

# FELINE CONTROL COUNCIL OF WESTERN AUSTRALIA (INC)



## CONSTITUTION

Updated March 2009 – Clause 24(7) amended

Updated December 2011 – Clause 16 renamed and amended, Clause 22(14) deleted

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# FELINE CONTROL COUNCIL OF WESTERN AUSTRALIA (INC)

## CONSTITUTION

### 1 NAME OF ASSOCIATION

1. The registered name of the association shall be the Feline Control Council of Western Australia (Inc) and shall hereinafter be referred to as the FCC of WA.

### 2 DEFINITIONS

2. In this constitution, unless the contrary intention appears -

"Active: membership" includes (but is not limited to) the registering of kittens, entering shows, participation in fundraising or any other activity as determined by Governing Council.

"affiliate" means a club, society, association or other body affiliated with the FCC of WA

"Catcall" means the official journal of the FCC of WA

"FCC of WA " means the association referred to in Rule 1

"financial year" has the meaning given by section 3(1) of the Act, a reference in that section to -

- a) "an incorporated association" or "the association" be construed as a reference to the FCC of WA, and
- b) "the committee" being construed as a reference to the Governing Council

"general meeting" means a general meeting of the members of FCC of WA convened in accordance with Rules 24 and 25

"Governing Council meeting" means a general meeting of the Governing Council of the FCC of WA convened in accordance with Rule 22

"Governing Council member" means a person referred to in Rule 17

"member" means a member of the FCC of WA

"ordinary resolution" means a resolution other than a special resolution

"register" means the register kept by FCC of WA for the purpose of registering cats in accordance with these rules and such by-laws as made by the Governing Council from time to time

"registered cat" means a cat qualified for registration and registered in the register of a recognised body

"special resolution" has the meaning given in section 24 of the Act

"the Act" means the Associations Incorporated Act 1987 of the State of Western Australia, (No 59 of 1987) and subsequent amendments.

"the Governing Council" means the committee of management referred to in Rule 6

"the President" means

- a) in relation to the proceedings at a Governing Council meeting or in general meeting, the person presiding at the Governing Council meeting or general meeting in accordance with Rules 24 and 25.
- b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rules 18 or, if that person is unable to perform his/her functions, the Vice-President

"the Secretary" means the secretary referred to in Rules 19

"the Treasurer" means the treasurer referred to in Rule 20

"the Vice-President" means the Vice-President referred to in Rules 24 and 25

"unrecognised show" means a cat show or exhibition held by any body not recognised by FCC of WA

### **3. OFFICE OF THE FCC of WA**

The office of the FCC of WA shall be at such place as the Governing Council may from time to time determine.

### **4. BASIC OBJECTS**

In this constitution, "basic objects of the FCC of WA" means the objects and purposes of the FCC of WA as stated herein -

- a) to promote in all ways general improvements in the standard, breeding and exhibition of cats
- b) to keep a register of pedigreed cats owned or bred by members of FCC of WA
- c) to keep a register of cattery prefixes registered to members of FCC of WA
- d) to abide by the Standards of Points of breeds recognized by the FCC of WA
- e) to foster and promote cat shows and to protect the interests of exhibitors at recognised cat shows
- f) to determine the policies on any matter connected with or incidental to the showing of cats and the conduct of cat shows held by affiliate bodies, including the definition of classes for shows, the award of Challenge Certificates, Merit Certificates and other awards and titles
- g) to approve the training of cat show judges and other officers as required by the FCC of WA from time to time and to appoint judges and to maintain a current list of approved judges
- h) to approve the appointment of judges and the dates and venues for shows as submitted by affiliated clubs or other organisations of a like nature
- i) to grant championship status and approve titles for cats and to determine the regulations and conditions relevant thereto
- j) to give or contribute towards prizes, medals and awards in connection with cat shows and other cat exhibitions
- k) to collect, verify and publish information relevant to cats and the breeding and exhibition of cats
- l) to afford means of reference for the amicable settlement of disputes and to prevent illegal, or discreditable or dishonest practices
- m) to subscribe to, and become associated with or affiliated with any other body whose objects are kindred to the objects of the FCC of WA

### **5 OBJECTS, PURPOSES AND POWERS OF THE FCC OF WA**

1. So that subject to the Act and any additions, exclusions or modifications inserted below, the FCC of WA may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
  - a. acquire, hold, deal with, and dispose of any real or personal property;
  - b. open and operate bank accounts;
  - c. invest its money -
    - i. in any security in which trust monies may lawfully be invested; or
    - ii. in any other manner authorised by the rules of the Association;

