



CONSTITUTION

NSW Sheep Dog Workers
Incorporated

APRIL 20, 2022

CONSTITUTION OF "NEW SOUTH WALES SHEEP DOG WORKERS' INCORPORATED"

MEMORANDUM OF INCORPORATE

1. The name of the Incorporate is "New South Wales Sheep Dog Workers' Incorporated".
2. Objects for which the Incorporate is established are:
 - a. To promote among the sheep breeders of the Commonwealth and the general public, a wide interest in the working sheep dog and its work.
 - b. To foster, promote and maintain the purity and improve the breeds of the working sheep dog.
 - c. To collect, verify and publish information relating to the working sheep dog.

- d. To establish and maintain a panel of judges for working sheep dogs and sheep dog trials.
- e. To establish a register for working sheep dogs.
- f. To adopt standards for working sheep dog trials.
- g. To take such steps for the purpose of procuring contributions to the funds of the Incorporate in the shape of donations, annual subscriptions or otherwise, as may from time to time be deemed expedient.
- h. To hold periodical sheep dog trials and field trials, etc, wherever considered advisable.
- i. To establish relations and encourage exchanges with other Societies having similar objects throughout the world,
- j. To promote in every way not mentioned herein, the interest of breeders and owners of working sheep dogs.

3. If, upon winding up or dissolution of the Incorporate, there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Incorporate, but shall be given or transferred to some institution having objects similar to the objects of this Incorporate to be determined by members of the Incorporate at or before the time of dissolution.
4. True accounts shall be kept of the sums of money received and expended by the Incorporate and the matter in respect of which receipts and expenditure takes place, and of the property credits and liabilities of the Incorporate. At least once every year, the accounts of the Incorporate shall be examined and the correctness of the balance due shall be ascertained by one or more properly qualified Auditor or Auditors.
5. The Incorporate shall not cater for any breed of dogs except the working sheep dog, and their crosses and any other recognised breed of sheep dog.

6. The Incorporate shall be formed upon a national basis, catering solely for sheep dogs, and their work, the tools in trade of the world-wide pastoral industry, and for the Australian Pastoral Industry in particular.

This Incorporate shall rely upon supporting annual subscriptions from its members, and supporting donations from pastoralists, stock firms and the Australian public generally.

ARTICLES OF THE INCORPORATE

1. The number of members of the Incorporate is declared to be unlimited.
2. The Incorporate is established for the objects expressed in the memorandum of Incorporate.

2.1 At each Annual General Meeting, Incorporate shall elect a Council, which such Council shall, between Annual General Meetings, have the day to day running of the Incorporate.

The Council shall include:

- a. A Patron
- b. A President
- c. A Senior Vice President
- d. A Junior Vice President
- e. A Secretary
- f. A Treasurer
- g. A Registration Secretary
- h. Seven Ordinary Councillors
- i. A Public Officer

The Patron remains as a member of the Council, not the Auditor.

2.2 All members wishing to nominate for a position on Council must submit their nomination 28 days prior to the AGM for consideration by members. Applicants must provide a brief outline on how they will add value to the council and what skills & experience they will bring to the role.

3. Duties of Council

- a. The Treasurer shall receive all monies paid to the Incorporate and shall keep the accounts of the Incorporate and prepare the Annual Accounts for the Auditor.
- b. The Patron and the Auditor shall be elected by the members of the Incorporate at the Annual General Meeting. The Patron shall be deemed to be an Honorary Member of the Council and shall not have any voting rights.
- c. The Annual General Meeting shall elect the Patron and select an Auditor and elect each year the members of the Council.
- d. Should vacancies occur in the member of the Council between the Annual General Meetings, then the Council shall be entitled to elect a person to fulfil that vacancy until the next Annual General Meeting.
- e. The Secretary shall prepare agendas and make every effort to attend all meetings,

make and keep proper minutes of the proceedings, maintain an Assets Register, maintain a membership mailing list in consultation with the Treasurer, distribute a Newsletter to members and furnish an Annual Report.

- f. The Registration Secretary shall be responsible for all the duties relating to the registering, transferring of dogs, registering of prefixes, receiving payment for same, issuing receipts, reconciling and banking monies received and furnishing an Annual Report.
- g. The Registration Secretary may, with the consent of the Council, affix the Common Seal of the Incorporate to Dog Registration and Pedigree Certificates under the Registration Secretary signature solely.

4. Inspection of Books

- a. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

1. records, books and other financial documents of the association,
 2. this constitution,
 3. minutes of all committee meetings and general meetings of the association.
- b. A member of the association may obtain a copy of any of the documents referred to in subclause (a) on payment of a fee of not more than \$1 for each page copied.

5. Membership of the Incorporate

- a. Every candidate desiring to become a member of the Incorporate shall sign and furnish to the Treasurer an application in such form as may from time to time be prescribed by the Council, and such form shall contain a provision whereby the candidate, upon election, undertakes to observe and perform and in all respects to comply with the provision of the Incorporates' memorandum and Articles of the Incorporate from time to time in force

and all regulations which may from time to time be made pursuant thereto.

- b. All candidates for membership must be proposed by one financial member of the Incorporate. The nomination must then be sent to Council for endorsement.
- c. Each member shall pay the Incorporate an Annual Subscription, such subscription shall fall due on the 1st January each year.
- d. The amount of the Annual subscription shall be fixed at the Annual General Meeting of the Incorporate.
- e. Any member who shall be in arrears for three months shall cease to be a member of the Incorporate as from 1st April of the current financial year.
- f. Any person resident in the State of NSW must become a financial member of New South Wales Sheep Dog Workers' Incorporated before being allowed to work in affiliated trials with the Incorporate including Encourage Workers.

