



Corporations Act 2001
Company Limited by Guarantee and not having a Share Capital

CONSTITUTION

OF

AUSTRALIAN NATIONAL KENNEL COUNCIL LIMITED

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OF

AUSTRALIAN NATIONAL KENNEL COUNCIL LIMITED

PART 1
OBJECTS AND RELATED MATTERS

1. Name of the Company

The name of the Company under this Constitution is “**AUSTRALIAN NATIONAL KENNEL COUNCIL LIMITED**” (referred to in this Constitution as the “**ANKC**”).

2. Registered Office

The Office will be situate at such place as the Directors may from time to time decide.

3. Objects

The objects for which the ANKC is established are:

- (a) To take over the funds, other assets and liabilities of the present unincorporated association known as the Australian National Kennel Council (“**the Association**”).
- (b) To encourage and promote in every way the general improvement of the recreation, sport, standard, breeding, Exhibition and training of breeds of Dogs on the Pure Bred Register.
- (c) To encourage the training of Dogs of breeds not eligible to be entered on the Pure Bred Register.

- (d) To act as a federal organisation representing the interests of its Member Bodies in each of the States and Territories of the Commonwealth of Australia.
- (e) To promote the health and welfare of canis familiaris.
- (f) To promote uniformity in regard to laws and regulations affecting Dog owners and breeders throughout the Commonwealth of Australia.
- (g) To enable its Member Bodies to take co-operative action on matters which are of common interest and are for their mutual benefit in the promotion of canine affairs.
- (h) To legislate, make rules, regulations and/or by-laws and do other acts, matters and things as may be necessary or expedient to promote all or any of the objects of the ANKC.
- (i) To make representations or requests to all relevant authorities with a view to enactment or amendment of legislation affecting Dog owners and breeders.
- (j) To promote and adopt standard regulations for the conduct of all kinds of Exhibitions and to approve applications for the holding of national Exhibitions in accordance with ANKC regulations.
- (k) To adopt standard regulations for the registration of Dogs and any matters incidental to the foregoing.
- (l) To adopt standard regulations for mutual recognition, disqualification and registration of Judges, including Judges from outside Australia.
- (m) To set regulations for the conduct of national Judges training programs for all activities recognised by the ANKC.
- (n) To promote and adopt regulations for the education, training and licensing of Judges.
- (o) To make regulations and set down procedures for judging conformation, obedience, retrieving, agility, field trial, herding, earthdog and any other activity recognised by the ANKC.
- (p) To maintain and publish annually a national register of Judges who are nominated and accredited by Member Bodies and to provide for training programs for Show Officials in relation to conformation, shows, obedience, agility, retrieving and field trials and any other activity recognised by the ANKC.
- (q) To compile and adopt standards for all breeds of Dogs which shall be recognised by all Member Bodies.
- (r) To issue export certificates for Dogs which must be registered in a Register in Australia.
- (s) To collect, verify and publish information relating to pure bred Dogs and the breeding and Exhibition of pure bred Dogs.

- (t) To collect, verify and publish information relating to Dogs registered in the Register of Associate and Sporting Dogs and of Exhibitions of such Dogs. **(Amended 10/24, AGM 7.4)**
- (u) To keep and maintain Registers of:
 - (i) pure bred Dogs registered and whelped in Australia;
 - (ii) Dogs which are imported into Australia and which are registered on an overseas canine register kept by a controlling body recognised as such by the Board;
 - (iii) Dogs that are not eligible to be registered on the Pure Bred Register; and
 - (iv) breed development,

and other Registers as determined from time to time by the Directors.

Dogs described in (i) and (ii) shall be registered on the same Pure Bred Register.
- (v) To keep and maintain the Central Register, and such other Registers as may be decided by the Board from time to time.
- (w) To encourage the affiliation of kindred bodies with the ANKC.
- (x) To deal with any matter submitted by Member Bodies in connection with overseas affiliated organisations.
- (y) To protect the interests of the public and persons participating in Exhibitions connected with or in furtherance of the objects of the ANKC.
- (z) To encourage the amicable settlement of disputes and to prevent illegal and dishonest practice and to adjudicate on all matters of dispute referred by Member Bodies or National Breed Councils.
- (aa) To levy Fees, borrow or raise money in any manner whatsoever and on such terms as the Board deems fit including by overdraft or charge or by the issue of debentures.
- (bb) To hire or employ secretaries, clerks, managers, servants and workmen and to pay them and other persons salaries, wages and gratuities in return for services rendered to the ANKC.
- (cc) To purchase, lease or otherwise acquire land or buildings or in any manner to obtain an interest therein or the use thereof upon such terms and conditions as the Board may (subject to this Constitution) determine, and to erect on land acquired, buildings and all such facilities for the carrying out of the above objects or any of them as the Board may deem necessary or desirable.
- (dd) To acquire by purchase, hire, lease or ownership, or dispose of any type of plant, machinery or equipment including computer software and hardware or similar products necessary for the carrying out of the above objects or any one of them.

- (ee) To approve the form and content of all ANKC certificates and forms for issue by Member Bodies.
- (ff) To register National Breed Councils where such bodies are established in accordance with the Regulations.
- (gg) To do all such other things as the Board in its discretion considers as incidental or conducive to the attainment of the principal objects of the ANKC or any of them.

4. Interference with Powers

- (a) Except where expressly provided in this Constitution, the ANKC shall not interfere with the exercise of the powers or responsibilities of a Member Body, without the express written authority of such Member Body.
- (b) The ANKC recognises that Member Bodies have the following exclusive powers in relation to themselves and their activities respectively:
 - (i) Membership criteria, approval of membership, expulsion and discipline of members;
 - (ii) State and Territory publications;
 - (iii) Affiliation and approval of all Clubs conducted at a State or Territory level in accordance with this Constitution and the Regulations;
 - (iv) Allocation and approval of all Exhibitions to be conducted at a State or Territory level;
 - (v) Recording and physical issuing of National Certificates;
 - (vi) Provision of facilities and amenities for members of Member Bodies;
 - (vii) Financial management and the setting of membership, registration, transfer and all other fees;
 - (viii) Liaison with State or Territory Government on local matters;
 - (ix) Assessment, nomination and discipline of Judges in accordance with the criteria laid down by the ANKC;
 - (x) Settlement of disputes within the Member Body.

5. Restriction of Rights under Corporations Act 2001

Rule 4 of this Constitution does not restrict the rights and powers which would otherwise be conferred by Section 124 of the Act and **Rule 4** is not to be construed as any form of prohibition for the purposes of Section 124 of the Act. A power included as an object in this Constitution includes any powers which could fairly be regarded as incidental to or consequential upon that object.

6. Application of Income and Property of the ANKC

The income and property of the ANKC wherever derived shall be applied solely toward the promotion of the objects of the ANKC and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to the Member Bodies provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the ANKC or to any Member Body in return for any services actually rendered to the ANKC or expenses incurred on behalf of the ANKC or reasonable and proper rent for premises let by any Member Body to the ANKC.

7. Limitation of Member Bodies' Liability

7.1 The liability of the Member Bodies is limited.

7.2 Each Member Body undertakes to contribute to the property of the ANKC in the event of the same being wound up while they are a member of the ANKC or within one year after they cease to be a member of the ANKC, for payment of the debts and liabilities of the ANKC (contracted before they ceased to be a member of the ANKC) and of costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, up to twenty dollars (\$20).

8. Dissolution or Winding up of the ANKC

If upon the winding up or dissolution of the ANKC there remains, after satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Member Bodies, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the ANKC and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the ANKC under or by virtue of **Rule 6** hereof, provided any such institution or institutions is or are exempt from income tax, such institution or institutions to be determined by the Member Bodies at or before the time of the dissolution and in default thereof by application to the Supreme Court of the State of registration of the ANKC for determination.

