



ANIMAL
WELFARE LEAGUE **NSW**

'caring for pets and their people'

CONSTITUTION OF THE NSW ANIMAL WELFARE LEAGUE

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CONSTITUTION OF THE NSW ANIMAL WELFARE LEAGUE

DATE - 30 November 2007

1. PRELIMINARY

1.1 Replaceable rules

The provisions of the Law that apply to public companies as replaceable rules do not apply to the Company.

1.2 Definitions

The following definitions apply in this constitution except where the context indicates otherwise:

"**Annual Fee**" means the annual fee as set in **rule 4.8**.

"**Application Fee**" means the application fee as set in **rule 4.8**.

"**Board**" means the Directors acting collectively under this constitution.

"**Branch**" means a committee of the Board established under **rule 9.1**.

"**Branch Manual**" means the manual that governs the operation of Branches, published by the Company and amended by the Board from time to time.

"**Committee**" means the Board for the purposes of **rule 6.6(l)**.

"**Company**" means the company named above whatever its name may be from time to time.

"**Director**" means a person who is, for the time being, a director of the Company.

"**dividend**" includes bonus.

"**Law**" means the Corporations Act 2001 (Cth).

"**Life Member**" has the meaning given by **rule 4.6(a)**.

"**member**" means a person whose name is entered in the Register as the member of the Company.

"**Objects**" means the objects for which the Company is established as set out in **rule 3**.

"**ordinary resolution**" means a resolution of members other than a special resolution.

"**Postal Vote**" means a vote on a resolution validly cast in accordance with **rule 17A.1**.

"**Postal Vote Notice**" means a notice validly given in accordance with **rule 17A.3**.

"**Register**" means the register of members kept as required by the Law.

"**Remuneration**" in relation to a Director:

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- (a) includes salary, bonuses, fringe benefits and superannuation contributions provided by the Company; and
 - (b) excludes a payment as compensation for loss of office or in connection with retirement from office and an indemnity under **rule 12**.

"RSPCA" means the Royal Society for Prevention of Cruelty to Animals.

"Secretary" means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this constitution.

"special resolution" has the meaning given by the Law.

"Voting Member" in relation to a general meeting means a member who has the right to be present, and to vote on at least one item of business to be considered at that meeting.

1.3 Rules for interpreting this constitution

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this constitution, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **"agreement"** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) The word **"bankrupt"**, in respect of a member who is a body corporate, includes a reference to its insolvency, its liquidation, winding up or dissolution, or the succession by another body corporate to the assets and liabilities of the member.

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- (h) A reference to something being "**written**" or "**in writing**" includes that thing being represented or reproduced in any mode in a visible form.
 - (i) Words (other than those defined in **rule 1.2**) which are defined by the Law have the same meaning in this constitution.
 - (j) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Law.

2. COMPANY LIMITED BY GUARANTEE

2.1 Company limited by guarantee

The Company is a company limited by guarantee and the liability of members is limited as provided in this constitution.

2.2 Members' liability limited

The liability of the members is limited and each member undertakes to contribute to the Company's property if the Company is wound up while the member is a member or within one year after the member ceases to be a member, for payment of the Company's debts and liabilities contracted before the member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$5.00.

2.3 Restriction on application of profits

All profits (if any) and other income and property of the Company must be applied in promoting the Objects and must not be paid, directly or indirectly, by way of dividend, bonus or otherwise, to members.

2.4 Certain payments allowed

Rule 2.3 does not prevent the payment in good faith:

- (a) of reasonable and proper remuneration to any officers, employees or servants of the Company or to any members of the Company or other person in return for any service actually rendered to the Company;
- (b) for goods supplied by any member of the Company in the ordinary and usual course of business;
- (c) of interest at a rate not exceeding the rate for the time being charged by Australian banks for overdrawn accounts, upon money lent by any member of the Company;
- (d) of a reasonable and proper rent for premises let by any member to the Company; or
- (e) to a member of the Company by way of reimbursement of reasonable travelling and subsistence expenses incurred by that member when engaged in the affairs or business of the Company.

2.5 Surplus on winding up

- (a) If the Company is wound up, any surplus that would otherwise be payable to the members must be paid or transferred to another corporation or corporations that:
 - (i) comply with section 150(1); and
 - (ii) promote animal welfare.
- (b) The Board shall determine the corporation or corporations to receive the surplus at the time of dissolution.

