

# The Royal Society for the Prevention of Cruelty to Animals (Queensland)

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## 1. PRELIMINARY

### 1.1 Definitions

In this Constitution, unless the context otherwise requires:

**Act** means the *Corporations Act 2001* as it applies to the Society from time to time.

**Alternate Director** means a person appointed as an alternate director under clause 6.11.

**Auditor** means the auditor of the Society from time to time (if any).

**Board** means the Directors acting collectively under this Constitution.

**Business Day** means a day on which banking corporations in Brisbane are generally open for the full range of banking business.

**CEO** means the person appointed as chief executive officer of the Society from time to time.

**Chairperson** means the person appointed as chairman of the Board under clause 4.6 from time to time.

**Common Seal** means the common seal of the Society.

**Constitution** means this Constitution as amended from time to time and a reference to a particular clause means a clause of this Constitution.

**Corporate Member** means an organisation admitted as a 'Corporate Member' in accordance with clause 3.2.

**Deputy Chairperson** means the person appointed as deputy chairperson of the Board under clause 5.6(d) from time to time.

**Director** means a person appointed as a director for the time being of the Society (including an Alternate Director).

**General Meeting** means a meeting of Members.

**Gift Fund Account** means the gift fund account established under clause 15.1(a).

**Honorary Life Member** means a person admitted as an 'Honorary Life Member' in accordance with clause 3.4.

**ITAA** means the *Income Tax Assessment Act 1936 (Cth)* or the *Income Tax Assessment Act 1997 (Cth)* as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Society.

**Joint Member** means a couple admitted as a 'Joint Member' in accordance with clause 3.6.

**Junior Member** means a person admitted as a 'Junior Member' in accordance with clause 3.5.

**Member** means a member under clause 3.1(b).

**Membership Fee** means the fee described in clause 3.10.

**Objects** means the objects of the Society as outlined in clause 2.2.

**Register** means the register of Members kept pursuant to the Act.

**Secretary** means a person appointed as a secretary of the Society from time to time (including any person appointed to perform the duties of a secretary temporarily).

**Society** means the company incorporated under this constitution as amended from time to time.

**Special Resolution** means a resolution of a General Meeting of Members as defined in section 9 of the Act.

## 1.2 Interpretation

**Headings** are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:

- (a) the **singular** includes the plural and vice versa;
- (b) where a **word** or **phrase** is defined, its other grammatical forms have a corresponding meaning;
- (c) a reference to a **party** to this agreement includes the party's successors and permitted assigns;
- (d) a reference to a **person** includes a firm, a body corporate, an unincorporated association or an authority and vice versa;
- (e) a reference to any **agreement** or another **document** includes any variation, novation, replacement or supplement to any of them from time to time;
- (f) a reference to a **clause** or **schedule** is a reference to a clause of or schedule to this Constitution and a reference to this Constitution includes any schedule;
- (g) a reference to any **legislation** or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and any regulations and statutory instruments issued under it;
- (h) an expression defined in, or given a meaning for the purposes of, the **Act** (except where defined, or given a meaning, in this **Constitution**) has the same definition or meaning in this Constitution where it relates to the same matters for which it is defined, or given a meaning, in the **Act**;
- (i) a reference to a particular Part, Division, section, sub-section, paragraph or sub-paragraph is a reference to a Part, Division, section, sub-section, paragraph or sub-paragraph of the **Act**; and
- (j) where an expression is defined anywhere in this **Constitution** it has the same meaning throughout.

## 1.2 Replaceable Rules

Any provision of the Act which would, but for this clause, apply to the Society as a replaceable rule within the meaning of the Act will not apply to the Society.

## 2. OBJECTS

### 2.1 Mission

The mission of the Society is to help animals, enlighten people and change lives.

### 2.2 Objects

The Society is a not for profit charitable institution whose objects are to:

- (a) prevent cruelty to, and relieve suffering of, animals;
- (b) investigate cases of animal cruelty and enforce existing laws against animal cruelty;
- (c) advocate and lobby for the amendment or development of legislation and standards considered necessary or desirable for the protection and welfare of animals;

- (d) conduct, manage operate or encourage and subsidise clinics, hospitals, homes and shelters for the care, treatment, maintenance and protection of animals and to acquire and conduct ambulance and other means of transport for animals;
- (e) educate and enlighten the community in relation to the humane treatment of animal and increase the public awareness and support for animal welfare;
- (f) produce and diffuse information in relation to the care, protection and treatment of animals;
- (g) support and care for the animals of people in difficult circumstances to relieve suffering;
- (h) develop and provide products and programs which aid or improve the wellbeing of animals;
- (i) conduct such fundraising activities, enterprises and appeals to assist funding the Society's activities in furtherance of these Objects; and
- (j) support other charitable institutions with like objects in activities which are in accordance with the mission and policies of the Society.

## **2.3 Powers**

The Society may only exercise the powers in section 124(1) of the Corporations Act to:

- (a) carry out the Objects in clause 2.2; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.3(a).

