

***The Cat Association of the Northern Territory (Inc.)***  
*affiliated with Australian Cat Federation (Inc.)*

# **CONSTITUTION**



***Revised 2022***

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# CONSTITUTION

## **PART 1: PRELIMINARY**

### **1 NAME**

1.1 The name of the incorporated association is:

The Cat Association of the Northern Territory (Inc.) and shall be known as C.A.N.T. (Inc.).

### **2 OBJECTS AND PURPOSES**

2.1 The objects and purposes of The Cat Association of the Northern Territory (Inc.) are as follows:

- 2.1.1 To promote in every way the general improvement of the standard, breeding and the exhibition of cats.
- 2.1.2 To draw up and provide rules, with reference to the Australian Cat Federation (Inc.) rules, under which The Cat Association of the Northern Territory (Inc.) or any duly appointed Committee or Sub-Committee may grant permission to hold Championship Shows and other exhibitions.
- 2.1.3 To regulate any such shows and other exhibitions.
- 2.1.4 To conduct, control and manage shows and exhibitions of cats and to approve the holding of shows and exhibitions of cats by others, for any purpose connected with the objects of The Cat Association of the Northern Territory (Inc.).
- 2.1.5 To train judges and other officers as required by The Cat Association of the Northern Territory (Inc.) from time to time.
- 2.1.6 To protect the interests of exhibitors at shows and other exhibitions.
- 2.1.7 To either give or contribute towards prizes, medals and awards in connection with shows and other exhibitions. To promote and support displays and entertainment.
- 2.1.8 To award Challenge Certificates, Award of Merit Certificates, Championships, to allot titles and to make regulations thereto.
- 2.1.9 To keep a Register of Cats and ownership thereof, litters and Prefixes and to make regulations.
- 2.1.10 To compile and publish stud books.
- 2.1.11 To publish a periodical to be known as "Mews of the NT.", copies to be made available to all financial members or subscribers, fifty percent (50%) per annum from each member's annual subscriptions shall be set apart for the periodical.
- 2.1.12 To draw up rules for the affiliation of kindred bodies and grant or withhold affiliation in accordance with the rules of The Cat Association of the Northern Territory (Inc.).
- 2.1.13 To subscribe to and become affiliated with, any other bodies whose objects are kindred in the objects of The Cat Association of the Northern Territory (Inc.).
- 2.1.14 To afford the means of reference for the amicable settlement of disputes and to prevent illegal, discreditable or dishonest practices.
- 2.1.15 To hear appeals from exhibitors or from members of affiliated bodies, owners of cats who are themselves, or whose cats have been disqualified or penalised by affiliated bodies.

### **3 MINIMUM NUMBER OF MEMBERS**

3.1 The Cat Association of the Northern Territory (Inc.) must have at least five (5) members.

## **4 DEFINITIONS**

4.1 In this Constitution, unless the contrary intention appears:

- 4.1.1 “Act” means the *NT Associations Act* and regulations made under that Act;
- 4.1.2 “Committee” means the Management Committee of The Cat Association of the Northern Territory (Inc.);
- 4.1.3 “financial institution” means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;
- 4.1.4 “general meeting” means a general meeting of members convened in accordance with clause 44;
- 4.1.5 “member” means a member of The Cat Association of the Northern Territory (Inc.);
- 4.1.6 “affiliate member” means a club affiliated with The Cat Association of the Northern Territory (Inc.) and with similar objects and purpose to The Cat Association of the Northern Territory (Inc.);
- 4.1.7 “register of members” means the register of The Cat Association of the Northern Territory (Inc.) members established and maintained under section 34 of the Act;
- 4.1.8 “special resolution” means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.
- 4.1.9 'Business Day' means any day which is not a Saturday, Sunday or a NT wide public holiday within the meaning of the *Public Holidays Act*.
- 4.1.10 'Business Hours' means from 8.00am to 5.00pm on a Business Day at the place where the Services are to be provided.

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## **PART 2: CONSTITUTION AND POWERS OF ASSOCIATION**

### **5 POWERS OF THE CAT ASSOCIATION OF THE NORTHERN TERRITORY (INC)**

5.1 For achieving its objects and purposes, The Cat Association of the Northern Territory (Inc.); has the powers conferred by sections 11 and 13 of the Act.

