



**CANINE CONTROL COUNCIL (QUEENSLAND) LTD**  
**CONSTITUTION**

30 JUNE 2014

## Table of Contents

1	Replaceable Rules excluded .....	1
2	Definitions and interpretations .....	1
3	Name and business address .....	5
4	Objects .....	5
5	Powers .....	7
6	No distribution to members .....	8
7	Limited Liability .....	8
8	Guarantee .....	8
9	Number of members .....	8
10	Membership .....	8
11	Classes of members .....	9
12	Automatic membership .....	10
13	New membership .....	10
14	Membership fees .....	10
15	Admission and rejection of new members .....	11
16	Privileges of membership .....	11
17	Resignation of membership .....	12
18	Termination of membership .....	12
19	Appeal to the Appeal Panel regarding a decision to reject, suspend, disqualify or terminate membership .....	12
20	Disciplining of members .....	13
21	Register of members .....	14
22	Inspection of the Register of Members .....	15
23	Appointment and removal of Secretary .....	15
24	Functions of Secretary .....	16
25	Other Officers .....	16
26	Membership of the Board of Directors .....	17
27	Election of the first Board of Directors .....	17
28	Election of the President, Senior Vice President and Junior Vice President .....	18
29	Composition of the Board of Directors .....	18
30	Election of the Board of Directors .....	19
31	Pre-Election process .....	19
32	Conducting the Election .....	20
33	Resignation, removal or vacation of office of Director .....	21
34	Vacancies on the Board of Directors .....	22
35	Functions of the Board of Directors .....	22
36	Meetings of the Board of Directors .....	23
37	Quorum for an adjournment of a meeting of the Board of Directors .....	24
38	Special meeting of the Board of Directors .....	24
39	Prohibition on Director being present or voting at Board of Directors meetings .....	24
40	Director to disclose interests .....	25
41	Effect of interest in contract .....	25
42	Standing notice of Directors' interest .....	25
43	Minutes of Board of Directors meetings .....	26
44	Circulating Resolutions .....	26

45	Technology meeting of Directors.....	26
46	Delegation of powers to a Committee or employee .....	27
47	Annual General Meetings .....	27
48	Business to be conducted at AGM .....	27
49	Special General Meetings .....	28
50	Notice of all General Meetings .....	28
51	Quorum for, and adjournment of, General Meetings.....	28
52	Procedure at General Meetings.....	29
53	Voting at General Meetings .....	29
54	Technology .....	30
55	Proxies.....	30
56	Appointing a proxy .....	31
57	Form of proxy sent out by the CCCQ Ltd .....	31
58	Receipt of proxy documents .....	32
59	Validity of proxy vote .....	33
60	Attorney of member .....	33
61	Voting at meetings of members.....	33
62	Voting disqualification.....	33
63	Objections to right to vote.....	33
64	Minutes of General Meetings.....	34
65	Rules and code of ethics .....	34
66	Common seal.....	34
67	Financial year .....	34
68	Documents.....	34
69	General financial matters.....	35
70	Amendments to the Constitution .....	35
71	Indemnity and insurance .....	36
72	Income and property.....	36
73	Winding up.....	36
74	State Zones .....	36

# CONSTITUTION OF THE CANINE CONTROL COUNCIL (QUEENSLAND) LTD

## ***CORPORATIONS ACT 2001 COMPANY LIMITED BY GUARANTEE***

### **1 Replaceable Rules excluded**

1.1 The Replaceable Rules contained in the Act do not apply to the Company.

### **2 Definitions and interpretations**

2.1 In this Constitution:

- (1) headings are for convenience only and shall not affect the interpretation;
- (2) unless a contrary intention appears, words importing the singular include the plural and vice versa;
- (3) words importing the masculine gender include the female gender and vice versa;
- (4) a word or meaning that is not defined in this constitution, but is defined in the *Corporation's Act 2001* has, if the context permits, the meaning given by the Act; and
- (5) unless a contrary intention appears:

“Act”	The <i>Corporations Act 2001</i> (Cth) including any amendment or re-enactment, or any legislation passed in substitution for it.
“Affiliated Body”	A Club, Society or Company of natural persons engaged in the practice of breeding purebred dogs or a Company approved by the CCCQ Ltd as an affiliated body and where the context so admits, includes an associate affiliate under clause 35.3(8).
“Affiliated All Breeds Club”	A club for all breeds, including All Breeds Clubs participating in any of the Disciplines, affiliated with the CCCQ Ltd and listed in the Dog World magazine, a successor or an equivalent publication.
“Affiliated Breed Club”	A club for a single breed, affiliated with the CCCQ Ltd as listed in the Dog World magazine, a successor or an equivalent publication.
“Affiliated Group or Multi Breeds Club”	A club for a single dog group or multiple breeds, affiliated with the CCCQ Ltd as listed in the Dog World magazine, a successor or an equivalent publication.
“ANKC”	The Australian National Kennel Council Limited ACN 151 544 679.
“Annual General Meeting”	A General Meeting of the Members convened annually in accordance with clauses 47 and 48 of this Constitution.
“Appeal Panel”	The panel as constituted under clause 19.
“Application for Membership”	Includes applications for re-admission to membership.

“Association”	The unincorporated association prior to incorporation as the CCCQ Ltd.
“Attorney”	An attorney as defined in clause 60.
“Auditor”	Any person appointed for the time being to perform the duties of an auditor of the Company.
“Ballot”	A form of voting, poll or polling which may be conducted by mail, facsimile or any other electronic method suitable for conducting the vote or poll.
“Board”	The Board of Directors.
“Board of Directors”	The Directors of the CCCQ Ltd as elected in accordance with this Constitution.
“Body”	Where the context requires an agricultural or other society or Company, corporation or group of persons.
“Breaches Panel”	Is the hearing panel as prescribed under clause 20.
“Breeder”	In relation to a dog, means the registered owner of the dam of a litter of puppies at the time of the birth of that litter PROVIDED that for such purposes, a person shall be deemed to be the owner of the dam to the exclusion of the registered owner if at the time of the birth of the litter:- (1) the dam is in the possession or control of such person and has been lent or leased to such person for breeding; (2) notice of the loan or lease verified by submission of a Transfer of Ownership by the registered owner of the dam has been lodged with the CCCQ Ltd prior to the date of birth of such dog; (3) if such further information as may be required has been furnished prior to the date of birth of such dog; and (4) the appropriate fee has been paid by such person to the CCCQ Ltd prior to the date of birth of such dog.
“Business Day”	A day that is not a Saturday, Sunday or a public holiday or bank holiday in the place where the Company has its registered office.
“Canine Controlling Body”	Any body recognised as such by the Board of Directors.
“CCCQ Ltd”	The Canine Control Council (Queensland) Limited.
“Central Register”	The central register of prefixes kept by the ANKC.
“Code of Ethics”	The Code of Ethics of the CCCQ Ltd made by the Board of Directors under clause 65.4 and as amended from time to time and published in the Dog World magazine
“Committee”	A committee of the CCCQ Ltd other than the Board of Directors as appointed in accordance with clause 46.
“Company”	The Canine Control Council (Queensland) Limited.
“Conformation Discipline”	Any Conformation Show or Event.
“Conformation Show or Event”	A dog show or event in which a judge familiar with a specific dog breed evaluates individual purebred dogs for how well the dogs conform to the established breed type for their breed, as described in a breed's individual breed standard.

“Constitution”	This Constitution of the Company.
“Council”	The Board of Directors of the CCCQ Ltd.
“Days”	Means calendar days and includes a Saturday, Sunday or public holiday where the Company has its registered office.
“Director”	A duly elected member of the Board of Directors of the CCCQ Ltd, eligible to be a member of the Board in accordance with clause 26.3.
“Discipline”	Includes both Conformation and Non-Conformation disciplines.
“Disqualified Member”	A Member disbarred from membership in accordance with clause 20, who must reapply for membership at the end of the period of the disqualification.
“Dog”	Includes both sexes where the context reasonably permits.
“Dogs Queensland”	The business or trading name of the CCCQ Ltd as referred to in clause 3.2.
“Dogs Queensland Specialist Member List”	The list established annually under clause 19.1(1) and utilised in the constitution of an Appeal Panel under clause 19 or a Breaches Panel under clause 20.
“Dog World magazine”	The official monthly magazine of the CCCQ Ltd distributed to all financial members.
“Election”	The process of voting using ballot papers, which includes: (1) sending Members the ballot papers and each nominee’s résumé (where it is available); and (2) the counting of the completed, returned eligible ballot papers as set out in this Constitution.
“Exhibit”	(i) used as a noun means a dog entered for exhibition at a Show or Trial; and (ii) used as a verb includes the verb “to show” and “to exhibit” or “to show” includes “to compete”.
“Exhibition”	Includes any Championship Show, Open Show, Endurance Test, Earthdog Test, Field Trial, Obedience Trial, Obedience Sweepstake, Tracking Trial, Agility Trial, Herding Trial, Dances with Dogs, Flyball, Puppy Match or Training Event, assessment event or any other canine activity approved by the CCCQ Ltd.
“Exhibitor”	A person in whose name an exhibit is entered for exhibition in a show 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 or exhibition ground.
“Fees”	Includes membership fees and moneys payable in respect of the registration of or in respect of any entry of a dog in the records of the CCCQ Ltd and shall include charges made by the CCCQ Ltd with respect to an inspection of a dog or of books or records of a member.
“Financial Year”	Means 1 January to 31 December.
“Foundation Members”	Those persons who are named as members in the application for registration of the Company.
“General Meeting”	Any meeting of the Members convened as either an Annual General Meeting or Special General Meeting in accordance with clauses 47 to 49 of this Constitution.

