

The New South Wales Greyhound Breeders, Owners & Trainers'
Association Limited: Branch Governance Framework

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REFERENCE SCHEDULE

Item 1	Name of Branch	
Item 2	Name of District	

1. DETAILS OF BRANCH

- 1.1 The name of the Branch is stated at Item 1 of the Reference Schedule.
- 1.2 The Branch is part of the District stated at Item 2 of the Reference Schedule

2. PRELIMINARY

- 2.1 This Branch Governance Framework applies to all Branches of the Association created pursuant to the Constitution of the Association.
- 2.2 Branches of the Association are not legal entities independent of the Association. Therefore, compliance with the Association Constitution and Branch Governance Framework is imperative.
- 2.3 Members and Branches are subject to the Constitution of the Association.

3. INTERPRETATION

- 3.1 The provisions of Part 2 of the Constitution of the Association with respect to interpretation apply to this Branch Governance Framework.

4. DICTIONARY

- 4.1 In this Branch Governance Framework unless there is something in the subject or context inconsistent therewith the definitions in Part 3 of the Constitution of the Association apply to this Branch Governance Framework.

5. ALTERATIONS TO THE BRANCH GOVERNANCE FRAMEWORK

- 5.1 Alterations or additions to this Branch Governance Framework may only be made by resolution of the Directors of the Association.
- 5.2 Any alteration or addition to the Branch Governance Framework will take effect upon the date of the resolution of the directors making the alteration or addition or such other date as the Directors may nominate.

6. OBJECTS

- 6.1 The objects for which the Branch is to facilitate the pursuit of the objects of the Association within the area for which the Branch is responsible.
 - 6.1.1 To support and drive the industry's commitment to world leading animal welfare standards.
 - 6.1.2 To do whatever may be deemed expedient or necessary to encourage and foster greyhound racing.
 - 6.1.3 To promote ethical, fair and professional conduct within the New South Wales greyhound racing industry
 - 6.1.4 To present and advocate on behalf of its members locally.

7. MEMBERS, ELIGIBILITY FOR FULL OR ASSOCIATE MEMBERSHIP

- 7.1 The members of a Branch will be those Members of the Association who have been allocated to that Branch by the Directors of the Association.
- 7.2 Any person interested in the greyhound industry and who supports the objects of the Association may apply to be an Associate Member. 7.3 of the Constitution of the Association.
- 7.4. Application for Associate Membership of the Association must be made in the form prescribed from time to time by the Directors and must be made to the Board. 7.4 of the Constitution of the Association.

- 7.2 When a person ceases to be a Member of the Association he or she will cease to be a member of the Branch.
- 7.3 Members must conduct themselves appropriately whenever attending meetings or in dealings with Branch Officers including but limited to;
 - 7.3.1 Compliance with any Code of Conduct adopted by the Association from time to time;
 - 7.3.2 General adherence with the meeting procedure in the attachment to the Branch Governance Framework "Guidelines for Conduct of Branches as varied by the Association from time to time.;
 - 7.3.3 Ensuring that their conduct is not disruptive of the business of the Branch.
- 7.4 The Chairperson may report any misconduct by a member to the Association to be dealt with under the disciplinary provisions of the Constitution of the Association.
- 7.5 Automatic suspension on disqualification by controlling body
 - 7.5.1 If a Full Member, Associate Member or Life Member is disqualified by the Controlling Body his or her membership of the Association will be suspended for the period of disqualification.
 - 7.5.2 Upon expiration of the period of disqualification period the Full Member, Associate Member or Life Member must make application to the Board for the cessation of the membership suspension.
 - 7.5.3 In the event that the period of disqualification (as finally determined) exceeds two years then the membership of the disqualified person will be terminated.

