

# **VICTORIAN CANINE ASSOCIATION INC.**

REG. NO. A0023882W

## **RULES**

(Effective 15 June 2024)

---

## **PART I – PRELIMINARY**

- 2.3 Rules Constitute Terms of a Contract
- 2.4 No Proprietary Interest in Property of the VCA

## **PART II – MEMBERSHIP**

- 2.5 Application for Membership
- 2.6 Categories of Membership
- 2.9 Life Membership
- 2.10 Cessation of Membership
- 2.11 Membership Suspension
- 2.12 Privileges of Membership
- 2.13 Syndicated Dogs
- 2.14 Register of Members
- 2.15 Membership Subscriptions
- 2.16 Members Liability Limited
- 2.17 to 2.22 Disciplining of Members (As amended 26/05/22)
- 2.23 Disputes and Mediation (Inserted 23/05/12)

## **PART III - THE MANAGEMENT COMMITTEE**

- 2.25 Composition and Powers of the Management Committee (As amended 07/04/10)
- 2.26 Age Qualifications of Management Committee
- 2.28 Office Bearers of Management Committee
- 2.33. Ordinary Members of Management Committee (As amended 14/01/93)
- 2.36 Casual Vacancies
- 2.36.2 Office Bearer or Ordinary Member of Management Committee to Stand Down from Office.

## **PART IV - ELECTION OF MANAGEMENT COMMITTEE**

- 2.40 Terms of Office of Management Committee
- 2.41 Voting System (As amended 21/28/04/93, 26/11/96 & 26/05/22)
- 2.46 Voting on Ballot Papers (As amended 26/05/22)
- 2.51 Eligibility of Candidates to Nominate for Election, and for Ordinary Members of the Management Committee and Office Bearers to Continue to Hold Office (As amended 15/06/24, 26/05/22, 23/06/21)
- 2.63 Eligibility of Members to Vote at Elections (As amended 05/11/92, 20/04/94 & 01/06/98)
- 2.69 Closing of Ballot
- 2.70 Returning Officer
- 2.76 Removal of Member of Management Committee

## **PART V - ADMINISTRATION**

- 2.78 Meetings and Quorum and Adjournments
- 2.79 Voting and Decisions of Management Committee (As amended 14/01/93)
- 2.80 Mortgages etc., over Real and Personal Property of VCA (The whole of 2.80.1 as amended 01/06/98)
- 2.81 Regulations (As amended 14/01/93)
- 2.84 Appointment of Sub-Committees/Committees
- 2.87 Delegation by Management Committee to other Committees
- 2.88 Meetings of Committees other than the Management Committee
- 2.89 Chief Executive
- 2.90 Deputy Manager (As amended 01/06/98)
- 2.91 Secretary
- 2.92 Deleted 07/04/10
- 2.93 Deleted 07/04/10
- 2.94 Auditor

---

## **PART VI - ANNUAL GENERAL MEETINGS**

- 2.96 Annual General Meetings - Holding Of
- 2.97 Annual General Meetings - Calling of and Business At (As amended 15/10/20)
- 2.98 Notice of Meeting
- 2.99 Procedure, Quorum and Adjournments
- 2.100 Presiding Member (As amended 14/01/93)
- 2.101 Adjournment When Quorum Present
- 2.102 Making of Decisions (As amended 21/28/04/93)
- 2.103 Special Resolution
- 2.104 Voting
- 2.105 Proxies (As amended 14/01/93)
- 2.105.2 Minutes of Meetings (As adopted 14/01/93)

## **PART VII - SPECIAL GENERAL MEETINGS**

- 2.106 Special General Meetings - Calling of
- 2.107 Notice
- 2.108 Procedure, Quorum and Adjournments
- 2.109 Presiding Member
- 2.110 Adjournment when Quorum Present
- 2.111 Making of Decisions (As amended 21/28/04/93)
- 2.112 Special Resolution
- 2.113 Voting
- 2.114 Proxies (As amended 14/01/93)
- 2.114.2 Minutes of Meetings (As adopted 14/01/93)

## **PART VIII - MISCELLANEOUS**

- 2.115 Insurance
- 2.116 Funds - Source
- 2.117 Funds - Management, Signing of Cheques etc.
- 2.118 Reimbursement of Expenses
- 2.119 Property
- 2.120 Gazette
- 2.121 Alteration of Rules AND Statement of Purposes
- 2.122 Common Seal
- 2.123 Indemnity and Exclusion of Liability
- 2.125 Custody of Books
- 2.127 Service of Notices
- 2.128 Construction of Rules and Regulations
- 2.129 Transitional Provisions
- 2.130 Contractual Undertaking and Indemnity to the "Kennel Control Council"
- 2.131 Footer

# RULES OF THE VICTORIAN CANINE ASSOCIATION INC.

The name of the incorporated association is the Victorian Canine Association Inc. (Reg No: A0023882W) hereinafter the "VCA".  
(Amended 15.07.15)

## **PART I - PRELIMINARY**

2.1 2.1.1 In these Rules:

- 2.1.1.1 a reference to a function includes a reference to a power, authority and duty; and
- 2.1.1.2 a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
- 2.1.1.3 the provisions of the Interpretation of Legislation Act 1984 as amended from time to time apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument under that Act. (Amended 15.07.15)
- 2.1.1.4 a reference to the masculine gender shall include the feminine gender and vice versa.
- 2.1.1.5 a reference to the singular shall include the plural and vice versa where the context reasonably permits.
- 2.1.1.6 these Rules are subject to the provisions of the Incorporated Associations Reform Act 2012 as amended from time to time and any reference to the "Act" is a reference to the Incorporated Associations Reform Act 2012.
- 2.1.1.7 any term defined in Clause 1.3 of the Constitution has the same meaning in these Rules.

2.1.2 The objectives and statement of purposes of the VCA is:

- .1 To be the governing canine body for the State, to promote breed improvement of the purebred dog, to promote wide human interest in all VCA registered dogs and to secure proper appreciation and recognition of their place in human society.
- .2 To promote and raise the standards of breeding, rearing, keeping, and sale of pure bred dogs and the general welfare of all dogs.
- .3 To promote and encourage the regulation of breeding of pure bred dogs and the registration of such dogs and their progeny with the VCA.
- .4 To promote and encourage the recreation, sport, exhibition and training of VCA registered dogs and to provide facilities for those purposes.
- .5 To promote and encourage membership of the VCA and to promote the advantages and privileges of membership.
- .6 To provide for affiliation with the VCA of canine bodies and canine service organisations whose objectives are compatible with the objectives of the VCA.
- .7 To educate members, affiliated bodies and the general public on canine matters and to inform members and affiliated bodies on all other matters of concern or interest to them.
- .8 To obtain affiliation with or membership of international canine bodies and maintain membership with the Australian National Kennel Council for the purpose of achieving international and national uniformity in all canine matters so long as the objectives, decisions and rulings of the international canine bodies and Australian National Kennel Council are compatible with the objectives and domestic rules, regulations and operations of the VCA.
- .9 To liaise, cooperate and reciprocate with other recognised state, territorial and international canine controlling bodies in matters of common interest or concern and of mutual benefit.
- .10 To promote and assist and to make contributions to canine veterinary research, the preservation of canine records and artefacts of historical significance and to other worthy causes.

- .11 To assume and take over as from the date of adoption of this Constitution and the Rules of the VCA the real and personal property and liabilities of the former unincorporated body known as the "Kennel Control Council" and to continue all its obligations and operations.
  - .12 To obtain recognition of the VCA and its affiliates as expert authorities on canine matters, and in particular, the sport and recreation of exhibiting VCA registered dogs.
  - .13 To make representations to and to negotiate with all Government authorities on matters relating to dogs.
  - .14 To make Rules and Regulations for the administration and general management of the operations and affairs of the VCA and for the conduct of canine exhibitions by its affiliated bodies and for other ancillary matters.
  - .15 To publish an official Gazette each calendar month as a means of communication between the VCA and its members and affiliated bodies.
  - .16 To promote the objectives of all affiliated clubs and associate affiliated canine service organisations.
  - .17 (As adopted 16.04.96) To promote and develop the identity and activities of the VCA.
- 2.2 No heading to a Rule or series of Sub-Rules, nor any marginal notes or footnotes in these Rules, shall be taken to be or form part of the Rules.
- 2.3 Rules Constitute Terms of a Contract
- 2.3.1 (As amended 15.07.15) These Rules, and the Regulations thereto, the Codes of Ethics and the Codes of Practice, jointly and/or severally, shall constitute the terms of a contract between the VCA and its members for the time being and, as between the VCA and its Affiliated Bodies for the time being, these Rules shall likewise constitute the terms of a contract in so far as the Rules and the Regulations thereto may relate to such bodies.
- 2.4 No Proprietary Interest in Property of the VCA
- Membership of the VCA shall not be deemed to confer upon any member any right, title or interest, whether legal or equitable, in any real or personal property of the VCA.

## **PART II - MEMBERSHIP**

### **2.5 Application for Membership**

(As amended 1.6.98) Application for membership shall be made in writing on the prescribed form, and shall be accompanied by the initial subscription fee.

Membership of the VCA is subject to the application being submitted to and approved by the Management Committee.

Such approval may be delegated to the VCA Chief Executive.

### **2.6 Categories of Membership**

(As amended 07/04/10) The membership of the VCA shall consist of:

2.6.1 Ordinary membership, being a natural person of at least 18 years of age.

2.6.2 Dual membership, being two natural persons who each qualify as an ordinary member, and who are resident at the same address.

2.6.3 Life membership as provided for in Rule 2.9.

2.6.4 Junior membership as provided for in Regulations.

2.6.5 Companion membership as provided for in Regulations.

2.6.6 Transitional Provisions. Members who held non voting syndicate or kennel membership prior to the April 2004 AGM may, at their option, continue that membership.

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

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

### **2.9 Life Membership**

(As amended 20.4.94) The Management Committee may by resolution award life membership status to a member in consideration of outstanding or special service rendered by that member to the VCA and such member shall continue to enjoy all privileges and benefits of ordinary membership of the VCA but shall not be liable to pay an annual membership subscription.