“Junior Vice President”	Any Director appointed to perform the duties of Junior Vice President of the Company in accordance with clause 28 and any Director appointed to act temporarily as Junior Vice President.
“Legal Chairperson List”	The list established annually under clause 19.1 and utilised in the constitution of an Appeal Panel under clause 19 or a Breaches Panel under clause 20.
“Member”	Any current member of the CCCQ Ltd registered in accordance with the relevant clauses of this Constitution.
“Neutered”	A castrated, spayed, de-sexed or altered dog.
“Non-Conformation Discipline”	Includes any Obedience Trial, Agility Trial, Field / Retrieving Trial, Endurance Test, Earth Dog Test, Tracking Trial, Herding Test or Trial, Dances with Dogs Competition or Flyball including Sweepstakes associated with such events and excludes any Conformation Show or Event.
“Old Constitution”	The constitution of the Unincorporated Association.
“Person”	Means natural persons, companies, corporations, partnerships, institutions, bodies and entities (whether incorporated or not).
“President”	Any Director appointed to perform the duties of President of the Company in accordance with clause 28 and any Director appointed to act temporarily as President.
“Prefix”	A breeder’s prefix appearing in the central register of ANKC prefixes.
“Prize”	Includes any award, whether in the form of a certificate, a card, a ribbon, a rosette, a sash, a monetary payment, a trophy or otherwise.
“Purebred dog”	A dog that is recognised as a separate breed by the ANKC for which a separate register shall be kept.
“Register”	The Canine Register or General Register kept by the Council for the purpose of recording dogs considered by Council as eligible for exhibition and admitted to registration in accordance with the Rules.
“Register of Members”	The register of members to be kept pursuant to the Act and this Constitution.
“Resolution”	An ordinary resolution passed by more than fifty percent (50%) of the number of members personally present at a meeting of members and eligible to vote and voting on the resolution.
“Rules”	The Rules of the CCCQ Ltd made by the Board of Directors under clause 65 and as amended from time to time and published in the Queensland Dog World magazine.
“Scrutineers”	Either: (1) a current ordinary member or honorary life member, not currently a member of the Board or nominated for election in the current election year; or (2) a person engaged through the Australian Electoral Commission or equivalent organisation for this purpose.
“Secretary”	Any person appointed to perform the duties of Secretary of the Company in accordance with clause 23 and any person appointed to act temporarily as Secretary.

“Senior Vice President”	Any Director appointed to perform the duties of Senior Vice President of the Company in accordance with clause 28 and any Director appointed to act temporarily as Senior Vice President.
“Show”	(1) used as a noun beginning with a capital “S”, includes any exhibition at which dogs are judged or at which dogs compete and at which prizes are awarded; (2) used as a verb, includes the verb to exhibit and vice versa and to exhibit or show includes to compete.
“Sign”	Includes signing by authorised electronic signature.
“Special General Meeting”	A General Meeting of the Members, other than an Annual General Meeting, called in accordance with clause 49.
“Special Resolution”	A resolution passed by at least seventy five percent (75%) of members present.
“State”	The State of Queensland.
“Sub-Committee”	A committee convened under the powers of any other Committee to perform the tasks and with the authority given by the Committee to it.
“Suspended Member”	A member temporarily disbarred from membership in accordance with clause 20.
“Unincorporated Association”	The unincorporated body known as the Canine Control Council (Queensland) whose funds, assets and liabilities the Company is authorised to take over by clause 5.2.
“Writing”	Includes any means of communicating words in visible form. Words importing the male gender shall, where the context reasonably admits, include the female and neuter gender and the singular number shall include the plural.
“Zone”	Means Zone 1, Zone 2 or Zone 3 as defined in clause 74 of this Constitution.

### **3 Name and business address**

- 3.1 The name of the Company is the Canine Control Council (Queensland) Limited.
- 3.2 The trading name of the Company shall be Dogs Queensland and this shall be registered as a business name in Australia.
- 3.3 The office of the Company shall be 3/134 Constance Street, Fortitude Valley, 4006 or such other office as shall be determined from time to time by the Board of Directors of the CCCQ Ltd.

### **4 Objects**

The objects of the Company shall be:

- (1) to be the governing canine body for the State;
- (2) to maintain membership of the National Canine Body and to enhance and promote its standing within that body;
- (3) to promote and encourage the development and responsible breeding of healthy purebred registered dogs throughout the State;



- (4) to promote and encourage the recreation, sport, exhibition and training of the CCCQ Ltd registered dogs throughout the State
- (5) to promote and encourage the training of all dogs throughout the State;
- (6) to promote the development and improvement of the health and welfare of purebred registered dogs throughout the State;
- (7) to promote and encourage membership of the CCCQ Ltd with its attendant advantages and privileges;
- (8) to promote and develop policies and regulations that shall be used as a quality benchmark for dog breed standards ensuring that the welfare and health of dogs remains paramount;
- (9) to promote, develop and maintain close working relationships with all levels of Government (Commonwealth, State and Local) to ensure the best interests of members and the registered dogs of the CCCQ Ltd are protected and enhanced;
- (10) to promote, develop and maintain close working relationships with other organisational bodies and other stakeholder groups with similar objectives to ensure the best interests of members and the registered dogs of the CCCQ Ltd are protected and enhanced;
- (11) to promote and encourage public interest and participation in the CCCQ Ltd sanctioned exhibitions and events;
- (12) to promote and encourage scientific research into canine related health issues both in Queensland and interstate;
- (13) to act as the control of the CCCQ Ltd registered dog related activities throughout Queensland including:
  - (i) to administer Rules for the conduct and regulation of all the CCCQ Ltd exhibitions and events;
  - (ii) to keep a register of purebred dogs and their ownership;
  - (iii) to keep a register of all breeder prefixes;
  - (iv) to administer regulations relating to purebred dogs;
  - (v) to grant or withhold affiliation to bodies with similar objectives referred to as affiliated bodies;
  - (vi) to administer certificates, awards, championships and titles;
  - (vii) to assist in the prevention of illegal or dishonest practices in relation to dog related activities in Queensland; and
  - (viii) to facilitate the operation of independent registers for Non-Conformation activities including registers for non-purebred dogs;
- (14) to promote and encourage development of knowledge and skills relating to canine activities.

## **5 Powers**

- 5.1 The CCCQ Ltd has the powers of an individual and a body corporate but does not have the power to issue shares.
- 5.2 Upon incorporation, the CCCQ Ltd shall take over the real and personal property and any assets or liabilities of the previous unincorporated association known as the Canine Control Council (Queensland) (the unincorporated association) and the property the subject of the trusts that applied to the property immediately before incorporation will be transferred to the CCCQ Ltd.
- 5.3 Despite clause 5.1, the powers of the CCCQ Ltd are ancillary to and exercisable only to pursue the objects of the CCCQ Ltd set out in clause 4.
- 5.4 For the purpose of carrying out its objects, the CCCQ Ltd may:
- (1) enter into contracts;
  - (2) acquire, hold, deal with and dispose of real and personal property;
  - (3) charge for the services and the facilities it provides;
  - (4) enter into arrangements with any Government or Authority for purposes incidental to the objects of the CCCQ Ltd;
  - (5) appoint and employ such managers, clerks, secretaries, servants and agents as are necessary to carry out the objects of the CCCQ Ltd;
  - (6) construct, improve, maintain, manage and alter any houses, buildings, grounds, works or fixtures which are utilised for the purposes of the CCCQ Ltd;
  - (7) invest any funds of the CCCQ Ltd which are not immediately required for the purposes of the CCCQ Ltd;
  - (8) print and publish any newsletters, periodicals or other documents as are necessary or desirable to promote the activities of the CCCQ Ltd and to provide information to members and to the public more generally;
  - (9) teach, train, instruct and examine persons in matters which further any one or more of the objects of the CCCQ Ltd;
  - (10) promote and foster educational or scientific research which furthers any one or more of the objects of the CCCQ Ltd;
  - (11) accept gifts, donations and testamentary dispositions, conditional or unconditional, whether outright as the beneficiary or as beneficiary of a trust or otherwise;
  - (12) execute any trusts, charitable or otherwise, which in the opinion of the Council are calculated to further any one or more of the objects of the CCCQ Ltd;
  - (13) establish relations with affiliate Companies or societies whether in Queensland or elsewhere and to facilitate and cultivate exchanges with them;
  - (14) conduct lectures, examinations, courses, seminars and field days and such other forms of education-related activities to further the objects of the CCCQ Ltd;
  - (15) to the extent permitted by law, to act as a controlling body for all dog-related activities so as to ensure efficient operations within the dog community;

- (16) make Rules for the administration and general management of the operations and affairs of the CCCQ Ltd, including but not limited to the conduct of canine exhibitions under the auspices of the CCCQ Ltd or affiliated bodies;
- (17) publish a Code Of Ethics, having application to members of the CCCQ Ltd.
- (18) levy fees, borrow or raise money in any manner which the Board of Directors considers necessary, prudent or convenient;
- (19) lease or otherwise acquire interests in land to the extent that the Board of Directors of the CCCQ Ltd considers this to be necessary to further the objects of the CCCQ Ltd;
- (20) purchase, hire, lease or dispose of any plant, equipment or machinery to enable the carrying out of the objects of the CCCQ Ltd; and
- (21) otherwise do all things necessary or convenient to carrying out the objects of the CCCQ Ltd.