8. CONDUCT AND CONTINUATION OF A BRANCH

- 8.1 A Branch must consist of not less than twenty (20) members. Whenever a Branch ceases to have at least 20 members then it must immediately advise and show cause to the Directors why it should not be required to merge with another Branch.
- 8.2 Where two branches pass (by a majority of members entitled to vote) resolutions to merge they must notify the Secretary of the passing of the resolution and the preferred name of the merged branch. The Branches must if required satisfy the Directors that all, eligible members have been given notice of the intended resolution before it was made. The Directors may determine the date upon which the merger shall take effect and any conditions of the merger.
- 8.3 The functions, conduct and powers of a Branch shall be as prescribed by the Directors from time to time. Guidelines for the conduct of branches are set out in the document headed Guidelines for Branch Officials annexed to this Branch Governance Framework.
- 8.4 The Directors may at any time and without providing reasons take over the administration and control of a Branch by notice in writing.
- 8.5 The Directors may at any time give a direction to or make a decision affecting any Branch and such decision shall be binding upon that Branch.
- 8.6 The Directors may suspend without notice the operation of any Branch.
- 8.7 The Branch must adhere to any protocol adopted by the Association from time to time in relation to guest speakers.

8.8 NOTICES

The Branch may give a notice (including notice of meeting) to a member:

8.1.1 personally; or

8.1.2 by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or

8.1.3 by sending it to the fax number or electronic address (if any) nominated by the member; or

8.1.4 by sending it to the member by other electronic means (if any) nominated by the member; or

8.1.5 by notifying the member in accordance with subclause 8.2

8.2 If the member nominates:

8.2.1 an electronic means (the nominated notification means) by which the member may be notified are available; and

8.2.2 an electronic means (the nominated access means) the member may use to access notices;

the Branch may give the member notice by notifying the member (using the nominated notification means):

8.2.3 that the notice of meeting is available; and

8.2.4 how the member may use the nominated access means to access the notice.

8.3 A notice sent by post is taken to be given 3 days after it is posted. A notice sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

8.4 A notice of given to a member under clause 8.2 is taken to be given on the business day after the day on which the member is notified that the notice is available.

9. MEETINGS

9.1 A Branch must hold an annual general meeting in February of each year.

9.2 A Branch must hold a minimum of six (6) meetings per year, though regular monthly meetings are strongly encouraged for continuity.

9.3 All general meetings of a Branch shall be held at such a time and place as the Branch shall in general meetings determine.

- 9.4 A quorum of seven (7) financial members is required for a branch meeting to be conducted.
- 9.5 The business office of the Branch shall be determined by the Branch in general meeting and the secretary of the Branch shall notify the Secretary of the address of such business office and of any changes of address.
- 9.6 Reporting requirements
- Branch Audit every three months, requiring the submission of attendance records to Head Office.
 - Ensure appropriate records are utilised and retained Official Templates supplied by Head Office (Minutes, Agendas, Finances, Motions) may be use for all Branch meeting.
 - Comply with directive of Head Office for supply of records as requested.
 - Advise Head Office in advance of any guest speaker at a meeting and the intention of the guest speakers presence.

10. ELECTION OF BRANCH OFFICERS

- 10.1 At each annual general meeting of a Branch, the members thereof shall elect from among their numbers as the officers of the Branch a Chairperson, Vice-chairperson, Secretary, Treasurer, Point Score Captain, two (2) District Delegates (where appropriate) representatives and their alternates and two (2) Auditors.
- 10.2 A member must be a current financial member of the branch in order to stand for a position and to vote in the branch elections.
- 10.3 In the event that the branch does not have quorum the election is to be held over until the March meeting. If there is still not a quorum then the elections will go ahead with members in attendance.
- 10.4 A member may nominate for an executive position in writing even though the member does not attend the AGM. The nomination

may be given to any other member of the branch and be tabled at the AGM.

