



ROYAL SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (TASMANIA) INCORPORATED

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RULES

NAME OF THE SOCIETY

1. The name of the incorporated association is 'The Royal Society for the Prevention of Cruelty to Animals (Tasmania) Incorporated' (in these Rules called 'the Society')

OBJECTS

2. (a) The objects for which the Society is established are:-

To protect from cruelty animals of all species by every lawful means;

- i. To relieve the suffering of animals, whether the suffering is caused by cruelty or otherwise;
- ii. To initiate and promote the passing of legislation protecting animals from cruelty;
- iii. To ensure by lawful means the effective observance and enforcement of current legislation that protects animals;
- iv. To take such steps and do such things as may be necessary or advisable in educating all persons in the community in the care, maintenance, control and treatment with kindness and consideration of all animals; and
- v. To promote, participate in and sanction animal welfare activities.

- (b) Solely for the purpose of carrying out the abovementioned objects and not otherwise the Society shall have the following powers:-

- i. To disseminate widely throughout the community, information about the care, protection and treatment of animals -
 - by the publication and circulation of literature and/or
 - by the promotion of essay and other competitions and/or
 - by the use of television, radio and print media and/or
 - by any lawful means of communication.
- ii. To apply to and accept grants, subsidies, gifts, devises, bequests and donations of property both real and personal and of moneys to further the objects of the Society from-
 - governments whether Federal, State or Local
 - government or semi-government authorities
 - corporations, companies, organisations, groups and individuals.

- iii. To organise, conduct, promote and support appeals to and collections from the public of property or moneys for the purposes of the Society and for these purposes to conduct and promote entertainments, competitions and other forms of lawful activity.
- iv. To employ or otherwise retain such personnel as may from time to time be required for the conduct of the Society's business.
- v. To conduct, manage and operate clinics, hospitals, homes, shelters and other facilities for the care, treatment, maintenance and protection of animals.
- vi. To acquire vehicles and conduct ambulance services and other means of transport for animals.
- vii. After recommendation from a Branch the Board may, subject to such criteria as may be established from time to time consider a member for appointment as a Branch Animal Welfare Officer to support and assist the employed inspectorial personnel. Any such Branch Animal Welfare Officer may be nominated by the Board for appointment by the Minister responsible pursuant to the Animal Welfare Advisory Committee in accordance with the Animal Welfare Act (1993).
- viii. To take all such legal proceedings as may be necessary or advisable for the purpose of enforcing observance of all Tasmanian legislation relating to the maintenance, care and control of animals or the ill-treatment thereof under which the Society has powers.
- ix. To research, investigate, prepare, edit, print, publish, issue, acquire and circulate information relating to animals generally.
- x. To appropriate, set aside and allocate property, real and personal, including cash moneys for special purposes or otherwise, and to establish and constitute trusts, if necessary, for administering funds so set aside.
- xi. To appoint and remove trustees of any fund, settlement or trust constituted or established by the Society.
- xii. To vest any real or personal property rights or interest acquired by or belonging to the Society in any person or persons or company on behalf of or for the benefit of the Society.
- xiii. To enter into any arrangements with any Government or authority that may seem to advance the Society's objects and to obtain from any such Government or authority any rights, privileges, and concessions which the Society may think is desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- xiv. To purchase, lease, exchange, hire and otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or convenient for its purposes and in particular any land, buildings, easements, machinery, plant, apparatus and appliances.
- xv. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, works, factory, roads, ways, railways, bridges, wharves, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Society's objects.
- xvi. To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law for the investment of its trust funds.
- xvii. To lend and advance money or give credit to any person or company for any purpose that may reasonably promote any of the objects of the Society.
- xviii. To guarantee and give guarantees or indemnities for the payment or the performance of contracts or obligations by any person or company for any of the purposes of the Society.
- xix. To borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way, and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Society's property both present and future and to purchase, redeem or pay off any such securities.

- xx. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- xxi. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society. Provided that in case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- xxii. To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Society's properties of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others.
- xxiii. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.
- xxiv. To support and co-operate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Society.
- xxv. To do such things to increase membership of the Society provided that the Society shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of the income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of these Rules and provided that the Society shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions which if an object of the Society would make it a trade union within the meaning of any relevant Trade Union Legislation.

