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# CONSTITUTION

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BRITISH BULLDOG CLUB OF  
SOUTH AUSTRALIA (INC)

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## 1 Name

The name of this Club shall be (The British Bulldog Club of South Australia) Inc.

## 2 Interpretation and Definitions

In this Constitution:-

- a) "the Club" means (The British Bulldog Club of South Australia) Inc.
- b) words importing the singular include the plural and vice versa;
- c) words importing any gender include all other genders;
- d) references to a person include the legal representatives, successors and assigns of that person;
- e) references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and include any electronic media transmission;
- f) "the Act" means the Associations Incorporation Act 1985 as amended;
- g) an obligation of two or more parties shall bind them jointly and severally; and
- h) if a word or phrase is defined, cognate words and phrases have corresponding definitions.
- i) "Exhibition" includes any Championship Show, Parade, Open Show, Sanction Show, Trial or other Canine display conducted by the Club in accordance with the Constitution of Dogs SA.
- j) "Special Resolution" means a resolution of the Club passed at a meeting of the Club of which notice specifying the intention to propose the resolution as a special resolution has been duly given at least 21 days before the meeting and which is passed by a majority of at least three quarters of the members present at the meeting and voting in person.
- k) "Constitution of the Club" means the Constitution and Rules of the Club.
- l) "Dogs Australia" means the Australian National Kennel Council Ltd trading as Dogs Australia.
- m) "Club Financial Year" shall mean the period of 12 calendar months prescribed within the Constitution.
- n) "the Association" means the South Australian Canine Association Inc. trading as Dogs SA
- o) "Constitution of the Association" means the Constitution and Rules of the Association.

## 3 Objects

- (a) To promote the British Bulldog breed and the improvement thereof in a manner consistent with the Constitution of the Club and Association and to obtain such

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licenses and permits from Dogs SA as are necessary or conducive to the attainment of this object;

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

## **4 Powers of the Club**

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

## **5 Membership**

### **5.1 Membership – Eligibility**

- 5.1.1 Any person owning or who is interested in the British Bull Dog shall be eligible for membership.
- 5.1.2 Classes of Membership
  - 5.1.2.1 Ordinary member (Single or Double)  
A person aged 18 years and over. An ordinary member shall have all the benefits, rights and privileges conferred by the Constitution and Rules upon such persons.
  - 5.1.2.2 Junior member  
Children aged 7 through to under 18 years of age shall be eligible for membership as Junior members. A Junior member shall not be entitled to vote at any meeting of the Club.
  - 5.1.2.3 Honorary member  
The Committee of the Club may confer Honorary membership on any person considered worthy for a period not exceeding one year. An Honorary member shall

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have all the benefits, rights and privileges conferred by the Constitution and Rules upon such persons.

5.1.2.4 Life member

The Club may by special resolution passed at an Annual General Meeting or Special Meeting of the Club appoint a person as a Life Member of the Club in recognition of services rendered to the Club consistent with and directed to attaining or furthering the objects for which the Club was established and who otherwise meets any criteria for Life Membership established by the Club in its Rules. A Life Member shall have all the rights and privileges of an Ordinary member including the right to vote at meetings of the Club.

5.1.3 Membership is not transferable.

## 5.2 Application for Membership

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

- (a) Made in writing.
- (b) Be in such form as the Committee shall prescribe from time to time; and
- (c) Accompanied by any fees that may be prescribed from time to time.

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

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

## 5.3 Register of Members

5.3.1 A Register of the Members must be kept in accordance with the Act.

5.3.2 The following details must be entered and kept current in the Register in respect of each Member:

- (a) Full name and contact details of the Member;
- (b) Date of admission to and cessation of membership; and
- (c) Any other information at the Committee requires

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## **5.4 Subscription and Joining Fees**

- 5.4.1 Subscription and Joining Fees shall be determined by the Club at the Annual General Meeting.
- 5.4.2 Subscription Fees shall be due as per the Club Rules.
- 5.4.3 Subscription Fees that are three (3) months or more overdue will result in automatic cancellation of Membership.

