



**QUEENSLAND FELINE ASSOCIATION INC.**

**CONSTITUTION**

**SEPTEMBER 2024**

Last Revised September 2024

# CONSTITUTION OF QUEENSLAND FELINE ASSOCIATION INC.

## 1. INTERPRETATION

In these rules:

Act means the Associations Incorporation Act 1981.

Affiliate Member means those Members defined in Rule 6 – Classes of Membership

Committee Member refers to and means those Delegates, who are also Individual Members, being only one of the two Delegates nominated by each Affiliate Member and accepted by the Management Committee to represent and vote for an Affiliate member at each management committee meeting. In practical common usage, the terms Executive or Executive Member shall have the same meaning as 'Committee Member' or 'Office Bearer'.

Delegate/s means the person/s nominated by each Affiliate Member to attend management committee meetings. A Delegate must be an Individual member of the Association as well as a member of the Affiliate Member (group, club, or organisation) and their nomination is subject to acceptance by the management committee.

Individual Member means those members as defined in Rule 6.

Management Committee (excluding the Chairperson) means the full complement (or a majority) of the Office Bearers together with the Committee Members, all who have an equal vote at any management committee meeting. In practical common usage, the terms Executive or Executive Committee shall have the same meaning as 'Management Committee'.

Management Committee Meeting means the meeting required to be held to manage the Association in accordance with Rule 24.

Member means a member as defined in Rule 6.

Office Bearer refers to and means those Individual members who would usually be elected to any one of the positions of President, Vice-President/s, Secretary, Assistant Secretary, Treasurer at an annual general meeting of the Association. In practical common usage, the terms Executive or Executive Member shall have the same meaning as 'Office Bearer' or 'Committee Member'.

Registrar/s means those individual members who are appointed to the position/s of Registrar by the Executive Committee

Present means either

- at a management committee meeting, see Rule 24; or
- at a general meeting, see Rule 35

QFA Inc. is the acronym of the name of the Association. In practical common usage, the terms QFA may also be used to refer to the Association.

Regulations and By-Laws shall have the same meaning as Rules and Regulations

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

The Management Committee has authority to interpret the meaning of these rules in accordance with Rule 23. This same authority extends to the by-laws if there is a need to interpret the meaning.

## 2. NAME

The name of the incorporated association shall be Queensland Feline Association Inc. (in these rules called "The Association").

## 3. OBJECTS

The objects for which the Association is established are:

- 1) To promote in every way, the general improvement of the standard, breeding and exhibition of cats
- 2) To conduct, and control and lay down rules for cat shows and exhibition of cats

- 3) To protect the welfare of cats and the interest of cat owners generally.
- 4) To promote unity and co-operation wherever possible in the Cat Fancy
- 5) To foster, improve, control, and regulate the breeding and exhibiting of pedigreed cats in accordance with the standards and procedures outlined in the Rules and the By-Laws (as amended from time to time) of the Association
- 6) To foster, improve, control, and regulate the breeding and exhibiting of pedigreed cats in accordance with the standards and procedures outlined in the Rules and the By-Laws (as amended from time to time) of the Association
- 7) To include a body known as the QFA Judges' Association, which shall be responsible for making recommendations to QFA Inc for laying down rules and regulations pertaining to judges and judging of exhibits
- 8) To follow the cat breed standards of the Australian Cat Federation Inc.
- 9) To keep a register of cats, their breeding and other relevant details, to keep a register of approved prefixes together with the names and address of their holders, and to make rules and regulations therefor.
- 10) To issue certificates towards titles, and to make regulations therefor
- 11) To fix fees and charges for services rendered
- 12) To fix honoraria to be paid to office bearers as directed by the Management Committee
- 13) To grant Life Membership for services rendered to the QFA Inc.
- 14) To subscribe to and become associated or affiliated with any other bodies whose objects are similar to the objects of the QFA and to consider affiliation from any such body
- 15) To make or suspend Rules and Regulations and to do any other lawful acts as are incidental to or conducive to the attainment of any or all of the objects and powers of the association.

#### 4. POWERS

The Association is empowered to take over the funds and other assets and liabilities of the present incorporated association known as the "Queensland Feline Association Inc  
The Association has the powers of an individual.

