

# **CONSTITUTION OF THE LABRADOR RETRIEVER CLUB OF SA INC**

## **1 NAME**

The name of this club shall be the Labrador Retriever Club of South Australia Incorporated "the Club".

## **2 INTERPRETATION AND DEFINITIONS**

In this Constitution:-

- (a) "the Association" means the South Australian Canine Association Inc
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) references to a person include the legal representatives, successors and assigns of that person;
- (e) references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and include e-mail and facsimile transmission;
- (f) "the Act" means the Associations Incorporation Act 1985 as amended;
- (g) an obligation of two or more parties shall bind them jointly and severally; and
- (h) if a word or phrase is defined, cognate words and phrases have corresponding definitions.
- (i) "Exhibition" includes any Championship Show, Parade, Open Show, Sanction Show, Trial or other Canine display conducted by the Club in accordance with the Constitution of the Association.
- (j) "Special Resolution" means a resolution of the Club passed at a meeting of the Club of which notice specifying the intention to propose the resolution as a special resolution has been duly given at least 21 days before the meeting and which is passed by a majority of at least three quarters of the members present at the meeting and voting in person.
- (k) "Constitution of the Association" means the Constitution and Rules of the Association.
- (l) "ANKC" means the Australian National Kennel Council.
- (m) "Club Financial Year" shall mean the period of 12 calendar months prescribed by clause 16 (1).

## **3 OBJECTS**

The objects of the Club are:-

- (a) to promote Registered Pedigreed Labrador Retrievers and the improvement of the breed in a manner consistent with the Constitution of the Association and to obtain such licences and permits from the Association as are necessary or conducive to the attainment of this object;
- (b) to educate and encourage members, breeders, exhibitors and judges to abide by the requirements of and standards for Labrador Retrievers approved by the Association;
- (c) to promote and support competition in all practical ways and to hold such Exhibitions as are permitted by the Constitution of the Association and the ANKC in accordance therewith;
- (d) to promote physical activity for both owners and dogs;

- (e) to promote public interest in Registered Pedigreed Labrador Retrievers;
- (f) to promote good fellowship among those interested in Labrador Retrievers.
- (g) to hear and determine any objections protests or complaints made by any member or exhibitor against any other member or exhibitor arising out of or in connection with an Exhibition conducted by the Club or any of its other activities;
- (h) to otherwise conduct itself in accordance with and observe the provisions of the constitution of the Association and abide by any directions lawfully given by the Association from time to time.

#### **4 POWERS**

The Club shall have the power to:-

- (a) acquire, hold, deal with and dispose of any real or personal property;
- (b) administer any property on trust;
- (c) open and operate accounts with banks or other financial institutions;
- (d) invest its money in any manner authorised by this Constitution or the Act;
- (e) borrow money upon such terms and conditions as the Club thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (g) appoint agents to transact any business of the Club on its behalf;
- (h) enter into any other contract it considers necessary or desirable in order to attain or further the objects of the Club; and
- (i) make such rules as may be considered necessary or desirable in order to attain or further the objects of the Club.
- (j) to do all such other acts and things as are or may be incidental or conducive to the attainment or furtherance of any of the objects or the exercise of any of the powers of the Club.

#### **5 MEMBERSHIP**

##### **(1) Eligibility**

Any person owning or who is interested in a Labrador Retriever shall be eligible for membership.

##### **(2) Classes of Membership**

(a) There shall be the following classes of membership:-

- i. ordinary member;     - single  
  - double
- ii. junior member;
- iii. honorary member;
- iv. life member;

- v. pensioner;     - single  
                          - double
- vi. family membership

[and such other class or classes as may be approved by the Association].

- (b) Children under 17 years of age shall be eligible for membership as junior members. A junior member shall not be entitled to vote at any meeting of the Club.
- (c) The Committee of the Club may confer honorary membership on any person considered worthy thereof for a period not exceeding one year. An honorary member shall have all the rights and privileges of an ordinary member including the right to vote at meetings of the Club.
- (d) The Club may by special resolution passed at an Annual General Meeting or Special Meeting of the Club appoint any person as a life member of the Club in recognition of services rendered to the Club consistent with and directed to attaining or furthering the objects for which the Club was established and who otherwise meets any criteria for life membership established by the Club in its rules. A lifemember shall have all the rights and privileges of an ordinary member including the right to vote at meetings of the Club.
- (e) Membership is not transferable.