## **3. Membership**

### **3.1 Members**

- (a) The number of Members is unlimited.
- (b) Subject to clause 3.13, the Members are:
  - (i) those people who were Members of the Society immediately prior to the adoption of this Constitution and who provided their written consent to be Members subject to this Constitution effective from the date of adoption of this Constitution; and
  - (ii) any other person that is eligible under clause 3.2 [Ordinary Members], clause 3.4 [Life Members], clause 3.5 [Honorary Life Members], clause 3.6 [Junior Members] clause 3.7 [Joint Members] clause 3.7 [Corporate Members] and clause 3.8 [Additional categories of membership] who the Board admits to membership in accordance with this Constitution.
- (c) The rights and privileges of every Member:
  - (i) are personal to each Member and are not transferable by the Member's own act or by operation of law; and
  - (ii) ceases on cessation of the Member's membership.
- (d) The Board may regulate the conduct of Members through the introduction and amendment of codes of conduct to assist in the prevention of dishonourable conduct.

### **3.2 Ordinary Members**

- (a) A person is eligible to become an Ordinary Member if the person:
  - (i) is over 18 years of age;

- (ii) has an interest in the Society and its Objects;
  - (iii) pays the relevant Membership Fee (if any);
  - (iv) is not, and has not in the previous three years, been an employee of the Society; and
  - (v) agrees to assume the liability to pay the Member's guarantee set out in clause 16.1
- (b) Ordinary Members are entitled to:
- (i) receive notices of General Meetings; and
  - (ii) speak and vote at General Meetings.

### **3.3 Life Members**

- (a) A person is eligible to become a Life Member if the person:
- (i) has contributed on their own behalf in one donation to the Society of an amount fixed from time to time by the Board;
  - (ii) has an interest in the Society and its Objects;
  - (iii) pays the relevant Membership Fee (if any);
  - (iv) is not, and has not in the previous three years, been an employee of the Society; and
  - (v) agrees to assume the liability to pay the Member's guarantee set out in clause 16.1.
- (b) Life Members are entitled to:
- (i) receive notices of General Meetings; and
  - (ii) speak and vote at General Meetings.

### **3.4 Honorary Life Members**

- (a) A person is eligible to become an Honorary Life Member if the person:
- (i) has been determined by the Board to be eligible on the grounds that the person has made a major contribution to the Society;
  - (ii) has an interest in the Society and its Objects;
  - (iii) pays the relevant Membership Fee (if any); and
  - (iv) agrees to assume the liability to pay the Member's guarantee set out in clause 16.1.
- (b) Honorary Life Members are entitled to:
- (i) receive notices of General Meetings; and
  - (ii) speak and vote at General Meetings.

### **3.5 Junior Members**

- (a) A person is eligible to become a Junior Member if the person:
- (i) is under 18 years of age;
  - (ii) has an interest in the Society and its Objects;

- (iii) pays the relevant Membership Fee;
  - (iv) is not, and has not in the previous three years, been an employee of the Society; and
  - (v) agrees to assume the liability to pay the Member's guarantee set out in clause 16.1.
- (b) Junior Members are entitled to:
- (i) receive notices of General Meetings; and
  - (ii) attend and observe at General Meetings.

### **3.6 Joint Members**

- (a) A couple is eligible to become a Joint Member if the couple:
- (i) are both over 18 years of age;
  - (ii) live together at the same address as partners;
  - (iii) both have an interest in the Society and its Objects;
  - (iv) pay the relevant Membership Fee;
  - (v) have not, and have not in the previous three years, been employed by the Society; and
  - (vi) agree to assume the liability to pay the Member's guarantee set out in clause 16.1.
- (b) Joint Members are entitled to:
- (i) receive notices of General Meetings; and
  - (ii) speak and have one vote between them at General Meetings.

### **3.7 Corporate Members**

- (a) An organisation is eligible to become a Corporate Member if the organisation:
- (i) either:
    - (A) pays the relevant Membership Fee; or
    - (B) has been determined by the Board to be eligible on the grounds that the organisation has made a major contribution (either financial or otherwise) to the Society;
  - (ii) has an interest in the Society and its Objects; and
  - (iii) agrees to assume the liability to pay the Member's guarantee set out in clause 16.1.
- (b) Corporate Members are entitled to:
- (i) receive notices of General Meetings; and
  - (ii) speak and vote at General Meetings.

### **3.8 Additional categories of membership**

The Board may from time to time create any additional categories of membership it thinks fit.



### **3.9 Membership applications**

- (a) Applications for membership of the Society must be in a form approved by the Board, be signed by the applicant and:
  - (i) include payment of the relevant Membership Fee;
  - (ii) include a written commitment that at all times while a member of the Society the applicant will abide by:
    - (A) this Constitution; and
    - (B) the Society's rules and policies applicable to it; and
  - (iii) be signed by two current Members who support the applicant becoming a Member (other than for applications for Junior Membership).
- (b) The Board will consider each application for membership at the next Board meeting after the application is received. In considering an application for membership, the Board may:
  - (i) accept or reject the application; or
  - (ii) ask the applicant to give more evidence of eligibility for membership.
- (c) If the Board asks for more evidence under clause 3.9(b)(ii), its determination of the application for membership is deferred until the evidence is given.
- (d) The Board does not have to give any reason for rejecting an application for membership.
- (e) As soon as practicable following the acceptance or rejection of an application for membership, the Secretary will send the applicant written notice of the acceptance or rejection (as applicable) of membership.
- (f) New Members are not eligible to vote at General Meetings until two months after the Member is admitted as a Member.

