of the Member's business.

8 General Meetings of Members

8.1 Convening of Meetings

- a. Annual General Meetings of the Club shall be held not more than two months after the end of the Club financial year, every year.
- b. The Annual Report of the Club and its audited balance sheet or financial statements shall be submitted to members at the Annual General Meeting.
- c. The election of office bearers, the Committee, and the auditor for the Club for the ensuing 12 months shall take place at the Annual General Meeting.

- d. The President or Secretary, any four members of the Committee or any ten financial members (not Junior members) of the Club may at any time request the Secretary to convene a Special General meeting of the Members and the Secretary must comply with all such requests.

8.2 Requests for Special Meeting

Every request for a Special Meeting shall be signed by the members making the request and shall state:

- The name and address of each of the persons making the request
- The purpose of the meeting, and
- The content of any resolution which is to be proposed.

8.3 Notice of General or Special Meeting

- a. Notice of the Annual General Meeting shall be given to members by publication not less than 30 days prior to the date thereof.
- b. may be given by any form of communication permitted by the Act.
- c. must specify the place, the day, the hour of meeting and the general nature of the business to be transacted and any other matters as are required by the Act.
- d. Not less than 21 days' notice of a Special Meeting shall be given to members
- e. The accidental omission to give notice of any General meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the General meeting

8.4 Quorum at General or Special Meetings

- a. A quorum for the purposes of a General meeting of Members shall be ten (10)
- b. A quorum for the purposes of a Special Meeting shall be ten (10)
- c. Members will be regarded as present for these purposes whether present personally, or by electronic mediums such as Zoom etc.
- d. If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chair:
- if the meeting was convened by or on the request of Members, it must be dissolved; or
 - in any other case it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Committee.
 - If a meeting has been adjourned to another time and place determined by the Committee, then notwithstanding any other provision, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
 - If, at the adjourned Special meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.
 - If, at the adjourned Annual General meeting, a quorum is not present within half an hour after the time appointed for the meeting, those members present shall constitute a quorum.

8.5 Appointment of Chair and Powers of Chair

- a. The President or, in their absence, the Vice President, if any, shall preside as Chair at every

Commented [DL4]: Generally half +1 is reasonable (simple majority)

Commented [DL5]: Generally 3/4 of members present - NOTE if you change this then you need to change the definition clause (j) in the front of the Constitution to match.

General or Special meetings of Members.

- b. If for any reason there is not then a President or a Vice President, or neither of them is present within 15 minutes of the time nominated for the meeting to start, the Committee members who are present shall select one of their number to Chair the meeting.

The Chair shall adjourn the Annual General Meeting for a period of 14 days (to same time and place wherever practicable) if:

- a. The Annual Report of the Club and its audited balance sheet or financial statements are not available at the meeting; or
 - b. There are insufficient nominations for the office bearer positions and such other Ordinary members of the Committee as are necessary to constitute a quorum of the Committee.
- And if the above defects are not remedied at such adjourned meeting the meeting shall lapse.
 - The Chair of a General meeting may in their discretion, expel any person from a General meeting if the Chair reasonably considers that the person's conduct is inappropriate

8.6 Casting Vote of Chair

The Chair of a General or Special meeting is entitled to a second or casting vote on any resolution, whether by show of hands or on a poll.

8.7 Adjournment of Meetings

- a. The Chair may, with the consent of any meeting at which a quorum is present and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- b. The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- c. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- d. When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

8.8 Voting at General and Special Meetings

- a. All resolutions put to the vote of a General or Special meeting of Members, must be decided on a show of hands.
- b. On a show of hands, every Member present in person or via electronic media, has one vote.
- c. On a show of hands, a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.9 Vote on a Poll

A poll may be demanded in respect of a resolution at a General meeting:

- a. by the Chair; or

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- b. by at least 2 Members present and entitled to vote on the resolution:
 - c. before the vote on that resolution is taken;
 - before the result is declared on a show of hands; or
 - a. immediately after the result is declared on a show of hands.
 - b. On a poll every Member present in person or by proxy has one vote.
 - c. If a poll is duly demanded, it must be taken in the manner and, except as to the election of a Chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the Chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
 - d. A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately

9 Committee

- a. The governance of the Club shall be the responsibility of the Committee duly elected and appointed under and in accordance with this Constitution.
- b. The Committee may exercise all of the powers of the Club which are not, by the Act or by this Constitution, required to be exercised by the Members in a General meeting.

