

## CONSTITUTION OF THE MINIATURE AUSTRALIAN BULLDOG SOCIETY

### WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT

1. A word or expression that is not defined in these model rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by the Act.

### NAME

2. The name of the association is Miniature Australian Bulldog Society.

### OBJECTIVES

3. The objectives of the association are:-
  - (a) To promote the Miniature Australian Bulldog breed.
  - (b) To foster avenues of communication and exchange of ideas amongst breeders and supporters of the breed within a spirit of cooperation.
  - (c) To have an agreed Breed Standard achieved by majority vote amongst members.
  - (d) To have a Code of Ethics for Breeders achieved by majority vote amongst members.
  - (e) To provide a forum to lobby the Australian National Kennel Council for future recognition of the breed and provision of an ANKC Developmental Register.
  - (f) To promote the commencement of State Subcommittees once Membership numbers are such as to allow this.

### POWERS

4.
  - (a) The association has the powers of an individual.
  - (b) The association may, for example –
    - (i) Enter into contracts; and
    - (ii) Acquire, hold, deal with and dispose of property
    - (iii) Make charges for services and facilities it supplies; and
    - (iv) Do other things necessary or convenient to be done in carrying out its affairs.

### CLASSES OF MEMBERS

5.
  - (a) The membership of the association shall consist of ordinary members, and any of the following classes of members:-
    - (i) Associate members (no voting rights)
    - (ii) Life members (annual subscription not required)
    - (iii) Honorary members (annual subscription not required)
  - (b) The number of ordinary members is unlimited.

### MEMBERSHIP

6. Membership may be applied for by any person who purports to be in accord with the Objectives of this Constitution and no matter where, if a breeder or owner, their breed records are held.  
Application for membership of the association must:
  - (a) Be in writing; and
  - (b) Be signed by the applicant; and
  - (c) Have the appropriate annual membership fee attached.
  - (d) On a form decided by the Management Committee.

## MEMBERSHIP FEES

7. The membership fee for each class of membership:-
- (a) Is the amount decided by the members from time to time at the Annual General Meeting.
  - (b) Is payable at the time of application for membership.

## ADMISSION AND REJECTION OF MEMBERS

- 8.
- (a) The Management Committee must consider an application for membership at the next meeting of the Committee held after it is received.
  - (b) The Management Committee must decide at the meeting whether to accept or reject the application.
  - (c) If a majority of the Management Committee members at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
  - (d) The Secretary of the association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant written notice of the decision and return the application fee if application has been rejected. If an application is rejected, no reason needs to be given.

## WHEN MEMBERSHIP ENDS

- 9.
- (a) A member may resign from the association by giving a written notice of resignation to the Secretary.
  - (b) The resignation takes effect on:
    - (i) The day and at the time the notice is received by the secretary; or
    - (ii) If a later day is stated in the notice – the later day.
  - (c) The Management Committee may terminate a member's membership of the member:
    - (i) Is convicted of an indictable offence; or
    - (ii) Does not comply with any of the provisions of these rules; or
    - (iii) Has membership fees in arrears for at least 2 months; or
    - (iv) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
  - (d) Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
  - (e) If, after considering all representations made by the member, the Management Committee decides to terminate the membership; the secretary of the committee must give the member a written notice of the decision.

## APPEAL AGAINST TERMINATION OF MEMBERSHIP

- 10 (a). A person whose membership has been rejected or terminated may give the secretary written notice of the person's intention to appeal against the decision.
- (b) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
  - (c) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
  - (d) At the meeting the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
  - (e) Also, the Management Committee and the committee members who terminated the membership must be given an opportunity to show why the membership should be terminated.
  - (f) An appeal must be decided by a vote of the members present at the meeting.

## REGISTER OF MEMBERS

11. (a) The Management Committee must keep a register of members.
- (b) The register of members must include the following particulars of each member:
  - (i) The full name and residential address of the member
  - (ii) The telephone number and email address of the member.
  - (iii) The date of admission as a member.
  - (iv) The date of death or resignation of the member.
  - (v) Details about the termination or reinstatement of the member.
  - (vi) Any other particulars the management committee or members at a general meeting decide.
- (c) A certified copy of the register must be provided for inspection on written request as soon as practicable.

