

## THE SIAMESE CAT SOCIETY OF NSW INC

## CONSTITUTION

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as amended 23<sup>rd</sup> February 2013

as amended 7<sup>th</sup> February 2015

as amended 30<sup>th</sup> January 2016

as amended 4<sup>th</sup> February 2017

## OF

## THE SIAMESE CAT SOCIETY OF NSW INC

- 1 The name of the Society shall be "The Siamese Cat Society of NSW Inc".
- 2 The objects of the Society shall be to:
  - (a) Promote and improve the breeding of pedigree Siamese cats.
  - (b) Safeguard and encourage fair dealing in Siamese cats.
  - (c) Promote co-operation and mutual assistance between members in breeding and dealing in Siamese cats.
  - (d) Maintain a critical supervision of the official standards of points for Siamese cats, their statement, implications and interpretation by breeders and judges.
  - (e) Hold shows of Siamese and other cats and exhibitions, and to support other clubs providing classes for Siamese cats.
  - (f) Undertake to work co-operatively to rescue and find a Home for Life for Siamese Cats, as far as practicable.
  - (g) Undertake all such other activities as shall be for the benefit of Siamese cats, and to support all actions for the welfare of all cats.

### 3 MEMBERSHIP

- (a) The Society shall consist of Full members, Associate members and Honorary members.
- (i) **Full Members** shall be breeders or owners of Siamese cats, and their husband, wife or defacto partner, each living at the same address.
  - (ii) **Associate Members** shall be persons other than full members interested in Siamese cats.
  - (iii) **Honorary Members** shall be persons who in the opinion of the Committee have given special service to the Society, and may be elected for one year or, in exceptional circumstances, for life. An honorary member shall retain the voting rights possessed before election to honorary status or, if not previously a member of the Society, such rights as the Committee shall determine.
  - (iv) **Joint Full Members** shall be available to members in accordance with Membership rule 3(a)(i).
- (b) All prospective members shall apply for membership on the form prescribed by the Committee and shall be elected by the Committee. Two negative votes in a secret ballot shall exclude from progressing to membership.
- (c) Any member may be expelled from the Society by resolution of the Committee or of a general meeting, for actions calculated to be contrary to the objects or spirit of the Society or to be likely to bring the Society into disrepute. A member shall be notified in writing of any motion for expulsion and shall be given opportunity to defend himself,

and may also appeal from a decision of the Committee to the Annual General Meeting or the next Special General Meeting for re-instatement.

- (d) Upon election, full or associate members shall pay an annual subscription of amounts to be determined by the Annual General Meeting at the request of the Committee. Honorary members shall pay no fees. Members elected during the final quarter of the Society's financial year shall remain financial for the following year without payment of any further subscription unless the subscription be increased by the Annual General Meeting when they shall pay the amount of the increase.
- (e) Members, upon election, shall receive and accept the constitution of the Society and the authority of the elected officers and committee in all matters relating to business and procedure. Members may attend any meeting of the Society, other than a committee meeting, and shall possess equal rights excepting as otherwise stated in this constitution.

### 4 VOTING

- (a) All members shall have the right to vote except where this constitution excludes.
- Certain categories of subjects shall be open to vote by full members only. These shall be matters which in the opinion of the chairman of the meeting materially affect the position, interests or status of Siamese breeders and owners or of the breed itself, either in isolation or relative to other breeds or breeders, and shall include discussion of the standards, special judges, appointment of judges at shows, conditions at specialist shows or in Siamese classes at general shows, etc.
- (b) Save as this constitution provides otherwise questions shall be decided by a majority vote at all meeting and committee meetings.

- (c) Any chairman of a meeting shall have only a casting vote.
- (d) There shall be no proxy voting except where one months notice of motion shall have been given **and** either the Committee directs, **or** six members present or in writing request to the Secretary, that proxy votes be accepted. In such event the Secretary shall notify all members of the motion and shall at the same time forward proxy papers to all members eligible to vote.
- (e) Either the Committee or a General Meeting shall have power to refer any question of importance to a postal vote of all members eligible to vote.
- (f) Voting at all meetings shall be by a show of hands excepting:
  - (i) For the election of officers and committee.
  - (ii) For the election of new members.
  - (iii) When directed otherwise by the chairman of the meeting.
  - (iv) If any two members present object, then a secret ballot shall be held.
- (g) A postal vote shall be organised by the Secretary who shall specify exactly the question to be resolved and shall send voting papers to all eligible members and shall set a reasonable closing date for the receipt of replies after which date any papers received shall be informal.  
  
Except in the case of an election a two-thirds majority of members voting in a postal ballot shall decide a motion in the affirmative.
- (h) Any ballot paper marked in any way other than as directed by the officer controlling the election shall be informal.

