



**CONSTITUTION DATED  
NOVEMBER 1999**

**THIS DOCUMENT FINALISED  
AT THE A.G.M. HELD ON  
NOVEMBER 14th, 1999**

## THE CONSTITUTION

### **1. THE ASSOCIATION:**

1.1 The Name of the Association is:

#### Cat Lovers Association of South Africa

1.2 The Association is an association:-

- 1.2.1 With legal personality, with perpetual succession and capable of suing and being sued in it's own name, and
- 1.2.2 None of whose members in their personal capacities shall have any right, title or interest to or in the property, funds or assets of the Association, which shall vest in and be controlled by the Trustees in terms hereof, and
- 1.2.3 Not for profit, but for the benefit of the members.
- 1.2.4 While the Committee members are referred to as Trustees, the Association is not a Trust and is therefore not subject to the Trust Property Control Act.

### **2. OBJECTS:**

The objects of the Association are:

- 2.1 To promote and advance interest in and care of cats, whether of members, exhibitors, breeders and/or the general public by means of shows, exhibitions and literature in both hard copy and electronic format
- 2.2 To promote and encourage the breeding of cats to the highest ethical standard
- 2.3 To affiliate to or join and co-operate with any societies, bodies, clubs, and associations, whether local, provincial, national or international having objects similar to those of this Association, as may be in the best interest of this Association.
- 2.4 To donate to charitable organisations devoted to the welfare of cats as and when funds enable the Association to do so

To which end, funds realised by the Association may be used in the furtherance of the objects of the Association.

### **3. ESTABLISHMENT:**

The Association shall be deemed to be established on the date of the Inaugural Meeting, namely: 7<sup>th</sup> November 1998.

### **4. TRUSTEES:**

4.1 The Trustees shall carry out the affairs of the Association.

- 4.2 Unless agreed by the members in a General Meeting to the contrary, there shall at all times be not less than seven (7) and not more than thirteen (13) Trustees in number. The Trustees shall determine which among them shall act as Chairman, Vice-Chairman, Secretary and Treasurer.
- 4.3 The first Trustees shall be those elected at the Inaugural meeting who shall serve as such, for a period of two (2) years calculated from the date of establishment of the Association, that is until 31<sup>st</sup> October 2000, subject to Clause 4.9.
- 4.4 At the expiry of the initial period of two years and thereafter annually, the Trustees shall resign, but shall be eligible for re-appointment by majority vote of the members of the Association with the proviso that at least two (2) Trustees remain to ensure continuity.
- 4.5 The Trustees shall, after proposal and seconding, be elected by ballot or show of hands (if the meeting so determines) of those persons who attend the General meeting of the Association, and successive Trustees shall be elected likewise at each successive General Meeting of the Association provided that no member shall be eligible for election unless he/she has been duly proposed and seconded in writing by members and such written proposal endorsed by the candidate, has been handed to the Secretary not later than the day preceding the meeting and provided his/her current subscriptions have been paid.
- 4.6 The Trustees, shall immediately on being elected to office, appoint a Chairman, Vice-Chairman, Secretary and Treasurer who shall act as such for the duration of such Trustee's term of office.
- 4.7 In the event of the position of Chairman, Vice-Chairman, Secretary or Treasurer or any of the additional Trustee positions becoming vacant, the remaining Trustees may, at their discretion, co-opt an Association member and/or elect one of their number to serve in the necessary capacity for the remainder of their term of office.
- 4.8 The Trustees shall, unless the Association in General Meeting decides otherwise, receive no remuneration.
- 4.9 No Trustee shall be liable to the Association or to any member or to any other person whomsoever for any act or omission by him/her, the Association or its servants or agents. All members of the Association are indemnified against any loss or damage suffered by them in consequence of any purported liability provided such member has, upon the basis of information known to him/her, acted in good faith and without gross negligence and/or without dishonesty.
- 4.10 The office of a Trustee shall be vacated: -
- 4.10.1 On the death of a Trustee; or
- 4.10.2 Within fourteen (14) days of receipt of a written notice of resignation given to the other Trustees; or
- 4.10.3 Forthwith should a Trustee become unfit or incapable, physically or mentally, of acting as a Trustee or of managing his/her own affairs; or be sequestered provisionally or finally.

4.10.4 Any Trustee failing to attend, without leave of absence or reasonable excuse, three consecutive Trustee meetings, shall cease to be a Trustee.

