

WANGARATTA KENNEL & OBEDIENCE DOG CLUB Inc.

INCORPORATION NO. A10106

Affiliated with Dogs Victoria Inc



RULES

To be read in conjunction with Wangaratta Kennel & Obedience Dog Club Inc.

“Constitution” and “Regulations”

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PART I – PRELIMINARY

1.1 Name

The name of the Association is Wangaratta Kennel & Obedience Dog Club Inc. (“which is an association incorporated pursuant to the Associations Incorporations Reform Act 2012”).

1.2 Address

The business office of the WKODC shall be located at such address as is determined from time to time by its Management Committee.

1.3 Interpretation and Definition

These Rules are subject to the provisions of the Act. In this Rules thereto, unless the contrary intention is expressed:

“the Act” means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act and any amendment thereto, or any re-enactment of that Act.

“AGM” means the Annual General Meeting of the WKODC referred to in Rule 6.1.

"Appeal" means the process for an accused to contest the outcome of a Discipline process.

“Application for membership” includes application for readmission to membership.

“Auditor” means the Auditor appointed or reappointed by the members of the WKODC at an Annual General Meeting, or a Special General Meeting, and shall be a person who meets the requirements for an auditor as may be prescribed by the Act.

“Body” means where the context reasonably permits, any Society or Association, Company, Corporation or group of persons.

“Club” for the purpose of these Rules has the same meaning as is assigned to the word Association in the Act.

“Constitution” means the Constitution of the WKODC as amended by Special Resolution of members from time to time.

"Discipline" means penalties imposed by the Disciplinary Sub-Committee in the case of a proven case.

“Dog” includes bitch where the context reasonably admits.

“Executive Management Committee” means the President, Secretary and Treasurer of WKODC.

“Exhibit”

- used as a noun means a dog entered in an exhibition.
- used as a verb includes the verb “to show” and vice versa and “to exhibit” or “to show” includes “to compete”.

“Exhibition/s” includes Conformation, Obedience, Agility, and any other ANKC approved canine activity.

“Exhibitor” means a person in whose name an Exhibit is entered for Exhibition but where the context reasonably permits shall be deemed to include a person by whom such Exhibit is displayed or handled or the person in whose charge the Exhibit is whilst in the precincts of an Exhibition.

“Financial statements” means the annual financial reports prepared in accordance with the Act.

“Financial year” means the period of one calendar year ending at midnight on the 31st December each year.

"Grievance" means any written complaint made by a Club member or member of the public against a member of the WKODC, or the WKODC.

“Grievance Panel” means a Sub-Committee appointed by the Executive Management Committee pursuant to Rule 5.8 and to which it delegates its powers under Rule 5.9 to investigate written complaints received against members of the WKODC for alleged misconduct and/or breach of the Rules or Regulations.

“In-Camera Meeting” means a meeting that is closed to anyone other than those elected or appointed members of that committee who have voting rights on that committee, and members of the Executive Management Committee.

“In-Camera Minutes” means separate minutes which shall be kept by the Secretary of that committee which is not for distribution to the membership. A copy of such shall be provided to the Club Secretary.

“Insolvent under administration” means a person who:

- under the Bankruptcy Act 1966 or the law of an external Territory, is bankrupt in respect of a bankruptcy from which the person has not been discharged; or
- under the law of a country other than Australia or the law of an external Territory, has the status of an undischarged bankrupt; and includes:
- a person who has executed a Deed of Arrangement under Part X of the Bankruptcy Act 1966 or the corresponding provisions of the law of an external Territory or of the law of a country other than Australia, where the terms of the Deed have not been fully complied with and:
- a person whose creditors have accepted a Composition under Part X of the Bankruptcy Act 1966 or the corresponding provisions of the law of an external Territory or of the law of a country other than Australia where a final payment has not been made under the Composition.

"Investigation" means the process for determining if there is a case to answer for alleged misconduct or breach of the Rules, Regulations or Codes.

“Junior Member” means a member that is under the age of 18 years and as defined in Rule 2.2(d) and shall have privileges as defined in Rule 2.6(b).

“Life Member” has the meaning as defined in Rule 2.2(b) and shall have full privileges as defined in Rule 2.6(a).

“Management Committee” means the elected Committee of WKODC and includes the Executive and other members of such Committee.

"Mediation" means the process for dealing with a complaint advising of a dispute. **5 | Page**

“Mediator” means a person appointed in accordance with these Regulations to endeavour to obtain resolution of a complaint (or dispute) lodged in accordance with these Regulations.

“Newsletter” means any publication authorised by the Management Committee of the WKODC.

“Official” means any person who holds a position within the WKODC.

“Ordinary member” means any member over the age of 18 years with full privileges.

“Period of membership” means the period of time terminating at midnight on 31st December in each year for which a member has been admitted to membership.

“Person” where the context reasonably permits, includes a natural person, a firm or partnership, a company, corporation or any other legal entity.

“Poll” means a secret ballot at either Special or Annual General Meetings.

“Prescribed form” means a form prescribed by the Management Committee for a particular purpose.

“Presenter of Evidence” means the Chairperson of the referring Investigations Sub-Committee

“Prize” includes any award, whether in the form of a certificate, a card, a ribbon, a rosette, a sash, a monetary payment, a trophy or otherwise.

“Resolution” means an ordinary resolution passed by a simple majority of the number of members of the WKODC who, being entitled to do so under these rules attend and vote on the resolution.

“Regulations” means the Regulations of WKODC as amended by resolution of the Executive Management Committee from time to time and published in the WKODC Newsletter.

“Rules” means the Rules of WKODC, as amended by Special Resolution of the Management Committee members from time to time and published in the WKODC Newsletter.

“Special General Meeting” means a general meeting of the members of the WKODC other than an Annual General Meeting.

“Special Resolution” means a resolution passed by not less than seventy five percent of the number of members of the WKODC who, being entitled to do so under these rules, attend and vote personally on the resolution at an Annual General Meeting of the WKODC or at a Special General Meeting of the WKODC 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 WKODC not less than twenty-one days prior to the date of holding such meeting. Such Special Resolution cannot be amended in any way at the meeting.