### **2.10 Cessation of Membership**

Membership of the VCA shall cease ipso facto:

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

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

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

2.10.4 (As amended 1.6.98) If the member's annual subscription for the forthcoming year has not been paid within one calendar month of termination, in accordance with Rule 2.15

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

2.10.6 A Syndicate Membership shall cease to be a member of the VCA if it's representative or any of it's constituent members becomes subject to the provisions of Rule 2.10 .1-.5.

- 2.10.7 An incorporated company shall cease to be a member of the VCA if its representative becomes subject to the provisions of Rule 2.10 .1-.5 or if a Receiver or a Receiver and Manager is appointed over the property and business affairs of the company or a Liquidator is appointed to wind up the company save and except that the membership of the company may be continued at the discretion of the Management Committee upon receipt of a written application in that behalf from one or other of such Administrators of the company pending a disposal by sale and transfer by an administrator to another person of any prefix or dogs registered in the name of the company.

#### 2.11 Membership Suspension

(As amended 31.01.01& 09.04.08) A member's membership shall be suspended in the event that:

- 2.11.1 there is owing by the member to the VCA or any of its Affiliates any monies for goods or services provided by the VCA or any of its Affiliates to or at the request of the member and such monies have been outstanding for more than sixty days provided that subject otherwise to the Rules, the suspension of membership shall cease upon payment by or on behalf of the member to the VCA or any of its Affiliates of the outstanding monies; or
- 2.11.2 the member fails or neglects without good cause shown to reply in writing within 14 days from the date of a second written demand by the Management Committee requesting the member to reply to correspondence previously sent to the member by the Management Committee provided such suspension of membership shall cease upon receipt of a written reply to such demand and to such correspondence.

#### 2.12 Privileges of Membership

(As amended 07.04/10) Subject to the restrictions and limitations prescribed and obligations imposed by or pursuant to the Rules and Regulations, the Codes of Ethics and the Codes of Practice, the privileges of membership shall be:

- 2.12.1 the right to vote at the Annual General Meeting and any Special General Meeting of the VCA;
- 2.12.2 the right of access to the VCA's library;
- 2.12.3 the right to enter the Trainee Judges Training and examination program in accordance with the Regulations;
- 2.12.4 the right to be included on the list of Judges subject to the Regulations;
- 2.12.5 the right to register a prefix and to register in the pure breeds register such dogs bred or purchased by them as are eligible for such registration;
- 2.12.6 the right to exhibit or handle a dog at approved Exhibitions;
- 2.12.7 the right to nominate for or propose or second a candidate for election to the Management Committee or to any other committee of the VCA and to vote in any ballots conducted for elections to such committee;
- 2.12.8 the right to offer themselves for appointment to other committees of the VCA; and
- 2.12.9 the right to compete for any prize available for competition by members of the VCA.
- 2.12.10 Provided that an ordinary or dual member who resides outside the State of Victoria shall not be entitled to the privileges granted by Sub-Rules .1, .7 and .8 of this Rule, and provided that a companion member shall not be entitled to the privileges granted by Sub-Rules .1, .3, .4, .5, .7 and .8 of this Rule.
- 2.12.11 the right to inspect and take copies for a reasonable fee of financial records, all books, documents and securities of the VCA other than financial records for the current financial year and any other financial records as authorised by the management Committee provided that the Management Committee may refuse to permit a member to inspect records of the VCA that relate to confidential personal employment, commercial or legal matters where to do so may be prejudicial to the interests of the VCA. (Insert 15.8.16)
- 2.12.12 the right to inspect at a reasonable time the Rules of the VCA and the ratified minutes of general meetings of the VCA and be provided with a copy of these after making a written request within 14 days. (Insert 15.8.16)

#### 2.13 Syndicated Dogs (As amended 07.04.10)

- 2.13.1 A dog or dogs on the main register may be co owned by a syndicate of members, provided that at least one member of the syndicate is a resident of the State of Victoria.
- 2.13.2 The syndicate must furnish in writing to the Chief Executive particulars of its constituent membership and contractual arrangements and any change therein that may occur from time to time.
- 2.13.3 The syndicate must nominate one syndicate member as the representative of the syndicate, and advise the Chief Executive in writing of such nominee. The syndicate nominee shall receive all notices from the VCA in relation to the syndicate or any dogs owned by the syndicate.
- 2.13.4 All transactions involving the syndicated dog or dogs must be signed by each member of the syndicate.

2.13.5 In all matters involving the syndicate, the Rules, Regulations, Codes of Ethics, Codes of Practice and decisions of the Management Committee shall prevail.

#### 2.14 Register of Members

2.14.1 (As amended 15/07/15) Separate registers of all categories of membership shall be kept by the Chief Executive and shall contain the name and address, membership number and prefix (if any), of each member. The register of members shall be kept at the office of the VCA and shall be made available by the Chief Executive for inspection upon request by a member at a reasonable time in accordance with provisions of the Associations Incorporation Reform Act 2012.

2.14.12 (Approved 15/07/15) A member permitted to inspect the Register of Members must not use information about another member obtained from the Register of Members to contact or send materials to that other member and must not disclose information about another member obtained from the Register of Members knowing that the information is likely to be used to contact or send materials to that member.

#### 2.15 Membership Subscriptions

(As amended 15/07/23, 01/06/98) A member of the VCA shall, upon admission to membership, pay to the VCA an initial pro-rata membership subscription for the period which shall terminate at midnight on 31 March of the year of admission. Thereafter, on renewal of membership, a member shall pay to the VCA a membership renewal subscription at the rates determined from time to time by the Management Committee. Membership shall cease if not renewed within one calendar month of lapsing. In renewing membership each year, a member shall complete and sign the prescribed renewal of membership form.

##### 2.15.1 Transitional Provisions (Approved 15/07/23)

Members who hold a financial membership that expires between June 2023 and February 2024 will pay a pro-rata membership subscription to align the member's renewal date to the common annual renewal date of 31 March.

Members who have paid their annual renewal in April and May 2023 will be levied in March 2024 a pro-rata membership subscription to align the member's renewal date to the common annual renewal date of 31 March 2025.

#### 2.16 Members Liability Limited

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

#### 2.17 Disciplining of Members

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

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

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

2.20 (As amended 21/28/04/93) (The paragraph ending "; and" was amended 01/06/98 and again following the SGM on 05/08/98) (Amended 12/08/99 & 07/04/10, 26/05/22)

Where the Chief Executive receives a written complaint accompanied by the prescribed fee alleging misconduct, a breach of the Rules, Regulations, Codes of Ethics or Codes of Practice of the VCA, or a dispute between members, members and the VCA, or non-members and members, the Management Committee will have such matters considered by either an Investigations Committee appointed pursuant to the Rules which may carry out an investigation of the matter including interviewing and/or corresponding with the complainants and other potential witnesses and the accused, or a Mediation Panel or Mediators appointed pursuant to the Rules, who shall conduct Mediation in an attempt to resolve disputes between member and member, member and VCA, and non-member and member. Upon receipt of the complaint, it shall be first considered by the Chairpersons of the Investigations Committee and the Mediation Panel who shall determine whether the complaint is a matter for Investigations or Mediation or not a matter to be dealt with by the VCA.



- 2.20.1 If, as a result of an investigation, the Investigation Committee believes that, prima facie, an accused has a case to answer for misconduct or a breach of the Rules, Regulations or one or other of the respective Codes and the matter is sufficiently serious to justify disciplinary proceedings the Investigations Committee shall, in writing, charge the person with such offence and furnish to that person full particulars of the charge and of the alleged incident giving rise to the charge, a copy of the Rule/s and/or Regulation/s under which the charge is brought and details of the date, time and place of the hearing of the charge allowing sufficient time to the person charged to prepare their defence and consult witnesses; and
- 2.20.2 Direct the person charged to appear before a Disciplinary Committee appointed pursuant to the Rules to be heard in answer to the charge and advise the person charged that they may bring to the hearing any witnesses or material in support of their evidence; and
- 2.20.3 All subsequent disciplinary proceedings shall be conducted pursuant to the Regulations which shall provide for:
- 2.20.3.1 the procedures to be observed by a Disciplinary Committee during the hearing of a charge or charges against a member; and
- 2.20.3.2 (As amended 08/04/97) any penalties which may be imposed by a Disciplinary Committee on a member found guilty of a charge or charges other than fines which are provided for under the provisions of the *Associations Incorporation Regulations 1981* as amended from time to time;
- 2.20.3.3 any consequential matters resulting from the disqualification, suspension or expulsion of a member; and
- 2.20.3.4 appeals by members to an Appeals Committee appointed pursuant to the Rules against the findings and/or penalties imposed on such members by a Disciplinary Committee.
- 2.20.4 An Investigation Committee shall keep confidential the names of members who are subject to investigation, the names of witnesses and the circumstances of the investigation.
- 2.20.5 A member of an Investigations Committee shall not be a member of, or otherwise participate in the deliberations or findings of, a Disciplinary Committee.
- 2.20.6 (Amended 15/07/15) A member of an Investigations Committee or Disciplinary Committee or Management Committee, or a person who presented evidence, or who gave evidence, against or for a person charged shall not be a member of, or vote on the decision of an Appeals Committee, provided that the chair of the Disciplinary Committee that heard the matter or his or her nominee shall be advised of the hearing of the appeal and invited to attend that hearing to respond to any requests for information made by the Appeals Committee.
- 2.20.7 All members of the Disciplinary Committee, Investigations Committee and the Appeals Committee shall not participate in a debate or vote on:
- 2.20.7.1 any matter directly concerning an Affiliate of which the member is an office bearer or an ordinary committee member; or
- 2.20.7.2 any contract in which the member or their immediate family, business partner or business associates or employer has a financial interest or in which the member has a direct personal interest or involvement other than as a member of Management Committee or other committee of the VCA; or
- 2.20.7.3 any matter concerning a breach, or alleged breach of the Rules and/or Regulations, Codes of Ethics, Codes of Conduct or Codes of Practice of the VCA or concerning misconduct, or alleged misconduct, under such Rules and/or Regulations and/or the respective Codes, committed or allegedly committed by the Committee member or by any other person who, being a member of the VCA, is a member of the family of, or a close associate of, the Committee member
- 2.20.8 (Amended 15/07/15) At all hearings of disciplinary charges and appeals, a member may appoint any person to act on the member's behalf.
- 2.20.9 (Amended 15/07/15) With the exception of the automatic suspension of membership of a member as provided for in Rule 2.11 no member of the VCA shall be fined, disqualified, suspended or expelled from membership of the VCA or otherwise penalised without first being charged of misconduct or of a breach of the Rules, Regulations, Codes of Ethics or Codes of Practice and being provided an opportunity to be heard in answer to the charge in accordance with the principles of natural justice, provided that where the member charged has been notified by registered mail of the time, date and place of hearing on two occasions and has failed to attend the hearing without reasonable excuse, at the discretion of the convenor of the Disciplinary Committee the hearing may proceed in the absence of that member.
- 2.20.10 -2.20.15 (Deleted 23/05/12)

