



Corporations Act 2001

Company limited by guarantee

CONSTITUTION

OF

**ROYAL SOCIETY FOR THE PREVENTION OF
CRUELTY TO ANIMALS TASMANIA**

ACN 611485271

1 NAME

The name of the company is The Royal Society for the Prevention of Cruelty to Animals, Tasmania (ACN 611485271).

2 REPLACEABLE RULES EXCLUDED

The replaceable rules contained in the Act do not apply to the Society.

3 DEFINITIONS

In this Constitution, unless a contrary intention appears:

Act means the *Corporations Act 2001*.

Appointed Director means a Director appointed by the Board in accordance with Article 17.4

Board means the Directors and alternates present at a meeting, duly convened as a board meeting, at which a quorum is present.

By Laws includes any regulations, rules or documents designated as By-laws by the Board.

Chairperson means the "President" of the Society.

Chief Executive Officer means the Chief Executive Officer for the time being of the Society. From time to time the Chief Executive Officer may be referred to as or given the title of "General Manger".

Constitution means this constitution as amended from time to time, and a reference to an article is a reference to an article of this Constitution.

Designated Office means any of the offices of President, Vice-President and Honorary Treasurer referred to in Article 19, and the expressions "President", "Vice-President" and "Honorary Treasurer" mean the holder or holders for the time being of the respective designated office of the same name, except where the context requires that the expression refers to that designated office.

Director means a director who is either an Elected Director or an Appointed Director of the Society.

Elected Director means a director elected by the Members in accordance with Article 17.

Members means all members of the Society as specified in Article 9 and includes associate members under Article 9.2(e).

Month means calendar month.

Objects means the objects set out in Article 5.

Public Fund means the public fund referred to in Article 42.

Register means the Register of the members kept pursuant to the Act.

Responsible Person as referred to in article 42 means an individual who:

- (a) has a degree of responsibility to the community as a whole;
- (b) is known to a broad section of the community because he or she performs a public function;
- (c) is known to a broad section of the community because he or she belongs to a professional body which has a professional code of ethics and rules of conduct; or
- (d) has received formal recognition from the Government for their services to the community.

Returning Officer means the individual appointed to oversee elections of the Board in accordance with Article 17(b).

Seal means the common seal of the Society.

Secretary means a person appointed under article 31 as a secretary of the Society and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Society.

Society means The Royal Society for the Prevention of Cruelty to Animals, Tasmania (ACN 611485271).

Special Majority means the majority required to pass a Special Resolution.

Special Resolution means a resolution that can only be passed by at least 75% of those entitled to vote on the resolution casting a vote in favour of the resolution in accordance with either the Act or this Constitution.

State means the State of Tasmania.

Tax Act means the *Income Tax Assessment Act 1997*, as amended from time to time.

Vice Chairperson means the "Vice-President" of the Society.

Voting Members shall mean all members eligible to vote, including all Corporate Members, Honorary Life Members, Life Members and Annual Members.

4 INTERPRETATION

In this Constitution:

- (a) one gender includes the others;
- (b) the singular includes the plural and the plural includes the singular;
- (c) the word person includes a body corporate, firm, a partnership, a joint venture, an

unincorporated body or association or an authority;

- (d) an expression has in this Constitution the same meaning as in the Act;
- (e) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act;
- (f) the word “including” and similar expressions are not words of limitation; and
- (g) headings are inserted for conveniences and do not affect the interpretation of this Constitution.

5 OBJECTS

5.1 Five Freedoms

The Society considers and acts for the welfare of animals within the internationally recognized policy framework known as the five freedoms for animals, being:

- (a) freedom from hunger and thirst;
- (b) freedom from discomfort;
- (c) freedom from pain and injury or disease;
- (d) freedom to express normal behavior;
- (e) freedom from fear and distress.

5.2 Accordingly the objects of the Society are to prevent suffering and cruelty to animals and promote the welfare of animals by:

- (a) educating the Tasmanian community regarding the humane treatment and management of animals, and increasing public awareness of and support for animal welfare;
- (b) enforcing the existing laws to prevent cruelty to animals;
- (c) influencing the amendment or development of legislation and standards considered necessary for the protection and welfare of animals;
- (d) providing animal rescue and welfare services; and

- (e) establishing and operating the Public Fund.

6 POWERS

- (a) The Society has all the powers of an individual and a body corporate but does not have the power to issue shares.
- (b) Despite Article 6(a), the powers of the Society are ancillary to and exercisable only to pursue the Objects of the Company.

7 APPLICATION AND DISTRIBUTION OF PROPERTY

The income and property of the Society shall be applied solely in furtherance of its Objects and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

8 MEMBERS LIABILITY

8.1 Limited liability

The amount that each Member or past Member is liable to contribute under Article 8.2 if the Society is wound up is \$10.00.

8.2 Liability to contribute

Subject to Article 8.1, every Member of the Society undertakes to contribute an amount not exceeding the amount set out in Article 8.1 to the property of the Society in the event of it being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:

- (a) of the debts and liabilities of the Society (contracted before the Member ceases to be a Member);
- (b) of the costs, charges and expenses of winding up; and
- (c) for the adjustment of the rights of the contributories among themselves.

9 MEMBERSHIP

9.1 Types of Members

The Members of the Society shall be:

- (a) individuals; or
- (b) corporations as and how determined by the Board

who were enrolled as Members in the Register at the date of the resolution adopting this Constitution, or who have enrolled since that date.