“State” means the State of Victoria.

“Sub-Committee” means a Sub-Committee of the Management Committee or of any of the Committees.

“VCA” means the Victorian Canine Association Inc trading as Dogs Victoria.

“WKODC” means Wangaratta Kennel & Obedience Dog Club Inc.

“Writing” includes printing, typing, photocopying, facsimile, e-mail and any other like recognised means of written communication.

1.4 References In these Rules:

- a) a reference to a function includes a reference to a power, authority and duty; and
- b) a reference to the exercise of a function includes where the function is a duty a reference to the performance of the duty;
- c) 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;
- d) a reference to the masculine gender shall include the feminine gender and vice versa;
- e) a reference to the singular shall include the plural and vice versa where the context reasonably permits.

1.5 Headings and Notes

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.

1.6 Rules Constitute Terms of a Contract

These Rules shall constitute the terms of a contract between the WKODC and its members for the time being. So long as the WKODC is an affiliate of the VCA every member, whether a member of the VCA or not, shall be deemed to have agreed with the VCA to be bound by the constitution and rules and regulations of the VCA for the time being in force so far as the same shall relate to them.

1.7 No Proprietary Interest in Property of the WKODC

Membership of the WKODC 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 WKODC.

PART II – MEMBERSHIP

2.1 Eligibility to be a Member

Any person who supports the purposes of the Association is eligible to apply for membership.

2.2 Categories of Membership

The membership of the WKODC may consist of:

- a) Ordinary Membership:
 - i) Single Membership – for any Ordinary member not less than 18 years of age or
 - ii) Household Membership – for a maximum of two Ordinary Members not less than 18 years of age and any number of Junior Members who are under 18 years of age residing at the same address.
- b) Life Membership – The Management Committee may by Special Resolution at the AGM award life membership to a member in consideration of outstanding or special service rendered by that member to the WKODC and such member shall henceforth not be liable to pay an annual membership subscription. However not more than one person may be appointed as Life Members of the Club in any one financial year.
- c) Honorary Membership – The Executive Management Committee may by resolution award honorary membership to any person for a specified period and such member shall not be liable to pay an annual membership subscription for the specified period. The rights and privileges will be also annotated at the time of award.
- d) Junior Membership – For a child under the age of 18 and part of a Household membership. Junior membership cannot be granted in its own right (it must be taken as part of a household unit). The rights and privileges are defined in Rule 2.6 (b).

A Junior Member that attains the age of 18 years old during the financial year may elect to become an Ordinary Member of the WKODC by applying as per Rule 2.3. A Junior Member that takes up this option will be exempt from paying any joining fee but must pay any other subscription applicable. A Junior Member not taking up this option will remain a Junior Member until the expiration of the financial year and be removed from the household unit at that time.

2.3 Application for Membership

- a) Application for membership shall be made in writing on the prescribed form and shall be accompanied by such joining fees, membership subscription and such other fees as shall be determined from time to time by the Executive Management Committee. Such form shall be signed by the applicant and lodged with the Secretary.
- b) Membership of the WKODC is subject to the application being submitted to and approved by the Management Committee. 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.

- c) Any application for membership may be refused by the Management Committee without assigning any reasons for such refusal notwithstanding that a membership subscription was paid at the time of application and was banked by the WKODC provided that in the event of the application being refused such subscription shall be refunded to the applicant.

2.4 Membership Renewal

- a) Application for membership renewal shall be made in writing on the prescribed form and shall be accompanied by such membership subscription and such other fees as may be determined from time to time by the Executive Management Committee for the forthcoming financial year. Such form shall be signed by the applicant and lodged with the Secretary.
- b) Such application for renewal and subscriptions fees must be lodged as specified above no later than the last business day of the current financial year or membership shall lapse.
- c) Notice of renewal shall be sent to all current financial members no later than the last day of November.
- d) Notice of membership renewal shall be deemed to have been given to each ordinary member if it is:
 - i) published on the Club Website; or
 - ii) sent to each ordinary member at the member's email address appearing in the register of members referred to in Rule 2.7
- e) In the event of membership lapsing, the payment of the joining fee will be at the discretion of the Executive Management Committee however all privileges during the non-financial period shall lapse.

2.5 Cessation of Membership

- a) Membership of the WKODC shall cease:
 - i) 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;
 - ii) if the member resigns by notice in writing addressed to the Secretary (but such resignation shall not relieve any member from payment of overdue subscriptions or other monies due by him to the WKODC at the time of such resignation);
 - iii) if the member dies;
 - iv) if the member's annual subscription for the forthcoming financial year payable pursuant to Rule 2.3, has not been paid on or before the last business day of the current financial year;
 - v) if the member is suspended from membership of the WKODC, or the VCA;
- b) A member's membership shall be suspended at the discretion of the Management Committee in the event that:

- i) there is owing by the member to the WKODC any monies for goods or services provided by the WKODC 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 WKODC of the outstanding monies, or
- ii) 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 that such suspension of membership shall cease upon receipt of a written reply to such demand and to such correspondence.

2.6 Rights and Privileges of Membership

Subject to the restrictions and limitations prescribed and obligations imposed by or pursuant to the Act, Rules and Regulations of the WKODC:

- a) the privileges of Ordinary Members and Life Members shall be:
 - i) the right to receive a copy of the Constitution, Rules and Regulations of the WKODC free of charge;
 - ii) the right to vote on any issue under consideration by the WKODC;
 - iii) the right to nominate for election to the Management Committee of the WKODC;
 - iv) the right to nominate for election or offer themselves for appointment to any Committee, Sub-Committee or position of the WKODC;
 - v) the right to apply for entry to the Trainee Instructors training and examination programs;
 - vi) the right for each membership category to receive a copy of the Newsletter;
 - vii) the right to participate in all WKODC activities;
 - viii) the right to compete for any prize available for competition by members of the WKODC;
 - ix) the right to inspect the register of members in accordance with provisions of the Act;
 - x) the right to have access to the minutes of general meetings and other documents of the Association as provided under the Act. The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- b) the privileges of “Junior Members” shall be:
 - i) the right to receive a copy of the Constitution, Rules and Regulations of the WKODC free of charge;
 - ii) subject to the Rules and Regulations of the VCA the right to participate in all WKODC activities;
 - iii) the right to compete for any prize available for competition by members of the WKODC.