- 2.20.16 (Inserted 15/07/15) The Disciplinary Committee, having determined charges brought against a member to be proven, may elect not to impose a penalty or may otherwise penalise the member by way of a fine in accordance with the Part 7 Regulation 19 of the 2012 Reform Regulations as amended from time to time, and/or reprimand, disqualify, suspend or expel the member from the VCA.
- 2.21 (Approved 13/04/99) A disqualified or suspended member of the VCA who is also an Office Bearer of an affiliated canine body shall cease to be an Office Bearer of such body during the term of disqualification or suspension.
- 2.22 2.22.1 Any person who is subject to any unpaid fine, disqualification, suspension or other penalty imposed by any other canine controlling body shall not be eligible to enter in, exhibit or judge at any Exhibition held in the State under the Rules and Regulations of the VCA provided that if such person is a member of the VCA and a resident of the State this Rule shall not apply until the Management Committee has investigated the matter as provided for in the Rules.
- 2.22.2 Following such investigation the Investigations Committee may charge and cause such member to be dealt with under the disciplinary Rules and Regulations.
- 2.23 Disputes and Mediation (Inserted 23/05/12)
- The grievance procedure set out in this rule applies to disputes under these Rules between a member and another member; or a member and the VCA.
- 2.23.1 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.
- 2.23.2 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 where possible, hold a meeting in the presence of a mediator.
- 2.23.3 The mediator must be a person chosen by agreement between the parties; or in the absence of agreement;
- \* in the case of a dispute between a member and another member, a person appointed by the Management Committee of the VCA; or
  - \* in the case of a dispute between a member and the VCA, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 2.23.4 A member of the VCA can be a mediator.
- 2.23.5 The mediator cannot be a person who is a party to the dispute.
- 2.23.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 2.23.7 The mediator, in conducting the mediation, must
- \* give the parties to the mediation process every opportunity to be heard: and
  - \* allow due consideration by all parties of any written statement submitted by any party; and
  - \* ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 2.23.8 The mediator shall facilitate the process but must not determine the dispute.
- 2.23.9 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.
- 2.24 (As amended 16/04/96) No member of the VCA shall have any claim or right of action whatsoever against:
- 2.24.1.1 The VCA; or
- 2.24.1.2 The Management Committee of the VCA or any members of that Committee; or
- 2.24.1.3 Any other committees of the VCA or any members of such committees; or
- 2.24.1.4 Any employee, agent or member of the VCA;
- in respect of any act, matter or thing done or omitted to be done in good faith and purporting to be done in accordance with the Rules and Regulations during any investigation or disciplinary proceedings pursuant to Rule 2.20 and the Regulations pertaining thereto.
- 2.24.2 (As adopted 16/04/96 and as amended 01/06/98) No member shall have any right of action against VCA under statute, contract or tort in respect of any financial loss which the member may suffer as a result of the actions of the Chief Executive and Field Officer taking action in respect to a dog or dogs registration status or a member's membership or prefix.

### **PART III - THE MANAGEMENT COMMITTEE**

#### **2.25 Composition and Powers of the Management Committee**

2.25.1 (Amended 15/07/15) There shall be a Management Committee comprised of 14 elected persons consisting of a President and a Vice President and 12 ordinary Committee members.

2.25.2 (Adopted 15/07/15) Powers of the Management Committee  
The Management Committee shall have the following powers:

- .1 To make Regulations, Codes of Ethics and Codes of Practice and to amend or repeal same and to formulate policies and procedures in respect of any relevant matter and to do all other acts, matters and things as may be necessary, expedient or desirable to promote and put into effect all or any of the Objectives/Statement of Purposes of the VCA or other matters incidental thereto.
- .2 To publish in the Gazette and on the VCA website monthly or periodically, all matters and items of interest or concern to members and affiliated bodies. (Amended 15/08/16)
- .3 To grant affiliation or associate affiliation to bona fide canine bodies and canine service organisations, respectively, and to make Regulations for that purpose.
- .4 To compile, maintain and keep current, registers of financial members, life members and affiliated bodies.
- .5 To compile, maintain and keep current, a register of purebred registered dogs whelped in the State and purebred dogs imported into and exported from the State which are registered on a canine register kept by a controlling body recognised as such by the VCA and such other registers as may be required from time to time.
- .6 To compile, maintain and keep current, a record of transfer of ownership of purebred dogs and registered leases of purebred dogs in respect of dogs transferred or leased between financial members and between such members and members of other interstate and territory controlling bodies.
- .7 To grant permission to affiliated bodies to hold and conduct exhibitions of purebred registered dogs in the respective disciplines of exhibition and under the relevant Regulations.
- .8 To make and to publish Regulations for the holding and conduct of Exhibitions, and for the awarding and issuing of ANKC certificates and titles to dogs winning or qualifying for same in competition at Exhibitions.
- .9 To publish the Rules and Regulations and policies of the ANKC for the holding and conduct of Exhibitions.
- .10 To grant permission to approved charitable and fund raising organisations and non-affiliated bodies to hold and conduct sanctioned Shows under the relevant Regulations.
- .11 To promote and support approved canine festivals, displays, and kindred functions and entertainments and any other approved canine activities.
- .12 To make Regulations for the issuing of ANKC Export Pedigree Certificates for dogs exported from the State to overseas countries.
- .13 To give, or to make contributions towards, prize money, medals, trophies or other prizes to be competed for at Exhibitions.
- .14 To collect, verify and publish information relating to dogs including genetics, breeding programs, rearing of litters, dietary and veterinary articles, training and handling, and all other educational material for the benefit of members.
- .15 To provide the infrastructure to assist in the self education of Judges, Trainee Judges, Aspiring Judges, Stewards, Show Managers, Club Secretaries and Treasurers and to formulate and publish Regulations in respect of qualifications and examination requirements for Trainee Judges and Aspiring Judges in each discipline.
- .16 To publish each year a list of Judges and approved Trainee Judges.
- .17 To conduct seminars, conventions and conferences of members on selected topics.

- .18 To formulate, publish and amend or repeal Codes of Ethics and Codes of Practices.
- .19 To make Regulations and formulate procedures for dealing with complaints, the investigation of such complaints, the laying of any charges and for the hearing of such charges and for any resulting disciplinary measures to be taken and for the hearing of appeals from members against any disciplinary sanctions or penalties imposed on them or their dogs.
- .20 To adjudicate on protests or objections lodged by exhibitors at exhibitions or on appeals against decisions made at exhibitions.
- .21 To afford means for, and encourage, the amicable settlement of disputes and to prevent illegal and dishonest practices.
- .22 To encourage affiliates to resolve domestic disputes within their own organisations.
- .23 To determine from time to time membership subscriptions and all other fees necessary to carry out the Objectives/Statement of Purposes of the VCA or any of them.
- .24 To appoint or elect Committees and Sub-Committees and delegates subject to the Rules.
- .25 To award life memberships of the VCA subject to the Rules.
- .26 To hire or employ personnel on a permanent, casual, part time, contract or agency basis and to pay to them and to other persons salaries, wages, fees, gratuities and expenses for services actually rendered by them to the VCA.
- .27 To engage or retain professional consultants on a fee or a commission basis.
- .28 (As amended 15/04/92)  
To purchase, lease, hire or dispose of land and buildings, machinery, plant and equipment, motor vehicles, fixtures and fittings, office furniture and equipment and any other necessary chattels and to construct or erect on freehold land purchased or on leasehold land such buildings, and all other facilities and amenities which the Management Committee considers necessary for carrying out the Objectives/Statement of Purposes of the VCA or any of them, subject to the Rules.
- .29 To borrow or raise money as the Management Committee determines for the carrying out of the Objectives/Statement of Purposes of the VCA or any of them subject to the Rules.
- .30 To invest the funds of the VCA not immediately required for its business operations or other commitments on interest bearing deposits, loans or in securities as prescribed in Section 4 of the Trustee Act 1958.
- .31 To make and publish Regulations (subject to the Rules) for holding annual elections of Office Bearers and ordinary members to the Management Committee and for filling any casual vacancies on the Committee.
- .32 (Deleted 27/02/92) (As adopted 14/01/93)  
To compile maintain and keep a separate register of Associate Dogs who are eligible to compete in Obedience Trials, Tracking Trials, Agility Tests or any other training activities approved and conducted by the VCA or any of its affiliated bodies.
- .33 To make application for the granting of a licence pursuant to the Liquor Control Act 1987 or for any other licence as may from time to time be considered of benefit to the VCA or its members.
- .34 (Amended 07/04/10) To hold Annual General Meetings of members each year and Special General Meetings of members when considered necessary by the Management Committee or when requisitioned by members in accordance with the Rules.
- .35 (As amended 05/11/92, 20/04/94, 26/11/96 and 15/08/16)  
To publish in the Gazette in the month preceding the Annual General Meeting of that year:
  - .1 a detailed audited Income and Expenditure Account of the VCA for the year ended 31st December in the preceding year (including a detailed schedule in the Notes to the Accounts of the various individual categories of expenditure which, either singly or aggregated, exceed \$500 and which are incorporated in the total for Sundry Expenses) and a detailed audited

balance sheet as at that date and annual reports of the President and the Chairpersons of other Committees;

- .2 an Income and Expenditure Budget and Cash Flow Budget for the current year ending 31st December, such Budgets to include all proposed new capital works expenditure, proposed expenditure on new projects undertaken or to be undertaken during the current year and the funding of same; and
- .3 an Expenditure Budget and Cash Flow Budget for the period 1st January to 31st March in the year following the current financial year, showing all proposed new capital works expenditure, proposed expenditure on new projects undertaken during the period and funding of same.
- .36 To make Regulations for the VCA to receive in trust the books, records, funds and property of unincorporated affiliated bodies which have been wound up, become defunct or been disaffiliated.
- .37 (As amended 01/06/98)  
To do all such other things as the Management Committee in its discretion considers as incidental or conducive to the attainment of the principal Objectives of the VCA or the fulfilment of its powers or any of them but subject always to strict compliance with the Rules and Regulations and with each of the Codes of the VCA and not otherwise.
- .38 (As adopted 16/04/96)  
To invest in a Company and or a Trust which has a specific purpose of owning and operating computer hardware and software which provides computer services to individuals and organisations including member bodies of the Australian National Kennel Council.
- .39 To make recommendation to the members for appointment of a Patron.