- d. borrow money upon such terms and conditions as the Association thinks fit;
  - e. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - f. appoint agents to transact any business of the Association on its behalf;
  - g. enter into any other contract it considers necessary or desirable; and
  - h. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
- 5.2 The property and income of the FCC of WA however derived, shall be applied solely towards the promotion of the objects and purposes of the FCC of WA and no portion thereof shall be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects and purposes or where a member is a servant of the FCC of WA

## 6. ADMINISTRATION

The affairs and undertakings of the FCC of WA shall be managed by the Governing Council constituted as provided in Rule 17.

## 7. POWERS OF THE GOVERNING COUNCIL

1. The Governing Council shall have the power to make, repeal, vary or add to any of the rules or regulations of the FCC of WA, including the power to make regulations or rules governing the holding of cat shows, the registration of cats, the admission of members, and the appointment, powers and duties of subcommittees of the Governing Council.
2. Governing Council shall have the power to appoint subcommittees to deal with any matter within the constitution and within the framework of the terms of reference granted. The recommendations of such subcommittees shall be presented to the Governing Council for consideration and confirmation prior to action being taken.
3. All acts done by members of the Governing Council or a subcommittee duly authorised on their behalf, notwithstanding that it be subsequently discovered that the person or persons were ineligible to act on such subcommittee, shall be valid as if such person or persons were eligible to act on such subcommittee.
4. Governing Council may in its discretion temporarily suspend the operation of the rules and regulations, or any part of them, at any time.
5. Governing Council shall have the power to fix from time to time the amount of annual subscriptions payable by members; and the scale of charges for services by the FCC of WA to the members of the FCC of WA and to other persons and associations shall be fixed by the Governing Council from time to time. All subscriptions and charges shall be published as soon as practicable.
6. The Governing Council shall have the power to borrow funds, lend funds of the FCC of WA, in order to finance a project for the benefit of the FCC of WA, subject to the action having been approved by resolution carried by a majority of seventy-five per cent (75%) of the vote at a Special General Meeting.
7. The Governing Council shall have the power to appoint agents to transact any business or perform any function on behalf of FCC of WA that it considers necessary or desirable.
8. The Governing Council shall
  - a. keep or cause to be kept all books of account of the FCC of WA
  - b. keep or cause to be kept minutes of all meetings
  - c. keep or cause to be kept and maintained the register of affiliated bodies, the register of members, the register of cattery prefixes, the register of cats, the record of litters, and the change of ownership of cats in such manner as may be prescribed by the Governing Council from time to time.
  - d. Pay or cause to be paid moneys of the FCC of WA into a bank or other approved financial institution.
  - e. Approve membership applications and registration of a cattery name.
9. Any question whatsoever arising and for which no specific ruling is herein provided shall be decided by the Governing Council.

## 8 ELIGIBILITY FOR MEMBERSHIP

1. Single membership shall be open to any person over the age of 18 years and resident in Australia, provided that-
  - a. he or she is not a member of another cat registering body, and
  - b. he or she is a breeder of a live cat registered with FCC of WA and entered in the register, or
  - c. he or she is the registered owner of a live cat registered with the FCC of WA (Inc); or
  - d. he or she is the owner of a domestic (un pedigreed) cat; or
  - e. he or she is considered by the Governing Council to have special qualifications which may be of benefit to FCC of WA.
2. Double membership shall be open to any two persons under the same conditions as apply in (1) They may exercise all the rights and privileges of single membership except that the partnership shall be treated as a single membership for the purposes of notices, magazines and mail.
3. Family membership shall be open to one or two persons over the age of 18 years and any children under their care under the same conditions as apply in (1) They may exercise all the rights and privileges of membership except that the family shall be treated as a single membership for the purposes of notices, magazines and mail. Children included in this membership must be aged under 18 years.
4. Membership in the name of a cattery, firm or company may be applied for under the same conditions as apply in (1). The said cattery, firm or company shall nominate in writing either one or two persons who may exercise the rights and privileges of membership and may be elected to any office./ The annual subscription payable shall be as for a single subscription when one person is nominated and for a double subscription when two persons are nominated.. Where a representative of a company is to sign documents on behalf of the company, an extract of the relevant minute of the Meeting of Directors of the company which appointed him/her to sign in that capacity must be submitted to the Governing Council and must be signed by the President and secretary of the meeting.
5. Any person may be nominated for Honorary Life Membership by any financial member of the FCC of WA with the exception of junior members. Such nomination shall be in writing and shall detail the services rendered to the FCC of WA by the nominee. The nomination shall be considered by the Governing Council and, if approved, it shall be submitted to the next annual general meeting for ratification by the members present. Honorary Life Members shall be-
  - a. entitled to enjoy all rights and privileges of membership, and
  - b. exempt from payment of annual subscriptions.
6. Concessional membership is open to persons who are eligible for membership and who provide a valid Pension Concession Card.
  - a) Associate membership is open to persons not intending to breed cats and who own a sterilised cat which may be exhibited; The associate member shall enjoy all the rights and privileges of membership except-
    - i. the right to own a cattery prefix and to breed registered cats.
  - b) Junior membership which is open to persons under the age of 18 years who qualify for (single or double) membership. The junior member shall enjoy all the rights and privileges of membership except-
    - i. the right to vote, to stand for office, or to nominate a member to stand for office, nor to nominate Honorary Life Members; and
    - ii. the right to own a cattery prefix and to breed registered cats.