The Association may;

- 1) may train and appoint judges in accordance with the ACF Judges Training Scheme
- 2) enter into contracts; and
- 3) acquire, hold, deal with and dispose of property; and
- 4) make charges for services and facilities it supplies;
- 5) amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 45.
- 6) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises; and
- 7) enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concession which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions; and
- 8) appoint, employ, remove or suspend such managers, clerks, secretaries, workers, and other persons as may be necessary or convenient for the purposes of the Association; and
- 9) remunerate any person or body corporate for services rendered or to be rendered and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects; and

- 10) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof; and
- 11) invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit; and
- 12) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects; and
- 13) make rules and regulations in furtherance of the Associations objects which shall be contained within a set of By-Laws maintained from time to time by the Management Committee; and
- 14) make rules and regulations governing the conduct and operation of shows held under the auspices of the Association; and
- 15) maintain a register of pedigree (and where necessary non-pedigree) cats and kittens; and
  - a) issue certificates of registration and/or pedigree from its register; and
  - b) make rules and regulations governing training, examination of and appointment of feline judges; and
  - c) appoint solicitors, legal advisors, and arbitrators, whether honorary or otherwise; and
  - d) act as mediator and arbitrator between members wherever necessary; and
  - e) do other things necessary or convenient to be done in carrying out its affairs.

#### 5. MEMBERSHIP

- 1) Every club, which at the date of the new rules of incorporation of the Association was a member of the incorporated association and which on or before the day of the of the new rules of incorporation agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the previous incorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription .
- 2) Every applicant for membership of the Association (other than the members of the previously incorporated association referred to in sub-rule (1) shall be proposed by one individual member of the Association and seconded by another individual member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder, and shall be in such form as the Management Committee from time to time prescribes.
- 3) There shall be no limit to the number of members.

#### 6. CLASSES OF MEMBERSHIP

The membership of the Association consists of 5 classes; namely –

- 1) Individual Members (who are generally, but not limited to, QFA breeders of registered cats). The number of individual members is unlimited.
- 2) Affiliate Members (who are groups or clubs) that conduct themselves under their own constitution or rules (be they incorporated or not) with an undertaking and binding agreement that where a conflict arises between their rules and the Rules of the Association, the Association's Rules and any decisions of the Management Committee shall prevail. The number of Affiliate Members is unlimited.
- 3) Life Members - Any person/s previously appointed to Life Membership or any person/s subsequently appointed to Life Membership. All recommendations for nominations of Life Membership must be submitted in writing to the Office Bearers two (2) months prior to the Annual General Meeting.
- 4) Social Members – persons with a general interest in the cat fancy – No vote
- 5) Junior Members (who are under 18 years of age) – No vote

#### 7. VOTING AT MEETINGS

- 1) Delegates of Affiliate Members, Life Members, Registrars and members of the Executive Committee (excluding the President) may all exercise a vote at all Management Committee, Special General and General meetings.

- 2) Voting by Life Members is conditional in so much as Life Members must have attended three (3) out of the previous six (6) Management Committee meetings to vote at any meeting.
- 3) Each Affiliated Club is to appoint one (1) Delegate to attend meetings on their behalf and they may nominate a second delegate to attend should the elected delegate be unable to attend
- 4) At the annual general meeting, only each member who is an Individual or Affiliate member and is currently financial will be counted as one vote only, in accordance with Rule 36.
- 5) Members may not vote by proxy.

## 8. INDIVIDUAL MEMBERSHIP

An application for membership must:

- 1) be in writing; and
- 2) clearly indicate whether the applicant is an individual person, a couple, or a family (regardless they will be recognised as only one (1) member as an Individual member); and
- 3) An applicant for Individual Membership of the Association must be proposed by one (1) individual member of the Association (the proposer) and seconded by another individual member (the seconder); or
- 4) if not the list of applicants presented to the management committee meeting must be counter signed by a proposer and a seconder before a decision is made); and
- 5) be in the form decided by the management committee.

## 9. AFFILIATE MEMBERSHIP

An applicant for affiliate membership of the Association must be proposed by one (1) individual member of the Association (the proposer) and seconded by another individual member (the seconder).

