



## CONSTITUTION 2014

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#### **Annex A - Show Rules**

The current version dated 1<sup>st</sup> Jan of each year is the only binding version.

#### **Annex B - Codes of Conduct & Guidelines**

Includes Management Committee, Members, Social Media, Responsible Cat Ownership, Breeding, Judges, Stewards, Registration, Public Advice, Purchasers and others as updated from time to time.

#### **Annex C - Other FASA Policies**

Privacy, Smoke Free, Volunteer, Hot Weather and others as updated from time to time.



### 1. NAME

The name of the incorporated association is the “Feline Association of South Australia” hereinafter referred to as the association.

### 2. DEFINITIONS

The Constitution may be referred to as “The Rules”

‘The Act’ means the *Associations Incorporation Act 1985* (as amended from time to time)

‘CBS’ means ‘Consumer and Business Services, Corporate Affairs Commission’

“Committee” means the committee of management of the association

‘Member’ means an adult financial member of the association

‘Month’ means a calendar month

‘Executive’ means ‘President, Secretary and Treasurer’

**GENERAL MEETING** is a meeting open to all members of the Association where the members will be invited to vote on any motions proposed at the meeting. The term General Meeting will include:

**ANNUAL GENERAL MEETING (AGM)** is an annual meeting called by the FASA Secretary with the sole purpose of holding elections of the Management Committee and the presentation of Annual reports submitted by the President, Secretary and Treasurer.

**SPECIAL GENERAL MEETING** is a meeting of all FASA members called by the FASA Secretary to discuss a single topic of such importance that the Management Committee feel it cannot be deferred until the next AGM.

**ORDINARY MEETING** is a meeting which is part of a regularly scheduled meeting for the Management Committee to meet and attend to the day to day running of the Association.

**EXTRAORDINARY MEETING** is a meeting of the FASA Management committee called by the FASA Secretary to discuss a single topic of such importance that the Management committee feel it cannot be deferred till the next scheduled Ordinary Meeting.

#### ‘IN CAMERA’

*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 (refer Annex B).

**SECRET BALLOT** - Refers to a ballot held where each person votes on paper in secret.

### 3. OBJECTS

The Objects of the Association are:

- 3.1 To promote in every way the general improvement of the standard, breeding, and exhibition of cats, and to foster, promote and protect the interests of exhibitors of cats at exhibitions.
- 3.2 To improve the health and wellbeing of cats.
- 3.3 To educate the public about cats, breeds, care and responsible ownership (refer Annex B) and promote the benefits of cat ownership as companion animals.



- 3.4 To draw up and provide rules under which the Association, Management Committee or any duly appointed committee or sub Committee may operate, including but not limited to:
- granting permission to hold exhibitions,
  - for regulating such exhibitions (refer to Annex A, 'The Show Rules'),
  - new cat breeds, and
  - for any other purpose connected with the Objects of the Association.
- 3.5 To keep a register of cats, ownership, litters and prefixes.
- 3.6 To award Challenge and Merit Certificates for Championship status and to allot titles.
- 3.7 To conduct training courses for Judges and Stewards, to examine Trainee Judges, and to make appointments to a panel of judges and list of Stewards.
- 3.8 To collect, verify and publish information relating to cats.
- 3.9 To levy fees for membership, registration of cats, litters, prefixes, transfer of ownership, or for any other purpose which is considered desirable to carry out the objects of the Association.
- 3.10 To draw up rules for the affiliation of clubs, and to grant, withhold or rescind affiliation in accordance with the Rules.
- 3.11 To subscribe to, and become affiliated or associated with any other bodies whose objects are kindred to the objects of the Association.
- 3.12 To give donations to charities or to other deserving bodies or organisations, as from time to time may be determined by the Association.
- 3.13 The Association shall be a non-profit making Association.

#### 4. MEMBERSHIP

Subject to the Rules of the Association, there shall be the following classes of Membership:

##### 4.1 ORDINARY MEMBERSHIP

Ordinary Membership shall be open to any person of the age of sixteen years and over.

Subject to the restrictions and limitations prescribed by or pursuant to, the Rules, the rights of an ORDINARY MEMBER shall be:

- 4.1.1 to attend, speak and vote, at any General Meeting of the Association,
- 4.1.2 to apply for participation in training courses conducted by the Association,
- 4.1.3 to compete for awards
- 4.1.4 to be appointed to any office, position, committee or subcommittee within the Association.
- 4.1.5 to submit their name as a candidate for appointment to the panel of judges authorised by the Association,
- 4.1.6 subject to having been a Member for the twelve months immediately preceding nominations, to submit themselves as a candidate for election to the Management Committee .

##### 4.2 FAMILY MEMBERSHIP

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

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



4.3 **JUNIOR MEMBERSHIP**

Junior Membership shall be open to any person under the age of sixteen years.