PART II DEFINITIONS AND INTERPRETATION

9. Definitions and Interpretation

9.1 In this Constitution and any Regulations made pursuant thereto, except insofar as the context or subject matter otherwise indicates or requires:

“**Act**” means the Corporations Act 2001;

“**Administrator**” means the person appointed by the Board to attend to the administrative functions of the ANKC and shall be the Secretary for the purposes of the Act;

“**Alternate Director**” means a director appointed by a Member Body pursuant to **Rule 19**;

“**ANKC**” means Australian National Kennel Council Limited;

“Annual General Meeting” means an annual general meeting of the ANKC convened and held in accordance with the Act;

“Associate Dog” means a Dog of a breed which is ineligible to be entered on the Pure Bred Register;

“Association” means the unincorporated association previously known as the Australian National Kennel Council;

“Auditor” means the auditor appointed by the ANKC;

“Board” means the Board of Directors appointed or elected in accordance with **Rules 17, 18 and 37**;

“body” includes an agricultural or other society or association, company, corporation or group of persons;

“Business Day” means a day on which the banks are open for business in the State of incorporation of the ANKC;

“Canine Controlling Body” means a body recognised as such by the Board;

“Central Register” means the central register of Prefixes kept by the ANKC;

“Committee” means a committee of the Board constituted in accordance with **Rule 35**;

“Director” means a Director of the ANKC, and if the context so admits includes an Alternate Director;

“Dog” includes bitch;

“Executive Committee” means the Executive Committee referred to in section 34A;

“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”* or *“to trial”* and includes *“to compete”*;

“Exhibition” includes a canine show, canine exhibition, canine parade, canine competition, canine display, gundog retrieving trial, utility gundog field trial, gundog obedience trial, obedience trial, tracking trial, agility trial, herding trial, contest or match and any other canine activity approved by the ANKC;

“Exhibitor” means a person in whose name an Exhibit is entered for Exhibition in an 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 on the showground;

“Extraordinary General Meeting” means a General Meeting which is not an Annual General Meeting;

“Fees” shall include moneys payable in respect of the registration of or in respect of any entry of an animal in the records of the ANKC and shall include charges made by the ANKC with respect to an inspection of a Dog or of books and records;

“Financial Member” means a Member Body which is not in default under this Constitution in the due payment of any subscription, fee, levy or other sum which shall for the time being be payable to the ANKC;

“General Meeting” means a meeting convened in accordance with **Rule 43**, being either an Annual General Meeting or an Extraordinary General Meeting;

“Group” means a number of breeds of Dog grouped together for the purposes of Show specification as determined by the ANKC from time to time;

“Journal” means any journal published by the ANKC;

“Judge” means a person approved by the ANKC to judge at an Exhibition;

“Member Body” means a Canine Controlling Body of a State or Territory admitted to membership of the ANKC pursuant to **Rule 10**, for as long as it is a member of the ANKC;

“Misconduct” includes any conduct whether by word or action:

- (a) which would be considered by a reasonable person to be unsportsmanlike or of a nature which is contrary to the manner in which a person ought properly to conduct himself or herself; or
- (b) which might induce a breach of the peace; or
- (c) which might create a nuisance; or
- (d) which might prejudice the smooth running of or interfere with the conduct or running of an Exhibition or of any General Meeting or any Committee or Sub-Committee meeting; or
- (e) which would or tend to bring the ANKC into discredit; or
- (f) which is in breach of this Constitution or the Regulations; or
- (g) which is prejudicial to the interests of the ANKC;

“Month” means a calendar month;

“National Breed Council” means a council of an organisation, the membership of which consists of at least two (2) specialist breed clubs each affiliated with a Member Body of the ANKC and which has been recognised by the ANKC as representing that breed;

“Office” means the registered office of the ANKC;

“Office Bearer” means a person who holds office as a Director on the Board but does not include a member of a Committee or Sub-Committee;

“officer”, in relation to a body, has the meaning of that term as given in the Act in relation to a body of that kind;

“Prefix” means a prefix appearing in the Central Register;

“**President**” means the person appointed as such pursuant to **Rule 37**;

“**Prize**” includes any award, gift or presentation whether in the form of a certificate, card, a ribbon, a monetary payment, a trophy or otherwise;

“**Proxy**” refers to the instrument under which a Representative is appointed in accordance with **Rule 51**.

“**Pure Bred Register**” means the canine register kept for the purpose of recording Dogs of a breed recognised by the ANKC as eligible for Exhibition and/or breeding purposes;

“**Register**” means any canine register approved by the Board as such in accordance with **Rules 3(u) and 3(v)**;

“**Regulations**” means the regulations made by ANKC and from time to time in force;

“**Representative**” means a representative, attorney or proxy appointed by a Member Body in accordance with **Rule 51**.

“**Secretary**” means the person appointed to perform the duties of Secretary or Administrator of the ANKC and includes an Honorary Secretary (if any);

“**Show**” used as a noun includes any Exhibition at which Dogs are judged or at which Dogs compete and at which Prizes are awarded;

“**Show Committee**” in relation to a Show means the committee immediately responsible for the conduct of the Exhibition;

“**Special Resolution**” means a resolution of which notice has been given to all Member Bodies as required by the Act and that has been passed by at least seventy-five percent (75%) of the votes cast by Member Bodies being present by Representative entitled to vote at a duly constituted General Meeting;

“**Sporting Dog**” means a Dog that is registered with a Dogs Australia recognised Working Dog Association or Kindred Body that caters for Working, Sporting or Performance Dogs. **(Added 10/24, AGM 7.5)**

“**State**” means a State of the Commonwealth of Australia;

“**Sub-Committee**” means a sub-committee of a Committee constituted in accordance with **Rule 36**;

“**Trial**” means any type of Exhibition approved by the ANKC and conducted under the Regulations in which Dogs entered in a Register may compete and be tested against the requirements of such Regulations;

“**Territory**” means each of the Australian Capital Territory and the Northern Territory;

“**Unrecognised Activity**” means an activity involving or relating to Dogs which is in conflict with or opposed to or inconsistent with the objects of the ANKC as set out in this Constitution and which is:

- (a) prescribed by the Regulations as an Unrecognised Activity; or
- (b) declared to be an Unrecognised Activity in accordance with **Rule 57**.

9.2 In this Constitution:

- (a) a reference to function includes a reference to a power, authority and duty;
- (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 Act, 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument under that Act;
- (d) a reference to the masculine gender shall include the feminine gender and vice versa;
- (e) headings are for ease of reference only and do not affect the construction of this Constitution;
- (f) unless the contrary intention appears or the context otherwise requires:
 - (i) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (ii) the singular includes the plural and vice versa;
 - (iii) the word person includes a firm, body corporate, an unincorporated association or an authority;
 - (iv) if an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing;
 - (v) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes, (including but not limited to, persons taking by novation) and assigns;
 - (vi) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;
 - (vii) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;
 - (viii) money amounts are stated in Australian currency unless otherwise specified;
 - (ix) an expression in a clause of this Constitution has the same meaning as in a provision of the Act that deals with the same matter as the clause; and
- (g) to the extent permitted by law, the Replaceable Rules in the Act do not apply to the ANKC.

PART III MEMBERSHIP

10. Names of Member Bodies and Conditions of Membership

- 10.1 The qualification for membership of the ANKC as a Member Body is that the applicant for Membership is the Canine Controlling Body which represents a State or Territory of Australia.
- 10.2 The first members of the ANKC shall be the following Member Bodies, each of which is the Canine Controlling Body which represents the State or Territory of Australia indicated in its name (The North Australian Canine Association Inc representing the Northern Territory):
- Australian Capital Territory Canine Association Inc;
The Royal New South Wales Canine Council Ltd;
The North Australian Canine Association Inc;
The Canine Control Council (Queensland);
The South Australian Canine Association Inc;
The Tasmanian Canine Association Inc;
The Victorian Canine Association Inc;
The Canine Association of Western Australia Inc;
- 10.3 Unless otherwise determined by the ANKC in General Meeting, the terms and conditions of membership of the ANKC shall be as stated in this Constitution. However, a resolution of the ANKC in General Meeting must not be inconsistent with this Constitution.