10.1 Number of Committee Members

The Committee shall comprise:

- President;
- Vice President
- Secretary;
- Treasurer
- Not less than eight (8) ordinary members of the Club all of whom shall be elected at an Annual General Meeting.

A Public Officer is required (under the Act) to be appointed. This role can be carried out by a Committee Member (eg., Secretary) or appointed separately. The Public Officer is not required to be a Committee Member.

10.2 Eligibility for Appointment or Election as a Committee Member

A person is only eligible for election or appointment as a Committee Member if:

- a. They are financial members of the Club; and
- b. They are financial members of Dogs SA or become financial members of Dogs SA within 21 days of being elected.

10.3 Retirement from Office

- a. A Committee Member may retire from office by giving notice in writing to the Club of that Committee Members intention to retire.
- b. A notice of resignation takes effect at the time of giving the notice to the Club or, if another time

Commented [DL6]: Your choice - what positions do you want on your Committee?

Commented [DL7]: You can elect to positions from membership OR you can elect 6 Committee members (whatever number works) and then elect President etc from that group rather than all of

is specified in the notice, at that time.

9.4 Vacation of Office

Without limiting any other provision, the office of a Committee Member becomes vacant if required by the Act or if the Committee Member:

- a. becomes an insolvent under administration;
- b. 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;
- c. is absent without the prior consent of the Committee from 3 consecutive meetings of the Committee and the Committee resolves that the office of that Committee Member be vacated;
or
- d. becomes prohibited from being a Committee Member by reason of an order made under the Act.

9.5 Casual Vacancies

If a casual vacancy arises in relation to a Committee Member:

- a. the Committee may appoint a person to fill the casual vacancy until the next Annual General meeting after their appointment provided that the person is not disqualified from being appointed by law or by this Constitution;
- b. prior to the next Annual General meeting after the person's appointment to the casual vacancy, their appointment as a Committee Member shall be submitted to a vote of the Members conducted in accordance with this Constitution;
- c. the person's appointment to fill the casual vacancy shall be deemed to be confirmed at the next annual general meeting if supported by an ordinary resolution of the Members at the annual general meeting;
- d. the person's appointment to the Committee shall then continue as and from the close of the Annual General meeting only until the next Annual General meeting at which the person who vacated the office of Committee Member early would have been required to retire pursuant to this Constitution if they had not vacated office early; and
- e. that person shall then be eligible for re-election or re-appointment at the next relevant annual general meeting provided that they are not otherwise disqualified by law or by this Constitution.

10 Chairperson

- a. The President of the Club shall chair all Committee meetings. In the absence of the President the Vice President shall take the Chair. In the absence of the Vice President the Committee shall elect one of its number to take the Chair.
- b. If for any reason there is not then a Chairperson or a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the Committee meeting to start, the Committee Members who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

11 Election of Committee

11.1.1 The retiring Committee shall call for the nominations for Committee at the time of giving notice of the Annual General Meeting of the Club.

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- 11.1.2 Members of the retiring Committee shall be eligible for re-election.
- 11.1.3 A nomination for a position as an Office Bearer or Committee Members may be proposed and seconded respectively by two members present at the Annual General Meeting provided that the nominee is either present at the meeting and accepts the nomination or has accepted the nomination in writing and such nomination is tabled at the meeting.
- 11.1.4 If only the required number of persons are nominated to fill each office and each Committee place, the Secretary (or Returning Officer) shall report accordingly to the Annual General Meeting and the Chairperson shall declare such persons duly elected as Committee Members.
- 11.1.5 If there is a contest for a position as office bearer or Committee member that contest shall be decided by secret ballot of members present and voting and the Special General Meeting of the Club and the counting of the ballot shall be conducted by two or more scrutineers appointed by members personally present at the meeting.