2.6 Registration without "Limited"

For as long as the Company is registered without "Limited" in its name, the Company must notify the Australian Securities and Investments Commission as soon as practicable if any of the requirements or prohibitions in its constitution (as provided for by section 150(1)) are not complied with or if its constitution is modified to remove any of those requirements or prohibitions.

3. OBJECTS

The Objects for which the Company is established are for the pursuit of charitable purposes, to apply its income to promote those purposes and including (but without limitation) the following:

- (a) To promote the welfare of animals in all forms.
- (b) To make provision for lost, neglected and abandoned and unwanted animals.
- (c) To educate the public in the care and management of animals.
- (d) To prevent cruelty to and neglect of animals.
- (e) To relieve the distress of and otherwise aid injured and sick animals.
- (f) To promote sterilisation of all companion animals and provide veterinary facilities.
- (g) To employ inspectors to investigate the well-being or otherwise of animals.
- (h) To take or cause to be taken any legal action in relation to these objects.
- (i) To make public by any means the objects of the Company.
- (j) To provide teaching facilities in the care handling and training of animals.
- (k) To raise and administer funding for the Company to enable the Company to achieve its objects.
- (l) To encourage the making of gifts and testamentary dispositions to the Company to enable the Company to achieve its objects.
- (m) To make donations for charitable purposes.

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- (n) To do all such other acts as are incidental or conducive to the attainment of the above objects.

4. MEMBERSHIP

4.1 Number of members

The maximum number of members is 50,000.

4.2 Application for membership

Any applicant for membership of the Company (except each person named in the application for the Company's registration as a person who consents to become a member) must submit an application to the Board, which must:

- (a) be in writing;
- (b) be signed by the applicant;
- (c) specify the category of membership the applicant wishes to apply for;
- (d) be accompanied by the Application Fee for that category of membership; and
- (e) be in conformity with any requirement of the Board from time to time,

and by applying for membership the applicant agrees that, if accepted, the applicant will be bound by this constitution and by any code or rules of conduct or any other standard prescribed from time to time by the Board.

4.3 Board to review application

At the next Board meeting after receipt by the Board of an application for membership, the Board must consider that application and in its absolute discretion and without giving any reason may:

- (a) require the applicant to provide such further information relating to the applicant as the Board determines; and/ or
- (b) seek the approval in writing of the existing members to the application for membership; and/ or
- (c) accept or reject the application.

4.4 Notification

The Company must as soon as practicable after receipt of an application for membership, advise each applicant whether the applicant has been admitted to membership or rejected and if the application was rejected return the Application Fee.

4.5 Commencement of membership

An applicant becomes a member only if the Board has determined to admit the applicant and the applicant has paid the Application Fee.

4.6 Membership categories

- (a) Life Members are members who pay the applicable Application Fee at the time of applying for membership and do not pay an Annual Fee.
- (b) The Board may determine from time to time that there will be other categories of membership, and may determine the requirements an applicant must fulfil in order to be admitted to that category of membership.
- (c) The Application Fee and the Annual Fee may vary for different membership categories, and the Board may determine that certain membership categories have no Application Fee or no Annual Fee.

4.7 Annual Fee

The Annual Fee becomes due and payable, in advance on 1 July in every year. Each member other than a Life Member must pay the Annual Fee.

4.8 Level of Application Fee and Annual Fee

Until otherwise decided by ordinary resolution of the Company, the Application Fee and the Annual Fee are of the amounts determined by the Board from time to time.

5. TERMINATION OF MEMBERSHIP

5.1 Failure to pay Annual Fee

If a member's Annual Fee is more than three months in arrears, the member's membership privileges are cancelled (without any effect on any of the member's liabilities), provided that the Board may at its sole discretion reinstate the member's membership privileges upon payment of all the member's arrears.

5.2 Resignation of membership

A member may resign membership at any time by giving the Company notice in writing to that effect.

5.3 Failure to comply with this constitution or standards

If the Board determines that a member has:

- (a) wilfully or recklessly breached a provision of this constitution; or
- (b) engaged in conduct that, in the opinion of the Board, is prejudicial to the interests of the Company,

the Board may censure, fine, suspend or expel that member.

5.4 Money owing on termination

Any money owed by a member to the Company at the time the member ceases to be a member remains owing to the Company and becomes payable immediately upon the member ceasing to be a member.

6. DIRECTORS

6.1 Number of Directors

The Company must have at least 6 Directors and, until otherwise decided by ordinary resolution, not more than 9 Directors.

