

CONSTITUTION OF SA YARD DOG ASSOCIATION

Updated: 2024

1. NAME

The name of this body shall be the South Australian Yard Dog Association Incorporated, and it shall be hereafter referred to as the 'Association'.

2. OBJECTS

- a) To hold competitions (Farm Utility and Yard dog Trials in accordance with bylaws set by SAYDA) in conjunction with local show societies, field days and interested convenors through out the state of South Australia and to promote interest in working yard dogs.
- b) To promote good fellowship among those interested in working yard dogs.
- c) To educate, train, coach and encourage members of the association.
- d) To do all such things and acts conducive to the furtherance of the objects and interests of the Association.

3. MEMBERSHIP

- a) 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, and shall be in such form as the committee shall prescribe from time to time.
Upon acceptance of the application by the committee and upon payment of the first annual subscription the applicant shall be an ordinary member of the association.
- b) A properly constituted Annual General Meeting or Special General Meeting may appoint any person as an honorary member or honorary life member of the association as per the criteria and guidelines incorporated in the Association's Bylaws/Rules Section A Membership.

4. POWERS OF THE ASSOCIATION

- a) The association shall have all the powers conferred by section 25 of the Act to further the objects of the association.

5. SUBSCRIPTIONS

- a) The general subscription fees for membership shall be such sum, as the members shall determine at the Annual General Meeting.
- b) Subscription for Annual Membership is from the 1st of July to 30th June in conjunction with the financial year.
- c) Any member whose subscription is outstanding for more than 60 days shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on terms as it thinks fit.

6. RESIGNATION

- a) Any member may resign from the association and such resignation must be in writing and forwarded to the Secretary of the association.
- b) Upon any person ceasing to be a member of the association for any reason whatsoever he/she shall not be entitled to the return of his/her membership subscription or any portion thereof.
- c) Any member on resigning shall be liable for any outstanding subscriptions that shall be recovered as a debt due to the association.



7. EXPULSION OF A MEMBER

- a) The committee may expel from the association or otherwise punish or penalise any member whose conduct, in the opinion of the committee is discreditable or injurious to the character or interest of the association.
- b) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the committee at which Constitution will be determined.
- c) Before any member is expelled or otherwise punished or penalised on or after 9 December 2024 shall be given the opportunity to defend himself/herself and to justify or explain their conduct.
- d) Should the member in question feel they have not been given a fair hearing they shall have the right to appeal the decision.
- e) Provided that a quorum is established, and the majority of the committee present is of the opinion that the member has been guilty of such conduct or action as aforesaid, then the committee may expel or suspend him/her from membership or otherwise punish or penalise him/her.
- f) Should any member fail to appear at any inquiry conducted under clause 6c hereof, or any adjournment thereof, the committee may proceed in that member's absence to conduct the said inquiry and to make its finding as herein before empowered.

8. GENERAL MEETINGS

- a) The Annual General Meeting of the members shall be held within five months following the end of financial year of the Association, and members shall be given notice in writing at least twenty-eight days before such a meeting.
- b) The Annual Report and audited balance sheet or financial statement shall be submitted to all members at the Annual General Meeting.
- c) The Annual General Meeting and/or Special General Meeting may make by-laws necessary for proper administration of the association. Any by-law so made shall not be repealed, added to or amended unless and until....
 - 1. Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the association not later than 14 days prior to the date of such Annual General Meeting and/or Special General Meeting and included in the agenda of such a meeting.
 - 2. Such repeal, addition is proposed at such Annual General Meeting and/or Special General Meeting and is approved by not less than two thirds of the members of the association present at such a meeting and voting thereon.
- d) The election of officers and committee for the ensuing twelve months shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the meeting.
- e) A Special General Meeting of members shall be called at the request of the President or the Secretary or any three members of the committee or at the written request of ten financial members of the association. Such a meeting shall be held in 30 days of such a request and all members shall be notified in written, electronic (email) or other appropriate media commonly available to the majority of members not less than 10 days before such a meeting.
- f) The President of the association shall be the Chairperson at all general meetings. Should he/she not be present then a Vice President shall be elected to the Chair, and if there is no Vice President present, members shall elect a member to take the Chair.

