

**QUEENSLAND WORKING SHEEP DOG  
ASSOCIATION INCORPORATED**



# **CONSTITUTION**

**UPDATED JULY 2016**

# THE QUEENSLAND WORKING SHEEP DOG ASSOCIATION INCORPORATED

## CONSTITUTION

1. The name of the Association is "The Queensland Working Sheep Dog Association Incorporated."  
"QWSDAI"
2. The objects of the Association are:-
  - (a) To promote amongst the sheep breeders and the general public a wide human interest in the working sheep dog and its work.
  - (b) To encourage and to develop the standard of our working sheep dogs.
  - (c) To promote, encourage and to assist working sheep dog trials.
  - (d) To establish and maintain a Working Sheep Dog Register "Register" and the QWSDAI Rules containing the code of conduct, registration, three sheep, yard dog, utility, short course and trial rules and any other rules that the Management Committee may decide to include "Rules".
  - (e) To take any action it thinks necessary to further promote the interests of sheep people and their working sheep dogs.
  - (f) To establish a panel of Judges for working sheep dogs and sheep dog trials.
  - (g) To purchase, take on lease, or in exchange, hire, or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association.
  - (h) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donation annual subscriptions or otherwise.
  - (i) To invest any monies of the Association, not immediately required for any of its objects, in such manner as may from time to time be determined.
  - (j) To establish relations and encourage exchanges with other societies having similar objects, especially of all kindred organisations in the States and Territories of the Commonwealth and also throughout the World.
  - (k) To produce and publish and to distribute, gratuitously or otherwise, such books, newspapers, pamphlets, periodicals and other literature as may seem calculated to promote the objects of the Association.
  - (l) To receive and accept donations, subscriptions and endowments consisting of money or of any form of property and whether subject to any special trusts [being in conformity with the objects of the Association] or not so subject and to administer and execute any such trusts as aforesaid.

- (m) To improve, manage, develop, sell, exchange, lease, mortgage or otherwise deal with or turn to account {but subject to any such consent or approval as may by law be required} all or any of the property of the Association.
- (n) To grant and pay such salaries, pensions, gratuities or other sums in recognition of service to any person as may from time to time be approved by the Management Committee.
- (o) To appoint a Trustee or Trustees, personal or corporate, to hold any property on behalf of the Association and to allow any such property to remain outstanding in such Trustee or Trustees.
- (p) To do all such other acts and things as are or may be incidental or conducive to the attainment or furtherance of any of the objects or the exercise of any of the powers of the Association.

### **THE ASSOCIATION**

- 3 The property, assets and income of the Association, whencesoever derived, shall be applied towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit 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 other persons in return for any services actually rendered to the Association nor prevent the payment of interest on money borrowed from any member of the Association.
- 4. The number of members of the Association is declared to be unlimited.
- 5. The Association is established for reasons expressed in the objects of the Association.
- 6. The following shall be the Principal Officers of the Association and shall be declared at the Annual General Meeting each year.

The President can hold office for a maximum of three consecutive years only.

- (a) President
- (b) Vice President
- (c) Secretary, and if necessary any Assistant
- (d) Honorary Treasurer
- (e) Registrar
- (f) Auditor
- (g) Patron who shall be elected by the members of the Association at the Annual General Meeting annually.

The President, Vice President, Secretary, Treasurer, Registrar, and Patron may be supplied with badges which are to be returned on termination of office.