## **6 Removal and Cessation of Membership**

### **6.1 Resignation**

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

- 6.1.1 the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice; and
- 6.1.2 the Member's liability for any fees, subscriptions, or other moneys in arrears at the date of such resignation shall continue until discharged by payment.

### **6.2 Removal from Membership**

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

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

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- (g) A member who is convicted of a felony shall be automatically expelled from and cease to be a member of the Club immediately upon conviction.

### **6.3 Member Expulsion**

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

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

### **6.4 Expulsion Process**

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

- (a) Expel the member
- (b) Suspend the membership for such a period as it thinks appropriate;
- (c) Fine the member such sum as it considers appropriate
- (d) Require the member to pay to the Club the reasonable cost of repairing any property of the Club or a member or treating any dog damaged or injured as a result of the conduct complained of, and the Club shall apply any money so received; accordingly, or
- (e) Impose such other punishment or penalty as it considers appropriate.

### **6.5 Notification to Dogs SA**

6.5.1 In any case in which the Committee conducts an enquiry into the conduct of a member of the Club, it shall forward a report in writing to the Executive Officer of Dogs SA within 7 days of the conclusion of the hearing outlining the nature of the complaint, the findings of the Committee and the penalty imposed.

### **6.6 Appeal Rights**

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

## **7 No Profits for Members**

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## **7.1 Transfer of Income or Property**

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

## **7.2 Payments, Services, and Information**

7.2.1 Nothing in clause above prevents the payment in good faith of an amount, calculated on arm's length term in respect of:

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

## **8 General Meetings of Members**

### **8.1 Convening of Meetings**

- (a) The first Annual General Meeting of the Club shall be held within 18 months after incorporation under the Act.
- (b) Subsequent Annual General Meetings of the Club shall be held not more than two (2) months after the end of the Club financial year, every year.
- (c) The Annual Report of the Club and its audited balance sheet or financial statements shall be submitted to members at the Annual General Meeting.
- (d) The election of office bearers, the Committee, and the auditor for the Club for the ensuing 12 months shall take place at the Annual General Meeting.
- (e) The President or Secretary, any four members of the Committee or any ten financial members (not Junior members) of the Club may at any time request the Secretary to convene a Special General meeting of the Members and the Secretary must comply with all such requests.
- (f) The Secretary must call the Special General Meeting within 30 Days of receiving the request.

### **8.2 Requests for Special Meeting**

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

- (a) The name, address, and Club membership number of each of the persons making the request.
- (b) The purpose of the meeting, and
- (c) The content of any resolution which is to be proposed.

### **8.3 Notice of General or Special Meeting**

- (a) Notice of the Annual General Meeting shall be given to members by publication not less than 30 days prior to the date thereof.

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

#### **8.4 Quorum at General or Special Meetings**

- (a) A quorum for the purposes of a General meeting of Members shall be: 10
- (b) A quorum for the purposes of a Special Meeting shall be 10
- (c) Members will be regarded as present for these purposes whether present personally, or by electronic mediums such as Zoom etc.
- (d) If a quorum is not present within 15 minutes from the time appointed for the meeting or a longer period allowed by the Chair:
- (e) if the meeting was convened by or on the request of Members, it must be dissolved;  
or
- (f) if any other case it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Committee.
- (g) If a meeting has been adjourned to another time and place determined by the Committee, then notwithstanding any other provision, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
- (h) If, at the adjourned Special meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.
- (i) If, at the adjourned Annual General meeting a quorum is not present within half an hour after the time appointed for the meeting, those members present shall constitute a quorum.

#### **8.5 Appointment of Chair and Powers of Chair**

##### **8.5.1 Appointment**

- (a) The President or, in their absence, the Vice President, if any, shall preside as Chair at every General or Special meetings of Members.
- (b) If for any reason there is not a President or a Vice President, or neither of them is present within 15 minutes of the time nominated for the meeting to start, the Committee members who are present shall select one of their number to Chair the meeting.

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



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(a) The Annual Report of the Club and its audited balance sheet or financial statements are not available at the meeting: or

(b) There are insufficient nominations for the office bearer positions and such other Ordinary members of the Committee as are necessary to constitute a quorum of the Committee.