## **6 No distribution to members**

- 6.1 No portion of the income or property of the CCCQ Ltd may be paid directly or indirectly by way of dividend, bonus or otherwise to the members of the CCCQ Ltd.

## **7 Limited Liability**

- 7.1 The Liability of members is limited.

## **8 Guarantee**

- 8.1 Every member of the CCCQ Ltd undertakes to contribute an amount not exceeding one dollar (\$1.00) to the property of the CCCQ Ltd in the event of its being wound up while the member is a member or within one (1) year after the member ceases to be a member, if required for payment:
  - (1) of the debts and liabilities of the CCCQ Ltd (contracted before the member ceases to be a member);
  - (2) of the costs, charges and expenses of winding up; and
  - (3) for the adjustment of the rights of the contributories among themselves.

## **9 Number of members**

- 9.1 The number of members for which the CCCQ Ltd proposes to be registered is unlimited.

## **10 Membership**

- 10.1 The members of the CCCQ Ltd are:
  - (1) the Foundation Members; and
  - (2) any other persons the Directors admit to membership in accordance with this Constitution.

## **11 Classes of members**

- 11.1 Membership of the CCCQ Ltd shall consist of the following classes:
- (1) Ordinary Member;
  - (2) Joint Member;
  - (3) Junior Member;
  - (4) Non-Resident Ordinary Member;
  - (5) Non-Resident Junior Member;
  - (6) Honorary Life Member; and
  - (7) such other classes of member as may from time to time be allowed under the Rules of the CCCQ Ltd.
- 11.2 The rights and privileges of each class of membership are to be determined under the Rules of the CCCQ Ltd.
- 11.3 The Rules of the CCCQ Ltd shall be determined from time to time by the Board of Directors.
- 11.4 The membership of all current members of the unincorporated association is transferred to the relevant membership class of the Company at the date of incorporation with all the rights and privileges of the relevant class.
- 11.5 Ordinary Membership is open to any natural person who:
- (1) is eighteen (18) years of age or older;
  - (2) pays the required fees;
  - (3) has complied with the Constitution, Code of Ethics and Rules regulating the admission of members; and
  - (4) is resident in the State.
- 11.6 Joint Membership is open to any two (2) people resident at the same address who are otherwise entitled to Ordinary Membership.
- 11.7 Junior Membership is open to any natural person who:
- (1) is over seven (7) years of age and under eighteen (18) years of age;
  - (2) has complied with the Constitution, Code of Ethics and Rules regulating the admission of Members; and
  - (3) is a resident of Queensland.
- 11.8 Non-Resident Ordinary and Junior Membership is open to any person who:
- (1) is an ordinary or junior member of an interstate or overseas Canine Control Authority affiliated with the CCCQ Ltd;
  - (2) pays the required fees to attain the Non-Resident membership status; and

- (3) has complied with the Constitution, Code of Ethics and Rules regulating the admission of Members.
- 11.9 Despite anything in this Constitution to the contrary, a Non-Resident Ordinary member or a Junior Member under clause 11.8 and a Resident Junior Member under clause 11.7:
  - (1) has the right to receive notices of and attend and be heard at any General Meeting; but
  - (2) has no right to vote at any General Meeting.
- 11.10 Honorary Life Membership is determined by the Board of Directors and may be granted to a member who:
  - (1) is nominated for Honorary Life Membership under the Rules of the CCCQ Ltd;
  - (2) has rendered outstanding or special services to the CCCQ Ltd;
  - (3) will be entitled to the same rights and privileges as an Ordinary Member; and
  - (4) will not be required to pay membership fees.
- 11.11 The number of members for each class shall be unlimited.

## **12 Automatic membership**

- 12.1 A person who, on the day the unincorporated association is incorporated, was a member of the unincorporated association maintains the same financial membership status upon incorporation.
- 12.2 Any person admitted to membership in accordance with clause 12.1 shall be admitted to an equivalent class of membership to that held by the person in the unincorporated association. It will be implicit in such automatic membership that the member agrees to be bound by this Constitution.

## **13 New membership**

- 13.1 A new applicant for membership of the CCCQ Ltd must be proposed by one (1) member of the CCCQ Ltd (the proposer) and seconded by another member of the CCCQ Ltd (the seconder).
- 13.2 An application for membership must be:
  - (1) in writing;
  - (2) signed by the applicant, the applicant's proposer and seconder;
  - (3) in a form prescribed by the Board of Directors of the CCCQ Ltd; and
  - (4) accompanied by the prescribed membership fee.

## **14 Membership fees**

- 14.1 The membership fee for each class of membership:
  - (1) is the amount prescribed by the Board of Directors from time to time; and

- (2) may constitute a joining fee, an annual subscription fee and such other fees as the Board of Directors prescribes from time to time.
- 14.2 The Board of Directors shall publish a scale of charges for each class of membership in the Dog World Magazine.
- 14.3 The membership fee is payable yearly in advance.
- 14.4 For new members the membership fee, including any joining fee, is payable at the time of making any application for membership and must be received as a condition of being admitted as a member.
- 14.5 For existing members, the membership fee is payable on or before 1 January each year.
- 14.6 A member of the Unincorporated Association who becomes an automatic member of the CCCQ Ltd and who has paid the annual subscription fee for the current year is not liable to pay a further amount until the next annual subscription fee is payable.

## **15 Admission and rejection of new members**

- 15.1 The Board of Directors must consider an application for membership at the next Board of Directors meeting after the CCCQ Ltd receives:
  - (1) the application for membership; and
  - (2) the prescribed membership fee for the class of membership.
- 15.2 The Board of Directors must decide at the meeting whether to accept or reject the application for membership.
- 15.3 If a majority of the members of the Board of Directors present at the meeting vote to accept the applicant as a member, then the applicant is accepted for the class of membership for which he or she applied.
- 15.4 Upon the acceptance or rejection of an application for any class of membership the Secretary must, as soon as practicable, give the applicant notice in writing of the Board of Directors' decision and in the case of rejection, written reasons for such rejection together with notice of the right of an appeal under clause 19.
- 15.5 Upon acceptance of an application for membership, the new member shall be deemed to have agreed to be bound by the Constitution and the Rules of the CCCQ Ltd.

## **16 Privileges of membership**

- 16.1 Subject to the restrictions and limitations prescribed by or pursuant to the Constitution and Rules, the privileges of a member shall be:
  - (1) the right to attend and vote at the Annual General Meeting and any Special General Meeting of the CCCQ Ltd;
  - (2) the right of access to the CCCQ Ltd library;
  - (3) the right to submit his or her name as a candidate for appointment as a judge;
  - (4) the right to register in the register such dogs bred or purchased by him or her as are eligible for such registration;

- (5) the right to stand for election to the Board of Directors; and
- (6) the right to compete for any prize available for competition by members of the CCCQ Ltd, provided that a member who is not a resident of the State shall not be entitled to the privileges granted by clauses (3) and (4) or to hold any office or to be elected to the Board of Directors or appointed to any Committee.

## **17 Resignation of membership**

- 17.1 A member may resign as a member of the CCCQ Ltd at any time by giving notice in writing to the Secretary.
- 17.2 A resignation shall take effect at the time the notice is received by the Secretary or if a later time is specified in the notice, the later time.

## **18 Termination of membership**

- 18.1 The Board of Directors may terminate a member's membership if the member:
  - (1) is convicted of an indictable offence or summary offence resulting in a term of imprisonment or an offence involving cruelty to animals;
  - (2) has membership fees in arrears for a period not less than three (3) months;
  - (3) fails to comply with any of the provisions of this Constitution or the Rules of the CCCQ Ltd; or
  - (4) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the CCCQ Ltd.
- 18.2 Before the Board of Directors terminates a member's membership, the Board of Directors must give the member notice in writing of the proposed decision and invite the member to show cause why his or her membership should not be terminated.
- 18.3 If, after considering all representations made by the member, the Board of Directors decides to terminate the member's membership under clauses 18.1(3) or 18.1(4), the Secretary must give the member written notice of the decision and of the member's right to lodge an appeal under clause 19. No right of appeal will attach to a decision to terminate the member's membership made under clauses 18.1(1) or 18.1(2).

## **19 Appeal to the Appeal Panel regarding a decision to reject, suspend, disqualify or terminate membership**

- 19.1 Each year, the Board of Directors shall appoint:
  - (1) a Legal Chairperson List which shall comprise persons who are lawyers of more than ten (10) years post admission experience, including retired eminent lawyers, who may or may not have a current or former association with the CCCQ Ltd; and
  - (2) a Dogs Queensland Specialist Member List which comprises persons with specialist knowledge of one or more of the CCCQ Ltd discipline areas and / or canine matters more generally but will not include current members of the Board. Each year, the Executive of each of the Clubs affiliated with the CCCQ Ltd shall be requested to nominate members of the CCCQ Ltd to be appointed to this list. The final composition of this list will be determined by the Board.