- g. The Council may grant Honorary Life Membership to any member of the Incorporate who has rendered outstanding or special service.
- h. The Incorporate may accept associate members as non-working members, with no voting rights. Fee to be fixed at Annual General Meeting.
- i. Though the Incorporate shall admit members at a nominal annual subscription, it shall place strictest censor over membership, thereby preventing the Incorporates' affairs being controlled by any other Incorporate or organisation.

6. The Council

- a. The Council may expel from the Incorporate or otherwise punish or penalise any member whose conduct in the opinion of the Council is discreditable, or injurious to the character, or interest of the Incorporate or is such as renders him unfit to associate with members of the

Incorporate or who fails to comply with any direction or request or the Council within a reasonable time, or who fails to observe any direction or decision of any official or judge.

- b. Before any member is expelled or otherwise punished or penalised, his conduct shall be enquired into by the Council and he shall be given an opportunity to defend himself and to justify or explain his conduct. If a majority of the Council present when the matter is enquired into are of the opinion that the member has been guilty of such conduct or action aforesaid, then the Council may expel or suspend him from membership or disqualify, fine or otherwise punish or penalise him. In the event of the member being expelled from membership or in the event of any member not obeying or not complying with any other penalty imposed by the Council then his name shall be removed from the roll of members and he shall thereupon cease to be a member. The

appellant shall not be entitled as of right to be represented before the Council by a Solicitor or Barrister or other agent on his behalf.

- c. The Council shall meet as often as it deems necessary, five shall form a quorum.
- d. Any member who is nominated for Council and takes office must attempt to attend the Council meeting, following the Annual General Meeting, where the State Championships are held.

7. General Meetings

- a. All General Meetings of members shall be convened in writing to each member of the Incorporate at least fourteen (14) clear days prior to such meeting.
- b. A Special Meeting or Extraordinary Meeting of members shall be convened by the Secretary or on being requested so to do by seven (7) members of the Incorporate. Notice is to be posted at least

twenty-one (21) days prior to the date of such meeting.

- c. All notices of motion must be in writing and shall reach the Secretary not less than twenty-eight (28) clear days before the Annual General Meeting is to be held. The Secretary is required to post/email members copies of notices of motions no less than fourteen (14) days prior to the Annual General Meeting.
- d. The President, or in the absence of the President, one of the Vice Presidents; shall be entitled to take the chair at every meeting; in the absence of President or Vice President within fifteen (15) minutes after the time appointed for such meeting, the members present shall choose one of their number to take the chair, the chairman shall have a casting vote in addition to the vote which he is entitled as a member.
- e. At the Annual General Meeting fifteen (15) shall form a quorum.

- f. At any Special General Meeting of members twelve (12) shall form a quorum.
- g. In the event of a quorum not being present within half an hour of the time appointed for calling any meeting of the Council or members, the President or one of the Vice Presidents or by resolution by those present, shall postpone the meeting until such time and date as may be considered suitable.
- h. Every question submitted to a meeting shall be decided by
 - a a show of hands
 - b including the postal votes of members.
 - c includes an option to access an online platform to allow all members to participate and vote on motions at the AGM. Details for online access will be provided by the Secretary at least 7 days prior to the AGM.

Every member shall have ONE VOTE and no more. Provided that in case of any equality of votes the chairman shall have a casting vote in addition to the vote to which he is entitled as a member.

- i. Every member who was financial for the year immediately preceding the Annual Meeting, shall be entitled to one vote at such Annual Meeting.
- j. To pass the Resolution, will require a majority of 75% of those members present.
- k. If the Motion is to pass, it is to pass as it stands. Under the law, amendments to the motion are not permitted. Therefore, the Motion as a whole shall either be passed or fail.
- l. The Annual General Meeting of the Incorporate shall be held on a day or night during the currency of New South Wales State Championship Trials.
- m. The Incorporate may deal with any question not provided for by these rules

and may appoint a sub-committee for any purpose, but the rules and Council regulations and by-laws must not be altered save at a General Meeting of members and of which due notice has been given. (Voting for any alteration to Rules and Regulations must be passed by a 75% majority at any annual or special meeting of members present.)

- n. These articles shall come into force as and from the date of their being passed in accordance with Article 7.
- o. The business to be transacted shall be as follows:
 - 1. Reading of notice convening the meeting and receiving apologies.
 - 2. Confirmation of minutes of previous Annual General Meeting and/or Special General Meeting.
 - 3. Consideration and adoption of the Annual reports

4. Presentation of the balance sheet and financial statements. Consideration and adoption of thereof.
5. Reading of correspondence, inward and outward
6. Election of office bearers including Patron, Council, Auditor and Public Officer.
7. Determination of amounts payable for membership fees and Annual subscription.
8. The transaction of any general business that may be brought forward in accordance with the Rules of the Incorporate. The order of the business shall be set unless in the opinion of the Chairman of the meeting exceptional circumstances warrant a change in the order. The inadvertent omission to give notice of a meeting to a particular member shall not invalidate the meeting.

8. Finance

- a. The Financial year shall commence on the 1st January each year.
- b. All monies shall be banked where the Council directs.
- c. All accounts shall be paid by cheque/electronic transfer.
- d. All Cheques shall be signed by two or three officials decided by Council.