### (3) **Application for Membership**

- (a) An application for membership of the Club shall be made to the Committee and shall be:
  - i. made in writing;
  - ii. signed by the applicant;
  - iii. be in such form as the Committee shall prescribe from time to time; and
  - iv. accompanied by such joining fee and annual subscription as may be prescribed from time to time.
- (b) Upon the acceptance of the application by the Committee and payment of the joining fee and first annual subscription the applicant shall be admitted as an ordinary, junior or other member of the Club as appropriate.
- (c) The Committee may defer consideration of any application for membership for such period as it considers appropriate and may refuse an application without assigning any reason therefore. In the event that an application is refused the joining fee and annual subscription tendered by the applicant shall be returned to the applicant.

### (4) **Subscription and Joining Fees**

- (a) The subscription fees for each class of membership and the joining fee shall be such sum as the Club shall determine from time to time at the Annual General Meeting.
- (b) The subscription fee for each class of membership shall be due and payable within 21 days after each Annual General Meeting of the Club.
- (c) Any member whose subscription is outstanding for more than three calendar months after the due date for payment shall cease to be a member of the Club, provided always that the Committee may by

resolution reinstate any such person to membership at any time before the expiration of the financial year in question upon that person paying the subscription due.

- (d) A person who ceases to be a member of the Club pursuant to this clause shall cease to be entitled to any of the rights benefits or privileges of membership save to the extent provided for in clause 12(1).
- (e) Any member who joins the Club after the first one month of the Club Financial Year shall pay the joining fee plus 100% of the subscription applicable to the appropriate class of membership.

**(5) Resignation**

- (a) A member may resign from the Club by giving written notice thereof to the secretary of the Club.
- (b) Any member who resigns from the Club shall be liable for any outstanding subscriptions at the date of such resignation, which subscription may be recovered by the Club as a debt due to the Club.
- (c) The Committee may at its discretion and where it is satisfied that proper reasons exist refund to a member who resigns the whole (or such portion as it considers appropriate) of the subscription paid by that member in respect of that Club Financial Year but otherwise no portion of the subscription shall be refundable.

**(6) Expulsion of a Member**

- (a) A member who is convicted of a felony shall be automatically expelled and cease to be a member of the Club immediately upon conviction.
- (b) The Committee may expel from the Club or otherwise penalise or punish any member:
  - i. whose conduct is in the opinion of the Committee discreditable or injurious to the character reputation or interests of the Club;
  - ii. who fails to comply with any proper request or direction of the Committee within a reasonable time;
  - iii. who fails to observe any direction or decision of any official or judge; or
  - iv. is otherwise guilty of any contravention, evasion or attempted evasion of this Constitution.
- (c) Before any member is expelled or otherwise punished or penalised the Committee shall conduct an inquiry into the conduct complained of and the member shall be given an opportunity to be heard and to present a defence and justify or explain the conduct complained of.
- (d) Particulars of any complaint or charge against a member shall be given to the member by certified mail not less than 21 days before the meeting of the Committee at which the matter is to be determined.
- (e) Should a member fail to appear at any inquiry after notice has been given in accordance with sub-clause (c) the Committee may proceed with its inquiry in that member's absence or adjourn the inquiry as it thinks fit. In the event that the inquiry is adjourned the Committee shall give notice of the adjourned date to the member by certified mail.
- (f) The Committee is not bound by the rules of evidence and shall act without undue formality and may inform itself on any question that arises in the course of its inquiry in such a matter as it thinks fit, provided however that it shall always act in accordance with the principles of natural justice.