9.2 Membership categories

The Society shall consist of Members divided into the following classes:

- (a) **Honorary Life Members** - individual or corporate members who are appointed by the Board who have made a significant non-financial contribution to the Society.
- (b) **Life Members** - individuals and corporations approved by the Board who make a single financial donation to the Society of an amount as determined by the Board.
- (c) **Annual Members** - individuals and corporations approved by the Board who make an annual financial donation to the Society of an amount as determined by the Board.
- (d) **Junior Members** - individuals aged less than 18 years approved by the Board who make an annual financial donation to the Society of an amount as determined by the Board. Junior members have no voting rights at meetings of the Society and are unable to hold positions of office within the Society, but progress to full membership on attaining the age of 18 years and making the appropriate financial donation.
- (e) **Associate Members** - are individuals and corporations approved by the Board who make an annual financial donation to the Society of an amount as determined by the Board.

10 RIGHTS OF MEMBERS

- (a) Individuals who are Annual, Life or Honorary Life Members are entitled to full rights and privileges of the Society as determined by the Article. This includes the right to attend meetings of the Society, to vote at General Meetings of the Society and to stand for and hold office.
- (b) Corporations who are Annual, Life or Honorary Life Members will be entitled to voting rights.
- (c) Junior Members are entitled to attend meetings of the Society but do not have the

right to vote or take office.

- (d) Associate Members shall have no right to vote at any meetings of the Society nor hold office in any position within the Society, but may attend such meetings as are available to other members and request information and speak at such meetings upon any subject within the objects of the Society.

11 APPOINTMENT OF MEMBERS

11.1 Application for membership

The procedure for the approval of Life, Annual, Junior and Associate Members shall be as follows:

- (a) application in writing in a form approved by the Board and signed by the applicant delivered by the applicant to the Secretary;
- (b) applications shall be considered by the Board at the next Board meeting;
- (c) each applicant who has been approved as a member by the Board shall be notified in writing by the Secretary of his approval and class of membership as soon as reasonably practicable.

11.2 Consideration for application for Membership

The Board must consider the application and either accept, accept subject to conditions or reject the application. The Board may in its absolute discretion reject any application for membership without assigning any reason for such rejection.

11.3 Registration as a Member

If the Board accepts an application for Membership, the name of the person will be entered into the Register of Members as soon as practicable and any conditions on that membership recorded there.

11.4 Membership not transferable

Membership is not transferable between persons or corporate bodies.

11.5 Copy of documents

On request, a Member shall be supplied by the Secretary with a copy of the Constitution and of any By-laws for the time being in force made pursuant thereto subject to the payment of the cost thereof.

11.6 Members bound by Constitution and By-laws

All members shall be bound by the Constitution and the By-laws.

12 CESSATION OF MEMBERSHIP

12.1 Cessation of Membership

A person ceases to be a Member if the person:

- (a) resigns as a Member in accordance with this Constitution;
- (b) is expelled as a Member in accordance with this Constitution;
- (c) fails to pay any amount payable to the Society within three months of being required to and the Board resolves that the Membership of the Member be terminated;
- (d) dies;
- (e) is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Member; or
- (f) becomes a bankrupt or is unable to pay its debts as and when they fall due; or
- (g) is convicted of:
 - (i) an offence under the Prevention of Cruelty to Animals Act;
 - (ii) any criminal offence in relation to the Society;
 - (iii) any crime of violence; or
 - (iv) any criminal offence for which the Member is sentenced to a period of imprisonment of one year or longer (whether or not any or all of that sentence is suspended).

12.2 Resignation of Member

Any Member may resign their Membership at any time by notice in writing to the Secretary and is effective on the date of receipt by the Secretary.

12.3 Expulsion of a Member

- (a) The Board may resolve by simple majority of the Board to expel a Member from

the Society if, in the view of the Board, a member:

- (i) publishes or permits or causes publication of, or publicly makes statements, which are detrimental to the Society;
 - (ii) acts in any manner which is, or could be, detrimental to the Society; or
 - (iii) by their action or inaction bring the Society into disrepute.
- (b) At least 30 days prior to the Board meeting called to consider the expulsion resolution, the Board must give the Member who is the subject of the proposed resolution notice:
- (i) of the proposed resolution;
 - (ii) of the date of the meeting;
 - (iii) informing the Member that the Member may submit written or oral explanation submissions to the Board before the resolution is put to the vote and may attend the meeting at which the resolution for the Member's expulsion is proposed.
- (c) Where the Member who is the subject of the resolution recommending expulsion is a Director, that Director shall be entitled to exercise the right of written or oral explanation referred to in Article 12.3(b) but may not be present, participate in, or vote during that part of any Board meeting at which the resolution is considered.

12.4 Member still liable for subscriptions and amounts owing

A Member who ceases to be a Member remains liable for the payment to the Society of any subscription or other moneys owing by them to the Society at the time of such cessation of Membership and shall not be entitled to a refund of any subscription or donation already paid.

13 FINANCIAL YEAR

The financial year of the Society shall terminate on the 30th June each year or such other date as the Board may from time to time determine.

14 DUE DATE FOR SUBSCRIPTIONS

Each subscription for Annual Membership extends for 12 months from the date of processing of the Member's application for membership by the membership clerk at the

Society's registered office.

15 THE BOARD

15.1 Number of Directors

Subject to Article 15.2, the number of Directors must not be less than 5 but no more than 9.