- 19.2 A person whose application for membership has been rejected or whose membership has been suspended, disqualified or terminated (**Appellant**) may give the Secretary written notice of the person's intention to appeal the decision.
- 19.3 A notice of intention to appeal must be given to the Secretary:
- (1) in the prescribed form; and
  - (2) within twenty eight (28) days of being notified of the decision to reject, suspend, disqualify or terminate the person's membership.
- 19.4 Upon receiving a notice of intention to appeal, the Secretary must appoint an Appeal Panel.
- 19.5 The Appeal Panel will comprise one (1) person from the Legal Chairperson List and two (2) persons from the Dogs Queensland Specialist Member List. The three (3) persons comprising this Panel will have a decision-making role. In each appeal instance, the Secretary must nominate the next person on the Legal Chairperson list and the next two (2) persons from the Dogs Queensland Specialist Member List. If a potential conflict of interest is identified, or the person is excused for another reason, the next person on the relevant list is to be nominated by the Secretary.
- 19.6 Within seven (7) days of nominating the Appeal Panel, the Secretary must notify the Appellant of the persons comprising the Appeal Panel. Within seven (7) days of receiving notice from the Secretary, the Appellant may have the initial and once only right to reject any or all members of the Appeal Panel, in which event the Secretary must appoint the next person or persons on the relevant list and within seven (7) days notify the Appellant of the revised Appeal Panel.
- 19.7 Before the appeal is determined, the Appellant must be given a full and fair opportunity to make submissions to the Appeal Panel. The Appeal Panel will be guided by the principles of procedural fairness and natural justice in determining the procedures that are to apply.
- 19.8 The decision of the Appeal Panel shall be final.
- 19.9 The Secretary shall advise the Appellant in writing of the decision of the Appeal Panel as soon as practicable.

## **20 Disciplining of members**

- 20.1 A member shall strictly observe and act in accordance with the Constitution, Rules and Code of Ethics of the CCCQ Ltd; and
- 20.2 Without limiting clause 20.1, a member must not engage in any conduct that could reasonably be considered to be:
- (1) dishonest, malicious, vexatious or scandalous or contrary to law;
  - (2) discreditable to the member concerned or any other member;
  - (3) prejudicial or injurious or tending to prejudice or injure any person interested in canine affairs;
  - (4) prejudicial or injurious or tending to prejudice or injure the interests, image or standing of the CCCQ Ltd; or
  - (5) contrary to the spirit and intent of the Constitution, Rules and Code of Ethics or any other code, resolution policy or direction of the CCCQ Ltd or any Committee.



- 20.3 The Legal Chairperson List and the Dogs Queensland Specialist Member List established under clause 19 will similarly be utilised as the Breaches Panel to hear matters arising from the exercise of powers by the CCCQ Ltd under Part Five (5) of the Rules 2005 and previously heard by the Breaches and Inquiries Sub-Committee.
- 20.4 The powers of the Breaches Panel include the right to suspend or disqualify a member for a nominated period of time.
- 20.5 The Breaches Panel will comprise one (1) person from the Legal Chairperson List and two (2) persons from the Dogs Queensland Specialist Member List. Similarly, these three (3) persons will have an adjudicative role.
- 20.6 Before the matter is determined, the Breaches Panel will provide the members with the opportunity to make submissions to the Breaches Panel. The Breaches Panel will be guided by the principles of procedural fairness and natural justice in determining the procedures that are to apply to the hearing.
- 20.7 In the event that the Breaches Panel determines that the alleged breach has been proven, any previous history of breaches by the member will be considered in determining the penalty.
- 20.8 The Secretary shall advise the member in writing of the decision of the Breaches Panel as soon as practicable.
- 20.9 A member who is suspended by the Breaches Panel:
- (1) may not judge, register a litter or transfer or use their dog or bitch at stud for the period of the suspension;
  - (2) is otherwise ineligible to take part in exhibitions held under the Rules of the CCCQ Ltd for the term of such suspension; and
  - (3) they shall be re-instated as a Member at the end of the period of suspension determined by the Breaches Panel.
- 20.10 A member who is disqualified by the Breaches Panel:
- (1) may not judge, register a litter or transfer or use their dog or bitch at stud for the period of the disqualification;
  - (2) is otherwise ineligible to take part in exhibitions held under the Rules of the CCCQ Ltd for the term of such disqualification; and
  - (3) will be required to reapply for membership at the end of the period of disqualification or ineligibility determined by the Breaches Panel.

## **21 Register of members**

- 21.1 The Board of Directors must keep a register of members of the CCCQ Ltd.
- 21.2 The register of members must include the following particulars of each member:
- (1) the full name of the member;
  - (2) the postal or residential address of the member;
  - (3) the date of admission as a member;

- (4) the class of membership;
  - (5) the date of death or date of resignation of a member;
  - (6) details about the termination or reinstatement of membership; and
  - (7) any other particulars as may be determined by the Board of Directors from time to time.
- 21.3 Each member must notify the Secretary in writing of any change in the person's name, address, phone number, facsimile number or electronic mail address within one (1) month after the change.

## **22 Inspection of the Register of Members**

- 22.1 The register shall be open for inspection during normal business hours on a Business Day, in accordance with the requirements set out in this clause 22.
- 22.2 The Directors of the CCCQ Ltd, or the Members by a resolution passed at a general meeting, may authorise a Member to inspect the Register of Members of the Company.
- 22.3 In order to review, inspect or make copies of the Register of Members an application in the prescribed form must be presented to the Secretary, and:
- (1) a Member may make the application without payment of a fee; but
  - (2) a member of the public must pay a fee set by the Board of Directors up to the amount prescribed by law.
- 22.4 Notwithstanding clause 22.1, the Board of Directors, on receipt of an application in accordance with clause 22.3 may withhold information on the Register of Members (other than the member's full name, address and date of entry as a member) if the Board of Directors has reasonable grounds for believing that this information ought not to be disclosed.
- 22.5 A Member other than a Director does not have the right to inspect any document of the CCCQ Ltd, other than the Register of Members and the minute books for the meetings of its members, except as provided by law or authorised by the Directors or by the Members.
- 22.6 A person must not, without the authorisation of the Board of Directors:
- (1) use information obtained from the Register of Members to contact or send material to another Member (past or current) for political, religious, charitable or commercial purposes; or
  - (2) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact or to send material to another Member (past or current) for political, religious, charitable or commercial purposes.

## **23 Appointment and removal of Secretary**

- 23.1 The Board of Directors must appoint a person to act as Secretary from time to time.
- 23.2 The Secretary may also be employed as General Manager of the CCCQ Ltd under a contract of employment approved by the Board.
- 23.3 The Secretary may be a member of the CCCQ Ltd or any other suitably qualified person.

- 23.4 The Secretary may be remunerated on such terms as the Board of Directors determines.
- 23.5 If the Secretary is employed or remunerated as Secretary or General Manager, then the Secretary must not nominate for election as a member of the Board of Directors.
- 23.6 By accepting the appointment as Secretary, the Secretary agrees to strictly observe and act in conformity with and not otherwise than in accordance with the Constitution, Rules and Code of Ethics of the CCCQ Ltd.
- 23.7 The Secretary must:
- (1) reside in Queensland; and
  - (2) attend all General Meetings, Special General Meetings and meetings of the Board of Directors unless excused on reasonable grounds.
- 23.8 If the CCCQ Ltd has not appointed a Secretary for the CCCQ Ltd before its incorporation, then the Board of Directors must appoint a Secretary within one (1) month of incorporation.

## **24 Functions of Secretary**

- 24.1 Where the Secretary is also the General Manager, the Secretary's functions include, but are not limited to:
- (1) calling meetings of the CCCQ Ltd, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the CCCQ Ltd;
  - (2) keeping minutes, including all decisions and actions, of each meeting;
  - (3) keeping copies of all relevant correspondence and other documents;
  - (4) maintaining the register of members of the CCCQ Ltd;
  - (5) managing the office of the CCCQ Ltd; and
  - (6) such duties and powers as may be delegated to the Secretary of the CCCQ Ltd by the Board of Directors from time to time.
- 24.2 Where the Secretary is not also the General Manager the person will discharge all the responsibilities in clause 24.1 with the exception of clause 24.1(5).

## **25 Other Officers**

- 25.1 The Board of Directors may appoint other officers including a:
- (1) General Manager;
  - (2) Treasurer; or
  - (3) Chief Financial Officer,
- as required to fulfil duties and responsibilities on terms approved by the Board of Directors.

## **26 Membership of the Board of Directors**

- 26.1 The Board of Directors shall consist of twelve (12) Directors: a minimum of one (1) Director of the Board of Directors (a Zone 1 Director) must have his / her primary place of residence within Zone 1;
- (2) a minimum of one (1) Director of the Board of Directors (the Zone 2 Director) must have his / her primary place of residence within Zone 2; and
  - (3) a minimum of one (1) Director of the Board of Directors (the Zone 3 Director) must have his / her primary place of residence within Zone 3.
- 26.2 All Directors of the Board of Directors must be elected in accordance with this Constitution unless appointed to fill a casual vacancy.
- 26.3 Any current ordinary or honorary life member of the CCCQ Ltd of at least five (5) years standing, including equivalent membership of an interstate Canine Controlling Body, may stand for election as a member of the Board of Directors provided that the member:
- (1) is eighteen (18) years of age or older;
  - (2) has not been convicted of an indictable offence or summary offence resulting in a term of imprisonment or an offence involving cruelty to animals;
  - (3) is eligible to be a Director of a company in accordance with the *Corporations Act 2001* (Cth);
  - (4) is not an undischarged bankrupt under the *Bankruptcy Act 1966* (Cth) or the corresponding law of an external territory or of another country;
  - (5) has not executed a deed of arrangement under Part X of the *Bankruptcy Act 1966* (Cth) or the corresponding law of an external territory or of another country;
  - (6) does not have creditors who have accepted a composition under the Part X of the *Bankruptcy Act 1966* (Cth) or a corresponding law of an external territory or another country and a final payment has not been made under the composition; and
  - (7) is not an employee of the CCCQ Ltd.

