

## About Incorporation.

### What is an incorporated association?

They are clubs or community groups, operating not for profit, whose members have decided to give their organisation a formal legal structure. You can recognise an incorporated association by the word 'Incorporated' or the abbreviation 'Inc.' after its name.

When a club or community group incorporates, it becomes a 'legal person' – that is, a legal entity that stays the same even if its members change. It can enter into contracts in its own name; for example, to borrow money or buy equipment. This protects the individual members of the association from legal liabilities.

*These notes and the Sample Articles of Association have been put together to comply with all Australian state laws for incorporation of associations in each state at the time of writing however you are advised to seek advice to ensure their accuracy for incorporation requirements in your state.*

### Prerequisites

#### Type and size of organisation

To become an incorporated association, your club,  
Must operate not for profit and have at least five members.

#### Statement of purposes

Your association must have a written statement of purposes that describes, in numbered paragraphs, what the association hopes to achieve.

MDBA Pacers chartered Clubs statement of purpose is:

- To operate facilities for the care and protection of domestic animals which are orphaned, homeless or needing temporary care due to their owner's hardship.
- To prevent cruelty to animals by ensuring domestic animal owners adhere to existing laws at federal and state level by offering them assistance in times of hardship and disaster.
- To reduce the number of homeless domestic animals.
- To develop and promote policies for the humane treatment of domestic animals in times of hardship or disaster that reflect contemporary values and scientific knowledge.
- To educate the community with regard to the humane treatment of domestic animals

in times of hardship and disaster preparedness.

- To engage with relevant stakeholders to improve domestic animal welfare to help prevent the impact of personal hardship and disasters.
- To sustain an intelligent public opinion regarding domestic animal welfare in times of hardship and disaster.
- To anticipate potential hardship and disasters and provide management initiatives.
- To offer counseling and support services to owners who are at risk of abandoning or neglecting their animals due to hardship.

Your incorporated MDBA Pacers Club must have a written set of rules, also known as a constitution,  
Example Following

### **Australian Business Number (ABN)**

Your incorporated MDBA Pacers Club is required to have an ABN. This is available from the Australian Business Register website.

### **Limited liability insurance**

Your incorporated MDBA Pacers club is required to have to have limited liability insurance, officers and directors insurance and volunteer insurance.

### **Vote to incorporate the association**

In order to incorporate, your MDBA Pacers Club you must hold a meeting to vote on whether to do so. All members must be given at least 21 days' notice of the meeting.

At this meeting, a majority of votes cast by members, personally must:

- authorise a person, who is at least 18 years old and resides in their state , to incorporate the MDBA Pacers Club
  - approve a proposed statement of purposes
  - approve proposed rules that comply with the *Associations Incorporation Act in their state and the requirements for chartered clubs of MDBA Pacers Company Ltd*
- The person who lodges the application for incorporation becomes the first public officer of the MDBA Pacers Club, unless another public officer has been nominated. The committee members of the unincorporated association form the first management committee of the incorporated association.

### **Lodge an application form**

**The person authorised to apply for incorporation must complete and lodge:**

- the Application for Association Incorporation form available from their state Consumer Affairs or Dept of Fair Trading office.
- a copy of the proposed statement of purposes.
- a copy of the proposed rules of the MDBA Pacers Club the application fee set down in each state.

You will be issued a certificate of incorporation after the application has been accepted, showing the name of the incorporated association, registration number and date of incorporation.

You will need to apply for endorsement as:

- a [tax concession charity \(TCC\) or income tax exempt fund \(ITEF\)](#)
- a [deductible gift recipient \(DGR\)](#).

The packs can be downloaded using the links above or from the Australian Tax Office Website.

Before your organisation can apply for endorsement, it must have an [Australian business number \(ABN\)](#).

If you indicate on the ABN registration form that your organisation wants to be endorsed as a TCC, ITEF or DGR, an endorsement application pack will be posted to your MDBA Pacers Club.

### **Management committee and public officer**

The elected management committee manages the affairs of the MDBA Pacers Club and has statutory responsibilities under the *Associations Incorporation Act in each state*. There are penalties for breaching these responsibilities.

The committee must appoint a public officer, who is the main point of contact between the incorporated MDBA Pacers Club and their state's Consumer Affairs office. The public officer must be at least 18 years old and reside in your state.

### **Management committee State Consumer Affairs Office requirements.**

Management committee members must:

- ensure an annual general meeting is held within 2 months of the end of the MDBA Pacers Club's financial year and submit a financial statement to members at the meeting
- ensure an annual statement is lodged with the Registrar in your state within a month after the annual general meeting
- notify the Registrar of:
  - a change to the incorporated MDBA Pacers Club's registered address within 14 days of the change

- the appointment of a public officer or any changes to their details
- if the position of public officer becomes vacant, the appointment of a new public officer within 14 days
- a special resolution relating to winding up the association or distribution of assets

### **Management committee membership and personal gain**

Members have a duty to act in the best interests of the MDBA Pacers Club and not to take advantage of their position. They must not make use of their position (or information acquired because of their position) to:

- gain any financial benefit for themselves or any other person
- cause a detriment to the MDBA Pacers Club.