5.2 Subject to the Act, The Cat Association of the Northern Territory (Inc.); may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:

- 5.2.1 Acquire, hold and dispose of real or personal property;
- 5.2.2 Open and operate accounts with financial institutions;
- 5.2.3 Invest its money in any security in which trust monies may lawfully be invested;
- 5.2.4 Raise and borrow money on the terms and in the manner it considers appropriate;
- 5.2.5 Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- 5.2.6 Make rules, regulations and/or by-laws, and to do all other acts, matters and things as may be necessary or expedient to promote all or any of the objects or matters incidental thereto;
- 5.2.7 Levy fees for membership, registration of cats, litters, prefixes, transfers of ownership, or for any other purpose which is considered desirable;
- 5.2.8 Appoint Committees, Sub-Committees or Sub Branches and to delegate such powers as are considered appropriate;
- 5.2.9 <sup>1</sup>
- 5.2.10 Appoint agents to transact business on its behalf; and
- 5.2.11 Enter into any other contract it considers necessary or desirable.

### **6 EFFECT OF CONSTITUTION**

6.1 This Constitution binds every member and The Cat Association of the Northern Territory (Inc.); to the same extent as if every member and The Cat Association of the Northern Territory (Inc.); had signed and sealed this Constitution and agreed to be bound by it.

### **7 INCONSISTENCY BETWEEN CONSTITUTION AND ACT**

7.1 If there is any inconsistency between this Constitution and the Act, the Act prevails.

### **8 ALTERING THE CONSTITUTION**

8.1 This Constitution shall come into force forthwith and shall be the Constitution of The Cat Association of the Northern Territory (Inc.) and no part of the Constitution shall be varied, altered, repealed or amended save at a General Meeting of The Cat Association of the Northern Territory (Inc.) by a special resolution on that behalf carried by a majority of seventy-five (75%) percent of the members present.

8.2 If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

## **PART 3: MEMBERS**

### ***DIVISION 1 MEMBERSHIP***

### **9 CLASSES OF MEMBERSHIP**

9.1 Full Membership:

- 9.1.1 A person who is 18 years or over may apply for Full Membership of The Cat Association of the Northern Territory (Inc.).

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<sup>1</sup> 2018: Deleted clause 5.2.9 in entirety. (relating to gift fund CATS NT)

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9.1.2 The person must be a resident of the Northern Territory.

## 9.2 Junior Membership:

9.2.1 A person who is under the age of eighteen (18) years.

9.2.2 Membership fees shall not include the periodical "Mews of the NT".

9.2.3 On attaining eighteen (18) years, a Junior Member shall automatically be elected a Full Member.

## 9.3 Life Membership:

9.3.1 May be conferred upon persons who in the opinion of the Committee have given outstanding or special service to The Cat Association of the Northern Territory (Inc.).

9.3.2 A Life Member shall retain the voting rights possessed before election to honorary status and retain all privileges of a Full Member. If not previously a member of The Cat Association of the Northern Territory (Inc.) such rights as the Committee shall determine.

## 9.4 Affiliate Membership:

9.4.1 Clubs with objects that are kindred to the objects of The Cat Association of the Northern Territory (Inc.) may apply for Affiliate Membership.

9.4.2 Each Affiliate Member shall annually following each annual general meeting of the Affiliate Member provide to The Cat Association of the Northern Territory (Inc.) a certified copy of the Club's Balance Sheet for the preceding year and a list of current Office Bearers and a report of activities.

## 9.5 Associate Membership:

9.5.1 A person who is not otherwise eligible to apply for membership of The Cat Association of the Northern Territory (Inc.) under another membership class may apply for Associate Membership.

9.5.2 An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

## 10 APPLICATION FOR MEMBERSHIP

### 10.1 Application for membership shall be:

10.1.1 made in writing on a form approved by the Committee; and

10.1.2 signed by the person and proposed by a member of The Cat Association of the Northern Territory (Inc.).

## 11 APPROVAL OF COMMITTEE

11.1 The name of every person applying for membership shall be submitted to the Committee at its next available Committee meeting for election or otherwise.

11.2 The Committee shall have power to refuse application for membership.

11.3 If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within fourteen (14) days after being advised of the rejection.

11.4 If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.

11.5 If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

## 12 JOINING FEE

12.1 If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.

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12.2 The joining fee is either:

- 12.2.1 a pro rata annual fee based on the remaining part of the financial year; or
- 12.2.2 the amount determined from time to time by resolution at a general meeting.