## 5 OFFICERS AND COMMITTEE

- (a) The Society shall elect or appoint annually the following officers, who shall be full members or honorary members with full voting rights at the time of their nomination, to control and conduct the business of the Society:
  - (i) President
  - (ii) Senior Vice-President
  - (iii) Vice President
  - (iv) Honorary Secretary
  - (v) Honorary Treasurer
  - (vi) Webmaster
  - (vii) Social Media Moderator
  - (viii) Kitten Registrar
  - (ix) Governing Body representative
  - (x) Not less than five nor more than 10 committee members.
- (b) Election of Officers and Committee
  - (i) A committee of not less than five nor more than 10 members who shall be full members or honorary members with full voting rights at the time of their nomination shall be elected by a postal vote of all members. The Secretary shall call for nominations and shall conduct the election so that the result may be declared at the Annual General Meeting. Candidates for election to the committee shall be nominated and seconded in writing to the Secretary and nominators shall obtain the written consent of the candidates to be nominated.
  - (ii) The newly elected committee shall meet as soon as possible and not later than one month after the

Declaration of the Ballot and shall elect or appoint from among its members the following office bearers.

- (A) President
- (B) Senior Vice-President
- (C) Vice President
- (D) Honorary Secretary
- (E) Honorary Treasurer
- (F) Webmaster
- (G) Social Media Moderator
- (H) Kitten Registrar
- (I) Governing Body Representative

(c) The Committee

- (i) The committee shall comprise the officers and committee members. It shall be responsible for all the business of the Society and shall meet at least four times a year. It may appoint sub-committees, temporary officers etc to conduct specific activities or enquiries for the Society and shall receive from such sub-committees or officers reports of their activities or findings for inclusion in the minutes.
- (ii) Any committee member failing to attend at more than two consecutive meetings except on account of serious illness may be asked to resign.
- (iii) The committee may co-opt members and appoint officers as required if any position fall vacant during the year.

(d) Duties of Officers

The **President** shall preside at all meetings of the Society or the committee. He/she shall rule on the interpretation of the

constitution and the conduct of the Society as required and his/her decision shall be final.

The **Senior Vice President** and **Vice President** shall deputise for the President as required and when acting in that capacity shall perform all duties proper to the President.

The **Honorary Secretary** shall:

- (i) Conduct the Society's correspondence.
- (ii) Maintain an open list of financial members.
- (iii) Notify new members of their election and forward to them a copy of the constitution.
- (iv) Conduct elections and postal ballots.
- (v) Notify all members of meetings in writing.
- (vi) On the President's instruction convene committee meetings.
- (vii) Keep true minutes of all general and committee meetings.
- (viii) Perform any other duties required by the constitution or entrusted to him/her by the committee

The **Honorary Treasurer** shall:

- (i) Receive and hold all monies on behalf of the Society.
- (ii) Defray from the funds all authorised expenses incurred by the Committee, sub-committees, or any officer in discharge of their duties under this constitution. All payments to be made by cheque.
- (iii) Render a detailed statement of receipts and expenditure at all general and committee meetings.

- (iv) Present either an audited statement of the financial position of the Society or an original and most recent bank statement signed by a Justice of the Peace declaring the financial position of the Society together with a report on the year's financial activities to the Annual General Meeting.

The **Webmaster** shall:

- (i) Manage the Society's website
- (ii) Maintain and upload data as submitted from time to time by committee and members

The **Social Media Moderator** shall:

- (i) Manage and maintain Social Media sites as approved from time to time by committee.
- (ii) Moderate all activity on Society's Social Media sites upholding the integrity of the Society at all times.

The **Kitten Registrar** shall:

- (i) Co-ordinate the availability of kittens for sale from details provided by members
- (ii) Make available to the Webmaster the register of kittens available for uploading to the Society's website

The **Governing Body Representative** shall:

- (i) attend meetings of the Governing Body of which the Society is affiliated should such meetings be requiring The Society's attendance

- (ii) at all times conduct himself/herself in the best interests of The Society

- (e) No non-member of the Society shall hold any office or perform any function on behalf of the Society, other than judging at shows, nor act in any formal capacity at any meeting or show organised by and for the Society.
- (f) The Society may appoint annually an auditor who may (notwithstanding the provisions of sub-clause (e) hereof) be a non member of the Society, but shall be an officer of the Society. If an auditor resigns, or otherwise ceases to act, the Committee may fill the vacancy; but the person so appointed shall not act after the next Annual General Meeting, unless appointed by the Society.

## 6 Meetings

- (a) Committee meetings
  - (i) A quorum for a committee meeting shall be four members present.
  - (ii) Except where this constitution provides the Committee shall have power to regulate its own procedure.
  - (iii) Other power that may be exercised by the Committee shall include:
    - The organising and holding of shows on behalf of the Society.
    - The furthering of all the aims of the Society.
    - The making, cancellation or amendment of regulations for the control the Society's activities.
    - Acting in the capacity of a trustee for all property of the Society provided that no individual member shall be held personally liable for any loss or damage not arising through his gross negligence or fraud.

