



SA Cat Rescue Incorporated

Rules of Association

# Contents

1. Name .....	4
2. Definitions .....	4
3. Objects or Purposes of the Association .....	4
4. Powers of the Association.....	5
5. Membership.....	5
5.1 Appointment to Membership .....	5
5.2 Subscriptions.....	5
5.3 Resignations .....	5
5.4 Expulsion of a Member .....	5
5.5 Register of Members.....	6
6. The Committee .....	6
6.1 Powers and Duties .....	6
6.2 Appointment .....	7
6.3 Proceedings of Committee .....	7
6.4 Disqualification of Committee Members.....	8
7. Seal.....	8
8. General Meetings.....	8
8.1 Annual General Meetings .....	8
8.2 Special General Meeting .....	8
8.3 Notice of General Meetings .....	9
8.4 Proceedings at General Meetings.....	9
8.5 Voting at General Meetings .....	9
8.6 Poll at General Meetings.....	10
8.7 Special and Ordinary Resolutions .....	10
8.8 Proxies.....	11
9. Minutes .....	11
10. Dispute resolution.....	11
11. Financial reporting .....	12
11.1 Financial Year .....	12
11.2 Accounts to be Kept.....	12
11.3 Accounts and Reports to be Laid Before Members.....	12
11.4 Annual Returns.....	12
12. Prohibition Against Securing Profits for Members .....	12

13. Winding up.....	13
14. Application of Surplus Assets.....	13
15. Revocation of Endorsement.....	13
16. Rules.....	13

## 1. Name

The name of the incorporated association is SA Cat Rescue Incorporated, referred to herein as **“the Association”**.

## 2. Definitions

**“Committee”** means the committee of management of the Association

**“General Meeting”** means a general meeting of Members of the Association convened in accordance with these rules

**“Member”** means a member of the Association

**“The Act”** means the *Associations Incorporation Act 1985 (SA)*

**“Special Resolution”** means a special resolution defined in the Act

**“Month”** shall mean a calendar month.

## 3. Objects or Purposes of the Association

The Association is established and maintained exclusively for not for profit purposes. The charitable objects for which the Association is established and maintained are:

1. To rescue and rehome stray, abandoned and unwanted cats.
2. To engage with the community to reduce the number of cats without owners.
3. To maintain and promote a “No Kill” policy by saving both healthy and treatable cats, with euthanasia reserved only for animals who are:
  - a. Experiencing unendurable suffering and whose condition cannot be alleviated or improved, in the opinion of a registered veterinary surgeon; or
  - b. Suffering debilitating illness or condition in the opinion of a registered veterinary surgeon, but cannot be treated due to behavioural reasons.
4. To provide and support education on animal and pet care and the role of animals within homes and families.
5. To advocate the de-sexing of cats not intended for breeding purposes, and the vaccination, microchipping, and welfare of cats (and other domestic companion animals) generally.
6. To advise on access to financial support services to persons with limited income, including those providing homes for pets on behalf of the Association, regarding veterinary fees and other expenses that may be incurred to ensure the wellbeing of the animals in their care.
7. To use the funds of the Association as the Association may consider necessary or proper in payment of the costs and expenses and furthering or carrying out the objects or interest of the Association or any of them including the employment of solicitors, agents and staff as shall appear necessary or expedient.
8. To co-operate where possible with any other association whether incorporated or not whose objectives are altogether or in part similar to those of this Association and to acquire from and communicate to such association such information as may be likely to forward the objects of this Association.

9. To purchase, take on lease, or in exchange or hire, or otherwise acquire, any real or personal property, and any rights or privileges which the Association shall think necessary or expedient for the purpose of attaining the objects of the Association, and to sell, exchange, let on bail, or lease, with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.
10. To do all such things as are incidental or conducive to the attainment of the above objects.

## 4. Powers of the Association

The Association shall have all the powers conferred by section 25 of the Act.

## 5. Membership

### 5.1 Appointment to Membership

Any person who applies for Membership of the Association shall be proposed by one Member and seconded by another Member.

The application for Membership shall be made in writing, signed by the applicant and the proposer and seconder. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be a Member of the Association.

### 5.2 Subscriptions

- a) The subscription fees for Membership shall be such sum (if any) as the Members shall determine from time to time in a General Meeting.
- b) The subscription fees shall be payable annually on 1 July or at a time that the Committee determines.
- c) Any Member whose subscription is outstanding for more than three Months after the due date for payment shall cease to be a Member of the Association, provided always that the Committee may reinstate such a person's Membership on such terms as it thinks fit.