INTERPRETATION & DEFINITIONS

3. In the interpretation of these Rules, words signifying the singular number may include the plural number and vice versa and words signifying the masculine gender shall include the feminine gender.
- (a) In these Rules, unless the contrary intention appears:
 - “Board” means the governing body of the Society constituted in accordance with Rule 8.
 - “General Meeting” means a general meeting of members convened in accordance with Rule 16.
 - “The Act” means the Associations Incorporation Act 1964.
 - “The Regulations” means regulations under the Act.
 - (b) In these Rules, a reference to the secretary of the Society is a reference:
 - (i) where a person holds office under these Rules as secretary of the Society to that person; and
 - (ii) in any other case, to the Public Officer of the Society
 - (c) In these Rules, a reference to the Returning Officer is a reference where a person holds office under these Rules as the Returning Officer of the Society.
 - (d) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Acts as in force from time to time,
 - (e) In these Rules a reference to the Chief Executive Officer is a reference:
 - (i) to the Chief Executive Officer or
 - (ii) to the Public Officer if the Chief Executive Officer position is vacant.
 - (f) In these Rules a reference to the Public Officer is a reference to the Public Officer referred to in Rule 9.

- (g) In these Rules a reference to a Pensioner is to include any person who receives a pension pursuant to the Social Security Act (1991) or from the Department of Veterans' Affairs.

MEMBERSHIP

4. The Society shall keep a register of members with their full names and addresses and the date of commencement of their membership. Membership shall commence on the date of the receipt of the annual levy or by the appointment of the Board under Rule 5.
5. (a) Membership of the Society shall be constituted as follows:
- (i) Adult members who shall have one (1) vote each;
 - (ii) Family members comprising an adult or two adults and the child or children of that adult or those adults of whom one or both adults shall have one (1) vote;
 - (iii) Junior members, being persons under the age of eighteen years, who shall have no vote;
 - (iv) Members receiving a pension who shall have one (1) vote each;
 - (v) Corporate members comprising bodies corporate and unincorporated bodies having a written constitution each of which shall have one (1) vote to be exercised by a nominee of that member;
 - (vi) Life members by virtue of their having contributed on their own behalf in one donation to the Society an amount fixed from time to time by the Board, who shall have one (1) vote each;
 - (vii) Honorary life members, being persons elected by the Board from time to time as honorary life members on the ground that they have made a major contribution to the objects of the Society, who shall have one (1) vote each.
 - (viii) Persons appointed to the Board under rule 8 (b).
- (b) The Board shall have the right to charge such entrance fee and to levy annual subscriptions and determine the level of entrance fees, or subscriptions (if any) for each category of membership from time to time.
- (c) The Board may reject any application for membership in any category.
- (d) Applicants for membership shall apply in the prescribed form. Upon becoming a member of the Society each member shall be deemed to have agreed to be bound by these Rules, provided however, that no member shall be able to vote on any matter under these Rules until a period of one calendar month has elapsed from the date upon which membership has been conferred by the Board.
6. Membership shall cease upon the happening of any of the following events, namely:
- (a) If a member dies;
 - (b) If the member resigns by writing under his or her hand addressed to the Chief Executive Officer of the Society;
 - (c) If the member's subscription shall be in arrears for a period of more than one (1) month; or
 - (d) If the membership is not renewed or is cancelled in accordance with Rule 7.
7. (a) Notwithstanding anything in the preceding clauses the Board may refuse to renew or may cancel any membership upon completion of the procedure in 7(b) below and thereafter upon being satisfied that any of the following grounds exist;

- (i) That the person concerned has made or caused to be made or published false, unfair, extravagant, fraudulent, derogatory or harmful statements concerning the Society or its activities or its Board, Office-Bearers or staff in the performance of their duties.
 - (ii) That the person concerned has while a member of the Society expressed views or acted in a manner inconsistent with or detrimental to the aims, objects or expressed policy of the Society.
 - (iii) That the person concerned has been convicted of an offence involving any act of cruelty towards animals.
 - (iv) For any other reason as determined by the Board.
- (b) The Board shall, prior to the exercise of its powers in 7(a) above, attend to the following:
- (i) Notify any member or prospective member of the issues that would likely lead the Board to refuse to renew or to cancel membership to the Society.
 - (ii) Allow the member or prospective member an opportunity to respond either in writing or in person within a reasonable time to the issues raised by the Board.
 - (iii) Thereafter give due consideration to the response of the member or prospective member prior to exercising its powers in 7(a) above.
 - (iv) Any determination by the Board in accordance with 7(a) above shall be final and binding upon the member or prospective member.
- (c) In the event of the Society being wound up
- (i) Every member of the Society; and
 - (ii) Every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Society, is liable to contribute to the assets of the Society for payment of debts or liabilities of the Society and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$1.00, as may be required but a former member is not liable so to contribute in respect of any debt or liability or the Society contracted after he or she ceased to be a member.