11. Register of Members

- 11.1 The Secretary shall keep a register of members of the Member Bodies at the Office which register shall contain the name and address of each Member Body. The register of members shall be made available by the Administrator for inspection by any Member Body from time to time.
- 11.2 The Secretary shall:
- (a) enter in the register of members the name and postal address of each Member Body, within twenty eight (28) days after the entity becomes a member of the ANKC; and
 - (b) remove from the register of members the name and postal address of each Member Body which ceases to be a member of the ANKC, within twenty eight (28) days after the date of cessation of membership; and
 - (c) enter in the register of members any change in the particulars shown on that register, within twenty eight (28) days after the matter necessitating the change becomes known to the Secretary.
- 11.3 The ANKC shall, following a request made by a Member Body, give to that Member Body within twenty-eight (28) days after request is made, a statement showing:
- (a) that the Member Body is a member of the ANKC; and
 - (b) if the Member Body expressly requests, whether the Member Body is a Financial Member of the ANKC,

12. Subscriptions and Levies

- 12.1 Each Member Body shall pay an annual membership affiliation fee to the ANKC in the amounts determined by the ANKC in General Meeting. The annual membership affiliation fee shall be the same amount as is as at the date of adoption of this Constitution payable by each Member Body to the Association. Such annual membership affiliation fee shall be payable within thirty (30) days of the date of invoice sent to each Member Body by the Administrator.
- 12.2 In addition to the annual membership affiliation fee detailed in **Rule 12.1**, each Member Body shall pay an annual levy to the ANKC, which shall be calculated annually and the levy approved in General Meeting. This annual calculation will be by each Member Body and be based on the number of members of that Member Body in good standing as at 31 December of each year. Each Member Body will certify this calculation of the number of members in good standing and will provide the calculation to the ANKC prior to 31 December in each year. The calculation of a Member Body's member numbers will include all individuals, corporations, and multiple members on one membership to be counted as a total number of individual members. The ANKC shall forward a notice of assessment to each Member Body detailing its annual levy. Payment by the Member Body of the annual levy shall be made to the ANKC within thirty (30) days of the date of the assessment.
- 12.3 Every other levy shall be known as a special levy.
- 12.4 The ANKC may by Special Resolution passed at a General Meeting impose special levies from time to time for any purpose including affiliation with other organisations which will further the objectives of the ANKC.
- 12.5 All resolutions relating to increases in annual subscriptions or annual levies, or the assessment and payment of special levies shall be proposed as Special Resolutions to be passed in accordance with the requirements of **Rule 55** of this Constitution.
- 12.6 The failure of a Member Body to notify the ANKC of the number of its members in good standing or to give true and complete details of the number of its members in good standing will be deemed to be Misconduct and may result in disciplinary action being taken against that Member Body pursuant to **Rule 15**.

13. Unfinancial Members

- 13.1 Any Member Body which has not paid its annual subscription or annual levy or any instalment of an annual subscription or of an annual levy or any special levy within ninety (90) days from the date on which such subscription or levy or instalment became due or payable, shall cease to be a Financial Member and shall be disqualified from taking part in any further proceedings of the ANKC until such subscription or levy shall be paid in full to the ANKC.
- 13.2 Except in the case of a genuine dispute as to the calculation of the amount owed by a Member Body, no Director appointed by a Member Body which is not a Financial Member shall have the right to vote at any Board meeting unless the Member Body has paid all fees, subscriptions and levies due and owing by it to the ANKC.

14. Resignation of a Member Body

- 14.1 A Member Body which for any reason does not wish to continue its membership of the ANKC may resign by giving written notice thereof addressed and delivered to the Secretary. Immediately upon the expiration of one (1) Month from the date of receipt of such notice, the Member Body shall cease to be a member.
- 14.2 A notice of resignation delivered to the Secretary shall be taken to have been received by the ANKC when it is delivered.
- 14.3 Resignation from membership of the ANKC is valid even if it is not effected in accordance with this **Rule** if the Member Body is informed in writing by or on behalf of the ANKC that the resignation of that Member Body has been accepted.
- 14.4 The resignation of any Member Body shall not derogate from its obligation to discharge any liabilities to the ANKC incurred prior to the effective date of the cessation of its membership. Any subscriptions or levies due and payable but not paid by a former Member Body in relation to a period ending 31 December in the year of the Member Body's resignation, may be sued for and recovered in the name of the ANKC in a court of competent jurisdiction as a debt due to the ANKC.

15. Disciplining of Member Bodies

- 15.1 The ANKC shall have the power to discipline a Member Body upon evidence that:
- (a) the Member Body is guilty of Misconduct or has failed to observe any provision of this Constitution or a Regulation; or
 - (b) the Member Body has refused or failed to observe or comply with a resolution of the Board (including the declaration of an Unrecognised Activity); or
 - (c) the Member Body has ceased to be a Financial Member as provided for in **Rule 13**.
- 15.2 The ANKC's power referred to in **Rule 15.1** shall be limited to the following penalties being imposed upon a Member Body and in the following sequence by the Board:
- (a) First, to issue a notice to the Member Body requiring it to comply with a direction from the Board within a given period of time;
 - (b) Secondly, in the event of non-compliance by the Member Body with such written notice within the said period, to reprimand that Member Body in such manner as the Board shall determine, having regard to the severity of the non-compliance, which may include the issue of a further written direction to comply with a direction of the Board before its next meeting or be subjected to a penalty which may include suspension;
 - (c) Thirdly, in the event of continued non-compliance with such second notice, to suspend such Member Body for a period not exceeding twelve (12) Months as the Board shall determine. The suspension of a Member Body shall preclude that Member Body participating in any of the affairs of the ANKC during such period of suspension, and in particular, shall preclude the Director or Directors appointed by that Member Body and the Member Body itself voting at any Board meeting or General Meeting.

- (d) Fourthly, in the event of continued non-compliance with any third or subsequent notice for two (2) further periods exceeding twelve (12) Months, the power to expel that Member Body following a meeting of the Board where all other representatives of all other Member Bodies are in attendance and vote in favour of such a resolution.
- 15.3 The suspension of a Member Body by the Board shall not derogate from the obligations of that Member Body to discharge any liabilities to the ANKC or to comply with all decisions reached by the ANKC both up to and during the period of such suspension.
- 15.4 Where the Board proposes to suspend a Member Body, it shall, as soon as practicable prior to the meeting of the Board at which such proposal is to be put as a resolution, cause a notice in writing to be served on the Member Body not less than fourteen (14) days before the date of the Board meeting:
- (a) setting out the proposed resolution of the Board and the grounds upon which the suspension is based;
 - (b) stating that the Member Body may address the Board at the meeting or may submit written representations relating to the resolution, in explanation or in defence; and
 - (c) stating the date, time and place of the meeting.
- 15.5 The decision of the Board to suspend a Member Body shall be made at a Board meeting at which Directors representing at least seventy-five per cent (75%) in number of the Member Bodies are in attendance, and at which such resolution is carried by a majority of votes equal to seventy-five percent (75%) of the number of votes which may be cast in accordance with **Rule 32**.
- 15.6 No Member Body shall have any claim against the ANKC or against any Director or employee of the ANKC in respect of any act, matter or thing done in good faith in accordance with this Constitution in relation to the disciplining of a Member Body.

PART IV BOARD OF DIRECTORS

16. Responsibilities of the Board

- 16.1 Subject to the Act and this Constitution, the business of the ANKC shall be managed by the Board, which may exercise all powers of the ANKC which are not, by the Act or this Constitution, required to be exercised by the ANKC in General Meeting. In particular the Board:
- (a) shall be responsible for the control and management of the affairs of the ANKC;
 - (b) shall be responsible for achieving the policies, aims and objectives of the ANKC as set out in the objects contained in this Constitution;
 - (c) shall be responsible for controlling the financing and budgeting of the ANKC; and
 - (d) may exercise all such functions as may be exercised by the ANKC other than those that are required by law to be exercised by the ANKC in General Meeting.