2.26 Age Qualifications of Management Committee (amended 11/04/07)

The office bearers and ordinary members of the Management Committee shall be elected from amongst the ordinary, dual and life members of the VCA, such members to be not less than 18 years of age when nominations for elections close.

2.27 (Deleted 20/04/94)

2.28 Office Bearers of Management Committee

The Office Bearers of the VCA shall be:

2.28.1 a President; and

2.28.2 a Vice President

2.29 (As amended 20/04/94) The office of President of the VCA shall be filled by a member nominating for and being elected to that office by ballot of the membership of the VCA and:

2.29.1 the term of office of President shall be for a period of 4 years commencing on the day following the date of the Annual General Meeting held in April 1992 and thereafter every fourth year from that date.

2.29.2 in the event of a casual vacancy occurring in the office of President such vacancy shall be filled by the Vice President who shall, ipso facto, be Acting President of the VCA and shall hold office as such until the next annual election when the vacancy shall be filled by a candidate nominating for and being elected by the membership to the office of President for the then unexpired term of office of their predecessor.

2.30 (Deleted 20/04/94)

2.31 (As amended 20/04/94) The office of Vice President of the VCA shall be filled by a member nominating for and being elected to that office by ballot of the membership of the VCA and:

2.31.1 the term of office of Vice President shall be for an initial period commencing in November 1991 until the day following the date of the Annual General Meeting in April 1994 and every fourth year thereafter from that date.

2.31.2 in the event of a casual vacancy occurring in the office of Vice President such vacancy shall be filled by an ordinary member of the Management Committee elected by that Committee from amongst their number and such member shall hold office as Acting Vice President until the next annual election when the vacancy

shall be filled by a candidate nominating for and being elected by the membership to the office of Vice President for the then unexpired term of office of their predecessor.

2.32 (Deleted 20/04/94)

2.33. Ordinary Members of Management Committee (As amended 14/01/93)

2.33.1 Subject to Rule 2.40.6.1 the term of office of an ordinary member of the Management Committee shall be four years from the day following the date of the Annual General Meeting when they took office.

2.33.2 In the event of one or more casual vacancies occurring in the offices of the ordinary members of the Management Committee during the period between annual elections such vacancies, subject to Sub-Rule .3 of this Rule, shall continue until the next annual election when such vacancies, together with the four scheduled vacancies, three as from April 1998, occurring in the offices of the ordinary members of the Management Committee each year, shall be filled from amongst the candidates nominating for all such vacancies who shall be elected on the principle that:

2.33.2.1 the candidates polling the four highest number of votes in the election ballot shall fill the four scheduled annual vacancies for a term of four years. As from 1998 the candidates polling the three highest number of votes in the election ballot shall fill the three scheduled vacancies for a term of four years; and

2.33.2.2 the remaining candidates who polled the next highest number of votes in descending order in the same election ballot, (limited to the number of casual vacancies) shall fill such vacancies commensurate with the descending order of the then unexpired terms of office for each casual vacancy commencing with the longest available of such unexpired terms of office.

2.33.3 (As amended 01/06/98) In the event of four or more casual vacancies occurring in the offices of the office bearers and ordinary members of the Management Committee, from time to time, a Special Election to fill such vacancies shall be held as soon as practicable but otherwise in accordance with the Rules provided that a Special Election shall not be held where, pursuant to the Rules, the result would not be obtained prior to the close of nominations for the next scheduled annual election.

2.34 (Deleted 20/04/94)

2.35 (As amended 14/01/93) Subject to Rule 2.33.3, in the event that any vacancies for any office other than the offices of President and Vice President are not filled at any annual elections such vacancies shall be deemed to be casual vacancies.

2.36 Casual Vacancies

- 2.36.1 For the purpose of these Rules a casual vacancy in the office of an office bearer or an ordinary member of the Management Committee occurs if the office bearer or ordinary member:
- 2.36.1.1 dies;
  - 2.36.1.2 ceases to be a member of the VCA;
  - 2.36.1.3 becomes an insolvent under administration;
  - 2.36.1.4 (As amended 01/06/98) resigns office by notice in writing addressed to the Chief Executive, such resignation is effective from the date it is received by the Chief Executive;
  - 2.36.1.5 is removed from office under Rule 2.76;
  - 2.36.1.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - 2.36.1.7 is absent without the consent of the Management Committee from three successive scheduled meetings of the Committee;
  - 2.36.1.8 takes up permanent residence outside the State;
  - 2.36.1.9 (Adopted 26/05/22) becomes a disqualified person within the meaning of Rule 2.52.3.
- 2.36.2 (Deleted 26/05/22)

#### **PART IV - ELECTION OF MANAGEMENT COMMITTEE**

- 2.37 (Deleted 20/04/94)
- 2.38 (As amended 14/01/93 & 20/04/94 & 08/04/09) Annual elections shall be held in the month of March, except as provided for in Rule 2.33.3 with successful candidates taking office on the day following the date on which the A.G.M. of members of the VCA is held.
- 2.39 (Deleted 20/04/94)
- 2.40 Terms of Office of Management Committee (As amended 15/08/16)
- The Management Committee of the VCA shall comprise:
- 2.40.1 The Management Committee shall comprise a President, a Vice President and 12 ordinary members of the Committee each of whom shall be elected for the terms of office commencing on the dates indicated as follows:
- 2.40.2 The President, for a term of 4 years commencing on the day following the date of the Annual General Meeting of members of the VCA held in April 1992 and every fourth year thereafter for the same term of office. Such term will expire on the day following the Annual General Meeting of that year.
- 2.40.3 The Vice President, for an initial term commencing in November 1991 until the day following the date of the Annual General Meeting of members of the VCA held in April 1994 and every fourth year thereafter for a term of 4 years. Such term will expire on the day following the Annual General Meeting of that year.
- 2.40.4 Three ordinary members of the Management Committee each year from April 1998. Such terms will expire on the day following the Annual General Meeting of that year
- 2.41 Voting System (As amended 21/28/04/93, 26/11/96, 08/04/09, 15/08/17, 26/05/22)
- Voting on ballot papers will be by preferential voting. The counting system for President and Vice President elections will mirror in the Local Government Act 2020 (Vic.) applying to single-councillor vacancies and the counting system for members of Management Committee elections will mirror the Local Government Act 2020 (Vic.) applying to multi-councillor vacancies.
- The Ballot papers will incorporate the ballot for President or Vice President as appropriate, and the ballot for members of Management Committee Elections. Only ballot papers completed and forwarded as provided for in the Regulations shall be accepted as Valid by the Returning Officer.
- 2.42 Where the number of candidates for an office on the Management Committee exceed the number of vacancies in that office a ballot of the candidates for that office shall be held.
- 2.43 (As amended 14/01/93) Where the number of candidates for an office on the Management Committee is not more than the number of vacancies in that office a ballot for that office will not be necessary and the candidates nominating for that office shall be deemed to be elected on the principle that the candidates, in descending order of the length of their unbroken period of membership of the VCA and its predecessor body known as the Kennel Control Council, shall fill the positions vacant, in descending order of their length of term of office.
- 2.44 (As amended 14/01/93) Where the number of candidates for an office on the Management Committee is less than the number of vacancies in that office, the remaining vacancies shall be deemed to be casual vacancies.
- 2.45 At annual elections of the Management Committee the vacant offices shall, as and when required, be filled in the following order:
- 2.45.1 President; then
- 2.45.2 Vice President; then
- 2.45.3 ordinary members of the Committee.
- 2.46 Voting on Ballot Papers (As amended 15/08/17 & 26/05/22)
- Voters shall be required to complete their ballot paper by numbering consecutive preferences in the order of their choice. A valid ballot paper must show preferences beginning with '1' and up to the number of candidates in the election.
- The Returning Officer shall provide appropriate instructions on the ballot paper.
- 2.47 In the event of equality in the number of votes for the election of the President, Vice President or for the last available position for an ordinary member of the Management Committee the candidate, in each instance, with the longest unbroken period of membership with the VCA including membership of its predecessor body known as the "Kennel Control Council", shall, ipso facto, be elected to the office concerned.



