

Proposed Changes to Club Rules

Changes to the AMCV Club Rules are proposed for the following reasons:

1. to comply with the Association Incorporations Reform Act 2012 (the Act)
2. to change VCA membership requirements for non-Executive Committee members in accordance with VCA rules
3. to make the format and wording of the AMCV Club Rules more consistent with the "Consumer Affairs Victoria Model Rules for an Incorporated Association" (Model Rules)*.

*A copy of the Model rules is available from Consumer Affairs Victoria website at www.consumer.vic.gov.au

The following proposed changes to the AMCV Club Rules are to be voted on by the Members at a Special General Meeting to be held on Thursday 4 September at the Bulla Exhibition Centre, United Lane, Bulla. Should this meeting not reach a quorum, the changes to the club rules will be tabled at a Special General Meeting to be held on Thursday, 9 October 2014 immediately preceding the Annual General Meeting.

Note: The corresponding clause in the current AMCV Club Rules is included in italics where applicable.

Motion: *All references to the 1981 Act to be changed to "Associations Incorporation Reform Act 2012".*

Motion: *All references to Clause and Sub-clause to be changed to Rule and Subrule respectively in line with terminology used in the Model Rules.*

Motion: *That Rule 2 "Purposes" be added to the AMCV Club Rules in accordance with requirements of The Act as follows:*

2. Purposes

The purposes of the association are

- (a) to affiliate with the Victorian Canine Association (VCA) Inc.;
- (b) to promote and encourage the breeding of pure bred dogs and in particular the Alaskan Malamute.
- (c) to promote and raise the standards and exhibition of registered pure bred dogs, particularly the Alaskan Malamute.
- (d) to promote the holding of Exhibitions under the VCA Inc. Rules and Regulations and to conduct Exhibitions and/or to promote Obedience training and to conduct Obedience training and to conduct Obedience Trials, Tracking Tests, and Field Trials;
- (e) to foster, promote and protect the interest of exhibitors of dogs at exhibitions and particularly the exhibitors of Alaskan Malamutes
- (f) to collect, verify and publish information relating to dogs and the breeding and exhibition of dogs;
- (g) to educate and encourage members, breeders and judges to abide by the requirements and standards approved by the VCA Inc. for the conduct of Exhibitions and Shows;
- (h) to promote good fellowship and sportsmanship amongst members and those participating in or attending at Exhibitions and Shows;
- (i) to inform members of and make known to them the Laws and Regulations of the State relating to the ownership and care of dogs, and the responsibility of owners for the conduct and actions of their dogs;
- (j) to hold functions and lectures relating to dogs and to the purposes of the Club generally;
- (k) to provide awards and donate prizes for competition at Exhibitions and for the competition by breeders and exhibitors of dogs;
- (l) to foster relations with other Clubs and bodies having similar aims;
- (m) to promote and assist worthy causes, as agreed at a General Meeting of the members of the Club;
- (n) to invest the funds of the Club not immediately required in such manner as the members or the Committee in lieu thereof shall determine;
- (o) to purchase, hire, lease, etc. and do such things as are conducive or incidental to promoting and achieving the purposes of the Club;
- (p) to carry on such other activities or promote or encourage interest in the breeding, upkeep and training of and the general well-being and improvement of Alaskan Malamutes and to do all such other things as may be necessary or conducive to carrying out the objects of the Club.

Motion: *The following definitions to be added under Rule 3(1): "Interpretation" (current rule 2.1) in line with the definitions in the Model Rules (Rule 4):*

Rule 3(1): INTERPRETATION

"Absolute majority", of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

"Act", means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act.

"Association", has the same meaning as is ascribed to that word by Section 3 of the Associations Incorporation Reform Act 2012 which, inter alia, includes a Club.