## MEMBERSHIP OF THE MANAGEMENT COMMITTEE

12. (a) The management committee of the association consists of a president, vice-president, secretary, treasurer and any other members of the association members elect or appoint at a general meeting.
- (b) The positions of secretary and treasurer may be held by one person or two as decided by the members at a general meeting.
- (c) All members of the management committee must be financial members of the association.
- (d) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

## ELECTING THE MANAGEMENT COMMITTEE

13. (a) A member of the management committee may only be elected as follows:-
  - (i) Any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee.
  - (ii) The nomination must be in writing
  - (iii) The nomination must be given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held.
- (b) Each member present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies.
- (c) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (d) if required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

## RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE

14. (a) A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- (b) The resignation takes effect on:
  - (i) The day and at the time the notice is received by the Secretary or
  - (ii) If a later day is stated in the notice – the later day.
- (c) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favor of removing the member.
- (d) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A member has no right of appeal against the member's removal from office under this section.

## VACANCIES ON MANAGEMENT COMMITTEE

15. (a) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next Annual General Meeting.
- (b) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (c) However if the number of committee members is less than the number fixed under these rules as a quorum of the management committee the continuing members may act only to:
- (i) Increase the number of management committee members to the number required for a quorum or
  - (ii) Call a general meeting of the association.

## FUNCTIONS OF THE MANAGEMENT COMMITTEE

16. (a) Subject to these rules or a resolution of the association, members carried at a general meeting, the management committee:
- (i) Has the general control and management of the administration of the affairs, property and funds of the association and
  - (ii) Has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent.
- (b) The Management Committee may exercise the powers of the association:
- (i) To borrow, raise or secure the payment of amounts in a way the association members decide and
  - (ii) to secure the amounts mentioned in para (i) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way including by issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future and
  - (iii) To purchase, redeem or pay off any securities issued and
  - (iv) To borrow amounts from members and pay interest on amounts borrowed and
  - (v) To mortgage or charge the whole or part of its property and
  - (vi) To issue debentures and other securities, whether outright or as security for any debt liability or obligation of the association and
  - (vii) To provide and pay off any securities issued and
  - (viii) To invest in a way the members of the association may from time to time decide.
- (c) For subsection (b)(iv) the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by
- (i) The financial institution of the association or
  - (ii) If there is more than 1 financial institution of the association – the financial institution nominated by the association.

## MEETINGS OF THE MANAGEMENT COMMITTEE AND GENERAL MEETINGS

17. (a) Subject to the preceding subsections, the management committee may meet and conduct its proceedings as it considers appropriate.
- (b) The management committee must meet at least once every 4 months to exercise its functions.
- (c) The committee must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the committee.
- (e) If the secretary receives a written notice signed by at least 33% of the management committee members, the secretary must call a special meeting of the committee.
- (f) A request for a special meeting must state:
- (i) Why a special meeting is being called and
  - (ii) The business to be conducted at the meeting.

- (g) At a management committee meeting, more than 50% of the members elected or appointed to the committee as at close of the last general meeting of the members constitute a quorum. See Section 24 for quorum for General Meeting.
- (h) A question arising at a committee meeting or General Meeting is to be decided by a majority vote of the members attending at the meeting and if the votes are equal the question is decided by a second casting vote by the President, or if the President is unavailable by a second casting vote by the Vice-President. If neither the President or Vice-President are available the decision will be in the negative.
- (i) A management committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- (j) The secretary must give each management committee member at least 7 days notice of a special meeting of the committee.
- (k) If, because of geographical difficulties, members of the management committee and ordinary members are physically unable to attend a meeting place, then the meeting (whether committee, general, special or annual general meeting) may be conducted electronically or by phone or by letter in the following manner:
  - a. The Secretary will give at least fourteen days notice of the date of a General Meeting to all members and request notification of proposed electronic attendance and items for the agenda. Notice of proposed attendance must be received from enough members to constitute a quorum for the meeting to be conducted.
  - b. The Secretary will send out the agenda by email or post.
  - c. Members attending can comment on, make motions for proposals within the agenda, vote on any motion etc within the timeframe set for the meeting
  - d. Only members who are financial members of the organization at the time of the meeting are eligible to vote on any motion.
  - e. The Secretary will send out the Minutes of the Meeting to all members whether in attendance or not as soon as practicable after the close of meeting.
  - f. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a Minute Book, and
  - g. The Secretary must ensure that certified copies of the Minutes for each meeting can be provided for inspection at all reasonable times by any financial member, who applies in writing to the Secretary for the inspection.
- (i) The Minutes of each Management Committee Meeting, General Meeting and Annual General Meeting must be signed by the chairperson of that meeting verifying their accuracy.