### **3.10 Membership Fees**

- (a) The Membership Fee for each class will be determined by the Board from time to time.
- (b) The Membership Fee period will commence on 1 July of each year, and the Membership Fee will be due in advance within 30 days of this date.
- (c) The first Membership Fee payable by Members as at the date of the adoption of this Constitution will be payable within 30 days of the date from which Membership Fees are determined by the Board to be paid.
- (d) The Board may determine that any Member admitted to membership between 1 January and 30 June will pay only one-half of the Membership Fee until that Member's next Membership Fee falls due.

### **3.11 Register of Members**

- (a) Upon admission of a person or an organisation as a Member, the Member will be entered into the Register.
- (b) The Secretary must maintain the Register which must include:
  - (i) the name and address of each Member;
  - (ii) the type of membership of each Member and the date of any change of membership type;

- (iii) the date on which each Member was admitted as a Member;
  - (iv) the date (where applicable) when each Member resigns or ceases to be a Member; and
  - (v) where a Member is readmitted after previously resigning or having their membership terminated, this will be recorded in conjunction with the dates of their original admission, termination or resignation and readmission.
- (c) The Register must be kept at the Society's registered office where it will be made available for inspection by any Member for perusal at a reasonable time and date convenient to the Secretary and the Member concerned.
- (d) Members must notify the Secretary of any change of any of its details that are recorded in the Register as soon as reasonably practicable.

### **3.12 Suspension or expulsion of a Member**

- (a) The Board may resolve to suspend a Member's membership for a period time and may require certain conditions be met for the suspension to be lifted, or expel the Member and cancel the Member's membership, if the Member:
- (i) does not comply with this Constitution;
  - (ii) is convicted of an animal cruelty related offence;
  - (iii) in the opinion of the Board, is no longer eligible to be a Member in accordance with this clause 3;
  - (iv) has committed any act or omission that will, in the opinion of the Board be injurious to the reputation or interests or activities of the Society;
  - (v) violates any of the Society's rules, policies or procedures that apply to the Member;
  - (vi) makes false representations to the Society;
  - (vii) steals from the Society;
  - (viii) makes any unauthorised comment to the media in relation to the Society;
  - (ix) destroys property or removes property belonging to the Society; or
  - (x) an administrator has been appointed to administer the Member's financial, legal and business affairs.
- (b) If the Board resolves to suspend the Member, the Board may suspend the Member's membership:
- (i) for such period of time the Board thinks fit; and
  - (ii) require certain conditions are met before the Member's membership is reinstated.
- (c) A decision to suspend or expel a Member pursuant to clause 3.12(a) will take effect immediately.
- (d) The Secretary must give prompt written notice of the suspension or expulsion to the Member.
- (e) A suspended or expelled Member may appeal its suspension or expulsion by giving notice to the Secretary within one calendar month of receiving the notice of suspension or expulsion.

- (f) The Member may, in conjunction with the notice given under clause 3.12(e), give a statement of the grounds which the Member intends to rely upon for the purposes of the appeal.
- (g) At the next General Meeting of the Society held after the Member gives notice under clause 3.12(e):
  - (i) the Member appealing its suspension or expulsion will be given an opportunity at the General Meeting to present the Member's case fully and a representative of the Board may present the Board's case in response; and
  - (ii) the Members at the General Meeting may:
    - (A) in the case of a suspended Member, vote to lift or affirm the suspension; or
    - (B) in the case of an expelled Member, vote by Special Resolution to reinstate the expelled Member's membership,and the decision of the Members at that General Meeting is final.
- (h) A Member will remain suspended until the earlier of:
  - (i) the date the Members resolve to lift the suspension of the Member's membership under clause 3.12(g)(ii)(A);
  - (ii) if conditions must be satisfied to lift the suspension, the date that the conditions are satisfied; or
  - (iii) when the Member ceases to be a Member pursuant to clause 3.13.
- (i) Any Member suspended in accordance with this clause 3.12, during suspension is not permitted to:
  - (i) vote at a Members' meeting; or
  - (ii) participate in any of the activities of the Society.