## 9. APPLICATION FOR MEMBERSHIP

1. Application for membership must be made in writing on the Governing Council's "Application for Membership" form and must include the residential address where their cats will be located and also be accompanied by the first year's subscription together with such nomination fee as determined by the Governing Council from time to time and an undertaking signed by the applicant/s to the effect that, on being accepted as a member, he/she has read and will abide by the constitution, rules and regulations of the FCC of WA
2. Where the application is for junior membership by a person under the age of 18 years, the date of birth of such person shall be provided.

3. Membership of the FCC of WA shall be granted in the same name as the registered ownership of the cat(s). For example, if the cat(s) is/are registered in double ownership (two names), double membership will apply; if the cat(s) is registered as owned by a cattery, membership must be in the cattery name; etc
4. The Governing Council shall have the power to refuse application for membership without assigning any reason.

## **10. REGISTER OF MEMBERS**

A register of names and addresses of members shall be kept in the office of the FCC of WA and shall be open to inspection by any member of the FCC of WA or any person duly authorised under the Act.

## **11. ANNUAL SUBSCRIPTIONS**

1. The annual subscriptions as fixed by the Governing Council shall be payable on the first day of November each year.
2. Notice of current subscription fees and the due date of payment shall be published.
3. Any person whose subscription shall be unpaid by close of business on the Friday before date of the annual general meeting shall be deemed to be an un-financial member and shall not be entitled to any of the privileges of membership, until such fees are paid.
4. Any person whose subscription shall be unpaid for three (3) months from the beginning of the financial year shall cease to be a member of the FCC of WA

## **12. RESIGNATION**

Any person wishing to resign as a member of FCC of WA shall do so by written notice to the Secretary but no such resignation shall relieve any member from payment of any subscriptions in arrears or other moneys due by him/her to the FCC of WA.

## **13 PRIVILEGES OF MEMBERSHIP**

On becoming a member of the FCC of WA the Applicant shall become possessed of the rights and privileges of membership whilst remaining a member. Such privileges shall include

1. The right for all members 18 years or over to vote at any general meeting of the FCC of WA providing that they have been a member for at least four (4) months and are an active member as defined in clause 2 of this constitution. Members with more than eight (8) years continuous membership are exempt from the requirement to meet the active membership definition.
2. The right to nominate for election as a member of the Governing Council of the FCC of WA upon attaining the age of 18 years and having been an active member of the FCC of WA for at least twelve (12) months.
3. The right to nominate for casual membership of the Governing Council of the FCC of WA upon attaining the age of 18 years and having been an active member of the FCC of WA for at least three (3) months.
4. Upon attaining the age of 18 years the right to nominate a member for election to the Governing Council of the FCC of WA and to nominate Honorary Life Members.
5. The right to apply to register a breeder's prefix.
6. The right to register litters born in Western Australia
7. The right to re-register cats previously registered with other recognised cat registering bodies
8. The right to nominate himself/herself as a candidate judge for the purposes of entering the Judges Training Course as approved by the FCC of WA
9. The right to compete at cat shows and exhibitions approved by the FCC of WA
10. The right to receive FCCWA Publications.
11. The right to appeal against disqualification and penalties
12. The right to attain the position of executive member of affiliated club
13. The right to inspect the records and documents of the incorporated association.