- (g) If a majority of the Committee which meets to determine the matter is of the opinion that the member is guilty of the conduct complained of, it may:
- i. expel the member;
  - ii. suspend the membership for such period as it thinks appropriate;
  - iii. fine the member such sum as it considers appropriate;
  - iv. require the member to pay to the Club the reasonable cost of repairing any property of the Club or a member or treating any dog damaged or injured as a result of the conduct complained of and the Club shall apply any money so received accordingly; or
  - v. impose such other punishment or penalty as it considers appropriate.
- (h) In any case in which the Committee conducts an inquiry into the conduct of a member of the Club it shall forward a report in writing to the executive officer of the Association within seven days of the conclusion of the hearing outlining the nature of the complaint, the findings of the Committee and any penalty imposed.
- (i) Any member of the Club who is also a member of the Association and is aggrieved by a determination of the Committee made pursuant to this clause may appeal to the appellate Committee of the Association which shall hear and determine such appeal in accordance with the Constitution of the Association.

## **6 THE COMMITTEE**

- (1) The business and affairs of the Club shall be managed and controlled exclusively by a Committee which:
- (a) in addition to any powers and authority conferred on it by this Constitution may exercise all such powers and do all such things as are required to attain or further the objects of the Club and are not required by the Act or this Constitution to be done by the Club in general meeting; and
  - (b) shall observe and ensure that it and the Club comply with all of their respective obligations under the Constitution of the Association.
- (2) The Committee shall comprise the following office bearers:-
- (a) President;
  - (b) Vice President(s);
  - (c) Secretary;
  - (d) Treasurer;
  - (e) Public Officer;
  - (f) Property Officer and

up to Twelve Ordinary Members of the Club, all of whom shall be elected at an Annual General Meeting in the manner hereafter provided. All members of the Committee shall hold their positions on an honorary basis.

- (3) All members of the Committee must:

- (a) be financial members of the Club; and
  - (b) be financial members of the Association or become financial members of the Association within 21 days of being elected.
- (4) No office bearer or Committee member shall be elected to or hold office for a period greater than (12) twelve months from the date of election but upon retiring at the expiration of that period any such office bearer or Committee member shall be eligible for re-election to the office previously held or any other office.
- (5) Any member of the Committee absent from three consecutive Committee Meetings without leave of absence having first been granted by the Committee shall cease to be a member of the Committee and the vacancy thereby created shall be a casual vacancy and shall be filled accordingly.
- (6) The Committee shall appoint a financial member of the Club to fill that vacancy until the next Annual General Meeting at which time the position shall be declared vacant and an election held in accordance with this clause and any person appointed to fill a casual vacancy shall be eligible for re-election.

## **7 ELECTION OF COMMITTEE**

1. The retiring Committee shall call for the nominations for Committee at the time of giving notice of the Annual General Meeting of the Club.
2. Members of the retiring Committee shall be eligible for re-election.
3. A nomination for a position as an office bearer or committee member shall:
  - a) be in writing on the prescribed form and signed by the nominee and two other members as proposer and seconder respectively and delivered to the Secretary of the Club (or Returning Officer appointed by the Committee for that purpose) not later than seven (7) days prior to the date of the Annual General Meeting at which the election is to be held; or
  - b) may be proposed and seconded respectively by two members present at the Annual General Meeting provided that the nominee is either present at the meeting and accepts the nomination or has accepted the nomination in writing and such nomination is tabled at the meeting.
4. If only the required number of persons are nominated to fill each office and each Committee place, the Secretary or Returning Officer shall report accordingly to the Annual General Meeting and the Chairperson shall declare such persons duly elected as Committee members.
5. In the event that there is a contest for a position as office bearer or Committee member that contest shall in either case be decided by secret ballot of members present and voting at the Annual General Meeting of the Club and the counting of the ballot shall be conducted by two scrutineers appointed by members personally present at the meeting.

## **8 PROCEEDINGS OF COMMITTEE**

- (1) The Committee shall meet as often as may be necessary in order to properly conduct the business of the Club and in any event:
  - (a) within 14 days of the conclusion of any Exhibition; and
  - (b) not less than six times in each Financial Year.