"Chairperson", of a general meeting or committee meeting, means the person chairing the meeting as required under rule 19(6);

"Committee Meeting", means a meeting of the Committee held in accordance with these Rules;

"Committee Member", means a member of the Committee elected or appointed under Rule 28;

"Disciplinary Appeal Meeting", means a meeting of the members of the Association convened under rule 23(3);

"Disciplinary Meeting", means a meeting of the Committee convened for the purposes of rule 22;

"Disciplinary Subcommittee", means the subcommittee appointed under rule 20;

"General Meeting", means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

"Member entitled to vote", means a member who under rule 30 is entitled to vote at a general meeting;
"Officers", for the purpose of these Rules, has the same meaning as is ascribed to the word "Office Bearers".
"Special Resolution", means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
"The Registrar", means the Registrar of Incorporated Associations.

Motion: That Rule 4: "Powers of Association" as per the Model Rules (Rule 5) be added as follows:

4. Powers of Association
 - (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
 - (2) Without limiting subrule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
 - (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

Motion: That Rule 5: "Not for Profit Organisation" be added (as per Model Rule 6) as follows:

5. Not for profit organisation
 - (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
 - (2) Subrule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member:if this is done in good faith on terms no more favourable than if the member was not a member.
Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

Motion: That Rule 6(1): "Minimum number of members" be added as per Model Rule 7 as follows:

- 6(1) Minimum number of members:
The Association must have at least 5 members.

Motion: That Rule 6(2), (4), (6) & (7) (current rule 3) be amended to replace "nominee" and "nomination" with "applicant" and "application" respectively, and remove reference to "nominated" as follows:

6. Application for membership
 - (2) A natural person owning a pure bred dog or interested in any of the activities referred to in the Statement of Purposes of the Club who is ~~nominated and~~ approved for membership as provided in these Rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under these Rules.
 - (3) A person who is not a member of the Club at the time of the incorporation of the Club (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless ~~nominated as provided in Subrule (4) and~~ the admission as a member is approved by the Committee.
 - (4) An application for membership shall be in such form as the Committee may from time to time prescribe and shall be signed by the applicant ~~(and the nominee where the form so provides)~~ and lodged with the Secretary of the Club accompanied by the fees prescribed in Rule 7.
 - (6) Upon a ~~nomination~~ an application being referred to the Committee, the Committee shall determine whether to approve or to reject the application.
 - (7) (a) Upon a ~~nomination~~ an application being approved by the Committee, the Secretary shall enter the ~~nominee's~~ applicant's name in the register of members and upon the name being so entered, the ~~nominee~~ applicant becomes a member of the Club.

Motion: That Rule 6(7 b & c) regarding rejection of a membership application be added as per Model Rules 10 (3) & (4) as follows:

- 6 (7) (b) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
(c) No reason need be given for the rejection of an application

Motion: That subheading 12 "Disciplinary Action" be added as per Model Rules (Division 2).

Note: there is no change to the subrules relating to Disciplinary Action (current Rule 9).

Motion: That the following amendments be made to Rule 22 "Officers of the Club" (current rule 21(1)):

- a. delete "a Public Officer" in accordance with the Act, and
 - b. add "each of whom shall be members of the VCA Inc."
- as follows:**

22. Officers of the Club
 - (1) The Officers of the Club shall be:
 - (a) a President;
 - (b) two (2) Vice-Presidents;
 - (c) a Treasurer;
 - (d) a Secretary; and
 - (e) a Public Officer (refer Section 26 of the Act); and
 - (e) such other Officers as required
each of whom shall be members of the VCA Inc.