2.7 Register of Members

The Secretary must keep and maintain a register of members that includes:

- a) for each current member:
 - i) the member's name;
 - ii) the email address for notice last given by the member;
 - iii) the date of becoming a member;
 - iv) the category of membership;
 - v) any other information determined by the Committee; and
- b) for each former member, the date of ceasing to be a member.

2.8 Inspection of Registry

A member permitted to inspect the Register of Members:

- a) 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.
- b) is expressly forbidden from making a copy of the information contained in the register.

2.9 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

2.10 Limitation of Members Liability

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

2.11 Conduct of Members

Members shall strictly observe and act in conformity with and not otherwise than in accordance with the Rules and Regulations of the WKODC and shall not conduct themselves in such a manner as to bring the WKODC into disrepute or to bring themselves as a member into discredit.

2.12 Complaints

- a) Where the Management Committee receives a written complaint alleging a dispute with a member of the WKODC, or the WKODC, the parties shall be referred to mediation, which shall be conducted pursuant to the Regulations.

- i) The Secretary shall advise the principal parties to the dispute in writing that they are required in accordance with the Act:
 - (1) to meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days of the Secretary's advice to the principal parties; and
 - (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, hold a meeting in the presence of the Mediation Officer.
 - ii) In the case of a dispute between a member and the Mediation Officer the President will act as Mediation Officer.
 - iii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - iv) The Mediator, in conducting the mediation, must:
 - (1) give the parties to the mediation process every opportunity to be heard; and
 - (2) allow due consideration by all parties of any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (4) ensure that the outcome of the mediation process is recorded in writing and signed by the Mediator.
 - (5) The mediator must not determine the dispute.
 - v) 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 otherwise at law.
- b) Where the Management Committee receives a written complaint alleging misconduct or breach of the Rules and Regulations of the WKODC by a member of the WKODC the Management Committee shall refer the matter to the Secretary for investigation pursuant to the Grievance Procedures Regulations, which shall provide for:
- i) The process and requirements pertaining to the written complaint.
 - ii) The appointment of a Grievance Panel by the Management Committee.
 - iii) The Grievance Panel, and the Grievance proceedings, including any penalties which may be imposed on a member found guilty of a charge or charges in addition to fines to a maximum of 5 Penalty units as provided for under the provisions of the Associations Incorporation Reform Regulations made under the Act.
 - iv) The referral of an appeal to a Special General Meeting of members, and the procedures for the Appeals process.
 - v) The Special General meeting shall be convened within 120 days from the date on which the Secretary received the notice of appeal.
- c) At a Special General Meeting of the WKODC convened under Rule 2.12(b)(iv):
- i) no business other than the question of the appeal may be conducted; and

- ii) the meeting shall be advised details of the findings of the Grievance Panel, and the reasons for the findings and penalties; and
- iii) the appellant, or his or her representative, must be given an opportunity to be heard; and
- iv) the members present must vote by secret ballot on the question of whether the findings of the Grievance Panel should be confirmed, revisited or the appeal allowed.
- v) The findings and/or penalties shall be confirmed, if at the Special General Meeting, not less than two-thirds of the members present voting, vote in favour of the resolution.
- vi) In any other case, the findings and/or penalties are not confirmed, and the meeting shall determine the subsequent action and/or penalties required, in accordance with the Regulations.

PART III – THE MANAGEMENT COMMITTEE

The Management Committee positions of the WKODC shall be elected annually by ballot of the membership of the WKODC at the Annual General Meeting and shall assume office from the day following the date of the Annual General Meeting of the WKODC.

3.1 Executive Management Committee

The Executive of the WKODC shall be:

- a) a President; and
- b) a Secretary; and
- c) a Treasurer.

And no one person shall hold more than one of the above positions.

3.2 Other Members of Management Committee

The other members of the Management Committee shall be:

- a) Vice President
- b) Assistant Secretary
- c) Assistant Treasurer
- d) 10 Committee

3.3 Term of Office

The term of office of all members of the Management Committee shall be from the day after the completion of the Annual General Meeting of the WKODC when they took office until 11:59 pm on the day of the completion of the following Annual General Meeting of the WKODC.

3.4 Casual Vacancies

For the purpose of these Rules a casual vacancy in the office of a member of the Management Committee occurs if a member:

- a) dies;
- b) ceases to be a member of the WKODC;
- c) becomes an insolvent under administration;
- d) has a judgement determined against them for monies owing in excess of \$10,000, until such time as the debt is settled;
- e) resigns office by notice in writing given to the Secretary;
- f) is removed from office under Rule 4.9;

- g) 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;
- h) is absent without the consent of the Management Committee from three successive scheduled meetings of the Committee; or
- i) takes up permanent residence outside the State.

3.5 Filling of Casual Vacancies

- a) In the event of a casual vacancy occurring in the office of President such vacancy shall be filled by the Vice President who shall be President of the WKODC and shall hold office as such until the next annual election.
- b) In the event of a casual vacancy occurring in the office of Secretary such vacancy shall be filled by the Assistant Secretary who shall be Secretary of the WKODC and shall hold office as such until the next annual election.
- c) In the event of a casual vacancy occurring in the office of Treasurer such vacancy shall be filled by the Assistant Treasurer who shall be Treasurer of the WKODC and shall hold office as such until the next annual election.
- d) In the event of any other casual vacancy the Management Committee may by resolution appoint any member of the WKODC to the vacant position for the then unexpired term of office.
- e) The Management Committee may continue to act despite any vacancy in its membership subject to 3.4.

PART IV – ELECTION OF MANAGEMENT COMMITTEE

4.1 Nominations

Notice of nominations for the Management Committee shall be published at least 6 weeks prior to the close of nomination. Nominations shall close 28 days prior to the AGM of each year.