## **5. DUTIES AND POWERS OF TRUSTEES:**

- 5.1 The duties of the Trustees shall be to control and ensure that the terms and provisions of the Constitution of this Association are complied with.
- 5.2 The management and administration of the Association shall vest in the Trustees who may exercise all such powers on behalf of the Association, and all such acts as may be exercised and done by the Association itself, for which purpose the Trustees shall: -
  - 5.2.1 Hold meetings as decided by the Trustees;
  - 5.2.2 Keep proper books of account of the administration and finance of the Association;
- 5.3 For the purpose of carrying out their duties, the Trustees shall have the fullest and widest powers to deal with the assets of the Association in any manner they may consider fit, the intention being that they may, for the purposes of the aforesaid, deal with the assets of the Association as if they were the beneficial owner thereof and personally entitled thereto, provided that they exercise their powers hereunder for the purposes of carrying out the objects of the Association, and without in any way limiting the generality of the foregoing, such powers shall include, but not be limited to, the following:-
  - 5.3.1 The performance of such acts as are necessary to accomplish the objects expressed or implied herein;
  - 5.3.2 The operating of a banking account with all powers required by such operations;
  - 5.3.3 The investment and re-investment of moneys of the Association not immediately required, in such a manner as may from time to time be determined;
  - 5.3.4 The making of, entering into and carrying out of contracts or agreements for any of the purposes of the Association;
  - 5.3.5 The employment and payment of agents, servants and any other parties;
  - 5.3.6 The making, amendment and repeal of rules which shall be binding upon members as if they form part of this constitution (provided these have been passed at a Special Meeting of members called for that purpose) and the formation of sub-committees and the delegation of such powers to such sub-committees as may be deemed necessary;
  - 5.3.7 To sue and defend actions in the name of the Association and to appoint legal representatives for this purpose;
  - 5.3.8 To acquire in the name of the Association and dispose of immovable property for the benefit, use and enjoyment of the members and to execute the necessary Powers of Attorney and all other documents as may be required to give effect hereto;

5.3.9 To borrow on behalf of the Association, money on such terms and conditions and at an interest rate as they may be instructed by majority resolution of the members of the Association for the purpose of preserving, maintaining or improving any asset of the Association;

5.3.10 To charge membership fees to cover basic operational costs.

5.4 The Association Financial Year shall start on 1<sup>st</sup> November and end on the 31<sup>st</sup> October of the ensuing year.

5.5 The Trustees shall, from time to time, determine the amounts payable in respect of membership fees.

5.6 All new memberships taken out and paid between 1<sup>st</sup> May and 31<sup>st</sup> October in any year will be reduced to half, provided that the full year membership is paid in full and at the same time, for the ensuing year starting 1<sup>st</sup> November.

## **6. MEMBERSHIP**

6.1 All and any persons of good character and interested in the objects of the Association shall be eligible for membership.

6.2 Applications for membership shall be made as follows:

6.2.1 By written application in such form as the Trustees may from time to time determine, signed by the applicant, and

6.2.2 Proposed by an existing fully paid-up member, and

6.2.3 Accompanied by payment of an amount equal to a minimum of the first year's membership fee

6.3 The Trustees, whose confirmation shall not be unreasonably withheld, shall confirm the acceptance of any person applying for membership.

6.4 The Association shall consist of Founder members, Charter members, Full members, Country members, Pensioner members and Junior members, whose names and addresses shall be recorded by the Membership Secretary.

6.5 The Trustees shall have the power to confer Honorary Life membership on any person they consider has rendered exceptional service to the Association. Such Honorary Life membership shall carry all the privileges of Full membership.

6.6 The Annual Membership Fee shall fall due for renewal on 1<sup>st</sup> November each year and any member who fails to pay his/her dues by this date shall cease to be a member.

6.7 No member shall derive any financial profit or gain. Expenses incurred on behalf of the Association must be pre-approved by the Trustees and will be re-imbursed after confirmation as accurate.

- 6.5 Any member wishing to resign shall do so in writing to the Secretary. Any member resigning will not be entitled to a refund of any membership fees he/she may have paid
- 6.6 Any member whose conduct either in or out of the Association shall be held by the Trustees to be injurious to the Association, interest or well being of the Association shall be liable to expulsion on a resolution by the Trustees.