## 14 AFFILIATION

- 1 The Governing Council may admit as an affiliate of the FCC of WA any properly constituted society or club established primarily for the purpose of conducting cat shows.
- 2 The Governing Council may from time to time fix an affiliation fee payable by such applicants for affiliation. Each year's affiliation fee shall be payable in advance on the first day of November. Any affiliate which shall fail to pay the affiliation fee prior to the thirty-first day of December of each year shall be deemed to be un-financial until otherwise determined by the Governing Council and shall not have the privileges of this constitution but shall be subject to all obligations of an affiliate.
- 3 An application to become an affiliated club of the FCC of WA shall be made in writing, signed by the secretary of the applicant and addressed to and lodged with the Secretary of the FCC of WA and shall be accompanied by-
  - a. a copy of the applicant's constitution
  - b. an undertaking in writing signed by the president and the secretary of the applicant that, upon it's admission as an affiliated club of the FCC of WA the applicant will thereafter immediately following each of it's annual general meetings furnish the FCC of WA with a list of Office Bearers, a certified copy of it's balance sheet for the preceding year and a copy of any report of it's activities.
- 4 Each application for affiliation shall be treated on its merits and the Governing Council may approve or reject such application in its absolute discretion.
- 5 Affiliation, if granted, shall be for a probationary period of twelve (12) months.
- 6 The affiliate must apply to the FCC of WA after the probationary period if seeking full affiliation.
- 7 Executive members of affiliated clubs must be members of the FCC of WA.
- 8 Each and every affiliate shall be bound by this constitution, rules and regulations of the FCC of WA and shall observe the provisions thereof.
- 9 An association of recognised cat judges promoting interest in cat judging or an association for the purpose of promoting interest in all or any breed of cat may apply as an Associate Group within the FCC of WA and shall obey Rule 14(9).
- 10 Should an affiliate be un-financial for up to one (1) financial year and wishes to become financial, they must pay all outstanding affiliate fees.
- 11 Should an affiliate remain un-financial for more than one (1) financial year, it will cease to be recognised.

## 15 DISQUALIFICATIONS

1. Any person whether a member of the FCC of WA or not may be disqualified by the Governing Council if, in the opinion of the Governing Council, such person has been guilty of any conduct, or has done any act, which in the opinion of the Governing Council is discreditable, dishonourable or undesirable, or likely to be injurious or to bring discredit to the FCC of WA.
2. The Governing Council shall have the power to disqualify for life or for a period of time, or determine specific provisions to modify the effect of any disqualification imposed by Governing Council, and may subsequently remove or modify the effect of any disqualification. It may in lieu of disqualification impose a fine not exceeding five hundred dollars (\$500.00).
3. The Governing Council shall have the power to remove a disqualification on the compliance of any condition or conditions imposed as part of or consequent to the disqualification.
4. Before disqualification or any other penalty is imposed, any persons charged under sub-rule (1) shall be given the opportunity to answer the charge and shall be given not less than twenty one (21) days notice of the meeting at which the matter will be considered. Notice in writing giving details of the charge and the time, date and place of the meeting shall be sent by registered letter addressed to the person/s concerned at their last known place of abode or business and this shall be deemed to have been served forty-eight (48) hours after being posted. The charge may be considered at a scheduled Governing Council Meeting or a special Governing Council Meeting may be called in accordance with Clause 22, sub-rule 13.
5. Any persons so charged and been given reasonable opportunity to answer the charge at the Governing Council meeting referred to in sub-rule (4) must be advised of Governing Council's decision as soon as practicable.

6. A member who is disqualified from membership of the FCC of WA ceases to be a member fourteen (14) days after the decision is communicated to him/her.
7. In the event that the disqualified member wishes to appeal, they must do so during the fourteen day period after the decision is communicated.
8. A special meeting of all members of the Governing Council shall be held to enable the member, who gave notice of his/her intention to appeal, to make representation in person or in writing to have the decision of the Governing Council set aside or to be modified in accordance with sub-rule (2);
9. In the event of an appeal, disqualification for life or for any period of time, or a fine in lieu of disqualification, shall not come into effect unless and until the decision of the Governing Council is confirmed by this special meeting.