4.2 Candidates to Nominate for Election

- a) Nominations shall be made on the prescribed form and signed by the candidate, the proposer and seconder each of whom shall be an ordinary member of the WKODC.
- b) Any member of the Management Committee retiring on completing their term of office shall be entitled to nominate for re-election.
- c) Only an ordinary member or Life Member shall be eligible to nominate as a candidate or propose or second a candidate for election to the Management Committee provided that they were financial members of the WKODC for the current financial year and that their membership renewal subscriptions had been paid not later than the date on which nominations close and that they are not in default under Rule 2.5 or Rule 2.12 on the date on which nominations close provided that:
 - i) if a nominated candidate becomes ineligible under Rule 2.5 or Rule 2.12 between the date on which nominations close and the date on which the ballot closes and such ineligibility has not lapsed by the latter date; or
 - ii) if a nominated candidate revokes their nomination or dies after the date on which nominations close, any vote cast on a ballot paper in favour of that candidate shall be treated in accordance with Rule 4.6.
- d) It shall be the duty of the Secretary of the WKODC 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 Rule 4.2 which would adversely affect the candidate's eligibility.
- e) 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 WKODC pursuant to Rule 4.2 such nomination form shall be invalid.

4.3 Eligibility of Members to vote at Elections

A voters list shall be opened for each annual election and only the members whose names appear on the list shall be entitled to receive a ballot paper. Such list shall only include Life members and Ordinary members who were financial members of the WKODC for not less than three months of the financial year preceding the Annual General Meeting and who have renewed their membership in accordance with Rule 2.4.

4.4 Election Procedure

- a) Nomination forms and personal profile forms shall be available on application to the Secretary of the WKODC upon notice of same being published on the WKODC Website and when completed by candidates both forms shall be sent direct to the Secretary.
- b) The date on which nominations close shall be published on the WKODC Website.
- c) Any person may nominate or be nominated for more than one position on the Management Committee but can only hold one position.
- d) Upon nominations closing the Secretary shall attend on the Treasurer with the nomination forms for certification of the candidates eligibility under Rule 4.3.
- e) In the event of contested positions, the personal profiles of candidates shall be published on the WKODC Website after nominations close.
- f) A candidate may appoint a member of the WKODC as 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 on the close of nominations notify the Secretary in writing of the name and address of such scrutineer.
- g) Candidates' names on ballot papers shall be in random order determined by lot drawn by the Secretary and President.
- h) Upon the nomination forms being certified by the Treasurer, the Secretary shall print, or cause to be printed ballot papers with voting instructions printed thereon.

4.5 Postal Votes

- a) Postal votes shall only apply to the election of the Executive positions of President, Secretary, and Treasurer of the Management Committee.
- b) Any member who is entitled to vote at the Annual General Meeting but unable to attend shall be entitled to apply to the Returning Officer for a postal vote.
- c) Application for a Postal Vote must be in writing and lodged with the Returning Officer 21 days prior to the Annual General Meeting.
- d) Within seven days of the closing date for Postal vote applications the Returning Officer, in the presence of a scrutineer appointed by the Management Committee, will forward an initialled ballot paper and envelope to each applicant.
- e) For a Postal vote to be declared formal the ballot paper must be completed in accordance with the instructions contained thereon and sealed inside an envelope marked "Ballot Paper" and returned inside a second envelope bearing the members name and membership number.
- f) Members to whom ballot papers are posted shall return the completed ballot paper and envelope to the Returning Officer no later than 7 days prior to the Annual General Meeting. These envelopes shall be brought to the Annual General Meeting and be opened at that meeting in a manner such as to preserve the secrecy of the ballot.

- g) The Returning Officer shall keep a record of all members who have been sent a postal vote as well as all those who have returned their ballot paper and shall supply the Secretary with a copy of that record.

4.6 Voting System

- a) Where there is more than one candidate for a position on the Management Committee a ballot shall be held for that office.
- b) Where there is only one candidate for a position on the Management Committee a ballot for that office will not be necessary and the candidate nominating for that office shall be deemed to be elected.
- c) Where there are no candidates for a position on the Management Committee such vacancy shall firstly be filled by nominations from the floor of the Annual General Meeting or if an Executive Management Committee vacancy the Annual General Meeting must be adjourned to allow time for nominations to be sought, posted on the WKODC Website and voting recommenced.
- d) At annual elections of the Management Committee the vacant offices shall be filled in the following order:
 - i) President; then
 - ii) Treasurer; then
 - iii) Secretary; then
 - iv) Vice President.
- e) First past the post voting shall apply and voters must indicate their preference for each candidate in numeric order of such preference. Upon a member being elected to any position on the Management Committee:
 - i) any additional nomination/s in respect of that person is/are automatically disqualified. The second and subsequent preference votes in respect of the disqualified nomination/s shall be counted in the order of preference in respect of the ballot for the position or positions from which the candidate is disqualified as if each preference was advanced by one for each disqualified nomination.
 - ii) The same treatment will apply to nominations of persons who withdraw their nominations or are disqualified from holding a position prior to the election. In the event of an equality of votes for any position the election shall be determined by lot.

4.7 Voting on Ballot Papers

Voting on ballot papers shall be in accordance with instructions printed on the ballot paper or as instructed at the meeting.

4.8 Returning Officer

- a) A person who is not a candidate at the election shall be appointed by the Management Committee to act as Returning Officer.
- b) A replacement ballot paper shall be issued in the event of an eligible member claiming that the original ballot paper:
 - i) has not been received and there being no record of the return of the completed Ballot Paper on the Secretary's Record, referred to in Rule 4.5; or
 - ii) has been spoiled and the spoiled ballot paper returned to the Returning Officer.
- c) 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.
- d) The Returning Officer's Report as to the number of votes polled by each candidate and the result of an election and any other matters pertaining thereto shall be conclusive proof of all such matters.
- e) Upon receipt of the Returning Officer's Report the Secretary shall forthwith arrange to publish the result of the election on the WKODC Website.
- f) After the completion of the counting of votes and issuing the Report to the Secretary the Returning Officer shall cause all nomination forms, used and unused ballot papers and other relevant papers to be delivered to the Secretary who will cause the documents to be retained for a period of one (1) year.

