



Constitution

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1. RSPCA – Five Freedoms

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

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

2. Name of Society

The name of this association is The Royal Society for the Prevention of Cruelty to Animals (ACT) Incorporated. It is referred to throughout this Constitution as the **Society**.

3. Interpretation and Definitions

3.1 Interpretation

In the interpretation of this Constitution, unless the context requires otherwise:

- (a) words or expressions contained in this Constitution will be interpreted in accordance with the provisions of the Act;
- (b) a reference to a person is a reference to a natural person (ie, a human being);
- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings; and
- (d) headings are inserted for convenience and do not affect the interpretation of this Constitution.

3.2 Definitions

In this Constitution, unless the contrary intention appears:

- (a) **Act** means the *Associations Incorporation Act 1991* (ACT).
- (b) **Animal** includes any domestic, captive or wild animal of whatever kind or species, and whether a quadruped or not, and includes any bird, fish or reptile.
- (c) **Applicable Not-for-Profit Laws** means any law relating to the regulation of charities or not for profit entities applicable to the Society, including:
 - (i) the Tax Act;
 - (ii) the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not for profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company; and

- (iii) legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Society, which may, for example, include the *Charitable Collections Act 2003* (ACT).
- (d) **Application** means an application for Membership of the Society pursuant to Rule 5.4.
- (e) **Board** means all or some of the Directors acting as the committee of the Society.
- (f) **Board-appointed Director** has the meaning given to it in Rule 6.2.
- (g) **Bylaws** means the bylaws of the Society made pursuant to Rule 13.1.
- (h) **Chief Executive Officer** means the person appointed as such pursuant to Rule 8.
- (i) **Concession Member** has the meaning given to it in Rule 5.3(d).
- (j) **Constitution** means this constitution of the Society as amended from time to time.
- (k) **Director** means an Elected Director and a Board-appointed Director.
- (l) **Elected Director** has the meaning given to it in Rule 6.2.
- (m) **Family Member** has the meaning given to it in Rule 5.3(f).
- (n) **Financial year** means the year commencing on 1 July and ending on 30 June.
- (o) **Honorary Life Member** has the meaning given to it in Rule 5.3(a).
- (p) **Junior Member** has the meaning given to it in Rule 5.3(e).
- (q) **Life Member** has the meaning given to it in Rule 5.3(b).
- (r) **Member** means a member of the Society, however described. **Membership** has a corresponding meaning.
- (s) **Objects** means the objects for which the Society exists specified in Rule 4.
- (t) **Office Bearer** has the meaning given to it in Rule 6.2(c).
- (u) **Ordinary Member** has the meaning given to it in Rule 5.3(c).
- (v) **Public Fund** has the meaning given to it in Rule 10.6.
- (w) **Public Fund Committee** has the meaning given to it in Rule 10.6.
- (x) **Public Officer** means the person appointed as such pursuant to Rule 13.4.
- (y) **Register** means the Society's register of Members.
- (z) **Regulation** means the *Associations Incorporation Regulation 1991* (ACT).
- (aa) **Society** has the meaning given to it in Rule 2.
- (bb) **Special Resolution** means a resolution that can only be passed by at least 75% of those entitled to vote on the resolution casting a vote in favour of the resolution in accordance with either the Act or this Constitution;
- (cc) **Tax Act** means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth) as applicable, as modified or amended from time to time and includes any regulations made under the Tax Act and any applicable rulings guidelines or other requirements of the Commissioner of Taxation having application to the Society.

4. Objects of the Society

The Society is established as a not-for-profit, non-political charitable entity to raise and administer funds for the following objects:

- (a) promote kindness to Animals;
- (b) prevent or suppress cruelty to Animals;
- (c) establish and operate a Public Fund to accept tax deductible donations; and
- (d) do all such lawful acts as the Society may consider conducive or incidental to the attainment of the above objects,

(collectively **Objects**).

5. Membership

5.1 Membership Definition

The Members of the Society are:

- (a) the persons who are listed as Members of the Society in the Register at 9:00am on the date this Constitution becomes effective; and
- (b) any other persons that the Board admits to Membership in accordance with this Constitution.

5.2 Membership Responsibilities

A Member must use their best endeavours to:

- (a) further the Objects of the Society;
- (b) promote the interests of the Society;
- (c) avoid any direct or indirect conflict with the interests of the Society; and
- (d) comply with this Constitution, the Bylaws and any policies of the Society as amended from time to time.

5.3 Membership Categories

Each Member of the Society is admitted by the Board to one of the following Membership categories:

Honorary Life Member

- (a) An **Honorary Life Member**:
 - (i) is a person regarded by the Board as having rendered distinguished service to the cause of Animal welfare or to the Society;
 - (ii) has the same rights and privileges as a Life Member; and
 - (iii) is nominated and admitted in accordance with the Bylaws (if any).