### **3.13 Ceasing to be a Member**

- (a) A Member's membership of the Society will cease:
  - (i) If the Member has not paid the Membership Fee within the time allocated for payment in 3.10(b), automatically on the day that is 90 days after the last day for payment of the Membership Fee;
  - (ii) if the Member gives the Secretary written notice of resignation, which must provide at least one month's notice, the later of:
    - (A) one month from the date of receipt of that notice by the Secretary; or
    - (B) the date of resignation specified on the notice;
  - (iii) if a suspended Member does not satisfy the conditions of suspension within the required timeframe, on the expiry of that timeframe;
  - (iv) if a Member is expelled in accordance with clause 3.12, on the date the resolution is passed to expel the Member;
  - (v) where the Member is an individual, if the Member:
    - (A) dies, on the date of death;

- (B) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health, on the date of mental incapacitation; or
- (C) a person takes any step to obtain protection or is granted protection from such person's creditors, under any applicable legislation; or
- (vi) where the Member is a body corporate:
  - (A) if a liquidator is appointed in connection with the winding up of the Member, the date of appointment of the liquidator;
  - (B) if the Member is deregistered, on the date of deregistration; or
  - (C) if an order is made by a court for the winding up or deregistration of the Member, on the date of the court order.
- (b) Any Member ceasing to be a Member:
  - (i) will not be entitled to have any claim upon any portion of the property or assets of the Society;
  - (ii) will remain liable for and will pay to the Society all fees and moneys which were due at the date of ceasing to be a Member; and
  - (iii) will have all rights as a Member cease.

## **4. General Meetings**

### **4.1 Calling a General Meeting**

- (a) Subject to any extensions provided under the Corporations Act, the Society must convene an annual General Meeting of the Members within the prescribed period after the end of each financial year of the Society.
- (b) The Board may, whenever it considers it necessary and, in light of geographical restraints upon a state-wide body whenever it considers it financially feasible, convene a General Meeting of the Society.
- (c) A Member may:
  - (i) only request the Directors to call a General Meeting in accordance with section 249D of the Corporations Act; and
  - (ii) not request or call and arrange to hold a General Meeting except under section 249E or 249F of the Corporations Act.

### **4.2 Notice of General Meeting**

- (a) Subject to the provisions of the Corporations Act allowing General Meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) of a General Meeting must be given to Members.
- (b) A notice calling a General Meeting:
  - (i) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
  - (ii) must state the general nature of the business to be transacted at the meeting;
  - (iii) if a Special Resolution is to be proposed at the meeting, state the intention to propose the resolution and the resolution; and

- (iv) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- (c) A notice of an annual General Meeting:
  - (i) need not state that the business to be transacted at the meeting includes:
    - (A) the consideration of the annual financial report, Directors' report and the Auditor's report;
    - (B) the election of Directors; or
    - (C) the appointment and fixing of the remuneration of the Auditor; and
  - (ii) must specify that the meeting is an annual General Meeting.
- (d) Subject to clause 4.2(c), no business other than the business specified in the notice convening the General Meeting will be transacted at a General Meeting.
- (e) The Directors may postpone or cancel any General Meeting whenever they think fit (other than a meeting called as the result of a request under clause 4.1(c)).
- (f) The Directors must give notice of the postponement or cancellation of a General Meeting to all persons referred to in clause 12.2(a) entitled to receive notices from the Society.
- (g) The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

### **4.3 Attendance at General Meeting**

A General Meeting may be attended by Members by any technological means by which they are able simultaneously to hear the meeting and to participate in discussion.

### **4.4 Member**

In clauses 4.5, 4.6, 4.8 and 4.13, Member includes a Member present in person or by proxy or attorney or pursuant to clause 4.3.

### **4.5 Quorum**

- (a) No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum of at least the number of Directors plus one, is required for a General Meeting and a quorum must be present at all times during the meeting.
- (c) If a quorum is not present within 15 minutes after the time appointed for a General Meeting:
  - (i) if the meeting was called on the requisition of Members, it is automatically dissolved; or
  - (ii) in any other case it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors and if at the adjourned General Meeting a quorum is not present at the time appointed for the General Meeting, the number of Members present at the adjourned General Meeting will be the quorum.
- (d) A Member that wishes to bring any business before a General Meeting must give notice in writing of that business to the Secretary who will include the business in the next notice calling a General Meeting.

#### 4.6 Chairperson

- (a) The Chairperson, or in the Chairperson's absence the Deputy Chairperson, of Directors' meetings will be the Chairperson at every General Meeting.
- (b) The Directors present may elect a Chairperson of a General Meeting if:
  - (i) there is no Chairperson or Deputy Chairperson;
  - (ii) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the meeting; or
  - (iii) the Chairperson and Deputy Chairperson are unwilling to act as Chairperson of the meeting.
- (c) If no election is made under clause (b), then:
  - (i) the Members may elect one of the Directors present as Chairperson; or
  - (ii) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as Chairperson for the meeting.
- (d) If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.

#### 4.7 Adjournment

- (a) The Chairperson of a General Meeting at which a quorum is present:
  - (i) in his or her discretion may adjourn the meeting with the meeting's consent; and
  - (ii) must adjourn the meeting if the meeting directs him or her to do so.
- (b) An adjourned meeting may take place at a different venue to the initial meeting.
- (c) The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- (d) Notice of an adjourned meeting must only be given in accordance with clause 4.2(a) if a meeting has been adjourned for more than 21 days.