## **13 ANNUAL MEMBERSHIP FEES**

13.1 All members subscription shall become due and payable on the first day of February each year.

13.2 The annual membership fee for each of the classes of membership referred to in clause 9 is the amount determined from time by the Committee.

- 13.2.1 In the case of a Family Membership, where one member is a Life Member, the annual subscription shall be the difference between a family membership and a single membership.

13.3 Any person whose subscription shall be unpaid for three (3) months shall be deemed a nonfinancial member and shall not be entitled to any privileges of membership.

## ***DIVISION 2 RIGHTS OF MEMBERS***

### **14 GENERAL**

14.1 Subject to sub-clause 15.4, a member may exercise the rights of membership when his or her name is entered in the register of members.

14.2 A right of membership of The Cat Association of the Northern Territory (Inc.):

- 14.2.1 is to be issued annually with Membership advice and Number;
- 14.2.2 is not capable of being transferred or transmitted to another person; and
- 14.2.3 terminates on the cessation of membership whether by death, resignation or otherwise.

14.3 The Committee has the power to determine the rights of membership.

### **15 VOTING**

15.1 Subject to sub-clause 15.4 and clause 18, each member has one vote at general meetings of The Cat Association of the Northern Territory (Inc.).

15.2 Junior and Associate Members do not have the right to vote at any meetings of The Cat Association of the Northern Territory (Inc.).

15.3 Each Affiliate Member has one vote at any meetings of The Cat Association of the Northern Territory (Inc.).

15.4 A member is not eligible to vote until ten (10) working days after his or her application has been accepted.

### **16 NOTICE OF MEETINGS AND SPECIAL RESOLUTIONS**

16.1 The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

### **17 ACCESS TO INFORMATION ON CAT ASSOCIATION OF THE NORTHERN TERRITORY (INC)**

17.1 The following must be available for inspection by members:

- 17.1.1 a copy of this Constitution;
- 17.1.2 minutes of general meetings;
- 17.1.3 a register of members; and
- 17.1.4 annual reports and annual financial reports.



## **18 RAISING GRIEVANCES AND COMPLAINTS**

18.1 A member may raise a grievance or complaint about a committee member, the Committee or another member of The Cat Association of the Northern Territory (Inc.).

18.2 The grievance or complaint must be dealt with by the procedures set out in Part 8.

## ***DIVISION 3 TERMINATION, DEATH, SUSPENSION AND EXPULSION***

## **19 TERMINATION OF MEMBERSHIP**

19.1 Membership of the Association may be terminated by:

- 19.1.1 a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- 19.1.2 non-payment of the annual membership fee within the time allowed under sub-clause 13.3; or
- 19.1.3 expulsion in accordance with this Division.

## **20 DEATH OF MEMBER OR WHEREABOUTS UNKNOWN**

20.1 If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

## **21 SUSPENSION OR EXPULSION OF MEMBERS**

21.1 If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of The Cat Association of the Northern Territory (Inc.), the Committee must give notice of the proposed suspension or expulsion to the member.

21.2 The notice must:

- 21.2.1 be in writing and include:
  - 21.2.1.1 the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
  - 21.2.1.2 the particulars of the conduct; and
  - 21.2.1.3 be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph 21.2.1.1.

21.3 At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.

21.4 The Committee may suspend or expel or decline to suspend or expel the member from The Cat Association of the Northern Territory (Inc.) and must give written notice of the decision and the reason for it to the member.

21.5 Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

21.6 In the case of a person suspended or disqualified or otherwise ineligible to take part in shows or exhibitions held under the rules of The Cat Association of the Northern Territory (Inc.) he or she shall cease to be a member for the term of such suspension, disqualification or ineligibility, or for a longer period as the Committee shall decide.

21.7 Any person whether a member of The Cat Association of the Northern Territory (Inc.) or not, may be disqualified by The Cat Association of the Northern Territory (Inc.) if in the opinion of the Committee such has:

- 21.7.1 taken part in promotion of an unrecognised show or exhibition;
- 21.7.2 entered a cat for an unrecognised show or exhibition;
- 21.7.3 exhibited a cat at any unrecognised show, or has had a proprietary interest in any cat when such cat was being shown at an unrecognised show;

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21.7.4 acted as Judge or in any other official capacity at any unrecognised show;

21.7.5 knowingly employed any disqualified person in any capacity whatsoever, in connection with cats; and

21.7.6 been found guilty of wilfully stealing, poisoning, maiming or otherwise disfiguring any cat. The disqualification in this case is for life and shall prevent such person from holding a Prefix and breeding or registering any cats with The Cat Association of the Northern Territory (Inc.).