## **27 Election of the first Board of Directors**

- 27.1 Upon incorporation, the remaining members of the committee appointed by the Council of the Royal National Agricultural and Industrial Association of Queensland during February 2012 are the first Directors, being those named in the application for registration of the Company and shall be the Board of Directors until the democratic election of the Board of Directors has occurred.
- 27.2 As soon as practicable upon incorporation and in any event no later than six (6) months after incorporation, the democratic election of the twelve (12) members of the Board of Directors is to occur as a transitional measure.
- 27.3 On announcement of the results of the election under clause 27.2 to the President, as required under clause 32.9, each of the first Directors referred to in clause 27.1 must retire from the Board but will be eligible for election in accordance with clause 28.
- 27.4 This Election will be conducted as a Ballot in accordance with the procedures set out in clauses 28 to 32 as applicable.

## **28 Election of the President, Senior Vice President and Junior Vice President**

- 28.1 In addition to such officers as may be appointed under clause 25.1, the officeholders of the Company shall include:
- (1) One (1) President;
  - (2) One (1) Senior Vice President; and
  - (3) One (1) Junior Vice President.
- 28.2 At the first meeting of the Board of Directors following the Election under clause 27.2 the Board of Directors shall elect a President, Senior Vice President and Junior Vice President from amongst the Board, to hold office until the first AGM. In determining the division of Board responsibilities, the Board is to ensure coverage of all of the disciplines of the CCCO Ltd.
- 28.3 Immediately after the first AGM the Board of Directors will elect a President, Senior Vice President and Junior Vice President from amongst the Board to hold office for a period of two (2) years.
- 28.4 The Board of Directors will elect a President, Senior Vice President and Junior Vice President from amongst the Board to hold office for a period of two (2) years in the relevant election year at the first meeting of the Board of Directors following the AGM in that year.
- 28.5 The President and the Senior Vice President shall be referred to as the Chairperson and the Deputy Chairperson of the Board of Directors respectively.

## **29 Composition of the Board of Directors**

- 29.1 Subject to compliance with clause 26.3, current Council members will be eligible to stand for election to the Board of Directors of the Company at the first election.
- 29.2 At the first election under clause 27 there will be three (3) positions on the Board of Directors allocated to the candidates from Zone 1, Zone 2 and Zone 3 respectively who gain the highest number of votes.
- 29.3 The remaining nine (9) positions on the Board of Directors will be allocated to the candidates receiving the highest number of votes. This is subject to the proviso that positions on the Board of Directors will be limited to three (3) members from any one (1) Affiliated Breed Club. In the event that more than three (3) persons from the one (1) Affiliated Breed Club would have been otherwise eligible for appointment to the Board of Directors, the positions will be limited to the three (3) highest vote winning candidates from that Affiliated Breed Club. For the purpose of determining the status of an Affiliated Breed Club member, membership of the Affiliated Breed Club at any time during the two (2) year period prior to the election will qualify the person as an Affiliated Breed Club member.
- 29.4 In the event that no nomination is received from one (1) or more of any of the Zones, then the vacancies will be filled from the field of candidates. Positions on the Board will be allocated to the candidates receiving the highest number of votes.
- 29.5 After the first election, the successful six (6) candidates gaining the highest number of votes will be appointed until the end of the fifth (5<sup>th</sup>) AGM.
- 29.6 After the first election and to facilitate the transitional arrangements, the successful six (6) candidates gaining the lowest number of votes will be appointed until the end of the third (3<sup>rd</sup>) AGM.

- 29.7 Subject to compliance with clause 26.3, retiring members of the Board of Directors will be eligible to stand for re-election at subsequent elections.
- 29.8 Elections shall be held on a bi-annual basis.
- 29.9 With the exception of the first election, all members elected to the Board in accordance with this Constitution shall hold office from the close of the Annual General Meeting for a four (4) year period.

### **30 Election of the Board of Directors**

- 30.1 Only Ordinary Members and Honorary Life Members shall be eligible to vote for members of the Board of Directors.
- 30.2 The election of new members of the Board of Directors shall take place by a Ballot of eligible members.
- 30.3 At least sixty (60) days before the beginning of the Election, the Board of Directors must appoint a Returning Officer and at least two (2) Scrutineers for the Election.
- 30.4 The duties of the Returning Officer shall be as follows:
- (1) to prepare a current electoral roll of members eligible to vote;
  - (2) to conduct the Election in accordance with the Constitution and any relevant Rules;
  - (3) to maintain the secrecy of the Ballot;
  - (4) to not disclose the outcome of the Election to any person other than the Secretary or a member of the Board of Directors authorised to receive the result;
  - (5) to make a certified reconciliation of the ballot papers received, unused or spoilt, if appropriate;
  - (6) to certify that the Ballot was conducted in accordance with the CCCQ Ltd's Constitution and Rules;
  - (7) to declare the result by signing a certificate in the presence of the Chairperson; and
  - (8) to hold the ballot papers securely for six (6) months after the Election and then destroy all ballot papers unless otherwise directed.
- 30.5 The duties of the Scrutineers shall be as follows:
- (1) to act as an impartial and objective observer of the counting of the ballot papers by the Returning Officer;
  - (2) must be present when the ballot papers are sorted and counted; and
  - (3) may check any possible irregularities without causing unreasonable interference or delay.

### **31 Pre-Election process**

- 31.1 A candidate will be eligible for appointment to the Board of Directors where compliant with the eligibility requirements in clause 26.3.

- 31.2 In the relevant years, the Secretary shall advise members which six (6) or more members of the Board of Directors are retiring and where appropriate, whether the vacancy relates to a Zone 2 or Zone 3 representative, and advertise for nominations to fill those positions on the Board of Directors.
- 31.3 The advertising for nominations shall occur at least sixty (60) days before the beginning of the Election and shall specify the date by which nominations must be received which can be no more than twenty eight (28) days after the advertisement.
- 31.4 The nominations shall be in writing and signed by the nominee and two (2) other members supporting the nomination and shall include class of membership, status, place of residence and a brief résumé by the nominee (**Nomination**).
- 31.5 Nominations must be received by the Secretary by 5:00 pm on the specified date.
- 31.6 The Secretary shall provide the names of all eligible candidates to the Returning Officer at least thirty (30) days before the beginning of the Election.
- 31.7 The names, relevant Zone and résumé of all eligible nominees shall be published by the CCCQ Ltd at least thirty (30) days before the beginning of the Election.
- 31.8 Should there be insufficient Nominations or Nominations no greater than the number of vacancies to be filled then such candidates shall be declared to be duly elected without the need for an Election.

## **32 Conducting the Election**

- 32.1 The Returning Officer shall prepare a ballot list containing the names of all eligible candidates in alphabetical order together with directions for voting and shall specify the date by which the ballot papers must be received.
- 32.2 The Election shall begin at least forty (40) days prior to the Annual General Meeting by sending to the Members the ballot papers and résumés of the eligible nominees.
- 32.3 Ballot papers must be received by the Returning Officer no later than 5:00 pm on the specified date.
- 32.4 The counting of the ballot papers must take place at least seven (7) days before the Annual General Meeting;
- 32.5 Voting shall take place on the basis of "first past the post";
- 32.6 The Returning Officer shall count the ballots in the presence of the Scrutineers and will determine the result;
- 32.7 A tie in the votes for any position will be determined by the drawing of lots.
- 32.8 If the Directors retiring include either or both of the Zone 2 and Zone 3 representatives the following step process will be undertaken:
- (1) the candidate resident in Zone 2 or Zone 3, as the case may be, receiving the highest number of votes of any candidate in that Zone will be elected as the Director representing that Zone;
  - (2) the remaining candidates receiving the highest number of votes will fill the remaining vacant positions on the Board of Directors with the proviso that at least one (1) Director must reside in Zone 1;

- (3) in the event that no nominations are received from Zone 2 and / or Zone 3, as the case may be, then the vacancies will be filled from the pool of candidates in accordance with clause 32.8(2); and
  - (4) in the event that the retiring Directors do not include the Zone 2 and / or Zone 3 representative then the candidates receiving the highest number of votes will fill the vacant positions on the Board of Directors.
- 32.9 The result of the Election shall be declared by the Returning Officer to the President who will announce the result no later than at the next Annual General Meeting.
- 32.10 No Election shall be invalidated by reason of the fact that a particular member does not receive his or her ballot paper or because a shorter timeframe is allowed than is otherwise required under this Constitution.

