

**CONSTITUTION OF
KOOLIE CLUB OF AUSTRALIA
INCORPORATED**

INCORPORATION No. A0040475D

**CONSTITUTION OF
KOOLIE CLUB OF AUSTRALIA INCORPORATED..... 1**

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PRELIMINARY

Name

1. The name of the incorporated association is KOOLIE CLUB OF AUSTRALIA INCORPORATED (“the Club”).

Interpretation

2. In this constitution, unless the contrary intention appears:
 - a. “Act” means the Associations Incorporation Act 1981;
 - b. “Alternate” means an alternate Committee Member appointed in accordance with paragraph 73;
 - c. “Appeal Committee” means a committee of three persons appointed by the Committee in relation to a particular matter, none of them a member of the Investigation Committee relating to the same matter;
 - d. “Committee” means the Committee of Management of the Club;
 - e. “Committee Member” means a member of the Committee;
 - f. “Final Appeal Committee” means a committee of three persons appointed in relation to a particular matter, none of them a member of the Investigation or Appeal Committees relating to the same matter, one appointed by a Member subject to a disciplinary matter or grievance, one appointed by the Club (or another Member where the matter is a grievance between two Members), and the third appointed by the other two members of the committee;
 - g. “Financial Year” means the year ending on 30 June;
 - h. “Investigation Committee” means a committee of three persons appointed by the Committee in relation to a particular matter;
 - i. “Member” means a member of the Club including an ordinary member, sporting associate member and life member except in relation to General Meetings where sporting associate members have no voting rights;
 - j. “Regulations” means regulations under the Act;
 - k. “Secretary” means the Secretary of the Club, or if the position is vacant, the public officer of the Club.
3. Words or expressions contained in this constitution must be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (Vic) and the Act as in force from time to time.

Purposes

4. The purposes of the Club are:
 - a. To further the Koolie breed;
 - b. To promote and urge responsible breeding of the Koolie;
 - c. To maintain a register of Koolies;

- d. To acquire property for the purposes of the Club;
- e. To raise money for the purposes of the Club, by donations, annual subscriptions, sale of assets, charges for the use of Club facilities, borrowing or otherwise;
- f. To publish any newspapers, periodicals, books, leaflets or other materials which promote the Club's purposes;
- g. To sell, manage, lease, mortgage, dispose of, give any charge over, or otherwise deal with the property of the Club including disposal by way of gift or assignment;
- h. To invest any money of the Club not immediately required for its purposes;
- i. To establish and support any other clubs, associations or entities whose purposes are consistent with those of the Club;
- j. To do all other things consistent with the above purposes provided that the income and property of the Club must be applied solely towards the promotion of the purposes of the Club and no portion will be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit, to the Members.

MEMBERSHIP

Categories of Membership

- 5. Membership of the Club must be open, subject to this constitution, to any natural person irrespective of racial extraction, political persuasion, religious adherence, or sex.
- 6. The members of the Club must be classified as ordinary members, life members, sporting associate or honorary members. Sporting associate members will not be eligible to hold a committee or sub-committee role.
- 7. A person will become an ordinary member or a sporting associate member upon acceptance of an application (in the form set out in Appendix 1 and accompanied by the entrance fee and annual subscription) by the Committee. In the event of an application for membership being rejected by the Committee, any entrance fee and annual subscription paid must be refunded to the applicant.
- 8. A person will become a life member upon election to that status by a unanimous decision of the Committee at a meeting of which notice has been given of a proposal to elect that person a life member.
- 9. A person will become a honorary member upon election to that status by a unanimous decision of the Committee at a meeting of which notice has been given of a proposal to elect that person a honorary member.
- 10. A Committee Member must not be elected a life member while he or she holds office as a Committee Member.

Register of Members

- 11. The Secretary must keep a register of Members, which records the full name, address, category of membership and date of entry of each Member. The register must be available for inspection by Members at a place determined by the Committee.

Entrance Fee and Annual Subscription

- 12. The amount of the entrance fee and annual subscription will be determined from time to time by the

Committee, and in the case of the annual subscription the amount so determined will be payable in advance on or before 1 May in each year.