Life Member

- (b) A **Life Member**:
 - (i) is a person who:
 - (A) is a 'Life Member' of the Society at the time of this Constitution takes effect; or

(B) through the payment of an amount specified by the Board from time to time, commits to supporting the Society for their life time.

(ii) has the same rights and privileges as an Ordinary Member.

Ordinary Member

(c) An **Ordinary Member** is a person aged 18 years or older who does not fall into any other Membership category specified in this Rule 5.3.

Concession Member

(d) A **Concession Member** is a person aged 18 years or older who holds, and provides proof that they hold, a concession card, namely a Student Concession Card, Seniors Card, Pension Card or other such card as is recognised by the Board from time to time.

Junior Member

(e) A **Junior Member** is a person aged under 18 years.

Family Member

(f) A **Family Member**:

(i) is a family of one or two adults and any number of children under 18 years of age collectively counted as one Member;

(ii) must nominate in its Application Form a person aged 18 years or older to exercise voting rights on behalf of the Family Member;

(A) The nominated representative of a Family Member has the same rights and privileges as an Ordinary Member.

(iii) notwithstanding any other provision in this Constitution, may not be elected or appointed to the Board, and the representative of the Family Membership appointed under Rule 5.3(f)(ii) may not be elected or appointed to the Board.

5.4 Membership Application

(a) A person is eligible to apply for Membership of the Society under this Rule 5.4 only if he or she has not been convicted for an offence for cruelty to an Animal.

(b) Subject to Rule 5.4(a), an Application of a person for Membership of the Society must:

(i) be in a designated form (including an electronic form) approved by the Board (**Application Form**);

(ii) specify in the Application Form the Membership category in Rule 5.3 to which the applicant seeks to be admitted; and

(iii) be lodged with the Chief Executive Officer via the means designated in the Application Form.

(iv) include payment of the Membership Fee for the category of Membership.

(c) As soon as practicable after receiving an Application, the Chief Executive Officer must refer the Application to the Board which must decide whether to ratify or to reject the Application.

(d) The Board will consider each Application at the next practicable meeting of the Board after the Application is received. In considering an Application, the Board may:

(i) ratify or reject the Application; or

- (ii) ask the applicant to give more evidence of eligibility for Membership.
- (e) If the Board asks for more evidence under Rule 5.4(d)(ii), their determination of the Application for Membership is deferred until the evidence is given.
- (f) Unless the Board in its absolute discretion determines otherwise, an Application is automatically rejected if an applicant does not provide further evidence to the Board within 3 months of being requested to do so under Rule 5.4(d)(ii).
- (g) A person whose Application for Membership is rejected:
 - (i) Will have no right of appeal under the provisions of Rule 5.9.
 - (ii) Will forfeit any money paid in respect of Membership fees.
- (h) If the Board accepts an Application:
 - (i) the Board will admit the applicant to a Membership category described in Rule 5.3; and
 - (ii) the Chief Executive Officer will:
 - (A) enter the applicant's name in the Register; and
 - (B) send the applicant written notice of the acceptance of their Application.
 - (iii) The Membership is considered to have commenced on the date the Application was submitted and the payment was processed.

5.5 Board to Set Membership Fees

The Board may determine the annual Membership fee (if any) payable by each Member or each category of Member.

5.6 Payment Membership Fees and Renewals

- (a) Subject to Rule 5.6(b), an annual Membership fee is payable:
 - (i) Upon Application to becomes a Member of the Society under Rule 5.4; or
 - (ii) otherwise, by each Member 30 days after the anniversary of that Member becoming a Member of the Society.
- (b) Lifetime Members and Honorary Lifetime Members are exempt from paying annual Membership fees.
- (c) If a Member does not pay the Membership fee under Rule 5.6(a)(ii) within 60 days after it becomes due that Member's membership is automatically forfeited.

5.7 Members Right to Vote

- (a) Any Member, other than a Junior Member, with more than three months membership is eligible to vote at any general meeting of the Society.
- (b) If a Member holds Membership as part of a Family Membership and in any other Membership category in their own right, he or she is entitled to vote as a Member in his or her own right unless he or she is the person nominated under Rule 5.3(f)(ii).