15.2 Composition of Board

The Board is to be comprised as follows:

- (a) a minimum of 3 Elected Directors; and
- (b) a maximum of 6 Appointed Directors.

15.3 Term of Office

The term of office held for Directors is 3 years.

15.4 Number of terms

No Director may serve for more than three consecutive terms, or more than four non-consecutive terms.

15.5 Existing directors

The existing Directors at the date of adoption of this Constitution whose term of office would otherwise have expired in 2016 or a subsequent year shall continue to hold office accordingly until the commencement of the first Board Meeting following the 2016 AGM or appropriate subsequent AGM, depending on when they were appointed prior to the adoption of this Constitution.

15.6 Directors qualifications

- (a) No Voting Member shall be eligible to submit a nomination for election unless they have been a Member for at least 6 months.
- (b) No member shall be eligible for election to the Board nor be entitled to continue as a Director if at the time of nomination as a candidate or if during the term of any such office, such member:
 - (i) is in default in payment to the Society of any subscription or other moneys

due to the Society.

- (ii) receives or is entitled to receive any payment from the Society for services rendered to the Society as an employee of the Society.

16 REMUNERATION AND REIMBURSEMENT FOR EXPENSES

16.1 Remuneration of Directors

The Society must not pay and a Director is not entitled to receive any fee (or other remuneration) from the Society for services performed as a Director.

16.2 Reimbursement of expenses

- (a) Subject to Article 16.2(b), Directors are entitled to be reimbursed by the Society for any reasonable costs and expenses incurred or to be incurred in discharging their duties as a Director.
- (b) The Board must:
 - (i) approve all payments the Society makes to its Directors; and
 - (ii) maintain and comply with clear policies and controls for the approval of reimbursement of expenses to Directors.

17 ELECTION OF MEMBERS OF BOARD AND VACATION OF OFFICE

The procedure for the election of Directors shall be as follows:-

- (a) The Board shall, at least 14 clear days prior to the date appointed in accordance with Article 21.1 for the closure of nominations (**Closing Date**), cause a notice to appear in print and online media circulating in the State, calling for nominations for the election of Directors and also detailing the location and time nominations are to be received.
- (b) The Board shall prior to the Closing Date, appoint a Returning Officer who shall be authorised to appoint such other persons as may be required for the purpose of election of Directors. However, no person shall be eligible to act in such office if they are a Director, a candidate for election or (except as otherwise provided) a Member of the Society.
- (c) Nominations of candidates for election as Directors shall be received by the Chief Executive Officer, at or before 12 noon not later than forty-five clear days prior to

the Annual General Meeting.

- (d) The nomination of a candidate for the election must:
 - (i) be signed by not less than two eligible Voting Members;
 - (ii) contain the consent of the Member and
 - (iii) be in substantially the following form:-

"The Royal Society for the Prevention of Cruelty to Animals Tasmania

*We hereby nominate.....
of.....*

*for election as a Board Member at the Annual Election to be held in the
month of 20....*

DATED thisday of..... 20. .

.....
Name
Name

.....
Address
Address

.....
Signature of nominee

*I consent to the above nomination and hereby certify that I have not been
disqualified from managing a corporation under the Corporations Act
(2001)*

....."

- (e) As soon as practicable after the Closing Date, the Secretary shall cause to be prepared a list containing the names of all persons validly nominated and shall exhibit a copy of such list continuously on the notice board of the Society at its registered office until the completion of the election.
- (f) If the number of candidates is no greater than the number of vacancies to be filled, the Chief Executive Officer shall declare such candidates duly elected.
- (g) If the number of candidates nominated is greater than the number of vacancies,

an election shall be held and the Chief Executive Officer shall appoint the Tasmanian Electoral Office (or if such organisation does not exist such similar organisation in the Chief Executive's discretion) to conduct a postal ballot of all Members entitled to vote. The details of each candidate standing for election, together with the appropriate ballot papers shall be given to the members at least twenty-eight clear days prior to the Annual General Meeting.

- (h) Order of names on the ballot paper is to be by random draw, with identification of existing Directors.
- (i) The details of each candidate can include a brief summary of their abilities and credentials of no more than 200 words, which may be added to the ballot materials.
- (j) Candidates may each nominate a scrutineer whose name, address and phone number shall be submitted to the Returning Officer for approval and appointment at least fourteen clear days before the close of the ballot.
- (k) Each Member shall mark their ballot paper with either a cross or a tick next to the candidate or candidates they wish to elect up to a maximum number of the number of vacancies on the Board. Ballot papers containing votes for more than the maximum number shall be invalid. The candidates will be ranked in order of votes received and the highest ranked candidates will be deemed elected to the vacancies. In the event of a tie for the final vacancy the Tasmanian Electoral Office will determine, by drawing lots, between the candidates tied who is deemed elected.
- (l) The postal ballot shall close at 5:00pm two working days prior to the Annual General Meeting. In the event that the Returning Office utilises non-paper based ballot materials the deadline for receipt of soft copy materials shall be 5.00pm two working days prior to the Annual General Meeting.
- (m) The election of Directors shall be declared at the Annual General Meeting of the Society, and such candidates duly elected shall take office immediately after the Annual General Meeting.

17.2 Effective commencement

Notwithstanding anything in Article 16(m) all Directors as constituted in the preceding year shall hold office until the end of the Annual General Meeting.

17.3 Election not invalidated

Subject to Articles 17(g) and Article 38, no election shall be invalidated by reason of the fact that any notice or document required by this Constitution was not received by any Voting Member.