4.9 Removal of Member of Management Committee

- a) Any member of the WKODC Management Committee may be removed from office before the expiration of their term:
 - i) as a result of the penalty/s to suspend or expel from their position imposed by a Disciplinary Sub-Committee taking effect; or
 - ii) by the members of the WKODC at a Special General Meeting convened for that purpose passing a Special Resolution to that effect,

and the resulting vacancy shall be filled in accordance with Rules 3.5.

PART V - MANAGEMENT COMMITTEE ADMINISTRATION

5.1 Meetings and Quorum and Adjournments

- a) The Management Committee shall meet at least quarterly at such place and time as the Management Committee may determine.
- b) Additional meetings of the Management Committee may be convened by;
 - i) the President;
 - ii) the Vice President;
 - iii) the Secretary upon receipt of a requisition in writing signed by no less than 4 members of the Management Committee.
- c) At a meeting of the Management Committee:
 - i) the President or in his/her absence the Vice President shall preside; or
 - ii) if the President or Vice President are absent or unwilling to act one of the other members of the Management Committee as may be elected by the members present at the meeting shall preside.
- d) Notice of a meeting of the Management Committee shall be given by the Secretary to each member of the Management Committee at least 7 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.
- e) 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.
- f) Subject to sub-rule (e) 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.
- g) 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.
- h) 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.
- i) The Executive Management Committee where it considers appropriate shall have power to deal with business In-Camera.
 - i) Minutes of such meetings are recorded in discreet In-Camera Minutes.
 - ii) Such minutes will be ratified at the next meeting of the Executive Management Committee during an In-Camera session.

- iii) Such minutes shall not be distributed to members of the Management Committee and shall be kept confidential by the Secretary of the WKODC.
- j) At a meeting of the Management Committee:
 - i) Unless extenuating circumstances occur of which the Executive Management Committee will inform all Management Committee members; technology may be used to allow a member of the Management Committee to participate in a meeting.

5.2 Decisions of Management Committee

- a) 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 (or their proxy in accordance with Rule 5.3)
- b) Each member of the Management Committee 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.
- c) At any meeting of the Management Committee a member of such Committee shall not participate in a vote on any contract in which the member or their immediate family or business partner has a financial interest.
- d) It shall be the duty of the member concerned to declare to the Chairperson of the meeting their ineligibility to vote on any matter prior to debate commencing.

5.3 Proxies on Management Committee

In the absence of a member from a Management Committee meeting the following proxy arrangements will apply:

- a) President by the Vice President; and
- b) Treasurer by the Assistant Treasurer; and
- c) Secretary by the Assistant Secretary; and
- d) Any other members by any other Committee Member.

and these proxies will have the same voting rights and be bound by the same rules as the member.

5.4 Capital Expenditure, Mortgages etc., over Real and Personal Property of WKODC

Notwithstanding the WKODC Constitution, the Executive Management Committee shall not without the prior permission of the members of the WKODC given by a Special Resolution of members of the WKODC passed at an Annual General Meeting or at a Special General Meeting of members convened and held pursuant to these Rules:

- a) undertake expenditure of funds in excess of \$3,000 on an individual project; or
- b) 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 WKODC; or

- c) create an issue of debentures charged upon all or any of the property of the WKODC real and/or personal, present or future.
- d) The Management Committee shall publish in the WKODC Newsletter, in the same issue in which the notice convening such meeting appears, a 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.

Any exercising of the rights listed in Rule 5.4 must be by agreement between two of the Executive Management Committee.

5.5 Leases and Agreements

All Leases and Agreements for the use of land, buildings and equipment that are legally binding on the WKODC but do not require capital expenditure by the WKODC are to be;

- a) signed by a minimum of two of the Executive Management Committee prior to entering into any such contracts, if the contract period is in excess of 12 months; or
- b) if the contract is for 12 months or less, the holder of the Domestic Appointment may sign the contract and notify the Management Committee no later than the next Management Committee meeting if the total of the contract is under \$500.

5.6 Regulations

The Executive Management Committee may from time to time make and amend Regulations not inconsistent with these Rules.

- a) The amendment, repeal or new Regulation must be included in the agenda for the Management Committee Meeting, which must be distributed, by the Secretary, to all members of the Management Committee a minimum of 4 days prior to the meeting date.
- b) The Regulation shall be discussed at that Management Committee Meeting, and then either amended or ratified (as decided by agreement between the Executive Committee) and published on the WKODC Website as well as included in the next WKODC Newsletter.

5.7 Minutes

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.

- a) Minutes of Management Committee Meetings:
 - i) The Management Committee must ensure that minutes are taken and kept of each committee meeting,
 - ii) The minutes must record the following:
 - (1) the names of the members in attendance at the meeting
 - (2) the business considered at the meeting
 - (3) any resolution on which a vote is taken and the result of the vote

- (4) any material personal interest disclosed under rule 5.2 (c)
 - (5) the location of the meeting
 - (6) the start and end time of the meeting
 - (7) any reports or documents submitted for consideration
 - (8) the title of the committee conducting the meeting
- b) Minutes of Annual General Meetings:
- i) The Committee must ensure that minutes are taken and kept of each annual general meeting and must include and record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. In addition, the minutes must contain:
 - (1) the names of the members attending the meeting; and
 - (2) the financial statements submitted to the members in accordance with the Act; and
 - (3) the certificate signed by the President and Treasurer certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (4) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act or these Rules.