6.2 Appointment by the Board

- (a) The Board may appoint a person to be a Director either to fill a casual vacancy or as an addition to the Board provided that the maximum number of Directors for the time being fixed under **rule 6.1** is not exceeded.
- (b) A Director appointed under this rule must retire at the first annual general meeting following their appointment but can be reappointed under this rule or under **rule 6.5**.

6.3 Eligible Candidates

- (a) To hold office as a Director a person must have:
 - (i) been a member of the Company for at least 2 years continuously, from the date of admission to membership to the date of the closing of nominations for Directors, unless the person is appointed under **rule 6.2**; or
 - (ii) previously been appointed to the Board under **rule 6.2**.
- (b) A person cannot be validly nominated to hold the office of a Director if the person is:
 - (i) an office bearer of the RSPCA; or
 - (ii) an office bearer or employee of any organisation or body nominated in **rule 6.6(I)**.

6.4 Composition of the Board

The Board shall consist of:

- (a) Board Members holding the following office bearing positions:
 - (i) President;
 - (ii) 2 Vice Presidents;
 - (iii) Treasurer (which position may be held by a Board Member who also holds one of the above positions); and

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- (b) such number of other Board Members which, together with the above Board Members, totals not less than the minimum number of Directors required under **rule 6.1** and not more than the maximum number of Directors permitted under **rule 6.1**.

6.5 Election of Directors at an Annual General Meeting

- (a) Except in the case of a Director who is eligible for re-election under **rule 6.9(b)**, and subject to **rule 6.3**, a person is only eligible to be appointed as a Director if the person is a member and has been nominated by 2 members of the Company in accordance with **rule 6.5(b)**.
- (b) The nomination must be:
 - (i) in writing;
 - (ii) signed by the nominee, the nominee's proposer and seconder; and
 - (iii) lodged with the secretary on a date to be fixed by the Board from time to time.
- (c) A list of the names of candidates nominated under **rule 6.5(b)**, in alphabetical order, with their proposers' and seconds' names, shall be posted in a conspicuous place in the registered office of the Company for at least 21 days immediately before the annual general meeting.
- (d) If the number of persons who are nominated under **rule 6.5(a)**, together with the number of Directors who are eligible for re-election under **rule 6.9(b)** and who wish to stand for re-election, is greater than the number of vacancies, balloting lists shall be prepared containing the names of the candidates in alphabetical order.
- (e) Each member who is entitled to vote on the resolution shall be entitled to vote for any number of candidates not exceeding the number of vacancies.

6.6 Cessation of Director's appointment

The office of a Director automatically becomes vacant if the person who holds the office:

- (a) becomes an insolvent under administration;
- (b) is not permitted by the Law (or an order made under the Law) to be a director or ceases to hold office by force of section 206A(2);
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend Board meetings for a continuous period of 3 months without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under **rule 6.7**;

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- (g) was appointed to the office for a specified period and that period expires;
 - (h) becomes prohibited from being a director of a company by reason of any order made under the Law;
 - (i) holds any office of profit under the Company;
 - (j) ceases to be a member of the Company (unless the Director is a non-member appointed by the Board under **rule 6.2**);
 - (k) fails to declare an interest that should be declared pursuant to **rule 10.2**;
 - (l) is or becomes a member, office bearer or employee of:
 - (i) any body whether incorporated or not which at least three quarters of the Committee members present and entitled to vote specify in writing provided always that at least three quarters of the Committee members present and entitled to vote may subsequently resolve that such specification shall cease to have effect; or
 - (ii) any corporation related within the meaning of the Companies (New South Wales) Code to any body specified in (i); or
 - (iii) any successor body of any corporation referred to in either (i) or (ii); or
 - (iv) any shareholder or member of any body within the meaning of (i), (ii) or (iii); or
 - (m) is or becomes an office bearer of the RSPCA; or
 - (n) is convicted of an offence under any State Federal or Territorial Act or Regulation in force from time to time applying to the welfare care and control of animals as defined in the Prevention of Cruelty to Animals Act 1979 as amended from time to time.

6.7 Removal from office

The Company by ordinary resolution may remove a Director from office.