- (2) The President or Secretary or five(5) members of the Committee shall have the power to call a meeting of the Committee upon not less than seven days notice in writing to other members of the Committee.
- (3) The President of the Club shall chair all Committee meetings. In the absence of the President the Vice President shall take the chair. In the absence of the Vice President the Committee shall elect one of its number to take the Chair.
- (4) Notice of each Committee meeting shall be given in writing either by e-mail, delivered by hand or ordinary post to all members of the Committee not less than fourteen days before the date of such meeting.
- (5) Questions arising at any meeting shall be decided by a majority of votes and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- (6) Subject to this Constitution the Committee shall have power to adjourn its meetings from time to time and otherwise regulate them as it sees fit.
- (7) A quorum for a meeting of the Committee shall be (6) six members or 50% of the elected Committee whichever is greater.
- (8) A member of the Committee having a pecuniary interest in a contract or any other business with or involving the Club must disclose that interest to the Committee as required by the Act and shall not vote on any issue or matter with respect to that contract or business.
- (9) The Committee shall have the power to delegate any of its powers to deal with any particular matter or matters to sub-Committees and may make such delegation upon such terms as the Committee thinks fit. The President and Secretary shall be ex-officio members of each such sub-Committee.
- (10) All acts or decisions done or made at any meeting of the Committee shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any member or all of the members of the Committee be valid and effective as if those members had been properly appointed unless it be proved that such appointment was made in bad faith or by fraud.

## **9 DUTIES OF OFFICE BEARERS**

a) The Secretary shall:-

- i) carry out the duties of that office under the direction of the Committee and:
- ii) keep a true record of all meetings of the Club and its Committees;
- iii) attend to all correspondence and issue notices for meetings;
- iv) keep a record of Exhibitions and results thereof;
- v) ensure that a current copy of the Constitution of the Association and the Constitution Rules of the Club are available for perusal by any member at any Exhibition, meeting or other official function of the Club;
- vi) ensure that such Schedules, entry forms and other documents required for the proper conduct of an Exhibition by the Association and ANKC are provided at each Exhibition; and
- viii) keep such other records and do such other things as are ordinarily done by a secretary and as the committee may direct from time to time.

(b) The Treasurer shall:-

- i) receive and provide a receipt for all monies due to the Club and pay the same into a bank account of the Club;
  - ii) present a report on the finances of the Club to each Committee meeting and at each Annual General Meeting of the Club;
  - iii) keep proper books of account of all monies received and disbursed on behalf of the Club; and
  - iv) generally perform all such duties as are usually performed by a Treasurer and such additional duties as the Committee may direct from time to time.
- (c) All books, accounts and correspondence of the Club shall be produced by the Secretary and the Treasurer at Committee meetings and at the Annual General and any Special Meetings of the Club and shall be;
- (i) delivered up to the Committee on demand and otherwise on the retirement of the office bearer concerned;
  - (ii) produced to the Council of the Association as it may require from time to time.

## **10 GENERAL MEETINGS**

- (1) The Annual General Meeting shall be held in the month of October or in any event not more than two months after the end of the Club Financial Year in each year.
- (2) Notice of the Annual General Meeting shall be given to members not less than 30 days prior to the date thereof. A notice of meeting in the "Dogs" section of the principal South Australian Saturday newspaper and in the official Journal of the Association. A notice so published shall be deemed to have been received by each member on the day of publication. Notice shall be given in writing via e-mail and/or mail plus posted in the Calendar of Events on the Club website and the Retriever Review. A further copy of the Notice of Meeting shall be posted on the notice board of the Club where such a notice board exists.
- (3) The notice of meeting shall set out:
- (i) the time and place at which the meeting will be held; and
  - (ii) particulars of the nature and order of business to be dealt with at the meeting and no business other than that set out in the notice of meeting shall be dealt with at the meeting.
- (4) The Annual Report of the Club and its audited balance sheet or financial statements shall be submitted to members at the Annual General Meeting.
- (5) The election of the office bearers, the Committee and the auditors for the Club for the ensuing 12 months shall take place at the Annual General Meeting.



