

# **ADELAIDE CAT CLUB Inc**

**Incorporation Number: A40002**

## **RULES**

**13<sup>th</sup> December 2022**

## **1 NAME**

The name of the incorporated association is the ADELAIDE CAT CLUB INC., referred to herein as “the association”.

## **2 DEFINITIONS**

The Rules may be referred to as “The Constitution”.

“**Committee**” means the committee of management of the association.

“**General meeting**” means a meeting of the association convened in accordance with these rules, open to all members of the association where the members will be invited to vote on any motions proposed at the meeting.

“**Annual General Meeting (AGM)**” is an annual meeting called by the association Secretary with the sole purpose of holding elections of the Committee and the presentation of annual reports submitted by the President, Secretary and Treasurer.

“**Special General Meeting**” is a meeting of all association members called by the association Secretary to discuss a single topic of such importance that the Committee feels cannot be deferred until the next AGM.

“**Executive**” means President, Secretary and Treasurer.

“**In-Camera**” describes that section of a committee meeting that is closed whilst information is discussed that is not recorded in the minutes or divulged to the public. Such sessions may discuss incidents or people, financial, legal or other sensitive decisions that must be kept confidential but allow full and open debate strictly between those present and strictly at that time only. That means that all people present at the meeting are bound not to divulge any of the discussion, even to close friends or family members.

“**Secret Ballot**” refers to a ballot held where each person votes on paper in secret.

“**Member**” means a member of the association.

“**Month**” shall mean a calendar month.

“**Special resolution**” means a special resolution defined in the Act.

“**The Act**” means the Incorporations Act 1985

“**The Regulation**” means Associations Incorporated Regulation 2008

## **3 OBJECTS OR PURPOSES OF THE ASSOCIATION**

The objects of the association are:

- (a) To be an affiliated member of the Governing Council of the Cat Fancy of South Australia whose members are bound by the Rules, By Laws and Codes of Conduct as exhibitors and breeders of the same.
- (b) To encourage responsible cat breeding and responsible cat ownership.
- (c) To educate the public concerning cats, breeds, care, and responsible ownership and promote the benefits of cat ownership as companion animals.
- (d) To educate the members and the general public about the Cat Fancy and promote an enjoyable family friendly environment for the Cat Fancy Community.
- (e) To encourage a high standard of breeding in compliance with the Australian Cat Federation breed standards.
- (f) To run a minimum of one annual cat show in accordance with the Rules and Codes of Conduct of the Governing Council of the Cat Fancy of SA.
- (g) The association shall be a non-profit making association.

#### **4 POWERS OF THE ASSOCIATION**

The association shall have all the powers conferred by Section 25 of the Act to further the objects of the association.

#### **5 MEMBERSHIP.**

##### **5.1 TYPES.**

##### **5.1.1 ORDINARY MEMBERSHIP**

Ordinary Membership shall be open to any person of the age of sixteen (16) years and over. Subject to the restrictions and limitations prescribed by or pursuant to, the Rules, the rights of an Ordinary Member shall be:

to attend, speak and vote, at any General Meeting of the Association

to be appointed to any office, position, committee, or subcommittee within the Association.

##### **5.1.2 FAMILY MEMBERSHIP.**

(a) Family Membership is defined as more than one (1) family member residing at the same address or breeding under the same prefix.

(b) Family Members over the age of sixteen (16) years have the same rights as an Ordinary Member, but with a maximum of two (2) voting rights per membership.

##### **5.1.3 LIFE MEMBERSHIP.**

Appointment as a Life Member shall be available only to members who have rendered special service to the association and have been recommended by the Committee. Such membership must be approved by no less than four-fifths of members present at an Annual

General Meeting. Life Members will not incur any further membership fees but will maintain their voting rights.

#### **5.1.4 PATRON.**

The association may appoint a Patron(s) who will be given Honorary Membership for a term to be determined by the Committee. During such time they shall be accorded all the rights and privileges of an Ordinary Member.