#### 4.8 Decision on questions

- (a) Subject to the Corporations Act in relation to Special Resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll or a secret ballot is demanded.
- (c) Unless a poll or a secret ballot is demanded:
  - (i) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
  - (ii) an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (d) A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

#### **4.9 Taking a poll**

- (a) A poll will be taken when and in the manner that the Chairperson directs.
- (b) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (c) The Chairperson may determine any dispute about the admission or rejection of a vote.
- (d) The Chairperson's determination, if made in good faith, will be final and conclusive.
- (e) A poll may be demanded by at least two Members entitled to vote at the General Meeting.
- (f) A poll demanded on the election of the Chairperson or the adjournment of a General Meeting must be taken immediately.
- (g) After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

#### **4.10 Holding a secret ballot**

- (a) A secret ballot will be taken when and in the manner that the Chairperson directs.
- (b) The result of the secret ballot will be the resolution of the meeting at which the secret ballot was demanded.
- (c) The Chairperson may determine any dispute about the admission or rejection of a vote.
- (d) The Chairperson's determination, if made in good faith, will be final and conclusive.
- (e) A secret ballot may be demanded by at least two Members entitled to vote at the General Meeting.
- (f) Subject to clause 4.9(e), a secret ballot demanded on the election of the Chairperson or the adjournment of a meeting must be taken immediately.
- (g) After a secret ballot has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the secret ballot was demanded.

#### **4.11 Casting vote of Chairperson**

The Chairperson will not have a casting vote in addition to the Chairperson's votes as a proxy or attorney.

#### **4.12 Offensive material**

A person may be refused admission to, or be required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
  - (i) electronic or recording device;
  - (ii) placard or banner; or
  - (iii) other article,

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

#### **4.13 Entitlement to vote**

Subject to clauses 3.12(i)(i):

- (a) each Life Member, Honorary Life Member and Corporate Member entitled to vote at a General Meeting has one vote;
- (b) Joint Members entitled to vote at a General Meeting have one vote for each Joint Member couple; and
- (c) Junior Members are not entitled to vote.

#### **4.14 Objections**

- (a) An objection to the qualification of a voter may only be raised at the General Meeting or adjourned meeting at which the voter tendered its vote.
- (b) An objection must be referred to the Chairperson of the General Meeting, whose decision is final.
- (c) A vote is valid for all purposes unless it is disqualified by the Chairperson under clause 4.14(b).

#### **4.15 Votes by proxy**

- (a) If a Member appoints a proxy or an attorney, the proxy or attorney may:
  - (i) vote on a show of hands;
  - (ii) demand or join in demanding a poll or a secret ballot; and
  - (iii) vote on a poll or a secret ballot.
- (b) A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

#### **4.16 Document appointing proxy**

- (a) An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by section 250A (1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A (1) of the Corporations Act.
- (b) For the purposes of clause 4.15(a), an appointment received at an electronic address will be taken to be signed by the Member if:
  - (i) a personal identification code allocated by the Society to the Member has been input into the appointment; or
  - (ii) the appointment has been verified in another manner approved by the Directors.
- (c) A proxy's appointment is valid at an adjourned meeting.
- (d) A proxy or attorney may be appointed for all General Meetings or for any number of meetings or for a particular purpose.
- (e) Subject to clause 6.5, unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
  - (i) to vote on:
    - (A) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
    - (B) any procedural motion, including any motion to elect the Chairperson, to vacate the chair or to adjourn the meeting,



even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (ii) to vote on all motions before the meeting.
- (f) If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either exercise the proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

#### **4.17 Lodgement of proxy**

- (a) The written appointment of a proxy or attorney must be received by the Society, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
  - (i) the time for holding the meeting or adjourned meeting at which the proxy or attorney proposes to vote; or
  - (ii) the taking of a poll or secret ballot at which the proxy or attorney proposes to vote.
- (b) The Society receives an appointment of a proxy or a power of attorney when it is received at:
  - (i) the Society's registered office;
  - (ii) a facsimile number at the Society's registered office; or
  - (iii) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

#### **4.18 Validity**

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, mental incapacitation or revocation was received by the Society before the relevant meeting or adjourned meeting.

### **5. Appointment and removal of Directors**

#### **5.1 Number of Directors**

- (a) There will not be less than seven Directors nor more than nine Directors unless the Society in General Meeting by resolution changes the maximum or minimum number of Directors.
- (b) The Directors of the Society at the date of the adoption of this Constitution are those people who have consented to act as directors of the Society and are set out in the Society's application for registration as a company

#### **5.2 Nomination of Director**

- (a) A person, other than a retiring Director, is not eligible for election as a Director, unless the person:
  - (i) is a Member;

- (ii) is over 18;
  - (iii) ordinarily resides in Queensland; and
  - (iv) has been nominated in accordance with this clause 5.2.
- (b) A nomination for election as a Director must:
  - (i) be in writing and be in the structure and format as determined by the Board from time to time;
  - (ii) signed by the nominee;
  - (iii) signed by two Members in support of the nomination;
  - (iv) include a brief resume of the nominee;
  - (v) include a consent to a police check.
- (c) A written notice referring to actual and anticipated Director vacancies arising at a General Meeting must be advertised on the Society's website at least 50 days before the relevant General Meeting.
- (d) A notice given in accordance with clause 5.2(b) must be lodged with the Secretary at least 36 days before the relevant meeting.
- (e) The notice of meeting at which Director elections are to occur, will refer to each candidate for eligible election.