16.2 In the exercise of any powers or functions under this **Rule 16** or otherwise under this Constitution, or in considering whether a particular transaction or course of action is in the best interests of the ANKC or for a proper corporate purpose of the ANKC, a Director may:

- (a) have regard to the fact that he or she was appointed as the representative of a Member Body and to act in the interests of that Member Body;
- (b) give special (but not exclusive) consideration to the interests of that Member Body; and
- (c) report matters concerning the Company and any deliberations of the Board to that Member Body (and in this regard the Member Body is both in relation to itself, its officers and others under its control or for whom it is responsible subject to confidentiality obligations which are no less onerous than those applicable to the Director in respect of such information),

and the duties of the Director as such Director are to be interpreted and applied accordingly.

17. Constitution of the Board

17.1 Unless otherwise determined by the ANKC in General Meeting, the Board shall consist of not less than nine (9) persons and not more than seventeen (17) persons.

17.2 The Board shall comprise:

- (a) the Office Bearers (the President, a Vice-President and the Treasurer) who shall be elected or appointed in accordance with **Rule 37**; and
- (b) the Directors appointed in accordance with **Rule 18**.

18. Member Bodies' Appointment of Directors

18.1 Each Member Body which has a number of members in good standing which is more than ten percent (10%) of the total number of members in good standing of all Member Bodies shall be entitled by notice in writing to appoint two (2) Directors to the Board, whilst a Member Body with a number of members in good standing which is ten percent (10%) or less of the total number of members in good standing of all Member Bodies shall be entitled to appoint one (1) Director to the Board.

18.2 A Member Body entitled to appoint only one (1) Director to the Board shall be entitled by notice in writing to appoint an additional person who shall not be a Director but who shall be entitled to attend meetings of the Board as an observer and to speak at such meetings with the leave of the Chairman of the meeting, but shall have no right to vote.

18.3 The rights referred to in **Rules 18.1** and **18.2** are to be determined by reference to the number of members of that Member Body in good standing as at the most recent 31 December. Each Member Body will certify this calculation of the number of members in good standing and will provide the calculation to the ANKC prior to 31 January immediately following that 31 December.

- 18.4 For the purposes of **Rules 18.1-18.3**, the calculation of a Member Body's member numbers will include all individual and corporate members, and multiple members on one membership are to be counted as separate members.

19. Alternate Directors

- 19.1 A Member Body may appoint a person to be an Alternate Director in place of the Director nominated by it during such period as it thinks fit, or each time the Appointor is unable to attend a Board meeting, but such Alternate Director must be a member of the governing body of the Member Body, or another Director. A person may be an Alternate Director for more than one Director.
- 19.2 An Alternate Director is entitled to receive notice of Board meetings and to attend and vote in the place of the Director for whom he or she is to be an Alternate Director.
- 19.3 An Alternate Director may exercise any powers that his or her appointor might exercise and the exercise of any such power by the Alternate Director shall be deemed to be the exercise of the power by the appointor.
- 19.4 An appointment, or determination of appointment, of an Alternate Director shall be effected by a notice in writing signed by the Member Body and served on the ANKC at the Office.

20. Vacation of Office of Director

- 20.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
- (a) 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;
 - (b) resigns his or her office by notice in writing to the ANKC;
 - (c) without the consent of the ANKC in General Meeting holds any office of profit under the ANKC or is directly or indirectly interested in any contract or proposed contract with the ANKC and fails to declare the nature of his or her interest as required by the Act;
 - (d) has his or her appointment terminated by the Member Body which appointed him or her;
 - (e) has died or become bankrupt or becomes an insolvent under administration; or
 - (f) has ceased to be a member of the Member Body which appointed him or her, or of its governing body.
- 20.2 Nothing in this Constitution purports to affect the right of removal of a Director provided for under section 203D of the Act, and:
- (a) for the purposes of section 203D(1), that Director is taken to have been appointed to represent the interests of his or her appointor Member Body; and
 - (b) whether or not section 203D(1) on its true construction applies to the ANKC, the Member Bodies agree among themselves that they will conduct themselves as if the word "*shareholders*" in section 203D(1) read "*members*".

21. Casual Vacancy

- 21.1 Subject to **Rule 21.2**, in the event of a casual vacancy occurring on the Board, the Member Body which nominated the Director whose position is to be filled, shall have the right to nominate a Director to fill that casual vacancy whose office shall expire at the conclusion of the next following Annual General Meeting, but that Director will be eligible for re-election.
- 21.2 If the casual vacancy referred to in **Rule 21.1** is that of the President, **Rule 37.7** applies to the filling of the vacancy.

22. Payments to Directors

- 22.1 No payment will be made to Directors other than payment:
- (i) of out of pocket expenses incurred by the Director in performance of any duty as Director where the amount payable does not exceed an amount previously authorized by the Board;
 - (ii) for services rendered, at the request of the Board, in his or her capacity as a Director;
 - (iii) for any services rendered to the ANKC by the Director in a professional or technical capacity, where the provision of the service has the prior approval of the Board and where the amount payable is not more than an amount which commercially would be reasonable payment for the service;
 - (iv) relating to an indemnity in favour of the Director and permitted by the Act or a contract of insurance permitted by the Act.

23. Interests of Relevant Officers

- 23.1 (a) Where any Relevant Officer (as defined in **Rule 23.4**) has any direct personal involvement in any item of business on the agenda of the meeting that he or she is attending or is due to attend or which arises during the course of the meeting, he or she shall immediately declare such involvement and disqualify himself or herself from any discussion and shall not vote on the matter. Where any member of his or her household or a relative has a similar direct personal involvement in any matter under discussion, then the Relevant Officer shall immediately declare such involvement and again disqualify himself or herself from any discussion and shall not vote on the matter.
- (b) "*Direct Personal Involvement*" means any "*material personal interest*" within the meaning of section 195 of the Act as if the Relevant Officer were (if he or she is not) a Director, and (without purporting to limit the application of section 195) also means any involvement of the Relevant Officer or a member of his or her household or relative in which he or she may be involved or affected either financially or because of any alleged contravention of this Constitution or the Regulations or because of his or her relationship with any person charged with any offence under the Regulations, but does not include any situation in which a Relevant Officer is merely involved by virtue of his or her activity as an owner, breeder or Exhibitor or by virtue of being a director, other officer or member of a Member Body.

- (c) "A member of his or her household or a relative" means any person who may be residing in the same abode as the Relevant Officer or is a relative of the Relevant Officer, whether residing in the same abode or otherwise, and includes a partner in life of that Relevant Officer.

23.2 It shall be the duty of the Relevant Officer to declare to the Chairman of the meeting his or her ineligibility to debate or vote on any such matter prior to the debate commencing whereupon that Relevant Officer shall temporarily depart the meeting during the course of the debate and shall not return until after the matter has been voted upon.

23.3 A person who is disqualified under **Rule 23.1(a)** from exercising the functions of office as a Relevant Officer by reason of having a direct personal involvement in an item of business is not by reason only of that fact disqualified from exercising the functions of office as an Alternate Director, and vice versa.

23.4 In this **Rule 23 "Relevant Officer"** means a Director, Committee member or a Sub-Committee member.

24. Validity of Acts of Directors

24.1 If it is discovered that:

- (a) there was a defect in the appointment of a Director or an Alternate Director; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or Alternate Directors before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

25. Vacancy in the Board

The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of Directors to that number (in which case the continuing member or members shall act in accordance with **Rules 21** and **37.7**) or of summoning a General Meeting but for no other purpose.

26. Board Meetings

26.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit provided that there shall be at least one meeting of the Board each year, to be held at the conclusion of the Annual General Meeting.

26.2 The Administrator shall give at least three (3) Months' written notice to each Member Body of a Board meeting. Any Member Body may bring business before such a meeting of the Board by giving to the Administrator two (2) Months' prior written notice of its intention to do so. The Administrator shall in turn notify each Director of the proposed date and time of the meeting and the agenda for the meeting, at least six weeks prior to the date when the meeting of the Board is to take place.

