

# **CONSTITUTION OF ANIMAL CARE AUSTRALIA INCORPORATED**

Under the Associations Incorporations Act 2009

Version 2: Updated at ACA AGM – 9<sup>th</sup> September 2019

Version 3: Updated by ACA Committee & approved by Committee 31<sup>st</sup> October 2021 and approved 13<sup>th</sup> December 2021 at ACA AGM.

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# Part 1 Preliminary

## 1 Definitions

(1) In this constitution:

**ACA** means Animal Care Australia Inc.

**Animal Species Organisation** means a not-for-profit organisation representing the interests of trainers, keepers and/or breeders of captive animals of a particular species or group of species.

**Animal Species Group** means a group of member Animal Species Organisations who's interest is the same species or group of species.

**Committee member** means a member of the ACA Committee including Species Representatives and Office-bearers.

**Delegate** means a representative of a member Animal Species Organisation who is appointed by that organisation as their representative and votes on behalf of that Animal Species Organisation. Delegates must be 18 years of age or older

**Member** means an Animal Species Organisation that agrees and declares they will strive to abide by the ACA Mission Statement and promote the ACA Objectives that has been adopted by ACA.

**Misconduct word or action** means any conduct considered by a reasonable person to be of a nature which is contrary to the way a person ought properly to conduct themselves or bring ACA into discredit or disrepute

**Prescribed form** means a form prescribed by ACA Committee for any particular purpose required by these rules or procedures.

**Species Representative** means a member of the ACA Committee who is appointed as the representative of an Animal Species Group to represent the group on all decisions and in all matters.

**Supporter** is a person or business who supports ACA and does not have any voting rights.

**Secretary** means:

- a) the person holding office under this constitution as Secretary of ACA, or
- b) if no person holds that office - the public officer of ACA.

**Special General Meeting** means a general meeting of ACA other than an annual general meeting

**The Act** means the **Associations Incorporations Act 2009**

**The Regulation** means the **Associations Incorporation Regulation 2006**

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority or duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act

## **Part 2 Membership**

### **2 Membership generally**

- (1) The qualification for membership to Animal Care Australia (ACA) shall be open to all Animal Species Organisations who have applied for and been approved for membership of the Association in accordance with clause 3.

### **3 Application for membership**

- (1) An application by an Animal Species Organisation for membership:
  - (a) must be made in writing and (including by email or other electronic means, if the committee so determines) in the form determined by the committee and
  - (b) must be lodged (including by electronic means, if the committee so determines) with the Secretary of ACA.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the Secretary must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
  - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The Secretary must, on payment by the applicant of the amounts referred to in sub-clause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of ACA.

### **4 Cessation of membership**

A member ceases to be a member of ACA if that Animal Species Organisation:

- (a) ceases to exist as an Animal Species Organisation, or
- (b) resigns membership, or
- (c) is expelled, or
- (d) fails to pay the annual membership fee under clause 8(2) within 3 months after the fee is due.

### **5 Membership entitlements not transferable**

A right, privilege or obligation which an Animal Species Organisation has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another Animal Species Organisation, and
- (b) terminates on cessation of the Animal Species Organisation's membership.

## **6 Resignation of membership**

- (1) A member shall cease to be a member if they resign by notice in writing addressed to the Secretary. Resignation shall not relieve any member from payment of overdue subscriptions or other monies due by them to ACA at the time of such resignation
- (2) If a member of ACA ceases to be a member under subclause (1) and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7 Register of members**

- (1) The Secretary must establish and maintain a register of members (whether in written or electronic form) specifying the Animal Species Organisation's name, Delegate name and postal, residential and/or email address together with the date on which the Animal Species Organisation became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of ACA, or
  - (b) if the Association has no premises, with the Secretary or other Committee approved committee member.
- (3) The register of members must be open for inspection, free of charge upon application and available online, by any member of ACA at any reasonable hour.
- (4) A member of ACA may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the name of the Animal Species Organisation) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about an Animal Species Organisation obtained from the register to contact or send material to the Animal Species Organisation, other than for:
  - (a) the purposes of sending the Animal Species Organisation a newsletter, a notice in respect of a meeting or other event, or other material relating to ACA, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## 8 Fees and subscriptions

- (1) A member of ACA must, on admission to membership, pay to ACA a fee equal to the Annual membership fee or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member must pay to ACA an annual membership fee:
  - \$100.00 for Animal Species Organisations (not-for-profit) with 51 members or greater
  - \$ 25.00 for Animal Species Organisations (not-for-profit) with 50 or less membersor, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the Association in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the Association in any calendar year - on becoming a member and before the first day of the financial year of the Association in each succeeding calendar year.
- (3) In addition, any animal-based business, group or individual that is approved by the ACA Committee as a Supporter must pay to ACA an annual supporter's donation:
  - \$100.00 for large supporting business/group
  - \$ 25.00 for small supporting business/group
  - \$ 10.00 for solo business or an individual supporteror, if some other amount is determined by the committee, that other amount.