- 2.48 (As amended 21/28/04/93) A candidate may nominate for more than one office in an election and upon being elected to one of those offices, their nomination for any other office shall thereby lapse and the remaining votes on a ballot paper shall be counted under the voting system as provided at Rule 2.41.
- 2.49 (Deleted 20.4.94)
- 2.50 (As amended 21/28/4/93, 20/04/94 & 26/05/22)
- 2.50.1 (As amended 26/05/22) During their term of office, an ordinary member of the Management Committee may, provided the ordinary member is eligible to nominate for election under Rule 2.52, nominate for other positions at a forthcoming Annual Election, but can only hold one elected position. Such nomination does not require an incumbent to resign from their present position, and, if unsuccessful in the election, the member continues to serve the balance of their term of office.
- If elected to another position, the member shall be deemed to automatically resign their previous position. The resultant vacancy will be filled at the same annual election from the candidates remaining from the ballot for ordinary members of the Management Committee according to the provision of Rule 2.33.2.2 for the filling of casual vacancies.
- 2.50.2 (As adopted 20/04/94) (As amended 26/05/22) During the term of office of the Vice President, the incumbent may, provided the Vice President is eligible to nominate for election under Rule 2.52, nominate for the office of President when it falls vacant and is scheduled for election. Such nomination shall not require the Vice President to first resign and if unsuccessful, may continue to serve the remainder of such term of office.
- Should the Vice President be successful in contesting a vacancy for the office of President at any election other than one in which the office of Vice President would fall vacant in the normal progression a casual vacancy in the office of Vice President will be deemed to occur and shall be filled in accordance with Rule 2.31.2.
- 2.51 Eligibility of Candidates to Nominate for Election, and for Ordinary Members of the Management Committee and Office Bearers to Continue to Hold Office (amended 11/04/07 & 26/05/22)
- Nominations shall be made on the prescribed form and signed by the candidate, the proposer and seconder each of whom shall be an ordinary, dual or life member of the VCA.
- 2.52
- 2.52.1 Subject to Rule 2.52.2 only an ordinary, dual or life member as described in Rule 2.6.1 - 2.6.3 shall be eligible to nominate as a candidate or propose or second a candidate for election to the Management Committee provided that:
- 2.52.1.1 (As amended 26/05/22) the member was a financial member of the VCA for the whole of the previous financial year;
- 2.52.1.2 (As amended 26/05/22) the member's membership renewal subscriptions is paid not later than the date on which nominations close;
- 2.52.1.3 (As adopted 23/06/21) (As amended 26/05/22) the member is not a disqualified person within the meaning of Rule 2.52.3.
- 2.52.2 (As adopted 26/05/22) (As adopted 21/28/04/93) (As amended 20/04/94 & 26/05/22) If a nominated candidate:
- 2.52.2.1 becomes:
- 2.52.2.1.1 ineligible under Rule 2.10.5;
- 2.52.2.1.2 suspended under Rule 2.11; or
- 2.52.2.1.3 a disqualified person within the meaning of Rule 2.52.3,
- between the date of the candidate's nomination and the date on which the ballot closes, and in the case of ineligibility or suspension, such ineligibility or suspension has not lapsed by the latter date; or
- 2.52.2.2 (As adopted 26/05/22) experiences any of the following after the date of the candidate's nomination:
- 2.52.2.2.1 the candidate revokes their nomination;
- 2.52.2.2.2 the candidate was in office but ceases to hold that office under Rule 2.36.1; or
- 2.52.2.2.3 becomes a person who, if the person actually held office, would cease to hold that office under Rule 2.36.1
- 2.52.2.2.4 dies after the date on which nominations close:

- (a) if the ballot papers for the election have not yet been printed, the name of the candidate will be removed from the ballot paper, and all other candidates' names will remain in same ballot paper order
- (b) if ballot papers have been printed and mailed to voters, any votes cast on a ballot paper in favour of that candidate shall be void and of no effect but the remaining votes on that ballot paper shall be counted under the voting system as provided at Rule 2.41.

**2.52.3** (As adopted 23/06/21) (As amended 15/06/24, 15/07/22)

**Subject to the Equal Opportunity Act 2010 (Vic) and the Spent Convictions Act 2021 (Vic)** For the purposes of these Rules (including Rules 2.36.1.9, 2.52.1.3 and 2.52.2.1.3), a disqualified person is a member who has ~~been charged with, or has~~ a criminal record having been convicted ~~at any time~~ in a Court of Law of any offence under any law of any jurisdiction, involving:

2.52.3.1 fraud or dishonesty (including without limitation, theft); or

2.52.3.2 embezzlement; or

2.52.3.3 identity theft; or

~~2.52.3.4 such other offence as in the view of the Management Committee, determined at any time in its absolute discretion, indicates that a person committing that offence would not be a fit and proper person to serve or remain on the Management Committee,~~

or a member who;

~~2.52.3.5~~ 2.52.3.4 is an undischarged bankrupt;

~~2.52.3.6~~ 2.52.3.5 is subject to one or more personal insolvency agreements;

~~2.52.3.7~~ 2.52.3.6 is otherwise an insolvent under administration;

~~2.52.3.8~~ 2.52.3.7 is disqualified by a Court or Regulator, including but not limited to being disqualified from being a director of a corporation under the Corporations Act 2001 (Cth) (as amended from time to time); or

~~2.52.3.9~~ has commenced legal action against VCA as plaintiff or co-plaintiff (except a legal action in respect of any personal injury in respect of which the VCA is indemnified under its insurance policies); or

~~2.52.3.10~~ 2.52.3.8 fails to comply with Rule 2.52.3A.1 within the required time.

2.52.3A (As adopted 26/05/22) Information requests regarding disqualified persons

2.52.3A.1:

2.52.3A.1.1 nominated candidate; or

2.52.3A.1.2 ordinary member of the Management Committee or office bearer, must:

2.52.3A.3 promptly advise the Management Committee if the person becomes aware that the person has become a disqualified person; and

2.52.3A.4 within such reasonable time determined by the Management Committee, provide to the Management Committee all information reasonably requested by the Management Committee (including without limitation, any relevant police, bankruptcy, insolvency or ASIC directorship consent or check) to enable the Management Committee to assess whether or not the person is a disqualified person, and

2.52.3A.2 The Management Committee may give a request under Rule 2.52.3A.1 to any person from time to time but only one request may be made within any six month period.

2.53 (As amended 01/06/98) It shall be the duty of the Chief Executive of the VCA to promptly notify the Returning Officer not later than the date and time on which the ballot closes of the occurrence or non-occurrence of any of the events described in Rules 2.52.1 and 2.52.2 which would adversely affect the ordinary, dual or life member or nominated candidate's eligibility.

2.54 (As amended 26/05/22) A nominated candidate may, prior to the date and time on which nominations close, withdraw their nomination in writing direct to the Returning Officer. The notice of withdrawal must be signed by the candidate and must include the following details:

- (a) the name of the position from which the candidate is withdrawing
- (b) date on which the withdrawing candidate signed the notice

- 2.55 Where a nomination form has not been fully completed by the nominee in accordance with the instructions printed thereon or where either the proposer or seconder are not financial members of the VCA pursuant to Rules 2.52.1 and 2.52.2 such nomination form shall be invalid.
- 2.56 (As amended 01/06/98, 26/05/22) Nomination forms and personal profile forms shall be available ~~on application to the~~ upon request to the Returning Officer upon notice of same being published in the VCA Gazette and when completed by candidates both forms shall be sent direct to the Returning Officer.
- 2.57 (As amended 20/04/94) The date on which nominations close shall be published in the VCA Gazette in at least two Gazette issues preceding the month in which nominations close.
- 2.58 (As amended 01/06/98 & 26/05/22) As nominations are received the Returning Officer shall attend on the Chief Executive with the nomination forms for certification by the Chief Executive of the candidate's eligibility under Rules 2.52.1 and 2.52.2. Upon nominations closing the Returning Officer shall deliver to the Chief Executive nomination forms, completed personal profile forms and photographs of candidates.
- 2.59 The personal profiles and photographs of candidates shall, if submitted by candidates, be published and given equal space in the first available issue of the VCA Gazette after nominations close.
- 2.60 (As amended 14/01/93) A candidate may appoint a scrutineer who shall not be a candidate in the same election to represent them at the counting of votes by the Returning Officer in which event the candidate shall prior to the counting of votes commencing notify the Returning Officer in writing of the name and address of such scrutineer.
- 2.61 Candidates names on ballot papers shall be in random order determined by lot drawn by the Returning Officer.
- 2.62 (As amended 01/06/98/ & 08/04/09) Upon the nomination forms being certified by the Chief Executive the Returning Officer shall print, or cause to be printed, ballot papers with voting instructions printed thereon and envelopes as described in Rule 2.4.1.
- 2.63 Eligibility of Members to Vote at Elections (As amended 05/11/92, 20/04/94, 01/06/98, & 11/04/07)  
A duplicate of the Register of ordinary, dual and life Members made up to the 31<sup>st</sup> January of each year shall constitute the Electoral Roll for each annual election and only the ordinary, dual and life members whose names appear on the Roll shall be entitled to receive ballot papers and such Electoral Roll shall close on the 31<sup>st</sup> January each year.
- 2.64 (As amended 11/04/07) All ordinary, dual and life members as described in Rule 2.6.1 - 2.6.3 shall be on the Electoral Role provided their membership is current by the 31<sup>st</sup> January when the Electoral Roll closes each year and provided that they are not ineligible at that date under Rule 2.10.5 or Rule 2.11.
- 2.65 (Deleted 05/11/92)
- 2.66 (Deleted 05/11/92)
- 2.67 (As amended 05/11/92) The date of closing of the Electoral Roll shall be published in the January VCA Gazette each year.
- 2.68 (As amended 01/06/98) Upon the closing of the Electoral Roll the Chief Executive shall certify the Roll and send it to the Returning Officer who shall forward to each member on the Roll a ballot paper and an envelope addressed to the Returning Officer for return of the ballot paper. An election shall not be invalidated by reason merely that ballot papers have been irregularly forwarded to persons who are not entitled to vote or have been omitted to be sent to members who have registered to vote, unless in the opinion of the Returning Officer the irregularity or omission may have affected the result of the election.
- 2.69 Closing of Ballot  
(As amended 01/06/98) The Chief Executive shall cause to be advertised in the VCA Gazette the date and time on which the ballot will close for each election in at least two Gazette issues preceding the month in which the ballot closes.
- 2.70 Returning Officer  
(As amended 27/02/92, 16/04/96, 15/07/15 & 15/08/17) The Chief Executive shall call for tenders from election service providers for the conduct of elections for the Management Committee. An officer of the successful tenderer shall be the Returning Officer for each such election.
- 2.71 Upon receipt of sufficient proof from a member on the Electoral Roll that a ballot paper has not been received or has been spoilt the missing or spoilt ballot paper may be replaced by the Returning Officer.
- 2.72 In the event of any question arising after election proceedings have commenced, and which may not be provided for in the relevant Rules, the decision of the Returning Officer on such question shall be final.
- 2.73 The Returning Officer's Report and Certificate as to the number of votes polled by each candidate and the result of an election and any other matters pertaining thereto shall, ipso facto, be conclusive proof of all such matters.