6.8 Too few Directors

If the number of Directors is reduced below the minimum required by **rule 6.1**, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

6.9 Compulsory retirement

- (a) At each annual general meeting of the Company, and with effect from the conclusion of that meeting, the following Directors automatically retire:

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- (i) any Director who must retire under **rule 6.2(b)**;
 - (ii) one-third of the other Directors (or if that is not a whole number, the next lowest whole number), chosen in accordance with **rule 6.10**; and
 - (iii) any other Director who, if that Director did not retire at that annual general meeting, would at the time of the next annual general meeting have held the office of Director for more than 3 years since his or her last election.
- (b) A retiring Director remains in office until the end of the meeting and is eligible for re-election at the meeting.

6.10 Retirement by rotation

- (a) The Directors who are to retire by rotation under **rule 6.9(a)(ii)** are those Directors who have been longest in office since their last election.
- (b) Directors elected on the same day may agree among themselves or, in default of agreement, determine by lot which of them must retire.

7. POWERS OF THE BOARD

7.1 Powers generally

Except as otherwise required by the Law, any other applicable law, or this constitution, the Board:

- (a) has power to manage the business of the Company and to carry into effect all or any of the Objects; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.

7.2 Exercise of Powers

A power of the Board can be exercised only:

- (a) by resolution passed, or treated by **rule 13** as passed, at a meeting of the Board; or
- (b) in accordance with a delegation of the power under **rule 9**.

8. EXECUTING NEGOTIABLE INSTRUMENTS

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner for the time being decided by the Board.

9. DELEGATION OF BOARD POWERS

9.1 Delegation to committee or attorney

The Board may delegate any of its powers:

- (a) to a committee consisting of at least 1 Director which may also include people who are not Directors; or
- (b) to a committee known as a Branch to operate in accordance with **rule 25**; or
- (c) to an attorney;

and may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period. This rule is supplemental to section 126(1).

9.2 Terms of delegation

A delegation of powers under **rule 9.1** may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to delegate further) and subject to any restrictions the Board decides.

Power exercised in accordance with a delegation of the Board is treated as exercised by the Board.

9.3 Powers of attorney

A power of attorney under **rule 9.1** may contain the provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

9.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this constitution which regulate the meetings and proceedings of the Board.

10. DIRECTOR'S DUTIES AND INTERESTS

10.1 Director not disqualified

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Company's auditor, or being a member or creditor, of any corporation (including the Company) or partnership other than the auditor; or
- (b) entering into any agreement with the Company.

10.2 Declaration of interests

A Director who:

- (a) is in any way interested in a contract or proposed contract with the Company; or
- (b) holds any office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director,

must declare the fact and the nature of the interest, or nature, character and extent of the conflict at the first Board meeting held after the relevant facts come to the Director's knowledge or after appointment as a Director (whichever is later).

11. DIRECTORS' REMUNERATION

11.1 Remuneration of Directors

The Company may not pay any Director any amount except as expressly provided for in this constitution.

11.2 Expenses of Directors

The Company must pay a Director all reasonable out-of-pocket expenses ("**Expenses**") incurred by the Director in carrying out that Director's duties as a Director, but may not do so:

- (a) unless the Board has fixed the maximum aggregate amount payable to each Director in respect of Expenses ("**Expense Limit**") and the period to which the Expense Limit relates (which it is authorised to fix from time to time, but may not fix retrospectively); and
- (b) in respect of all or any part of a Director's Expenses which exceed the Expense Limit for the period to which they relate.

12. OFFICERS' INDEMNITY AND INSURANCE

12.1 Indemnity

Subject to section 241, the Company must indemnify every officer (as defined in section 241(4)) and may indemnify its auditor (if any) against a liability:

- (a) incurred as officer or auditor to a person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (b) for costs and expenses incurred in defending civil or criminal proceedings in which judgement is given in favour of that person in which that person is acquitted, or in connection with an application, in relation to those proceedings, in which the court grants relief to that person under the Law.

12.2 Insurance

Subject to section 199B, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

12.3 Former officers

The indemnity in favour of officers under **rule 12.1** is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company even though the person is not an officer at the time the claim is made.

13. BOARD MEETINGS

13.1 Convening Board meetings

A Director may at any time, and the Secretary must on request from 2 Directors, convene a Board meeting.

13.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and
- (b) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

13.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other manner permitted by the Law. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the chairman of the meeting is located.

13.4 Chairing Board meetings

The President will chair Board meetings. If the President is not present at the time for which a Board meeting is called or is unwilling to act, any of the two Vice Presidents will chair the meeting. If no Vice President is present or is unwilling to act, the Directors present must elect a Director to chair the meeting.