26.3 All notices of a meeting of the Board shall specify the nature of the business to be transacted. No business other than the business referred to in the notice shall be transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business.

27. Special Meetings (Amended 10/16, AGM 7.2)

- 27.1 A special meeting of the Board may be convened by:
- (a) the President of the ANKC; or
 - (b) the Administrator on receipt of a requisition in writing signed by three (3) Directors at least or any two (2) Member Bodies.
- 27.2 Written notice of any additional meeting shall be given by the Administrator to each Member Body and each Director within seven (7) days of receiving such request or such other period as may be agreed upon by the Directors.
- 27.3 The agenda for a special meeting shall be determined by the Executive Committee and will be forwarded to each Member Body and each Director at least 28 days prior to the date of the meeting. (Added 10/16, AGM 7.2)
- 27.4 No business other than the business referred to in the agenda shall be transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business. (Added 10/16, AGM 7.2)

28. Urgent Additional Meetings held Electronically

- 28.1 Urgent additional meetings may be conducted with all the Directors (or their Alternate Directors) by telephone or video link up or other instantaneous communication device where each of the Directors taking part in the Board meeting must be able to hear each of the other Directors taking part at the commencement of the meeting and each Director must acknowledge his or her presence to all other Directors taking part. A Board meeting held by telephone or video link up or other instantaneous communication device shall be deemed to have been held at the Office.

29. Quorum

- 29.1 A quorum for a meeting of the Board shall consist of at least one Director present personally or by his or her alternate Director from at least seventy-five percent (75%) of the Member Bodies.
- 29.2 No business shall be transacted by the Board unless a quorum is present.
- 29.3 If within fifteen (15) minutes of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within fifteen (15) minutes of the time appointed for the meeting, the meeting shall be dissolved.

30. Chairman

- 30.1 At a meeting of the Board:
- (a) the President of the ANKC (or in his or her absence the Vice-President) shall preside; or
 - (b) if both the President and the Vice-President are absent or unwilling to act, such one of the remaining Directors as may be chosen by the Directors present at the meeting shall preside.

31. Minutes

31.1 The Directors will cause minutes of:

- (a) all proceedings and resolutions of General Meetings;
- (b) all proceedings and resolutions of Board meetings and meetings of Committees and Sub-Committees;
- (c) all resolutions passed by Members without a General Meeting; and
- (d) all resolutions passed by the Directors without a meeting,

to be duly entered in books kept for that purpose in accordance with the Act.

31.2 Books containing the minutes of proceedings of General Meetings and resolutions passed by Directors without a meeting in accordance with **Rule 31** will be open for inspection by any Member Body subject to **Rule 68**.

31.3 Minutes of proceedings of the Board meetings shall be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting, after they have been approved of by the Directors at the next meeting.

32. Voting by Directors (Amended 10/12, AGM 7.3.1)

32.1 Only Directors present in person at a Board meeting shall be eligible to vote.

32.2 Each Director present at a Board meeting is entitled to cast one vote on a question, except that, if a Member Body has appointed or has the right under **Rule 18.1** (whether or not that right has been exercised) to appoint two Directors and only one Director appointed by that Member Body is present, then that Director has two votes. This **Rule 32.2** has effect subject to **Rule 39**. (Amended 10/12, AGM 7.3.1)

32.3 If a person is present as the Alternate Director for another Director or Directors, then the Alternate Director may in that capacity (and in addition to any votes that person may cast as a Director) cast that number of votes which the Director or Directors for whom he or she is the Alternate Director would have been entitled to cast if present at the meeting. Not all of such votes need to be cast in the same way. If the Alternate Director is the President and is not by reason of **Rule 39** entitled to cast a vote, then the President is nevertheless entitled to cast a vote or votes as Alternate Director.

32.4 Subject to this Constitution, questions arising at any Board meeting shall be decided by a majority of votes which the Directors are eligible to cast in accordance with **Rules 32.2** and **32.3**, provided that the majority vote also represents the vote of Directors appointed by a majority in number of the Member Bodies. For the purposes of determining such majority in number, a Director who votes in favour on behalf of his or her appointor Member Body and as an Alternate Director is to be counted separately for the appointor and for each Member Body by which he or she is appointed Alternate Director. In the case of an equality of votes cast on a question, the motion shall be lost.

33. Chair No Casting Vote

- 33.1 The President, or another Director who chairs a Board meeting in the absence of the President, shall (subject to **Rule 39**) be entitled to cast his or her vote as the appointee of the relevant Member Body (and, if applicable, as an Alternate Director), but, in the event of a deadlock in voting, shall not be entitled to any subsequent or casting vote as chairman.

34. Written Resolutions (Amended 10/12, AGM 7.3.2)

- 34.1 A resolution in writing signed by Directors in accordance with this Rule 34B shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- 34.2 The resolution in writing must be signed by both:
- (a) a majority in number of the Directors in office at the time the resolution in writing is signed; and
 - (b) Directors appointed by a majority in number of the Member Bodies (and for this purpose, if a Member Body has appointed two Directors, then both Directors must sign).
- 34.3 If a Member Body has appointed an Alternate Director under Rule 19.1, then the Alternate Director is for the purposes of Rule 34B.2 to be counted separately as a Director and as an Alternate Director, and (if the Alternate Director signs at all) must sign the resolution separately in each capacity in which he or she signs. If the Alternate Director is an Alternate Director for more than one Member Body, then (if the Alternate Director signs at all) he or she must sign the resolution separately for each Member Body for which he or she is Alternate Director. An Alternate Director is not either required to sign, or to refrain from signing, in the same manner in both or all capacities.
- 34.4 The President is not entitled to sign a resolution under this Rule 34B except to the extent that the President would be permitted to cast a vote at a Board meeting in accordance with Rule 39. However, if the President is an Alternate Director, then he or she is nevertheless entitled to sign the resolution as Alternate Director.
- 34.5 If a resolution under this Rule 34B were the subject of an item of business at a Board meeting and a Director were disqualified under Rule 23.1 from discussion and voting on that item, then the Director is disqualified from signing the resolution and must not do so.
- 34.6 A resolution under this Rule 34B in writing shall be deemed to have been passed when signed by the number of Directors required for the validity of the resolution under Rule 34B.2.

34A. Executive Committee (Added 10/16, AGM 7.3)

- 34A.1 There shall be an Executive Committee consisting of the President, the Vice President and the Treasurer and a Director elected to the Executive Committee by the Representatives. This Director shall represent a Member other than those represented by the Vice President and Treasurer.
- 34A.2 Executive Committee shall be responsible for the management of urgent affairs of ANKC Ltd. between the meetings of the Board of Directors.

- 34A.3 The Executive Committee shall meet and conduct its business in such manner as to the Executive Committee seems appropriate.
- 34A.4 A quorum of a meeting of the Executive Committee shall be 3 members of the Executive Committee present in person at a meeting of the Executive Committee provided that a decision agreed to by all members of the Executive Committee by means of electronic communication to the Administrator shall be a valid and effective decision as if a meeting had actually taken place.
- 34A.5 Should the office of the Director elected to the Executive Committee become vacant prior to the expiry of his or her term of office, the Directors shall elect a Director from amongst their number to serve the balance of the term of office of the retiring Director. **(Added 10/23, AGM 7.2)**

35 Committees

- 35.1 The Board may, by resolution, delegate to one or more Committees (consisting of such person or persons as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the resolution, other than this power of delegation.
- 35.2 A function, the exercise of which has been delegated to a Committee under this **Rule** may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- 35.3 A delegation under this **Rule** may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the resolution of delegation.
- 35.4 Notwithstanding any delegation under this **Rule**, the Board may continue to exercise any function delegated.
- 35.5 Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this **Rule** has the same force and effect as it would have if it had been done or suffered by the Board.
- 35.6 The Board may by resolution revoke wholly or in part any delegation under this **Rule**.
- 35.7 A Committee may meet and adjourn as it thinks fit, subject to prior approval of the Board.
- 35.8 The President and the Vice-President shall be ex-officio members of all Committees.
- 35.9 The quorum necessary for the transaction of the business of the Committee if all Member Bodies are represented on that Committee shall consist of at least one (1) Director present personally or by an Alternate Director from at least seventy-five percent (75%) in number of the Member Bodies. Where the Committee does not comprise representatives from all Member Bodies then a quorum of members will be at least fifty percent (50%) or more of the number of members of the Committee.
- 35.10 Questions arising at any meeting of a Committee shall be determined in the same manner, so far as is applicable, as a decision of the Board.
- 35.11 The proceedings of any Committee so formed shall be governed by the provisions contained in this Constitution for regulating the meetings and proceedings of the Board.
- 35.12 The Treasurer shall be chairman of the Finance and Administration Committee.