- 2.74 (As amended 01/06/98 & 26/05/22) The Returning Officer will notify the Chief Executive and all candidates in writing and upon receipt of the Returning Officer's Report and Certificate the Chief Executive shall forthwith publish the result of the election in the next available issue of the VCA Gazette.
- 2.75 (As amended 01/06/98) Forthwith after the completion of the counting of votes and issuing the Report and Certificate to the Chief Executive the Returning Officer shall cause all nomination forms, used and unused ballot papers and ballot papers received after closing of the ballot, the Electoral Roll and any other relevant papers to be made up and sealed in packets for safe-keeping for three months from that date after which time the Returning Officer shall cause them to be destroyed and a "certificate of destruction" to be forwarded to the Chief Executive.
- 2.76 Removal of Member of Management Committee
- The VCA in general meeting may by Special Resolution remove any member of the Management Committee from office before the expiration of the member's term of office and the vacancy thereby caused shall, subject to the Rules, continue until the next annual election.
- 2.77 (As amended 01/06/98) Where a member of the Management Committee to whom a proposed resolution referred to in Rule 2.76 relates makes representations in writing to the Chief Executive of the VCA the member may require the representations to be read out at the meeting at which the resolution is considered and/or they may attend the meeting and make oral representations and in every such case the Chief Executive shall send to the member a notice of the meeting setting out the terms of the proposed Special Resolution at least twenty one days prior to the holding of the meeting and inform them that they may make written representations and/or attend the meeting and make oral representations.

## **PART V - ADMINISTRATION**

### **2.78 Meetings and Quorum and Adjournments**

- 2.78.1 The Management Committee shall meet at least once in every month in each period of twelve months at such place and time as the Management Committee may determine.
- 2.78.2 Additional meetings of the Management Committee may be convened by:
- 2.78.2.1 the President;
- 2.78.2.2 the Vice President;
- 2.78.2.3 (As amended 01/06/98) by the Chief Executive upon receipt of a requisition in writing signed by no less than 5 members of the Management Committee.
- 2.78.3 At a meeting of the Management Committee:
- 2.78.3.1 the President, or in his/her absence, the Vice President shall preside; or
- 2.78.3.2 if the President and the Vice President are absent or unwilling to act one of the other ordinary members of the Management Committee as may be elected by the members present at the meeting shall preside.
- 2.78.4 (As amended 01/06/98) Written notice of a meeting of the Management Committee shall be given by the Chief Executive to each member of the Management Committee at least seven days (or such other period as may be agreed upon by the members of the Management Committee) before the date appointed for the holding of the meeting and shall specify the general nature of the business to be transacted at the meeting.
- 2.78.5 Fifty percent of the number of members of the Management Committee for the time being shall constitute a quorum for the transaction of business at a meeting of the Management Committee.
- 2.78.6 Subject to Sub-Rule .5 of this Rule, no business shall be transacted or continue to be transacted by the Management Committee unless a quorum is present throughout the duration of the meeting and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and the same hour of the same day in the following week unless the members present fix another date or time or place and in any event notice shall be given accordingly to all members of the Management Committee.
- 2.78.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, those members who are present shall be a quorum and transact the business for which the meeting was called.
- 2.78.8 The Chairperson of a meeting of the Management Committee at which a quorum is present may, with the consent of the majority of Committee members present at the meeting, adjourn the meeting from time to time and place to place in which event notice shall be given accordingly to all members of the Management Committee.

### **2.79 Voting and Decisions of Management Committee (As amended 14/01/93)**

- 2.79.1 (Amended 12/08/99) All questions arising and all motions proposed at a meeting of the Management Committee shall be determined by a majority of votes of members of the Management Committee present and voting at the meeting.
- 2.79.2 Each member present at a meeting of the Management Committee including the Chairperson is entitled to one vote but, in the event of an equality of votes on any question or motion, the Chairperson may exercise a second or casting vote.
- 2.79.3 At any meeting of the Management Committee a member of such Committee shall not participate in a debate or vote on:
- 2.79.3.1 any matter directly concerning an Affiliate of which the member is an office bearer or an ordinary committee member; or
- 2.79.3.2 any contract in which the member or their immediate family, business partner or business associates or employer has a financial interest or in which the member has a direct personal interest or involvement other than as a member of Management Committee or other committee of the VCA; or
- 2.79.3.3 any matter concerning a breach, or alleged breach of the Rules and/or Regulations, Codes of Ethics, Codes of Conduct or Codes of Practice of the VCA, or concerning misconduct, or alleged misconduct, under such Rules and/or Regulations and/or the respective Codes, committed, or allegedly committed by the Committee member or by any other person who, being a member of the VCA, is a member of the family of, or a close associate of, the Committee member.

- 2.79.4 It shall be the duty of the member concerned to declare to the Chairperson of the meeting their ineligibility to debate or vote on any matter prior to debate commencing whereupon the Committee member shall temporarily depart the meeting, during the course of debate on such matter, and not return until after the matter has been voted upon.
- 2.79.5 The Minutes of all Management Committee and Sub-Committee meetings shall be available for inspection by members, at the VCA office, once the Minutes have been ratified by Management Committee.
- 2.80 Mortgages etc.. over Real and Personal Property of VCA (The whole of 2.80.1 as amended 01/06/98)
- 2.80.1 Notwithstanding Clauses 1.5.28 and 1.5.37 of the Constitution, the Management Committee shall not without the prior permission of the members of the VCA given by a resolution of members of the VCA passed at an Annual General Meeting or at a Special General Meeting of members convened and held pursuant to these Rules:
- 2.80.1.1 undertake to or to give or to grant or execute a legal mortgage or other encumbrance or equitable charge over any or all of the real and/or personal property of the VCA; or
- 2.80.1.2 create an issue of debentures charged upon all or any of the property of the VCA real and/or personal, present or future; or
- 2.80.1.3 undertake to sell or to execute a sale note or a contract of sale or a transfer of land in respect of any real property owned by the VCA.; and
- where the Management Committee proposes to obtain the permission of the members of the VCA by a resolution of members authorising it to grant and execute such mortgage, encumbrance or charge, or to create an issue of debentures or to sell any real property, it shall publish in the Gazette, in the same issue in which the notice convening such meeting appears, a detailed report of the reasons or circumstances requiring or necessitating the granting and execution of a mortgage, encumbrance or charge or the creating of an issue of debentures or the sale of any real property of the VCA.
- 2.80.2 (As amended 20/04/94) The Management Committee shall call tenders or obtain quotations as appropriate in respect of any item of proposed capital expenditure (other than real estate) and in respect of a maintenance contract where the aggregate purchase price or cost is likely to exceed \$20,000 (twenty thousand dollars).
- 2.81 Regulations (As amended 14/01/93)
- The Management Committee may from time to time make Regulations not inconsistent with these Rules and may from time to time amend the Regulations whether by deletion, addition or otherwise as it may think fit and shall, upon adoption of any new Regulation or any amendment(s) to existing Regulations, serve notice of the same on members by publication of the text of any new Regulation or amendment(s) to existing Regulations in the next available issue of the VCA Gazette, when the provisions of Rule 2.127, as to service of notice shall apply.
- 2.82 Minutes of proceedings at a Management Committee shall, after ratification, be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- 2.83 Any act or thing done or suffered, or purported to have been done or suffered, by the Management Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or election or qualification of any member of the Management Committee.
- 2.84 Appointment of Sub-Committees/Committees (As amended 12/07/05)
- Subject to Rule 2.85, the Management Committee may appoint such Sub-committees (herein referred to as "committees") as it considers necessary to carry out specific functions on behalf of the Management Committee and all such committees may consist of members of the Management Committee or of other members of the VCA or of both and the Management Committee may appoint a Chairperson and Vice-chairperson of such committees.
- Members of such committees shall be not less than 18 years of age.
- In appointing committee members, the Management Committee shall consider the training and skills required by the relevant committee.
- 2.85 Notwithstanding Rule 2.84 the Management Committee may determine that the members of a particular committee shall be elected by postal ballot or otherwise by the members of the VCA or by such of those members as represent a particular discipline or interest and shall make Regulations for the conduct of an election of that kind. Members of an elected committee of this kind shall elect its Chairperson and Vice-Chairperson.
- 2.86 The President and the Vice President shall, ipso facto, be entitled to receive notice and to attend and to vote at all meetings of any Committee of which they are not otherwise an appointed or elected member other than the Investigations, Disciplinary and Appeals Committees. (As amended 15/07/15)

2.87 Delegation by Management Committee to other Committees

- 2.87.1 The Management Committee may by these Rules or by instrument in writing or by Regulations, delegate to one or more committees the exercise of such of the functions as are specified in the Rules, or instrument or Regulations other than this power of delegation.
- 2.87.2 A function the exercise of which has been delegated to a committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 2.87.3 A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances as may be specified in the Rules or instrument or Regulations.
- 2.87.4 Notwithstanding any delegation under this Rule, the Management Committee may continue to exercise any function delegated.
- 2.87.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- 2.87.6 The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 2.87.7 (Deleted 21/28/04/93)

2.88 Meetings of Committees other than the Management Committee

- 2.88.1 Meetings of such committees shall be held at such intervals as the exigencies of their business necessitates and shall be convened by the Chairperson of the committee.
- 2.88.2 (Amended on 05/08/98 following SGM) The quorum for such committee meetings shall be not less than fifty per cent of the number of members of a committee for the time being, but the President and Vice President, unless they are elected or appointed members, shall not be counted when establishing the number of members of a committee for calculating the quorum, nor shall they be counted at committee meetings they attend as being present for quorum purposes.
- 2.88.3 Rules 2.78 (except Sub-Rules .1 and .2 of that Rule), 2.79, 2.82 and 2.83 which apply to meetings of the Management Committee in relation to the chairperson, notice of meeting, adjournments, voting, minutes and validity of proceedings shall apply to meetings of other committees as if each of such meetings were a meeting of the Management Committee and the Chairperson and Vice Chairperson were the President and Vice President thereof.
- 2.88.4 The business of meetings of other committees shall relate to such matters as are delegated to them by the Management Committee pursuant to Rule 2.87 and not otherwise.
- 2.88.5 Subject to any lesser period in the terms of appointment of an appointed or elected committee, the performance of such committee and its constituent members shall be reviewed by the Management Committee at least once in every twelve months.