5.8 Disciplining of Members

- (a) If the Board is of the opinion that a Member has:
 - (i) refused or neglected to comply with a provision of this Constitution and/or the Bylaws; or
 - (ii) acted in a manner materially prejudicial to the interests of the Society;

the Board may, by resolution:

- (iii) expel the Member from the Society; or
 - (iv) suspend the Member from the rights and privileges of Membership of the Society that the Board may decide for a specified period.
- (b) A resolution of the Board under Rule 5.8(a) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Rule 5.8(c) confirms the resolution in accordance with this Rule.
- (c) If the Board passes a resolution under Rule 5.8(a), the Chief Executive Officer must, as soon as practicable, serve a written notice on the Member:
- (i) setting out the resolution of the Board and the grounds on which it is based.
 - (ii) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice.
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting; and
 - (B) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (d) Subject to the Act, at a meeting of the Board mentioned in Rule 5.8(a) the Board must:
- (i) give to the Member an opportunity to make oral representations.
 - (ii) give due consideration to any written representations submitted to the Board by that Member at or before the meeting; and
 - (iii) by resolution decide whether to confirm or to revoke the resolution of the Board made under Rule 5.8(a).
- (e) If the Board confirms a resolution under Rule 5.8(d), the Chief Executive Officer must, within seven days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under Rule 5.9.
- (f) A resolution confirmed by the Board under Rule 5.8(d) does not take effect:
- (i) until the end of the period within which the Member is entitled to appeal against the resolution under Rule 5.9 if the Member does not exercise the right of appeal within that period; or
 - (ii) if within that period the Member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with Rule 5.9(d).

5.9 Right of Appeal of Disciplined Member

- (a) A Member may appeal to the Society against a resolution of the Board under Rule 5.8 within seven days of the notice of the resolution being served on the Member, by lodging an appeal with the Chief Executive Officer.
- (b) On receipt of an appeal under Rule 5.9(a):
 - (i) the Chief Executive Officer must notify the Board; and
 - (ii) the Board must call a general meeting of the Society to be held within 21 days of the Chief Executive Officer having received the appeal.

- (c) Subject to the Act, at a general meeting of the Society called under Rule 5.9(b):
 - (i) no business other than the question of the appeal may be transacted.
 - (ii) the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (iii) the Members present must vote by secret ballot on the question of whether the resolution made under Rule 5.8(d) should be confirmed or revoked.
- (d) If the Meeting passes a special resolution in favour of the confirmation of the resolution made under Rule 5.8(d) that resolution is confirmed.
- (e) If the Meeting passes a special resolution against the confirmation of the resolution made under Rule 5.8(d) that resolution is defeated.

5.10 Transfer of Membership Entitlements

A right, privilege or obligation that a person has because of being a Member of the Society:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

5.11 Cessation of Membership

- (a) A person ceases to be a Member of the Society if the person:
 - (i) dies;
 - (ii) becomes mentally incapacitated or their person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) having paid all amounts payable by the Member to the Society, resigns from Membership of the Society on giving not less than one month's written notice to the Chief Executive Officer of the Member's intention to resign;
 - (iv) forfeits his or her Membership under Rule 5.6(c); or
 - (v) is expelled from the Society under Rules 5.8 or 5.9.
- (b) Any Member ceasing to be a Member:
 - (i) has no claim against the Society;
 - (ii) will not be entitled to any refund (or part refund) of Membership fees; and
 - (iii) will remain liable for, and will pay to the Society, all Membership fees and moneys which were due at the date of ceasing to be a Member.

6. The Board

6.1 Powers of the Board

The Board, subject to the Act, Regulation, this Constitution, and any resolution passed by the Society in general meeting:

- (a) controls and manages the affairs of the Society;
- (b) may exercise all functions that may be exercised by the Society other than those functions that are required by this Constitution to be exercised by the Society in general meeting;
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Society; and

- (d) may make, vary and repeal policies and Bylaws for the management of the Society provided they are not inconsistent with this Constitution or the Objects.

6.2 Composition of the Board

- (a) The Board consists of up to nine Directors.
- (b) The Board will comprise:
 - (i) up to six Directors elected by the Members under Rule 6.4 (**Elected Directors**); and
 - (ii) up to three Directors appointed by the Board in accordance with Rule 6.6 (**Board-appointed Directors**), other than where the number of Board-appointed Directors is increased under Rule 6.4(d) due to insufficient nominations being received to fill the six Elected Director positions.
- (c) The Directors must appoint the following from amongst their number:
 - (i) a president;
 - (ii) a vice-president;(each an **Office Bearer**) to be decided by the Directors amongst themselves.
- (d) Each Office Bearer must:
 - (i) only hold one Office Bearer position at a time; and
 - (ii) perform the functions of each Officer Bearer role specified in the Bylaws.