BOARD

8. The governing body of the Society shall be the Board which shall consist of the following Office Bearers, namely a Chairperson, a Vice-Chairperson and a Honorary Treasurer, and a maximum of eight other members of the Board. All members of the Board shall be members of the Society and shall become members of the Board as follows:
- (a) Six members of the Board shall be elected and shall hold office until retirement as provided in rule 11(b), subject to the further provisions of these Rules.
 - (b) Five members of the Board shall be appointed by the Board, one of whom shall be an officer of the State Government Department having responsibility for the administration of the Animal Welfare Act 1993 as amended, and four representatives of the Society's regional branches, namely the president or their nominated delegate. When a vacancy occurs amongst the appointed members of the Board, the Board shall approach the relevant body and request a suitable and appropriate representative from the relevant body who, if acceptable to the Board, shall be appointed by the Board as an appointed member of the Board. Each appointed member of the Board shall retire and cease to hold office from the first Board meeting after the next succeeding Annual General Meeting, but shall be eligible for re-appointment.
 - (c) **Term of office of Board Members.** A Board Member's term of office:
 - (i) Starts at the conclusion of the Annual General Meeting at which the Board Member's election is announced.

- (ii) Ends at the conclusion of the third Annual General Meeting after the Annual General Meeting at which the Board Members election is announced subject to the Rules herein.
- (d) **Casual Vacancies.**
- (i) If a Elected Board Member's position becomes vacant other than because the Board Member's term of office has ended, the Board at any succeeding Board Meeting may appoint a person who is eligible to be a Board Member. The term of office for a Board Member appointed to fill a casual vacancy ends at the next Annual General Meeting.
 - (ii) The term of office of a member of the Board elected at a Annual General Meeting to fill a casual vacancy is the balance of the term of the vacating member.
- (e) Each member of the Board, either elected or appointed, shall have one (1) vote on the Board.
- (f) The Board:
- (i) shall control and manage the business and affairs of the Society;
 - (ii) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Society: and
 - (iii) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Society.
9. (a) The Office-Bearers shall be members of the Board who shall be elected by the Board at the first Board Meeting after the Annual General Meeting and shall hold office until the first Board Meeting after the succeeding Annual General Meeting but shall be eligible for re-election.
- (b) The Chief Executive Officer shall act as Secretary/Public Officer of the Society.
- (c) When a Chief Executive Officer is not appointed, the Board shall elect a Public Officer from the members of the Board.
10. The vacancies to be filled at an Annual General Meeting are the three (3) members normally retiring and any unfilled casual vacancies that have occurred in the past year.
11. If any member of the Board:
- (a) dies;
 - (b) resigns by writing under his or her hand addressed to the Chief Executive Officer of the Society;
 - (c) becomes bankrupt or insolvent or compounds with his creditors or makes a deed or arrangement for the benefit of his creditors;
 - (d) ceases to be a member of the Society;
 - (e) is convicted of any treason, felony, or grave misdemeanour; or
 - (f) is absent without the permission of the Board from three consecutive Ordinary Meetings of the Board, his or her office shall thereupon become vacant.

DUTIES AND POWERS OF THE BOARD

12. The management and control of the Society shall be vested in the Board whose role shall be:
- (a) to set the strategic plan for the Society,
 - (b) to appoint the Society's Chief Executive Officer,
 - (c) to oversee the plans for the acquisition and organisation of resources, towards the obtaining of the Society's strategic plan,
 - (d) to review at reasonable intervals, the Society's progress towards obtaining its strategic plan.

In addition to the powers and authorities by these Rules expressly conferred upon it the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting.

- i. To appoint an auditor.
- ii. If and to the extent that any such action is not inconsistent with these Rules and the aims and objects of the Society the Board shall have power:-
 - (a) To delegate to a committee appointed by it of any two or more Board Members any one or more specific duties or functions of the Board with respect to some particular matter or matters with such of the powers of the Board, whether general or limited, in all respects as the Board may determine. Any committee so formed shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any person who shall have no right to vote.
 - (b) From time to time to make vary and repeal any By-laws for the regulation of the affairs of the Society, its officers, employees and Members of the Society, provided that any Annual General Meeting may by special resolution vary, repeal or disallow any such By-laws.
 - (c) To delegate to the Chief Executive Officer such powers as it thinks fit and necessary for the proper function of the Society.
 - (d) To buy or acquire or to sell and to hire, lease or let such property, both real and personal, as it considers necessary or expedient or calculated to assist in carrying out the objects of the Society and to execute such documents and do or perform all matters and things necessary to be executed done or performed in that behalf.
 - (e) To commence, maintain, prosecute, abandon, defend, compound or compromise any action, suit, demand or claim on behalf of the Society.
 - (f) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Society as it may consider expedient for or in relation to any of the objects of the Society.
 - (g) To set aside, allocate and appropriate funds of the Society for general or special purposes and to establish and constitute such trusts for administering such funds as it thinks fit.
 - (h) To appoint and from time to time remove trustees of any such trusts as aforesaid and to vest in such trustees such property of the Society real and personal upon such terms and subject to such conditions as it may think fit.