Subject to the restrictions and limitations prescribed by, or pursuant to, the Rules, the rights of a JUNIOR MEMBER shall be:

- 4.3.1 to attend any General Meeting of the Association but not to vote, stand for election, or be a signatory to the calling of a Special General Meeting,
- 4.3.2 to compete for awards
- 4.3.5 to receive such information or publications as are circulated by the Association to its members from time to time.

4.4 **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 Management Committee. Such membership must be approved by no less than four fifths of members present at an Annual General Meeting.

Subject to the restrictions and limitations prescribed by or pursuant to, the rules, the privileges of a Life Member shall be all rights and privileges accorded to an Ordinary Member.

4.5 **PATRON**

The Association may appoint a **PATRON(s)** who will be given **HONORARY MEMBERSHIP** for a term to be determined by the Management Committee. During such time they shall be accorded all the rights and privileges of an Ordinary Member.

4.6 **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.

4.7 **CLUB AFFILIATION**

- 4.7.1 Club Affiliation shall be open to any cat club, society, or organisation whose officers and committee members are members of the Association
- 4.7.2 The constitution of the affiliate must be approved by the Committee.

All Members and Club Affiliates are required to abide by the obligations set out in this Constitution, the rules, policies and the Act.

5. **APPLICATION FOR MEMBERSHIP**

- 5.1 Any person may apply for membership of the association. Application must be in writing and submitted to the committee for approval. Upon acceptance of the application and payment of the annual subscription, the applicant shall be a member of the association.
- 5.2 Fees shall be due and payable annually on 1<sup>st</sup> January of each year. Members joining on or after 1 October shall be deemed financial until the end of the next calendar year. Subscription fees for membership shall be such sum as determined by the members at the AGM.



- 5.3 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.

### 6. RESIGNATION

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.

### 7. SUSPENSION OF MEMBERSHIP

- 7.1 Any Member charged with contravention of the rules of the Association may be suspended from membership for a period not exceeding twelve 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 accorded the opportunity to appear and to present evidence on their behalf before the committee investigating the complaint.
- 7.2 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 lodged within fourteen days following notification of the passing of the suspension resolution.

### 8. MEETINGS

#### 8.1 ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be convened by the Secretary prior to the first of April in each year, and the agenda will consist of the following items:

- 8.1.1 reading and confirmation of the minutes of the previous AGM
- 8.1.2 the consideration of the accounts and reports of the committee and the auditor's report (if required)
- 8.1.3 election of the President Secretary, Treasurer and Committee, and, as recommended from time to time by the Committee:
- 8.1.4 appointment of Life Members,
- 8.1.5 discussion and approval, if necessary, of any change in the annual subscription and affiliation fees,
- 8.1.6 appointment of an auditor if required,
- 8.1.6 Any Other Business, notified to the Secretary by any member not later than 28 days prior to the date of the meeting.

#### 8.2 SPECIAL GENERAL MEETING

In addition to the Annual General Meeting, the Secretary shall call a Special General Meeting within 21 days following:

- 8.2.1 receipt of a request in writing of not less than 25 Members of the Association, provided that such requisition shall specify the business to be submitted to such meeting, or
- 8.2.2 resolution by the Committee to convene such a meeting or
- 8.2.3 lodgement of an appeal against a suspension resolution passed by the Committee, provided that such an appeal is lodged within the specified period,
- 8.2.4 the meeting must be held as soon as practicable, but not more than 28 days from the notice calling the General Meeting.



**9. MEETINGS – NOTICE**

At least 21 days prior notice shall be given in respect of each General Meeting. The notice shall state the business to be transacted at the meeting, and shall include a list of candidates for any elections to be conducted at the meeting.

**10. SERVICE OF NOTICE**

- 10.1 Notice of a General Meeting of the Association shall be deemed to have been given to each member if it has been:
- posted or emailed to them at the address furnished by them to the Secretary, or at their last address known to the Secretary, and
  - published in any document circulated by the Association to its members, and
  - published on the association's website.
- 10.2 A notice sent by post or electronically emailed shall be deemed to have been served on the day following that on which the notice, envelope or wrapper containing the same is posted / emailed. A notice published shall be deemed to have been received on the day of such publication.

**11. MEETINGS - MANAGEMENT COMMITTEE**

- 11.1 The Committee of the Association shall meet at least four times a year.
- 11.2 Such meetings shall be convened by the Secretary who shall take such actions as are reasonable to notify all members of the Committee of the proposed date, time, venue and business scheduled.
- 11.3 Parts or whole of any meeting of the Committee may in its absolute discretion, be held *in camera*. (refer definition & refer also Annex B).
- 11.4 At the beginning of each meeting of the committee any member present will declare any conflict of interest in any item on the agenda.
- 11.5 The committee members will abide by a Code of Conduct (refer Annex B), which each member will sign as having read at the start of their elected year.