2.89 Chief Executive

- 2.89.1 (As amended 01/06/98) The Management Committee shall from time to time appoint a Chief Executive of the VCA upon such terms and conditions as the Management Committee determines.
- 2.89.2 (As amended 01/06/98) It is the duty of the Chief Executive:
- 2.89.2.1 to manage the daily affairs of the VCA; and
- 2.89.2.2 to attend to the administrative functions of the VCA; and
- 2.89.2.3 to carry out secretarial functions of the VCA from time to time; and
- 2.89.2.4 to engage such office staff as is necessary and to delegate to them such duties as he sees fit; and
- 2.89.2.5 to attend to the requirements of the Management Committee and to submit to it such reports and recommendations as he sees fit; and
- 2.89.2.6 (As amended 01/06/98) the Management Committee may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon the Chief Executive any of the powers exercisable by it and any powers so conferred shall be concurrent with the powers of the Management Committee.

2.89.2.7 (As amended 01/06/98) the Management Committee may at any time withdraw or vary any of the powers so conferred on the Chief Executive.

2.90 Deputy Manager (As amended 01/06/98)

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

2.91 Secretary

(As amended 01/06/98) The Chief Executive shall be the Secretary of the VCA; and

2.91.1 (As amended 01/06/98) It is the duty of the Chief Executive to attend and keep minutes of meetings of:

2.91.1.1 the Management Committee;

2.91.1.2 (As amended 08/04/97) other Committees as determined by Management Committee;

2.91.1.3 Annual General Meetings and Special General Meetings.

2.91.2 (As amended 01/06/98) It is the further duty of the Chief Executive:

2.91.2.1 to ensure that all money due to the VCA is collected and received and banked and that all accounts for payment are authorised by the Management Committee; and

2.91.2.2 to ensure that all money received and all payments made are allocated to the correct income accounts, expense accounts and capital expenditure accounts in accordance with the Chart of Accounts of the VCA and that vouchers are kept and preserved in respect of every payment made.

2.91.2.3 to ensure that correct books of account are kept showing the financial affairs of the VCA including full details of all receipts and all payments made.

2.91.2.4 carry out all statutory duties required pursuant to the relevant provisions of the Associations Incorporation Act 1981. (07/04/10)

2.92 (Deleted 07/04/10)

2.93 (Deleted 07/04/10)

2.94 Auditor

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

2.95 (Deleted 20/04/94)



## **PART VI - ANNUAL GENERAL MEETINGS**

### **2.96 Annual General Meetings - Holding Of**

(As amended 20/04/94 & 09/04/09) The VCA shall convene an Annual General Meeting of its members within five months after the end of the financial year.

### **2.97 Annual General Meetings - Calling of and Business At**

2.97.1 The Annual General Meeting of the VCA shall, subject to Rule 2.96, be convened on such date and at such place and time as the Management Committee thinks fit.

2.97.2 In addition to any other business of which notice has been received and published in the notice convening the meeting the business of the Annual General Meeting shall be:

2.97.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting; and

2.97.2.2 to receive the audited Income and Expenditure Account of the VCA for the last preceding financial year ended on 31st December and the Balance Sheet as at that date; and

2.97.2.3 to receive from the President and the Chairpersons of nominated and elected committees their respective reports upon the activities of the VCA during the last preceding financial year; listing number of meetings held, the names of each member and their attendances record; and (As amended 15.10.20)

2.97.2.4 to receive and approve the Income and Expenditure Budget and Cash Flow Budget for the current year ending 31st December;

2.97.2.5 to receive and approve the Expenditure Budget and Cash Flow Budget for the period 1st January to 31st March in the year following the current financial year;

2.97.2.6 to appoint or reappoint Auditors for the current financial year.

2.97.2.7 to announce the results of the annual elections for Management Committee positions.

2.97.3 At all Annual General Meetings of the VCA no business shall be considered or discussed other than that of which notice has been given on the notice convening the Meeting or any business which, in the opinion of the Chairperson, shall arise out of such business.

2.97.4 An Annual General Meeting shall be specified as such in the notice convening it.

### **2.98 Notice of Meeting**

2.98.1 (As amended 01/06/98) The Chief Executive shall, at least 21 days before the date fixed for the holding of the General Meeting, notify each member of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

2.98.2 Notice of the meeting shall be deemed to have been given to each member if it is:

2.98.2.1 published in the Gazette; or

2.98.2.2 published in one of the daily newspapers circulating in the city of Melbourne; or

2.98.2.3 sent by prepaid post to each member at the members address appearing in the register of members referred to in Rule 2.14.

2.98.3 (As amended 01/06/98) A member desiring to bring any business before an Annual General Meeting shall give notice in writing of that business to the Chief Executive by no later than 31st January who shall include the business in the next notice calling an Annual General Meeting given after receipt of the notice from the member.

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

### **2.99 Procedure, Quorum and Adjournments**

2.99.1 No item of business shall be transacted at an Annual General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

2.99.2 Fifteen members present in person (being members entitled under these Rules to vote at the meeting) constitute a quorum for the transaction of the business of an Annual General Meeting.

2.99.3 If within half an hour after the appointed time for the commencement of the meeting a quorum is not present the meeting shall stand adjourned to the same day in the following week at the same time and at the same place unless another place is specified at the time of the adjournment by the person presiding at the meeting.

- 2.99.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, those members who are present and entitled to vote shall be deemed a quorum to validly transact the business for which the meeting was called.
- 2.100 Presiding Member (As amended 14/01/93)
- 2.100.1 The President or, in the President's absence the Vice President, shall preside as Chairperson at each Annual General Meeting of the VCA.
- 2.100.2 If the President and the Vice President are absent from the meeting or unwilling to act the members present shall elect one of their number to preside as the Chairperson at the meeting.
- 2.100.3 The decision or ruling of the Chairperson on any motion, result of votes cast or of a division, point of order, procedure or other matter shall be final except when a motion of dissent from the Chairperson's decision or ruling is passed as an ordinary resolution by members in attendance at the Meeting when such resolution shall prevail.
- 2.101 Adjournment When Quorum Present
- 2.101.1 The Chairperson of an Annual General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place subject to a specified date, time and place being agreed to in each instance prior to adjournment by the majority of members in attendance but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2.101.2 (As amended 01/06/98) Where an Annual General Meeting is adjourned for 14 days or more, the Chief Executive shall notify each member of the VCA of the adjourned meeting in the manner specified in Rule 2.98.2.
- 2.101.3 Except as provided in Sub-Rules .1 and .2 of this Rule notice of an adjournment of an Annual General Meeting or of the business to be transacted at the adjourned meeting is not required to be given.
- 2.102 Making of Decisions (As amended 21/28/04/93)
- 2.102.1 A question arising or a resolution moved at an Annual General Meeting of the VCA shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll or division is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the VCA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 2.102.2 At an Annual General Meeting of the VCA a poll or division may be demanded by the Chairperson or by not less than 10 members present in person at the meeting.
- 2.102.3 Where the poll or division is demanded at the meeting, the poll or division shall be taken:
- 2.102.3.1 immediately in the case of a poll or division which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
- 2.102.3.2 in any other case in such manner and at such time before the close of the meeting as the Chairperson directs and the resolution of the poll or division on the matter shall be deemed to be the resolution of the meeting on the matter.
- 2.102.4 (As adopted 21/28/04/93 & amended 20/04/94) For the purpose of counting votes on a show of hands, or on a poll or a division, the members present at the commencement of the meeting shall by ordinary resolution appoint three scrutineers from amongst the members present thereat.
- 2.103 Special Resolution
- A resolution of members is a Special Resolution if it is passed by a majority which comprises not less than seventy five per cent in number of such members of the VCA present in person and entitled to vote and voting on the resolution at a meeting of which not less than 21 days written notice specifying the intentions to propose and move the resolution as a Special Resolution was given in accordance with these Rules.
- 2.104 Voting (As amended 07/04/10)
- 2.104.1 Upon any question arising or upon any resolution being moved at an Annual General Meeting of the VCA an ordinary, dual or life member has one vote per each member.
- 2.104.2 All votes shall be given personally.
- 2.104.3 In the case of an equality of votes on a question or resolution at the meeting the Chairperson of the meeting is entitled to exercise a second or casting vote.

- 2.104.4 An ordinary, dual or life member is not entitled to vote at any Annual General Meeting of the VCA unless all money due and payable by the member to the VCA has been paid.
- 2.104.5 A junior or companion member is not entitled to a vote at any Annual General Meeting of members of the VCA.
- 2.105 Proxies (As amended 14/01/93)
- 2.105.1 Proxies are expressly precluded at all Annual General Meetings of the VCA.
- 2.105.2 Minutes of Meetings (As adopted 14/01/93)
- The Minutes of the Annual General Meeting of members, shall be published in the next available issue of the VCA Gazette.

## **PART VII - SPECIAL GENERAL MEETINGS**

### **2.106 Special General Meetings - Calling of**

- 2.106.1 The President or a majority of the other members of the Management Committee may convene a Special General Meeting of the VCA.
- 2.106.2 The President or a majority of the other members of the Management Committee shall on the requisition in writing of not less than fifty members convene a Special General Meeting of the VCA.
- 2.106.3 A requisition of members for a Special General Meeting:
  - 2.106.3.1 shall state the purpose or purposes of the meeting;
  - 2.106.3.2 shall be signed by members making the requisition together with endorsement of VCA membership number for each person.
  - 2.106.3.3 (As amended 01/06/98) shall be lodged with the Chief Executive; and
  - 2.106.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 2.106.4 A Special General Meeting shall be specified as such in the notice convening it.