## **11 SPECIAL MEETING**

- (1) The President or Secretary of the Club, any four members of the Committee or any ten financial members (not being junior members) of the Club may by notice in writing call a Special Meeting of the Club and the Committee shall convene such a meeting for the purpose of considering the matters the subject of the proposed meeting within 30 days of the date of such notice.
- (2) Every request for a Special Meeting shall be signed by the members making the request and shall state:
  - (i) The name, address and Association membership number of each of the persons making the request:
  - (ii) the purpose of the meeting: and
  - (iii) the content of any resolution which is to be proposed
- (3) Not less than 21 days notice of a Special Meeting shall be given to members and the notice calling such a meeting shall set out:
  - (a) the time and place at which the meeting will be held; and
  - (b) particulars of the nature and order of business to be dealt with at the meeting;
- (4) Notice of a Special Meeting shall be given to members by Public Dogs Saturday News to the period of notice which shall not be less than 21 days, in writing via e-mail and/or mail plus posted in the Calendar of Events on the Club website and the Retriever Review.
- (5) If a special meeting is not convened within 30 days of the date of the request, those members requesting the meeting may convene it and the committee shall ensure that they are supplied with particulars of those entitled to receive notice of the Special meeting and shall have the Club pay the reasonable expenses of convening and conducting the meeting incurred by those who requested it.

## **12 PROCEEDINGS AT MEETINGS**

- (1) Every person who was a financial member of the Club (other than a junior member) during the Club Financial Year immediately preceding the Annual General Meeting shall be entitled to vote at the Annual General Meeting.
- (2) No person who became a member of the Club after the last day of the Club Financial Year immediately preceding the date of the Annual General Meeting and the Annual General Meeting shall be entitled to vote at the Annual General Meeting.
- (3) Every person who is a financial member of the Club (other than junior members) at the time a Special meeting is held shall be entitled to vote at that Special meeting.
- (4) The quorum at:
  - (a) an Annual General Meeting shall be twelve (12) members; and

- (b) a Special Meeting shall be twelve (12) members present in person.
- (5) If within 30 minutes after the time appointed for a meeting a quorum member is not present:
  - (a) a Special Meeting convened in accordance with clause 10 shall lapse; and
  - (b) an Annual General Meeting shall be adjourned for a period of 14 days (to the same time and place wherever practicable) and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting shall lapse.
- (6) The President of the Club shall chair all meetings. Should the President not be present within 10 minutes after the time appointed for holding of the meeting then the Vice President shall take the chair. If the Vice President is not present then those members present shall elect one of their number to take the chair.
- (7) The Chairperson shall adjourn the Annual General Meeting for a period of 14 days (to the same time and place wherever practicable if;
  - (a) the Annual Report of the Club and its audited balance sheet or financial statements are not available at the meeting or
  - (b) there are insufficient nominations for the office bearer positions and such other ordinary members of the Committee as are necessary to constitute a quorum of the Committee and if these defects are not remedied at such adjourned meeting the meeting shall lapse.
- (8) The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (9) If a meeting is adjourned to a place other than that at which it was first convened or otherwise for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members of which notice of the original meeting was required.
- (10) At the meeting a resolution put to vote shall be decided on a show of hands unless otherwise required by this Constitution or requested by a majority of those present in relation to a specific issue or question and a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the number or proportion of votes recorded in favour of or against the resolution.
- (11) If a poll is demanded by the Chairperson of the meeting or by any member present personally, it shall be taken in such a manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting.
- (12) The Chairperson's decision on points of order shall be final.
- (13) The Chairperson shall have a casting vote in addition to that person's deliberative vote at all meetings.

- (14) Proper minutes of all proceedings of meetings shall be entered in the minutes book of the Club within one month after the relevant meeting and shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next meeting.

### **13 GENERAL MEMBERS' MEETING**

In addition to the Annual General Meeting and any Special Meeting held in accordance with the provisions of this Constitution the Club may hold such other General Members' Meetings as it considers appropriate for the purpose of informing members of the affairs and activities of the Club from time to time but no official business of the Club shall be dealt with other than in a duly convened Annual General Meeting, Special Meeting or Committee Meeting.

### **14 RULES**

The Club May make such rules as it considers necessary for the proper administration of Club by special resolutions passed at an Annual General Meeting or Special Meeting but such rules shall have no effect unless and until the same are thereafter approved by the Council of the Association and any rules so made shall not be appealed or amended unless and until;

- (1) notice of intention to propose such repeal or amendment is Given in writing by the member proposing such repeal, or amendment to the Secretary of the Club not latter than one month prior to the date of the Annual General Meeting or Special Meeting at which it is to be included as an item of business;
- (2) such repeal or amendment is proposed as a special resolution at an Annual General Meeting or Special Meeting of the Club.
- (3) such repeal or amendment is passed as a special resolution of the Club at such Annual General Meeting or Special Meeting; and
- (4) such repeal or amendment is therefore approved by the Council of the Association.