- (i) Subject to the provisions of these Rules to make regulations or By-laws from time to time with respect to the following matters:
 - i. the receipt, custody, banking, expenditure and investment of the funds of the Society
 - ii. the summoning and holding of meetings and the conduct of business thereat.
 - iii. the establishment of Branches of the Society and the operations and the conditions of membership thereof.
 - iv. the nature of the functions of Branches.
 - v. the information to be furnished and the reimbursements, if any, to be made by Branches to the Board.
 - vi. the summoning and the holding of meetings of representatives of the Branches and voting and procedure thereat.
 - vii. To review staff grievances as a final avenue of appeal.
13. One duty of the Board on taking Office each year will be to request the Governor of the State of Tasmania, if not already appointed, to become the Patron in Chief of the Society. If, for any reason, the Governor be unable to accept patronage of the Society, the Lieutenant Governor shall be requested to accept such appointment. The Board may also request a total of three other people to accept positions as Patron of the Society.
14. The Board shall have control of the affairs, property and funds of the Society. It shall have in its control all appointments and dismissals of members of the Staff, it shall fix their salaries and conditions of employment and generally shall be entrusted with the duty of taking such action as it may deem expedient to promote and carry out the objects of the Society. It shall have the power to appoint such veterinary surgeons and solicitors as it may think desirable. The Board shall have power to give directions or make regulations from time to time for the conduct of elections and the carrying on of the business affairs of the Society insofar as these matters are not covered by any of the Rules of the Society.

MEETINGS OF THE BOARD

15. (a) The Board shall meet at least bi-monthly at such times as it may decide. In the absence of the Chairperson and the Vice Chairperson the members present shall choose a Chairman. At any meeting of the Board, a quorum shall be formed by not fewer than one half of the number of sitting members of the board plus one further member. All questions shall be decided by the votes of a majority of the members present and in the case of an equality of votes, the Chairman shall have a second or casting vote. The Chief Executive Officer shall be entitled to attend all meetings of the Board but shall not be entitled to vote.
- (b) Any financial member of the Society shall be entitled to raise any matter for consideration at a Board meeting on submitting written notice of such matter to be received by the Society not less than 14 days before the date of the Board meeting. The Chairperson of the Society may but shall not be obliged to invite such member to attend before the Board meeting to speak to the matter so raised.
- (c) Any financial member of the Society is entitled to be present at meetings of the Board but the Chairman shall have an over-riding discretion to exclude members from such portion(s) of a meeting which in the opinion of the Board should be discussed on a confidential basis.
- (d) Without limiting the power of the Board to regulate their meetings, the Board may, if it deems fit, confer by radio, telephone conference, video conference, e-mail, facsimile or other electronic means of communication and in respect of such conference, the following provisions shall apply:
- (i) A resolution passed shall, notwithstanding that the Members of the Board are not present together in one place at the time of the conference, be deemed to have been

passed at a meeting of the Board held on the day at which and at the time at which the conference was held PROVIDED THAT:

- (a) Each member of the Board entitled to receive notice of the meeting of the Board shall have received notice of the meeting and shall have access to the means by which the conference is to take place.
 - (b) Each member of the Board taking part in the conference shall be able to communicate with the other members of the Board taking part in the Conference.
 - (c) Each member of the Board, at the commencement of the conference, shall acknowledge his or her presence for the purpose of a meeting of the Board to all other members taking part.
- (ii) No Member of the Board may leave the conference by disconnecting his or her means of communication unless he or she has previously obtained the express consent of the Chairman of the meeting and a member of the Board shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the conference unless he or she had previously obtained the express consent of the Chairman to leave the conference.