- g) 1. At all meetings the Chairpersons decision on points of order shall be final.
2. The Chairman shall have a casting vote in addition to his/her deliberative vote.
- h) The quorum for a general meeting shall be six members present.
- i) If at any general meeting, there is no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse until a majority of the members present decide to adjourn the meeting for a period not exceeding 14 days. If there be no quorum 30 minutes after the time appointed for an adjourned meeting, then the meeting shall lapse all together.
Constitution approved on 9 December 2024
- j) Only members present in person and who have been members of the association prior to the 1st of September in the current financial year shall be entitled to vote at the Annual General Meeting or Special General Meeting.

9. COMMITTEE

- a) The committee has the management and control of the funds and other property of the association.
- b) The business and affairs of the association shall be under the management and control of a committee provided however, that except in the case of extreme urgency the committee should not take any action contrary to decisions made at a general meeting.
- c) The committee may, subject to the decisions made at a general meeting, exercise all powers of the association and do all such acts and things as may be done by the association or which it considers necessary or expedient to carry out the objects of the association.
- d) The committee shall consist of
 - 1. 8 members
 - 2. The President, a Vice-President, a Secretary, a Treasurer. The Secretary may be both the Secretary and the Treasurer (herein-after called the office bearers) and
 - 3. Four members of the association, elected at the Annual General Meeting or as otherwise provided in this Constitution
 - 4. If the positions of Secretary and Treasurer are filled by the same member, an additional member will be elected to fill all eight committee positions
 - 5. The Committee may co-opt additional non-voting members on to the Committee if it is felt that additional knowledge and skills would benefit the Committee.
- e) All members of the committee must be financial members of the association.
- f) Should any vacancy occur, in the committee or office bearers of the association other than in the normal course of elections, the committee shall fill such vacancy from the financial members of the association and such member duly elected shall hold office for the unexpired portion of his/her predecessor's term.
- g) The committee shall meet no less than three times per year to conduct the business of the association. The President or Secretary or three members of the committee shall have the power to call a meeting of the committee.
The President of the association shall take the chair at all committee meetings. Should the President not be present then a Vice President shall be elected to chair and if there were no Vice President the committee shall elect one of its members to take the chair
- h) The Chairperson at all committee meetings shall have a casting vote in addition to a deliberative vote.
- i) 1. All notices of committee meetings shall be in the form of written, electronic (email) or other appropriate media commonly available to the majority of

members. Notices of committee meetings shall be distributed at least 7 days prior to such meetings.

2. The accidental omission to give to any member, or non receipt by any member of any notice required by the constitution, shall not invalidate or affect any proceedings at such meeting.

- j) The committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and Constitution terms, as the committee may think fit. The President and Secretary shall approve all members of all sub committees.
- k) All acts or decisions done or made by any meeting of the committee or any members thereof shall, notwithstanding that it be afterwards discovered that there were some defect in the appointment of such member or all or any members of the committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.
- l) Members may be considered present at a committee meeting in the form of various electronic media as is available via current technology of the time to enable clear communication within the meeting.
- m) The quorum for the committee meeting shall be four members.

10. ELECTION OF COMMITTEE

- a) The first committee of the association shall be appointed from the promoters of the association or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first Annual General Meeting after incorporation at which time one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee but shall be eligible for reappointment. At each subsequent Annual General Meeting four of the longest serving members of the committee shall retire and be eligible for reappointment.
- b) Nomination for each candidate for election as office bearers or committee members shall be proposed and seconded respectively by two financial members of the Association and signed by the nominee. Nominations to be received by the Secretary fourteen days prior to the Annual Meeting. Nominations may be received by electronic media or in an appropriate form that the technology of the time allows.
Contested offices shall be subject to ballot at the Annual General Meeting of members present and voting thereon.
- c) The election for the office bearers and the other committee members shall be by ballot of members present and voting thereon, held at the Annual General Meeting. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.
- d) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- e) In the absence of nominations by the closing date, nominations may be received from the floor. The consent of the person nominated must be given.
- f) The committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting of the association and shall be eligible for re-appointment.