21.8 The person disqualified shall not be permitted to take part in any recognised show whether as a competitor or judge or other official.

## **22 APPEALS AGAINST SUSPENSION OR EXPULSION**

22.1 A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within fourteen (14) days after receipt of the Committee's decision.

22.2 The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

22.3 The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.

22.4 The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

## ***PART 4: MANAGEMENT COMMITTEE***

### ***DIVISION 1 GENERAL***

## **23 ROLE AND POWERS**

23.1 The business of The Cat Association of the Northern Territory (Inc.) must be managed by or under the direction of a Management Committee.

23.2 The Management Committee may exercise all the powers of The Cat Association of the Northern Territory (Inc.) except those matters that the Act or this Constitution requires The Cat Association of the Northern Territory (Inc.) to determine through a general meeting of members.

23.3 The Management Committee may appoint and remove staff.

23.4 The Management Committee may establish one or more subcommittees consisting of the members of The Cat Association of the Northern Territory (Inc.) the Committee considers appropriate.

## **24 COMPOSITION OF MANAGEMENT COMMITTEE**

24.1 The Management Committee comprises:

24.1.1 President, Vice-President, Secretary, Minute Secretary, Status Clerk, Treasurer, Registrar, Prefix Recorder, Editor, Sub-Editor, Chief Steward, Policy & Procedures Manager and Committee Members.

24.1.2 Members may also be appointed to act as Publicity Officer, Honours Recorder, Membership Secretary, Show Manager, Club Liaison Officer and Trainee Registrar. These are honorary appointments and therefore ex officio members of the Committee. These positions do not carry any voting rights.

24.2 The Management Committee shall consist of a maximum of eighteen (18) elected members.

24.3 A Member of the Management Committee may hold two (2) positions.

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24.4 Each Affiliate Member or The Cat Association of the Northern Territory (Inc.) Sub-Branch shall elect a delegate at the Affiliates Annual General Meeting or in the case of a Sub-Branch at a special meeting held to do such. Delegates represent the Affiliate Member's or The Cat Association of the Northern Territory (Inc.) Sub-Branch's interests at meetings of The Cat Association of the Northern Territory (Inc.). The delegate from each Affiliate Member or The Cat Association of the Northern Territory (Inc.) Sub-Branch shall be ipso facto a member of the Committee, such Committee Member shall have voting rights.

24.5 An Immediate Past President shall be an honorary position conferred on a retiring President who no longer retains a position on the Committee.

24.5.1 When conferred the Immediate Past President shall remain in such office until the current President vacates office and at Committee Meetings does not have a vote.

24.6 Unless elected directly as a separate office holder, the Committee must appoint one committee member to be The Cat Association of the Northern Territory (Inc.)'s public officer.

## 25 DELEGATION

25.1 The Committee may delegate to a Sub-Committee or staff any of its powers and functions other than:

25.1.1 this power of delegation; or

25.1.2 a duty imposed on the Committee by the Act or any other law.

25.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

25.3 The Committee may, in writing, revoke wholly or in part the delegation.

25.4 The President and Secretary shall be ex-officio members of all Sub-Committees.

## ***DIVISION 2 TENURE OF OFFICE***

## 26 ELIGIBILITY OF COMMITTEE MEMBERS

26.1 A committee member must be a Full Member or Life Member who is eighteen (18) years or over.

26.2 Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

## 27 NOMINATION FOR ELECTION TO COMMITTEE

27.1 A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member fourteen (14) prior to the date fixed for the Annual General Meeting each year.

27.2 The nomination must be signed by:

27.2.1 the nominator and a seconder; and

27.2.2 the nominee to signify his or her willingness to stand for election.

27.3 A person who is eligible for election or re-election under this clause may:

27.3.1 propose or second himself or herself for election or re-election; and

27.3.2 vote for himself or herself.

27.4 Only two members from the same family may be on the Committee at any one time.

## 28 RETIREMENT OF COMMITTEE MEMBERS

28.1 A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

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28.2 Subject to sub-clause 28.3, at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.