Resignation of Member

13. A Member of the Club who has paid all moneys due and payable by him or her to the Club may resign from the Club by giving one months notice in writing to the Secretary of his or her intention to resign and at the end of that period of notice, the Member will cease to be a Member.
14. A Member whose annual subscription remains unpaid for one month after the due date will be deemed to have resigned at the end of that period of one month.

Fining, Suspension, or Expulsion of Member

15. Where the Committee is of the opinion that a Member may have refused or neglected to comply with this constitution, or may have been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club, the Committee may refer the matter to an Investigation Committee.
16. At least 14 days notice must be given to the Member stating that a matter has arisen in respect of which the Investigation Committee has the powers of fining, suspension, and expulsion and specifying the date, time and place at which the matter will be considered by the Investigation Committee. The notice must be accompanied by a copy or a description of any material that is in the possession of the Club and that may be considered by the Investigation Committee at the meeting. The notice must inform the Member that he or she may appear personally before the Investigation Committee, or may appoint any person to act on his or her behalf.
17. At the meeting of the Investigation Committee, the committee must investigate the circumstances of the matter, and if it sees fit, fine, suspend or expel the Member on such terms as it may determine.

Grievance Procedure

18. Where the Committee is of the opinion that there may be circumstances existing which amount to a dispute under this constitution between:
 - a. a Member and another Member; or
 - b. a Member and the Club;the Committee may refer the matter to an Investigation Committee.
19. At least 14 days notice must be given to the parties to the dispute stating that a matter has arisen in respect of which the Investigation Committee has the power to issue a ruling, and specifying the date, time and place at which the matter will be considered by the Investigation Committee. The notice must be accompanied by a copy or a description of any material that is in the possession of the Club and that may be considered by the Investigation Committee at the meeting. The notice must inform each Member that he or she may appear personally before the Investigation Committee, or may appoint any person to act on his or her behalf.
20. At the meeting of the Investigation Committee, the committee must investigate the circumstances of the matter, and if it sees fit, issue a ruling on the dispute.

Appeal Provisions

21. A decision of the Investigation Committee cannot be questioned or challenged except by appeal to the Appeal Committee or Final Appeal Committee.

22. A decision of the Appeal Committee cannot be questioned or challenged except by appeal to the Final Appeal Committee.
23. Where a Member within 14 days of receiving notice of the decision of an Investigation Committee gives notice in writing to the Secretary appealing the decision of the Investigation Committee, the Committee must refer the matter to an Appeal Committee.
24. Where a Member within 14 days of receiving notice of the decision of an Appeal Committee gives notice in writing to the Secretary appealing the decision of the Appeal Committee, the Committee must refer the matter to a Final Appeal Committee.
25. The Appeal Committee and the Final Appeal Committee must respectively hear any appeal and final appeal and must give the Member(s) or former Member the opportunity to appear personally before the committee, or appoint any person to act on his or her behalf.
26. This constitution having established an adequate appeal system, it is a fundamental basis of membership of the Club that all aspects of the hearing by, and all decisions of, an Investigation Committee, an Appeal Committee, and a Final Appeal Committee cannot be questioned, challenged, or otherwise brought before any court or tribunal whatsoever on any ground whatsoever.

GENERAL MEETINGS

Annual General Meeting

27. The Club must following the end of each Financial Year convene an annual general meeting of its Members, to be held at a time, date and place determined by the Committee. The annual general meeting must be specified as such in the notice convening it.
28. The business of the annual general meeting will be:
 - a. to confirm the minutes of the previous annual general meeting and of any special general meetings held since that meeting;
 - b. to receive from the Committee reports upon the activities of the Club during the previous Financial Year;
 - c. to receive and consider the statement submitted by the Club in accordance with section 30(3) (*Statements of [a] income and expenditure, [b] assets and liabilities and [c] mortgages, charges and securities*) of the Act;
 - d. to elect Committee Members of the Club;
 - e. to appoint an auditor for the current Financial Year or , to resolve not to appoint an auditor ; and
 - f. any other business of which notice is given in accordance with this constitution.
29. The annual general meeting must be in addition to any other general meetings that may be held in the same year.

Special General Meetings

30. All general meetings other than the annual general meeting must be called special general meetings.
31. The Committee may, whenever it sees fit, convene a special general meeting of the Club.
32. The Committee must, on the requisition in writing of Members representing not less than 10% of the total number of Members, convene a special general meeting of the Club. The requisition for a

special general meeting must state the object of the meeting, be signed by the Members making the requisition, and be given to the Secretary. The requisition may consist of several documents in a like form each signed by one or more of the Members making the requisition.