11. DISQUALIFICATION OF COMMITTEE MEMBERS

- a) The office of a committee member shall become vacant if a committee member is:
1. disqualified by the Act.
 2. expelled by these rules.
 3. permanently incapacitated by ill health.
 4. absent without apology for more than three consecutive approved on more than three committee meetings in a financial year. 9 December 2024
 5. no longer the duly appointed representative of a corporate member.



12. DUTIES

- a) The Secretary shall carry out his/her duties under the direction of the committee and keep a true record of all minutes of all meetings, attend all correspondence, issue notices for meetings, keep records and carry out such duties as the committee may from time to time direct.
- b) The treasurer shall receive all monies payable to the association and give receipts for same. All monies so received shall be paid into the banking account of the association. The treasurer shall present at each General Meeting a balance of the finances of the association and keep proper books of account of all monies received and disbursed and generally perform all duties as are directed by the committee from time to time.

13. FINANCE

- a) The financial year shall be from the 1st July to the 30th June each year.
- b) All monies of the association shall be paid into the account of the association at such bank that the committee may from time to time direct.
- c) No monies shall be drawn from the association account save by two of the approved bank signatories authorised by the committee via the use of cheque, electronic funds transfer or in person(s).
No monies shall be withdrawn unless such withdrawal had been approved by the committee, or in the case of emergency, by the President and Secretary.
- d) The books and accounts of the association shall be audited annually by a duly qualified auditor as appointed by the committee.

14. MINUTES

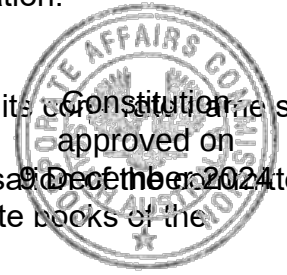
- a) Proper minutes of all proceedings of meetings of the association and meetings of the committee, shall be entered within one month after the relevant meeting in the minute books kept for the purpose, stored electronically or kept via other suitable secure means as per technology of the time.
- b) 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 proceeding meeting.
- c) 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.
- d) Electronic/digital or means, as per technology available and approved by committee, will be accepted as an approved method of the signing of the Associations minutes.

15. TRUSTEES

- a) Unless otherwise determined the members of the committee of the association for the time being shall be deemed to be the Trustees of the association, to hold any property real and personal belonging to the association.

16. THE SEAL

- a) The association shall have a common seal upon which its Constitution shall appear in legible characters.
- b) 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 books of the association.
The affixing of the Seal shall be witnessed by the President and the Secretary, or one other committee person.
- c) The Seal shall be kept in the custody of the Secretary or such other person as the committee from time to time may decide.



17. BORROWING POWERS

- a) Subject to this rule the association may borrow money from banks and other financial institutions upon such terms and conditions as the committee sees fit, and may secure the repayment thereof by charging the property of the association.
- b) Subject to section 53 of the Act, the association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the committee from time to time.

18. AMENDMENTS TO THE CONSTITUTION

- a) This shall be the only Constitution of the South Australian Yard Dog Association and shall come into force forthwith and shall not be altered, varied, added to or repealed unless two thirds of financial members present at an Annual General Meeting are in favour of such alteration, variation, addition or repeal.
- b) The property assets and income of the association, wherever derived, shall be applied towards the promotion of the objects of the association, and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit generally to members of the association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the association or any members in return for services actually rendered, nor prevent the payment of interest on money borrowed from any member of the association. Should the association for any reason whatsoever cease to function, any member or person holding the association moneys or property shall forthwith pay the same to the committee.

19. WINDING UP (SURPLUS ASSETS)

- a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any not-for-profit organisation or charity which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in a Special General Meeting.