### **2.107 Notice**

- 2.107.1 (As amended 01/06/98) The Chief Executive shall, at least 21 days before the date fixed for the holding of the Special General Meeting, notify each member of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2.107.2 Notice of the meeting shall be deemed to have been given to each member if it is:
  - 2.107.2.1 published in the Gazette; or
  - 2.107.2.2 published in one of the daily newspapers circulating in the city of Melbourne; or
  - 2.107.2.3 sent by prepaid post to each member at the members address appearing in the register of members referred to in Rule 2.14.
- 2.107.3 (Deleted 20/04/94)
- 2.107.4 No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting.
- 2.107.5 (As amended 01/06/98) A member desiring to bring any business before a Special General Meeting shall give notice in writing of that business to the Chief Executive who shall include the business in the next notice calling a Special General Meeting given after receipt of the notice from the member.
- 2.107.6 A notice received shall show the names of the mover and seconder of the item/s of business.

### **2.108 Procedure, Quorum and Adjournments**

- 2.108.1 No item of business shall be transacted at a Special General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 2.108.2 Fifty members present in person (being members entitled under these Rules to vote at the meeting) constitute a quorum for the transaction of the business of a Special General Meeting.
- 2.108.3 If within half an hour after the appointed time for the commencement of the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and at the same place unless another place is specified at the time of the adjournment by the person presiding at the meeting.
- 2.108.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting those members who are present and entitled to vote shall be deemed a quorum to validly transact the business for which the meeting was called.

### **2.109 Presiding Member**

- 2.109.1 The President or, in the President's absence, the Vice President, shall preside as Chairperson at each Special General Meeting of the VCA.
- 2.109.2 If the President and the Vice President are absent from the meeting or unwilling to act the members present shall elect one of their number to preside as Chairperson at the meeting.

2.109.3 (As amended 14/01/93) The decision or ruling of the Chairperson on any motion, result of votes cast or of a division, point of order, procedure or other matter shall be final except when a motion of dissent from the Chairperson's decision or ruling is passed as an ordinary resolution by members in attendance when such resolution shall prevail.

2.110 Adjournment when Quorum Present

2.110.1 The Chairperson of a Special General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, subject to a specified date, time and place being agreed to in each instance prior to adjournment by the majority of members in attendance but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

2.110.2 Except as provided in Sub-Rules .1 and .2 of this Rule, notice of an adjournment of a Special General Meeting or of the business to be transacted at the adjourned meeting is not required to be given.

2.110.3 Except as provided in Sub-Rules 2.110.1 and 2.110.2 of this Rule, notice of an adjournment of an Special General Meeting or of the business to be transacted at the adjourned meeting is not required to be given.

2.111 Making of Decisions (As amended 21/28/04/93)

2.111.1 A question arising or a resolution moved at a Special General Meeting of the VCA shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll or division is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the VCA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

2.111.2 At a Special General Meeting of the VCA, a poll or division may be demanded by the Chairperson or by not less than 10 members present in person at the meeting.

2.111.3 Where the poll or division is demanded at the meeting the poll or division shall be taken:

2.111.3.1 immediately in the case of a poll or division which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or

2.111.3.2 in any other case, in such manner and at such time before the close of the meeting as the Chairman directs and the resolution of the poll or division on the matter shall be deemed to be the resolution of the meeting on the matter.

2.111.4 (As adopted 21/28/04/93) For the purpose of counting votes on a show of hands, or on a poll or a division the members present at the commencement of the meeting, shall by ordinary resolution appoint three scrutineers from amongst the members present thereat.

2.112 Special Resolution

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

2.113 Voting (As amended 07/04/10)

2.113.1 Upon any question arising or upon any resolution being moved at a Special General Meeting of the VCA an ordinary, dual or life member has one vote per each member.

2.113.2 All votes shall be given personally.

2.113.3 In the case of an equality of votes on a question or resolution at the meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

2.113.4 An ordinary, dual or life member is not entitled to vote at any Special General Meeting of the VCA unless all money due and payable by the member to the VCA has been paid.

2.113.5 A junior or companion member is not entitled to a vote at any Special General Meeting of members of the VCA.

2.114 Proxies (As amended 14/01/93)

2.114.1 Proxies are expressly precluded at all Special General Meetings of the VCA.

2.114.2 Minutes of Meetings (As adopted 14/01/93)

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

## **PART VIII - MISCELLANEOUS**

### 2.115 Insurance

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

### 2.116 Funds - Source

2.116.1 The funds of the VCA shall be derived from initial and subsequent annual subscriptions, registration and other fees, surcharges, monies received from Affiliates, fines, Gazette sales and advertising therein, interest, donations, and other sources as is determined from time to time.

2.116.2 (As amended 01/06/98) Where considered appropriate by the Chief Executive, as soon as practicable after receiving any money, a receipt may be issued.

### 2.117 Funds - Management, Signing of Cheques etc.

2.117.1 The funds of the VCA shall be used in pursuance of the objects of the VCA in such manner as is determined from time to time.

2.117.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such person or persons as the Management Committee may from time to time determine.

### 2.118 Reimbursement of Expenses

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

### 2.119 Property

2.119.1 The income and property of the VCA whencesoever derived shall be applied solely towards the promotion of the objects of the VCA and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit or gain to the members of the VCA provided that nothing therein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the VCA or to any member of the VCA in return for any services actually rendered to the VCA and shall not prevent the payment for out of pocket expenses, interest on money borrowed, or reasonable and proper rent for the premises demised or let by an officer or servant of the VCA or member of the VCA.

2.119.2 The VCA shall not be dissolved except at a Special General Meeting of the VCA specially convened for the purpose and by a Special Resolution carried by a majority of at least seventy five per cent of the votes recorded in respect of the same. If upon the winding up or dissolution of the VCA there remains, after the satisfaction of all its debts and liabilities and the costs and expenses of winding up, any property whatsoever the same shall not be paid to or distributed amongst the members of the VCA but shall be given or transferred to some other organisation or institution having objects similar or in part similar to the objects of the VCA and which shall also prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the VCA. Such organisation or institution to be determined by the members of the VCA at or before the time of dissolution or in default thereof by a Judge of such Court as may have or acquire jurisdiction in the matter.

### 2.120 Gazette

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

2.120.1 That wheresoever appearing in the VCA Rules, the requirement to "publish" shall have the same meaning as defined in the VCA Regulations where "publish" is defined as "means to make publicly or generally known by advertisement, magazine, printed document or electronic means including posting on the VCA website".

### 2.121 Alteration of Rules and Statement of Purposes

#### 2.121.1 Alteration of Rules (As amended 14/01/93)

The Rules shall not be altered or rescinded or added to except by a Special Resolution of the members of the VCA.

Any alteration to, or rescission of, a Rule or implementation of a new Rule shall be of no effect until notice of such alteration to, or rescission of, the Rule or implementation of the new Rule has been:

2.121.1.1 approved by the Registrar of Incorporated Associations pursuant to the Act; and

2.121.1.2 served on members by publication of the text of such alteration or rescission of the new Rule in the next available issue of the VCA Gazette when the provisions of Rule 2.127, as to service of notice, shall apply.

2.121.2 Alteration of Statement of Purposes (As amended 12/07/05 & 15/07/15)

The Statement of Purposes which is found in Clause 2.1.2 of these Rules shall only be altered by a Special Resolution passed by a majority of not less than seventy-five per cent of the number of members of the VCA who, being entitled to do so, attend and vote personally in the resolution at an Annual General Meeting of the VCA or at a Special General Meeting of the VCA convened for the purpose of such resolution and notice of which meeting, specifying the terms of the resolution and the intention to propose and move the resolution as a Special Resolution, was given to all members of the VCA at least twenty-one days prior to the holding of such meeting.

Any alteration to the Statement of Purpose shall be of no effect until notice of such alteration has been

2.121.2.1 approved by the Registrar of Incorporated Associations pursuant to the Act; and

2.121.2.2 served on members by publication of the text of such alteration to the Statement of Purposes in the next available issue of the VCA Gazette when the provisions of Rule 2.127, as to service of notice, shall apply.

2.122 Common Seal

2.122.1 (As amended 01/06/98) The Common Seal of the VCA shall be kept in the custody of the Chief Executive.

2.122.2 The Common Seal shall not be affixed to any instrument except by the authority of the Management Committee.

2.122.3 The affixing of the common seal to any instrument shall be attested by the signatures of two members of the Management Committee.

2.123 Indemnity and Exclusion of Liability

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

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

2.125 Custody of Books

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

2.126 (As amended 01/06/98) The records, books and other documents of the VCA may be made available by the Chief Executive for inspection by such persons and upon such conditions as the Management Committee may from time to time determine but not otherwise.

2.127 Service of Notices

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

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

2.128 Construction of Rules and Regulations

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

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

2.129 Transitional Provisions

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

2.130 Contractual Undertaking and Indemnity to the "Kennel Control Council"

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

2.130.1 discharge in full all the debts, liabilities capable of resulting in debts, and any claims and actions (present or future, certain or contingent, ascertained or sounding only in damages) subsisting or capable of subsisting between the "Kennel Control Council" and any of its creditors, claimants, members or affiliated bodies as at the aforesaid date; and

2.130.2 take over, adopt and continue the memberships of all ordinary members, life members, associate members and the affiliations of all affiliated bodies of the "Kennel Control Council" as from the aforesaid date, subject to the Rules; and

2.130.3 to take over and adopt all contractual commitments and obligations as audited between the "Kennel Control Council" and its ordinary members, life members, associate members, affiliated bodies and its business customers and suppliers as from the aforesaid date; and

2.130.4 to acknowledge in status only the life councillors of the "Kennel Control Council" as at the aforesaid date; and to indemnify and hold harmless the "Kennel Control Council" and its Committee members, ordinary members, life members, associate members and each of them against all claims, actions and suits subsisting or capable of subsisting against them as at the aforesaid date, save and except such claims, actions and suits which may arise as a result of any dishonest, wilful, culpable or malicious act or default committed by any of the parties claiming the benefit of this indemnity.

2.131 (As adopted 15/08/19) The footer of the Constitution, Rules, Regulations, Codes, Policies and Procedures have in the footer the name of the document and date of document, along with page numbers. Any amendments or deletions within the document must be indicated by a date (i.e. 25/05/19) beside the deletion or amendment to demonstrate currency of the publication, in addition to date of publication appearing on title page.