GENERAL MEETING

16. A General Meeting of the Society may be called by the Board at any time and shall be called by the Chief Executive Officer upon the written request of not less than that number required to form a quorum of the Board or not less than 50% of the current financial members of the Society stating the purpose for which they desire the meeting to be called. Voting at General Meetings shall be by simple majority of those members present in person or by proxy and entitled to vote.
17. Notice of every General Meeting shall be given by advertisement in three (3) daily newspapers circulating in the State of Tasmania at least 35 days before the date on which the meeting is to be held giving the time, date and place of such meeting, and except for the business to be transacted at an Annual General Meeting as set out in Rule 28(a) to (d) inclusive, shall specify the general nature of the business to be transacted at the meeting. The insertion of such advertisements shall be sufficient notice of the General Meeting for all purposes of these Rules. To the extent practicable, advice as to the holding of any such General Meeting shall also be inserted in the Society's newsletter to members. In the event that any member gives notice of additional business as set out in Rule 28(e), details of such additional business shall, unless referred to in the notice of meeting, be advertised in three (3) daily newspapers circulating in the State of Tasmania not less than 7 days prior to the date fixed for the meeting. The notice of the Annual General Meeting is to include the notice of election required under Rule 34.
18. The Chairperson, or in his or her absence the Vice-Chairperson, shall preside at every General Meeting. In the absence of the Chairperson or Vice-Chairperson, the members shall choose some other member of the Board to be Chairman. The Chairman of the General Meeting shall limit any speaker to any motion to a maximum time of five minutes and this time may only be extended once by majority approval of members present for a period of three minutes.
19. Ten (10) financial members shall form a quorum at any General Meeting or Annual General Meeting.

PROXY VOTES

20. Votes may be given personally or by proxy as hereinafter provided and in the case of a corporation which is a Member of the Society may by resolution of its directors or other governing body, authorise an individual to act as its representative and to vote at any General Meeting or at any election of Board Members and shall notify the Chief Executive Officer in writing of the full name and address of such representative before the commencement of the general meeting at which they are to act or within three days after any ballot paper for an election of Board Members is posted by the Chief Executive Officer to such corporation.

21. Every Member entitled to vote at any General Meeting may by writing under their signature appoint another person as proxy to vote for them at such meeting but no proxy shall be in force or available at any other meeting other than that for which it was expressly given or at adjournment thereof.

22. Each proxy shall be in or to the effect of the following form:

“The Royal Society for the Prevention of Cruelty to Animals, Tasmania Incorporated

I, _____ of _____
being a member
of the Royal Society for the Prevention of Cruelty to Animals, Tasmania Incorporated hereby appoint _____ of _____ or _____
failing him/her _____ of _____
as my
proxy to vote for me on my behalf at the General Meeting of The Royal Society for the Prevention of Cruelty to Animals, Tasmania Incorporated, to be held on the day of _____ 20____, and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions:-

Dated at _____ the _____ day _____ 20____.

Note: In the event of the Member desiring to vote for or against any resolution they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.

* Strike out whichever is not desired”

23. Every Member who shall have appointed any proxy as aforesaid shall for the purpose (other than determining whether a quorum is present) of the meeting for which such proxy shall have been appointed and/or at which such proxy shall attend and vote be considered as present and all the acts and votes of the proxy in that capacity shall be valid and effectual as such acts and votes would have been if done and given by the Member appointing them had such Member been personally present and personally acted and voted at such meeting.

24. The instrument appointing a proxy shall be deposited at the registered office of the Society for the time being not less than 48 hours before the time for holding the meeting as the case may be at which the person named in the instrument or authority proposes to vote. If two or more instruments of proxy signed or purporting to be signed by the same Member are deposited for the same meeting as the case may be, none of such instruments shall be valid.

25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the instrument provided no intimation in writing of the death or revocation shall have been received by the Chief Executive Officer at the registered office of the Society before the meeting.

26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, or, in the case of a vote in the ballot for election of Board Members, as provided in Rule 34, and every vote not disallowed at such meeting or by the returning officer under the said Rule shall be valid for all purposes. Any such objection made in due time to a vote given or tendered at a meeting shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

ANNUAL GENERAL MEETING

27. An Annual General Meeting shall be called by the Chief Executive Officer acting on the authority of the Board, such meeting to be held after the first day of August and not later than the last day of September in each year subject to the provisions for the Annual General Meeting in any election year.
28. The business to be transacted at the Annual General Meeting shall be:
 - (a) to receive the report of the Board for the preceding financial year;
 - (b) to receive the accounts and balance sheet duly certified by the Society's auditor for the preceding financial year;
 - (c) to announce such members of the Board duly elected as may be necessary;
 - (d) to appoint and fix the remuneration of an auditor for the ensuing year;
 - (e) any other item of business submitted by a member written notice of which must be in the hands of the Chief Executive Officer not less than 21 days prior to the date fixed for the meeting.