5.8 Appointment of Sub-Committees and/or Officials

- a) The Management Committee may by secret ballot, postal ballot or otherwise by the members of the WKODC or by such of those members as represent a particular discipline or interest or otherwise as it may determine appoint such Sub-Committees or persons (hereinafter referred to as "Sub-Committees") as it considers necessary to carry out specific functions on behalf of the Management Committee.
- b) Members of such Sub-Committees shall be not less than 18 years of age at the time of election or appointment.
- c) The Executive Management Committee may make Regulations for the conduct of a Sub-Committee of this kind.
- d) Members of an elected Sub-Committee of this kind shall elect its Chairperson and Vice-Chairperson.
- e) The Executive Management Committee shall be entitled to receive notice and to attend all meetings of any Committee or Sub-Committee of which they are not otherwise an appointed or elected member.
- f) An Executive member exercising rule 5.8(e) shall have no voting rights in respect of that committee.

5.9 Delegation by Management Committee to other Sub-Committees

- a) The Management Committee may by these Rules or by instrument in writing or by Regulations, delegate to one or more Sub-Committees the exercise of such of the functions as are specified in the Rules, or instrument or Regulations other than this power of delegation.
- b) A function the exercise of which has been delegated to a Sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- c) 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.
- d) Notwithstanding any delegation under this Rule, the Management Committee may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a Sub-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.
- f) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- g) Decisions and resolutions of any Sub-Committee other than those made in accordance with delegation granted must be approved by the Management Committee before taking effect.

5.10 Meetings of Sub-Committees of the Management Committee

- a) Meetings of such Sub-Committees shall be held at such intervals as the urgencies of their business necessitates and shall be convened by the Chairperson of the Sub-Committee.
- b) The quorum for such Sub-Committee meetings shall be fifty per cent of the number of members of a Sub-Committee for the time being.
- c) Rules 5.1 (except Sub-rules (a), (b), (c), (i) & (j) of that Rule) and 5.2 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 Sub-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.
- d) The business of meetings of Sub-Committees shall relate to such matters as are delegated to them by the Management Committee pursuant to Rule 5.8 and not otherwise.
- e) Subject to any lesser period in the terms of appointment of an appointed Sub-Committee, the performance of such Sub-Committee and its constituent members shall be reviewed by the Management Committee at least once in every twelve months.

5.11 Duties of the Secretary

- a) The Secretary shall exercise and perform, all the usual secretarial functions and generally attend to the secretarial work of the WKODC and in particular shall keep and maintain:
 - i) the register of members in accordance with rule 2.7; and
 - ii) custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 5.13 all books, documents and securities of the Association in accordance with of the Act; and
 - iii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - iv) perform any other duty or function imposed on the Secretary by these Rules; and
 - v) give the Registrar notice of his or her appointment within 14 days after the appointment; and
 - vi) record and keep minutes of all proceedings of all meetings of the WKODC unless otherwise arranged with the chair of a Sub-Committee; and
 - vii) all necessary records of the affairs of the WKODC; and
 - viii) a complete record of awards made at all exhibitions conducted by the Club; and
 - ix) confidential "In camera meeting minutes" for all matters deemed so (Inspection by members is not permitted under these rules).
- b) The Secretary shall forward to the VCA within one month of the Annual General Meeting:
 - i) Audited financial statements of the Club.
 - ii) AGM Minutes / Reports
 - iii) List of Management Committee including VCA Member Numbers.
- c) The Secretary shall forward to the Consumer Affairs within one month of the Annual General Meeting:
 - i) Audited financial statements of the Club inc Annual Fee.
- d) The Secretary shall ensure matters relating to employment and personnel matters, confidential matters, commercial and legal matters, are to be kept by the Secretary and are not available for inspection by members under these rules.

5.12 Public Officer

- a) The Secretary shall be the Public Officer of the WKODC and shall attend to and carry out all statutory duties imposed on a Public Officer pursuant to the relevant provisions of the Act, as amended from time to time.
- b) The office of Public Officer of the WKODC shall become vacant if the incumbent;
 - i) dies;
 - ii) resigns office by writing under hand addressed to the Management Committee;

- iii) is removed from office;
- iv) becomes an insolvent under administration or applies to become an insolvent under administration;
- v) 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; or
- vi) ceases to be a resident of the State.

5.13 Duties of the Treasurer

- a) It is the duty of the Treasurer of the WKODC to:
 - i) receipt and bank any funds received directly within five business days and overview the receipt and banking within five business days of funds received by other appointed position holders; and
 - ii) keep all necessary books of account and financial statements as shall be required by the Act, the Auditors, and the VCA; and
 - iii) prepare the annual accounts and accompanying reports, and arrange an audit of the same; and
 - iv) submit financial statements to all meetings of the Management Committee of the WKODC, and produce at Special General Meetings, when requested to do so, the financial statements and most recent reconciled bank statements and investment certificates; and
 - v) keep vouchers for payments authorised by the WKODC and the Management Committee; and
 - vi) keep a true and correct inventory of all property of the WKODC based on annual returns certified by the Secretary, Treasurer and/or position holder, as appropriate.; and
 - vii) provide full access to all records, accounts and financial records to another member as determined by the Auditor; and
 - viii) appoint an Auditor of the WKODC, for such a term and at such a fee and upon such conditions as the WKODC Management Committee may from time to time think fit.

PART VI - ANNUAL GENERAL MEETINGS

6.1 Holding

The WKODC shall convene an Annual General Meeting of its members within 3 calendar months of the end of the financial year, at such place and time as the Management Committee determines.

