

ADELAIDE CAT CLUB Inc

Incorporation Number: A40002

CONSTITUTION

Constitution of the ADELAIDE CAT CLUB

1. NAME

The name of the association is ADELAIDE CAT CLUB, to become ADELAIDE CAT CLUB Incorporated upon incorporation, referred to herein as "the association".

2. OBJECTS OF THE ASSOCIATION

The objects of the association are

- a. To promote and encourage responsible cat ownership
- b. To hold exhibitions of cats and to foster, promote and protect the interests of exhibitors of cats at exhibitions.
- c. To affiliate with The Governing Council of the Cat Fancy of South Australia Inc and abide by its Rules.

3. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

4. MEMBERSHIP

- a. Membership is open to any person who supports the objects of the association and agrees to be bound by its rules.
- b. A member who applies for membership of the association shall be proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder.
- c. SUBSCRIPTIONS

Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

- i. The subscription fees for membership shall be such sum as the members shall determine from time to time in general meeting.
- ii. The subscription fees shall be payable annually on 1 July or at such other time as the committee shall determine.
- iii. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

d. RESIGNATIONS

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

e. EXPULSION OF A MEMBER

Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, cease to be a member 14 days after the committee has communicated its determination to the member.

It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

In the event of an appeal, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

f. REGISTER OF MEMBERS

A register of members must be kept and contain:

- i) the name and address of each member;
- ii) the date on which each member was admitted to the association; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

5. THE COMMITTEE

- a. The committee shall be comprised of a chairperson, secretary, treasurer and up to two committee members.
- b. The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- c. Committee members must be financial members of the Adelaide Cat Club Inc
- d. POWERS AND DUTIES
 - i) The committee has the management and control of the funds and other property of the association.
 - ii) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
 - iii) The committee shall appoint a public officer as required by the Act.
- e. APPOINTMENT
The first committee of the association shall be appointed from the promoters of the association. The first committee shall hold office until the first annual general meeting after incorporation.
- f. All committee positions shall be subject to re-election at each AGM. A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- g. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- h. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.
- i. PROCEEDINGS OF COMMITTEE
Questions arising at any meeting of the committee 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.
- j. A quorum for a meeting of the committee shall be one half of the members of the committee.
- k. DISQUALIFICATION OF COMMITTEE MEMBERS
The office of a committee member shall become vacant if a committee member is:
 - i) disqualified from being a committee member by the Act;

- ii) expelled as a member under these rules;
- iii) permanently incapacitated by ill health;
- iv) absent without apology from more than three meetings in a financial year;

6. THE SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and the secretary.

7. GENERAL MEETINGS

a. ANNUAL GENERAL MEETINGS

The committee shall call an annual general meeting in accordance with the Act and these rules.

The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.

b. The order of the business at the meeting shall be:

- i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- ii) the consideration of the accounts and reports of the committee
- iii) the election of committee members
- iv) any other business requiring consideration by the association in general meeting.

c. SPECIAL GENERAL MEETINGS

- i) The committee may call a special general meeting of the association at any time.
- ii) Upon a requisition in writing of not less than 10 members of the association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

d. NOTICE OF GENERAL MEETINGS

- i) At least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- ii) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- iii) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members, or by placing an advert in the Cats column of the Saturday edition of the Advertiser Newspaper.

e. PROCEEDINGS AT GENERAL MEETINGS

- i) Five members, present personally shall constitute a quorum for the transaction of business at any general meeting.
- ii) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- iii) The chairperson shall preside as chairperson at a general meeting of the association.
If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to

take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

f. VOTING AT GENERAL MEETINGS

- i) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- ii) Subject to these rules, a question for decision at a general meeting (except for alteration of constitution) must be determined by a simple majority of members who vote in person at that meeting.
- iii) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

g. POLL AT GENERAL MEETINGS

If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

8. MINUTES

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

9. FINANCIAL REPORTING

a. FINANCIAL YEAR

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

b. ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

c. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

10. WINDING UP

- a. The association may be wound up in the manner provided for in the Act.

b. APPLICATION OF SURPLUS ASSETS

If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to The Governing Council of the Cat Fancy of South Australia Inc..

11. RULES

- a. These rules may be altered by resolution agreed to by 75% of members of the association present at a General Meeting.