36 Sub-Committees

- 36.1 A Committee may delegate any of its functions to one or more Sub-Committees consisting of not less than three members. Any Sub-Committee so formed shall conform to any directions that may be imposed by the Committee.
- 36.2 A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of the Sub-Committee shall not have a second or casting vote and the motion shall be lost.
- 36.3 A Sub-Committee shall not have the power to do anything other than make a recommendation to the relevant Committee or to the Board.
- 36.4 The proceedings of any Sub-Committee so formed shall, so far as is applicable, be governed by the provisions contained in this Constitution for regulating the meetings and proceedings of the Board.

PART VI OFFICE BEARERS

37 Appointment and Election of President and Vice-President and Treasurer (Amended 10/15, AGM 7.2)

- 37.1 The following persons have been nominated by the Member Bodies, and shall as from the time of the adoption of this Constitution take up office, as the first President, Vice President and Treasurer:
- | | |
|--------------------|---------------------|
| (a) President | Mr Hugh Gent OAM; |
| (b) Vice President | Mr Peter Frost; and |
| (c) Treasurer | Mr David Sales |

Each Office Bearer shall hold office until the conclusion of the first Annual General Meeting and shall thereafter be subject to election as provided for in **Rule 38**.

- 37.2 The first Vice-President is to be nominated and appointed prior to the first Annual General Meeting by resolution of the Board. The first Vice-President shall hold office until the conclusion of the first Annual General Meeting and shall thereafter be subject to election as provided for in **Rule 38**.
- 37.3 Immediately prior to the conclusion of the first Annual General Meeting as the last item of business, the Office Bearers shall be elected by the Directors. The President shall hold office for a period of three (3) years and shall thereafter be eligible for re-election. Each of the Vice-President and the Treasurer shall hold office for a period of one (1) year and shall thereafter be eligible for re-election.
- 37.4 The President shall not, whilst serving in that capacity, hold a position as President, Vice-President or Treasurer of the Member Body which appointed him or her as a Director. If a person is elected as President, then that person is taken to have accepted office on the condition and undertaking that he or she will as soon as practicable resign as President, Vice-President or Treasurer (as the case requires) of the Member Body. If the President does not comply with this **Rule**, the President must as required by a resolution of the Board resign his or her office as President, and, if he or she refuses or fails to resign as required, may be removed as a Director in accordance with **Rule 20.2**.

- 37.5 The Vice-President must be resident in a different State or Territory to the State or Territory where the President is resident.
- 37.6 In addition to the circumstances in which an office may be vacated under **Rule 20**, a casual vacancy in the office of President, Vice-President or Treasurer shall occur if any of them:
- (a) ceases to be a member of the Member Body which appointed him or her; or
 - (b) otherwise fails to qualify as a Director pursuant to **Rule 20**.
- 37.7 Should the office of President become vacant prior to the expiry of his or her term of office, the Vice-President shall become acting President until the next meeting of the Board to be held following the Annual General Meeting. In the event of a vacancy in the office of Vice-President or Treasurer, the Directors shall elect a Vice-President or Treasurer respectively from amongst their number to serve the balance of the term of office of the retiring Vice-President or Treasurer. (Amended 10/15, AGM 7.2)

38 Voting for President, Vice-President and Treasurer

- 38.1 Elections for the offices of President (if required), Vice-President and Treasurer shall take place immediately prior to the conclusion of the Annual General Meeting from amongst the Directors so nominated by the Member Bodies.
- 38.2 The Administrator shall (if required) call for nominations for the office of President and once the President is elected in accordance with this Constitution, the Administrator shall then call for nominations for the office of Vice-President and Treasurer and proceed to the election of the Vice-President and Treasurer in the manner provided for in this Constitution.
- 38.3 A candidate who has been nominated for the office of President, Vice-President or Treasurer may withdraw his or her nomination at any time before the close of nominations in the proposed election.
- 38.4 If only one accepted nomination of a Director to fill the office of President (or Vice-President or Treasurer) is received by the Administrator, the Administrator shall declare that Director so nominated, elected unopposed to that office.
- 38.5 If by the close of nominations, more than one accepted nomination to fill the office of President (or Vice-President or Treasurer) is received, an election shall be held as provided for in this **Rule**.
- 38.6 The Administrator shall prepare a voting paper for each Director entitled to vote showing the names of the nominees for the position of President (or Vice-President or Treasurer) in an order drawn by lot in the presence of witnesses and the Administrator shall initial the ballot papers.
- 38.7 The Administrator shall distribute the ballot papers to such Directors who are entitled to vote in accordance with their voting rights.
- 38.8 Each Director shall place a number alongside the name of each candidate in order of preference, starting with the number "1". Any ballot paper which does not have a consecutive number beside each name shall be deemed to be invalid.

- 38.9 A candidate shall be declared elected President (or Vice-President or Treasurer) upon receiving votes equal to a majority in number of the Directors present at the completion of any count.
- 38.10 If at the conclusion of the first count, no candidate is able to be declared elected, then the lowest polling candidate shall be eliminated and his or her votes distributed to the remaining candidates according to the next available preference shown.
- 38.11 Should two (2) candidates at the conclusion of any count poll an equal number of votes being the lowest votes, then the Directors shall be required to further vote on which candidate should be included in the next count by endorsing the name of the preferred candidate on a blank ballot paper supplied by the Administrator. The candidate receiving the lowest number of votes in this run off shall be eliminated and his or her votes distributed to the remaining candidate according to the next available preference shown.
- 38.12 Should three (3) or more candidates at the conclusion of any count, poll the equal lowest number of votes, then it shall be necessary to eliminate candidates by the same means until such time as one candidate receives a majority of votes.
- 38.13 At the conclusion of the election, the Administrator shall certify the result of the ballot and shall declare the successful candidate duly elected as President (or Vice-President or Treasurer) of the ANKC.

39 Voting Powers of the President

- 39.1 Subject to **Rule 39.3**, the President shall not be entitled to cast a vote as a Director whilst he or she holds the position of President.
- 39.2 If the appointee of a Member Body as Director is elected or appointed as President (including by way of the filling of a casual vacancy under **Rule 37.7**), the Member Body which appointed him or her as a Director shall have the right to appoint another Director to hold office for as long as the President holds that office, and such further appointee shall have all the rights (including the right to vote at meetings of the Board), and be subject to all the duties, of a Director appointed under **Rule 18**.
- 39.3 The President shall retain the right to cast his or her vote or votes as a Director of the Board until the sooner to occur of the time at which the Member Body exercises its right under **Rule 39.2** and the time which is two months after the Annual General Meeting at which the President is elected.

PART VII ADMINISTRATION

40 Administration

- 40.1 The Board shall from time to time appoint a person to the office of Administrator of the ANKC upon such terms and conditions and with such powers and subject to such restrictions as the Board deems fit.
- 40.2 Any powers conferred upon the Administrator shall be concurrent with the powers of the Board. The Board may at any time withdraw or vary any of the powers so conferred on the Administrator.