### **33 Resignation, removal or vacation of office of Director**

- 33.1 A Director may resign from the Board of Directors by giving written notice of resignation to the Secretary.
- 33.2 The resignation takes effect at:
- (1) the time the notice is received by the Secretary; or
  - (2) if a later time is stated in the notice, the later time.
- 33.3 The Board of Directors may determine that a Director has ceased to comply with the requirements of being a member of the Board of Directors if the Director:
- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
  - (2) 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;
  - (3) is not present at three (3) consecutive meetings of Directors without special leave of absence from the Directors and the Directors declare his / her seat to be vacant;
  - (4) ceases to be qualified as a Director under clause 26.3;
  - (5) becomes disqualified from being a Director under the Act or any order made under the Act;
  - (6) is removed from office in accordance with clause 33.6; or
  - (7) resigns from office in accordance with clause 33.1.
- 33.4 If the Board of Directors determines that one (1) of their number has ceased to comply with the requirements for being a member of the Board of Directors under clause 26.3 or should otherwise be removed from office, then the Board of Directors may call a Special General Meeting to determine whether the member should be removed.
- 33.5 Before a vote of members is taken about removing the Director from office, the Board of Directors member must be given a full and fair opportunity to address the meeting and to show cause why he / she should not be removed from office.
- 33.6 If seventy five percent (75%) of members present at a Special General Meeting determine that a Director ought to be removed, then the Board of Directors member ceases forthwith to be a member of the Board of Directors.



- 33.7 A Director of the Board of Directors has no right of appeal against his removal at a Special General Meeting but may stand at the next election if otherwise eligible.

## **34 Vacancies on the Board of Directors**

- 34.1 If a casual vacancy occurs on the Board of Directors, the continuing members of the Board of Directors may appoint another member of the CCCQ Ltd to fill the vacancy until the next election.
- 34.2 If the casual vacancy is for the Zone 2 or Zone 3 Director, continuing members of the Board of Directors must appoint a member whose primary residence is in the relevant Zone to fill the vacancy until the next election.
- 34.2A If a casual vacancy occurs in offices of President, Senior Vice President or Junior Vice President, the continuing members of the Board of Directors may appoint another member of the Board of Directors to the position of President, Senior Vice President or Junior Vice President, as the case may be.
- 34.3 A casual vacancy shall occur if a Director of the Board of Directors or a Director holding the position of President, Senior Vice President or Junior Vice President, as the case may be:
- (1) dies;
  - (2) becomes of unsound mind or is otherwise permanently incapable of acting;
  - (3) resigns or retires, in writing to the Secretary, from the Board of Directors or the position of President, Senior Vice President or Junior Vice President, as the case may be;
  - (4) is removed from office under clause 33.
- 34.4 The continuing members of the Board of Directors may act despite a casual vacancy on the Board of Directors.
- 34.5 However, if the number of Directors is less than the number fixed under this Constitution as a quorum of the Board of Directors, the continuing Directors may act only to:
- (1) increase the number of Directors to the number required for a quorum; and/or
  - (2) call a General Meeting of the CCCQ Ltd.

## **35 Functions of the Board of Directors**

- 35.1 Subject to this Constitution or a resolution of the members of the CCCQ Ltd, the Board of Directors has the general control and management of the administration of the affairs, property and funds of the CCCQ Ltd.
- 35.2 The Board of Directors has authority to interpret the meaning of the Constitution and the Rules of the CCCQ Ltd to the extent permitted by law.
- 35.3 The Board of Directors may exercise the powers of the CCCQ Ltd to:
- (1) borrow, raise or secure the payment of amounts in a way the members of the CCCQ Ltd decide;
  - (2) secure the amounts mentioned in clause 35.3(1) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be

entered into by the CCCQ Ltd in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the CCCQ Ltd property, both present and future;

- (3) purchase, redeem or pay off any securities issued;
- (4) mortgage or charge the whole or part of its property;
- (5) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the CCCQ Ltd;
- (6) provide and pay off any securities issued;
- (7) invest in a way the members of the CCCQ Ltd may from time to time decide; and
- (8) to determine the Affiliated Bodies including affiliations the Association had prior to incorporation of the Company which are deemed to continue until determined otherwise by the Board of Directors.

35.4 Apart from the payment of reasonable out-of-pocket expenses, Directors of the Board will not be entitled to any form of remuneration for work performed.

## **36 Meetings of the Board of Directors**

36.1 The Board of Directors may meet and conduct its proceedings as it considers appropriate.

36.2 The Board of Directors must meet at least ten (10) times each Financial Year to exercise its functions.

36.3 The Board of Directors must decide how a meeting is to be called.

36.4 Notice of a meeting is to be given in a manner to be decided by the Board of Directors.

36.5 The Board of Directors may hold meetings or permit a Director to take part in its meetings by using any technology that reasonably allows the Director to hear and take part in discussions as they happen.

36.6 Questions before the Board of Directors shall be resolved by a majority of votes and, in the case of an equality of the votes, the question will be decided in the negative.

36.7 No Director of the Board of Directors may participate in a discussion and a decision where that person has a conflict of interest.

36.8 It shall be deemed that a Director has a conflict of interest if:

- (1) the Director has an interest in a commercial activity by which he or she directly or indirectly profits from the business of the CCCQ Ltd; or
- (2) the Board of Directors, by majority, determines that the Director has a conflict of interest.

36.9 The President shall preside as Chairperson of any meeting of the Board of Directors.

36.10 If there is no President or if the President is not present within fifteen (15) minutes after the time fixed for the Board of Directors meeting, then the Senior Vice President will preside as Chairperson at the meeting. If the Senior Vice President is similarly not present, then the members may choose one (1) of their number to Chair the meeting.

### **37 Quorum for an adjournment of a meeting of the Board of Directors**

- 37.1 At a Board of Directors meeting, seven (7) members shall constitute a quorum.
- 37.2 If there is no quorum within thirty (30) minutes after the time fixed for a Board of Directors meeting called on the request of members of the Board of Directors, the meeting lapses.
- 37.3 If there is no quorum within thirty (30) minutes after the time fixed for a Board of Directors meeting called other than on the request of the members of the Board of Directors:
- (1) the meeting is to be adjourned for at least one (1) day; and
  - (2) the members of the Board of Directors who are present are to decide the day, time and place of the adjourned meeting and request the Secretary to inform the absent members of the day, time and place of the rescheduled meeting.
- 37.4 If, at an adjourned meeting there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

### **38 Special meeting of the Board of Directors**

- 38.1 If the Secretary receives a written request signed by at least four (4) members of the Board of Directors, the Secretary must call a Special Meeting of the Board of Directors by giving each member of the Council notice of the meeting within fourteen (14) days after the Secretary receives the request.
- 38.2 If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.
- 38.3 A request for a Special Meeting must state:
- (1) why the Special Meeting is called; and
  - (2) the business to be conducted at the meeting.
- 38.4 The notice of a Special Meeting must state:
- (1) the day, time and place of the meeting; and
  - (2) the business to be conducted at the meeting.
- 38.5 A Special Meeting of the Board of Directors must be held within fourteen (14) days after notice of the meeting is given to the members of the Board of Directors.

### **39 Prohibition on Director being present or voting at Board of Directors meetings**

- 39.1 Except where permitted by the Act, a Director who has a material personal interest in a matter that is being considered by the Board of Directors:
- (1) must not be counted in a quorum;
  - (2) must not vote on the matter; and
  - (3) must not be present while the matter is being considered at the meeting.

## **40 Director to disclose interests**

- 40.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the CCCQ Ltd must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Board of Directors or by written notice to the Secretary of the CCCQ Ltd.
- 40.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director, must declare at a meeting of the Board of Directors of the CCCQ Ltd or by written notice to the Secretary of the CCCQ Ltd the fact and the nature, character and extent of the conflict.
- 40.3 For the purpose of clauses 40.1 and 40.2, a Director's interest or any conflict must be disregarded if it arises from or relates to:
- (1) a guarantee to be given by the Director (or persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the CCCQ Ltd; or
  - (2) the position of the Director as a Director of a related body corporate.

## **41 Effect of interest in contract**

- 41.1 Subject to the Act, if a Director has an interest in a contract with the CCCQ Ltd (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Directors and the Director discloses the nature and extent of the interest or duty at a meeting of the Board of Directors or by written notice to the Secretary of the CCCQ Ltd:
- (1) the contract may be entered into; and
  - (2) if the disclosure is made before the contract is entered into:
    - (i) The Director may retain benefits under the contract even though the Director has an interest in a contract;
    - (ii) The CCCQ Ltd cannot void the contract merely because of the existence of the interest; and
    - (iii) The Director is not disqualified from the office of Director.

- 41.2 For the purpose of clause 41.1, contract includes an arrangement, dealing or other transaction.

## **42 Standing notice of Directors' interest**

- 42.1 A Director who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the CCCQ Ltd at the time the notice is given.
- 42.2 A notice under clause 37.1 above may be given:
- (1) at a Board of Directors' meeting (either orally or in writing); or
  - (2) to the other Directors individually in writing.

- 42.3 If the standing notice is given to the other Directors individually in writing:
- (1) the notice is effective when it has been given to every Director; and
  - (2) the notice must be tabled at the next Board of Directors meeting after it is given.
- 42.4 The Director must ensure that the nature and extent of the interest is recorded in the minutes of the meeting at which the standing notice is given or tabled.