## **16 GRIEVANCES AND DISPUTES**

1. The grievance procedure set out in this rule applies to disputes under these rules between-
  - a. a member and another member; or
  - b. a member and the Association.
2. 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.
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 10 days, hold a meeting in the presence of a mediator.
4. The mediator must be-
  - a. a person chosen by agreement between the parties; or
  - b. in the absence of agreement-
    - i. in the case of a dispute between a member and another member, a person appointed by Governing Council;
    - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
5. A member of the Association can be a mediator.
6. The mediator cannot be a member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must-
  - a. give the parties to the mediation process every opportunity to be heard;
  - b. allow due consideration by all parties of any written statement submitted by any party; and
  - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. The mediation must be confidential and without prejudice.
11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the FCC of WA Grievance Policy, in accordance with the Act or otherwise at law.
12. The Governing Council shall be the final Court of Appeal in all grievances or disputes of any kind whatsoever.

## **17 COMPOSITION OF THE GOVERNING COUNCIL**

- 17.(1) The Governing Council of the FCC of WA shall consist of:
  - (a) a President
  - (b) a Vice-President
  - (c) a Secretary
  - (d) a Treasurer; and
  - (e) four (4) other persons,
 all of whom shall be members of the FCC of WA elected to the Governing Council at an annual general meeting or appointed under Rule 21.
- (2) At the commencement of each successive annual general meeting, those Governing Council members whose terms have expired shall cease to be Governing Council members but shall be eligible for re-election to the Governing Council.



- (3) A person is not eligible for election to membership of the Governing Council unless a member of the FCC of WA has nominated him/her for election by delivering notice in writing of that nomination, signed by -
  - (a) the nominator; and
  - (b) the nominee to signify his/her willingness to stand for election,
 to the Secretary not less than twenty eight days before that day on which the annual general meeting concerned is to be held.
- (4) The Secretary shall ensure that notice of all persons nominated for election to membership of the Governing Council is given to all members when notice is given by the FCC of WA of the calling of the annual general meeting at which the election is to be held.
- (5) If the number of persons nominated for election to membership of the Governing Council does not exceed the number of vacancies to be filled -
  - (a) the Secretary shall report accordingly to, and
  - (b) the President shall declare those persons to be duly elected as members of the Governing Council at the annual general meeting concerned.
- (6) When a casual vacancy within the meaning of Rule 21 (1) or Rule 23 (4) occurs in the membership of the Governing Council
  - (a) the Governing Council may call for nominations to fill the vacancy; and
  - (b) a member appointed under this sub-rule shall hold office until the next election.
- (7) Are far as practicable, the Council's membership will be made of approximately equal numbers of Councillors with three (3), two (2) and one (1) year terms.
- (8) At its first meeting held after the annual general meeting each year, the Governing Council shall elect executive members from amongst its members and these shall be
  - (a) a President
  - (b) a Vice-President
  - (c) a Secretary
  - (d) a Treasurer.
- (9) Only one executive may be appointed from any one household.

## 18 PRESIDENT

18. (1) The President shall preside at all general meetings and Governing Council meetings.
- (2) In the event of the absence from -
  - (a) a general meeting of -
    - (i) the President, the Vice-President; or
    - (ii) both the President and the Vice President,
 a member elected by the other members present at the general meeting; or
  - (b) a Governing Council meeting -
    - (i) the President, the Vice-President;
    - (ii) both the President and the Vice-President
 a Governing Council member elected by the other Governing Council members present, shall preside at the general meeting or the Governing Council meeting as the case requires.

## 19 SECRETARY

- 19 The Secretary of the FCC of WA shall be a member of the Governing Council, elected by the Governing Council of the FCC of WA and shall have the power to delegate any part of his/her duties or functions herein mentioned to a deputy as appointed and approved by the Governing Council.  
The Secretary shall -
  - (a) co-ordinate the correspondence of the FCC of WA;
  - (b) keep or cause to be kept full and correct minutes of the proceedings of the Governing Council and the FCC of WA
  - (c) comply on behalf of the FCC of WA with -
    - (i) Section 27 of the Act in respect of the register of members of the FCC of WA
    - (ii) Section 28 of the Act in respect of the Rules of the FCC of WA
    - (iii) Section 29 of the Act in respect of the record of the office holders, and any trustees, of the FCC of WA

- (d) keep or cause to be kept safely at the office of the FCC of WA all books, documents, records and registers of the FCC of WA, including those referred to in paragraph (c) other than those required by Rule 20 (1)(f) to be kept and maintained by, or in the custody of the Treasurer or his/her duly appointed deputy; and
- (e) perform such other duties as are imposed by these Rules on the Secretary.