- 40.3 It is the duty of the Administrator to keep minutes of all proceedings at meetings of the Board and General Meetings including the names of Directors or other persons present by invitation.
- 40.4 It is the further duty of the Administrator:
- (a) to ensure that all money due to the ANKC is collected and received and that all payments authorised by the ANKC are made;
 - (b) to ensure that correct books of account are kept showing the financial state of the ANKC and including details of all receipts and expenditure connected with the activities of the ANKC;
 - (c) subject to the direction of the Board, to manage the daily affairs of the ANKC.
- 40.5 The Administrator shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration as the Board determines.
- 40.6 The Board may in its absolute discretion at any time revoke the appointment of the Administrator and in that event, the Board shall thereupon appoint another Administrator.

41 Public Officer

- 41.1 The Administrator shall be the public officer of the ANKC.

42 Auditor

- 42.1 There shall be an auditor or auditors of the ANKC who, subject to the Act, shall be appointed by the Board for such a term and at such a fee and upon such conditions as the Board may from time to time determine.

PART VIII GENERAL MEETINGS

43 Annual General Meetings and Extraordinary General Meetings

- 43.1 With the exception of the first Annual General Meeting, the ANKC shall, at least once in each calendar year and within the period of five (5) Months after the expiration of each financial year, convene an Annual General Meeting. The financial year of the ANKC, unless otherwise determined by the Board, shall terminate on 30 June in each year.
- 43.2 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 43.3 The ANKC shall hold its first Annual General Meeting:
- (a) within a period of eighteen (18) Months after its date of incorporation; and
 - (b) within a period of five (5) Months after the expiration of the first financial year of the ANKC,

and shall hold subsequent Annual General Meetings as required by the Act.

- 43.4 The Annual General Meeting and Extraordinary General Meetings shall be convened at such place and time as the Board thinks fit.

44 Notice of Meeting

- 44.1 Except where the Act otherwise requires, three (3) Months' notice at least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day on which the notice is given) specifying the place and day and hour of the General Meeting and in the case of special business, the general nature of that business, shall be given to the Member Bodies as well as the Directors and the Auditor (if any).
- 44.2 The accidental failure or omission to send a notice of a General Meeting (including a Representative appointment form) to any Member Body or the non-receipt of a notice (or form) by any Member Body does not invalidate the proceedings of any resolution passed at the meeting.

45 Business to be Transacted

- 45.1 In addition to any other business which is required to be transacted at an Annual General Meeting in accordance with the Act, the business of an Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Extraordinary General Meeting held since that Annual General Meeting;
 - (b) to receive from the President and Administrator reports upon the activities of the ANKC during the last preceding financial year;
 - (c) to receive and consider the audited financial statements of the ANKC for the last financial year; and
 - (d) to determine levies and fees payable by Member Bodies for the ensuing year.

46 Quorum at Meetings

- 46.1 No business shall be transacted at any General Meeting unless a quorum of Member Bodies is present at the time when the meeting proceeds to business. Save as herein otherwise provided, such number as shall represent seventy-five percent (75%) in number of the Member Bodies, including by Representative being present in person, shall be a quorum.

47 Adjournment if no Quorum

- 47.1 If within half an hour from the time appointed for the a quorum is not present, the General Meeting, if convened upon the requisition of Member Bodies, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chairman may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the Meeting, representatives of the Member Bodies present (being not less than three) shall be a quorum.

48 Chairman

- 48.1 The President shall preside as Chairman at every General Meeting, or if there is no President, or if he or she is not present within 15 minutes after the time appointed for the holding of the General Meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act, then the representatives of the Member Bodies present shall elect one of their number to be Chairman of the meeting.

49 Adjournment by Chairman

- 49.1 The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned General Meeting.

50 Voting at General Meetings

- 50.1 On a show of hands or on a poll, a Member Body which has a number of members in good standing which is more than ten percent (10%) of the total number of members in good standing of all Member Bodies shall be entitled to two (2) votes whilst a Member Body with a number of members in good standing which is ten percent (10%) or less of the total number of members in good standing all Member Bodies shall be entitled to one (1) vote. For the purposes of this **Rule 50.1**, the percentage referred to is to be determined by reference to the total number of members of all Member Bodies as notified to the ANKC as at the date of registration of the ANKC and as at the relevant 31 December date as certified to the ANKC in January of each year under **Rule 18.3**, as the case requires.
- 50.2 (a) At any General Meeting, a resolution put to the vote of the meeting shall first be decided by a show of hands. A declaration by the Chairman that a resolution has on the voices or on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (b) A call for a poll shall override a vote on the voices or by show of hands and a demand for a poll may be made:
- (i) by the Chairman; or
 - (ii) by representatives of at least three (3) Member Bodies present in person or by Representative.
- 50.3 If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the General Meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith.
- 50.4 No Member Body shall be entitled to vote at any General Meeting if its annual subscription or any levy, fee or other amount owing to the ANKC shall be more than ninety (90) days in arrears at the date of the meeting.
- 50.5 A resolution shall be considered carried where it has been passed by a simple majority of the total number of votes which the Member Bodies are eligible to cast irrespective of whether all the Directors appointed as their Representative are present or not, provided also that the said majority vote also represents a majority in number of the Member Bodies.
- 50.6 The Chairman of the General Meeting shall be entitled to exercise his or her vote as proxy or representative of the Member Body which he or she represents but shall not be entitled to any second or casting vote as Chairman.

51 Appointment of Representatives

- 51.1 A Member Body may by written notice to the Secretary:
- 51.1.1 appoint a natural person to act as its representative in all matters connected with the Company as permitted by the Act; and
 - 51.1.2 remove the Representative so appointed.
- Such an appointment is an appointment under section 250D of the Act.
- 51.2 A Representative is entitled to:
- 51.2.1 be counted towards a quorum at a General Meeting on the basis that the Member Body is to be considered personally present by its Representative;
 - 51.2.2 exercise at a General Meeting all the powers which the Member Body which appointed him or her could exercise; and
 - 51.2.3 stand for election as a Director in accordance with this **Rule**.
- 51.3 The appointee of a Member Body as a Representative may be appointed and serve as a Representative of another Member Body.
- 51.4 An appointment of a Representative must be made by written notice to the ANKC in accordance with **Rule 52**.
- 51.5 The Chairman of a General Meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the Chairman of the General Meeting.
- 51.6 A Member Body may in writing given to the Board impose restrictions on the power or authority of its Representative.

52 Form of Appointment

- 52.1 The instrument appointing a Representative may be in the following form or in a common or usual form and shall be on the letterhead of the Member Body which appoints a Representative:

“Australian National Kennel Council Limited

..... of being a Member Body of the Australian National Kennel Council Limited (the “**Company**”) hereby appoints.....of..... or failing him or herof..... as its Representative to vote for it on its behalf at the (annual or extraordinary, as the case may be) General Meeting of the Company, to be held on the.....day of 20..... and at any adjournment thereof.

The Representative is hereby authorised to vote in favour of/against the following resolutions:

Signed this.....day of.....20.....

Note 1: In the event of a Member Body desiring to vote for or against any resolution it shall instruct its Representative accordingly. Unless otherwise instructed, the Representative may vote as he or she thinks fit.”

53 Deposit of Appointment Document

- 53.1 The instrument appointing a Representative, shall be deposited at the Office not less than forty-eight (48) hours before the time for holding the General Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default the Proxy shall not be treated as valid.

54 Validity of Vote

- 54.1 A vote given in accordance with the terms of an instrument of appointment of Representative shall be valid notwithstanding the revocation of the instrument, if no indication in writing of such revocation as aforesaid has been received by the ANKC at the Office before the commencement of the General Meeting or adjourned meeting at which the instrument is used.

55 Special Resolutions

- 55.1 For the purposes of Section 9 of the Act in relation to the passing of special resolutions, the resolution must be passed at a duly constituted General Meeting by a majority of at least three quarters of the total votes which the Member Bodies are eligible to cast in accordance with this Constitution, and cast at the meeting, including by Representative.

56 Objections to Voting

- 56.1 An objection to the qualification of a Member Body to vote may only be raised at the General Meeting or adjourned meeting at which the Member Body tendered its vote.
- 56.2 An objection must be referred to the Chairman of the General Meeting whose decision is final.
- 56.3 A vote which the Chairman of the General Meeting has not disallowed because of an objection is valid for all purposes.

