

Woodville Community Dog Training Centre Incorporated



CONSTITUTION

The constitution of the Woodville Community Dog Training Centre Incorporated has been developed association in accordance with section 23A of the Associations Incorporation Act 1985.

Section 23A of the Act outlines the content that must be included in the rules of an incorporated association.

The rules must not contain any provision that is contrary to or inconsistent with the Act. Refer to a copy of section 23A.

1. NAME

The name of the incorporated association is **Woodville Community Dog Training Centre Incorporated** referred to herein as “the association”.

2. DEFINITIONS

‘**committee**’ means the committee of management of the association.

‘**general meeting**’ means a general meeting of members of the association convened in accordance with these rules.

‘**member**’ means a member of the association.

‘**the Act**’ means the Associations Incorporation Act 1985.

‘**month**’ shall mean a calendar month.

‘**chairperson**’ means the president of the association

‘**office bearers**’ means president, secretary and treasurer of the association

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

- i) To promote and foster responsible pet dog ownership in the general community.
- ii) To develop and foster public awareness of responsible pet dog ownership.
- iii) To educate, foster and develop pet dog owners’ skills in pet dog care, training and socialization to standards acceptable in the community and to the association.
- iv) To promote and foster good fellowship among members in the activities with which the Association is involved.
- v) To liaise with all levels of government on laws, rules or bylaws on pet dog ownership or control as considered appropriate.
- vi) To render assistance (pecuniary or otherwise) to any other association, body or institution promoting an interest in responsible pet dog ownership.

4. POWERS OF THE ASSOCIATION

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

- i) acquire, hold, deal with and dispose of, any real or personal property; and
- ii) administer; and operate on trust
- iii) open and operate ADI accounts; and
- iv) invest its monies –
 - (a) any security in which trust moneys may, by Act of Parliament, be invested; or
 - (b) in any other manner authorized by the rules of the association; and
 - (c) borrow money upon such terms and conditions as the association thinks fit; and
 - (d) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
 - (e) appoint agents to transact any business of the association on its behalf; and
 - (f) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 i) ELIGIBILITY

Any person who owns or is interested in a pet dog or supports the objects of the association and who agrees to be bound by its rules who applies for membership of the association. The application for membership shall be made in writing and signed by the applicant. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

ii) TYPES OF MEMBERSHIP

There shall be the following types of membership

1. ordinary member

Any person not qualifying for any of the other types of membership listed below.

2. junior member

Persons under 18 years of age shall be eligible for junior membership. A junior member shall not be entitled to vote at any meeting of the association.

3. family member

Any person or persons from the same household training more than one pet dog with the association.

4. pensioner member

Any person in receipt of the aged pension and training one or more pet dogs with the association.

5. honorary member

The committee of the association may confer honorary membership on any person considered worthy thereof for a period not exceeding one year. An honorary member shall have all the rights and privileges of an ordinary member including the right to vote at the meetings of the association.

6. life member

Any person who has rendered such service over a period of ten consecutive years as would in the opinion of the committee, entitle them to this distinction, may be admitted by resolution of the club members at a general meeting as an honorary member of the club for life. Nominations for life membership shall be received from members by the committee for consideration up until the meeting before the annual general meeting.

5.2 SUBSCRIPTIONS

i) The subscription fees for each type of membership, excluding life and honorary membership for which there will be no fees, shall be such sum as the members shall determine from time to time at general meeting.

ii) The subscription fees shall be payable annually upon joining the association and on the anniversary each calendar year thereafter.

iv) 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.

5.3 RESIGNATIONS

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

5.4 EXPULSIONS

i) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

ii) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

iv) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4 v) below), cease to be a member 14 days after the committee has communicated its determination to the member.

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

vi) In the event of an appeal under 5.4 v) above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 REGISTER OF MEMBERS

A register of members must be kept and contain:

i) the name and address of each member and such information as the association deems necessary; and

ii) the date on which each member was admitted to the association; and

iii) if applicable, the date of, and reason(s) for, termination of membership.

6. THE COMMITTEE

6.1 POWERS AND DUTIES

i) The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

ii) The committee has the management and control of the funds and other property of the association.

iii) 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.

iv) The committee shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer, is to be lodged within one month after the change with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.

6.2 APPOINTMENT

i) The committee shall be comprised of a chairperson, secretary, treasurer, the chief instructor and five committee members.

ii) The chief instructor shall be appointed to a tenured position through an accepted merit process. The appointment will be endorsed by the committee and the instructors. As the chief instructor position is a tenured the position will not be subject to the requirements of retirement and election as defined in clause 6.2iv) below.

iii) A committee member shall be a natural person.

iv) The first committee of the association under these rules shall be comprised of such persons as hold office prior to acceptance of these rules. They shall hold office until the first annual general meeting after acceptance of these rules when the secretary and three of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members or those who are appointed under clause 6.2vii) to replace them, shall retire.

v) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person before the meeting by delivering in writing the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee. In the event that insufficient nominations are received prior to the meeting the chairperson may seek nominations from the floor. Should a position remain unfilled the committee may fill it as a casual vacancy at a future date.