## **MANAGEMENT COMMITTEE**

7. (a) There shall be a Management Committee of the Association consisting of the President, Vice President, Secretary, Treasurer, Registrar, and Five Committee Members.
- (b) The executive of the Association shall consist of President, Vice President, Secretary, Treasurer and Registrar.
- (c) The members of the Management Committee shall be entitled to act notwithstanding any vacancy in their body.
- (d) Questions arising at any meeting of the Association or Management Committee shall be decided by a majority of votes of those present at such a meeting. In case of equality of votes, the Chairman shall have a second or casting vote.
- (e) The business and affairs of the Association shall be under the management and control of the Management Committee. The Management Committee shall have power from time to time to make, amend or revoke such by-laws, register rules and trial rules as they deem necessary for effectively carrying out the objects of the Association or any of them. The Management Committee shall have power to appoint and remove Trustees. Management Committee decisions to be ratified at a General Meeting.
- (f) Meetings of the Management Committee shall be held as often as may be necessary for properly conducting the business and operations of the Incorporated Association, but shall be held at least once in every four calendar months.
- (g) The quorum for all Management Committee meetings shall be a simple majority of number of members elected to Management Committee Quorum equals 5.
- (h) In the event of no quorum being available for notified Management Committee meeting, Management Committee members present may only discuss new membership.
- (i) Any Management Committee member failing to attend three consecutive meetings can be asked to substantiate their absence.
- (j) Election of the Management Committee shall be by postal vote.
- (k) Nominations for Management Committee shall be on a Nomination Form to be received by the Secretary. Nominees on the Nomination Form to be defined with nominee's compulsory signature.
- (l) Ballot Paper consisting of all Nominees listed on Nomination Forms received for Management Committee, to be forwarded to every financial member of the Association (if required).
- (m) The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be counter-signed by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.
- (n) The Yard Dog Sub-Committee of 4 persons {Chairman and 3 members} to be elected annually with nominations being called for, and to be included under their separate heading on the Association nomination form and to be voted for on the Association Ballot Paper.

## **APPLICATION FOR MEMBERSHIP**

8. Any eligible person may become a member of the Association by signing an application form approved by the Management Committee and by paying the first year's subscription. The application shall be submitted to the Management Committee for approval or otherwise and the Management Committee may refuse any application for membership without assigning any reason therefore.

All candidates for membership must be nominated and seconded by other financial members.

The receipt given for the amount of the subscription shall not ipso facto entitle the applicant to membership.

## **MEMBERSHIP**

- 9 To qualify to be a member of the QWSDAI a person shall be either:-
- (i) A resident of Queensland; or
  - (ii) A non-resident of Queensland that has not been a member of any other State Working Sheep Dog Association in the past twelve months; or
  - (iii) A Life Member of QWSDAI.

Membership is available in the following classes and fees for each class of membership shall be such sum as the members from time to time, at any General Meeting, so determine.

- (a) WORKING MEMBERSHIP (A Worker, Breeder, Judge or Prefix Holder)
- (b) FAMILY MEMBERSHIP
- (c) NON WORKING MEMBERSHIP
- (d) INTERSTATE MEMBERSHIP
- (e) A Family membership (including children under 18) is entitled to two votes per membership unless full membership is paid. Children under 18 on family membership are entitled to receive an Association badge provided they work in advertised trials.
- (f) When membership has been approved by the Management Committee, the new member shall receive a Membership Badge.
- (g) Annual subscriptions shall be due on the first day of July each year and payable by the first day of October after each AGM sets the fee.
- (h) The Management Committee may grant Life Membership to any members of the Association who have rendered outstanding or special service. Full residential status shall be given to Life Members living interstate.
- (i) Though the Association shall admit members at a nominated annual subscription aforementioned, it shall place strictest censor over membership, thereby preventing the Association's affairs being controlled by any other Association.
- (j) Any members who are not financial for 6 months shall cease to be a member of the Association.
- (k) Any non-member may purchase an Association badge for a collector's item at a determined cost.