## 9 Members' liabilities

The liability of a member of ACA to contribute towards the payment of the debts and liabilities of ACA or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of ACA as required by clause 8.

## 10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the ***Community Justice Centres Act 1983***
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## 11 Disciplining of members

### Disciplinary Action – Expulsion or Suspension

- (1) A complaint may be made to the committee by any member of ACA on the grounds another member:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of ACA.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the committee:
  - (a) must cause a notice of the complaint to be served on the member concerned, and
  - (b) must give the Animal Species Organisation member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel or suspend the member from membership of ACA if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

### Disciplinary Action – Misconduct

- (7)
  - (a) A complaint or report may be made to the Committee by any member or supporter alleging misconduct by a member of ACA.
  - (b) On receiving such a complaint, or report, the Committee must proceed as per clause 11.3.
  - (c) If after considering the complaint or report and any submission made in connection with the complaint or report, it is satisfied that the facts alleged in the complaint or report have been proved, the committee may suspend the membership of the person/member.
- (8) No supporter/member shall have any claim against ACA, or against any other supporter/member or against any member of the committee or agent of the Association in respect of any act, matter or thing done in good faith and purporting to be done in accordance with the rules and by-laws during an inquiry, investigation, or disciplinary action conducted pursuant to clause 11.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub-clause (1), the Secretary must notify the Committee, which is to notify all Delegates within 14 days and convene a general meeting to be held within 60 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under sub-clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the member Delegates present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by member Delegates of ACA.



## Part 3 The Committee

### 13 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the affairs of ACA, and
- (b) may exercise all the functions that may be exercised by ACA, other than those functions that are required by this constitution to be exercised by a general meeting of members, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of ACA.

### 14 Composition and membership of committee

The Committee is to consist of:

- (a) the office-bearers, each of whom is to be elected at the annual general meeting under clause 15, and
- (b) at least 5 ordinary committee members, each of whom is the nominated Species Representative of an Animal Species Group and
- (c) optionally, one or more Committee appointed persons representing a group/profession who have a capability that adds value to ACA and its Objects. The initial groups/professions under this provision will be Educators and Veterinarians.

**Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The Committee shall determine the Animal Species Groups and which animal species or groups of animal species each Animal Species Group represents.
- (3) If an appointed Committee member is unable to act in that capacity at any meeting, a substitute committee member may be appointed by the Animal Species Group they represent, with notice given to the Secretary.
- (4) The office-bearers of Animal Care Australia are as follows:
  - (a) the President,
  - (b) the Vice-president,
  - (c) the Treasurer,
  - (d) the Secretary
  - (e) the Public Officer (where this person does not hold one of the above mentioned positions)
- (5) A Committee member may hold up to 2 offices (other than both the offices of President and Vice-president).
- (6) The appointment term for both Species Representatives and officer-bearers is no less than 30 months and no more than 42 months.
- (7) There is no maximum number of consecutive terms for which a Species Representatives or office-bearer may hold office.

**Note.** Schedule 1 to the Act provides that an Association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (8) Each member of the Committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting following the date of the conclusion of their elected term.

## **15 Election of committee members**

- (1) Each Animal Species Group may nominate one Species Representative to represent the interests of that Animal Species Group on all issues of discussion and determination to be appointed via election. Appointed Species Representatives will constitute the Committee members of ACA

Nominations of candidates for election as Ordinary Committee Members (Species Representatives) of the Association:

- (a) the candidate must be a financial member of an Animal Species Organisation which holds current ACA membership paid in full
  - (b) must be made submitted on the prescribed form by the candidate, signed by 2 financial members of the Animal Species Group being represented.
  - (c) current Committee members are deemed to have been re-nominated unless one or both of the members who originally nominated the Committee member is no longer a member or withdraws support in writing.
  - (d) must be delivered to the Secretary of ACA at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
  - (e) if there are insufficient members of a specific Animal Species Group to meet the requirements of 15.1(a), nominations will be accepted providing they are made in writing, signed by 2 existing Committee Members.
- (2) If insufficient nominations are received to fill all vacancies of the office bearers, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
  - (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
  - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
  - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
  - (6) The ballot for the election of office-bearers of the Committee is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.
  - (7) Committee members, once elected, nominate and vote for office-bearers.
  - (8) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of ACA must be a Supporter of ACA.
  - (9) A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

## 16 Secretary

- (1) The Secretary of ACA must, as soon as practicable after being appointed as Secretary, lodge notice with the ACA Committee of his/her address. It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (3) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## 17 Treasurer

It is the duty of the treasurer to ensure:

- (a) that all money due to ACA is collected and received and that all payments authorised by ACA are made, and
- (b) that correct books and accounts are kept showing the financial affairs, including full details of all receipts and expenditure connected with the activities of ACA.