If a committee member has a direct or indirect financial interest in a contract with the incorporated MDBA Pacers Club:

- they must disclose the nature and extent of the interest to the committee and must not take part in any committee decisions about the contract
- the interest must be recorded in the financial statements submitted to the MDBA Pacers Club members at the next annual general meeting.

**Sample  
Rules of the Association \***

**For an**

**INCORPORATED**

**ASSOCIATION**

## SCHEDULE

### REGULATION

#### RULES OF THE ASSOCIATION

**1 Name MDDBA Pacers \_\_\_\_\_ Club is an MDDBA Pacers club chartered by, and subject to the Constitution and Bylaws, of MDDBA Pacers [Preventing Animal Cruelty in Emergency Response situations] CN134977334**

#### **2 Definitions**

(1) In these Rules, unless the contrary intention appears—

***Committee*** means the committee of management of the Association;

***Financial year*** means the year ending on 30 June;

***MDDBA Pacers Company Ltd means MDDBA Pacers [Preventing Animal Cruelty In Emergency Response Situation} ACN. 134977334***

***general meeting*** means a general meeting of members convened in accordance with the act;

***member*** means a member of the Association;

***ordinary member of the committee*** means a member of the committee who is not an officer of the Association;

***Regulations*** means regulations under the Act;

***relevant documents*** has the same meaning as in the Act;

***the Act*** means the Associations Incorporation Act in the incorporating state.

(2) In these Rules, a reference to the Secretary of an Association is a reference—

- (a) if a person holds office under these Rules as Secretary of the Association—to that person; and
- (b) in any other case, to the public officer of the Association.

### **Emblem, Colors, Slogan and Motto**

Section 1. **EMBLEM.** The emblem of this chartered club shall be of a design as follows:



Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the MDBA Pacers Company Ltd shall be according to the guidelines established from time to time in the by-laws.

Section 3. **COLORS.** The colors of this MDBA Pacers Club and of each chartered club shall be red black and white

Section 4. **SLOGAN. The Pet Safety Net**

Section 5. **MOTTO. A Hand Up.**

### **3 Alteration of the rules**

These Rules and the statement of purposes of the incorporated MDBA Pacers Club must not be altered except in accordance with the Act and the constitution and by laws of the National Board of MDBA Pacers

### **NONPROFIT PURPOSES**

1. Said corporation is organized exclusively for charitable purposes.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 4. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Australian law.

5. The board of directors shall adopt policies and procedures as appropriate and necessary to ensure the corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status

## **Section 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this association shall be to solicit, collect and otherwise raise money for charitable purposes: to expand, contribute, disburse, and otherwise handle and dispose of the same for such purposes relating to the aims and goals of the MDBA Pacers \_\_\_\_\_ Club and the National MDBA PACERS Company Limited.

### **Statement of purposes**

MDBA Pacers \_\_\_\_\_ Club's statement of purpose is:

- To operate facilities for the care and protection of domestic animals which are orphaned, homeless or needing temporary care due to their owner's hardship.
- To prevent cruelty to animals by ensuring domestic animal owners adhere to existing laws at federal and state level by offering them assistance in times of hardship and disaster.
- To reduce the number of homeless domestic animals.
- To develop and promote policies for the humane treatment of domestic animals in times of hardship or disaster that reflect contemporary values and scientific knowledge.
- To educate the community with regard to the humane treatment of domestic animals in times of hardship and disaster preparedness.
- To engage with relevant stakeholders to improve domestic animal welfare to help prevent the impact of personal hardship and disasters.
- To sustain an intelligent public opinion regarding domestic animal welfare in times of hardship and disaster.
- To anticipate potential hardship and disasters and provide management initiatives.

- To offer counseling and support services to owners who are at risk of abandoning or neglecting their animals due to hardship.

**OBLIGATIONS.** The club, is to remain in good standing, and shall:

- Collect from each member, except as otherwise provided herein, minimum annual dues to cover dues and such other expenses as are necessary for club administration.
- Submit such regular reports to the MDBA PACERS company's head office as may be called for by the MDBA Pacers National Board of Directors.
- Abide by the constitution, by-laws, and the policy of the MDBA Pacers National Board of Directors.
- Attempt to resolve all disputes arising at the club level according to the Club Dispute Resolution Procedure set out, from time to time, in the policy of the National Board of Directors.