17.4 Appointed Directors

The Society in general meeting may by resolution or the Directors may at any time, appoint any person to be a Director, to fill a casual vacancy provided that no more than six persons shall be appointed pursuant to this Article and the number does not exceed the number set out in Article 15.1.

17.5 Use of the Society's facilities

In the event of Board elections:

- (a) the Society's office facilities, resources, internet provisions and equipment representing the RSPCA as an organisation shall not be used to comment on the merits of any individual candidate or group of candidates; and
- (b) the Society's officers shall not comment on, or be used to comment on the merits of any individual candidate or group of candidates.

18 REMOVAL OF A DIRECTOR

18.1 Removal by Society in general meeting

Subject to the Act, the Society in general meeting may by special resolution at any time remove any Director before the expiration of their period of office and appoint in their place another qualified person who shall hold office so long only as the Director removed would have retained office if they had not been removed.

18.2 Cessation of Directorship

A person ceases to be a Director and the office of a Director shall become vacant if the Director:

- (a) is an Elected Director, and ceases to be a Voting Member of the Society;
- (b) ceases to be a Director by virtue of the Act
- (c) becomes a bankrupt;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- (e) resigns the office by notice in writing to the Secretary;
- (f) ceases to be entitled to continue to hold office under Article 15.6(b);
- (g) is directly or indirectly interested in any contract with the society and fails to declare the nature of his interest in manner required by the Act;
- (h) is absent without leave of absence from three consecutive meetings of the board and the board resolves that the office be vacated;
- (i) holds any office of profit under the Society;
- (j) is convicted of:
 - (i) an offence under the Prevention of Cruelty to Animals Act;
 - (ii) any criminal offence in relation to the Society;
 - (iii) any crime of violence; or
 - (iv) any criminal offence for which the Director is sentenced to a period of imprisonment of one year or longer (whether or not any or all of that sentence is suspended)

19 PRESIDENT, VICE-PRESIDENT AND OTHER OFFICERS

19.1 Election of President, Vice President and other officers

At the first Board Meeting following the Annual General Meeting, the Directors shall elect from their number a President, a Vice-President and an Honorary Treasurer, each of whom shall hold office as such for a term of one year expiring on the commencement of the next Annual General Meeting.

19.2 Removal of Director from position of Designated Office

Notwithstanding anything in the preceding Article, any Designated Office shall immediately become vacant and the holder shall cease to carry out or exercise the functions and powers of that Designated Office if at any time during the term of office they:

- (a) resign office by notice in writing to the Secretary;
- (b) cease to be a Director;
- (c) are removed from office by a resolution of the Board approved at a Board meeting

by not less than two-thirds in number of all the Directors eligible to vote at a Board Meeting for the time being (other than the holder of that Designated Office) after not less than one week's notice of such meeting and resolution has been given to all the Directors eligible to vote at a Board Meeting for the time being and the holder of that Designated Office has been allowed an opportunity of addressing the meeting orally and/or in writing and the Board at the next meeting or, if the vacancy arises at a meeting, then at that meeting shall elect a person to fill the vacant Designated Office from among the Directors including the holders, if willing, of other Designated Offices, whose office shall, if the holder thereof is elected to fill another Designated Office, thereupon become vacant and be filled accordingly; or

- (d) become an employee of the Society.

20 POWERS AND DUTIES OF THE BOARD

20.1 Directors to manage

Subject to this Constitution and the Act, the activities of the Society are to be managed by, or under the direction of, the Board.

20.2 Role of the Board

The oversight, direction and control of the Society shall be vested in the Board whose role shall be:

- (a) to set the goals for the Society;
- (b) to approve the strategy to achieve the goals of the Society;
- (c) to appoint the Society's Chief Executive Officer;
- (d) to oversee the plans for the acquisition and organisation of resources, towards the obtaining of the Society's goals;
- (e) to review at reasonable intervals, the Society's progress towards obtaining its goals;
- (f) to appoint an auditor; and
- (g) to ensure appropriate processes, controls, policies and procedures are in place to monitor the performance of the organisation and to ensure compliance with the regulatory, reporting and legal obligations of the Society.

20.3 Directors powers

- (a) Subject to this Constitution and the Act, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by statute expressly directed or required to be exercised or done by the Society in general meeting.
- (b) Without limiting the generality of article 20.3(a), if and to the extent that any such action is not inconsistent with these Articles and the Objects of the Society the Board's power includes:
 - (i) borrowing money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures or other debt securities whether outright or as security for any debt liability or obligation of the Society or of any third party;
 - (ii) to delegate to a committee appointed by it of any two or more Directors 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 as a Director;
 - (iii) 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 general meeting may by special resolution vary, repeal or disallow any such By-laws;
 - (iv) to delegate to the Chief Executive Officer such powers as it thinks fit necessarily for the proper function of the Society;
 - (v) 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;
 - (vi) to commence, maintain, prosecute, abandon, defend, compound or compromise any action, suit, demand or claim on behalf of the Society;
 - (vii) 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. Directors are ultimately accountable for contractual arrangements entered into on behalf of the Society;

- (viii) 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 in accordance with the prevailing legislation and Objects of the Society;
- (ix) subject to the provisions of these Articles to make regulations or By-laws from time to time with respect to the following matters:-
 - (A) the receipt, custody, banking, expenditure and investment of the funds of the Society; and
 - (B) the summoning and holding of meetings and the conduct of business at such meetings.
- (x) to appoint and from time to time remove trustees of any such trusts 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; and
- (xi) to review staff grievances as a final avenue of appeal.