28.3 The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.

28.4 Members may serve consecutive terms on the Committee.

## 29 ELECTION BY DEFAULT

29.1 If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the annual general meeting.

29.2 If vacancies remain on the Committee after the declaration under sub-clause 29.1, additional nominations of committee members may be accepted from the floor of the annual general meeting.

29.3 If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee.

29.4 If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

## 30 ELECTION BY BALLOT

30.1 If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.

30.2 The ballot shall be conducted at the annual general meeting of The Cat Association of the Northern Territory (Inc.). Two impartial scrutineers shall be elected to oversight the counting of the ballot. Where a tied vote occurs the ballot will be re-conducted till a decision is obtained.

30.3 The members chosen by ballot must be declared by the President to be duly elected as members of the Committee.

## 31 VACATING OFFICE

31.1 The office of a committee member becomes vacant if:

31.1.1 the member:

31.1.1.1 is disqualified from being a committee member under section 30 or 40 of the Act;

31.1.1.2 resigns by giving written notice to the Committee; 31.1.1.3 dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;

31.1.1.4 ceases to be a resident of the Northern Territory; or

31.1.1.5 ceases to be a member of The Cat Association of the Northern Territory (Inc.).

31.1.2 the member is absent from more than:

31.1.2.1 3 consecutive committee meetings; or 31.1.2.2 3 committee meetings in the same financial year without tendering an apology to the President;

of which meetings the member received notice and the Committee has resolved to declare the office vacant.

## 32 REMOVAL OF COMMITTEE MEMBER

32.1 The Cat Association of the Northern Territory (Inc.), through a special general meeting of members, may remove any committee member before the member's term of office ends.

32.2 If a vacancy arises through removal under sub-clause 32.1, an election must be held to fill the vacancy.

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## **33 FILLING CASUAL VACANCY ON COMMITTEE**

33.1 If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any member of The Cat Association of the Northern Territory (Inc.) to fill that vacancy.

33.1.1 Such nominee shall hold office until the next annual general meeting, when such position shall be filled by election.

33.2 However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

## ***DIVISION 3 DUTIES OF COMMITTEE MEMBERS***

## **34 COLLECTIVE RESPONSIBILITY OF COMMITTEE**

34.1 All acts done by members of the Committee or of a Sub-Committee duly authorised on their behalf shall, notwithstanding that it afterwards be discovered that some person or persons were ineligible to act on such Committee or Sub-Committee be as valid as if such person or persons were eligible to act on such Committee or Sub-Committee.

34.2 As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.

34.3 The Committee is collectively responsible for ensuring The Cat Association of the Northern Territory (Inc.) complies with the Act and regulations made under the Act.

## **35 PRESIDENT AND VICE-PRESIDENT**

35.1 Subject to sub-clauses 35.2 and 35.3, the President must preside at all general meetings and committee meetings.

35.2 If the President is absent from a meeting, the Vice-President must preside at the meeting.

35.3 If the President and the Vice-President are both absent, the presiding member for that meeting must be:

35.3.1 a member elected by the other members present if it is a general meeting; or

35.3.2 a committee member elected by the other committee members present if it is a committee meeting.

35.4 The Vice-President shall assume the position of President if the position of President becomes vacant during the year until a permanent President is appointed by the Committee or until the next general meeting whichever is decided by the Committee.

## **36 SECRETARY**

36.1 The Secretary must:

36.1.1 coordinate the correspondence of The Cat Association of the Northern Territory (Inc.);

36.1.2 ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;

\*36.1.3 maintain the register of members in accordance with section 34 of the Act; i.e. include name, address, start date and date of leaving.

36.1.4 unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of The Cat Association of the Northern Territory (Inc.), other than those required by sub-clause 37.5 to be in the custody of the Treasurer; and

36.1.5 perform any other duties imposed by this Constitution on the Secretary.

36.2 All or any of the duties required to be performed by the Secretary in sub-clause 36.1 may be performed by another committee member.

\*36.1.3 i.e. include name, address, start date and date of leaving.(added 2022)

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## 37 TREASURER

37.1 The Treasurer must:

37.1.1 receive all moneys paid to or received by The Cat Association of the Northern Territory (Inc.) and issue receipts for those moneys in the name of The Cat Association of the Northern Territory (Inc.);

37.1.2 all moneys received into the account of The Cat Association of the Northern Territory (Inc.) within 5 working days after receipt;

37.1.3 make any payments authorised by the Committee or by a general meeting of The Cat Association of the Northern Territory (Inc.) from The Cat Association of the Northern Territory (Inc.)'s funds; and

\*37.1.4 ensure cheques are signed by him or her and at least one other committee member, or by any two (2) other committee members authorised by the Committee. Payments via electronic banking may be executed by the Treasurer after confirmation by the Committee.