## 20 TREASURER

1. The Treasurer of the FCC of WA shall be a member of the Governing Council of the FCC of WA, elected by the Governing Council and shall have the power to delegate any part of his/her duties and functions to a deputy as appointed and approved by the Governing Council of the FCC of WA. The Treasurer shall:
  - (a) be responsible for the receipt of all moneys paid to or received by, or by him/her or his/her duly appointed deputy, on behalf of, the FCC of WA;
  - (b) pay or cause to be paid all moneys referred to in paragraph (a) into such accounts of the FCC of WA as the Governing Council may from time to time direct; make payments from the funds of the FCC of WA with the authority of a general meeting of the Governing Council of the FCC of WA and in so doing ensure that all payments are signed or electronically authorised by any two of Governing Council members nominated by the Governing Council of the FCC of WA.
  - (c) Comply on behalf of the FCC of WA with sections 25 and 26 of the Act in respect of the accounting records of the FCC of WA.
  - (e) Whenever directed to do so by the President, submit to the Governing Council a report ,balance sheet or financial statement in accordance with that direction and to the Financial Committee of the FCC of WA when requested to do so.
  - (f) Keep or cause to be kept safely at the office of the FCC of WA all securities, books, and documents of a financial nature and accounting records of the FCC of WA, including those referred to in paragraphs (d) and (e), and
  - (g) Perform such other duties as are imposed by these Rules on the Treasurer.
2. All funds, fees due, or moneys due to the FCC of WA shall be payable at the office of the FCC of WA.
3. No person shall have the authority to incur any expenditure on behalf of the FCC of WA(Inc) except with the sanction of the Governing Council of the FCC of WA.

## 21 CASUAL VACANCIES OF THE GOVERNING COUNCIL

1. A casual vacancy occurs in the office of a Governing Council member and that office becomes vacant if the Governing Council member -
  - a. dies
  - b. resigns by notice in writing delivered to the President, or, if the Governing Council member is the President, to the Vice-President
  - c. is convicted of an offence under the Act
  - d. is permanently incapacitated by mental or physical ill health
  - e. is absent from more than
    - i. three consecutive Governing Council meetings, or
    - ii. three Governing Council meetings in the same year of which he/she has received notice without tendering an apology to the person presiding at each of those Governing Council meetings or without having applied in writing for, and been granted, leave of absence for each of those three meetings; or
  - f. ceases to be a member of the FCC of WA
  - g. where insufficient nominations are received to fill vacancies at an annual general meeting.
2. When a casual vacancy occurs at any time in an office of the Governing Council, and Council decides to fill the vacancy, then notification of such vacancy must be published.
3. Nomination is open to any financial member of the FCC of WA who is over the age of 18 years and who has been an active member of the FCC of WA for at least three (3) months
4. Nominations to fill the vacancy must be made in writing , on the appropriate form and be signed by the nominee to signify his/her willingness to be appointed to the Governing Council and handed to

the President prior to the commencement of the next Governing Council meeting. In the event of there being more than one nomination to fill the casual vacancy in an office of the Governing Council, a ballot of the Governing Council members present at the meeting shall be held. The person appointed to fill a casual vacancy in an office of the Governing Council shall hold office until the next following annual general meeting.

## **22. MEETINGS OF THE GOVERNING COUNCIL**

1. The Governing Council shall meet together for the dispatch of business not less than bi-monthly and the President may at any time convene a meeting of the Governing Council.
2. Each Governing Council member has a deliberative vote.
3. A question arising at a Governing Council meeting shall be decided by a majority of votes but, if there is an equality of votes, the person presiding at the Governing Council meeting shall have a casting vote in addition to his/her deliberative vote
4. The method of voting shall be by a show of hands unless a member of the Governing Council present shall request a ballot.
5. At a Governing Council meeting five (5) members shall constitute a quorum.
6. Subject to these Rules, the procedure and order of business to be followed at a Governing Council meeting shall be determined by the Governing Council members present at the Governing Council meeting.
7. Accurate minutes of the business of all Governing Council meetings shall be recorded and at the next Governing Council meeting shall be read, received for discussion and confirmed, or otherwise, and the President of the meeting shall sign his/her name and the date of the confirmation of the minutes.
8. After confirmation of the minutes. The Governing Council shall transact such business and discuss such matters as may be brought forward by the Secretary or his duly appointed deputy or by any Governing Council member present.
9. A Governing Council member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section.
10. Any two (2) members of the Governing Council shall have the power to petition the President or the Secretary to call a special meeting of the Governing Council.
11. A special meeting of the Governing Council may be called by the President or Secretary or his/her duly appointed deputy by individually notifying each member at such time as to allow forty-eight (48) hours notice of such special meeting.