#### **5.1.5 CORPORATE MEMBERSHIP.**

Corporate Membership shall be open to businesses and organisations as approved by the Committee. Each financial Corporate Member may appoint one representative to represent it within the association. Each such representative shall have all the privileges of Ordinary Membership without the payment of any further subscription by the representative. Corporate Members shall notify the Secretary in writing of their representative and may from time to time in writing, revoke any such appointment and substitute another representative.

#### **5.2 SUBSCRIPTIONS.**

- (a) All members and affiliates, other than Life Members, shall be liable to pay an annual subscription.
- (b) Subscriptions are due and payable in full on 1st January each year and cover the year to the following 31st December.
- (c) A member becomes financial when their subscription for the current year has been paid.
- (d) A Life Member is deemed to be a financial member from the date of their appointment as a Life Member.
- (e) Members have the right to renew subscriptions by forwarding the signed membership form but without resubmitting their names to the Committee provided the fee is paid before 31st January.

#### **5.3 APPLICATION FOR MEMBERSHIP.**

- (a) Any person may apply for membership of the association. Application must be in writing on the approved application form and submitted to the committee for approval at an ordinary meeting.
- (b) Upon acceptance of the application and payment of the annual subscription, the applicant shall be a member of the association and shall be provided with a copy of the Rules and By Laws within 14 days of the meeting at which they were accepted.

- (c) Fees shall be due and payable annually on 1st January of each year and must be submitted with a signed Application/ Renewal form, such notice to include the Code of Conduct. Members joining on or after 1st October shall be deemed financial until the end of the next calendar year.
- (d) Subscription fees for membership shall be such sum as determined by the members at the AGM.
- (e) Any Member whose subscription is outstanding for more than one (1) month after the due date for payment shall cease to be a member of the association and may apply to join the association as a new member.
- (f) All Members must sign the Code of Conduct document as part of the Application process and forward that with the Application Form/Renewal and their subscription to the Secretary.

#### **5.4 RESIGNATIONS.**

A Member may resign from membership of the association by giving written notice to the Secretary or Public Officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

#### **5.5 REGISTER OF MEMBERS.**

A register of members must be kept and contain:

- (a) The name and address of each member.
- (b) The email address of each member.
- (c) The phone number of each member.
- (c) The date on which each member was admitted to, or resigned from, the association.
- (e) The date of and reason(s) for termination of membership (if applicable).

#### **5.6 OBLIGATION OF MEMBERS.**

Members shall strictly observe and act in accordance with the Rules and By Laws of the association and shall at all times, act within the spirit of the objects of the Rules and the Codes of Conduct, Policies and Guidelines set out in the Rules and Annexed By Laws of the Adelaide Cat Club of South Australia and abide by and at all times act within the spirit of the Objects, Policies and Codes of Conduct of the Governing Council of the Cat Fancy of South Australia.

#### **5.7 SUSPENSION OF A MEMBER.**

- (a) Any Member charged with contravention of the Rules and By Laws of the association may be suspended from membership for a period not exceeding twelve (12) calendar months, at the discretion of the Committee, provided that such member has been duly notified of the complaint brought against them and has been afforded the opportunity to appear and to present evidence on their behalf before the committee investigating the complaint.
- (b) Any member suspended by the Governing Council of the Cat Fancy of South Australia is automatically under suspension by this association.
- (c) Any member suspended by resolution of the Committee shall have the right to appeal to a Special General Meeting of the Association, provided that such appeal is, put in writing, lodged and received by the Secretary within fourteen (14) days following written notification of the passing of the suspension resolution.
- (d) Any member suspended by resolution of the Committee shall forfeit the right to exhibit at any show run by Adelaide Cat Club during the period of the suspension and Adelaide Cat Club shall inform the Secretary of The Governing Council Cat Fancy of SA of the suspension in writing within 14 days.