An application for membership must;

- 1) be in writing; and
- 2) provide a copy of the rules or constitution under which it operates; and
- 3) show proof that the group or club itself consists of twelve (12) or more current financial members which should be a minimum criteria for continuing (regardless they will be recognised as only one (1) member as an Affiliate member); and
- 4) provide details of the current management committee or Executive (where applicable, who will become, or currently are already Individual Members or a Social Member of the Association and are financially current); only one (1) Executive position to be filled by a Social Member. The position of President cannot be filled by a Social member; and
- 5) appoint one (1) Delegate of their number (who will become, or currently are already Individual Members of the Association and are financially current) to be a Delegate from the Affiliate member to the Management Committee Meetings. They may nominate a second delegate to attend should the elected delegate be unable to attend. One of these is to be designated as the nominee for inclusion on the Management Committee; and
- 6) be signed by the applicant and the applicants proposer and seconder; and
- 7) be in a form approved by the management committee.

## 10. MEMBERSHIP FEES

The membership fee for each membership Individual and Affiliate, Junior, Social

- 1) is the amount decided by the management committee from time to time at a committee meeting; and
- 2) is payable when, and in the way, the management committee decides.

## 11. ADMISSION AND REJECTION OF NEW MEMBERS

- 1) The management committee must consider an application for membership at the next committee meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.

- 2) The management committee must ensure that, as soon as possible after the applicant applies to become a member of the Association, and before the Management Committee considers the application, the applicant is advised:
  - (a) whether or not the Association has public liability insurance;
  - (b) if the Association has public liability insurance—the amount of the insurance.
- 3) The Management Committee must decide at the meeting whether to accept or reject the application.
- 4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 5) The Assistant Secretary of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## 12. TERMINATION OF MEMBERSHIP

- 1) A member may resign from the Association by giving a written notice of resignation to the secretary.
- 2) The resignation takes effect at;
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- 3) The management committee may terminate a member's membership if the member;
  - (a) is convicted of any offence relating to cruelty to animals or any other indictable offence; or
  - (b) does not comply with any of the provisions of these rules or the by-laws; or
  - (c) has membership fees in arrears for at least two (2) months; or
  - (d) conducts itself or their self in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 4) 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.
- 5) 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.

## 13. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of that person's intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- 3) If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a management committee meeting to decide the appeal.

## 14. MANAGEMENT COMMITTEE MEETING TO DECIDE APPEAL

- 1) The management committee meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.
- 2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

#### 14A. GRIEVANCE PROCEDURE

- 1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- 2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against the termination.
- 3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to—
  - (a) the other party; and
  - (b) if the other party is not the management committee—the management committee.
- 4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- 5) Subject to rule 14B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- 7) Subject to rule 14B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.
- 8) If the aggrieved party does not ask the association's secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

#### 14B. GRIEVANCE PROCEDURE NOT CONTINUED IN PARTICULAR CIRCUMSTANCES

- 1) This rule applies if—
  - (a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
  - (b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 14A(6).
- 2) The management committee does not have to act under rule 14A(5) or (7) if—
  - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
  - (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
  - (c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
  - (d) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

#### 14C. APPOINTMENT OF MEDIATOR

- 1) If a dispute under rule 14A is referred to mediation—
  - (a) the parties to the dispute must choose a mediator to conduct the mediation; or
  - (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be—
    - (i) for a dispute between a member and another member—a person appointed by the management committee; or
    - (ii) for a dispute between a member and the management committee or the association—an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- 2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.

- 3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### 14D. CONDUCT OF MEDIATION

- 1) If a mediator is appointed under rule 14C, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 2) Subrule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- 3) The mediator—
  - (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
  - (b) must comply with natural justice; and
  - (c) must not act as an adjudicator or arbitrator; and
  - (d) during the mediation—may see the parties with or without their representatives, together or separately.
- 4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in subrule (1).
- 5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### 14E. REPRESENTATION FOR GRIEVANCE PROCEDURE

- 1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- 2) For subrule (1), a person is qualified to act on behalf of a party if the person—
  - (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
  - (b) is authorised to negotiate an agreement for the party.
- 3) If a party appoints a person under subrule (1) to act on the party's behalf, the party must give written notice of the appointment to each of the following entities—
  - a. the other party to the dispute;
  - b. the management committee;
  - c. if a mediator has been appointed before the party appoints the person—the mediator.