### **15 ADDRESSES AND SERVICE**

Each member shall register his or her address and any change of address from time to time with the Secretary of the Club and all notices properly addressed and posted to the member by ordinary prepaid mail (or certified mail where so required) at the member's last registered address shall unless otherwise required by this Constitution be deemed duly served.

### **16 FINANCE**

- (1) The financial year of the Club shall be from 1st October to 30th September in the following year.
- (2) All monies of the Club shall be paid into the account or accounts of the Club in the name of the Club at such bank, banks or other financial institutions as the Committee shall from time to time direct.
- (3) No monies shall be withdrawn from an account of the Club save by cheque signed by two signatories previously authorised by the Committee at least one of whom shall be the President, Secretary or Treasurer for the time being. No cheque shall be signed or money withdrawn unless such withdrawal has been authorised by the Committee or in the case of urgency, by the President and Secretary.

- (4) The books and accounts of the Club shall be audited annually by auditors appointed by the Club for that purpose and an audited copy of the annual balance sheet or financial statement shall be submitted to the Association not later than 14 days after the date of the Annual General Meeting of the Club.
- (5) All monies payable by a member to the Club whether as a joining fee, an annual subscription, fine, damages or otherwise shall be due and payable within the time provided in this Constitution or, where no term is provided, within the time limited by the Committee or 14 days as the case may be and if not paid shall be recovered from the member as a debt due to the Club.

## **17 PROPERTY**

The property assets and income of the Club howsoever derived shall be applied towards the attainment and furtherance of the objects of the Club and no portion thereof shall be paid or transferred either directly, or indirectly by way of dividend, bonus or otherwise to members of the Club provided however that nothing herein contained shall prevent payment in good faith or remuneration to any officer or servant of the Club or any member in return for services actually rendered nor prevent the Club paying a commercial rate of interest to any member of the Club from whom it borrows money from time to time.

## **18 WINDING UP**

- (1) The Club may be wound up in the manner and for the reasons provided for the Act.
- (2) Should the Club be wound up for any reason whatsoever and there remain "surplus Assets" as defined in the Act, such surplus assets shall be transferred to the Association which shall hold the same upon trust and;
  - (a) in the event that the Club with objects similar to those of this Club is established and becomes an affiliate of the Association within five years of the date of winding up, transfer those surplus assets to that Club; or
  - (b) failing the establishment of such a Club within five years transfer those assets to the Guide Dogs for the Blind or in the event that charity has ceased to function to such other charitable organization as the Association considers appropriate.

## **19 TRANSITIONAL PROVISIONS**

- (1) All rules of the Labrador Retriever Club of S.A. Inc. made under the provisions of a Constitution of the Club in force immediately prior to the adoption of this Constitution shall be deemed to have been made under clause 14 of this Constitution and shall continue in force until repealed or amended in accordance with clause 14.
- (2) Any action validly taken by the Club or any Committee or other member of the Club on its behalf pursuant to the Constitution, rules or by-laws of the Club in force immediately prior to the adoption of this Constitution shall continue to be valid and binding on the Club notwithstanding the adoption of this Constitution.

## **20 AMENDMENT TO CONSTITUTION**

This Constitution shall not be repealed or amended unless and until:

- (1) notice of intention to propose such repeal or amendment is given in writing by the member proposing such repeal or amendment to the Secretary of the Club not later than one month prior to the date of the Annual General Meeting or Special Meeting at which it is to be included as an item of business;

- (2) such repeal or amendment is proposed as a special resolution at an Annual General Meeting or Special Meeting of the Club;
- (3) such repeal or amendment is passed as a special resolution of the Club at such Annual General Meeting or Special Meeting; and
- (4) such repeal or amendment is thereafter approved by the Council of the Association.

#### BY-LAWS

Current as of 2/2/09