### **5.3 Election of Directors**

- (a) The Society may by resolution passed in General Meeting:
  - (i) appoint new Directors;
  - (ii) remove any Director before the end of the Director's period of office; and
  - (iii) appoint another person in the Director's place.
- (b) An election under clause 5.3(a)(i) must be conducted at each annual General Meeting at which a Director is scheduled to retire.
- (c) For a person appointed under clause 5.3(a)(iii), an election will be held at the next General Meeting following the vacancy arising or, if the Society would not have time to comply with clause 5.2 for that meeting, at the next General Meeting for which the Society is able to comply. The person will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- (d) The election result must be declared by the Society at the General Meeting and the appointment will take effect at the end of the meeting.
- (e) If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Society, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- (f) Within 14 days of the suspension, the Directors must call a General Meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 6.2(d) or annul the suspension and reinstate the Director.

### **5.4 Retirement**

- (a) Subject to clause 5.4(c), at the close of every annual General Meeting one-half of the Directors must retire.

- (b) The Directors to retire by rotation at an annual General Meeting are those Directors who have been longest in office since their last appointment. Directors appointed on the same day may agree among themselves or determine by lot which of them must retire.
- (c) A Director must retire from office at the conclusion of the second annual General Meeting after the Director was last appointed, even if his or her retirement results in more than one-half of all Directors retiring from office.
- (d) A retiring Director remains in office until the end of the relevant meeting and will be eligible for re-appointment at the meeting.

## **5.5 Vacation of office**

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act or other legislation from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
- (c) resigns by notice in writing to the Society;
- (d) is removed by a resolution of the Members in General Meeting; or
- (e) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of the interest as required by the Corporations Act; or
- (f) fails to attend three consecutive Board meetings for which due notice has been given without tendering an apology and obtaining leave of absence.

## **5.6 Chairperson**

- (a) The Chairperson will be appointed by the Directors.
- (b) The Chairperson's term of office as Chairperson will expire on the conclusion of the second annual General Meeting after he or she was last appointed as Chairperson.
- (c) A retiring Chairperson is eligible for re-election as Chairperson.
- (d) The Directors may elect a Director as Deputy Chairperson to act as chairperson in the Chairperson's absence.
- (e) The Directors present may elect a chairperson of a Directors' meeting if:
  - (i) there is no Chairperson or Deputy Chairperson; or
  - (ii) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the Directors' meeting; or
  - (iii) the Chairperson and Deputy Chairperson are unwilling to act as chairperson of the Directors' meeting.

## **6. Board proceedings**

### **6.1 Powers and duties of the Board**

- (a) The business of the Society is managed by the Board who may exercise all powers of the Society that this Constitution and the Corporations Act do not require to be exercised by the Society in a General Meeting.

- (b) Without limiting the generality of clause 5.3(a), the Board may exercise all the powers of the Society to:
  - (i) borrow money;
  - (ii) charge any property or business of the Society;
  - (iii) issue debentures or give any other security for a debt, liability or obligation of the Society or of any other person; and
  - (iv) guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.

## **6.2 Board meetings**

- (a) A Director may at any time, and the Secretary must on the request of a Director, call a Board meeting.
- (b) A Board meeting must be called on at least 48 hours written notice of a meeting to each Director.
- (c) Subject to the Corporations Act, a Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (d) The Directors need not all be physically present in the same place for a Board meeting to be held.
- (e) Subject to clause 6.5, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- (f) Clauses 6.2(c) and 6.2(d) apply to meetings of Directors' committees as if all committee members were Directors.
- (g) The Board may meet together, adjourn and regulate their meetings as they think fit.
- (h) A quorum is at least a majority of Directors.
- (i) Where a quorum cannot be established for the consideration of a particular matter at a Board meeting, the Chairperson may call a General Meeting to deal with the matter.
- (j) Notice of a Board meeting may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

## **6.3 Decision on questions**

- (a) Subject to this Constitution, questions arising at a Board meeting are to be decided by a majority of votes of the Directors present and voting and, subject to clause 6.5, each Director has one vote.
- (b) In the event of a deadlock, the Chairperson of a meeting will not have a casting vote in addition to his or her deliberative vote.

## **6.4 Payments to Directors**

No payment will be made to any Director of the Society other than:

- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Society where the amount payable does not exceed an amount previously approved by the Board;
- (b) for any service rendered to the Society by the Director in a professional or technical capacity, where the provision of the service has the prior approval of the Board and