12 Proceedings of Committee

12.1 Convening of Committee Meetings

- a. The Committee shall meet not less than 4 times per year, but otherwise as necessary to discharge their duties and functions.
- b. The President or the Secretary or any other 2 Committee Members may request the Secretary to convene a meeting of the Committee at any time and the Secretary must comply with such request.
- c. Notice of each meeting of the Committee must be given to each Committee Member at least 7 days before the meeting, or as otherwise agreed by the whole Committee should less notice be acceptable to all.
- d. A Committee meeting may be called or held using any technology consented to by all the Committee Members. The consent may be a standing one. Committee Members may otherwise regulate their meetings as they think fit.
- e. The President of the Club shall chair all Committee meetings. In the absence of the President, the Vice President shall take the chair. In the absence of the Vice President the Committee shall elect one of its number to take the Chair.
- f. Notice of each Committee meeting shall be given at the previous meeting and/or emailed to all members of the Committee with the required notice.

13.2 Quorum and Voting at Committee Meetings

- a. A quorum for the purposes of a meeting of the Committee is five (5) of the Committee as then constituted.
- b. Questions arising at a meeting of the Committee must be decided in the manner from time to time determined by the Committee, and in the absence of any such agreement, by a majority of votes of Committee Members present and voting.

13.3 Chair's Casting Vote

The Chair has a second or casting vote at meetings of Committee – when votes are tied.

13.4 Delegation of Powers to Sub Committee/Working Parties

- a. The Committee may delegate any of their powers, and such other persons as they think fit.
- b. In the exercise of any powers delegated to it, a sub-committee/working party formed by the Committee:
 - must conform to the directions of the Committee; and
 - otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Committee.

13.5 Validity of Acts of Committee Members

All acts done by a meeting of the Committee or of a Sub-committee/working party appointed by the Committee or by a person acting as a Committee Member are valid even if it is later discovered that there is a defect in the appointment of a person to be a Committee Member or that they or any of them were disqualified or were not entitled to vote.

13.6 Minutes

- a. The Committee must cause minutes of all proceedings of General meetings, of meetings of the Committee and of Sub-Committees/Working Parties formed by the Committee to be entered within one month after the relevant meeting is held, in books kept for the purpose.
- b. The Committee must cause all minutes, except resolutions in writing treated as determinations of the Committee, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

13.7 Conflict of Interest

The Committee shall agree from time to time in writing on its policy for the regulation of conflicts of interest, which shall include a requirement that Committee Members only be engaged to provide goods or services to or on behalf of the Club if:

- a. that Committee Member is for bona fide reasons considered by the Committee, agreed to be a suitable person to provide, such goods or services;
- b. bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Committee Members rates and service levels;
- c. the goods or services are provided on arms-length terms;
- d. the provision of the goods and services is disclosed clearly and expressly to the Members in the annual report of the Club; and
- e. the Committee agrees by ordinary resolution (excluding the interested Committee Member) to the provision of the goods or services by the Committee Member.

13 Rules/By-Laws

The Committee may by resolution make and adopt or amend rules/by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution, or generally for the purposes of carrying out the objects of the Club. The rules/by-laws shall be binding on the Members,

provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.

14 Amendment to Constitution

This Constitution shall not be repealed or amended unless and until;

- a. Notice of intention to propose such repeal or amendment is given in writing by the member proposing such repeal or amendment to the Secretary of the Club not later than one month prior to the date of the Annual General Meeting or Special Meeting at which it is to be included as an item of business;
- b. Such repeal or amendment is proposed as a special resolution at an Annual General Meeting or Special Meeting of the Club;
- c. Such repeal or amendment is passed as a special resolution of the Club at such Annual General Meeting or Special Meeting of the Club; and
- d. Such repeal or amendment is thereafter approved by Dog SA.