### **43 Minutes of Board of Directors meetings**

- 43.1 The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board of Directors meeting are entered into a minute book.
- 43.2 To ensure the accuracy of the minutes, the minutes of each Board of Directors meeting must be signed by the Chairperson of the meeting or the Chairperson of the next Board of Directors meeting, verifying their accuracy.
- 43.3 A summary of the minutes of each Board of Directors meeting will be made available to the members of the CCCQ Ltd. Matters determined by the Board to be confidential will not be included in the minutes made available to members.

### **44 Circulating Resolutions**

- 44.1 The Directors may pass a Resolution without a Board of Directors meeting being held if all the Directors entitled to vote on the Resolution (except a Director absent from Australia who has not left a facsimile number, email address or other contact details acceptable to the Directors, at which he / she may be given notice) sign a document containing a statement that they are in favour of the resolution set out in the document.
- 44.2 Separate copies of a document may be used for signing by Directors if the wording of the Resolution and statement is identical in each copy.
- 44.3 The Resolution is passed when the last Director signs.
- 44.4 A facsimile or email addressed to or received by the CCCQ Ltd and purporting to be signed or sent by a Director for the purpose of this clause 44 must be treated as a document in writing signed by that Director.

### **45 Technology meeting of Directors**

- 45.1 A Board of Directors meeting may be held using telephone or, if consented to by all Directors, other technology. The consent may be a standing one. A Director may only withdraw the consent within a reasonable period before the meeting.
- 45.2 If a Board of Directors meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 45.3 The following provisions apply to a technology meeting:
- (1) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting; and

- (2) at the commencement of the meeting, each Director must announce his / her presence to all the other Directors taking part in the meeting.

## **46 Delegation of powers to a Committee or employee**

- 46.1 The Board of Directors may appoint Committees consisting of members of the CCCQ Ltd to assist the Board of Directors in the conduct of the affairs of the CCCQ Ltd.
- 46.2 If the Board of Directors has not appointed a Chairperson, the Committee may elect a Chairperson for its meetings.
- 46.3 If a Chairperson is not elected, or if the Chairperson is not present within fifteen (15) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be Chairperson of the meeting.
- 46.4 No member of the Committee shall be entitled to remuneration for any work performed.
- 46.5 A Committee may meet and adjourn its meetings as it considers appropriate.
- 46.6 A question arising at a Committee meeting shall be determined by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 46.7 With the exception of this power of delegation, the Board of Directors may delegate any of its powers to a Committee and the Committee shall exercise its powers in accordance with the limited authority granted to it.

## **47 Annual General Meetings**

- 47.1 The first Annual General Meeting (**AGM**) must be held within eighteen (18) months of the date of incorporation of the Company.
- 47.2 Each subsequent AGM must be held:
  - (1) at least once a year; and
  - (2) within five (5) months after the end date of the CCCQ Ltd's reportable financial year.
- 47.3 The Secretary is to give notice of an AGM of the CCCQ Ltd on the direction of the Board of Directors.

## **48 Business to be conducted at AGM**

- 48.1 The following business must be conducted at an AGM:
  - (1) receiving the report of the Board of Directors for the previous year;
  - (2) receiving the annual financial accounts duly certified by the Auditor;
  - (3) the appointment of an auditor for the next Financial Year;
  - (4) the declaration of the results of any election of members of the Board of Directors in an election year; and

- (5) any other item of business submitted in writing by a member to the Secretary not less than fourteen days (14) days prior to the date fixed for the AGM.

## **49 Special General Meetings**

- 49.1 The Secretary must call a Special General Meeting (**SGM**) upon:
- (1) being directed to call the meeting by the Board; or
  - (2) being given a written request signed by one hundred (100) members of the CCCQ Ltd.
- 49.2 A request for a SGM must state:
- (1) why the SGM is being called; and
  - (2) the business to be conducted at the meeting.
- 49.3 A SGM must be held within two (2) months after the date the Secretary receives a request for a SGM in accordance with this clause 49.
- 49.4 If the Secretary is unable or unwilling to call a SGM within two (2) months, then the President must call the meeting.

## **50 Notice of all General Meetings**

- 50.1 The Secretary must give at least twenty one (21) days' notice of the General Meeting to each member of the CCCQ Ltd.
- 50.2 If the Secretary is unable or unwilling to give notice of the meeting, the President must give notice of the meeting.
- 50.3 The notice of a General Meeting must set out the place, date and time for the meeting and, if the meeting is to be held in two (2) or more places, the technology that will be used.
- 50.4 A notice of a General Meeting must state the business to be conducted at the meeting. If a Special Resolution is to be proposed at the meeting, the notice is to set out an intention to propose the Special Resolution and its content.
- 50.5 A notice of a General Meeting must contain a statement that the members have a right to appoint a proxy;
- 50.6 The accidental omission to give notice of any General Meeting or the non-receipt of the notice by any person entitled to receive notice of a General Meeting does not invalidate the proceedings at, or any resolution passed at the meeting.

## **51 Quorum for, and adjournment of, General Meetings**

- 51.1 The quorum for a General Meeting shall be the number of members of the Board of Directors plus one (1).
- 51.2 No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- 51.3 If there is no quorum within thirty (30) minutes after the time fixed for a General Meeting, the meeting lapses.

- 51.4 The Chairperson may, with the consent of the majority present at a meeting where there is a quorum, adjourn the meeting to a time and place to be determined by the Chairperson.
- 51.5 If the meeting is adjourned, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 51.6 The Secretary is not required to give members notice of an adjournment or of the business to be conducted at the adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- 51.7 If a meeting is adjourned for at least thirty (30) days, then notice of the adjourned meeting is to be given in the same way as notice of any General Meeting.

## **52 Procedure at General Meetings**

- 52.1 A member may take part and vote in a General Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and to take part in the meeting.
- 52.2 A member who participates in any of the ways in clause 52.1 is taken to be present at the meeting.
- 52.3 At each General Meeting:
- (1) the President shall preside as Chairperson;
  - (2) if there is no President or if the President is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Senior Vice President shall chair the meeting or otherwise the members present must elect one (1) of their number to be Chairperson of the meeting; and
  - (3) the Chairperson must conduct the meeting in a proper and orderly way.

## **53 Voting at General Meetings**

- 53.1 At a General Meeting, each question, matter or resolution, other than a Special Resolution must be decided by a majority of votes of the members present.
- 53.2 On a show of hands, a declaration by the Chair is conclusive evidence of the result. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 53.3 Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the question is decided in the negative.
- 53.4 A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting.
- 53.5 The method of voting shall be decided by the Board of Directors.
- 53.6 However, if at least twenty percent (20%) of the members present demand a secret ballot, voting must be by secret ballot.
- 53.7 If a secret ballot is held, the Chairperson must appoint two (2) members to conduct the secret ballot in the way the Chairperson decides.



53.8 The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

53.9 Unless otherwise required by this Constitution or the Act, all resolutions of the CCCQ Ltd are ordinary resolutions which are passed by more than fifty percent (50%) of the votes cast by members entitled to vote on the resolutions

## **54 Technology**

54.1 The CCCQ Ltd may hold a meeting of its members at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

54.2 While using technology to conduct a meeting, voting by show of hands shall not be permitted, unless the technology allows for both audio and visual technology to be used at the same time throughout the duration of the meeting.

54.3 Each meeting using technology shall be conducted in accordance with procedures for the use of technology prescribed by the Board of Directors which shall set out such things as:

- (1) who shall be responsible to conduct the meeting in each venue;
- (2) the keeping of the attendance roll of the Members;
- (3) the distribution of relevant documents and voting papers (when required);
- (4) how to conduct a vote by show of hands (if applicable), by poll and by proxy; and
- (5) appointment of a scrutineer at each venue to count the votes and to report on the outcome to the Chairman of the meeting.

## **55 Proxies**

55.1 A member who is entitled to attend and cast a vote at a meeting of the Company's members may appoint another member as the member's proxy to attend and vote for the member at the meeting.

55.2 A proxy to attend and vote for a member has the same rights as the member:

- (1) to speak at the meeting;
- (2) to vote (but only to the extent allowed by the appointment); and
- (3) to join in a demand for a poll.

55.3 If a proxy is only for a single meeting, it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

55.4 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

55.5 A proxy may be revoked at any time by notice in writing to the CCCQ Ltd.

55.6 A member is limited to exercising a total of five (5) proxies for other members at any meeting of members.

55.7 The Secretary can hold an unlimited number of proxies for members at any meeting of members.

## **56 Appointing a proxy**

56.1 An appointment of a proxy is valid if it is signed or otherwise electronically authenticated (as referred to in *Regulation 2G.2.01 of the Corporations Regulations 2001*) by the member making the appointment and contains the following information:

- (1) the member's name and address and membership number;
- (2) the CCCQ Ltd's name;
- (3) the proxy's name and membership number; and
- (4) the meetings at which the appointment may be used.

An appointment may be a standing one.

56.2 An un-dated appointment is taken to have been dated on the day it is given to the CCCQ Ltd.

56.3 An appointment may specify the way the proxy is to vote on a particular resolution. If it does;

- (1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (2) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- (3) if the proxy is the Secretary, the proxy must vote on a poll and must vote that way; and
- (4) if the proxy is not the Secretary, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- (5) As a member, this clause 56.3 does not affect the way that the person can cast any votes the person holds as a member.

56.4 An appointment does not have to be witnessed.

56.5 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

## **57 Form of proxy sent out by the CCCQ Ltd**

57.1 A form of proxy sent out by the CCCQ Ltd may be in a form determined by the Directors but must:

- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular resolution; and
- (2) leave a blank space for the member to fill in the name of the member primarily appointed as proxy.