21 GENERAL MEETINGS

21.1 Annual General Meetings

The Board shall by resolution at a meeting prior to the end of July in each year, fix the time, date and place for the holding of the Annual General Meeting of the Society, along with the dates for the close of nominations for Board elections (if any), provided that the dates so fixed comply with the Act and allow for the notice periods provided in Article 17 for the election (if any) of Directors.

21.2 Notice

At least twenty one (21) clear days notice of the Annual General Meeting must be given to Members, Directors and the Auditor. The notice must:

- (a) state the date, time and place of the meeting;

- (b) state the general nature of the business to be conducted at the meeting;
- (c) state any proposed resolutions;
- (d) contain a statement informing Members of the right to appoint a proxy; and
- (e) include with it:
 - (i) an audited statement of income and expenditure for the financial year just concluded, indicating separately the total income and expenditure,
 - (ii) an audited balance sheet of the Society as at the end of that financial year listing the assets of the Society as at such date; and
 - (iii) a copy of the annual report of the Board.

21.3 General meetings

All general meetings other than the Annual General Meeting shall be general meetings. A general meeting may be convened:

- (a) by the Board at any time;
- (b) by a Director at any time; or
- (c) by the Board on receipt of a requisition signed by at least twenty Voting Members or 5% of the Voting Membership (whichever is least).

21.4 Special resolutions

Subject to the provisions of the Act relating to Special Resolutions, at least 21 clear days written notice specifying the place, date and hour of a general meeting and in the case of special business the general nature of that business shall be given. A Special Resolution requires that at least 75% of those entitled to vote on the resolution cast a vote in favour of the resolution in accordance with either the Act or this Constitution. In the event that less than 21 days' notice of a Special Resolution has been given that special resolution can be passed by a majority that together holds at least 95% of those entitled to vote on the resolution cast a vote in favour of the resolution in accordance with either the Act or this Constitution.

21.5 Omission of notice

The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

22 PROCEEDINGS AT GENERAL MEETINGS

The business of the Annual General Meeting shall be:-

- (a) to receive the report of the Board;
- (b) to receive the audited income and expenditure account and balance sheet and the auditor's report thereon;
- (c) to consider special resolutions of which due notice has been given;
- (d) to consider and, if necessary, take action in relation to any business which the majority of Members present and entitled to vote may determine to entertain not being inconsistent with the Objects of the Society.

All other business of the annual general meeting and all business at a general meeting shall be general business.

22.2 Quorum

No business shall be transacted at any general meeting unless a quorum of Members is present at the commencement of such business and provided a quorum shall consist of either:

- (a) the lower of ten Voting Members attending in person or by proxy; or
- (b) one quarter of those entitled to attend and vote, attending in person or by proxy.

If within half an hour from the time appointed for the meeting a quorum of Members is not present, a meeting convened upon a requisition of Members shall be dissolved and in any other case shall be adjourned for any period not exceeding one month and if at such adjourned meeting there shall not be a quorum present, those Members present and entitled to vote shall be a quorum. The time and place of the adjourned meeting shall be advertised once in the three major local newspapers before the date of such meeting.

22.3 Chair of general meetings

The President, or in the President's absence the Vice-President, shall preside at all meetings of the Society and in the absence of the President and a Vice-President, the Members present and entitled to vote shall choose someone of their number to be Chairperson of the meeting.

22.4 Adjournment

The Chairperson of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.5 Observers may attend general meetings

A Chairperson of a General Meeting may invite any person who is not a Member to attend and address a meeting.

22.6 Casting Vote

In the case of an equality of votes whether on a show of hands or on a poll, the Chairperson of the meeting shall have a casting vote in addition to the vote to which they may be entitled as a Member.

22.7 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

22.8 Declaration of results

Every matter for decision submitted to a general meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Voting Members present. Unless a poll is so demanded, a declaration by the chairperson that a resolution has on show of hands been carried or carried by a particular majority or lost and entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without the proof of the number or proportion of the votes recorded in favour of or against such resolution.

22.9 Poll

If a poll is demanded:

- (a) it must be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise but so that not more than one month shall elapse between the day when

the poll is demanded and the day on which it is taken;

(b) two scrutineers shall be appointed by the meeting at which a poll is demanded and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded; and

(c) the demand of a poll may be withdrawn.

22.10 Poll on adjournment or election of Chairperson

A poll demanded on any question of adjournment or the election of a chairperson shall be taken immediately.

22.11 Meeting to continue on demand for a poll

The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22.12 Voting

Subject to any rights or restrictions for the time being attached to any class or classes of Membership and to this Constitution, each Voting Member shall be entitled to one vote on a show of hands or upon a poll and no other Member shall be entitled to vote.

23 PROXY

23.1 Appointment of proxy

(a) Votes may be given personally or by proxy and in the case of a corporation, by a representative appointed as hereinafter provided.

(b) 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.

23.2 Form of proxy

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

"The Royal Society for the Prevention of Cruelty to Animals Tasmania

I,.....of.....

.....being a member of the Royal Society for the

Prevention of Cruelty to Animals Tasmania, 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, to be held on theday
of..... 20....., and at any adjournment thereof.

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

.....
.....
.....
.....
.....

Dated at theday of..... 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.