#### 14F. ELECTRONIC COMMUNICATION FOR GRIEVANCE PROCEDURE

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

#### 15. REGISTER OF MEMBERS

- 1) The Management Committee must keep a register of members of the Association.
- 2) The register must include the following particulars for each member:-
  - (a) The full name of the member
  - (b) The postal or residential address of the member
  - (c) The date of admission as a member
  - (d) The date of death or time of resignation of the member
  - (e) Details about the termination or reinstatement of membership
  - (f) Any other particulars the management committee or the members at a general meeting decide
- 3) The register must be open for inspection by members of the Association at all reasonable times.
- 4) A member must contact the secretary to arrange an inspection of the register.
- 5) However, the management committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## 16. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 1) A member of the Association must not:
  - (a) Use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2) Sub-rule (a) does not apply if the use or disclosure of the information is approved by the Association.

## 17. APPOINTMENT OR ELECTION OF SECRETARY

- 1) The secretary must be an individual residing in Queensland.
  - (a) An individual member of the Association elected by the Association as secretary; or
  - (b) any of the following persons appointed by the management committee as secretary:
    - i. a member of the Associations management committee;
    - ii. another individual member of the Association;
- 2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 3) If the management committee appoints a person mentioned in subrule (1) (b) (ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 4) However, if the management committee appoints a person mentioned in subrule (1) (b) (ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 5) In this rule — casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

## 18. MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- 1) Management Committee of the Association shall consist of:-
  - (a) An Executive Committee, which shall consist of Association Office Bearers, namely President, Vice-President/s, Secretary, Assistant Secretary and Treasurer all of whom shall be Individual members of the Association.
  - (b) Registrar/s who have been appointed by the Executive Committee and who shall be individual members of the Association.
  - (c) One (1) Delegate nominated from each financial Affiliate Member.
  - (d) Life Members.

## 19. SUB COMMITTEES

- 1) The Management Committee may delegate any of its powers to a sub-committee consisting of such individual members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 2) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairperson of the meeting.
- 3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the member's present, and in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## 20. MEMBERSHIP OF THE EXECUTIVE COMMITTEE

- 1) The Executive committee shall consist of; -  
President, two (2) Vice Presidents, Secretary, Assistant Secretary and Treasurer.

- 2) At the annual general meeting of the Association, all the members of the Executive Committee for the time being shall retire from office, but, shall be eligible upon nomination for re-election.
- 3) The election of the Executive Committee shall take place in the following manner: -
  - (a) Any financial Affiliated Club shall be at liberty to nominate any eligible person to serve as an officer of the Executive Committee.
  - (b) Any two (2) financial individual members shall be at liberty to nominate any eligible person to serve as an officer of the Executive Committee.
  - (c) An eligible person will be a current Office Bearer; or a person who is currently a financial individual member of QFA Inc and who has been, continuously for the previous two (2) years a financial and active individual member of QFA Inc.
  - (d) The nomination, which shall be in writing, shall be lodged with the Secretary at least three (3) months prior to the Annual General Meeting at which time the elections shall take place.
  - (e) A list of the candidates' names in alphabetical order shall be emailed to all affiliated clubs and financial individual members as soon as practicable after nominations are closed.
  - (f) A ballot shall be emailed to each financial individual member and Affiliated Club two (2) months prior to the AGM and be returned to the nominated email address no later than seven (7) days prior to the AGM.
  - (g) If at the closing date for nominations there shall be insufficient number of candidates nominated, nominations may be taken from the floor of the Meeting.
  - (h) If after the scrutineers have counted the votes received, there is a tied vote in any single position, then a Secret Ballot of member's present is to be taken until a clear decision is reached.
- 4) A member of the elected executive committee shall not hold more than one (1) Executive position other than Vice President/Secretary or Secretary/Treasurer. Not more than one (1) member of the same family or household shall concurrently serve on the Executive Committee.