6.2 Notice of Meeting

- a) The Secretary shall not less than 21 days before the date fixed for the holding of the meeting, notify each member of the meeting. The notice must:
 - i) Specify the date, time and place of the meeting; and
 - ii) Indicate the general nature of each item of business to be considered at the meeting; and
 - iii) If a special resolution is to be proposed.
 - (1) State in full the proposed resolution; and
 - (2) State the intention to propose the resolution as a special resolution.
- b) Notice of the meeting shall be deemed to have been given to each ordinary member if it is:
 - i) published in the Newsletter; or
 - ii) sent by email to each ordinary member at the members email address appearing in the register of members referred to in Rule 2.7

6.3 Business to be transacted

The business of the Annual General Meeting shall be:

- a) to confirm the minutes of the preceding Annual General Meeting, and of any Special General Meeting held since that meeting;
- b) to receive the President's report;
- c) to receive the Treasurer's report and the audited financial statements of the WKODC for the preceding financial year;
- d) to appoint or reappoint Auditors for the current financial year;
- e) to receive reports from members of the Management Committee;
- f) to elect the Management Committee, by:
 - i) announcing the nominations received by the closing date, appointing those uncontested positions and conducting a ballot for any contested positions;
 - ii) calling for nominations for unfilled positions from the membership present at the Annual General Meeting, appointing those uncontested positions and conducting a ballot on any contested positions;
- g) to announce the results of the annual elections for Management Committee positions;

- h) to discuss and vote on any Special Resolutions, of which notice has been given and dealt with in accordance with Rule 6.8;
- i) A member desiring to bring any business before an Annual General Meeting shall give notice in writing of that business to the Secretary no later than 31st December, who shall include the business along with the notice of the Annual General Meeting. Such notice shall show the names of the mover and seconder of the item/s of business;
- j) At all Annual General Meetings of the WKODC 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.

6.4 Procedure, Quorum and Adjournments

- a) 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.
- b) Fifteen members present (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.
- c) 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.
- d) 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.

6.5 Presiding Member

- a) The President or in the President's absence the Vice President, shall preside as Chairperson at each Annual General Meeting of the WKODC.
- b) If the President and Vice President are both absent or unwilling to act, the members present shall elect one of their number to preside as the Chairperson at the meeting.
- c) The decision or ruling of the Chairperson on any matter of order or procedure shall be final except when a motion of dissent from the Chairperson's decision or ruling is passed as an ordinary resolution by members at the Meeting when such resolution shall prevail.

6.6 Adjournment When Quorum Present

- a) 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 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.

- b) Where an Annual General Meeting is adjourned for 14 days or more the Secretary shall notify each member of the adjourned meeting in the manner specified in Rule 7.2.
- c) Except as provided in Sub-rules (a) and (b) 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.

6.7 Making of Decisions

- a) A question arising or a resolution moved at an Annual General Meeting of the WKODC shall be determined by a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the WKODC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- b) A poll may be demanded by the Chairperson or by not less than 10 members present in person at the meeting
- c) Where the poll is demanded at the meeting the poll shall be taken:
 - i) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
 - ii) 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 on the matter shall be deemed to be the resolution of the meeting on the matter
 - iii) The Chairperson must declare the result of the resolution on the basis of the poll.

6.8 Special Resolution

A resolution of members is a Special Resolution if it is passed by not less than seventy five per cent of the number of members of the WKODC who being entitled to do so under these rules attend and vote personally 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.

6.9 Voting

- a) Upon any question arising or upon any resolution being moved at an Annual General Meeting of the WKODC an ordinary member has one vote only which shall be given personally.
- b) 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.
- c) Only members who are eligible in accordance with Rule 4.3 shall be entitled to vote at the Annual General Meeting.

6.10 Proxies

Proxies are expressly precluded at all Annual General Meetings of the WKODC.

PART VII - SPECIAL GENERAL MEETINGS

7.1 Calling

- a) The Executive Management Committee may whenever it considers appropriate convene a Special General Meeting of the WKODC.
- b) The Management Committee shall within 90 days of the receipt of a requisition in writing of not less than ten members convene a Special General Meeting of the WKODC.
- c) A requisition of members for a Special General Meeting:
 - i) shall state the purpose or purposes of the meeting; and
 - ii) shall be signed by the members making the requisition; and
 - iii) shall be lodged with the Secretary; and
 - iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d) A Special General Meeting shall be specified as such in the notice convening it.

7.2 Notice of Meeting

- a) The Secretary shall not less than 21 days before the date fixed for the holding of the Special General Meeting, notify each member of the meeting.
- b) The notice of meeting must:
 - i) specify the date, time and place of the meeting; and
 - ii) indicate the general nature of each item of business to be considered at the meeting; and
 - iii) if a special resolution is to be proposed:
 - (1) state in full the proposed resolution; and
 - (2) state the intention to propose the resolution as a special resolution.
- c) Notice of the meeting shall be deemed to have been served to each ordinary member if it is:
 - i) published in the Newsletter; or
 - ii) sent by email to each ordinary member at the members email address appearing in the register of members referred to in Rule 2.7.
- d) Where the nature of the business proposed to be dealt with at a Special General Meeting requires a Special Resolution of the members, the Secretary shall include in the notice of meeting the intention to propose and move the resolution as a Special Resolution.
- e) No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting.

7.3 Procedure, Quorum and Adjournments

- a) 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.
- b) 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 a Special General Meeting.
- c) 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.
- d) 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.

7.4 Presiding Member

- a) The President or, in the President's absence the Vice President, shall preside as Chairperson at each Special General Meeting of the WKODC.
- b) If the President and Vice President are both absent or unwilling to act, the members present shall elect one of their number to preside as the Chairperson at the meeting.
- c) The decision or ruling of the Chairperson on any matter of order or procedure shall be final except when a motion of dissent from the Chairperson's decision or ruling is passed as an ordinary resolution by members at the Meeting when such resolution shall prevail.

7.5 Adjournment when Quorum Present

- a) 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, 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.
- b) where a Special General Meeting is adjourned for 14 days or more the Secretary shall notify each member of the adjourned meeting in the manner specified in Rule 7.2.
- c) Except as provided in Sub-rules (a) and (b) 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.

7.6 Making of Decisions

- a) A question arising or a resolution moved at a Special General Meeting of the WKODC shall be determined on a show of hands and, unless before or on the declaration of the show of

hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the WKODC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- b) A poll may be demanded by the Chairperson or by not less than 10 members present in person at the meeting.
- c) Where the poll is demanded at the meeting the roll shall be taken:
 - i) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
 - ii) 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 on the matter shall be deemed to be the resolution of the meeting on the matter.

7.7 Special Resolution

A resolution of members is a Special Resolution if it is passed by not less than seventy five per cent of the number of members of the WKODC who, being entitled to do so under these rules, attend and vote personally 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.

