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**ARTICLES OF ASSOCIATION**

**OF THE**

**TASMANIAN WORKING SHEEPDOG**

**ASSOCIATION INC**

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ARTICLES OF ASSOCIATION OF THE TASMANIAN

WORKING SHEEP DOG ASSOCIATION INCORPORATED

1. The number of the members of the Association is declared to be unlimited.
2. The Association is established for the objects expressed in the Memorandum of Association.

INTERPRETATION

3. In the interpretation of these articles, except where excluded by the context:-
  - (a) Words importing the singular number only shall include the plural, and words importing the plural number only shall include the singular.
  - (b) Words implying masculine include the feminine.
  - (c) "In writing" means written or printed, or partly written or partly printed.
  - (d) Word "Association" means the Tasmanian Working Sheep Dog Association Incorporated.
  - (e) The "Trial Committee" as referred to in Rule 7 will be the Committee charged with the responsibility of running any recognised and approved Trial.

PRINCIPAL OFFICERS

4. The following shall be the principal officers of the Association:-

PATRONS

- (a) Patrons will be such persons as may accept that office upon the request of the Association.

PRESIDENTS AND VICE PRESIDENTS

- (b) There shall be a president and up to eight Vice-Presidents, and they shall be such persons as may accept the said respective

#### TRUSTEES

- (c) There shall be Trustees (not exceeding three), and shall consist of such persons as shall from time to time be appointed by the Association. The Trustees shall hold such property and funds as may from time to time be vested in them with the approval of the council upon the trusts affecting the same respectively.

#### SECRETARY

- (d) There shall be a secretary (and if found necessary) one or more Assistant Secretaries who shall be appointed by the Executive Committee. The Secretary and Assistant Secretaries (if any appointed) shall perform such duties as may from time to time be prescribed by the By-laws or assigned to him by the Council or Executive Committee

#### HONORARY TREASURER

- (e) The Secretary appointed from time to time shall also be the Honorary Treasurer. Any vacancy in the said office shall be filled by the Executive Committee. It shall be the duty of the Honorary Treasurer to receive all moneys paid to the Association, and to keep the accounts of the Association and to prepare the annual accounts thereof for submission to audit and to the Annual Meeting of the Association.

#### MEMBERSHIP OF ASSOCIATION

- 5 (a) Every person becoming a member of the Association shall thereby undertake to indemnify and shall with every other member thereof be bound to indemnify the Association, and the individual members thereof, any Committee of the Association and any members of any such Committee, against any action or damages in respect of anything done or purported to have been done in accordance with the Memorandum and Articles of Association, or the by-laws or Regulations made thereunder, during the continuance of his membership.
- (b) Save as aforesaid, the terms and conditions of membership of the Association (including the amount of subscriptions to be paid by members) shall be such as may be prescribed by the by-laws.

#### EXECUTIVE COMMITTEE

6. (a) There shall be an Executive Committee of the Association, consisting of the President, and three members of the Association and the Secretary, who shall be ex-officio. The Executive Committee shall have the power to co-opt the services of such additional members of the Association as they, from time to time, deem fit.
- (b) The mode of such appointment, and the term of office of the persons appointed, and the mode of filling casual vacancies among them shall be such as may be prescribed by or under the By-laws. The Executive Committee shall also act as the Disciplinary Committee with power to suspend or cancel membership or take other Disciplinary action as they see fit."
- (c) The members of the Executive Committee shall be entitled to act notwithstanding any vacancy in their body.
- (d) The supreme control over the affairs of the Association shall be vested in the members of the Association.
- (e) Save as aforesaid, the powers, duties and proceedings of the Executive Committee shall be such as may from time to time be prescribed by the by-laws.

#### ACCOUNTS AND AUDIT

7. (a) The Executive Committee shall cause true accounts to be kept of the receipts and expenditure of the Association and the matters in respect of which such receipts and expenditure take place, and of the assets, credits and liabilities of the Association.
- (b) At the Annual Meeting of members in every year, the Executive Committee shall lay before the members an account and balance sheet made up to date not more than six months before the meeting and audited as hereinafter mentioned. The first account and balance sheet shall be made up as from the time when the Association was established, and every subsequent account and balance sheet shall be made up as from the time when the last preceding account and balance sheet were made up.

- (c) The said accounts and balance sheet shall be audited by and Auditor or Auditors, who shall be duly qualified accountants.
- (d) The Auditor or Auditors shall be appointed and their remuneration (if any) shall be fixed by the Annual Meeting.
- (e) It shall be the duty of every officer and servant of the Association to give to the Auditors such information and explanation as they may require.

#### BY-LAWS

- 8. Subject to the provisions of the Memorandum and Articles of Association the affairs of the Association shall be managed and regulated in accordance with the By-laws as may for the Schedule hereto, or with such other By-laws as may for the time being be in force under or by virtue of the succeeding provisions of this Article. Any of the By-laws may from time to time be added to, altered, or repealed by the members by special resolution (at the Annual or a Special General Meeting). Any new By-laws may be made in like manner.

#### ALTERATION OF ARTICLES

- 9. The members may at any time alter, amend, or add to these Articles and their provisions by a special resolution in that behalf, and such alteration, amendment, or addition thereon become effectual, so that these Articles shall thenceforward continue and operate as though they had been originally made as so altered, amended, or added to in like manner.

#### SPECIAL MEETINGS

- 10. (1) A Special Meeting or Extraordinary Meeting of members shall be convened by the Secretary on instructions by the Executive Committee, or on being requested to do so by six duly qualified members of the Association.
- (2) Any requisition by members shall express the objects of the meeting proposed to be called, and shall be left at the office of the Association.

- (3) Seven days' notice at least of any Ordinary meeting of the Executive Committee, specifying place, date and hour of meeting, shall be given by notice sent by post, as any General or Special Meeting of members, specifying the place, date and hour of meeting, in case of special business the general nature of such business, shall be sent by post, as hereinafter provided.

#### WINDING UP

11. The Association shall be wound up voluntarily whenever a special resolution of members in General Meeting is passed requiring the Association to be so wound up. If, on the winding up, there shall remain, after the satisfaction of all the debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association, or any of them, but shall (subject to any special trusts affecting the same) be given and transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the Executive Committee at or before the time of dissolution, or in default thereof by an arbiter appointed for such purpose by the said Executive Committee.

#### SPECIAL RESOLUTIONS

12. The expression "special resolution" shall mean a resolution the terms whereof, together with notification of the time and place of holding the meeting at which the same is to be proposed, shall, not less than fourteen (14 days) before the day of such meeting have been published by such notice or advertisement or other methods as the Executive Committee shall think desirable for giving due publicity to the said proposal, and which shall have been carried by a majority of not less than three-fourths of the duly qualified members present and voting at a meeting specially called for the purpose.