#### 21. RESIGNATION OR REMOVAL FROM OFFICE OF EXECUTIVE COMMITTEE MEMBER

- 1) Any member of the Executive Committee may resign from membership of the Executive Committee at any time, by giving one (1) month notice in writing to the Secretary. Such resignation shall take effect (one) 1 month from the date at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 2) Any member of the Executive Committee may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

#### 22. VACANCIES ON THE EXECUTIVE COMMITTEE

- 1) The Executive Committee shall have power at any time to appoint any eligible individual member (see Rule 20 (3)(c)) or Club Delegate to fill any casual vacancy on the Executive Committee until the next Annual general meeting.
- 2) The continuing members of the Executive Committee may act notwithstanding any casual vacancy in the Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Executive Committee, the continuing member or members may act for the purpose of increasing the number of members of the Executive Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

#### 23. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 1) Except otherwise provided by these rules and subject to resolutions of the individual Members of the Association carried at any general meeting, the Management Committee –
  - (a) Shall have the general control and management of the administration of the Affairs, property and funds of the Association; and
  - (b) Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

- 2) The Management Committee may exercise all the powers of the Association –
  - (a) To borrow or raise or secure the payment of money in such manner as the individual Members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities
  - (b) To borrow money from individual members at a rate of interest not exceeding Interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
  - (c) To invest in such manner as the individual members of the Association may from time to time determine
- 3) All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

#### 24. MEETINGS OF MANAGEMENT COMMITTEE

- 1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate
- 2) Where practical the management committee should meet at least once every calendar month to exercise its functions. (As a minimum, the management committee must meet at least once every four (4) months.)
- 3) The management committee must decide how a meeting is to be called.
- 4) Notice of a meeting is to be given in the way decided by the management committee.
- 5) The management committee may hold meetings, or permit a Committee Member, Office Bearer, or Delegate to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A committee member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.
- 7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 8) A member of the management committee 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 members vote must not be counted.
- 9) The president is to preside as chairperson at a management committee meeting. If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

#### 25. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- 1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the general meeting of the members form a quorum.
- 2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee: -
  - (a) the meeting is to be adjourned for at least 1 day and: -
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

- 4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## 26. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- 1) If the secretary receives a written request signed by at least 33 per cent of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 3) A request for a special meeting must state:
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- 4) A notice of a special meeting must state:
  - (a) the day, time, and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

## 27. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book or recorded digitally.
- 2) To ensure the accuracy of the minutes, the minutes of each management meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

## 28. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 2) Subrule (a) applies even if the act was performed when:
  - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member

## 29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by two or more members of the committee.
- 3) A resolution made in accordance with Rule 29 must be presented to the next management committee meeting for ratification.

## 30. RESOLUTIONS OF OFFICE BEARERS WITHOUT MEETING

- 1) A written resolution signed by each Office Bearer is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by all Office Bearers.
- 3) A resolution made in accordance with Rule 30 must be presented to the next management committee meeting for ratification.

## 31. ANNUAL GENERAL MEETINGS

- 1) The annual general meeting shall be held within three months of the close of the financial year.

- 2) The business to be transacted at every Annual General Meeting shall be –
  - (a) The receiving of the Management Committee’s reports and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding Financial year;
  - (b) The receiving of the auditor’s report upon the books and accounts for the preceding financial year;
  - (c) The election of Office Bearers; and
  - (d) The appointment of the auditor.
  - (e) Appointment of Registrar/s to be confirmed by the incoming Executive

### 32. NOTICE OF GENERAL MEETING (OPEN TO ALL CURRENT FINANCIAL INDIVIDUAL MEMBERS)

- 1) The secretary may call a general meeting of the Association.
- 2) The secretary must give at least 14 days’ notice of the meeting to each individual member of the Association.
- 3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 4) The management committee may decide the way in which the notice must be given.
- 5) However, notice of the following meetings must be given in writing:
  - (a) a meeting called to hear and decide a proposed special resolution of the Association.
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

### 33. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING (AND SPECIAL GENERAL MEETING)

- 1) The quorum for a general meeting is at least the number of Office Bearers elected to the management committee at the close of the Association's last annual general meeting plus one.
- 2) However, if all individual members of the Association are members of the management committee, the quorum is the total number of members less one.
- 3) No business may be conducted at a general meeting unless there is a quorum of individual members when the meeting proceeds to business.
- 4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or individual members of the Association, the meeting lapses.
- 5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or individual members of the Association:
  - (a) the meeting is to be adjourned for at least seven days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 7) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### 34. SPECIAL GENERAL MEETINGS

