



AUSTRALIAN COBBERDOG SOCIETY INC.

CONSTITUTION

SECTION 1. NAME

- 1.1 The name of the Society shall be the “Australian Cobberdog Society Inc” hereinafter referred to as the ACS or the Society.

SECTION 2. OBJECTIVE

- 2.1 The Society aims to:
- a) Promote the Australian Cobberdog breed.
 - b) Maintain a health and pedigree database for its members.
 - c) Create a platform to advocate for the future recognition of the breed and the establishment of an ANKC Developmental Register with the Australian National Kennel Council (Dogs Australia).
 - d) Establish a Breed Standard through a majority vote among its breeder members.
 - e) Establish a Code of Ethics for breeders through a majority vote among its breeder members.
 - f) To raise the health status of The Australian Cobberdog by imposing breeding standards.
 - g) Establish a breeder mentorship and development program.
 - h) To unite breeders and enthusiasts who share the passion of the Australian Cobberdog for the purpose of promoting the breed in the community and creating an inclusive community.

SECTION 3. POWERS

- 3.1 The Society has the powers of an individual.
- 3.2 The Society may:-
- a) Enter into contracts; and
 - b) Acquire, hold, deal with, and dispose of property.
 - c) Make charges for services and facilities it supplies; and
 - d) Do other things necessary or convenient to be done in carrying out its affairs.

SECTION 4. CLASSES OF MEMBERS

4.1 The membership of the Society shall consist of the following classes of members: -

a) Full Membership (Breeder) Membership

Entitled to apply for a breeding prefix and access to the breeders database, transfer animal into their name, register animals, participate in Society events, access to Society discount benefits and have full voting rights (one vote per membership)

b) Community Membership

Entitled to transfer animals into their name, participate in Society events, access to Society discount benefits but cannot register a breeding prefix, or breeding dogs and has no voting rights.

4.2 An individual is taken to be a member of the Society if:

The person:

- a) applied to be a member
- b) provided all relevant documentation to meet application criteria and has been approved by the Management Committee.
- c) The person applied has paid the nominated fees

SECTION 5. MEMBERSHIP

5.1 Any person may apply for membership in the following manner. Application for membership of the Society must:

- a) Be in writing; and
- b) Be signed by the applicant; and
- c) Have the appropriate annual membership fee attached.
- d) On a form decided by the Management Committee.

SECTION 6. MEMBERSHIP FEES

6.1. The membership fee for each class of membership: -

- a) is the amount decided by the members from time to time at the Annual General Meeting.
- b) is payable at the time the membership is approved by the committee and the applicant has been notified in writing.

SECTION 7. ADMISSION AND REJECTION OF MEMBERS

7.1 The Management Committee must consider an application for membership and decide whether to accept or reject the application within 14 business days of its receipt.

- 7.2 If a majority of the Management Committee members vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- 7.3 The Secretary of the Society must, within 14 days after the Management Committee decides to accept or reject an application, give the applicant written notice of the decision and collect fees payable if accepted.
- 7.4 If an application is rejected, no reason needs to be given.

SECTION 8. WHEN MEMBERSHIP ENDS

- 8.1 A member may resign from the Society by giving a written notice of resignation to the Secretary.
- a) The resignation takes effect on:
- i) the day and at the time the notice is received by the secretary; or
 - ii) if a later day is stated in the notice – the later day.
- 8.2 The Management Committee may terminate a member's membership if the person:
- a) is convicted of an indictable offence; or
 - b) does not comply with any of the provisions of these rules and society policies; or
 - c) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Society.
- 8.3 Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 8.4 If, after considering all representations made by the member, the Management Committee decides to terminate the membership; the secretary of the committee must give the member a written notice of the decision.
- 8.5 Upon termination of the membership the Secretary will refund any paid in advance membership fees on a pro rata basis within 14 days.