## **23. ELECTION TO THE GOVERNING COUNCIL**

1. Nominations for members of the FCC of WA to be elected to the governing council at the annual general meeting shall be published prior to the date of the annual general meeting of each year.
2. Nomination is open to any financial member of the FCC of WA who is over the age of 18 years and who has been an active member of the FCC of WA for at least twelve (12) months.
3. Nominations will be accepted by the Secretary of the FCC of WA or his duly appointed deputy by the stated date for nominations only on the form supplied which must be signed by the nominee and one (1) financial member of the FCC of WA and a brief resume of the history of the nominee should be included.
4. If the number of nominations is equal to or less than the number of vacancies to be filled by election to the Governing Council, the President of the annual general meeting shall declare the candidates elected.
5. Where the number of nominations for election to the Governing Council exceeds the number of vacancies, an election shall be held to determine the term of office of persons elected.
6. Ballot papers shall be issued to all eligible financial members.
7. The ballot paper shall contain the names of all persons properly nominated and such names shall be in the order determined by lot drawn by the returning officer. Such ballot papers should be in the hands of the Returning Officer at a date determined by the Governing Council.
8. The ballot shall be conducted by the first past the post system.
9. The Governing Council shall appoint a Returning Officer who is not a member of the FCC of WA and the Returning Officer shall appoint two (2) scrutineers to assist him in counting the votes.

10. The current year's subscription fee must be received at the office of the FCC of WA by close of business on the Friday prior to the annual general meeting in order for the member to be financial and entitled to vote.
11. All Councillors will be elected to a 3 year term unless more than half of the Council positions are being filled in which case allocations to terms will be allocated as agreed by Governing Council. Where practical, Council will consist of an even spread of members with 3 years, 2 years and 1 year left on their terms.

#### **24. ANNUAL GENERAL MEETING**

1. The annual general meeting of the FCC of WA shall be convened within four (4) months from the thirty-first day of October on such date and at such place as the Governing Council may determine.
2. Notice of such annual general meeting shall be published or shall be posted to each member at his/her last known place of abode or business, and shall include a nomination form for nomination to the Governing Council.
3. Nominations to the Governing Council shall be published including the nominee's resume
4. Notice of business for discussion must be lodged in writing with the Secretary or a duly appointed deputy not less than 21 days prior to the date of the annual general meeting and shall be placed on the agenda for the meeting.
5. The Agenda for the annual general meeting will be published together with the resume of nominees for Governing Council.
6. Where applicable ballot papers will be issued to all financial members who are eligible to vote in accordance with Clause 13.1.
7. At all annual general meetings of the FCC of WA no business shall be considered discussed other than that of which notice has been given in the circular convening the meeting, or any such business which, in the opinion of the President of the meeting, shall arise out of such business.
8. The financial members present at an Annual General Meeting shall form a quorum.
9. The President of the FCC of WA shall preside at the annual general meeting. In the event of his/her absence, the Vice-President shall preside and in the event of the absence of both the President and the Vice-President, a financial member present shall be elected to conduct the meeting.
10. The order in which business of the annual general meeting is transacted is-
  - a. consideration of the Annual Report and Annual Statement of Accounts;
  - b. election of the Governing Council members to replace outgoing Governing Council members;
  - c. appointment of an Auditor
  - d. business as defined in Rule 24(5)
11. At any annual general meeting of the FCC of WA a proposed amendment to the constitution shall be in the form of a Special Resolution and have a seventy-five per cent (75%) vote of the members entitled to vote at the meeting in order for it to come into force. Ballot papers will be included with notice of meeting and must be returned seven (7) days prior to the date of the meeting at which the amendment is to be proposed.
12. When questions of order of practice arise, the ruling of the President of the meeting shall be final.
13. In the event of equality of votes on any question, the President shall have a casting vote in addition to his/her deliberative vote.
14. Annual general meetings shall have the power to adjourn the meeting from time to time and from place to place but there shall not be transacted at an adjourned annual general meeting any business other than business left unfinished or on the agenda at the time the annual general meeting was adjourned.
15. Proxy votes are not accepted.