vi) The committee may appoint a person to fill a casual vacancy, and such a committee member or Office Bearer shall hold office until the expiry of the original elected term of the position and shall be eligible for election to the committee without nomination thereafter in terms of clause 6.2 iv) above.

vii) The committee shall meet together at least 6 times during the year for the dispatch of business.

viii) Questions arising at any meeting of the committee shall be decided by a majority of votes and in the event of equality of votes the chairperson shall have a casting vote but not a deliberative vote.

ix) A quorum for a meeting of the committee shall be one half of the members of the committee.

x) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

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

- ◆ disqualified from being a committee member by the Act;
- ◆ expelled as a member under these rules;
- ◆ permanently incapacitated by ill health;
- ◆ absent without apology from more than four meetings in elected year;
- ◆ no longer the duly appointed representative of a corporate member.

7. THE SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and the secretary.

8. GENERAL MEETINGS

8.1 Annual General Meetings

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

ii) The first annual general meeting shall be held within 18 months after adoption of these rules, and thereafter within 3 months after the end of its financial year.

iii) The order of the business at the meeting shall be:

1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

2. the consideration of the accounts and reports of the committee and the auditor's report.
3. the election of committee members
4. the appointment of auditors
5. any other business requiring consideration by the association in general meeting.

8.2 SPECIAL GENERAL MEETINGS

- i) The committee may call a special general meeting of the association at any time.
- ii) Upon a requisition in writing of not less than 5%, of the total number of members of the association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- iii) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 NOTICE OF GENERAL MEETINGS

The committee shall, not less than twenty one (21) days before the date of the General Meeting, give members a notice setting out the date, place, and hour of the meeting and stating the nature of the business to be transacted thereat. The notice is to include a nomination form for the election to the positions of Office Bearers and committee. In addition the date, place, hour of the meeting and the nature of the business to be transacted thereat will be advertised in the public notices of "The Advertiser" not less than twenty one (21) before the date of the General Meeting.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- i) Thirty members present personally shall constitute a quorum for the transaction of business at any general meeting.
- ii) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- iii) Subject to 8.4 iv), the chairperson shall preside as chairperson at a general meeting of the association.
- iv) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members

may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 VOTING AT GENERAL MEETINGS

i) Subject to these rules, every member of the association has only one vote at a meeting of the association.

ii) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person.

iii) Unless a poll is chosen by the chairperson or demanded by at least five members, a question for decision at a general meeting shall be determined by a show of hands.

8.6 POLL AT GENERAL MEETINGS

i) If a poll is chosen, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

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

8.7 SPECIAL AND ORDINARY RESOLUTIONS

i) A special resolution is a resolution passed at a duly convened meeting of the members of the association if

1. at least twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association and
2. it is passed at the meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association being entitled to vote do so at that meeting

as defined in the Act.

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

9. MINUTES

i) 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.

ii) 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.

iii) 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.

iv) 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.

10. DISPUTE RESOLUTION

i) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -

- (a) a member and another member
- (b) a member and the association

ii) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

iii) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties. Should the independent third person not be able to resolve the dispute their recommendation for further action shall be binding on all parties to the dispute and the association

iv) In this rule "member" includes any person who was a member not more than six months before the dispute occurred.

11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

Following the acceptance of these rules the treasurer shall close the accounts off as at the next 31 December and present them at the next Annual General Meeting as an interim period. Thereafter the financial year of the association shall be for 12 months commencing 1 January and ending 31 December each year.

11.2 ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records in such a manner as will enable

- i) the preparation from time to time of accounts that present fairly the operations of the association; and
- ii) the accounts to of the association to be conveniently and properly audited in accordance with the act.

11.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting in accordance with section 35(6) of the Act which stipulates that:

“the committee of a prescribed association that has members must cause the audited accounts, the auditors' report on those accounts and the report of the committee to be laid before the members of the association at the annual general meeting of the association or, if an annual general meeting is not to be held, within five months of the end of the financial year to which the accounts relate.”

11.4 ANNUAL RETURN

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report. Refer to section 36(1) of the Act.

11.5 APPOINTMENT OF AUDITOR

i) At each annual general meeting, the members shall appoint a person to be auditor of the association. The auditor shall be a registered company auditor, a firm of registered company auditors, a person who is a member of the Australian Society of Certified Practising Accountants or The Institute of Chartered Accountants in Australia or such other person approved by the Commission as an auditor of the accounts of the association. A person who is

1. an officer; or
2. a partner, employer or employee of an officer; or
3. an employee; or
4. a partner or employee of an employee,

of the association, may not be appointed as auditor of the accounts of the association.

ii) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

iii) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

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

Section 55 of the Act provides a prohibition against securing profits for members.

13. WINDING UP

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

14. APPLICATION OF SURPLUS ASSETS

i) If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

ii) The association may determine to distribute surplus assets to nominated charities. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

15. RULES

These rules may be altered (including an alteration to the association's name) by ordinary resolution of the members of the association provided that not less than twenty one (21) days notice of intention to alter the rules is given to the members. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

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.

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.