Motion: *That rule 23 “General Duties” be added in line with Model Rule 45) as follows:*

23. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position:
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

Motion: *That Rule 24 “President and Vice Presidents” be added in line with Model Rules (Rule 46) as follows:*

24. President and Vice-Presidents

- (1) Subject to subrule (2), the President or, in the President's absence, a Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-Presidents are absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

Motion: *That:*

- a. subrules (a), (c), (d), (e) and (f) be added to Rule 25 “Secretary” (current Rule 29) as per wording of Model Rule 47, and*
 - b. reference to Public Officer (current rule 29(2)) be deleted in accordance with the Act.*
- as follows:*

25. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must:
 - (a) maintain the register of members in accordance with rule 8; and
 - (b) keep and maintain minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings;
 - (c) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 36(3), all books, documents and securities of the Association in accordance with rules 41 and 42; and
 - (d) 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
 - (e) keep and maintain all necessary records of the affairs of the club including a complete record of awards made at all exhibitions and shows conducted by the Club, where necessary; and
 - (f) perform any other duty or function imposed on the Secretary by these Rules.

Motion: *That subrules 1(c), 1(d), (2) and (3) to be inserted in Rule 26 “Treasurer” (current rule 30) in line with wording of Model Rule 48 as follows:*

26. Treasurer

- (1) The Treasurer must:
 - (c) Make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds;
 - (d) Ensure cheques are signed by at least 2 committee members;
- (2) The Treasurer must:
 - (a) Ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) Coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Motion: *That in Rule 27 “Composition of Committee” (current rule 24 (1)):*

- (1) “Hereditary Diseases Officer” be changed to “Health Officer”*
 - (2) “each of whom shall be members of the VCA Inc.” be deleted*
- as follows:*

27. Composition of Committee

- (1) Subject to the Act, the Committee shall consist of:
 - (a) the Officers of the Club; and
 - (b) the following Committee positions: Show Secretary, Health Officer, Puppy & Referral Officer; Publicity/Education Officer, Fund Raising Co-ordinator, Sledding Co-ordinator, Weight-pull Co-ordinator, Back-packing Co-ordinator, Obedience Co-ordinator, Newsletter Editor.each of whom shall be members of the VCA Inc.

Note: Only Officers of the Club are required to be VCA members under VCA Rules (Rule 3.4.3.4).

Motion: *That reference to Public Officer be deleted from Rule 30 “Nomination and Voting” (current rule 27) in accordance with the Act as follows:*

30. Nomination and Voting

- (1) Unless the Club's By-Laws provide otherwise a member may be nominated for but not hold more than one position on the Committee, ~~except for the position of Public Officer.~~

Motion: *That subrule 10 "Use of technology" be inserted in Rule 31 "Meeting of the Committee" (current rule 28) in line with Model Rule 62 as follows:*

(10) Use of technology

- (a) A member not physically present at a Committee meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a member participating in a Committee meeting as permitted under subrule (10a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Motion: *That subrule (11) "Conflict of Interest" be inserted in Rule 31 "Meeting of the Committee" (current rule 28) in line with Model Rule 65 as follows:*

(11) Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(2) The member—

- (a) must not be present while the matter is being considered at the meeting;
and
- (b) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

Motion: *That subrule (12) "Minutes of Meeting" be inserted in Rule 31 "Meeting of the Committee" (current rule 28) add in line with Model Rule 66 as follows:*

31 (12) Minutes of meeting

- (a) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (b) The minutes must record the following—
- (i) the names of the members in attendance at the meeting;
- (ii) the business considered at the meeting;
- (iii) any resolution on which a vote is taken and the result of the vote;
- (iv) any material personal interest disclosed under subrule 11.

Motion: *That reference to Public Officer be deleted from Rule 32 "Removal of Member of Committee" (current rule 31) –in accordance with the Act as follows:*

32. Removal of Member of Committee ~~or public officer~~

Motion: *That Rule 35 "Source of Funds" be added in line with Model Rule 68 as follows:*

35. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

Motion: *That Rule 37 "Financial statements" be added in line with Model Rule 71 as follows:*

37. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
- (a) the preparation of the financial statements;
- (b) the auditing of the financial statements;
- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

A full copy of the current AMCV Club Rules can be found on the AMCV website at www.amcv.org.au/Downloads/Clubrule.pdf