**12. QUORUM AT MEETINGS**

At all General Meetings, a quorum shall be fifteen adult Members, or one fifth of the Membership, whichever is the smaller. At all meetings of the Committee a quorum shall be 50% plus one of members elected to that committee. If a quorum is not present within 30 minutes of the advertised starting time of a meeting, the Chair may adjourn the meeting to a later time or date, when the business of the meeting shall be conducted whether a quorum is then present or not.

**13. MINUTES OF MEETINGS**

- 13.1 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.
- 13.2 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.
- 13.3 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.
- 13.4 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.



### 14. 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, except in the case of a Corporate Member.

### 15. ELECTION- SYSTEM

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.

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 toss of a coin by the Chair.

### 16. ELECTIONS – NOMINATIONS

16.1 Nominations for the office of President, Secretary, Treasurer and Committee shall close with the Secretary 28 days before the Annual General Meeting. Nominations for the positions shall be in writing, signed by the proposer, Secunder and Nominee, who shall all be adult Members of the Association.

The Secretary shall refuse any nomination submitted in contravention of the Rules.

16.2 If the candidates for an election are equal to or less in number than the number to be elected, the candidates or candidate so nominated shall be deemed to have been duly elected.

16.3 In the event of failure to receive sufficient nominations, the committee appointed has the power to appoint an officer or members to the Committee.

16.4 If the candidates for an election exceed the number to be elected the Secretary shall prepare ballot papers containing the names of the candidates in an order determined by lot without any indication as to which are retiring office bearers.

16.5 Nominees are to be given the opportunity to address the meeting with a short summary of their skills, experience and why they are nominating for the position, and to have such information published in a document published by the association and on the association website at least 21 days prior to the meeting.

### 17. ELECTION - PROCEDURE

17.1 The Secretary or their appointee shall act as Returning Officer. The Returning Officer shall appoint one or more scrutineers who are not candidates in the election.

17.2 Each Ordinary Member of the Association shall be entitled to return one ballot paper in an election or two in the case of a family membership.

17.3 Ballot papers not filled out in accordance with the rules, or in accordance with instructions printed on the ballot paper shall be disallowed.

### 18. POSTAL VOTING

18.1 Postal Voting shall be allowed for elections.

18.2 The Secretary will prepare envelopes containing ballot papers, addressed to the association, and marked 'ballot papers'. These will be sent to members on written request, with instructions to complete the ballot paper, place in the marked addressed envelope provided, sign the back and post back to the association. Such request for a postal vote must be received at least 7 days prior to the election.

18.3 The Secretary will keep a record of anyone who has voted in such a manner, and hand the sealed envelopes to the scrutineers to include in the counting.

18.4 Postal votes must reach the Secretary by the day prior to the meeting. Anyone who has voted in such a manner may not vote again on the night.



**19. CHAIRING MEETINGS**

- 19.1 The President shall take the chair at all General Meetings of the Association and Committee. In their absence, or unwillingness, the chair shall be taken by a member of the Committee chosen by the meeting. In the absence or unwillingness of all members of the Committee, the meeting shall elect one of its members.
- 19.2 At all meetings of the Association, when questions of order or procedure or interpretation arise, the ruling of the Chair shall be accepted as final.
- 19.3 The Management Committee of the Association shall comprise the President, Secretary, Treasurer and ten (10) Members of the Association elected in accordance with the rules plus such ex officio members as are provided for in the rules which will include the Registrars.

**20. MANAGEMENT COMMITTEE - TERM OF OFFICE**

- 20.1 The President, Secretary, Treasurer and Management Committee shall hold office until the Annual General Meeting following their election, or until resignation, or forfeiture of office prior to the expiration of their term.
- 20.2 In the event of a midterm vacancy the committee shall be entitled to appoint a replacement to the committee or any office.

**21. MANAGEMENT COMMITTEE - APPOINTMENT OF OFFICIALS**

- 21.1 The Committee shall meet as soon as it is practical following the Annual General Meeting, for the purpose of appointing Registrars and Public Officer plus such other officials of the Association as are provided for in the rules or who are created by resolution of the Committee.
- 21.2 New appointees shall take office immediately following the conclusion of the Meeting, at which time the term of office of the previous incumbents shall be deemed to have expired.

**22. MANAGEMENT COMMITTEE – VOTING**

All elected members of the Committee, or a member properly appointed, shall be entitled to a vote. When the Chair is not an elected member of the Management Committee they shall only be entitled to exercise a casting vote in all cases of equality of voting, elections excepted.