13.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is 4 Directors and a quorum must be present for the whole meeting. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another manner permitted by the Law, the Board must resolve the basis on which Directors are treated as present.

13.6 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

13.7 Procedural rules

The Board may adjourn and, subject to this constitution, otherwise regulate its meetings as it decides.

13.8 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is treated as having been passed at a Board meeting at the time when the last Director signs.

13.9 Additional provisions concerning written resolutions

For the purpose of rule 13.8:

- (a) 2 or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (b) a telex, telegram, fax or e-mail message containing the text of the document expressed to have been signed by a Director and sent to the Company is a document signed by that Director at the time of its receipt by the Company.

13.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

14. MEETINGS OF MEMBERS

14.1 Annual General Meeting

The company must hold an annual general meeting as required by the Law.

14.2 Calling meetings of members

The Board may at any time and must when required by the Law or by order made under the Law, convene a meeting of members.

14.3 Notice of meeting

Subject to rule 14.4, at least 21 days' written notice of a meeting of members must be given individually to each member entitled to vote at the meeting, to each Director and to the auditor. The notice of meeting must comply with the Law and may be given in any manner permitted by the Law.

14.4 Short notice

Subject to any requirements of the Law:

- (a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or
- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

14.5 Postponement or cancellation

Subject to section 249D and 250N, the Board may postpone or cancel a meeting of members by written notice given individually to each person entitled to be given notice of the meeting.

14.6 Fresh notice

If a meeting of members is postponed or adjourned for more than one month, the Company must give new notice of the resumed meeting.

14.7 Technology

The Company may hold a meeting of members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

14.8 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

14.9 Changing the constitution

- (a) Subject to rule 14.9(b) the Company may modify or repeal this constitution by special resolution.
- (b) Rule 6.6(l) of the Constitution shall not be altered whether by addition, deletion, insertion or otherwise without the unanimous resolution of the members in general meeting.

This **rule 14.9(b)** shall not be altered whether by addition, deletion, insertion or otherwise without the unanimous resolution of members in general meeting.

15. PROCEEDINGS AT MEETINGS OF MEMBERS

15.1 Member present at meeting

If a member has appointed a proxy or attorney or a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy, attorney or representative is present.

15.2 Quorum

The quorum for a meeting of members is:

- (a) 10 Voting Members; and
- (b) Each individual present may only be counted once toward a quorum. If a member has appointed more than one proxy or representative only one of them may be counted toward a quorum.

15.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of members is called:

- (a) if called as a result of a request of members under section 249D, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

15.4 Chairing meetings of members

- (a) If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of members.
- (b) If:
 - (i) there is no Director who the Board has appointed to chair Board meetings for the time being; or
 - (ii) the Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting,the Voting Members present must elect a member or Director present to chair the meeting.

15.5 Attendance by auditor and Directors

Every Director and the auditor has the right to attend and speak at all meetings of members of the Company whether or not a member.

15.6 Adjournment

Subject to rule 14.5 the chairman of a meeting of members at which a quorum is present:

- (a) may, with the consent of the meeting; and
 - (b) must, if directed by ordinary resolution of the meeting,
- adjourn it to another time and place.

15.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

16. PROXIES, ATTORNEYS AND REPRESENTATIVES

16.1 Appointment of Proxies

A member may appoint a proxy to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company that:

- (a) complies with section 250A(1); or
- (b) in any other form and mode (including as set out in schedule 1) that is, and is signed or acknowledged by the member in a manner, satisfactory to the Board.

16.2 Member's attorney

A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of the members. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

16.3 Deposit of proxy forms and powers of attorney

An appointment of a proxy or power of attorney is not effective for a particular meeting of members unless:

- (a) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

16.4 Corporate representatives

A member that is a body corporate may appoint an individual to act as its representative at meetings of members as provided in section 250D.

16.5 Standing appointments

A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

16.6 Suspension of proxy's or attorney's powers if member present

A proxy or attorney has no power to act for a member at a meeting at which the member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

A proxy has no power to act for a member at a meeting at which the member is present by attorney.

16.7 Priority of conflicting appointments of attorney or representative

If more than one attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to **paragraph (a)**, an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

16.8 More than two current proxy appointments

An appointment of proxy by a member is revoked if the Company receives a further appointment of proxy from that member which would result in there being more than two proxies of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

16.9 Continuing authority

An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up;

-
- (c) revokes the appointment or the authority under which the appointment was made by a third party; or

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

17. ENTITLEMENT TO VOTE

17.1 Number of votes

Subject to section 250A(4) and **rule 17.2**, a member has one vote. The chairman of a meeting of members does not have a second or casting vote. If an equal number of votes is cast for and against a resolution the matter is decided in the negative.