- 10.5 Members may decide among themselves at the AGM whether voting will be show of hands or secret ballot.
- 10.6 In the event of any officer of the Branch resigning from office or ceasing to be a member of the Branch or of the Association, he shall immediately cease to hold office and the members of the Branch shall in general meeting elect one from among their number to fill the office vacated for the unexpired portion of the term for which his predecessor was elected.
- 10.7 The business and affairs of the Branch shall be under control and management of the Board of Directors.
- 10.8. Nothing in this clause 10 prevents a member from holding two or more positions, though a member shall not hold the Treasurer and Auditor position.
- 10.9 The Branch may elect to have the Auditing of the Branch conducted by an external business (appropriately qualified), in which event the report shall be tabled to the AGM of the Branch, and subsequently provided to the NSW GBOTA Head Office.

11. BRANCH POWERS

- 11.1 A branch may discuss any issues relating to the conduct of greyhound racing within New South Wales.
- 11.2 A branch may submit motions relating to the greyhound industry to the district association, or in the absence of a district association, to the GBOTA Board of Directors; whom may delegate to relevant committees or staff as required.
- 11.3 A branch may only at the request of or with the approval of the GBOTA Board of Directors write to politicians, the media, consultative body or the peak body on greyhound issues.

- 11.4 A branch may assist Directors and staff in promoting the GBOTA racetracks, ensuring consent to material is received first.
- 11.5 A branch may conduct raffles and auctions so long as they comply with the rules and laws of the state.
- 11.6 A Branch may not act in a manner that is inconsistent with a decision of the District Association within which it is situated or of the Association.
- 11.7 A Branch is not capable of or authorised to incur any liability or contractual obligation on the part of the Association.
- 11.8 Any decision made by a branch must be passed by a majority of members at the meeting.
- 11.9 No decision is to be made without a quorum present at the meeting.

12. BRANCH FUNDS

- 12.1 Branch funds shall consist of advances or monies from time to time allotted to the Branch by the Directors and shall remain the property of the Association.
- 12.2 Branch funds shall be under the control of the secretary and treasurer of the Branch and must be held in a bank account.
- 12.3 Each cheque drawn or EFT on such bank account shall be signed by any two of those holding the offices of Chairperson, secretary or treasurer of the Branch.
- 12.4 All payments made on behalf of the Branch exceeding \$20 shall be paid by cheque or EFT drawn on the Branch account.
- 12.5 The funds and financial dealings of the Branch shall be accounted for in the form of an income and expenditure account together with a statement of assets and liabilities made up for the year ending 31st December in each year and such statement shall be

examined by the Branch accounting officers or external business who shall report to the annual general meeting of the Branch whether in their opinion the income and expenditure account and the statement of assets and liabilities drawn up in accordance with the provisions hereof give a true and fair view of the Branch's affairs.

12.6 The secretary and the treasurer of the Branch shall submit a report and balance sheet duly examined as above to each annual general meeting of the Branch and shall forward a copy thereof to the Secretary of the Association.

12.7 Branch funds must only be used and applied towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association.

13. SOCIAL CONTRIBUTIONS

13.1 The Branch may by resolution determine, subject to approval by the Directors, the amount of the annual social contribution to be paid.

13.2 The Directors may decline to approve the contribution determined by the members of that Branch and substitute another contribution in lieu thereof.

14. VOTING

14.1 Every member present in person at a meeting of the Branch will have a vote.

14.2 In the case of an equality of votes the Chairperson shall have a second or casting vote.

14.3 A vote for the election of a Chairperson of a meeting and a vote on a question of adjournment must be taken immediately. A vote

demanded on any other question may be taken at such time as the Chairperson of the meeting directs.

14.4 A member who is mentally incompetent of unsound mind may vote by his legally appointed representative.

14.5 Votes are to be made in person.

15. VACATION OF BRANCH OFFICER

15.1. The office of a Branch Office Holder shall automatically be vacated if he or she:-

15.1.1. Becomes bankrupt or insolvent or makes any arrangements with his creditors generally.

15.1.2. Becomes mentally incompetent.

15.1.3. Resigns office or refuses or neglects to act.

15.1.4. Ceases to be a member.

Guidelines for Conduct of Branches

BRANCH OFFICIAL ROLES

Chairperson

The Chairperson is responsible for meeting protocol, including the orderly conduct of members and guest speakers at meetings. The Chairperson is responsible for the setting up of the agenda of the meeting, usually with the assistance of the Secretary. The Chairperson, when necessary, allots the time given to each item on the agenda, including the maximum time allowed for the various reports and/or questions and comments arising.