### **Membership, entry fees and subscription**

- A person who applies and is approved for membership as provided in these Rules is eligible to be a Top Dog or Basic member of the MDBA Pacers \_\_\_\_\_ Club on payment of the respective entrance fee and annual subscription payable under these Rules.
- A person who is not a Top Dog member of the Association at the time of the incorporation of the MDBA Pacers \_\_\_\_\_ club (or who was a member at that time but has ceased to be a member) must not be admitted to Top Dog membership unless—
  - He or she applies for membership in accordance with subrule (3); and
  - The admission as a member is approved by the committee.
- An application of a person for membership of the Association must—
  - Be made in writing in the form set out in Appendix 1; and
  - Be lodged with the Secretary of the Association.

- (4) as soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for Top Dog membership, the Secretary must, as soon as practicable—
  - (a) Notify the applicant in writing of the approval for membership; and
  - (b) Request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in subrule (6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association—
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The entrance fee is the relevant amount set out in Appendix 4.
- (12) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 July in each year.

## **5 Register of members**

- (1) The Secretary must keep and maintain a register of members containing—
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any Top Dog member upon request.
- (3) A Top Dog member may make a copy of entries in the register.

## **Ceasing membership**

- (1) A member of the MDBA Pacers \_\_\_\_\_ club who has paid all moneys due and payable by a member to the MDBA Pacers \_\_\_\_\_ Club may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in subrule (1)—
  - (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## **7 Discipline, suspension and expulsion of members**

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
  - (a) suspend that member from membership of the Association for a specified period; or

- (b) expel that member from the MDBA Pacers Club; or
  - (c) fine that member an amount not exceeding \$500
- (2) A resolution of the committee under subrule (1) does not take effect unless—
- (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
- (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following—
    - (i) attend that meeting;

- (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
  - (a) give the member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)—
  - (a) no business other than the question of the appeal may be conducted; and

- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, in favour of the resolution. In any other case, the resolution is revoked.

## **8 Disputes and mediation**

- (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 MDBA Pacers Club.
- (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 the committee of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the head office
- (5) A member of the MDBA Pacers \_\_\_\_\_ club 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; and
  - (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) 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.

## **9 Annual general meetings**

- (1) The committee may determine the date, time and place of the annual general meeting of the MDBA Pacers \_\_\_\_\_ Club.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

- (3) The ordinary business of the annual general meeting shall be—
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the MDBA Pacers \_\_\_\_\_ Club during the last preceding financial year; and
  - (c) to elect officers of the MDBA [Pacers \_\_\_\_\_ Club and the ordinary members of the committee; and
  - (d) to receive and consider the statement submitted by the MDBA Pacers club to their state consumer affairs office in accordance with section 30(3) of the Act.

e) To receive and consider the statements and reports to be submitted to MDBA Pacers Company Ltd Head office in compliance with the charter.

- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **10 Special general meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the MDBA Pacers \_\_\_\_\_ Club.
- (4) If, but for this subrule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of Top Dog members,

convene a special general meeting of the MDBA Pacers  
 \_\_\_\_\_ club.

- (6) The request for a special general meeting must—
- (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Top Dog members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by Top Dog members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the MDBA Pacers \_\_\_\_\_ Club to the persons incurring the expenses.

## **11 Special business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## **12 Notice of general meetings**

- (1) The Secretary of the MDBA Pacers \_\_\_\_\_ Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be

sent to each member of the MDBA Pacers \_\_\_\_\_ Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- (2) Notice may be sent—
  - (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

### **13 Quorum at general meetings**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
  - (i) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
  - (ii) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is

specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

#### **14 Presiding at general meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the MDBA Pacers \_\_\_\_\_ Club.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

#### **15 Adjournment of meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**16 Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a Top Dog or basic member has one vote only.
- (2) All votes must be given personally.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the MDBA Pacers \_\_\_\_\_ Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 5) Those who are not financial Top Dog or Basic members have no voting Rights.

**17 Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**18 Manner of determining whether resolution carried**

If a question arising at a general meeting of the MDBA Pacers  
\_\_\_\_\_ Club is determined on a show of hands—

- (a) a declaration by the Chairperson that a resolution has been—
  - (i) carried; or

- (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the MDBA Pacers \_\_\_\_\_ Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**PROXY VOTING. Proxy voting is strictly prohibited.**

**Committee of management**

- (1) The affairs of the MDBA Pacers \_\_\_\_\_ Club shall be managed by the committee of management.
- (2) The committee—
  - (a) shall control and manage the business and affairs of the MDBA Pacers \_\_\_\_\_ Club; and
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the MDBA Pacers \_\_\_\_\_ Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the Top Dog members of the MDBA Pacers \_\_\_\_\_ club ; and
  - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the MDBA Pacers \_\_\_\_\_ club.
- (3) Subject to the Act, the committee shall consist of—
  - (a) the officers of the MDBA Pacers \_\_\_\_\_ Club; and

(b) two ordinary Top Dog members—  
each of whom shall be elected at the annual general meeting of the MDBA  
Pacers \_\_\_\_\_ Club in each year.