## 7. MEETINGS

- 7.1 The Annual General Meeting shall be held in November on a date fixed by the Trustees. Thirty (30) day's written notice thereof, accompanied by the Agenda shall be sent to all members by the Secretary.
- 7.2 The Agenda of an Annual General Meeting shall include the following: -
- 7.2.1 Minutes of the previous Annual General Meeting
  - 7.2.2 Chairman's Report
  - 7.2.3 Treasurer's Report
  - 7.2.4 Election of Trustees
  - 7.2.5 General
  - 7.2.6 Any other business which an Annual General Meeting is empowered to deal with in terms of this Constitution

Full and precise details of further business shall be placed on the Agenda at the Trustees own motion.

- 7.3 Any member wishing to discuss any matter under item 7.2.5. above must post such request, together with all details to the Secretary, to reach him/her not later than 8 days prior to the advertised Annual General Meeting date. *(This Clause to be placed on the Annual General Meeting announcement to all paid up members).*
- 7.4 Special or Extraordinary General Meetings may be called by
- 7.4.1 A majority of Trustees whenever they consider it desirable; and/or
  - 7.4.2 A request in writing of at least five (5) members

And in either event, on fourteen (14) days' written notice by the Secretary specifying the business to be dealt with.

- 7.5 At all meetings of the members of the Association, the Chairman of the Trustees shall preside.
- 7.6 In the absence of the Chairman of the Trustees, an Acting Chairman shall be appointed by the Trustees to preside at the meeting and the Acting Chairman shall perform the duties of the Chairman in his/her absence or upon his/her resignation.

- 7.7 In the event of an even vote, the Chairman of the Association (or in the Chairman's absence, the Vice-Chairman) shall have a casting vote.
- 7.8 At all meetings votes on any matter shall be done by show of hands of those present, the majority vote to count, unless the meeting decides otherwise. An Electoral Officer, who is not a Trustee, to be appointed at the meeting.
- 7.9 The following members shall be eligible to one vote each, provided they have been a member in good standing for at least one year:
- Founder Members
  - Charter Members
  - Full Members
  - Pensioner Members
  - Country Members

PROVIDED the membership fees of such members are fully paid.

- 7.10 There shall be no proxy votes. Postal votes (one per envelope) to be sent to the club's official postal address, date stamped a minimum of 7 days prior to the meeting. The member's name and address to be recorded on the back of the envelope for date dispute purposes. These will be opened at the meeting by the appointed Electoral Officer.
- 7.11 Nominations for election of Trustees, duly proposed by members in good standing, signed by the proposer and nominee, shall be posted to the Secretary by no later than 30<sup>th</sup> September.
- 7.12 A quorum which shall consist of at least ten (10) members, eligible to vote, is required at all Extraordinary and Annual General Meetings.
- 7.13 No notification or information in respect of any Meeting of the Association may be sent to the press without the prior written consent of the Trustees, which consent shall not be unreasonably withheld.
- 7.14 The Trustees shall meet at least eight (8) times during the year.
- 7.15 The quorum at Trustee Meetings shall consist of at least five (5) Trustees.

## **8. HONORARY VETERINARY SURGEONS**

Members at the Annual General Meeting may elect one or more Honorary Veterinary Surgeons.

## **9. HONORARY AUDITOR**

An auditor, not being a Trustee, shall be elected at the Annual General Meeting. Such auditor shall examine the books, accounts and vouchers for the Financial Year and certify the Financial Statement, which shall be presented at the Annual General Meeting.

## **10. AMENDMENT OF THIS CONSTITUTION**

This Constitution may only be amended at an Annual or Extraordinary General Meeting, by a two-thirds majority of the members present, eligible to vote, providing the text of this amendment has been sent to all Association members together with the Notice of this Meeting.

## **11. DISSOLUTION**

11.1 The Association may be wound up by

11.1.1 The resolution of the members in General Meeting provided that two-thirds of all members, duly convened, vote in favour thereof; or

11.1.2 By unanimous decision of the Trustees

11.2 In the event of such winding up, each member shall be informed of such decision in writing, giving reasons.

11.3 On dissolution or winding up of the Association, all assets of the Association, after refunding to any Trustee such disbursements as have been made by such Trustee on behalf of the Association and the payment of debts, shall be donated to an organisation or association whose main object is the welfare of cats.

11.4 Should the Association dissolve within three (3) years of operation, from the first Annual General Meeting, the members' subscriptions may be offered/refunded, after expenses such as newsletter, postage etc. to such member.