37.2 The Treasurer must ensure the accounting records of The Cat Association of the Northern Territory (Inc.) are kept in accordance with section 41 of the Act.

37.3 The Treasurer must coordinate the preparation of The Cat Association of the Northern Territory (Inc.)'s annual statement of accounts.

37.4 If directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

\*37.5 The Treasurer has custody of all securities, books and documents of a financial nature including the facility of electronic banking and payments and accounting records of The Cat Association of the Northern Territory (Inc.) unless the members resolve otherwise at a general meeting.

37.6 The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

## 38 PUBLIC OFFICER

38.1 The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

38.2 The public officer must keep a current copy of the Constitution of The Cat Association of the Northern Territory (Inc.).

## 39 ADDITIONAL OFFICE HOLDERS

39.1 The Committee may appoint a patron to The Cat Association of the Northern Territory (Inc.).

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\*37.1.4 Payments via electronic banking may be executed by the Treasurer after confirmation by the Committee.(added 2022)

\*37.5 including the facility of electronic banking and payments (added 2022)

# CONSTITUTION

## **PART 5: MEETINGS OF MANAGEMENT COMMITTEE**

### **40 FREQUENCY AND CALLING OF MEETINGS**

\*40.1 The Committee must meet together for the conduct of business each calendar month provided there be business to warrant such meeting, or as often as deemed necessary but not less than four (4) times in each financial year. Meetings may be held electronically or by email to all Committee Members.

40.2 Each Committee Member shall be informed of such meeting in writing, seven (7) clear days before the meeting if such Committee Member was absent from the previous meeting, or at least twenty-four (24) hours before the meeting if they attended the previous meeting.

40.3 The President, the Secretary, or any two members of the Committee, shall have power to call Committee Meetings.

40.4 The President, or at least half the committee members, may at any time convene a special meeting of the Committee.

40.5 A special meeting may be convened to deal with an appeal under clause 22.

### **41 VOTING AND DECISION MAKING**

41.1 All members of the Committee present at the Meeting, except the Chairman at the Meeting, Immediate Past President, and the Secretary shall be entitled to vote.

41.2 The method of voting shall be open voting. A question arising at a committee meeting must be decided by a majority of votes.

41.3 Any Committee Member who is unable to be present at the Meeting may nominate a proxy to deliver votes on their behalf. Such proxy votes shall be accepted provided it is in writing.

41.4 The Chairman at the Meeting shall have a casting vote in all cases of equality of voting on any question.

41.5 The ruling of the Chairman at the Meeting on any matter of order or practice shall be considered final.

### **42 QUORUM**

42.1 For a committee meeting, five (5) constitutes a quorum.

### **43 PROCEDURE AND ORDER OF BUSINESS**

43.1 The procedure to be followed at a committee meeting must be determined from time to time by the Committee.

43.2 The order of business may be determined by the members present at the meeting.

43.3 Only the business for which the meeting is convened may be considered at a special meeting.

### **44 DISCLOSURE OF INTEREST**

44.1 A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.

44.2 The Secretary must record the disclosure in the minutes of the meeting.

44.3 The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

\* 40.1 Meetings may be held electronically or by email to all Committee Members (Added 2022)

## **PART 6: GENERAL MEETINGS**

### **45 CONVENING GENERAL MEETINGS**

45.1 The Cat Association of the Northern Territory (Inc.) must hold all annual general meetings within five (5) months after the end of The Cat Association of the Northern Territory (Inc.)'s financial year.

45.2 The Committee:

45.2.1 may at any time convene a special general meeting;

45.2.2 must, within thirty (30) days after the Secretary receives a notice under sub-clause 22.1, convene a special general meeting to deal with the appeal to which the notice relates; and

45.2.3 must, within thirty (30) days after it receives a request under sub-clause 46.1, convene a special general meeting for the purpose specified in that request.

### **46 SPECIAL GENERAL MEETINGS**

46.1 A special general meeting of members of The Cat Association of the Northern Territory (Inc.) may be summoned by the Committee and shall be so summoned by them at the request of the President or five (5) members of the Committee.