- 1) A special meeting of the Association shall be convened by the Secretary when directed to do so by the Management Committee; or
- 2) On the requisition in writing signed by not less than one-third of the members presently on the Management Committee. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat, or

- 3) On the requisition in writing signed by not less than the number of individual members of the Association equal to double the number of members presently on the Management Committee plus 1. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat, by giving not less than 14 days' notice of any such meeting to the individual members of the Association; or
- 4) A special meeting must be held within 3 months after the Secretary is directed to do so by the Management Committee or after receiving written request mentioned in subrules (2) and (3).

### 35. PROCEDURE AT GENERAL MEETING

- 1) An individual member may take part and vote in a general meeting in person, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 2) An individual member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- 3) At each general meeting:
  - (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the individual members present must elect one of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### 36. VOTING AT GENERAL MEETING

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the individual members present.
- 2) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote.
- 3) An individual member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 4) The method of voting is to be decided by the management committee.
- 5) However, if at least 20 per cent of the individual members present demand a secret ballot, voting must be by secret ballot.
- 6) If a secret ballot is held, the chairperson must appoint two individual members to conduct the secret ballot in the way the chairperson decides.
- 7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### 37. MINUTES OF GENERAL MEETINGS

- 1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book or recorded digitally.
- 2) To ensure the accuracy of the minutes: -
  - (a) The minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and
  - (b) The minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a General Meeting or Annual General Meeting, verifying their accuracy.
- 3) If asked by an individual member of the Association, the secretary must, within 28 days after the request is made:-
  - (a) Make the minute book for a particular general meeting available for inspection by the individual member at a mutually agreed time and place, and:-
  - (b) Give the individual member copies of the minutes of the meeting.

- 4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

#### 38. BY-LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of individual members.

#### 39. ALTERATION OF RULES

Subject to the provisions of the Associations Incorporations Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Director General, Department of Fair Trading.

#### 40. COMMON SEAL

The Executive Committee shall provide for a Common Seal and for its safe custody.

The Common Seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for that purpose.

#### 41. FUNDS AND ACCOUNTS

- 1) The funds of the Association shall be deposited in the name of the Association in such Bank or Permanent Building society as the Executive Committee may from time to time direct.
- 2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language correctly showing the financial affairs of the Association and the particulars usually shown in books of a like nature or recorded digitally. All moneys shall be deposited as soon as practicable after receipt thereof.
- 3) All amounts of one hundred dollars or over shall be paid by cheque, or by electronic transfer, signed by any two of the President, Secretary, Treasurer or other individual member authorised from time to time by the Executive Committee. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements, which may be open.
- 4) The Executive Committee shall determine the amount of petty cash, which shall be kept, on the imprest system.
- 5) All expenditure shall be approved or ratified at a Management Committee meeting.
- 6) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the particulars of the income and expenditure for the financial year just ended; and the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of the year.
- 7) All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 8) All income and property of the association shall be used and applied only to promote its objects and in the exercise of its powers. No portion of it shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to or among any of the members of the Association. However, nothing in this sub-rule shall prevent the good faith payment to any member of the Association of:
  - (a) Interest on any moneys owing to that member by the Association;
  - (b) remuneration for services rendered to the Association by that member;
  - (c) out of pocket expenses which the member has, or will, incur on Association business;
  - (d) the capital on any money lent to the Association by that member;
  - (e) reasonable and proper charges for any goods hired by the Association from that member;
  - (f) reasonable and proper rent on premises demised or let to the Association by that member.

#### 42. GENERAL FINANCIAL MATTERS

- 1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

#### 43. DOCUMENTS

The Executive Committee shall provide for the safe custody of books, digital records, documents, instruments of title and securities of the Association.

#### 44. FINANCIAL YEAR

The financial year of the Association shall close on 30<sup>th</sup> June in each year.

#### 45. DISTRIBUTION OF SURPLUS ASSETS

If the Association were wound up in accordance with the provisions of the Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to feline health research institutions and/or feline welfare organisations, such institutions or organisations to be determined by the individual members of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 2 (5), such institution or institutions to be determined by the individual members of the Association