33. If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is given to the Secretary, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date. A special general meeting convened by Members must be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee. All reasonable expenses incurred in convening the meeting must be refunded by the Club to the persons incurring the expenses.

Notice of General Meetings

34. The Secretary must, at least 14 days before the date fixed for holding a general meeting of the Club, give notice of the meeting to each Member. The notice must state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
35. A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the next general meeting after the receipt of the notice.
36. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member will not invalidate the proceedings at any meeting.

Cancellation or Postponement of General Meetings

37. The Committee may, if it sees fit, cancel, postpone or change the place of a general meeting. The Committee must ensure, where possible, that notice of the cancellation, postponement or change of place is given to each person to whom notice of the meeting was given.
38. A meeting convened under paragraph 32 or 33 may not be cancelled or postponed without the prior written consent of the Members who requisitioned the meeting.

Proceedings at General Meetings

39. No item of business may be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time when the meeting is considering that item. 10 Members or that number of Members representing one half of the ordinary membership, whichever is less, personally present (being Members entitled to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
40. No business other than that set out in the notice convening the meeting will be transacted at the meeting except at the discretion of the chair.
41. If within an hour after the time appointed for the commencement of a general meeting, a quorum is not present, the meeting will lapse.
42. The president, or in his or her absence the vice-president, must chair each general meeting of the Club. If the president and the vice-president are absent from a general meeting, the Members present must elect one of their number as chair.

Adjournment of General Meetings

43. The chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an

adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

44. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting must be given as in the case of the general meeting. It is not otherwise necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting at General Meetings

45. A question arising at a general meeting must be determined on a show of hands and a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
46. A poll on any question must be demanded by not less than three members before or on the declaration of the show of hands. The poll must be taken at the meeting in such manner as the chair may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question. A poll that is demanded on the election of the chair or on a question of an adjournment must be taken forthwith and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chair may direct.
47. Upon any question arising at a general meeting of the Club a Member has one vote only. All votes must be given personally, by proxy (in the case of a special resolution) or by postal vote (in the case of an ordinary resolution).
- 48.
- a. Each Member entitled to vote can choose to vote using a postal vote. The postal vote must be in the form set out in Appendix 2 and must be given to the Secretary no later than 24 hours before the time of the meeting.
- b. Each Member entitled to vote is entitled to appoint another Member as his or her proxy where a special resolution is being voted. The notice appointing the proxy must be in the form set out in Appendix 3 and must be given to the Secretary no later than 24 hours before the time of the meeting.
49. In the case of an equality of voting on a question, the chair of the meeting is entitled to exercise a second or casting vote.
50. A Member is not entitled to vote at any general meeting unless all money due and payable by him or her to the Club have been paid.

MANAGEMENT

Committee of Management

51. The affairs of the Club will be managed by a Committee of Management.
52. The Committee:
- a. will control and manage the business and affairs of the Club;
- b. may, subject to this constitution, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this constitution to be exercised by general meetings of the Members; and
- c. subject to this constitution, the Regulations and the Act, has power to perform all such acts and

things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

53. The Committee will be:

- a. a president;
- b. a vice-president;
- c. a treasurer;
- d. a registrar;
- e. a secretary; and
- f. a minimum of three other Committee Members. The maximum number of other Committee Members is to be determined by the Committee, but must not exceed seven. The Committee must not at any time determine a maximum which is less than the number of other Committee Members in office at the time the determination takes effect;

each of whom must be elected at an annual general meeting, and will hold office until retirement in accordance with this constitution, but will be eligible for re-election.

54. In the event of a casual vacancy occurring on the Committee, the Committee may appoint a Member to fill the vacancy and the Member appointed will hold office, subject to this constitution, until the next annual general meeting following the date of appointment.

55. No person who is not a Member will be eligible to hold office as a Committee Member.

Election of Committee Members

56. Nominations of candidates for election to the Committee:

- a. must be made in writing, signed by one Member other than the candidate and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- b. may be accompanied by a candidate's statement not exceeding 100 words which must be circulated at the annual general meeting prior to any ballot for the election of the candidate;
- c. must be given to the Secretary not less than seven days before the date fixed for the holding of the annual general meeting; and
- d. will not be capable of being withdrawn in the seven days before the date fixed for the holding of the annual general meeting.