23.3 Qualifications of proxy

- (a) A proxy shall only be valid so far as the appointed proxy is not an individual who has previously:
 - (i) been expelled from the Society; or
 - (ii) had their employment at the Society terminated; or
 - (iii) been denied membership to the Society; or
 - (iv) been unsuccessful in election to the Board of the Society in the 12 months preceding the general meeting; or
 - (v) been convicted of fraud, deception or a criminal offence with a sentence exceeding 12 months.

- (b) Every Member who shall have appointed any proxy under this Article shall for the purpose (including in 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.

23.4 Proxy to be received by the Society

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. No instrument of proxy shall be valid for any meeting other than the specific meeting for which it has been issued by the Society, and 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.

23.5 Death or revocation of proxy

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 Secretary at the registered office of the Society before the meeting.

23.6 Representative

Any 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 Directors and shall notify the Secretary 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 Directors is posted by the Secretary to such corporation.

23.7 No objections

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 Directors, as provided in Article 17(g), and every vote not disallowed at such meeting or by the returning officer under the said Article 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.

24 PROCEEDINGS AT MEETINGS OF THE BOARD

24.1 Conflicts

All members of the Board shall complete, and have a duty to maintain current, a register of their personal pecuniary and commercial interests. The Chairperson of the Board shall

commence every Board meeting with a request for Directors to advise the Board of any change in the register of interests and such changes shall be recorded in the register of interests and the minutes of the Board Meeting. Any member of the Board shall not vote in respect of any matter, contract or proposed contract with the Society in which they, their business associates or an immediate member of a Director's family have a pecuniary or commercial interest, or any matter arising thereof, and if they do vote, their vote shall not be counted. Any member of the Board that is conflicted in a matter for discussion and decision by the Board shall not receive papers relating to the matter, shall leave the Board meeting when the matter relating to their interest is being discussed by the Board and shall not be present in the meeting when the Board makes their decision.

24.2 Directors' meetings

The Board will meet at such times and places as may be determined from time to time by it, but must meet bi-monthly, at least six (6) times in every financial year of the Society.

24.3 Convening a meeting

The Secretary may convene a special meeting of the Board at any time if directed to do so by the President, or a Vice President, or by any three members of the board.

24.4 Notice

The Secretary shall give Directors at least seven working days' notice in writing of any meeting of the Board but it shall not be necessary to give any such notice to a Director who is not within Australia.

24.5 Quorum

The quorum for any meeting of the Board shall be the majority of the Directors who are entitled to vote at the meeting and the quorum must be present at all times during the meeting.

24.6 Chairperson

The President or in the Presidents absence, the Vice-President shall preside as chairperson at all meetings of the Board, but if at any meeting, neither the President nor the Vice-President is present within ten minutes after the time for which the meeting has been convened, the Directors present shall choose someone of their number to be chairperson of the meeting.

24.7 Questions decided by majority

Except as by these Articles otherwise provided, questions arising at any meeting shall be decided by a majority of votes of the Directors present and in case of an equality of votes, the chairperson shall have a second or casting vote.

24.8 Committee

Any committee appointed by the Board under Article 20.3(b)(ii) including any committee including Members of the Society who are not Directors, shall conform to any regulations that may be imposed upon it by the Board and subject thereto may meet and adjourn and otherwise regulate meetings as it thinks fit. The President, ex officio or a Director nominated by the President to serve in the Presidents' place shall act as chairperson at any meeting at which the President is present; subject thereto the committee may choose one of their number to act as chairperson of its meetings. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present and in case of an equality of votes, the chairperson shall have a second or casting vote.

24.9 Circulating resolutions

The Directors may pass a resolution without a Board Meeting being held if a Special Majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last of the Directors constituting a Special Majority signs a facsimile transmission, email or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is deemed to be a document in writing signed by the Director.

24.10 Validity of acts of Directors

All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board are, even if it is afterwards discovered that

- (a) there was some defect in the appointment of any such member of the Board or person acting; or
- (b) a person acting as a Director was disqualified or not entitled to vote,

as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

25 USE OF TECHNOLOGY

- (a) A Board meeting may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period, not less than 5 working days, before a Board meeting.
- (b) If a number of Directors equal to the quorum is able to hear or to see and to hear each other Director contemporaneously using any technology consented to by all Directors, there is a meeting and that meeting is quorate. The rules relating to meetings of Directors apply to each such meeting to the extent appropriate.
- (c) A Director participating at a meeting using technology consented to by all Directors is treated as being present in person at the meeting.
- (d) A meeting using technology consented to by all Directors is to be taken to be held at the place determined by the Chairperson of the meeting.
- (e) A Director may not leave a meeting using technology consented to by all Directors unless the Chairperson consents to that Director leaving.
- (f) A Director is presumed conclusively to have been present and to have formed part of a quorum at all times during a meeting using technology consented to by all Directors, unless the Chairperson consents to that Director leaving in which case that Director will be treated as having been present until that Director leaves.

26 ANNUAL REPORT OF THE BOARD

The Board shall at the conclusion of each financial year prepare a report of its activities for such year 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; and
- (b) an annual report from the President of the Society.

27 CHIEF EXECUTIVE OFFICER**27.1 Appointment of Chief Executive Officer**

The Board may from time to time in accordance with the Act, appoint a Chief Executive Officer for such term at such remuneration and upon such conditions as they may think

fit, and may remove the Chief Executive Officer so appointed. The Board's instructions shall be given to the Chief Executive Officer only by the President or by such Director as the President may appoint from time to time to carry out this function on the President's behalf in accordance with the agreed delegations of authority.