where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service; and

- (c) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

## 6.5 Directors' interests

- (a) No contract made by a Director with the Society and no contract or arrangement entered into by or on behalf of the Society in which a Director may be interested is avoided or rendered voidable merely because the Director holds office as a director or because of the fiduciary obligations arising out of that office.
- (b) No Director contracting with, or interested in any arrangement involving the Society is liable to account to the Society for any profit realised by or under any such contract or arrangement merely because the Director holds office as a director or because of the fiduciary obligations arising out of that office.
- (c) A Director is not disqualified from contracting with the Society merely because of his or her role as a Director.
- (d) Any Director having a direct or indirect material personal interest in any contract or arrangement that the Society proposes to enter will declare his or her interest immediately by written notice to the Board. A general notice that the Director is an employee of a particular Member and is to be regarded as interested in all transactions with that Member will be a sufficient disclosure under this clause for that Director and the relevant transactions and the Director will not be required to give special notice relating to any particular transaction with that Member.
- (e) Subject to clause 6.5(f), a Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
  - (i) be present while the matter is being considered at the meeting; or
  - (ii) vote on the matter,unless permitted by the Corporations Act to do so, in which case the Director may:
  - (iii) be counted in determining whether or not a quorum is present at any Board meeting considering that contract or arrangement or proposed contract or arrangement;
  - (iv) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
  - (v) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (f) The prohibition on voting in clause 6.5(e) will not apply to any contract or arrangement:
  - (i) for an indemnity of the Director; or
  - (ii) where the Director is interested merely as a shareholder or director of another company.
- (g) A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Society or in which the Society may be interested as a vendor, shareholder or otherwise and is not accountable to the Society for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.
- (h) A Director who has an interest described in clause 6.5(g) must provide written notice to the Secretary when the interest arises and when the Director no longer has the interest.

## 6.6 Remaining Directors

- (a) The Board may act even if there are vacancies on the Board.
- (b) If the number of Directors is not sufficient to constitute a quorum at a Board meeting, the Board may act only to:
  - (i) appoint a Director; or
  - (ii) call a General Meeting.

## 6.7 Delegation

- (a) The Board may delegate any of their powers, other than those which by law must be dealt with by the Board, to a person, committee or committees (**Delegate**).
- (b) The Board may at any time revoke any delegation of power to a Delegate.
- (c) At least two members of each Delegate committee must be a Director.
- (d) A Delegate must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- (e) A Delegate may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.
- (f) Meetings of any Delegate committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each Delegate committee member was a Director.

## 6.8 Written resolutions

- (a) The Board may pass a resolution without a Board meeting being held if all 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. The resolution is passed when the last Director signs.
- (b) For the purposes of clause 6.8(a), 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.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) The minutes of Board meetings must record that a meeting was held in accordance with this clause.
- (e) This clause applies to meetings of committees as if all committee members were Directors.

## 6.9 Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

## **6.10 Minutes and Registers**

- (a) The Board must cause minutes to be made of:
  - (i) the names of the Directors present at all Board meetings and meetings of Directors' committees;
  - (ii) all proceedings and resolutions of General Meetings, Board meetings and meetings of committees;
  - (iii) all resolutions passed by Directors in accordance with clause 6.8;
  - (iv) all appointments of officers;
  - (v) all orders made by the Board and committees; and
  - (vi) all disclosures of interests made under clause 6.5.
- (b) Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- (c) The Society must keep all registers required by this Constitution and the Corporations Act.

## **6.11 Alternate Directors**

- (a) A Director may, with the approval of the Board appoint any person as his or her alternate for a period determined by that Director.
- (b) The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- (c) The appointment of an Alternate Director:
  - (i) may be revoked at any time by the appointer; and
  - (ii) ends automatically when the appointer ceases to be a Director.
- (d) Any appointment or revocation under clause 6.11(c) must be effected by written notice delivered to the Secretary.

## **7. Local management**

### **7.1 CEO**

The Board may appoint a CEO and such other executives as it sees fit to provide support for the CEO on operational issues relating to the Society or delegate authority to the CEO to make such appointments.

### **7.2 Management**

- (a) The Board may provide for the management and transaction of the affairs of the Society in any places and in such manner as they think fit.
- (b) Without limiting clause 7.2(a) the Board may:
  - (i) establish local boards or agencies for managing any of the affairs of the Society in a specified place and appoint any persons to be members of those local boards or agencies; and
  - (ii) delegate to any person appointed under clause (b)(i) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,

on any terms and subject to any conditions determined by the Board.

- (c) The Board may at any time revoke or vary any delegation under this clause.

### **7.3 Appointment of attorneys and agents**

- (a) The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Society:
- (i) for the purposes;
  - (ii) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
  - (iii) for the period; and
  - (iv) subject to the conditions, determined by the Board.
- (b) An appointment by the Board of an attorney or agent of the Society may be made in favour of:
- (i) any member of any local board established under this Constitution;
  - (ii) any company;
  - (iii) the members, directors, nominees or managers of any company or firm;
  - (iv) any fluctuating body of persons whether nominated directly or indirectly by the Board; or
  - (v) the CEO or other executives of the Society.
- (c) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board think fit.
- (d) The Board may appoint attorneys or agents by facsimile or electronic transmission to act for and on behalf of the Society.
- (e) An attorney or agent appointed under this clause may be authorised by the Board to sub-delegate all or any of the powers, authorities or discretions for the time being vested in it.

## **8. Secretary**

- (a) There must be at least one secretary of the Society appointed by the Board for a term and at remuneration and on conditions determined by them.
- (b) The Secretary is entitled to attend and be heard on any matter at all Board and General Meetings.
- (c) The Board may, subject to the terms of the Secretary's appointment, suspend, remove or dismiss the Secretary.