57.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the member or members named as proxy fails or fail to attend, the Secretary of the meeting is appointed proxy.

57.3 Despite clause 58.1, an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

The CCCQ Ltd  
ACN .....

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/  
members of the Company, appoint \_\_\_\_\_ of \_\_\_\_\_ or, in his  
or her absence, \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to  
vote for me/us on my/our behalf at the \*Annual General/\*General Meeting of the  
Company to be held on \_\_\_\_\_ and at any adjournment of that meeting.

† This form is to be used \*in favour of/\*against the resolution.

Signed on

\* Strike out whichever is not desired.

† To be insert if desired

## 58 Receipt of proxy documents

58.1 For an appointment of a proxy for a meeting of the CCCQ Ltd's members to be effective, the following documents must be received by the Secretary at least forty eight (48) hours before the meeting;

- (1) the proxy's appointment; and
- (2) if the appointment is signed or otherwise authenticated by the appointor's attorney, the authority under which the appointment was signed or authenticated or a certified copy of the authority.

58.2 If a meeting of the members of the CCCQ Ltd has been adjourned, an appointment and any authority received by the CCCQ Ltd at least forty eight (48) hours before the resumption of the meeting are effective for the resumed part of the meeting.

The CCCQ Ltd receives an appointment or authority when it is received at any of the following:

- (1) the CCCQ Ltd's registered office;
- (2) a facsimile number at the CCCQ Ltd's registered office; or
- (3) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting; or

An appointment of a proxy is ineffective if:

- (1) the CCCQ Ltd receives either or both the appointment or authority at a facsimile number or electronic address; and
- (2) a requirement (if any) in the notice of meeting that;
  - (i) the transaction be verified in a way specified in the notice; or
  - (ii) the proxy produces the appointment and authority (if any) at the meeting;

is not complied with.

## **59 Validity of proxy vote**

59.1 Unless the CCCQ Ltd receives written notice of one (1) of the following matters before the start or resumption of the meeting at which the proxy votes, a vote cast by the proxy will be valid, even if;

- (1) the appointing member dies;
- (2) the member is mentally incapacitated;
- (3) the member revokes the proxy's appointment; or
- (4) the member revokes the authority under which the proxy was appointed by a third party;

before the proxy votes.

59.2 A proxy is not revoked by the member attending and taking part in the meeting unless the member actually votes at the meeting on a resolution for which the proxy is proposed to be used.

## **60 Attorney of member**

60.1 An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members, the instrument conferring the power of attorney or a certified copy of it must be produced to the CCCQ Ltd at least forty eight (48) hours before the meeting, in the same way as the appointment of a proxy. The attorney would be restricted to acting as an attorney for just one member at a meeting of members.

## **61 Voting at meetings of members**

61.1 Subject to clauses 62 and 63, at any General Meeting of members, each Ordinary Member and each Honorary Life Member present has one (1) vote on a show of hands and on a poll.

61.2 The vote may be exercised in person or by proxy, or attorney.

## **62 Voting disqualification**

62.1 A Member is not entitled to vote at a General Meeting if:

- (1) the annual subscription of the member; or
- (2) in the instance of a person who is a nominated representative or proxy, the annual subscription of the proxy member is more than one (1) month in arrears at the date of the meeting or the postponed or adjourned meeting.

## **63 Objections to right to vote**

63.1 A challenge to a right to vote at a meeting of members:

- (1) may only be made at the meeting; and

(2) must be determined by the Chair, whose decision is final.

63.2 A vote not disallowed following the challenge is valid for all purposes.

## **64 Minutes of General Meetings**

64.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings for each General Meeting are entered into a minute book.

64.2 To ensure the accuracy of the minutes, the minutes of each General Meeting must be signed by the Chairperson of the meeting or the Chairperson of the next General Meeting, to verify their accuracy.

64.3 If asked by a member of the CCCQ Ltd, the Secretary must, within twenty eight (28) days after the request is made, make the minutes for a particular general meeting available for inspection by a member at a mutually agreed time and place.

## **65 Rules and code of ethics**

65.1 The Board of Directors may make Rules for the conduct of Shows and Exhibitions and for the regulation of other activities of the CCCQ Ltd.

65.2 The Board of Directors may amend or repeal any of the Rules as the Board of Directors deems appropriate.

65.3 The members of the CCCQ Ltd may set aside a Rule by passing a Special Resolution at a Special General Meeting.

65.4 The Board of Directors may make and from time to time amend, repeal or add to a Code of Ethics for members for responsible dog ownership and for the conduct of members and judges.

## **66 Common seal**

66.1 The Board of Directors must ensure that the CCCQ Ltd has a common seal.

66.2 The Common Seal must be:

(1) kept securely by the Board of Directors; and

(2) used only under the authority of the Board of Directors.

## **67 Financial year**

67.1 The financial year of the CCCQ Ltd shall be the twelve (12) months ending at 31 December each calendar year.

## **68 Documents**

68.1 The Board of Directors must ensure the safe custody of the books, documents, instruments of title and securities of the CCCQ Ltd.

## **69 General financial matters**

- 69.1 The funds of the CCCQ Ltd must be kept in an account or accounts in the name of the CCCQ Ltd in one or more financial institutions to be decided by the Board of Directors.
- 69.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the CCCQ Ltd.
- 69.3 All amounts received by the CCCQ Ltd must be deposited into an account approved under clause 69.1 as soon as practicable after receipt.
- 69.4 A payment by the CCCQ Ltd of more than an amount determined by the Board or a finance committee appointed by the Board must be made by cheque or Electronic Funds Transfer.
- 69.5 If a payment of less than an amount determined by the Board or a finance committee appointed by the Board is made by cheque, then the cheque must be signed by both the Secretary and another person or two (2) persons, both of whom must be authorised by the Board of Directors to operate on the bank account of the CCCQ Ltd.
- 69.6 If a payment of more than an amount determined by the Board or a finance committee appointed by the Board is made by cheque, then the cheque must be signed by at least one (1) of the President, Senior Vice President, Junior Vice President or Treasurer of the Board of Directors and by one (1) other person authorised by the Board of Directors to operate on the bank account of the CCCQ Ltd.
- 69.7 Cheques other than cheques for wages, allowances or petty cash recoupment must be crossed not negotiable.
- 69.8 The CCCQ Ltd must keep a petty cash account and the Board of Directors must decide the amount to be kept in petty cash.
- 69.9 The Board or a finance committee appointed by the Board must approve all expenditure and may approve an annual budget for the CCCQ Ltd.
- 69.10 Any expenditure in excess of an amount determined in accordance with clause 69.9 must be approved by the Board.
- 69.11 As soon as practicable after the end of each Financial Year the Board of Directors must ensure that financial statements for the last Financial Year are prepared in accordance with the requirements of the Act.
- 69.12 The Board of Directors may delegate any of the Secretary's duties to an employed accountant or bookkeeper as the Board of Directors so determines.
- 69.13 Subject to the Act, a suitably qualified company auditor must be appointed.

## **70 Amendments to the Constitution**

- 70.1 Subject to the Act, this Constitution may be amended only if:
- (1) a Special Resolution is passed at a General Meeting that a proposed constitutional amendment be put to members for a vote; and
  - (2) seventy five percent (75%) of all members who vote, vote in favour of the proposed amendment at a subsequent ballot.

## **71 Indemnity and insurance**

71.1 To the extent permitted by the Act, the CCCQ Ltd indemnifies every person who is or has been an officer of the Company against all losses, liabilities, costs, charges and expenses incurred by that person in his or her capacity as an officer of the Company. This indemnity includes, without limitation:

- (1) a liability for negligence; and
- (2) a liability for reasonable legal costs on a solicitor client basis including in respect of civil or criminal proceedings except to the extent prohibited by section 199A(3) of the Act.

71.2 The indemnity does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void or unenforceable or not permitted by law and does not operate in respect of any liability of the officer to the extent that liability is covered by insurance.

## **72 Income and property**

72.1 The income and property of the CCCQ Ltd whensoever derived shall be applied solely towards the promotion of the objects of the CCCQ Ltd set out in clause 4 and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit or gain to the individual members of the CCCQ Ltd.

72.2 Notwithstanding clause 72.1, nothing herein shall prevent:

- (1) payment of reasonable and proper remuneration for services rendered to the CCCQ Ltd by any employee or contractor of the CCCQ Ltd provided that such person is not a member of the Board of Directors; and
- (2) payment of any reasonable out of pocket expenses preapproved by the Board of Directors.

## **73 Winding up**

73.1 If upon the winding up or dissolution of the CCCQ Ltd there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall be paid to or distributed to ANKC Ltd (provided that, at that time, it has similar objects to the CCCQ Ltd) or to another entity with similar objects to the CCCQ Ltd that is not carried on for the profit or gain of its members, as determined by the members.

## **74 State Zones**

74.1 For the purposes of this Constitution, the **State** shall be divided into three (3) Zones.

74.2 The Zones shall be defined as follows:

- (1) Zone 1: The area from the QLD/NSW border to the latitude 26.18 degrees South, including Gympie;
- (2) Zone 2: The area north of latitude 26.18 degrees South to latitude 21 degrees South; and

- (3) Zone 3: The area north of latitude 21 degrees South to the northern most part of the State.