8.5.3 And if the above defects are not remedied at such adjourned meeting the meeting shall lapse.

8.5.4 The Chair of a General meeting may in their discretion, expel any person from a General meeting if the Chair reasonably considers that the person's conduct is inappropriate

## **8.6 Casting Vote of Chair**

8.6.1 The Chair of a General or Special meeting is not entitled to a second or casting vote on any resolution, whether by show of hands or on a poll. Where the vote is tied the resolution is deemed to have been lost.

## **8.7 Adjournment of Meetings**

(a) The Chair may, with the consent of any meeting at which a quorum is present and must if so directed by the meeting, adjourn the meeting to another time and to another place.

(b) The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

(c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

(d) Where a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

## **8.8 Voting at General and Special Meetings**

(a) Every person who was a financial member of the Club (other than a Junior member) during the Club's financial year immediately preceding the Annual General Meeting shall be entitled to vote at the Annual General Meeting.

(b) No person who became a member of the Club after the last day of the Club's Financial Year immediately preceding the date of the Annual General Meeting and the Annual General Meeting shall be entitled to vote at the Annual General Meeting.

(c) Every person who is a financial member of the Club (other than a Junior Member) at the time a Special Meeting is requested shall be entitled to vote at that Special Meeting.

(d) All resolutions put to the vote of a General or Special meeting of Members, must be decided on a show of hands unless a poll is demanded in accordance with clause **"Vote on a Poll 8.9."**

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(e) On a show of hands, every Member present in person or via electronic media, has one vote

(f) On a show of hands, a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **8.9 Vote on a Poll**

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

(a) by the Chair; or

(b) by at least 2 Members present and entitled to vote on the resolution:

(c) before the vote on that resolution is taken;

(d) before the result is declared on a show of hands; or

(e) immediately after the result is declared on a show of hands.

(f) On a poll every Member present in person has one vote.

(g) If a poll is duly demanded, it must be taken in the manner and, except as to the election of a Chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the Chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

(h) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.

## **9 Committee**

(a) The governance of the Club shall be the responsibility of the Committee duly elected and appointed under and in accordance with this Constitution.

(b) The Committee may exercise all of the powers of the Club which are not, by the Act or by this Constitution, required to be exercised by the Members in a General meeting.

### **9.1 Number of Committee Members**

9.1.1 The Committee shall comprise:

(a) President;

(b) Vice President

(c) Secretary;

(d) Treasurer

(e) and up to 7 Ordinary members of the Committee all of whom shall be elected at an Annual General Meeting.

9.1.2 A Public Officer is required (under the Act) to be appointed. This role can be carried out by

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a committee member (eg Secretary) or appointed separately. The Public Officer is not required to be a committee member.

## **9.2 Eligibility for Appointment or Election as a Committee Member**

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

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

## **9.3 Retirement from Office**

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

## **9.4 Vacation of Office**

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

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

## **9.5 Casual Vacancies**

9.5.1 A casual vacancy exists where a committee member vacates their position due to Sections (10.3) or (10.4).

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

- (a) the Committee may appoint a person to fill the casual vacancy until the next Annual General meeting after their appointment provided that the person is not disqualified from being appointed by law or by this Constitution;
- (b) prior to the next Annual General meeting after the person's appointment to the casual vacancy, their appointment as a Committee Member shall be submitted to a vote of the Members conducted in accordance with this Constitution;
- (c) the person's appointment to fill the casual vacancy shall be deemed to be confirmed at the next annual general meeting if supported by an ordinary resolution of the Members at the annual general meeting;

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(d) the person's appointment to the Committee shall then continue as and from the close of the Annual General meeting only until the next Annual General meeting at which the person who vacated the office of Committee Member early would have been required to retire pursuant to this Constitution if they had not vacated office early; and

(e) that person shall then be eligible for re-election or re-appointment at the next relevant annual general meeting provided that they are not otherwise disqualified by law or by this Constitution.

## **10 Chairperson**

(a) The President of the Club shall chair all Committee meetings. In the absence of the President the Vice President shall take the chair. In the absence of the Vice President the Committee shall elect one of its number to take the Chair.