46.2 The request must:

46.2.1 state the purpose of the special general meeting; and

46.2.2 be signed by the members making the request.

46.3 If the Committee fails to convene a special general meeting within the time allowed:

46.3.1 for sub-clause 45.2.2 – the appeal against the decision of the Committee is upheld; and

46.3.2 for sub-clause 45.3.3 – the members who made the request may convene a special general meeting as if they were the Committee.

46.4 If a special general meeting is convened under sub-clause 46.3.2, The Cat Association of the Northern Territory (Inc.) must meet any reasonable expenses of convening and holding the special general meeting.

46.5 The Secretary must give to all members not less than twenty-one (21) days' notice of a special general meeting.

46.6 The notice must specify:

46.6.1 when and where the meeting is to be held; and

46.6.2 the particulars of and the order in which business is to be transacted.

### **47 ANNUAL GENERAL MEETING**

47.1 The Annual General Meeting of The Cat Association of the Northern Territory (Inc.) shall be held in March each year.

47.2 Notice of business for discussion at the annual meeting must be lodged in writing with the Secretary by the February Committee Meeting of that year.

47.3 The Secretary must give to all members not less than twenty-one (21) days' notice of an annual general meeting. Except for notification regarding nominations for positions on the Management Committee which shall be circulated no later than ten (10) days prior to the date fixed for the Annual General Meeting each year.



47.4 The notice must specify:

- 47.4.1 when and where the meeting is to be held; and
- 47.4.2 the particulars of and the order in which business is to be transacted.

47.5 The order of business for each annual general meeting is as follows:

- 47.5.1 first – the consideration of the accounts and reports of the Committee;
- 47.5.2 second – the election of new committee members;
- 47.5.3 third – any other business requiring consideration by The Cat Association of the Northern Territory (Inc.) at the meeting.

## 48 SPECIAL RESOLUTIONS

48.1 A special resolution may be moved at any general meeting of The Cat Association of the Northern Territory (Inc.).

48.2 The Secretary must give all members not less than twenty-one (21) days' notice of the meeting at which a special resolution is to be proposed.

48.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

## 49 NOTICE OF MEETINGS

49.1 The Secretary must give a notice under this Part by:

- 49.1.1 serving it on a member personally; or
- 49.1.2 sending it at the discretion of the Committee, by post or electronic means to a member at the address of the member appearing in the register of members.

49.2 Any notice given in accordance with sub-clause 49.1 sent to the address set out in the register of members, takes effect when it is taken to be received:

- 49.2.1 if hand delivered, on delivery;
- 49.2.2 if sent by post, two (2) business days after the date of posting; and
- 49.2.3 if sent by electronic transmission, on receipt by the sender of a transmission report from the despatching machine indicating that the notice sent was received in its entirety at the recipient's machine unless, within eight (8) business hours after the transmission, the recipient informs the sender that it has not received the entire Notice;

but if the delivery, receipt or transmission is not on a Business Day or is after 4.30pm on a Business Day, the Notice is taken to be received at 8.00am on the next Business Day.

## 50 QUORUM AT GENERAL MEETINGS

50.1 At a general meeting ten (10) or three quarters ( $\frac{3}{4}$ ) of the paid membership, whichever is the lesser, constitutes a quorum.

## 51 LACK OF QUORUM

51.1 If within thirty (30) minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:

- 51.1.1 for an annual general meeting or special general meeting convened under sub-clause 45.2.1 – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
- 51.1.2 for a meeting convened under sub-clause 45.2.2 – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- 51.1.3 for a meeting convened under sub-clause 45.2.3 – the meeting lapses.

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51.2 If within thirty (30) minutes after the time appointed by sub-clause 51.1.1 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in

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person or by proxy may proceed with the business of that general meeting as if a quorum were present.

- 51.3 The Chairman of the Meeting may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- 51.4 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 51.5 If a general meeting is adjourned for a period of thirty (30) days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

## 52 VOTING

- 52.1 Subject to sub-clauses 15.2 and 15.4, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 52.2 At a general meeting:
- 52.2.1 an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
  - 52.2.2 a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- 52.3 A poll may be demanded by the Chairman of the Meeting or by three (3) or more members present in person or by proxy.
- 52.4 If demanded, a poll must be taken immediately and in the manner the Chairman of the Meeting directs.
- 52.5 The Chairman at the Meeting shall have a casting vote in all cases of equality of voting on any question.