27.2 Role of Chief Executive Officer

Subject to the instructions, oversight and control of the Board:

- (a) the Chief Executive Officer shall be the manager of the Society and shall have responsibility for managing the business of the Society subject to the policies of the Society;
- (b) the Chief Executive Officer must:
 - (i) take charge of the books, documents and accounts of the Society and have made therein correct entries of all matters in the ordinary course of the business of the Society;
 - (ii) render to the board an account of all transactions, matter and things of the Society or relating to its affairs of which the Chief Executive Officer has charge or knowledge; and
 - (iii) the Chief Executive Officer may be directed to convene meetings of the Board at such time and place as may from time to time be determined by the Board.

28 HONORARY TREASURER

The Honorary Treasurer must:

- (a) oversee the keeping of all usual and proper accounts of all moneys received and disbursed on behalf of the Society and generally report on the care and oversight of the finances of the Society subject to the direction of the Board; and
- (b) ensure the preparation for the purpose of regular monthly meetings of the Board a monthly statement listing all accounts for payment by the Society and all accounts payment of which requires confirmation and forward a copy thereof to each Director so as to be available 7 working days prior to Board Meetings.

29 REGISTER OF MEMBERS

29.1 Register of Members

The Society will cause to be kept a Register of Members in accordance with the Act and also a Register of Associate Members and there shall be recorded in the Register or the Register of Associate Members, as appropriate:

- (a) the name, address and classification of each Member;
- (b) the date of entry upon the Register;
- (c) the date of ceasing to be a Member;
- (d) any other details as the Board may request.

29.2 Recognition of service or donation

The Society will recognise service or donation to the Society in an appropriate form under circumstances described in the by-laws of the Society.

30 MINUTES OF MEETING

The Board will cause minutes to be duly entered in books provided for that purpose:

- (a) of all elections of the Directors and all appointments of officers made by the Board;
- (b) of the names of the Directors and other persons present at each meeting of the Board;
- (c) of all resolutions passed by and proceedings at all general meetings of the Society, at all meetings of the Board and at all committee meetings.

The Members shall have such access to the minutes of the Board and the Society as is authorised under the Act.

31 SECRETARY

31.1 Appointment of Secretary

There must be at least one Secretary of the Society who is to be appointed by the Board.

31.2 Suspension and removal of Secretary

The Board may suspend or remove a Secretary from that office.

31.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions and with the powers, duties and authorities, as determined by the Board. The exercise of those powers and authorities and the performance of those duties by a Secretary is subject at all times to the control of the Board.

32 SEAL

- (a) If the Society has a Seal it will be kept under such custody as the Board shall from time to time prescribe and in the absence of any such prescription will be kept in the custody of the Secretary.
- (b) Unless otherwise determined by a resolution of a general meeting of the Society, the Seal will not be used except under and by virtue of a resolution of the Board.
- (c) If a document is to be executed by use of the Seal the fixing of the Seal must be witnessed by the President or a Vice-President and countersigned by the Secretary or some other person appointed by the Board.

33 FINANCE AND ACCOUNTS

33.1 Property and funds

The property and funds of the Society will be under the control of the Board and:

- (a) All cheques drawn and electronic transactions on the Society's accounts and approved for payment under such delegations and conditions as may be set by the Board will be signed by a such senior staff members as authorised to do so by the Board.
- (b) The Board may from time to time authorise the opening of separate accounts for the receipt and payment of funds for specific purposes of the Society to be operated under the signature of such persons as the Board may from time to time determine and may at any time alter or revoke such authority.
- (c) Where property or funds are vested in trustees for general or specific purposes, any relevant trust instrument will contain appropriate provisions relating to the receipt and disposition of all such property and moneys.

33.2 Accounting and records

The Board will cause proper accounting and other records to be kept and shall cause to

be prepared and distributed copies of profit and loss accounts and balance sheet (including a copy of the auditor's report and every other document required by law to be attached thereto) as required by the Act, provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a profit and loss account and balance sheet made up to a date not more than five months before the date of the meeting.

33.3 Inspection of accounting and other records

- (a) The Board will from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of Members.
- (b) Any Director may at any time access and inspect the financial and any other record of the Society.

34 AUDIT

The Board must cause the accounts of the Society to be audited in accordance with the Act and the Board will regulate the auditor's duties in accordance with the Act.

35 REMUNERATION AND REMOVAL OF AUDITOR

35.1 Remuneration of Auditor

The remuneration of the Auditor may be determined by the Society at a general meeting. If the remuneration is not determined at a general meeting, it may be determined by the Directors at a Board meeting.

35.2 Removal of Auditor

- (a) The Society may remove an Auditor by resolution at a general meeting.
- (b) At least two months' notice must be given to the Society of the intention to move a resolution to remove an Auditor at a general meeting.
- (c) If notice of an intention to move a resolution to remove the Auditor at a general meeting is received by the Society, the Auditor must be given a copy of the notice as soon as practicable.
- (d) The notice of an intention must also inform the Auditor that the Auditor:
 - (i) may submit written representations to the Society within seven days after

receiving the notice and that the Auditor may request the Society to send a copy of the written representations to the Members before the resolution is put to a vote; and

- (ii) may speak at the general meeting or request that the written representations be read at the general meeting at which the resolution is voted upon.