PROCEDURE AS REGARDS ELECTED MEMBERS OF THE BOARD

29. The control of the Society shall be vested in a Board consisting of eleven Members, six Elected Board Members (as provided hereinafter) and five Appointed Members.
30. The current Elected Board Members shall formally stand down at the Annual General Meeting immediately following the adoption of these Rules.
31. At the Annual General Meeting immediately following the adoption of these Rules the six board Member vacancies created by Rule 30 above shall be filled by the candidates securing the highest number of votes in accordance with the procedures contained within these Rules (and in particular Rule 34(i)(iii)) and any direction given by the Chairman.
32. The term of office for an Elected Board Member at the Annual General Meeting immediately following the adoption of these Rules will be as follows:
 - (a) A period of three (3) years for the three (3) Members securing the highest number of votes.
 - (b) A period of one (1) year for the three (3) Members securing the next highest number of votes.
33. The term of office for an Elected Board Member at any subsequent Annual General Meeting shall be for a period of three (3) years and as more particularly set forth in the relevant portions of Rule 8 herein.
34. The procedure for the election of Elected Board Members shall be as follows:
 - (a) In the month of July of any election year the Board shall by a majority vote appoint a Returning Officer familiar with and prepared to follow the procedure for the election of the Board as set out in these Rules.
 - (b) The Returning Officer shall, on or before 1 August of the year of his or her appointment, advertise the date for the Annual General Meeting to be held in accordance with these Rules in three (3) daily newspapers circulating in the state of Tasmania and call for nominations to fill Board positions becoming vacant.

- (j) If at the time of calling for nominations for vacant Board positions in accordance with these Rules, there exists any additional vacancies in the Board, the Board may determine that such additional Board Members, as may be required to fill such vacancy or vacancies, shall be elected in accordance with the procedures herein after the necessary changes have been made to allow for the changed circumstances.
35. Any vacancy on the Board, other than a casual vacancy, not filled in accordance with the immediately preceding Rule, may be filled by the Board until the next Annual General Meeting or may be filled at any subsequent General Meeting of the Society by ordinary resolution, or in the event of a contest for any such vacancy, by the candidate for such vacancy securing the highest number of votes on a show of hands or a poll (if demanded) at such meeting, provided that candidates for election to fill any such vacancy must be nominated by at least three(3) financial Members in the form prescribed by Rule 34(d) to be received by the Society at least 28 days prior to the General Meeting and a copy of which shall be caused by the Chief Executive Officer to be exhibited continuously on the notice board of the Society at its registered office until the completion of the General Meeting.
36. If any vacancy on the Board shall notwithstanding the provisions of these Rules remain unfilled, the Board may continue to act notwithstanding.

CHIEF EXECUTIVE OFFICER AND AUDITOR

37. (a) The Board may appoint and at its discretion remove or suspend a Chief Executive Officer of the Society and fix his or her remuneration. The Chief Executive Officer shall be responsible to the Board for:
- i. the implementation of the Society's policies and the decisions of the Board,
 - ii. the allocation and performance of duties by other members of the staff,
 - iii. the overall administration and carrying out of the objects of the Society,
 - iv. the care and control of the books, documents and all property of the Society,
 - v. the preparation of the Annual Report,
 - vi. taking of the Minutes of the Society,
 - vii. the conduct of the Society's general correspondence,
 - viii. the management of the office, the maintenance of the Society's financial, membership and other records and the performance of other duties commonly discharged by secretaries of charitable and like organisations.
 - ix. Such other tasks, as being consistent with the above, shall be allocated to the Chief Executive Officer and/or be included in any Service Contract or Job Description.
- (b) The Auditor of the Society shall be a registered company auditor within the meaning of the Corporations Law which such Auditor shall be appointed at each Annual General Meeting. The auditor shall report to the members on the accounts required to be laid before the Society at the Annual General Meeting and on the Society's accounting records and other records relating to those accounts which such reports shall state whether the accounts are, in the Auditor's view, properly drawn up to give a true and fair view of the financial affairs of the Society and whether the accounts have been drawn up in accordance with the applicable approved Australian Accounting Standards.
- (c) The reasonable costs and expenses of the Auditor in respect of the carrying out of his duties shall be in accordance with the amount determined from time to time by the Annual General Meeting and shall be paid by the Society.