15 Winding Up

The Club may be wound up in the manner provided for in the Act.

16 Surplus Assets on Winding Up or Dissolution

- a. Upon the winding up or dissolution of the Club, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organisations which:
 - has objects similar to the objects of the Club; and
 - whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1, as determined by the Members at or before the time of winding up or dissolution of the Club and, in default of any determination, by the Supreme Court of South Australia.

17 Indemnity

17.1 Costs and Expenses

Every Officer and past Officer of the Club is indemnified by the Club against a liability for costs and expenses incurred by that person as an Officer:

- in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
- in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

17.2 Liabilities to Third Parties

Every Officer and past Officer of the Club is indemnified against a liability incurred by that person as an Officer to a person other than the Club, except a liability which arises from conduct that involves a lack of good faith.

17.3 Insurance Premiums

Commented [DL9]: The Club may be wound up in the manner and for the reasons provided in the Act.

2. Should the Club be wound up and there remain 'surplus assets' as defined in the Act, such surplus assets shall be distributed to the following nominated entity/entities.

2. (List entity/entities)

3. In the event the entity/entities nominated have ceased to function then to such organisation or organisations as shall be identified and determined by a resolution of members in general meeting.

This is the clause from previous constitution where some Clubs had nominated Dogs SA and held in trust for 5 years etc. You can put this part in your Rules under Winding up if you wish - the clause 16 and 17 is all that is required to be in your Constitution.

Commented [DL10]: I am checking these 2 insurance clauses with our insurance company to ensure they are correct and/or should be included. I will inform Clubs whether they need to be amended or removed or if they are good to stay as is.

The Club may pay the premium on a contract insuring a person who is or has been an Officer of the Club against:

- a. a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an Officer, whether civil or criminal and whatever their outcome; and
- b. other liability incurred by the person as an officer of the Club except a liability which arises from conduct that involves a willful breach of duty in relation to the Club or a contravention of the Act.

18 Accounts, Audit and Records

18.1 Accounts and Audit

- a. The Club must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and the provision of accounts to Members.
 - b. A Club Auditor must be appointed.
- 19 The remuneration of the Auditor must be fixed, and the auditor's duties regulated in accordance with the Act.

18.2 Rights of Inspection

- a. Subject to the Act, the Committee shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records, and other documents of the Club or any of them are open to the inspection of Members other than Committee Members, and a Member other than a Committee Member does not have the right to inspect any document of the Club except as provided by law or authorised by resolution of the Committee.

19 Notices

19.1 Persons Authorised to Give Notices

A notice given by either the Club or a Member in connection with this Constitution may be given on behalf of the Club or Member by a Solicitor, or in the case of the Club, by the Secretary or a Committee Member.

- b. The signature of a person on a notice given by the Club may be written, printed or stamped.

19.2 Persons Authorised to Give Notices

In addition to the method for giving notices permitted by statute, a notice by the Club or a Member in connection with this Constitution may be given by:

- a. delivering it to the street address of the addressee and shall be taken to have been received at the time of delivery;
- b. sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee and shall be taken to have been received on the next business day (or 5th business day if sent outside Australia) after posting;
- c. sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee and shall be taken to have been received when the transmission is complete; or
- d. sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

19.3 Addresses for Giving Notices to Members and to the Club

For the purposes of clause **18.2** above (**Method and Time of Giving Notices**):

- a. the address, facsimile, email or other contact details of a Member are the last details formally notified by the Member to the Club with a request that they be recorded in the Register or the other records of the Club.
- b. the street and postal address of the Club is the registered office of the Club, and the facsimile, e-mail or other contact details are as the Club may specify from time to time by written notice to the Members as the contact details for the Club.

19.4 Proof of Giving Notices

The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:

- a. a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or
- b. a printout of an acknowledgement of receipt of the e-mail.

19.5 Persons Entitled to Notice of Meeting

Notice of every General meeting must be given by a method authorised by this Constitution to every Member, Committee Member and the Auditor for the time being of the Club, if any. No other person is entitled to receive notices of General meetings.