### 5.3 Resignations

A Member may resign from Membership of the Association by giving written notice to the Committee of the Association. Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

### 5.4 Expulsion of a Member

- a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.

- b) Particulars of the charge shall be communicated to the Member at least one Month before the meeting of the Committee at which the matter will be determined.
- c) The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to 5.4d below), cease to be a Member 14 days after the Committee has communicated its determination to the Member.
- d) It shall be open to a Member to appeal the expulsion to the association at a General Meeting. The intention to appeal shall be communicated to the public officer or any Member of the Committee of the association within 14 days after the determination of the Committee has been communicated to the Member.
- e) In the event of an appeal under Clause 5.4d above, the appellant's Membership of the Association shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Association in General Meeting after the appellant has been heard by the Members of the Association, and in such event Membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## 5.5 Register of Members

A register of Members must be kept and contain:

- a) the name and address of each Member
- b) the date on which each Member was admitted to the Association, and
- c) if applicable, the date of and reason(s) for termination of Membership.

## 6. The Committee

### 6.1 Powers and Duties

- a) The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in a General Meeting.
- b) The Committee has the management and control of the funds and other property of the association.
- c) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- d) The Committee shall appoint a public officer as required by the Act.
- e) Notice of appointment and any change in the identity or address of the public officer are to be lodged within one Month after the change (Form 10) with:

Consumer and Business Services, Chesser House  
91-97 Grenfell Street, Adelaide 5000;  
Postal address: GPO Box 1719, Adelaide 5001.

## 6.2 Appointment

- a) The Committee shall be comprised of a minimum of three Committee Members and up to five additional Committee Members.
- b) A Committee Member shall be a natural person.
- c) Additional or replacement Members of the Committee in the case of any Committee choosing to retire or who has been removed in accordance with these rules shall be appointed by majority vote of all persons currently residing on the Committee no later than 7 days prior to the AGM.
- d) A retiring Committee Member choosing to resign shall provide 14 days written notice to the Members of the Committee, and return all property relating to the association within 7 days of the date of resignation (including and not limited to physical property and intellectual property, such databases).

## 6.3 Proceedings of Committee

- a) The Committee shall meet together for the dispatch of business at least every three Months.
- b) The roles of chairperson, secretary and treasurer shall be delegated among the Committee Members as necessary.
- c) The Committee shall delegate any of its powers, functions and roles to a Committee Member, a sub-Committee, a staff Member or a Member, other than the power of delegation or a duty that applies to the Committee or particular Committee Member under Australian laws to ensure that the association is responsibly managed and pursues its purposes.
- d) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson of the meeting shall have a casting vote in addition to a deliberative vote.
- e) A quorum for a meeting of the Committee shall be one half of the Members of the Committee.
- f) A Member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The Member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual General Meeting of the association.

## 6.4 Disqualification of Committee Members

The office of a Committee Member shall become vacant if a Committee Member is:

- a) disqualified from being a Committee Member by the Act
- b) expelled as a Member under these rules
- c) permanently incapacitated by ill health
- d) absent without apology from more than four meetings in a financial year
- e) no longer the duly appointed representative of a corporate Member.

## 7. Seal

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

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

## 8. General Meetings

### 8.1 Annual General Meetings

- a) The Committee shall call an annual General Meeting in accordance with the Act and these rules.
- b) The first annual General Meeting shall be held within 18 Months after the incorporation of the Association, and thereafter within three Months after the end of its financial year.
- c) The order of the business at the meeting shall be:
  - i) the confirmation of the minutes of the previous annual General Meeting and of any special General Meeting held since that meeting
  - ii) the consideration of the accounts and reports of the Committee and the auditor's report (if auditor's report is required)
  - iii) any other business requiring consideration by the association in General Meeting.

### 8.2 Special General Meeting

- a) The Committee may call a special General Meeting of the Association at any time.
- b) Upon a requisition in writing of not less than 50% of the total number of Members of the association, the Committee shall, within one Month of the receipt of the requisition, convene a special General Meeting for the purpose specified in the requisition.

- c) Every requisition for a special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- d) If a special General Meeting is not convened within one Month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

### 8.3 Notice of General Meetings

- a) Subject to 8.3b, at least 14 days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by email to the address appearing in the register of Members. (See rule 5.5.)