**23. MANAGEMENT COMMITTEE - TERMINATION OF MEMBERSHIP**

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

- 23.1 Disqualified from being a committee member by the Act
- 23.2 Suspended as a member under these rules, or for any reason ceases to be a Member
- 23.3 Permanently incapacitated by ill health
- 23.4 No longer the duly appointed representative of a corporate member
- 23.5 Absent without leave from two or more consecutive meetings of the Committee, if the Committee so resolves. That person shall not be eligible for re-election until the Annual General Meeting following their removal.

**24. MANAGEMENT COMMITTEE – POWERS AND DUTIES**

- 24.1 The affairs of the association shall be managed and controlled by the 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.
- 24.2 The committee has the management and control of the funds and other property of the association.





- 24.3 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.
- 24.4 The committee shall appoint a public officer as required by the Act.
- 24.5 All Members of the Committee shall act at all times in accordance with the Constitution, Rules (including the Code of Conduct – refer Annex B) and the Act.

**25. FINANCE - OPERATIONS**

- 25.1 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.
- 25.2 The accounts, together with the auditor's report on the accounts (if required), and the committee's reports, shall be presented to members at the annual general meeting.
- 25.3 The financial year commences on 1 Jan and ends on 31 Dec each year.
- 25.4 The Committee shall open and maintain a banking account or accounts on behalf of the Association at such bank or banks as the Committee may think fit. The banking account may be operated on by cheques signed in the name of the Association by two members of the Committee, one whom must be the Secretary or Treasurer.
- 25.5 Cheques may be endorsed through the banking account in the name of the Association by such person or persons as the Committee may determine from time to time.
- 25.6 No persons shall have any authority to incur any expenditure on behalf of the Association except with the sanction of the Committee. Expenditure shall be authorised by a majority of the Committee or by one or more committees or sub-committees duly authorised by resolution of the Committee.

**26. FINANCE - FEES AND SUBSCRIPTIONS**

- 26.1 All members and affiliates, other than Life Members, shall be liable to pay an annual subscription.
- 26.2 Subscriptions are due and payable in full on 1 January each year and cover the year to the following 31 December.
- 26.3 A member becomes financial when their subscription for the current year has been paid.
- 26.4 A Life Member is deemed to be a financial member from the date of their appointment as a Life Member.
- 26.5 Members have the right to renew subscriptions without resubmitting their names to the Committee provided subs are paid before 31 March.

**27. 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.

**28. OBLIGATION OF MEMBERS**

Members and Club Affiliates shall strictly observe and act in accordance with the constitution and rules of the Association and shall at all times, act within the spirit of the Objects of the constitution and the Codes of Conduct, Policies and Guidelines set out in the Rules and Annexed Rules.

**29. CONSTITUTION – AMENDMENT**

- 29.1 These rules may be altered by special resolution of the members of the association passed by a three fifths majority of members voting at a Special Meeting. This includes rescision or replacement by substitute rules.



- 29.2 The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.
- 29.3 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 of the provisions thereof.
- 29.4 The Act provides that an alteration to a rule may be made by special resolution of the association at a General Meeting unless other provision is made in the rules (which applies to annexed rules).
- 29.5 Rules & Guidelines in Annex A (Show Rules), Annex B (Codes of Conduct) & Annex C (Other Policies & Guidelines) are attached to this Constitution. Rules, Policies and Guidelines within the annexed documents can be altered by the Management Committee from time to time without taking to a General Meeting of members.
- 29.6 Changes to Annex A, Show Rules, take effect on Jan 1<sup>st</sup> of the following year.
- 29.7 Subject to a resolution to the contrary, an alteration to the rules, policies &/or guidelines in Annex B and Annex C comes into force at the time that the alteration is passed. Such changes must be published in a document published by the association.

### 30. WINDING UP

- 30.1 A member shall not be entitled to, nor shall they be deemed to have any interest in any of the property or funds of the Association.
- 30.2 Such property and funds shall be devoted to the promotion of the objects of the Association, and in the event of the winding up or dissolution, shall be devoted to the promotion of objects similar to those of the Association, or as a General Meeting of members shall decide.

### 31. COMMON SEAL

- 31.1 The association shall have a common seal upon which its corporate name shall appear in legible characters.
- 31.2 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 or the treasurer.

Attached to this Constitution are the following:

- **Annex A - Show Rules** (the current version dated 1<sup>st</sup> Jan of each year is the only binding version).
- **Annex B - Codes of Conduct & Guidelines**  
Includes Management Committee, Members, Social Media, Responsible Cat Ownership, Breeding, Judges, Stewards, Registration, Public Advice, Purchasers and others as updated from time to time.
- **Annex C - Other FASA Policies**  
Privacy, Smoke Free, Volunteer, Hot Weather and others as updated from time to time.