

PART 5 – GENERAL MEETINGS

26. HOLDING OF ANNUAL GENERAL MEETINGS

- (1) DCC must hold its annual general meetings:
 - (a) within 6 months after the close of the its financial year; or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

27. CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

- (1) The annual general meeting of DCC is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of DCC during the last preceding financial year;
 - (c) to elect office-bearers of DCC and ordinary members of the Committee;
 - (d) to receive and consider any financial statement or report which is required to be submitted to Members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28. CALLING OF SPECIAL GENERAL MEETINGS

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of DCC.
- (2) The Committee must, on the requisition in writing of at least 10% per cent of the total number of Members convene a special general meeting of DCC.
- (3) A requisition of Members for a special general meeting;
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the Members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) The Committee must hold the requested meeting within 8 weeks of the Secretary receiving a complying request.

- (5) If the Committee fails to convene a special general meeting to be held within 8 weeks after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by a Member as referred to in subclause (5) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Member who consequently incurs reasonable expense is entitled to be reimbursed by DCC for any expense so incurred.
- (7) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form; and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

29. NOTICE

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of DCC, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent in accordance to clause 47, to each Member at the Member's address appearing in the register of Members and Life Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of DCC the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in subclause (1) specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting or in the case of an annual general meeting, business which may be transacted under clause 27(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

30. QUORUM FOR GENERAL MEETINGS

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

- (2) Seven such Members including one elected Committee member constitutes a quorum.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 5) are to constitute a quorum.

31. PRESIDING MEMBER

- (1) The President or, in the President's absence, the Vice-president, is to preside as chairperson at each general meeting of DCC.
- (2) If the President and the Vice-president are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

32. ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of DCC stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. MAKING OF DECISIONS

- (1) A question arising at a general meeting of DCC is to be determined on a show of hands, or if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine.

- (2) If the question is to be determined by a show of hands and a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of DCC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee under subclause (1) in the same way as it applies to a show of hands.
- (4) At a general meeting of DCC, a poll may be demanded by the chairperson or by at least 3 Members present in person or by proxy at the meeting.
- (5) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- (6) If the question is to be determined by secret ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34. SPECIAL RESOLUTION

- (1) A resolution of DCC is a special resolution:
 - (a) if it is supported at a general meeting by at least three-quarters of the votes cast at that general meeting in person or by proxy by Members of DCC who, under this Constitution, are entitled to vote on the proposed resolution, or
 - (b) where it appears to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

35. VOTING

- (1) On any question arising at a general meeting of DCC a Member has one vote only.
- (2) All votes must be given personally or by proxy but no Member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Member is not entitled to vote at any general meeting of DCC unless all money due and payable by the Member to DCC has been paid.

- (5) A Member is not entitled to vote at any general meeting of DCC if the Member is under 18 years of age.

36. APPOINTMENT OF PROXIES

- (1) Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 1 to this Constitution.

37. USE OF TECHNOLOGY AT GENERAL MEETINGS

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of DCC's Members a reasonable opportunity to participate.
- (2) A Member who participates in a general meeting using technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