HONORARY TREASURER

38. (a) The Honorary Treasurer shall have charge of the moneys, securities and other valuable property

of the Society and shall, subject to any direction from the Board, disburse its funds, invest or realise investments and generally act in and supervise all matters concerning the finances of the Society. He shall cause proper accounting records to be kept of the transactions of the Society and shall produce to the Board his books of account and records and such documents relating thereto as may be required.

- (b) He shall make an Annual Report of the assets and liabilities and shall submit to audit the accounts of the Society and such other financial records of the Society as he is required to keep.
- (c) The Honorary Treasurer shall make available the books and documents referred to in this Rule upon written application by a member to the Board which shall determine:
 - i. to what extent; and
 - ii. at what times (if any), such books and documents be made available for inspection by a member. Such member shall pay the reasonable costs of the Society of such inspection.

EXECUTION OF DOCUMENTS

- 39. (a) The Board shall provide for the safe custody of the common seal of the Society, which shall only be used with the authority of the Board and every instrument to which the seal is affixed shall be signed by one members of the Board and countersigned by the Chief Executive Officer and such application of the seal shall be entered in a register kept for this purpose and produced to the Board at each meeting thereof.
- (b) All documents which of legal necessity need not be under seal and which the Society is capable in law of entering into, including promissory notes, cheques and other negotiable instruments, shall be legally binding on the Society if signed by one of the Office-Bearers and countersigned by the Chief Executive Officer or in such other manner as the Board may from time to time determine.

INVESTMENTS

- 40. (a) Subject to this Rule, the Society shall be empowered to invest all assets in its hands available for investment in any investments authorised to trustees in the State of Tasmania PROVIDED THAT the Board may in its discretion retain any investments gifted to the Society in the form in which they were gifted whether or not such investments are authorised trustee investments.
- (b) Provided that where the Honorary Treasurer believes urgent action is required, a change in the investments of the Society may be made with the approval of a majority of the members of the Board and such approval may be obtained by telephone, facsimile, email or other convenient means. Such approval shall be noted in the minutes of the next meeting of the Board.

ALTERATION OF RULES

- 41. Alterations of or additions to these Rules shall be made in the following manner:
 - (a) Any member of the Society may from time to time submit in writing to the Board any proposed amendment to the Rules (hereinafter called the 'proposed amendment').
 - (b) Every proposed amendment shall be considered at the Annual General Meeting or General Meeting next held after the proposed amendment has been submitted to the Board. If in the reasonable opinion of the Board there is insufficient time prior to the date of that meeting to notify the members of the proposed amendment, the proposed amendment shall be considered at the next following Annual General Meeting or General Meeting.

- (c) These Rules shall not be altered except by special resolution being a resolution passed by a majority of not less than three-fourths of such members of the Society as being entitled under these Rules to do so vote in person at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

BRANCH ESTABLISHMENT, OPERATION AND CLOSURE

42. (a) The Board may by resolution recognise as a Branch, of the Society any association of Members of the Society in any region in Tasmania if:
- (i) application for recognition is made in writing to the Board by not less than 12 Members of the Society resident in such region.
 - (ii) the object of such Branch shall be to further the objects of the Society.
 - (iii) The Branch undertakes to abide by the Society's Rules and such By-laws as the Board may promulgate from time to time in force.
- (b) The Board may thereupon issue a Warrant of Establishment to such Branch in a form determined by the Board as evidence of the Rules of the Branch as a Branch of the Society.
- (c) The Warrant of Establishment may on due consideration be withdrawn by the Board at any time.
- (d) All assets held on behalf of such Branch or thereafter acquired for its use and benefit, shall be the property of the Society and subject to the control of the Board which may nevertheless delegate in writing to the elected committee of the Branch (being members), pursuant to the powers contained in Rule 12, the power to administer some or all of such assets. It shall be the responsibility of the Branch to ensure that such delegations are strictly complied with. Any such delegations may be removed or altered at the discretion of the Board at anytime if such delegations are being improperly administered.
43. Each such Branch shall have a postal address to which communications may be addressed and shall furnish to the Chief Executive Officer on an annual basis the address thereof and particulars of the members of the Society forming the elected committee thereof and notice of any change of such address or of such particulars.
44. The Board may by resolution at any time, withdraw recognition of any Branch and recall and cancel its Warrant of Establishment if, in the opinion of the Board, such Branch has ceased to function, is in breach of the Rules and or By-laws or has been guilty of conduct detrimental to the interests of the Society. But such action shall be taken only after the following procedure has been observed:
- (a) The Board shall give not less than three (3) months notice in writing of the Board's intention posted to the Branch at its office or headquarters last known to the board.
 - (b) Such notice shall be accompanied by short particulars of the grounds upon which the Board proposes to act.
 - (c) Any such Branch may not later than one (1) month before expiration of such notice submit to the Board for its consideration information with respect to any matter stated in such grounds.
 - (d) During the period of three (3) months notice the Board may assume control of any or all of the operations of the Branch.
45. Subject to ratification by the Board, each Branch shall be entitled, to appoint a Member resident in the Branch district as its delegate to attend Board Meetings. The delegate may attend any Board meeting subject to such regulations as the Board may from time to time make, to speak on, take part in

Recommendation of any matter affecting such Branch but shall not otherwise be entitled to speak on any other matter at Board Meetings. A Branch delegate may not be an employee of the Society.