## 53 PROXIES

- 53.1 A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

## ***PART 7: FINANCIAL MANAGEMENT***

### 54 FINANCIAL YEAR

- 54.1 A financial year of The Cat Association of the Northern Territory (Inc.) is the period of twelve (12) months ending on the 31<sup>st</sup> day of December.

### 55 FUNDS AND ACCOUNTS

- 55.1 The Cat Association of the Northern Territory (Inc.) must open an account with a financial institution from which all expenditure of The Cat Association of the Northern Territory (Inc.) is made and into which all of The Cat Association of the Northern Territory (Inc.)'s revenue is deposited.
- 55.2 Subject to any restrictions imposed by The Cat Association of the Northern Territory (Inc.) at a general meeting, the Committee may approve expenditure on behalf of The Cat Association of the Northern Territory (Inc.) within the limits of the budget.

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55.2.1 <sup>2</sup>The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

55.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments <sup>3</sup>for transactions by bank card or EFT may be expedited by the Treasurer (or other nominated Committee Member) after receiving Committee approval.

55.4 All funds of The Cat Association of the Northern Territory (Inc.) must be deposited into the financial account of The Cat Association of the Northern Territory (Inc.) no later than five (5) working days after receipt or as soon as practicable after that day.

55.5 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## 56 ACCOUNTS AND AUDITS

56.1 The responsibility of the Committee under sub-clause 34.3 for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

56.1.1 the keeping of accounting records;

56.1.2 the preparation and presentation of The Cat Association of the Northern Territory (Inc.)'s annual statement of accounts; and

56.1.3 the auditing of The Cat Association of the Northern Territory (Inc.)'s accounts.

## PART 8: GRIEVANCE AND DISPUTES

### 57 GRIEVANCE AND DISPUTES PROCEDURES

57.1 This clause applies to disputes between:

57.1.1 a member and another member; or

57.1.2 a member and the Committee.

57.2 Within fourteen (14) days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

57.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days after the meeting, hold another meeting in the presence of a mediator.

57.4 The mediator must be:

57.4.1 a person chosen by agreement between the parties; or

57.4.2 in the absence of agreement:

57.4.2.1 for a dispute between a member and another member – a person appointed by the Committee; or

57.4.2.2 for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.

57.4.3 A member of The Cat Association of the Northern Territory (Inc.) can be a mediator.

57.4.4 The mediator cannot be a party to the dispute.

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<sup>2</sup> 2018: Inserted: new sub-clause 55.2.1 statement relating to distribution of assets in order to be recognised as a Not for Profit Organisation by the ATO.

<sup>3</sup> 2018: Inserted: after “committee members” additional phrase allowing the Treasurer (or other nominated Committee Member) to undertake bankcard or EFT transactions after receiving Committee approval.

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- 57.4.5 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 57.4.6 The mediator, in conducting the mediation, must:
- 57.4.6.1 give the parties to the mediation process every opportunity to be heard;
  - 57.4.6.2 allow due consideration by all parties of any written statement submitted by any party;
  - 57.4.6.3 ensure due consideration by all parties of any written statement by any party;
  - and
  - 57.4.6.4 ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 57.4.7 The mediator must not determine the dispute.
- 57.4.8 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 9: MISCELLANEOUS**

### **58 COMMON SEAL**

- 58.1 The common seal of The Cat Association of the Northern Territory (Inc.) must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- 58.2 The affixing of the common seal of The Cat Association of the Northern Territory (Inc.) must be witnessed by any two (2) of the following:
- 58.2.1 the Chairperson;
  - 58.2.2 the Secretary;
  - 58.2.3 the Treasurer.
- 58.3 The common seal of The Cat Association of the Northern Territory (Inc.) must be kept in the custody of the Secretary or another person the Committee from time to time decides.

### **59 DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP**

- 59.1 If on the winding up or dissolution of The Cat Association of the Northern Territory (Inc.), and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- 59.2 The surplus assets must be given or transferred to another association incorporated under the Act that:
- 59.2.1 has similar objects or purposes;
  - 59.2.2 is not carried on for profit or gain to its individual members; and
  - 59.2.3 is determined by resolution of the members.
- 59.3 <sup>4</sup>

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<sup>44</sup> 2018: Deleted clause 59.3 in entirety. (relating to gift fund CATS NT)