SECTION 9. APPEAL AGAINST TERMINATION OF MEMBERSHIP

- 9.1 A person whose membership has been rejected or terminated may give the secretary written notice of the person's intention to appeal against the decision.
- 9.2 A notice of intention to appeal must be given to the secretary within 14 days after the person receives written notice of the decision.
- 9.3 If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- 9.4 At the meeting the applicant must be given a full and fair opportunity to show why the membership should not be terminated.

- 9.5 The Management Committee and the committee members who terminated the membership must be given an opportunity to show why the membership should be terminated.
- 9.6 An appeal must be decided by a vote of the committee members present at the meeting.

SECTION 10. REGISTER OF MEMBERS

- 10.1 The Management Committee must keep a register of members.
- 10.2 The register of members must include the following particulars of each member:
- a) the full name and residential address of the member.
 - b) the telephone number and email address of the member.
 - c) the date of admission as a member.
 - d) the date of death or resignation of the member.
 - e) details about the termination or reinstatement of the member.
 - f) any other particulars the management committee or members at a general meeting decide.
- 10.3 The Register must be maintained by the Secretary for the life of the Society.

SECTION 11. MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- 11.1 The management committee of the Society consists of three office bearers:
- a) President
 - b) Secretary
 - c) Treasurer
- 11.2 An office-bearer cannot hold more than one position on the management committee.
- 11.3 All members of the Management Committee must be Full financial members (participant members are ineligible for these positions), must retire from office at the AGM, but are eligible, on nomination, for re-election.

SECTION 12. ELECTING THE MANAGEMENT COMMITTEE

- 12.1 A member of the Management Committee may only be elected as follows: -
- a) Any member of the Management Committee may nominate another member (the candidate) to serve as a member of the Management Committee.
 - b) The nomination must be in writing.
 - c) The nomination must be given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held.
 - d) A member of the management committee, other than a secretary appointed by the management committee, must be a member of the Society.
- 12.2 Each member present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies.

- 12.3 If at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

SECTION 13. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE

- 13.1 A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- 13.2 The resignation takes effect on:
- a) the day and at the time the notice is received by the Secretary or
 - b) if a later day is stated in the notice – the later day.
- 13.3 A member may be removed from office at a general meeting of the Society if a majority of the members present at the meeting vote in favour of removing the member.
- 13.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 13.5 A member has no right of appeal against the member's removal from office under this section.

SECTION 14. VACANCIES ON MANAGEMENT COMMITTEE

- 14.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Society to fill the vacancy until the next Annual General Meeting.
- 14.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 14.3 However, if the number of committee members is less than the number fixed under these rules as a quorum of the management committee, the continuing members may act only to:
- a) increase the number of management committee members to the number required for a quorum or
 - b) call a general meeting of the Society.

SECTION 15. NON-PROFIT

- 15.1 The ACS shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Society shall inure to the benefit of any member or individual.

SECTION 16. BYLAWS

- 16.1 The members of the ACS shall adopt and from time to time revise such Bylaws as may be required to carry out these objectives.

SECTION 17. FUNCTIONS OF MANAGEMENT COMMITTEE

17.1 Subject to the Act, the Regulation, this constitution, and any resolution passed by the Society in general meeting, the Founders Management Committee:

- a) is to control and manage the affairs and property and funds of the Society.
- b) has power to do all things that are necessary or convenient for the proper management of the affairs of the Society.
- c) has authority to interpret the meaning of these rules and any matter relating to the Society on which the rules are silent.
- d) focus on the long-term vision by forecasting how the organisation will look up to five years in the future.
- e) assess whether an issue is relevant to the fidelity of the organisation's mission. This means that the board has a responsibility to determine and direct whether activities are in keeping with the mission.

17.2 Committee members have a duty to act in the best interests of the Society. If they do not, they may be personally liable for the consequences.

This means they should:

- a) never abuse their powers as committee members
- b) declare conflict of interests
- c) exercise due care, skill and diligence.