(b) If for any reason there is not then a Chairperson or a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the Committee meeting to start, the Committee who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

## **11 Election of Committee**

(Select options 11.1.1 or 11.2)

11.1.1 The first Committee of the Club shall be appointed by the founding members of the Club and shall hold office until the first Annual General Meeting after incorporation at which time all members of the Founding Committee shall retire, and an election shall be held in accordance with the provisions of this clause.

## **12 Proceedings of Committee**

### **12.1 Convening of Committee Meetings**

(a) The Committee shall meet not less than 4 times per year, but otherwise as necessary to discharge their duties and functions.

(b) The President or the Secretary or any other 2 Committee Members may request the Secretary to convene a meeting of the Committee at any time and the Secretary must comply with such request.

(c) Notice of each meeting of the Committee must be given to each Committee Member at least 7 days before the meeting, or as otherwise agreed by the whole Committee should less notice be acceptable to all.

(d) A Committee meeting may be called or held using any technology consented to by all the Committee Members. The consent may be a standing one. Committee Members may otherwise regulate their meetings as they think fit.

(e) The President of the Club shall chair all Committee meetings. In the absence of the President, the Vice President shall take the chair. In the absence of the Vice President the Committee shall elect one of its number to take the Chair.

(f) Notice of each Committee meeting shall be given at the previous meeting and/or

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emailed to all members of the Committee with the required notice.

### **13 Quorum and Voting at Committee Meetings**

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

#### **13.1 Chair's Casting Vote**

The Chair does not have a second or casting vote at meetings of Committee whether by show of hands or on a poll – when votes are tied the resolution is deemed to be lost.

#### **13.2 Delegation of Powers to Sub Committee/Working Parties**

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

#### **13.3 Validity of Acts of Committee Members**

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

#### **13.4 Minutes**

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

#### **13.5 Conflict of Interest**

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

- (a) that Committee Member is for bona fide reasons considered by the Committee,

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agreed to be a suitable person to provide, such goods or services;

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

#### 14 **Rules/By-Laws**

- (a) The Committee may by resolution make and adopt or amend rules/by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution, or generally for the purposes of carrying out the objects of the Club. The rules/by-laws shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.
- (b) Rules/by-laws shall have no effect until the same are approved by the Council of Dogs SA and any rules/by-laws so made shall not be repealed or amended unless and until;
- (c) Notice of intention to propose such repeal or amendment is given in writing by the member proposing such repeal, or amendment to the Secretary of the Club not later than one month prior to the date of the Annual General Meeting or Special Meeting at which it is to be included as an item of business;
- (d) Such repeal or amendment is proposed as a special resolution at an Annual General Meeting or Special Meeting of the Club;
- (e) Such repeal or amendment is passed as a special resolution of the Club at such Annual General Meeting or Special Meeting; and
- (f) Such repeal or amendment is thereafter approved by the Council of Dogs SA.

#### 15 **Amendment to Constitution**

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

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

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- (c) Such repeal or amendment is passed as a special resolution of the Club at such Annual General Meeting or Special Meeting of the Club; and
  - (d) Such repeal or amendment is thereafter approved by Dog SA Council.

## 16 **Winding Up**

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

## 17 **Surplus Assets on Winding Up or Dissolution**

Upon the winding up or dissolution of the Club, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organisations which:

- (a) has objects similar to the objects of the Club; and
- (b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1, as determined by the Members at or before the time of winding up or dissolution of the Club and, in default of any determination, by the Supreme Court of South Australia.

## 18 **Indemnity**

### 18.1 **Costs and Expenses**

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

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

### 18.2 **Liabilities to Third Parties**

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

### 18.3 **Insurance Premiums**

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

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

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## 19 **Accounts, Audit and Records**

### 19.1 **Accounts and Audit**

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

### 19.2 **Rights of Inspection**

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

## 20 **Notices**

### 20.1 **Persons Authorised to Give Notices**

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

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

### 20.2 **Persons Authorised to Give Notices (Other)**

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

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

### 20.3 **Addresses for Giving Notices to Members and to the Club**

For the purposes of method and timing of Notices:



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

#### **20.4 Proof of Giving Notices**

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

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

#### **20.5 Persons Entitled to Notice of Meeting**

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