#### **25 SPECIAL GENERAL MEETING**

1. A special general meeting of the members of the FCC of WA may be summoned by the Governing Council, the President, four (4) members of the Governing Council or on written petition of not less than thirty (30) financial members of the FCC of WA.
2. The summons to such special meeting shall be by notice in writing stating the business proposed to be transacted.

- 3 The Secretary or his/her duly appointed deputy shall convene the said general meeting within twenty-one (21) days after the receipt of the requisition for such meeting in accordance with Rule 25 (1) and notice of such meeting shall be published not less than fourteen (14) days before the day appointed for such meeting.
- 4 At a special general meeting, no business shall be considered or discussed other than that of which notice has been given, or any such business which, in the opinion of the President of the meeting, shall arise out of such business.
- 5 At any special general meeting of the FCC of WA a proposed amendment to the constitution shall be in the form of a Special Resolution and have a seventy-five per cent (75%) vote of the members entitled to vote at the meeting in order for it to come into force.

## **26 AUDITOR**

- 1 At each annual general meeting of the FCC of WA the members present may appoint a person as Auditor of the FCC of WA.
- 2 If an appointment is not made at an annual general meeting, the Governing Council may appoint an Auditor of the FCC of WA for the current financial year of the FCC of WA.
- 3 If a casual vacancy occurs in the office of Auditor during the course of a financial year of the FCC of WA, the Governing Council may appoint a person as the Auditor and the person so appointed shall hold the office until the next succeeding annual general meeting.
- 4 The Auditor shall from time to time audit the accounts of the FCC of WA and shall certify the Balance Sheet and Statement of Accounts laid before the annual general meeting.
- 5 No Auditor or any partner in any such firm of Auditors shall be a member of the Governing Council of the FCC of WA.

## **27 FINANCIAL YEAR**

27. The financial year of the FCC of WA is the period beginning the first day of November in each year and ending on the thirty-first day of October next following.

## **28 CONSTITUTION OF THE FELINE CONTROL COUNCIL OF WA (Inc)**

- 28.(1) The FCC of WA may alter or rescind the rules of the Constitution or make rules additional to these rules at an annual general meeting or at a special general meeting summoned in accordance with Rule 25.
- (2) A resolution to alter, rescind or add an additional rule or rules of the constitution must be in the form of a Special Resolution, and notified in writing to every member of the FCC of WA at least twenty-one (21) days prior to the date appointed for such meeting.
- (3) The rules of the constitution bind every member and the FCC of WA to the same extent as if every member and the FCC of WA had signed and sealed these rules and agreed to be bound by all of their provisions.

## **29 COMMON SEAL OF THE FCC of WA**

- 29.(1) The FCC of WA shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the FCC of WA shall not be used without the express authority of the Governing Council and every use of that common seal shall be recorded in the minute book referred to in Rule 22
- (2) The affixing of the common seal of the FCC of WA shall be witnessed by any two of the three persons appointed by the Governing Council (whether members of the Governing Council or not) as seal holders and the Governing Council shall have the power to remove a seal holder and appoint another seal holder in his/her place.
- (4) The common seal of the FCC of WA shall be kept in the custody of the Secretary or the duly appointed deputy at the office of the FCC of WA

## **DISSOLUTION**

- 32.(1) The FCC of WA shall be deemed to have been dissolved if and when a special General Meeting of the members shall have been held to discuss the proposal and a ballot of those present and entitled to vote shall have been taken and in which ballot at least seventy-five per cent (75%) of the votes have been in favour of such dissolution.
- (2) Notice of the said special General Meeting of the members stating the business to be transacted shall be sent to each member by the Secretary or the duly appointed deputy not less than twenty-one (21) days before the proposed meeting.
  - (3) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

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Revised version of constitution approved at AGM 8 December 2014

Approved by Department of Commerce (WA) 20 January 2015 ref A1000069K

Abbreviated name changed from FCC of WA (Inc) to FCC of WA as instructed and in accordance with Association rules