#### DELEGATION OF MANAGEMENT COMMITTEE POWERS

- 18. (a) The management committee may delegate the whole or part of its powers to a subcommittee consisting of the association members considered appropriate by the committee.
- (b) A subcommittee may only exercise delegated powers in the way the management committee decides.
- (c) A subcommittee may elect a chairperson of its meeting.
- (d) A subcommittee may meet and adjourn as it considers appropriate.
- (e) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and if the votes are equal, the question is decided in the negative.

#### RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 19. (a) A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

- (b) A resolution mentioned in subsection (a) may consist of several documents in like form, each signed by 1 or more members of the committee

#### FIRST ANNUAL GENERAL MEETING

- 20. The first annual general meeting must be held within 18 months after the Foundation Members ratify this Constitution.

#### SUBSEQUENT ANNUAL GENERAL MEETINGS

- 21. Each subsequent annual general meeting must be held:
  - (a) At least once each year and
  - (b) Within 6 months after the end of the association's previous financial year.

#### BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- 22. The following business must be conducted at each annual general meeting.
  - (a) Receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year.
  - (b) Electing members of the management committee
  - (c) Deciding membership fees for the next year
  - (d) Deciding dates of general meetings for the next year
  - (e) Appointing bankers for association's monies.

#### SPECIAL GENERAL MEETING

- 23. (a) The Secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after
  - (i) Being directed to call the meeting by the management committee, or
  - (ii) Being given a written request signed by:
    - (a) At least 33% of the members of the association presently on the management committee or
    - (b) At least the number of ordinary members of the association equal to double the number of members of the association presently on the management committee plus 1, or
  - (iii) Being given a written notice of an intention to appeal against the decision of the management committee
    - (a) To reject an application for membership or
    - (b) To terminate a person's membership
- (b) A request mentioned in subsection (a)(ii) must state
  - (i) Why the special general meeting is being called and
  - (ii) The business to be conducted at the meeting.

#### QUORUM FOR, AND ADJOURNMENT, OF GENERAL MEETING

- 24. (a) Subject to subsection (e) below at a general meeting the number of members equal to double the number of members presently on the management committee plus 1 form a quorum.
- (b) No business may be conducted at a general meeting unless a quorum of members have declared their intention to attend as per Section 17j(i).
- (c) If a quorum has not declared their intention to attend, the meeting lapses and the Secretary must call another meeting within 14 days.
- (f) If, at an adjourned meeting, a quorum is not present, then the members attending at that time form a quorum.

## PROXY

25. A member may appoint a proxy to vote on any motion or election of committee members only if a written authority has been sent to and received by the Secretary before the appropriate meeting. Such written proxy is only valid for one specific meeting.

## BY-LAWS

26. The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

## ALTERATION OF RULES/CONSTITUTION

27. (a) These rules may be amended, repealed or added to by a special resolution carried at a general meeting, and  
(b) Once incorporation has been achieved, any amendment, repeal or addition is valid only if registered by the Public Officer.

## FUNDS AND ACCOUNTS

28. (a) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.  
(b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.  
(c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.  
(d) All expenditure must be approved or ratified at a management committee meeting or general meeting.  
(e) The Treasurer must at each general meeting and at the Annual General Meeting give a statement of income/expenditure. Certified copies of account keeping books must be provided for inspection on written request by any financial member as soon as practicable.  
(g) The income and property of the association must be used solely in promoting the association's declared objectives and exercising the association's powers.

## DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

29. If the association is wound up and has surplus assets:
- (a) The surplus assets must not be distributed among association members  
(b) The surplus assets must be given to another entity which has objectives similar to the association's objectives and the rules of which prohibit the distribution of the entity's income and assets to its members.

## DOCUMENTS

30. The Management Committee must ensure the safe custody of the books, documents, instruments of title and securities of the association.

## FINANCIAL YEAR

31. The financial year of the association closes on 30<sup>th</sup> June each year.

## COMMON SEAL

32. (a) The Management Committee must ensure the association has a common seal.
- (b) The common seal must be:
  - (i) kept securely by the Management Committee, and
  - (ii) used only under authority of the Management Committee and each instrument to which the seal is attached must be signed by a member of the Management Committee.