## **REJECTION OR TERMINATION OF MEMBERSHIP**

10. (a) The Management Committee may expel from the Association or otherwise punish or penalise any member whose conduct in the opinion of the Management Committee is discreditable or injurious to the character or interests of the Association or is such as renders him unfit to associate with members of the Association or who fails to comply with any direction or request of the Management Committee within a reasonable time or who fails to observe any direction or decision of any official or judge or fails to comply with the Code of Conduct.
- (b) Before any member is expelled or otherwise punished or penalised, their conduct shall be inquired into by the Management Committee and they shall be given an opportunity to defend themselves and to justify or explain their conduct. If a majority of the Management Committee present when the matter is inquired into are of the opinion that the member has been guilty of such conduct or action as aforesaid then the Management Committee may expel or suspend them from membership or disqualify, fine or otherwise punish or penalise them. In the event of the member being expelled from membership or in the event of any member not obeying or not complying with any other penalty imposed by the Management Committee then their name shall be removed from the List of Members and they shall thereupon cease to be a member. The member shall not be entitled as of right, to be represented before the Management Committee by a Solicitor or Barrister or other Agent on their behalf.
- (c) A member of the Association may make a complaint against another member, provided that it is not vexatious or frivolous, about a breach of the Constitution and/or Rules. Any such complaint must be submitted in writing to the Secretary within seven days of the breach together with a fee as determined annually by the Management Committee. The Management Committee shall consider the complaint within one month of receipt and may require the member or members concerned to attend a meeting or meetings in person or by electronic means with the Management Committee in order to present their case and to assist in resolving the complaint. The Management Committee shall make a decision within three months of receiving the complaint and advise the members involved in writing.

## **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

11. A member rejected or expelled from Association may within one month of receiving written notification thereof, lodge with the Secretary a written notice of their intention to appeal against the decision of the Management Committee. Within three months a General Meeting shall be held to determine the appeal. Both the member and the Management Committee shall have the opportunity to present their case at such a meeting.  
The appeal shall be determined by the vote of the members present at such meeting.

## **VACANCIES**

12. Any office, or place on the Management Committee, becoming vacant during the year may be filled by the Management Committee until the next Annual General Meeting.

## **GENERAL MEETINGS**

13. The Annual Meeting shall be held at such time and place as may be determined by the Management Committee.
14. Fourteen days' notice of every General Meeting setting forth the purposes for which it is convened and the time and place at which it is held shall be forwarded to every member.
15. The President, or in the absence of the President, the Vice President shall take the chair at every meeting. If neither the President nor the Vice President shall be present within ten minutes after the time appointed for such meeting the members present shall choose one of their number to take the chair.
16. Every question submitted to a meeting shall be decided by a majority of votes of the members present. Every member present shall be entitled to one vote and in the case of any equality of votes the Chairman shall have a second or casting vote. Every member who was a financial member for the year immediately preceding the Annual Meeting shall be entitled to vote at such Annual Meeting. A Member shall not be entitled to vote at any General Meeting if the annual subscription is more than one month in arrears at the date of the meeting.
17. Voting shall be by show of hands unless not less than one-fifth of members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as they shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of any officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

18. The Chairman of the meeting may with the consent of the meeting adjourn it from time to time and from place to place and it shall not be necessary to send any notice of any adjourned meeting to any member.
19. The Secretary shall convene a Special General Meeting when directed to do so by the Management Committee or on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.
20. At any General Meeting the quorum shall be double the number of members presently on the Management Committee plus one. Quorum equals 21.
21. All notices of motion must be in writing and must reach the Secretary not less than fourteen (14) clear days before the meeting is to be held.

22. The business to be transacted at the Annual General Meeting shall be as follows:
- (a) Confirmation of Minutes of the previous Annual General meeting.
  - (b) Consideration and adoption of the Annual Report.
  - (c) Receiving of Management Committee's report and the presentation of Auditor's report on the Balance Sheet and Financial Statements for preceding financial year Consideration and adoption thereof.
  - (d) Reading of correspondence inward and outward.
  - (e) Election of office bearers.
  - (f) Appointment of Auditor.
  - (g) Election of Patron
  - (h) Determination of amounts payable for membership fee, annual subscription and other costs applicable to Constitution and Rules.
  - (i) The transaction of any general business that may be brought forward in accordance with the Constitution of the Association. The order of the business shall be set, unless in the opinion of the Chairman of the Meeting, exceptional circumstances warrant a change in the order. The inadvertent omission to give notice of a meeting to a particular member shall not invalidate the meeting.



## **DUTIES**

23. **PRESIDENT:** The President shall preside at all meetings of the Association and Management Committee. He/she shall attend to the carrying out of the decisions of the Association or Management Committee and generally see the members are properly accommodated and the Constitution of the Association and Rules are fully adhered to by all.

**VICE PRESIDENT:** To assist the President to see that all matters requiring attention are properly carried out. In the absence of the President, the Vice President will carry out the duties normally allocated to the President.