## 18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the Animal Species Group members represented by that Committee member may appoint an alternate committee member or a representative from another member of that Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment, or until the appointment is revoked by the Animal Species Group who so appointed them.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Animal Species Group being represented as a member of the Association, or
  - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## **19 Removal of committee members**

- (1) The Association in general meeting may by resolution remove any committee member/Species Representative of the committee from the office of committee member before the expiration of the committee member's term of office and will by resolution permit the Animal Species Group's members to appoint another Species Representative to hold office until the expiration of the term of office of the committee member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of ACA, the Secretary or the President may send a copy of the representations to each member of ACA or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20 Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the committee.
- (3) Oral or written notice of a Committee only meeting must be given by the Secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
  - (a) the President or, in the President's absence, the Vice-president is to preside, or
  - (b) if the President and the Vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

## **21 Use of technology at committee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting is taken to have voted in person.

## **22 Delegation by Committee to sub-committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of ACA that the Committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **23 Voting and decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (5) The President may vote on all issues and motions, however should there be an even number of votes both for and against a motion, he/she will have a casting vote which will be to maintain the status quo.

## **Part 4    General meetings**

### **24 Annual general meetings – holding of**

- (1) ACA must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) ACA must hold its annual general meetings:
  - (a) within 6 months after the close of its financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **25 Annual general meetings – calling of and business at**

- (1) The annual general meeting of ACA is, subject to the Act and to clause 24, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
  - (c) to elect the ordinary committee members and
    - (i) at a minimum nominate any candidates for outgoing office-bearers, or
    - (ii) elect office-bearers
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **26 Special general meetings – calling of**

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the Secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as

referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

- (6) For the purposes of sub-clause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## 27 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.

**Note.** A special resolution must be passed in accordance with section 39 of the Act.

- (3) A member desiring to bring any business before a general meeting must give a minimum of 14 days notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 28 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of member Delegates entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five member Delegates present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of member Delegates — is to be dissolved, and
  - (b) in any other case — is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the member Delegates present (being at least 3) are to constitute a quorum.

## 29 Presiding member

- (1) The President or, in the President's absence, the Vice-president, is to preside as Chairperson at each general meeting.
- (2) If the President and the Vice-president are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

## **30 Adjournment**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of member Delegates present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **31 Making decisions**

- (1) A question arising at a general meeting is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the Chairperson or if 5 or more member Delegates present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book/register, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Sub-clause (2) applies to a method determined by the committee under sub-clause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

## **32 Special resolutions**

A special resolution may only be passed in accordance with section 39 of the Act.

## **33 Voting**

- (1) On any question arising at a general meeting, member Delegates must advise their Species Representative of their desired vote, where the Species Representative then has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member Delegate is not entitled to vote at any general meeting unless all money due and payable by the member has been paid.



### **34 Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

**Note.** Schedule 1 to the Act provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.

### **35 Postal or electronic ballots**

- (1) ACA may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **36 Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives ACA's members a reasonable opportunity to participate.
- (2) A member Delegate who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting is taken to have voted in person.

## **Part 5    Miscellaneous**

### **37 Insurance**

The Association may effect and maintain insurance.

### **38 Funds - source**

- (1) The funds of ACA are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by in a general meeting and, any other sources that the committee determines.
- (2) All money received must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) As soon as practicable after receiving any money an appropriate receipt may be issued when requested.

### **39 Funds - management**

- (1) Subject to any resolution passed by a general meeting, the funds of ACA are to be used solely in pursuance of the objects in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

### **40 Association (ACA) is non-profit**

Subject to the Act and the Regulation, the Association (ACA) must apply its funds and assets solely in pursuance of the objects of ACA and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

**Note.** Section 5 of the Act defines pecuniary gain for the purpose of this clause

### **41 Distribution of property on winding up of ACA**

- (1) Subject to the Act and the Regulations, in a winding up of the Association (ACA), any surplus property is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property ACA remaining after satisfaction of the debts and liabilities of, and the costs, charges and expenses of the winding up of ACA.

**Note.**Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

## **42 Change of name, objects and constitution**

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a committee member.

## **43 Custody of books etc.**

Except as otherwise provided by this constitution, all records, books and other documents relating to ACA must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the Public Officer or an approved committee member, or
- (b) if the Association has no premises in the custody of the Public Officer, or an approved committee member

## **44 Inspection of books etc.**

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
  - (a) records, books and other financial documents,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings.
- (2) A member of ACA may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite sub-clauses (1) and (2), the committee may refuse to permit a member of ACA to inspect or obtain a copy of records that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Animal Care Australia.

## **45 Services of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 46 Financial year

The financial year of ACA is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

### Notes.

1. Schedule 1 to the Act provides that an Association's constitution is to address the Association's financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain Associations incorporated ~~as societies~~ *Incorporation Act 1984*.

## **“ANNEXURE A”**

### **Objects**

- To represent Animal Species Groups as the peak animal welfare body
- To engage and advise Government and legislators on welfare issues relating to pets and companion animals.
- To protect the rights of ethical hobbyists & animal keepers to breed and keep pets and companion animals.
- To clarify the difference between animal rights and animal welfare
- To promote higher Animal welfare outcomes

## **“ANNEXURE B”**

### **MISSION STATEMENT**

Animal Care Australia (ACA) is the Peak Animal Welfare Body representing the keepers and breeders of animals in Australia as pets and companions.