(b) Annual General Meeting

The Annual General Meeting of the Society shall be held on or after the 1<sup>st</sup> January and before the third week in February in each year, and the Secretary shall give every member 14 days notice of the date, time and place of meeting, in writing. A quorum for the Annual General Meeting shall be six financial members or one sixth of the financial membership, whichever is the smaller.

The business of the Annual General Meeting shall be:

- (i) Minutes of the previous Annual General Meeting.
- (ii) Business arising from these minutes.
- (iii) President's report.
- (iv) Treasurer's report.
- (v) Other general business.
- (vi) Declaration of poll.
- (vii) Election of:
  - (A) Auditors if required
  - (B) Patrons if required.

(c) Special General Meetings

The Committee shall have power to summon a special general meeting at any time, and must do so within one month of the receipt by the Secretary of a requisition, signed by not less than eight members, specifying exactly the business for which such meeting is required. At a meeting summoned under this clause no business other than the business on the agenda shall be transacted.

The quorum for a special general meeting shall be six financial members or 1/6<sup>th</sup> of the financial membership, whichever is the smaller.

(d) If at any time a quorum for a business or committee meeting of the Society is not present within half a hour of the time advertised as the time of commencement of the meeting the meeting shall be abandoned and transferred to the same place, time and day in the following week when if no quorum is present within half an hour the members present shall constitute a quorum for that meeting.

(e) Ordinary meetings of the Society shall be meetings other than business or committee meetings.

**7 AFFILIATIONS**

- (a) The Society may affiliate with any cat registering organisation or body where such affiliation is judged to contribute to the Objects of the Society.
- (b) The Society will decide at its Annual General Meeting, and therefore appoint, the cat registering organisation as at 7(a).
- (c) The Society may accept affiliations from other societies clubs etc provided such societies, clubs etc accept the objects of the Society on matters pertaining to Siamese cats.

**8 FINANCE**

- (a) The Society's financial year shall run from 1<sup>st</sup> January to 31<sup>st</sup> December.
- (b) A banking account shall be opened on behalf of the Society. All cheques drawn on behalf of the Society shall be signed by two out of the President, Honorary Secretary and Honorary Treasurer. All electronic transactions debiting our Society banking account shall carry the authorisation of two out of the President, Honorary Secretary and Honorary Treasurer.
- (c) In the event of the Club being dissolved the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Club in accordance

with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

- (d) The Society shall not be dissolved except at a general meeting of the Society specially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of the same.

## **9 ALTERATION OF CONSTITUTION**

- (a) The constitution of the Society may only be altered by a two thirds majority of the annual or a special general meeting and provided notice of an intention to review a part of the whole of the constitution shall have been given in writing to the Secretary and all members notified of the intention, in writing, one month prior to the meeting. Proxy papers must accompany any such notification of motion to review the constitution.
- (b) Notwithstanding the previous paragraph the following clauses or sections of the constitution shall be deemed to be entrenched and shall in no way be altered or amended, nor shall any addition or deletion from the constitution be made that in any way contradicts the following clauses or sections:
- Section 1
  - Section 2 clause (a)
  - Section 2 clause (e)
  - Section 3 clause (a) parts (i) and (ii)
  - Section 5 clause (a)
  - Section 5 clause (c)
  - Section 9

## **10 REGULATIONS**

The Committee shall formulate from time to time as necessary regulations for the conduct of the Society and its members within the limits of this constitution. Such regulations shall become effective upon notification to all members which shall be within three months of their enactment. Failure to notify any regulation within this period shall automatically render it null and void. Regulations may be repealed, altered or extended by either the Committee, the Annual General Meeting, or a majority of members as determined by a postal vote when abstention shall count as a negative vote.

## **11 MOTIONS**

All motions shall be worded so that the direction of action of the motion shall be supported by an affirmative vote. The chairman shall direct the rewording of any motion contrary to this provision, or may declare the motion unacceptable.

## **12 INTERPRETATIONS**

In this constitution, unless the context requires otherwise:

- (a) Words implying the masculine gender shall be taken to include the feminine and the singular shall include the plural and vice versa.
- (b) The expression "The Society" means The Siamese Cat Society of N.S.W. Inc.
- (c) The Chairman means the President or his deputy acting in the capacity of chairman.
- (d) "Writing" includes printing, typing, email, photocopying, and on any other like means of written communication.
- (e) "Governing Body" means the Association with which The Society is affiliated.

### **13 INAUGURAL MEETING**

The inaugural meeting of the Society shall be considered to be the first Annual General Meeting of the Society. The persons present at the inaugural meeting shall be foundation members of the Society. At the inaugural meeting there shall be elected such officers as are specified above in Section 5 to hold office until the second Annual General Meeting. The inaugural meeting shall also determine such other matters as are essential to inauguration of the Society and its proper functioning.