17.2 Voting restrictions

If:

- (a) the Law requires that a member does not vote on a resolution, or that votes cast by a member be disregarded, in order for the resolution to have an intended effect and the notice of the meeting at which the resolution is proposed states that fact; or
- (b) a member's Annual Fee is more than three months in arrears; or
- (c) a member's membership category specifically excludes voting rights,

that member has no right to vote on that resolution and the Company must not count any votes purported to be cast by that member. If a proxy purports to vote in a way or in circumstances that contravene section 250A(4), the vote is invalid and the Company must not count it but, in respect of a poll, **rule 18.3(c)** applies.

17.3 Objections to right to vote

A Voting Member or Director may challenge a person's right to vote at a meeting of members. A challenge:

- (a) may only be made at the meeting; and
- (b) must be decided by the chairman, whose decision is final.

17A. POSTAL VOTING

17A.1 Casting a Postal Vote

A member may cast a vote on a resolution at a meeting of members by Postal Vote if:

- (a) the member gives the Company a written Postal Vote Notice in accordance with **rule 17A.3** setting out how the member wishes to vote on that resolution;
- (b) at the time the resolution is put to members, the Postal Vote Notice has not been revoked under these rules; and

-
- (c) at the time the resolution is put to members, the member is entitled to cast a vote on that resolution.

17A.2 Nature of a Postal Vote

A Postal Vote, subject to this **rule 17A** and **rule 18**, is a vote on a poll, and is not to be counted on a show of hands.

17A.3 Postal Vote Notice

A Postal Vote Notice is validly given if it is:

- (a) in the form attached to the notice of meeting and includes:
 - (i) the member's name and address; and
 - (ii) a sufficient indication whether the member wishes to vote for or against one or more of the resolutions to be put before the meeting;
- (b) dated (except that, if it is not dated, it is for the purposes of this constitution taken to have been dated the date of its receipt by the Company);
- (c) signed or acknowledged by the member (or by its attorney or representative) in a manner satisfactory to the Board; and
- (d) received by the Company at its registered office or a fax number at that office (or another address or fax number specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, at least 48 hours before the resumption of the meeting.

17A.4 More than one Postal Vote Notice

If two or more Postal Vote Notices are validly given by the same member under **rule 17A.3**:

- (a) if both Postal Vote Notices have the same date, and they do not indicate the same voting intentions, both Postal Vote Notices are treated as revoked; and
- (b) if the Postal Vote Notices have different dates, the Postal Vote Notice with the latest date is treated as valid and any Postal Vote Notice with an earlier date is treated as revoked.

For this purpose, the date of a Postal Vote Notice is its date (or deemed date) under **rule 17A.3(b)**, but this **rule 17A.4** does not validate a Postal Vote Notice which by reason of **rule 17A.3(d)** is invalid.

17A.5 Postal Vote Notice and appointment of proxy

If both a Postal Vote Notice and an appointment of proxy is validly given by the member:

- (a) if the Postal Vote Notice and the appointment of proxy have the same date, the appointment of proxy is treated as revoked and the Postal Vote Notice is treated as valid; and

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- (b) if the Postal Vote Notice and the appointment of proxy have different dates, the earlier one is treated as revoked and the later one is treated as valid.

For this purpose, the date of a Postal Vote Notice is its date (or deemed date) under **rule 17A.3(b)**. The date of an appointment of proxy is its date, or the date it is deemed to have under section 250A.

17A.6 Validity of Postal Vote Notice

A decision as to the validity of a Postal Vote Notice (including validity by reason of being the later Postal Vote Notice) must be made by the Board prior to the commencement of the meeting at which the relevant Postal Vote is to be cast. The decision of the Board as to the validity of a Postal Vote is conclusive.

17A.7 Validity not affected by subsequent events

A Postal Vote Notice validly given under **rule 17A.3** remains valid even if, before the resolution to which the Postal Vote relates is put to members, the member who gave the Postal Vote Notice:

- (a) dies;
- (b) becomes mentally incapacitated; or
- (c) becomes bankrupt,

unless the Company receives actual notice (from any source) of the relevant event before the meeting at which the resolution is put to members, in which case the Postal Vote Notice is revoked.