7.8 Voting

- a) Upon any question arising or upon any resolution being moved at a Special General Meeting of the WKODC an ordinary member has one vote only.
- b) All votes shall be given personally.
- c) 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.
- d) An ordinary member is not entitled to vote at any Special General Meeting of the WKODC unless they are a current financial member, and have been a financial member of the WKODC for a minimum of three months prior to the meeting.

7.9 Proxies

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

PART VIII - MISCELLANEOUS

8.1 Patron

The Management Committee may appoint until otherwise determined by them not more than three persons to be Patrons of the Club. A Patron shall be entitled to attend any meeting of the Club and by invitation of the Chairperson address the members there at.

8.2 Insurance

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

8.3 Funds - Source

The funds of the WKODC shall be derived from initial and subsequent annual subscriptions, other fees, surcharges, fines, sales of merchandise and other sources. All fees and charges for the above shall be determined from time to time by resolution of the Executive Management Committee.

8.4 Funds - Management

- a) The funds of the WKODC shall be used in pursuance of the purposes of the WKODC in such manner as is determined from time to time.
- b) The Treasurer, as soon as practicable after receiving any money, shall issue a receipt.
- c) All monies paid to the WKODC shall be banked within five business days of the receipt thereof, into an account as defined in Rule 8.4(d).
- d) All banking accounts of the WKODC and its Committees and Sub-Committees must only be held with financial institutions as designated by the Executive Management Committee from time to time. These accounts must have the Executive Committee as signatories, and shall require not less than two (2) authorisations to each negotiable instrument.
- e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such person or persons as the Executive Management Committee may from time to time determine, and shall require not less than two authorised signatories.

8.5 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 WKODC 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 WKODC would have been liable.

8.6 Voluntary Winding Up

- a) The WKODC shall not be dissolved except at a Special General Meeting of the WKODC specially convened for the purpose and by a Special Resolution recorded in respect of the same.
- b) The assets of the WKODC shall be dealt with or disposed of in accordance with the Act, and Rule 8.7.
- c) The Public Officer of the WKODC shall notify the Registrar of Incorporated Associations of the winding up in accordance with the Act.

8.7 Property

- a) The property, assets and income of the WKODC whencesoever derived shall be applied solely towards the promotion of the purposes of the WKODC and no portion thereof shall be paid or transferred directly or indirectly by way of divided bonus or otherwise howsoever by way of profit or gain to the members of the WKODC provided that nothing therein shall prevent the payment in good faith of reasonable and proper remuneration or reimbursement to any officer or servant of the WKODC or to any member of the WKODC in return for any services actually rendered to the WKODC 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 WKODC or member of the WKODC.
- b) If upon the winding up or dissolution of the WKODC 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 WKODC but shall be given or transferred to some other organisation or institution having purposes similar or in part similar to the purposes of the WKODC 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 WKODC. Such organisation or institution to be determined by the members of the WKODC by Special Resolution 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.

8.8 Newsletter

The WKODC may publish a Newsletter in such form and containing such matter as the Management Committee may approve from time to time.

8.9 Alteration of Rules

The Rules shall not be altered or rescinded or added to except by a Resolution of the Management Committee of the WKODC.

8.10 Common Seal

- a) The Common Seal of the WKODC shall be kept in the custody of the Secretary.

- b) The Common Seal shall not be affixed to any instrument except by the authority of the Executive Management Committee.
- c) The affixing of the common seal to any instrument shall be attested by the signatures of two members of the Executive Management Committee.

8.11 Indemnity and Exclusion of Liability

- a) The WKODC shall indemnify every member of the Management Committee and any other Sub-Committee or Domestic Appointments in respect of any loss, cost, expense or damage suffered by such member arising out of or suffered or incurred in the course of the performance of their role as a member of the Management Committee and any other Sub-Committee or Domestic Appointment, including any loss, cost, expense or damage suffered by such member as a result of any claim made against them arising from or related to the performance of their role as a member of the Management Committee and any other Sub-Committee or Domestic Appointment.
- b) The indemnity in 8.11(a) shall not apply to the extent that such loss, cost, expense or damage suffered by such member is a result of, or related to, any dishonesty, unlawful act, wilful default of the member, or any failure by the member to follow the WKODC Rules or Regulations or the directions of the Management Committee or any other Sub-Committee or Domestic Appointment.
- c) Subject to 8.11(d), no member of the Management Committee and any other Sub-Committee or Domestic Appointment shall be liable for the acts, receipts, negligence, omissions or defaults, errors of judgment or oversights of themselves or any other member of the Management Committee and any other Sub-Committee or Domestic Appointment, or employee of the WKODC or for any loss, damage, costs, expenses or damage arising from such acts, receipts, neglects, omissions or defaults, errors of judgment or oversights made, done, performed or made in the performance of their role as a member of the Management Committee and any other Sub-Committee or Domestic Appointment.
- d) The release in 8.11(c) does not apply to a member of the Management Committee and any other Sub-Committee or Domestic Appointment to the extent that such loss, damage, costs, expenses or damage suffered or incurred is a result of, or related to, any dishonesty, unlawful act, or wilful default of such member.

8.12 Custody of Books

- a) Except as otherwise provided by these Rules, the Secretary shall keep in custody or under control all records, books, securities and other documents relating to the WKODC.
- b) The records, books and other documents of the WKODC may be made available by the Secretary for inspection by such persons and upon such conditions as the Management Committee may from time to time determine but not otherwise.

8.13 Service of Notices

- a) For the purpose of these Rules and the Regulations, a notice may be served by or on behalf of the WKODC on any member either personally or by emailing to the member at the member's email address shown in the register of members.
- b) Where a document is sent to a person by email, 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 emailing.

8.14 Construction of Rules and Regulations

- a) 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 WKODC or the Management Committee or of a Sub-Committee or Domestic Appointment, or of a member 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 Executive Management Committee or referred to the solicitor for the time being acting for the WKODC and the determination of the Executive Management Committee or the written determination of the said solicitors shall be final and binding and shall be given effect to accordingly.
- b) 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 Executive Management Committee and the Executive 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.