SECTION 18. MEETINGS OF THE MANAGEMENT COMMITTEE AND GENERAL MEETINGS

18.1 The management committee may meet and conduct its proceedings as it considers appropriate.

18.2 The management committee must meet at least once every 4 months to exercise its functions.

18.3 The committee must decide how a meeting is to be called.

18.4 Notice of a meeting is to be given in the way decided by the committee.

18.5 If the secretary receives a written notice signed by at least 33% of the management committee members, the secretary must call a special meeting of the committee.

18.6 A request for a special meeting must state:

- a) why a special meeting is being called, and
- b) the business to be conducted at the meeting.

18.7 At a management committee meeting, more than 50% of the members elected or appointed to the committee as at close of the last general meeting of the members constitute a quorum.

18.8 A question arising at a committee meeting or General Meeting is to be decided by a majority vote of the members (with voting memberships) attending at the meeting and if the votes are equal the question is decided by a second casting vote by the President, or if the President is unavailable the decision will be in the negative.

- 18.9 A management committee member must not vote on a question about a contract or proposed contract with the Society if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- 18.10 The Secretary must give each management committee member at least seven days' notice of a special meeting of the committee.
- 18.11 If, because of geographical difficulties, members of the management committee and ordinary members are physically unable to attend a meeting place, then the meeting (whether committee, general, special, or annual general meeting) may be conducted electronically or by phone or by letter in the following manner:
- a) The Secretary will give at least fourteen days' notice of the date of a General Meeting to all members and request notification of proposed electronic attendance and items for the agenda. Notice of proposed attendance must be received from enough members to constitute a quorum for the meeting to be conducted.
 - b) The Secretary will send out the agenda by email or post.
 - c) Eligible members attending can comment on, make motions for proposals within the agenda, vote on any motion etc within the timeframe set for the meeting .
 - d) Only members who are financial with full membership at the time of the meeting are eligible to vote on any motion.
 - e) The Secretary will send out the minutes of the meeting to all members whether in attendance or not as soon as practicable after the close of the meeting.
 - f) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are documented and kept.
 - g) The minutes of each Management Committee Meeting, General Meeting and Annual General Meeting must be signed by the chairperson of that meeting verifying their accuracy.
- 18.12 The first Annual General Meeting must be held within 18 months after the Foundation Members ratify this Constitution.
- 18.13 Each subsequent Annual General Meeting must be held:
- a) at least once each year and
 - b) within 6 months after the end of the Society's previous financial year.

SECTION 19. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- 19.1 The following business must be conducted at each Annual General Meeting.
- a) receiving the statement of income and expenditure, assets, liabilities and mortgages charges and securities affecting the property of the Society for the last financial year
 - b) electing members of the management committee
 - c) deciding membership fees for the next year
 - d) deciding the quantity of general meetings for the next year
 - e) appointing bankers for the Society's monies.

SECTION 20. SPECIAL GENERAL MEETING

- 20.1 The Secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after:
- a) being directed to call the meeting by the management committee, or
 - b) being given a written request signed by at least 33% of the members of the Society presently on the management committee.
- 20.2 The Secretary must state:
- a) why the special general meeting is being called and
 - b) the business to be conducted at the meeting.

SECTION 21 - RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 21.1 A written resolution signed by each member of the Management Committee for the time being entitled to receive notice of a committee meeting is as valid and effective as if it had been passed at a committee meeting that was properly called and held.
- 21.2 A resolution may consist of several documents in like form, each signed by one or more members of the committee.

SECTION 22 - QUORUM

- 22.1 Meetings require a minimum of three members to form a quorum.
- 22.2 At least two office-bearers must be present.
- 22.3 If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

SECTION 23. PROXY

- 23.1 A member may appoint a proxy to vote on any motion or election of committee members only if a written authority has been sent to and received by the Secretary five days before the appropriate meeting
- 23.2 Such a written proxy is only valid for one specific meeting

SECTION 24. ALTERATION OF RULES/CONSTITUTION

- 24.1 These rules may be amended, repealed, or added to by a special resolution carried at a general meeting, and
- 24.2 Once incorporation has been achieved, any amendment, repeal or addition is valid only if registered by the Public Officer/Accountant.