### 8.4 Proceedings at General Meetings

- a) At the time of the meeting 80% of Members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- c) Subject to 8.4d, the chairperson nominated by the Committee at the meeting immediately preceding the meeting shall preside as chairperson at a General Meeting of the Association.
- d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the chairperson of that meeting.

### 8.5 Voting at General Meetings

- a) Subject to these rules, every Member of the Association has only one vote at a meeting of the Association.

- b) Subject to these rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Unless a poll is demanded by at least 50% of Members, a question for decision at a General Meeting must be determined by a show of hands.
- d) A Member being a body corporate shall be entitled to appoint one person, who shall not be a Member of the Association, to represent it at a particular General Meeting or at all General Meetings of the Association. That person shall be appointed by the corporate Member by a resolution of its board, which may be authenticated by its seal. Such a person shall be deemed to be a Member of the Association for all purposes until the authority to represent the corporate Member is revoked.

## 8.6 Poll at General Meetings

- a) If a poll is demanded by at least 50% of Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## 8.7 Special and Ordinary Resolutions

- a) A Special Resolution is a resolution of an incorporated association:
  - i) Where the rules of the Association provide for the Membership of the Association – a resolution passed at a duly convened meeting of the Members of the Association if –
    - (a) at least 21 days' written notice specifying the intention to propose the resolution as a Special Resolution has been given to all Members of the Association, and
    - (b) it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such Members of the Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting:
  - ii) Where the rules of the Association do not provide for the Membership of the association – a resolution passed at a duly convened meeting of the Members of the Committee of the Association if –
    - (a) at least 21 days' written notice specifying the intention to propose the resolution as a Special Resolution has been given to all Members of the Association, and
    - (b) it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such Members of the Committee as, being entitled to do so, vote in person or, where alternatives are allowed, by alternates, at that meeting.

- b) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

## 8.8 Proxies

A Member shall be entitled to appoint in writing a natural person who is also a Member of the Association to be their proxy, and attend and vote at any General Meeting of the Association.

## 9. Minutes

- a) Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, shall be entered within one Month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 10. Dispute resolution

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
  - i) a Member and another Member
  - ii) a Member and the Association
- b) 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.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule "Member" includes any person who was a Member not more than six Months before the dispute occurred.

Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the Members, or a dispute between itself and Members of the Association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a Member of an incorporated association or by a former Member expelled from the association (provided that the application is made within six Months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

## 11. Financial reporting

### 11.1 Financial Year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 Months commencing on 1 July and ending on 30 June of each year.

### 11.2 Accounts to be Kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### 11.3 Accounts and Reports to be Laid Before Members

The accounts, together with the auditor's report on the accounts if required, the Committee's statement and the Committee's report shall be laid before the Members at the annual General Meeting.

### 11.4 Annual Returns

The Committee must ensure that financial statements are prepared at the end of the Association's financial year. The Association's financial statements must include the following:

- a) Income Statement - income and expenditure of the Association;
- b) Balance Sheet - the balance sheet (assets and liabilities) of the Association;
- c) Responsible Member Declaration – responsible person's declaration about the statements & notes.

The Committee must be satisfied that the financial statements give a 'true and fair' view of the Association's financial position and performance.

The annual return shall be lodged with Consumer and Business Services within six Months after the end of each financial year & the Australian Charities Not-for-Profit Commission by the due dates advised on website.

## 12. Prohibition Against Securing Profits for Members

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

## 13. Winding up

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

## 14. Application of Surplus Assets

- a) If after the winding up of the Association there remain 'surplus assets' as defined in the Act, such surplus assets shall be distributed to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made, including:
  - a. gifts of money or property for the principal purpose of the organisation;
  - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; or
  - c. money received by the organisation because of such gifts and contributions.

The association may determine to distribute surplus gifts and contributions to another DGR that are registered charities, with similar objects, which is charitable at law.

- a) Such organisation or organisations shall be identified and determined by a resolution of Members in a General Meeting.

## 15. Revocation of Endorsement

- a) If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made, including:
  - a. gifts of money or property for the principal purpose of the organisation;
  - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; or
  - c. money received by the organisation because of such gifts and contributions.

The Association may determine to distribute surplus gifts and contributions to another DGR that are registered charities, with similar objects, which is charitable at law.

- b) Such organisation or organisations shall be identified and determined by a resolution of Members in a General Meeting.

## 16. Rules

These rules may be altered (including an alteration to the Association's name) by Special Resolution of the Members of the Association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Association and every Member to the same extent as if they have respectively signed them, and agreed to be bound by all of the provisions thereof.

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