17A.8 Revocation of Postal Vote Notice by member

A member may revoke a Postal Vote Notice in respect of a meeting only as follows:

- (a) by giving the Company a later valid Postal Vote Notice in accordance with **rule 17A.4**;
- (b) by giving the Company a later valid appointment of proxy in accordance with **rule 17A.5**;
- (c) by giving the Company written notice of the member's intention to revoke that Postal Vote Notice in a form acceptable to the Board, but only where the notice of revocation is received at least 48 hours before the time for which the meeting was called, or, if the meeting has been adjourned, before the resumption of the meeting; or
- (d) as provided in **rule 17A.10(b)**.

17A.9 Postal Vote not affected by presence of member

The presence of a member at a meeting, or the appointment for or presence at a meeting of an attorney or representative of that member does not of itself invalidate or affect a Postal Vote given by that member, except to the extent provided in **rule 17A.10**.

17A.10 Attendance at meeting if Postal Vote Notice given

If a member who has validly given a Postal Vote Notice attends, or if the member's attorney or representative attends, the meeting to which the Postal Vote Notice relates, then:

- (a) the rights of the member or its attorney or representative (as the case requires) to participate in the meeting (including voting on a show of hands or on procedural motions, or joining in a demand for a poll) are the same as if the Postal Vote Notice had not been given; and
- (b) on a resolution on which a poll has been demanded the vote cast by the Postal Vote Notice on that resolution is the vote of the member on the resolution, unless the member, attorney or representative votes on the poll, in which case the Postal Vote Notice is taken to be revoked in relation to that resolution.

18. HOW VOTING IS CARRIED OUT

18.1 Method of voting

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under **rule 18.2** either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

18.2 Demands for a poll

- (a) A poll may be demanded on any resolution except a resolution concerning the election of the chairman of a meeting by:
 - (i) at least 5 members entitled to vote on the resolution;
 - (ii) members entitled to cast at least 5% of the votes that may be cast on the resolution on a poll; or
 - (iii) the chairman.
- (b) The chairman must demand a poll if, by reason of the appointment of proxies, attorneys or representatives or of the number of Postal Votes given, the result of a vote on a poll would or might be different than the vote on the show of hands.
- (c) The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.
- (d) The percentage of votes that members have is to be worked out as at the midnight before the poll is demanded.

18.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to **rule 18.3(c)**, in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to **rule 18.3(c)**, in the manner that the chairman of the meeting directs;
- (c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;
- (d) votes validly cast by Postal Vote for or against the resolution must be counted in that way;
- (e) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (f) the result of the poll is the resolution of the meeting at which the poll was demanded.

19. RESOLUTIONS WITHOUT MEETINGS

19.1 Written resolutions

The Company may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a member in a manner satisfactory to the Board as being signed by that member.

20. SECRETARY

20.1 Appointment and removal of secretary

The Board may appoint one or more individuals to be a Secretary of the Company either for a specified term or without specifying a term.

20.2 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

20.3 Removal from office

Subject to any contract between the Company and the Secretary, the Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

21. MINUTES

21.1 Minutes to be kept

The Board must cause minutes to be kept in accordance with the Law recording:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) the name of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under **rule 9**);
- (d) resolutions passed by members without a meeting;
- (e) resolutions passed by Directors without a meeting; and
- (f) notices given under **rule 13**.

21.2 Minutes as evidence

A minute recorded and signed within a reasonable time after the meeting by the chairman of the meeting or of the next meeting is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

21.3 Inspection of minute books

The Company must allow members to inspect, and provide copies of the minute books for the meetings of members and for resolutions of members passed without meetings in accordance with the Law.

22. COMPANY SEALS

22.1 Common seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt.

22.2 Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with the Law.

22.3 Fixing seals to documents

The fixing of a Company seal to a document must be witnessed:

- (a) by 2 Directors; or

(b) one Director and either one Secretary or another person authorised by the Board; or

(c) in any other way (including the use of facsimile signatures) authorised by the Board.

23. ACCOUNTS AND AUDIT

23.1 Company to keep accounts

The Board must cause the Company to keep written financial records that:

(a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and

(b) would enable true and fair financial statements to be prepared and audited in accordance with the Law,

and must allow a Director to inspect those records at all reasonable times.