## **9. Common Seal**

If the Society has a Seal:

- (a) the Board must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Board or a Directors' committee authorised to use the Seal;



- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

## **10. Duplicate Seal**

If the Society has a Seal, the Society may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- (b) must not be used except with the authority of the Board.

## **11. Inspection of records**

- (a) Except as otherwise required by the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Society or any of them will be open for inspection by Members other than Directors.
- (b) Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Society unless the Member is authorised to do so by a court order or a resolution of the Board.

## **12. Notices**

### **12.1 Service of notices**

- (a) Notice may be given by the Society to any person who is entitled to notice under this Constitution:
  - (i) by serving it on the person; or
  - (ii) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Society for sending notices to the person.
- (b) A notice sent by post is taken to be served:
  - (i) by properly addressing, prepaying and posting a letter containing the notice; and
  - (ii) on the day after the day on which it was posted.
- (c) A notice sent by facsimile transmission or electronic notification is taken to be served:
  - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
  - (ii) on the day after its despatch.
- (d) If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Society's registered office.
- (e) A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's address for the purposes of this clause 12.

- (f) A certificate in writing signed by a Director, Secretary or other officer of the Society that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (g) Subject to the Corporations Act the signature to a written notice given by the Society may be written or printed.
- (h) All notices sent by post outside Australia must be sent by prepaid airmail post.

## **12.2 Persons entitled to notice**

- (a) Notice of every General Meeting must be given to:
  - (i) every Member;
  - (ii) every Director;
  - (iii) the Secretary; and
  - (iv) any Auditor.
- (b) No other person is entitled to receive notice of a General Meeting.

## **13. Income and property of Society**

- (a) The income and property of the Society will only be applied towards the promotion of the Objects of the Society set out in clause 2.
- (b) No income or property will be paid or transferred directly or indirectly to any Member of the Society except for payments to a Member:
  - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Society; or
  - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

## **14. Audit and accounts**

- (a) The Board must cause the Society to keep financial records in relation to the business of the Society in accordance with the requirements of the Corporations Act.
- (b) The Board must cause the financial records of the Society to be audited in accordance with the requirements of the Corporations Act.
- (c) The results of the audit must form part of the report provided to the Members at the next annual General Meeting of the Society.

## **15. Gift Fund**

### **15.1 Operation of gift fund**

- (a) Where the ITAA requires that a gift fund be established for the receipt of tax deductible donations, the Society must establish a separate gift fund account to which such donations must be credited.
- (b) The Gift Fund Account must only be used or applied for purposes that are consistent with the Objects of the Society and separate records must be maintained as to the receipt and disbursement of moneys from that account.

## **15.2 Transfer of the gift fund in specified circumstances**

On:

- (a) revocation of the endorsement of the Society under sub-division 30-B of the ITAA; or
- (b) the winding up of the gift fund by the Society,

any balance in the Gift Fund Account must be transferred to such other gift fund, gift funds, entity or entities having objects similar to the Objects of the Society as will be determined by the Members at or before that time, provided that each recipient must be endorsed as a deductible gift recipient under sub-division 30-BA of the ITAA.

## **16. Winding up**

### **16.1 Guarantee**

If the Society is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Society for the:

- (c) payment of debts and liabilities of the Society (in relation to clause 16.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$10.

### **16.2 Surplus**

If any surplus remains following the winding up of the Society, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another entity which is:

- (a) an organisation with similar purposes which is not carried on for profit or gain of its individual members;
- (b) required to apply its profits (if any) or other income in promoting objects similar to those of the Society; and
- (c) endorsed as a deductible gift recipient under sub-division 30-BA of the ITAA,

such entity to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Queensland for determination.

## **17. Indemnity**

### **17.1 Officer indemnity**

- (a) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Society indemnifies every person who is or has been an officer of the Society against any liability (other than for legal costs) incurred by that person as such an officer of the Society (including liabilities incurred by the officer as an officer of a subsidiary of the Society where the Society requested the officer to accept that appointment).
- (b) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Society indemnifies every person who is or has been an officer of the Society against reasonable legal costs incurred in defending an action for a

liability incurred by that person as such an officer of the Society (including such legal costs incurred by the officer as an officer of a subsidiary of the Society where the Society requested the officer to accept that appointment).

## 17.2 GST

The amount of any indemnity payable under clauses 17.1 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity).

## 17.3 Officer

For the purposes of this clause, **officer** has the meaning in section 9 of the Act and includes the CEO.

## 18. Amendments to Constitution

The Society may revoke, add to or vary this Constitution provided that:

- (a) no part of the Gift Fund Account or the income of the Gift Fund Account is transferred to any institution, organisation, fund or authority that is not a charitable organisation endorsed to receive donations under sub-division 30-B of the ITAA; and
- (b) no part of the Gift Fund Account or the income of the Gift Fund Account becomes able to be used or applied for purposes that are not consistent with the Objects of the Society; and
- (c) unless the Commissioner of Taxation consents to the revocation, addition or variation:
  - (i) no amendment is allowed to be made to or affecting the Objects of the Society; and
  - (ii) no amendment is allowed to be made which authorises the Society to invest money of the Gift Fund Account other than in a manner in which trustees are permitted to invest under the laws of Australia or any Australian State or Territory.