## **5.8 EXPULSION OF A MEMBER.**

- (a) 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.
- (b) 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.
- (c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.8d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- (d) It shall be open to a member to appeal the expulsion to the association at a general meeting. 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.
- (e) In the event of an appeal under 5.8 (d) above, 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.

## **6. THE COMMITTEE.**

### **6.1 POWERS AND DUTIES.**

- a) 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. The committee shall comprise the President, Secretary, Treasurer and no less than 2 ordinary members.
- b) The committee has the management and control of the funds and other property of the association.
- c) 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.
- e) The committee shall appoint a public officer as required by the Act Notice of appointment and any change in the identity or address of the public officer must be lodged within one month after the change (with CBS).

## **6.2 APPOINTMENT.**

- a) The committee shall be comprised of a Chairperson/President, secretary, treasurer and no less than two committee members. The association should settle on a workable number of office holders, and various titles may be used to describe them.
- b) A committee member shall be a natural person.
- c) The first committee of the association shall be appointed from the promoters of the association or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire. The association may wish to provide for a different procedure, e.g. that all committee positions shall be subject to re-election at each AGM.
- d) 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.
- e) 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.

- f) 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.

### **6.3 PROCEEDINGS OF A COMMITTEE.**

- a) The committee shall meet for the dispatch of business at least four times per calendar year. The association should settle on how often meetings are to be held and have the discretion to meet in person or electronically as may be required.
- b) 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. Please note a casting vote is optional.
- c) A quorum for a meeting of the committee shall be one half plus one (1) of the members of the committee.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

### **6.4 DISQUALIFICATION OF COMMITTEE MEMBERS.**

The office of a committee member shall become vacant if a committee member is:

- (a) disqualified from being a committee member by the Act.
- (b) expelled as a member under these rules.
- (c) permanently incapacitated by ill health.
- (d) absent without apology from more than two meetings in a calendar year.
- (e) no longer the duly appointed representative of a corporate member 5.1.5.

### **7. INDEMNITY.**

Each officer of the association shall be indemnified out of the funds of the association against all losses and expenses incurred by them in the proper and authorised exercise of their duties as an officer of the association. No member shall, as a member, be under any personal liability to any creditor of the association.



## **8. MEETINGS.**

### **8.1 ANNUAL GENERAL MEETING**

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- b) 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.
- c) The order of the business at the meeting shall be:
  - (1) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
  - (2) the election of committee members
  - (3) the election of by simple majority vote of 3 Delegates and at least 3 Proxy Delegates to the Governing Council of the Cat Fancy of SA noting that the Delegate to Programming Meetings shall be in accordance with the requirements of the Governing Council of the Cat Fancy of SA noting it shall be the Secretary or if not available an elected officer of the association,
  - (4) the election of 1 Delegate and 1 Proxy Delegate to the Disputes Committee of the Governing Council of the Cat Fancy of SA noting that these positions will be fulfilled by an elected officer of the association.
  - (5) the appointment of auditors (if required - see rule 13.c)
  - (6) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
  - (7) Any other business requiring consideration by the association in a general meeting.
- d) In extenuating and unforeseen circumstances where an in-person meeting is not able to be convened then the meeting may be permitted to use technology that allows all members at the meeting to clearly and simultaneously communicate with each other.

### **8.2 SPECIAL GENERAL MEETING.**

- a) The committee may call a special general meeting of the association at any time.
- b) Upon a requisition in writing of not less than 5% of the total number of 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.

- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.
- e) In extenuating and unforeseen circumstances where an in-person meeting is not able to be convened then the meeting may be permitted to use technology that allows all members at the meeting to clearly and simultaneously communicate with each other.