57. If insufficient nominations are received to fill vacancies on the Committee, further nominations will be received at the annual general meeting.

58. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.

59. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held, conducted as follows:

- a. voters may vote for as many or few candidates as they wish;
- b. votes may be cast based on a maximum of one vote by each financial member for each vacancy;

- c. each candidate's votes will be totalled and those candidates with the most votes (up to the number of vacancies) will be elected;
 - d. in the event of a tie in votes for the last available position, that position will be determined between the tied candidates by lot; and
 - e. the results of the voting must otherwise be confidential and the ballot papers must be retained by the scrutineers and destroyed at the conclusion of the meeting.
60. If a candidate for election to a particular Committee position is not elected to that position under paragraph 59 that candidate may, notwithstanding paragraph 58, be a candidate for any other Committee position which has not yet been filled.

Events Causing Committee Vacancy

61. A Committee Member ceases to be a Committee Member if he or she:
- a. ceases to be a Member;
 - b. fails to attend Committee meetings for more than three consecutive meetings without leave of absence from the Committee, and upon confirmation of the vacancy by the Committee;
 - c. becomes an insolvent under administration within the meaning of the Corporations Law of Victoria;
 - d. becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health; or
 - e. resigns his or her office by notice in writing given to the Secretary.

Committee Meetings

62. The Committee will meet from time to time at such place as the Committee may determine.
63. A Committee meeting may be held by the contemporaneous linking together by telephone or other method of communication of a quorum of Committee Members, who will be taken to be present in person at the meeting. The meeting is to be taken to be held at the place the chair decides on, as long as at least one of those present was at that place for the duration of the meeting.
64. Committee meetings may be convened by the president or by any four Committee Members.
65. That number of Committee Members representing one half (rounded up) of the membership of the Committee constitutes a quorum for a Committee meeting.
66. The Committee may act notwithstanding any vacancy on the Committee.
67. No business will be transacted at a Committee meeting unless a quorum is present and if within an hour after the time appointed for the commencement of the meeting a quorum is not present the meeting will lapse.
68. The president or in his or her absence the vice-president must chair Committee Meetings unless otherwise determined unanimously by the Committee, or if the president and the vice-president are absent, one of the remaining Committee Members chosen by the Committee Members present must chair.
69. Questions arising at Committee meetings must be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the chair determines.

70. Each Committee Member present at a Committee meeting is entitled to one vote and, in the event of an equality of votes on a question, the chair may exercise a second or casting vote.

Notice of Committee Meetings

71. Notice of each Committee meeting must be given to each Committee Member, except a Committee Member on leave of absence approved by the Committee. The period of notice must be fair and reasonable.
72. A notice of a Committee meeting may be given in person or by post, telephone, facsimile or other method of communication.
73. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Committee Member will not invalidate the proceedings at any meeting.

Alternate Committee Members

74. A Committee Member may appoint an Alternate to vote in his or her place. An Alternate must be a Committee Member. An appointment as Alternate will be effective upon the approval by a majority of the Committee Members other than the appointer.
75. A Committee Member may act as an Alternate to more than one Committee Member.
76. An Alternate is entitled, if the appointer does not attend a Committee meeting, to attend and vote in place of the appointer. Such a vote is in addition to the vote the Alternate has as a Committee Member in his or her own right.
77. An Alternate is responsible to the Club for his or her own acts and defaults and is not to be taken to be the agent of the appointer.
78. The appointment of an Alternate may be terminated or suspended at any time by the appointer or by a majority of the other Committee Members, and is terminated when the appointer ceases to be a Committee Member.
79. A termination or suspension of an appointment of an Alternate by the appointer takes effect only when notice has been given to the Secretary of the termination or suspension.
80. In determining whether a quorum is present at a Committee meeting, an appointment as Alternate will not be counted.

Remuneration of Committee Members

81. A Committee Member may, with the approval of the Committee, receive payment for any goods supplied or service rendered to the Club in a professional or technical capacity, other than in his or her capacity as a Committee Member. Any amount paid must be not more than an amount commercially reasonable for the goods or service.
82. A Committee Member may, with the approval of the Committee, be reimbursed reasonable out-of-pocket expenses incurred in carrying out his or her duties as a Committee Member.