The Chairperson of a General Meeting of the Branch is required to:

- Establish the quorum and open the meeting or otherwise dissolve the meeting through lack of quorum.
- Introduce the items of business in the order set out in the agenda (Official Template) and shall not change such an order without the approval of a resolution of the members present pursuant to the motion specifying the change required in such an order.
- At all times, rule on points of order and other procedural motions by endeavouring to be concise in his/her statements to the meeting and be fair in summing up points at issue or as have been or are subject of debate and to speak clearly so as to be heard by the members.
- Ensure motions are properly moved, seconded and carried with such motions being supported by the majority of members in attendance.
- Ensure that he/she vacates the chair promptly and in good grace if required to if a motion that the Chairperson's ruling be dissented from, is in order. The Chairperson resumes his chair immediately after the motion of dissent has been resolved one way or the other. Refrain from entering any debate on substantive questions except on a matter of procedure involving the conduct of the debate.
- Ensure/execute the content of any correspondence which relates to the dealings of the Branch with sponsors, race clubs, governing bodies and other parties. The Secretary may execute standard correspondence with Association and members.

Secretary

The Branch Secretary shall exercise and perform all the usual secretarial functions and generally attend to the secretarial work of the Branch and in particular;

- Keep and maintain the roll of Branch members.
- Keep minutes of all proceedings of meetings of the Branch using *Official Templates or similar documents*.
- Keep and maintain complete records of the affairs of the Branch.
- Keep and maintain complete record of awards made to all members of the Branch.
- In conjunction with the Treasurer, control the Branch funds in accordance with the conditions contained in the Association's Constitution.
- Provide the Secretary to the Executive Officer of the Association with a list of all Office Bearers of the Branch, their addresses and contact numbers and all resolutions regarding the formation of Sub-Committees and changes to the rules.
- Provide the District Association with the names and addresses, contact numbers of all delegates and alternate delegates.
- When required by the Branch, seek information or confirmation of facts from outside sources to verify details in Branch motions.

Treasurer

The Branch Treasurer shall carry out his/her duties in regards to the Branch funds in conjunction with the Secretary, as required under the conditions of the Association's Constitution and in general shall:

- Prepare the annual balance sheet and accounts and accompanying reports (Official Template).
- Submit financial statements to all meetings of the Branch.
- Produce to members in general meeting the cash books and bank accounts (pass book etc.) when requested to do so.
- Keep vouchers for payments authorised by the Branch.
- Keep a true and correct inventory of all property held by the Branch.

District Association Delegates

The Branch Representatives are the delegates to the District Association in which the Branch is grouped. Their duties include

- The transmission of Branch motions (Official Template) to the District Association or in the absence of a District Association, Head Office.
- The lobbying and debate and voting in favour of the Branch's motion to have adopted as a District resolution.
- The representation of the Branch's view on motions of other branches motions where the Branch has prior knowledge.
- Representing the Branch's view, when known, on motions moved by other branches.
- Asking questions on facts to the Directors attending the District Association meetings and reporting answers and other matters in the Director's reports.
- Reporting to the Branch of all matters of interest at the previous District Association meeting, including the continuing action on matters involving Branch members concerns and previous unresolved motions.

Auditors

Perform an independent internal audit on the financial accounts of the Branch and report to members on the veracity of same.

Point Score Captain

Point Score Captain will subject to the rules and resolutions of the members in general meeting from time to time, determine the allocation of points awarded to various classification of competitions to establish the Branch trophy and prize winners.

Publicity Officer

The members may appoint a Publicity Officer who shall adopt the editorial policy of the Branch determined from time to time by the members in general meeting and by the Board of Directors of the NSW GBOTA, when necessary. In the absence of a Publicity Officer the functions shall be carried out by the Secretary. The Publicity Officer shall ensure they are aware of the NSW GBOTA Communications Policy and adhere to it in any communication which references the Association.