36 AUDITOR'S ATTENDANCE AT GENERAL MEETINGS

The Auditor must be notified of, and may attend, any general meeting. The Auditor is entitled to be heard at any general meeting it attends on any part of the business of the general meeting which concerns the Auditor.

37 PATRON

The Board may from time to time in its discretion invite any person to accept office as patron of the Society and may from time to time in its discretion invite any one or more persons to accept office as Vice Patron of the Society.

38 NOTICES

38.1 Notices of general meetings

Notice of every general meeting will be given in any manner authorised by these Articles to:-

- (a) every member except those Members for whom the Society has no registered address or other address for the giving of notices to them; and
- (b) the Auditor or Auditors for the time being of the Society.

No other person will be entitled to receive notices of general meetings.

38.2 General

Any notice, approval, request, demand, or other communication ("notices") to be given under these Articles will be in writing and will be served personally or sent by ordinary or certified mail (airmail if overseas) to the registered address of a person or by facsimile transmission to the facsimile number as that person may notify to the Society, in writing, from time to time, or by email to the email address as that person may notify the Society, in writing, from time to time.

38.3 Proxy form

A proxy form should accompany the notice of meeting.

38.4 How to give a notice

Notices given:

- (a) personally will be served upon delivery;
- (b) by post (other than airmail) will be served three business days after posting;
- (c) by airmail will be served seven business days after posting;
- (d) by facsimile transmission will be served upon receipt of a transmission report by the machine from which the facsimile was sent indicating that the facsimile had been sent in its entirety to the facsimile number of such person's registered address or such other number as may have been notified by the receiving party to the other party and if the facsimile has not been completely transmitted by 5.00pm (determined by reference to the time of day at the recipient's address) it will be deemed to have been served on the next business day;
- (e) by email will be taken to be received at the time the email message is sent, unless:
 - (i) the sender receives automated email notification that the email transmission has failed or has been delayed within 12 hours of sending the notice; or
 - (ii) the sender receives automated email notification to the effect that the recipient is not likely to receive the notice until a later date, which will then become the deemed date of receipt.

38.5 Service of notice on business days

Any notice which, by virtue of the foregoing, has been served on a Saturday, Sunday or public holiday, shall be served on the first business day (determined by reference to the recipient's address) after such day. A notice may be given by an authorised officer, employee or agent of the party giving the notice.

38.6 Address for service of notices

A Member that fails to notify the registered office of the Society a place of address (for

registration in the books of the Society) at or to which all notices and documents of the Society may be served or sent, shall be deemed to have lost the entitlement to have any notice sent to them.

39 INDEMNITY AND INSURANCE

39.1 Indemnity

To the extent permitted by the Act and subject to the Act, every Director, auditor, Secretary 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.

39.2 Liability of Directors and other officers

Subject to the Act, no Directors or other officer of the Society or trustee for the Society will be liable for any act or omission of any other Directors, officer or trustee or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Society, unless the same happen through their own wilful act or default.

39.3 Insurance

To the extent permitted by the Act and subject to the Act, 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.

40 WINDING UP

If upon winding up or dissolution of the Society there remains after the satisfaction of all 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 to some other society or institution that has:

- (a) a solely charitable purpose; and
- (b) objects similar to the objects of this Society to be determined by the Members of this Society at or before the time of dissolution and in default by the Governor of the State of Tasmania.

41 INTERNAL DISPUTES

The Board shall ensure that a mechanism will be put in place to resolve any dispute which cannot be resolved by management within the Membership, members of the public and grievances from employees.

42 PUBLIC FUND

42.1 The Society must maintain the Public Fund, the purpose of which is to receive:

- (a) gifts of money or property to further the Society's objects;
- (b) contributions in relation to fundraising events held to further the Society's objects; and
- (c) money received because of such gifts or contributions.

42.2 The Public Fund must be managed by a management committee (the 'Management Committee') of not less than 3 persons, as appointed by the Directors. The Directors must ensure that the majority of the Management Committee are Responsible Persons.

42.3 Members of the public will be invited to contribute to the Public Fund.

42.4 The income and property of the Public Fund must be applied solely towards the promotion of the objects of the Society and no portion of its income or property may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Management Committee except as reimbursement of expenses properly incurred on behalf of the Public Fund or as proper remuneration for services.

42.5 The funds and property of the Public Fund must be kept separate from any other funds and property of the Society and the Management Committee must maintain a separate bank account and establish clear accounting procedures for the Public Fund.

42.6 All receipts for gifts to the Public Fund must be issued in the name of the Society, quoting the Company's Australian Business Number and stating that the receipt is for a gift.

42.7 At the first occurrence of the winding up of the Public Fund or the Society ceasing to be a deductible gift recipient for the purposes of the Tax Act, any surplus assets of the Public Fund representing:

- (a) gifts of money or property made for the principal purpose of the Public Fund;
- (b) contributions made in relation to fundraising events held for the principal purpose of the Public Fund; and
- (c) money received by the Public Fund because of such gifts and contributions, must be transferred to, in the following order of priority :

:

- (i) any Member or Members of the Society, as determined by the Members of the Society, so long as the Member or Members are charitable at law and deductible gift recipients for the purposes of the Tax Act;
- (ii) another organisation which is charitable at law and a deductible gift recipient for the purposes of the Tax Act, as determined by the Members of the Society.

42.8 The Society must notify the Commissioner of Taxation in the event that any alterations are made to this Article (Article 42).