Removal of Committee Member

83. The Club in general meeting may by resolution remove any Committee Member before the expiry of his or her term of office and appoint another Member in his or her place.
84. Where the Committee Member to whom a proposed resolution referred to in paragraph 82 makes

representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the Committee Member may require that they be read out at the meeting.

Delegation to Committees

85. The Committee may delegate any of its powers to committees comprising persons determined by the Committee.
86. The provisions of this constitution applying to Committee meetings apply, so far as they can and with any necessary changes, to meetings of committees.

Secretary

87. The Secretary must keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting.

Public Officer

88. The Committee must appoint and may remove the public officer of the Club.

Treasurer

89. The Treasurer of the Club:
 - a. must collect and receive all moneys due to the Club and make all payments authorised by the Committee; and
 - b. must keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
90. The accounts and books referred to in paragraph 89 must be available for inspection by Members upon application being made to the Committee, and the Committee must grant such application unless it determines that such inspection would be prejudicial to the interests of the Club.

Audit and Auditor

91. If an auditor is appointed, the treasurer must cause the books of account and other financial records to be audited as at the end of each Financial Year, and a copy of the report of the auditor must be appended to the financial report prepared under paragraph 28c.
92. The auditor, if appointed, is entitled to attend any general meeting, and to speak on any part of the business of the meeting, which concerns the auditor in that capacity.

Indemnity

93. Each Committee Member, officer appointed by the Committee, and employee is indemnified out of the property of the Club against any liabilities or expenses incurred by him or her in defending any proceedings relating to his or her position with the Club, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted, or which are withdrawn before judgement, or otherwise at the discretion of the Committee.

GENERAL

Cheques and Common Seal

94. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed in a manner determined by the Committee.
95. The common seal of the Club must be kept under custody arrangements determined by the Committee. The common seal must only be used in the following manner:
 - a. be affixed to any instrument upon the authority of the Committee. The affixing of the common seal must be attested by the signatures either of two Committee Members or of one Committee Member and the Secretary.
 - b. Be affixed to registration certificates with only the signature of the Registrar or the Secretary.

Alteration of Rules

96. This constitution and the statement of purposes of the Club must not be altered except in accordance with the Act.

Notices

97. A notice may be served by or on behalf of the Club upon any Member either personally, or by sending it by post to the Member at his or her address shown in the register of members, or by sending it by facsimile or electronic transmission to the facsimile number or electronic address the Member has supplied the Club for giving notices.
98. Where a document is properly addressed pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Winding up or Cancellation

99. In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club must be transferred to any organisation that is carried on predominantly to further the Koolie breed and is not carried on for the profit or gain of its individual members.

Custody of Records

100. Except as otherwise provided in this constitution all books, documents and securities of the Club must be kept under custody arrangements determined by the Committee.

Funds

101. The funds of the Club will be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

APPENDICES

APPENDIX 1

Form of Application for Membership

I/we, (name/s) _____ of
(postal address 1) _____
(postal address 2) _____
(postal address 3) _____ (postcode) _____
(telephone #) (0) _____ (facsimile #) (0) _____
(mobile phone #) _____ (e-mail address) _____

apply for ordinary membership of Koolie Club Of Australia Incorporated. In the event of my/our admission as a member/s, I/we agree to be bound by the constitution of the Club as well as the Club's Operational Rules for the time being in force.

Signature/s _____

Date _____

.....
APPENDIX 2

Form of Postal Vote

I, (name) _____ of
(address) _____

being an ordinary member / life member of Koolie Club Of Australia Incorporated instruct that my vote be cast in the following way:
(complete details of voting instructions)

at the general meeting of the Club to be held on

(date) _____
and at any adjournment of that meeting.

Signature _____

Date _____

APPENDIX 3

Form of Appointment of Proxy

I, (name) _____ of
(address) _____
being an ordinary member / life member of Koolie Club Of Australia Incorporated
appoint (name) _____ being a member of that Club, or failing him or her the
chair of the meeting, as my proxy to vote for me on my behalf at the general meeting of the Club to be held
on (date) _____ and at any adjournment of that meeting.
My proxy is instructed to vote as follows:(insert details, or "as he or she thinks fit").

Signature _____

Date _____

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