BRANCH MEETINGS

Every branch shall meet once a month at a time agreed to at the times a February AGM every year such that they meet a minimum of six times a year. This time is to be consistently maintained during the year although exceptions can be made for such times as public holidays and other significant dates. The time is to be advertised to Head Office following the Branch's AGM for advertising on the association's website.

BRANCH MEETING AGENDA

A suggested agenda for a branch meeting is below. This agenda is intended to be flexible to accommodate the individual needs of a branch and is a guideline only. A template is supplied also to assist.

- Chairperson opens the meeting and welcomes any guests, speakers etc.
- Any changes to the meeting agenda can be advised at this point.
- Apologies.
- Reading and or Confirmation and Adoption of previous meeting minutes. Members must ensure they have reviewed minutes prior to their adoption either in or out of meeting.
 - The Chairperson should seek a motion being supported by a majority of members in attendance.
 - The Chairperson should then seek a motion confirming the accuracy and adoption of the minutes as being a true and correct account of proceedings of the previous meeting. In seeking such a resolution, the Chairperson must accept discussion as to any suggested changes to the minutes. Any changes must be agreed to by the majority of members who were in attendance at the previous meeting.
- *Correspondence* (Inward/Outward). Inward correspondence is to be accepted, discussed or noted depending on content and formally received. Outward correspondence is to be accepted and noted and endorsed, if necessary. The Chairperson should seek a motion supporting the above actions as necessary with such motion being seconded and carried by a majority vote of members in attendance.

- *Treasurer's Report.* Updated income and expenditure report and balance of Branch's accounts. Members may wish to appropriately raise with the Treasurer, through the Chairperson, any financial matters relating to the Branch. The Chairperson should seek a motion receiving the Treasurer's report, with such motion being seconded and carried by a majority of members in attendance.
- *District Association Report* (if applicable). This agenda should provide for a report by Branch delegates on the most recent District Association meeting, including outline of motions forwarded to Directors and replies received and discussion and confirmation of any motions to be sent to the District Association.
- *Point Score Report.* An updated report on the Point Score categories is given. The Chairperson should seek a motion receiving the Point Score Captain's report, with such motion being seconded and carried by a majority of members in attendance.
- *Director's Report.* Any Director visiting the Branch may wish to give members an updated report on matters relating to the Association. The Chairperson should seek a motion receiving the Director's report, with such motion being seconded and carried by a majority of members in attendance.
- *Any Other Reports or Social Activities Relating to Specific Branch.* This section of the agenda can be used to suit the specific needs of the Branch. The Chairperson should ensure that any motion to receive any reports that may be submitted and the motion should be seconded and carried by a majority of members in attendance.

General Business. Matters to be discussed in this part of the meeting include any social activities of the branch or the Association, raffles, auctions, changes of meeting times or dates, cards etc. for members and their families in the case of illness or death etc.,

This part of the agenda is where greyhound issues are discussed and motions are moved, discussed and voted on and other correspondence is agreed to. Any motions that are put must be moved, seconded and agreed to by a

majority of members in order to be forwarded to the District Association or the full Board.

Closure of Meeting. The time that the meeting closed should be noted and recorded.

MOTIONS

Content of Motions.

All motions put for resolution should reflect the members' decisions/wishes. They must, where applicable, contain all known information relative to the motion (where, when, what). This applies, in particular, to motions put forward to the District Association where accuracy and detail of information are of extreme importance.

Example: *Members request the NSW GBOTA write to the GWIC with regards to the euthanasia policy. At the current time there is not an appropriate process to support retirement of greyhounds and temperament assessments in regional areas. The policy should have regard for these considerations.*

Amendments to Motions

Amendments can be put to motions, if they do not change the intent of the original motion. Only the mover of a motion has the right of reply to an amendment. Once the amendment is carried it becomes the motion.