**SECRETARY:** The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting; provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting. Shall issue notices of all meetings connected with the Association and keep a list of members and their addresses, and of Trustees or Debenture holders with their addresses. Shall receive all correspondence and reply thereto as the Management Committee may direct. Should the Secretary be absent or ill, or should he/she neglect or refuse to do anything required by the rules, the Management Committee shall have the power to invite and appoint any other member of the Association to act in their stead. Ensure all relevant forms are forwarded to Department of Consumer Affairs by required date. The Secretary is granted an honorarium, amount to be decided annually.

**ASSISTANT SECRETARY:** The Assistant Secretary shall assist the Secretary in all of the duties as required, and act in their stead when necessary.

**TREASURER:** The Treasurer shall receive all monies and forthwith issue official receipts therefore. Bank all monies received without deduction there from into Association's bank account as soon as practicable. Keep correct accounts and books showing the financial affairs of the Association and the particulars usually shown in the books of account and like nature, and shall report the financial position of the Association at each ordinary meeting of the Management Committee. Treasurer shall also submit to the Annual General Meeting a statement of account for the preceding year, which accounts are to be audited by a person duly appointed for that purpose. Should the Treasurer be absent or ill, or should they neglect or refuse to do anything required by the Rules, the Management Committee shall have the power to invite and appoint any other member of the Association to act in their stead.

## **INDEMNITY CLAUSE**

24. In the event of any proceedings being taken against a member or members of the Association in respect of any matter or thing done by them in the due performance of the duties or by the direction or with the authority of the Association of the Management Committee, the Association shall indemnify such member or members of the association so proceeded against in respect of their costs of such proceedings and in respect of all costs and damages and other sums which they may be compelled to pay in the course of or as a result of such proceedings.

## **JUDGES**

25. (a) Judges must be nominated and seconded by financial members of the Association and such nominations shall be submitted to the Management Committee, who have the sole right to except or reject any such nomination.
- (b) A complete Judges List shall be kept and reviewed annually.
- (c) New Judges' eligible to judge Novice Trials must judge at least three trials before being considered for "Open" status.
- (d) All Judges to receive a judge's badge.
- (e) Judge's fee to be such sum as determined annually.
- (f) Yard Utility Judge's to be entered on the Judges List under the heading Yard Utility Open/Novice

## **FINANCES**

- 26 (a) The Association's financial year shall commence on the first day of in July each year and shall end on the thirtieth day of June in each year, to which latter date the Accounts of the Association shall be balanced.
- (b) All monies shall be banked where the Management Committee directs as soon as practicable after receipt thereof.
- (c) All amounts \$100 or more, shall be paid by cheque or electronic transfer.
- (d) All cheques or electronic transfer shall be signed or authorised by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- (e) All expenditure shall be approved or ratified at a Management Committee meeting; such approvals shall be recorded in the Minute Book.

### **LIABILITY OF MEMBERS**

27. A Secretary, member of Management Committee or member of the Association is not personally liable, except as provided in the Constitution of the Association, to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association, beyond the property of the Association in their hands.

### **DISSOLUTION**

28. The Association shall be dissolved in the event of the membership being less than three persons, or upon the vote of at least three-fourths majority of the members present, at a Special Meeting convened to consider the question.
29. If the Association is wound up in accordance with provisions of Association's Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 28 such institution or institutions to be determined by the members of the Association.

### **ALTERATION TO RULES**

30. Subject to the provisions of the Associations Incorporation Act 1981, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same has been submitted to the Director-General, Department of Consumer Affairs, and Brisbane.
31. The Association may deal with any question not provided for by this Constitution and may appoint a sub-committee for any purpose, but the Constitution and Management Committee regulations must not be altered save at a General Meeting of members, of which due notice has been given.
32. This Constitution may be amended by a three-fourths majority of members present at a special meeting of members convened for the purpose provided that not less than fourteen days' notice in writing of the proposed amendment or amendments has been given to all financial members of the Association.
33. This Constitution shall come into force herewith and shall be the only Constitution of the Association and shall not be repealed, added to or amended save as in accordance with this Constitution