## **21 Office holders**

- (1) The officers of the Association shall be—
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint one of its Top Dog members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **22 Ordinary members of the committee**

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the MDBA Pacers \_\_\_\_\_ club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (3) Must be a Top Dog Member in good standing.

### **23 Election of officers and ordinary committee members**

- (1) Nominations of candidates for election as officers of the MDBA Pacers \_\_\_\_\_ club or as ordinary members of the committee must be—
- (a) made in writing, signed by two Top Dog members of the MDBA Pacers \_\_\_\_\_ Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary of the MDBA Pacers \_\_\_\_\_ Club not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for an office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

#### **24 Vacancies**

The office of an officer of the MDBA Pacers \_\_\_\_\_ Club, or of an ordinary member of the committee, becomes vacant if the officer or member—

- (a) ceases to be a Top Dog member of the MDBA Pacers \_\_\_\_\_ Club; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing given to the Secretary.

#### **25 Meetings of the committee**

- (1) The committee must meet at least once per month at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

#### **26 Notice of committee meetings**

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

#### **27 Quorum for committee meetings**

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
  - (i) in the case of a special meeting—the meeting lapses;
  - (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

## **28 Presiding at committee meetings**

At meetings of the committee—

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## **29 Voting at committee meetings**

- (1) Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each Top Dog member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event

of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **30 Removal of committee member**

- (1) The MDBA Pacers \_\_\_\_\_ Club in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the MDBA Pacers \_\_\_\_\_ Club or, if they are not so given, the member may require that they be read out at the meeting.

### **31 Minutes of meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

### **32 Funds**

- (1) The Treasurer of the Association must—

- (a) collect and receive all moneys due to the MDBA Pacers \_\_\_\_\_ Club and make all payments authorised by the MDBA Pacers Club; and
- (b) keep correct accounts and books showing the financial affairs of the MDBA Pacers \_\_\_\_\_ Club with full details of all receipts and expenditure connected with the activities and administration of the MDBA Pacers Club.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

(3) The funds of the MDBA Pacers \_\_\_\_\_ Club shall be derived from entrance fees, dues annual subscriptions, donations and such other sources as the committee determines.

4) • Funds for administration and activities must be kept separate through book-keeping or two accounts

a)• Administration Account – These are funds from membership’s fees, dues, fines, and internal funds and internal fundraising.– Funds can be transferred from this account to the activities account

b)• Activities Account – These are funds raised from the public. These are funds which are raised where the public has a perception that these funds will be used for the sole benefit of the community

– The funds in the activities account cannot be used for administrative purposes.

– All money from the public will go back to the public

– 90 % of net income generated from local fundraising is to be used for local community needs.

– 10% of net income generated from local fundraising is deposited monthly with MDBA Pacers National Office to be used as a charitable national disaster reserve fund for use for the wider Australian community where required in the case of a widespread natural disaster, for use in areas which as yet have not established a local community MDBA PACERS Club or where more funds than the local community currently hold are needed on a case by case basis to help the MDBA Pacers \_\_\_\_\_ Club’s local domestic animal owners in need.

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the MDBA Pacers \_\_\_\_\_ Club.

### **34 Notice to members**

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the MDBA Pacers \_\_\_\_\_ Club, under these Rules may be given by—

- (a) Delivering the notice to the member personally; or
- (b) Sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) Facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) Electronic transmission, if the member has requested that the notice be given to him or her in this manner.

### **35 Winding up**

In the event of the winding up or the cancellation of the incorporation of the MDBA Pacers Club, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **36 Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the MDBA Pacers \_\_\_\_\_ Club.
- (2) All accounts, books, securities and any other relevant documents of the MDBA Pacers \_\_\_\_\_ Club must be available for inspection free of charge by any member or MDBA Pacers National Board member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

**APPENDIX 1**

**APPLICATION FOR TOP DOG MEMBERSHIP OF MDBA PACERS \_\_\_\_\_ CLUB**

I, \_\_\_\_\_ of \_\_\_\_\_ desire to  
become a \_\_\_\_\_  
(Name and occupation) (Address)

Member of \_\_\_\_\_  
(name of Association)

In the event of my admission as a Top Dog member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

I, a member of the MDBA Pacers \_\_\_\_\_ Club

Nominate the applicant, who is personally known to me, for Top Dog membership of the MDBA Pacers \_\_\_\_\_ Club.

Signature of Proposer

Date

I, \_\_\_\_\_, a member of the MDBA Pacers \_\_\_\_\_ Club, second  
The nomination of the applicant, who is personally known to me, for membership of the  
MDBA Pacers \_\_\_\_\_ Club.

Signature of Seconder

Date