Rescission Motions

Once a motion becomes a resolution, a rescission motion cannot be moved at the same meeting. A member must give notice of intent to move a rescission motion at a subsequent meeting.

Point of Order

During discussion on a motion, any member who believes that the speaker is not speaking to the motion, not speaking in an acceptable manner or having already spoken may raise a "Point of Order" and the Chairperson of the meeting can act to correct the speaker.

Chairperson's Casting Vote

The Chairperson of the meeting will have the casting vote when the voting on a motion results in a tie.

MEETING CONDUCT

Any member who wishes to speak should raise their hand and when called upon by the Chairperson, address the meeting through the Chairperson. If two or more members raise their hand at the same time, the Chairperson shall indicate which member speaks first.

When the Chairperson speaks, any member indicating their wish to speak shall wait until the Chairperson has spoken.

The ruling of the Chairperson shall be final.

If a member disagrees with the Chairperson's ruling, the member must put a motion indicating that the Chairperson's ruling is disagreed with. The Chairperson should then vacate the Chair. The Chair is then occupied by the Vice Chairperson or, in his/her absence, a member elected by a simple majority of the members. The debate on the original motion should be suspended and the Chairperson's ruling discussed and a decision taken. Following such discussion and decision the former Chairperson shall resume the Chair.

QUESTIONS TO DIRECTORS/GUEST SPEAKERS

Questions to Guest Speakers

Questions to guest speakers should be in a form agreed to by the speaker and Chairperson prior to the meeting and should not deviate from the speaker's discussion subject.

Questions to Directors

Members may, through the Chairperson, request from a Director:

- I. Explanations regarding Association policy and its application.
- II. General information that is non-confidential on decisions of the Board of Directors.
- III. Clarification of any points made in a speech to members.

Members may not request from a Director

- I. A personal opinion.
- II. Disclosure of individual positions taken by various Directors on various resolutions.
- III. A legal opinion.

It is an expectation that the section of the meeting whereby there is communication between members and Directors should be conducted in a non-confrontational and non-threatening manner. In their reports and answers to questions Directors will be forthcoming unless the matter is considered to be "commercial in confidence".

SUSPENSION OF STANDING ORDERS

Suspension of Standing Orders occurs when the procedure of a meeting is temporarily discontinued for the conduct of other matters (i.e. elections, speakers etc.). Any suspension should be recorded in the minutes of the meeting.

CONDUCT OF ELECTIONS AT BRANCH ANNUAL GENERAL MEETINGS

Under the Association's constitution Branch elections must be held during the Branch's Annual General Meeting in February each year. Occasionally, an additional election for office bearers may be required due to resignation or other reasons.

All persons nominated, all persons accepting and all persons voting at any election must be financial members of the NSW GBOTA. Intending members, visitors, or guests are not eligible to either stand for a position or vote.

Suggested Procedure for Elections

- a. A suspension of Standing Orders should be move, seconded and carried while the outgoing Chairperson still has the Chair and resumed following the completion of the elections.
- b. The Chairperson calls for nominations for a person to act as Returning Officer, such person must not be a person standing for office at that election.

- c. The Returning Officer then takes the Chair and calls for persons to be nominated as Scrutineers. The persons acting as Scrutineers must not be persons standing for office at that election. A maximum of three Scrutineers is adequate.
- d. The Returning Officer then outlines the procedures for the ballot.
- e. The Returning Officer then calls for nominations for:
 - Chairperson
 - Vice-Chairperson
 - Secretary
 - Treasurer
 - Other positions as the Branch make up requires

At any election for any position, or positions, the Returning Officer can accept a written acceptance of nomination from a person not present at the election.
- f. The Returning Officer then calls for (i) a seconder for the nominations and then (ii) asks the nominated person if they are prepared to take the position.
- g. Scrutineers assist the Returning Officer in collecting and checking the ballot papers. In the event of a dead-heat another ballot may be conducted unless one candidate involved in the dead-heat concedes to the other candidate.
- h. The results are confidential.
- i. If a position is not filled then the vacancy may be held over to a following meeting.