46. Each Branch shall be entitled to nominate a local branch patron, the appointment of which is to be ratified by the Board.
47. (a) Each Branch shall submit to the Chief Executive Officer by 31st July in each year all financial information relating to the previous year to 30th June as required by the Chief Executive Officer or the Society's auditor.
(b) Branch Annual General Meetings should be held no later than 14 days prior to the Annual General Meeting of the Society.

INDEMNITY

48. Every Member of the Board, auditor, Chief Executive Officer and other officer for the time being of the Society will be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the court in respect of any negligence, default, breach of duty or breach of trust.
49. Subject to the Act, no Board Member or other officer of the Society or trustee for the Society will be liable for any act or omission of any other Board Member, officer or trustee or for joining in any receipt or other act or for any loss or expense happening to the Society, unless the same happen through their own wilful act or default.
50. The Board is to ensure that Director's and Officer's insurance is adequate and is reviewed annually at the first Board meeting after the Annual General Meeting.

AFFILIATION

51. The Board may by resolution effect affiliation with any other body having similar objects either within Tasmania or elsewhere upon such terms and conditions as the Board may approve.

BORROWING POWERS

52. (a) The Society may borrow and raise money from any person, firm, corporation, body, association, bank, or governmental or municipal body upon such terms with or without security as it deems fit.
(b) Any borrowing under sub-clause (a) may only be undertaken:
 - (i) on a recommendation of a majority of the finance committee (where such has been appointed) which is confirmed by a majority of the Board, or
 - (ii) by resolution of a majority of members of the Board, where no finance committee has been appointed.

WINDING UP OR CANCELLATION

53. (a) In the event of the winding up or, subject to the Act, the cancellation of the incorporation of the Society, the assets of the Society shall be applied solely towards the purposes of the Society as set forth in the Objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to any person or persons who at any

time are or have been members of the Society or to any of them or to any person claiming through any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member thereof or other person in return for any services actually rendered to the Society or to the repayment of money advanced or interest thereon to or for the purpose of the Society.

- (b) If upon winding up or, subject to the Act, cancellation of the incorporation of the Society, there remains after the satisfaction of all its debts and liabilities any money or property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred in whole or in part to some other body or bodies affiliated with the Society or persons or institutions having purposes similar to the purposes of the Society, such bodies, persons or institutions to be determined by special resolution of the members of the Society at or before the time of winding up or cancellation of the incorporation or, in the absence of a special resolution of the members, by the Tasmanian Commissioner of Associations or any successor.
- (c) In the event of the winding up, dissolution or cancellation of the incorporation of the Society, then notwithstanding the foregoing provision of this Rule, no assets of the Society shall be distributed otherwise than for a charitable purpose within the meaning of section 32 of the Act.

FUNDS

54. The funds of the Society shall be derived from annual subscriptions (if any), donations, legacies, special project funds, government grants and such other sources considered appropriate by the Board.

ANNUAL REPORT OF THE BOARD

55. The Board shall at the conclusion of each financial year prepare a report of its activities for such year including the activities of each Branch which report shall among other things contain the following particulars:
- (a) The number of members of each class on the Register as at the end of the Financial Year just concluded as compared with the number on the Register as at the end of the previous Financial Year.
 - (b) An annual report from the Chief Inspector being the person responsible for administering the Inspectorate Services of the Society.

INTERNAL DISPUTES

56. Subject to other provisions within the Society's Branch Manual and in accordance with any relevant legislation, the Board shall ensure that a mechanism (in the nature of Alternate Dispute Resolution) will be put in place for the Resolution of any dispute

THE JOURNAL

57. The Board will cause to be prepared and published, at a minimum, a bi-annual publication which will contain information of interest to members and will contain advertisements appropriate to the aims of the Society at the discretion of the editor. The publication will be titled 'Wombat News', posted free of charge to members with every endeavour made to achieve cost neutrality.