PART IX MISCELLANEOUS

57 Unrecognised Activity

- 57.1 The Board may by resolution declare that an activity is an Unrecognised Activity.
- 57.2 If an activity is an Unrecognised Activity (whether because it is prescribed in the Regulations or declared as an Unrecognised Activity in accordance with **Rule 57.1**), no Member Body may engage or participate in, or sanction or approve, the Unrecognised Activity.
- 57.3 If a Regulation is promulgated prescribing an activity as an Unrecognised Activity or a declaration of an Unrecognised Activity is made in accordance with **Rule 57.1**, the Regulation or declaration becomes binding on the Member Bodies as soon as it communicated to the Member Bodies either specifically by way of notice to the Member Bodies under **Rule 68** or generally in a manner that would reasonably be expected to bring the Regulation or declaration to the attention of the Member Bodies (for example, by publication on the website of the ANKC, in the Journal or a newsletter circulated to Member Bodies, or in a newspaper circulating generally in Australia).

58 Insurance

- 58.1 The ANKC shall effect and maintain such insurances as are considered by the Board to be appropriate.

59 Funds Sources

- 59.1 The funds of the ANKC shall be derived from subscriptions, levies and fees from Member Bodies, journal sales and advertising, sale of goods, overseas Judges' fees and interest, donations, and other sources as are determined by the Board from time to time.
- 59.2 As soon as practicable after receiving any money, a receipt shall be issued by the Administrator.

60 Funds Management

- 60.1 The funds of the ANKC shall be used in pursuance of the objects of the ANKC in such manner as is determined by the Board from time to time.
- 60.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such person or persons as the Board may from time to time determine.

61 Reimbursement of Expenses

- 61.1 The Board may pay or reimburse the amount of any travelling or any other expenses properly incurred by a Member Body or member of a Committee or Sub-Committee in the performance of any services by that Member Body or its nominated Director(s) or Committee or Sub-Committee member for the ANKC which have been properly authorised or requested by the Board.

62 Common Seal

- 62.1 The common seal of the ANKC shall only be used by authority of the Board and shall be affixed to a document by the Administrator who shall sign every such document to which the seal is affixed in his or her capacity as Secretary and in the presence of one or more Directors who shall also sign such document on behalf of the ANKC.

63 Indemnity

- 63.1 To the extent permitted by law, the ANKC indemnifies every officer and employee of the ANKC and every member of any Committee and Sub-Committee constituted under this Constitution against any liability incurred by that person:
- (a) in his or her capacity as an officer or employee or Committee or Sub-Committee member of the ANKC; or
 - (b) to a person other than the ANKC unless the liability arises out of conduct on the part of the officer, employee or Committee or Sub-Committee member that involves a lack of good faith.

63.2 The ANKC indemnifies every officer and employee of the ANKC and every member of any Committee or Sub-Committee, constituted under this Constitution against any liability for costs and expenses incurred by the person in his or her capacity as officer or employee of ANKC or Committee or Sub-Committee member:

63.2.1 in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or

63.2.2 in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Act.

63.3 The ANKC may pay a premium in respect of a contract insuring a person who is or has been an officer of ANKC against liability incurred by the person as an officer, except in circumstances prohibited by the Act.

64 Journal

64.1 The ANKC may publish a journal and/or a website to be known as the Journal or the website of the Australian National Kennel Council respectively in such form and containing such matter as the Board may from time to time direct.

65 Alteration to Constitution

65.1 This Constitution shall not be altered, waived or amended except at a General Meeting by a Special Resolution meeting the requirements of the Act as referred to in **Rule 55**.

66 Custody of Books

66.1 Except as otherwise provided by this Constitution, the Administrator shall keep in his or her custody or under his or her control all records, books and other documents relating to the ANKC.

67 Inspection of Books

67.1 The records, books and other documents of the ANKC may be made available by the Administrator for inspection by duly authorised representatives of Member Bodies and upon such conditions as the Board may from time to time determine.

68 Service of Notices and Documents

68.1 Subject to the requirements of any law, a notice or other communication connected with this Constitution has no legal effect unless it is in writing and given as follows:

- (a) delivered by hand to the nominated address of the addressee;
- (b) sent by post to the nominated postal address of the addressee;
- (c) sent by facsimile to the nominated facsimile number of the addressee; or
- (d) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.

- 68.2 Any notice given to a Member Body under this Constitution, should be sent to a Member Body's address as set out in the register of Members.
- 68.3 Any notice given under **Rule 68.1** will be deemed to have been received:
- (a) if transmitted by e-mail, facsimile or delivered by hand before 5.00 pm on a Business Day, at the time of transmission or on the day of delivery (as applicable), or otherwise, at 9.00 am on the next Business Day; or
 - (b) if sent by mail, on the second Business Day after posting.
- 68.4 A facsimile or e-mail is not given and received if:
- (a) in the case of a facsimile – at the conclusion of the facsimile transmission the sender's facsimile machine issues an error transmission report which indicates that the relevant number of pages comprised in the notice has not been sent; or
 - (b) in the case of an e-mail – at the conclusion of the e-mail the sender receives an automated message stating that the e-mail was undeliverable."

69 Regulations

- 69.1 The Board may from time to time make Regulations and may from time to time amend the Regulations whether by deletion, addition or otherwise as it may think fit. Without limiting the generality of the foregoing, the Board may make Regulations:
- (a) regulating the maintenance and administration of the Registers;
 - (b) regulating the holding and conducting of Exhibitions;
 - (c) regulating the granting of Awards and Certificates;
 - (d) regulating the national recording of matings, litters and registrations of Dogs;
 - (e) regulating the registration, use and transfer of Prefixes;
 - (f) defining the classification of Dogs or prescribing principles upon which a classification shall be made;
 - (g) for the holding of and regulating examinations for an appointment as a Judge;
 - (h) regulating qualifications and appointment of Judges, stewards and other officials;
 - (i) regulating the manner and procedure for dealing with conduct of Judges and appeals from decisions made at Exhibitions;
 - (j) regulating the affiliation with the ANKC of kindred bodies;
 - (k) providing for a national code of ethics relating to responsible Dog ownership, including the conduct of members and the keeping, welfare, breeding, selling and disposing of Dogs by members and any other codes of ethics or conduct deemed necessary or ancillary thereto;

- (l) prescribing Unrecognised Activities and penalties applicable in respect of the conduct of Unrecognised Activities;
- (m) providing for the conduct of inquiries, investigations, hearings and appeals concerning such matters as the Board may from time to time determine and for the imposition, waiver or suspension of penalties on ANKC related matters; and
- (n) for any purpose connected with the objects of ANKC.

70 Construction of Rules and Regulations

- 70.1 If a question shall arise as to the interpretation of this Constitution or the Regulations or as to the rights or obligations either of the ANKC or of the Board or of a Committee or of a Member Body or of an affiliate as to any matter or thing arising out of or governed by this Constitution or the Regulations, such question may be determined by the Board and the determination of the Board shall be final and binding and shall be given effect to accordingly.
- 70.2 The Regulations shall be read and construed subject to this Constitution 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 this Constitution, the matter shall be referred to the Board and the Board shall make such decision thereon as it sees fit and its decision shall be final and binding on all persons affected thereby.
- 70.3 The Board may from time to time seek independent legal advice to advise it on any matter and in particular upon any such question as is referred to in **Rule 70**.

71 Transitional Provision

- 71.1 The Board shall have and be deemed always to have had the power to do all things necessary or convenient to be done to continue and complete all administrative procedures instituted or commenced prior to the date of incorporation of the ANKC and without limiting the generality of the foregoing, the Board may conclude or cause to be concluded any part heard inquiry, investigation or hearing and may consider any report of any inquiry committee or of any special committee of inquiry appointed by the Association and may act upon any such report and impose upon any Member Body such penalty as is provided for in this Constitution or the Regulations.

We, the several persons who are the subscribers to the Constitution of Australian National Kennel Council Limited respectively agree to this Constitution.