23.2 Financial reporting

If required by the Law, the Board must cause the Company to prepare a financial report and a Directors' report that comply with the Law and must report to members no later than four months after the end of the reporting period or the deadline set by the Law (if earlier).

23.3 Audit

Unless excluded by the Law from being required to have the financial report audited, the Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor (if any) are regulated by Part 2M.4.

23.4 Inspection of financial records and books

Subject to rule 23.3 and the Law, a member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by a resolution of members.

24. NOTICES

24.1 Notices by Company

A notice is properly given by the Company to a person if it is:

(a) in writing signed on behalf of the Company (by original or printed signature);

(b) addressed to the person to whom it is to be given; and

(c) either:

(i) delivered personally;

-
- (ii) sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (iii) sent by fax to the fax number (if any) nominated by that person;
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

24.2 Overseas members

A member whose registered address is not in Australia must notify the Company in writing of an address in Australia to which notices may be sent.

24.3 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5.00pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5.00pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
- (b) if it is sent by mail:
 - (i) within Australia - three business days after posting; or
 - (ii) to a place outside Australia - seven business days after posting.

A certificate in writing signed by a Director or Secretary of the Company stating that a notice was sent, is conclusive evidence of service.

24.4 Business days

For the purposes of **rule 24.3**, a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent is a business day.

24.5 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given the day on which the action is to be taken may be counted in reckoning the period.

24.6 Notice to "lost" members

If:

- (a) on 2 or more consecutive occasions a notice served on a member in accordance with this rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or

-
- (b) the Board believes on other reasonable grounds that a member is not at the address shown in the Register or notified to the Company under **rule 24.2**,

the Company may give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.

25. BRANCHES

25.1 Establishment of Branches

The Company may from time to time authorise the establishment of Branches pursuant to **rule 9.1(b)** in such place or places as the Company may determine.

25.2 Compliance of Branch

Branches must comply with:

- (a) this constitution;
- (b) the rules in the Branch Manual as amended from time to time by the Board; and
- (c) any other code or rules of conduct or any other standard prescribed by the Board from time to time.

25.3 Accounts

All duly established Branches shall cause accounts to be kept and forwarded monthly to the Board.

25.4 Powers of the Board

The Board shall have the power to:

- (a) dissolve a Branch under **rule 25.6**;
- (b) require the production of the accounts and records of any Branch for inspection by the Company or its officers upon demand;
- (c) make and alter regulations from time to time governing Branches and the election of office bearers;
- (d) delegate from time to time to Branches such powers and responsibilities as it may determine; and
- (e) vary or rescind any resolutions of a Branch.

25.5 Notification of potential dissolution

If the Board is of the opinion that a Branch has engaged in conduct:

- (a) in breach of **rule 25.2**; or
- (b) which is prejudicial to the interests of the Company;

the Board shall request the Branch to provide a written explanation of the conduct to the Board within 21 days.

25.6 Dissolution of Branch

The Board may revoke the delegation of power to a Branch whether or not the delegation is expressed to be for a specified purpose, if;

- (a) the Branch fails to provide the Board with a written explanation under **rule 25.5**; or
- (b) the Board is of the view that the explanation provided by the Branch under **rule 25.5** is inadequate and does not remedy or excuse the conduct of the Branch.

The NSW Animal Welfare League

ANNUAL GENERAL MEETING

Proxy Form

I, *(please print)*

of *(address)*

being a member of the above named League hereby appoint (1)

..... or (2) **CHAIRMAN OF THE MEETING**

as my Proxy to Vote for me on my behalf at the Annual General Meeting of the League, to be held on and at any Adjournment thereof.

Signed this day of

Signature of Member

GUIDELINES

A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of the Member.

Should you wish to appoint a Proxy, who may be anyone expected to attend the Meeting, please date and sign this form. Insert the name in space (1). If you leave the appointment blank, you will be taken to authorise the (2) Chairman of the meeting or other person as the Chairman sees fit.

TO BE EFFECTIVE the completed Proxy Form and any Power of Attorney under which a Proxy Form is signed must be received by the Secretary, The NSW Animal Welfare League, 45 Herley Avenue, West Hoxton NSW 2171, **NOT LESS THAN 48 hours** before the time for holding the meeting.

The NSW Animal Welfare League

A.C.N. 000 533 086

1605 Elizabeth Drive, Kemps Creek NSW 2178 Phone: (02) 8899 3333 Fax: (02) 8899 3344
Email: admin@awlsw.com.au