SECTION 25. SUB COMMITTEES

25.1 By majority vote, the Management Committee may establish one or more subcommittees consisting of the Society members.

A subcommittee may:

- a) only exercise delegated powers in the way the Management Committee decide
- b) elect a chairperson/or project lead to report to the Management Committee
- c) meet and adjourn as it considers appropriate

25.1 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and if the votes are equal, the question is decided in the negative.

SECTION 26. FUNDS AND ACCOUNTS

26.1 The funds of the Society must be kept in an account in the name of the Society in a financial institution in Australia that has decided by the Management Committee.

26.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Society.

26.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

26.4 All expenditure must be approved or ratified at a Management Committee meeting or general meeting.

26.5 The Treasurer must at each general meeting and at the Annual General Meeting give a statement of income/expenditure. Certified copies of account keeping books must be provided for inspection on written request by any financial member, as soon as practicable.

26.6 The income and property of the Society must be used solely in promoting the Society's declared objectives and exercising the Society's powers.

SECTION 27. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

27.1 If the Society is wound up and has surplus assets:

- a) the surplus assets must not be distributed among Society members.
- b) the surplus assets must be given to another entity which has objectives similar to the Society's objectives and the rules of which prohibit the distribution of the entity's income and assets to its members.

SECTION 28. DOCUMENTS

28.1 The Management Committee must ensure the safe custody of the books, documents, instruments of title and securities of the Society. The end of the financial year is 30 June each year.

SECTION 29. COMMON SEAL

29.1 The Management Committee may obtain a common seal.

29.2 The common seal must be:

- a) kept securely by the Management Committee, and physically with the Secretary.
 - b) used only under authority of the Management Committee and each instrument to which the seal is attached must be signed by a member of the Management Committee.
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AUSTRALIAN COBBERDOG SOCIETY BYLAWS

PROVISIONAL YEARS

The ACS will undergo a provisional phase for the first five years, during which the Founders will provide guidance and stewardship, with the goal of establishing democratic membership self-governance.

PROVISIONAL YEARS ONE TO FOUR - 28 May 2024 to 27 May 2028.

The first provisional four years of the ACS shall have a 'Founding Committee' composed of up to 9 volunteer members. Of these 9 founding committee members the Office Bearers will be elected as follows: President, Treasurer, Secretary with the remaining (up to) 6 members of equal positions with no titles.

The Founding Committee is ratified by a majority vote. If during the four provisional years the Founding Committee number falls below nine, the remaining members shall appoint, by majority vote, a replacement.

FIFTH PROVISIONAL YEAR - 28 May 2028 to 29 May 2029.

The fifth provisional year shall operate in the same manner as provisional years 1-4, with the Founding Committee electing Officers by 28 May 2029 by majority vote from their own numbers to serve one-year terms.

During the fifth provisional year, the revised Bylaws will be placed before membership-at-large for discussion and vote, establishing the future democratic election procedure and structure of the Society. Elections held will follow the democratic process outlined in the newly revised, membership ratified Bylaws.

Notes:

- During the five provisional years, the Founding Committee may at any time by unanimous vote determine to shorten the term of provisional years if they deem that a fully democratic process of membership self-governance can be achieved and sustained by membership in a shorter time period.
- These Bylaws will be evaluated and revised by the Founding Committee in the fourth provisional year and placed to membership vote in the fifth provisional year. To preserve the democratic structure of the Society, the election process must be democratic with full membership nominating and electing the Office Bearers.

- In the sixth-year membership has the opportunity and obligation to step forward to serve in leadership and committee positions. Under the Provisional Years Plan outlined in this document, members of the Founding Committee will be tasked with revising the election process to conform with the will of membership.

Ratified 29/8/24