### **8.3 NOTICE OF GENERAL MEETINGS.**

- a) Subject to 8.3b, 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.
- b) 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.
- c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members. (See rule 5.5).
- d) Where a notice is sent by post the service is effected by addressing, prepaying and posting a letter or packet containing the notice, and unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- e) In extenuating and unforeseen circumstances where an in-person meeting is not able to be convened then the meeting may be permitted to use technology that allows all members at the meeting to clearly and simultaneously communicate with each other.

### **8.4 PROCEEDINGS AT GENERAL MEETINGS.**

- a) Seven members present personally shall constitute a quorum for the transaction of business at any general meeting.
- b) 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.

- c) Subject to 8.4d, the President shall preside as chairperson at a general meeting of the association.
- d) If the President is not present within five minutes after the time appointed for holding the meeting or is present but declines to take or retires from the chair, the members may choose a committee member or member to be the chairperson of that meeting.
- e) In extenuating and unforeseen circumstances where an in-person meeting is not able to be convened then the meeting may be permitted to use technology that allows all members at the meeting to clearly and simultaneously communicate with each other.

## **8.5 VOTING AT GENERAL MEETINGS.**

- a) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.
- c) 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.
- d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

## **8.6 POLL AT GENERAL MEETINGS.**

- a) 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.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **8.7 SPECIAL AND ORDINARY RESOLUTIONS.**

- a) A special resolution as defined in the Act.

- b) b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **8.8 PROXIES.**

Proxies shall not be permitted to vote in any election conducted by the association, nor on any business conducted at a meeting of the association.

## **9. ELECTIONS: SYSTEM.**

- (a) Where voting is required for elections, the elections shall be by secret ballot. In the election of the President, Secretary, Treasurer and Committee, the candidates receiving the greatest number of votes shall be elected.
- (b) In the event of a tied vote between candidates, the meeting shall hold a further secret ballot between the candidates so tied. In the event of a further tied vote, the result shall be determined by the President or Chair casting the determining vote.
- (c) All nominations received must include a statement of intent by the nominee. with a short summary of their skills, experience and why they are nominating for the position.
- (d) Elected positions remain in place for a period of one (1) year. This can change if the volunteer is unable to continue in that role in which a replacement will be appointed by the committee until the next AGM.

## **9.1 ELECTIONS: PROCEDURE.**

- (a) The Secretary in consultation with the Committee shall appoint a Returning Officer who is not standing in the elections. The Returning Officer shall appoint two (2) scrutineers who are not candidates in the election.
- (b) The Returning Officer will assume full conduct of the Election once nominations have closed.
- (c) Each Ordinary Member of the association shall be entitled to return one (1) ballot paper in an election or two (2) in the case of a family membership.
- (d) Ballot papers not filled out in accordance with the rules, or in accordance with instructions printed on the ballot paper shall be disallowed.

## **10. 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.

## **11. DISPUTE RESOLUTION.**

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
  - (i) a member and another member
  - (ii) a member and the association
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties
- c) If the parties are unable to resolve the dispute at the meeting the parties must, at their equal and shared expense, undertake mediation at a community-based mediation service or a private accredited mediator with the outcome to remain confidential.
- d) In the event of a dispute or complaint between a non-member and the association, the non-member may submit their complaint in writing for consideration by the committee who will respond in writing within 21 days.
- e) If the non-member and the association are unable to resolve the dispute in this manner, the parties must, at their equal and shared expense, undertake mediation at a community-based mediation service or a private accredited mediator with the outcome to remain confidential.

## **12. FINANCIAL REPORTING.**

- a) 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.

- (i) 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.
- (ii) The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

(c) Periodic returns

The periodic (annual) return, if required, shall be lodged with the Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

(d) Appointment of auditor, if required,

- (i) At each annual general meeting, the members shall appoint a person to be auditor of the association.
- (ii) The auditor shall hold office until the next annual general meeting and is eligible for reappointment.
- (iii) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

**13. 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.

**14. RULES.**

- a) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all the provisions thereof.

**15. WINDING UP.**

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

**16. APPLICATION OF SURPLUS ASSETS.**

- a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.