6.3 Eligibility for Appointment or Election

- (a) A person is not eligible for appointment or election to the Board under Rule 6.4 or 6.6 if he or she is a Junior Member.
- (b) A person is eligible for appointment or election to the Board under Rule 6.4 or 6.6 if he or she is an Ordinary Member, Honorary Life Member, Life Member, Concession Member or the nominated representative of a Family Member (under Rule 5.3(f)(ii)).

6.4 Elected Directors – Election

- (a) A person is eligible for election to the Board as an Elected Director under this Rule 6.4 only if they have been a Member for not less than three months immediately preceding the date of nomination, and have paid all fees due under Rule 5.6.
- (b) Nominations of candidates for election as Elected Directors:
 - (i) must be made in writing, signed by two Members and accompanied by the written consent of the candidate (which must be endorsed on the nomination form); and
 - (ii) must be given to the Chief Executive Officer not less than 21 days before the date fixed for the Annual General Meeting at which the election is to take place.
- (c) If insufficient nominations are received to fill the six Elected Director positions on the Board, the candidates nominated are taken to be elected.
- (d) If less nominations are received for the Elected Director positions than the number of available positions, any vacant positions remaining on the Board are taken to be vacancies and additional Board-appointed Directors may be appointed by the Board in accordance with Rule 6.6 to fill the vacancies.
- (e) If the number of nominations received is equal to the number of available positions, the persons nominated are taken to be elected.

- (f) If the number of nominations received exceeds the number of available positions, a postal ballot must be held.
- (g) The process for the election of Elected Directors must be conducted in accordance with the Bylaws.

6.5 Elected Directors – Term

- (a) The terms of office for each Elected Director is two years, ending at the close of the second Annual General Meeting after the general meeting at which the Elected Director was elected.
- (b) An Elected Director will be ineligible for election for 12 months after serving three consecutive terms as an Elected Director.

6.6 Board-appointed Directors – Appointment

- (a) A person appointed to the Board must be an Ordinary Member, Life Member, Honorary Life Member, Concession Member, or the nominated representative of a Family Member at the time of appointment.
- (b) Subject to Rule 6.3 and 6.6(a), the Board may appoint any person as a Board-appointed Director in addition to the existing Elected Directors.

6.7 Board-appointed Directors – Term

- (a) The terms of office for a Board-appointed Director is up to two years, as determined by the Board, after which the Board-appointed Director is eligible for re-appointment under Rule 6.6 or election as an Elected Director under Rule 6.4.

6.8 Casual Vacancies

- (a) A vacancy in the office of a Director arises if a Director:
 - (i) ceases to be a Member (including under Rule 5.11);
 - (ii) resigns the office;
 - (iii) is removed from office under Rule 6.9;
 - (iv) suffers from mental or physical incapacity;
 - (v) becomes bankrupt or personally insolvent;
 - (vi) is disqualified from office, or is subject to a disqualification order, under the Act;
 - (vii) is absent without leave of the Board for three consecutive meetings of the Board;
or
 - (viii) is convicted of an offence for cruelty to an Animal.
- (b) If a casual vacancy described in Rule 6.8(a) occurs:
 - (i) amongst the number of Elected Directors, then the Board may, subject to Rule 6.8(c), appoint any person as a Director by resolution with the approval of a simple majority of all remaining Directors; or
 - (ii) amongst the number of Board-appointed Directors, the Board may make an appointment under Rule 6.6.
- (c) A Director appointed under Rule 6.8(b)(i) will hold office for the remainder of the original term of the Elected Director or Board-Appointed Director they replaced, after which time he or she is eligible for appointment as an Elected Director.

6.9 Removal of Director

The Society may by Special Resolution passed in general meeting remove any Director before the end of the Director's term of office.

7. Proceedings of the Board

7.1 Board Meetings and Quorum

- (a) The Board must meet not less than four (4) times a year at the place and time that the Board may decide.
- (b) A Director or the Chief Executive Officer may at any time call a meeting of the Board.
- (c) Notice of a meeting of the Board:
 - (i) must be given by the Chief Executive Officer to each Director at least 48 hours (or any other period that may be unanimously agreed by the Board) before the time appointed for the holding of the meeting;
 - (ii) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that Directors present at the meeting unanimously agree to treat as urgent business; and
 - (iii) may be oral or written and can be given using any technology consented to by all of the Directors.
- (d) The quorum for conduct of Board meetings is four Directors. The quorum must be present at all times during the meeting.
- (e) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, a discussion may proceed, provided that no decisions or resolutions may be passed other than at a meeting where a quorum is present.
- (f) At meetings of the Board:
 - (i) the president or, in the absence of the president, the vice-president presides as the chairperson of the Board meeting; or;
 - (ii) if the president and the vice-president are absent, the Directors present must elect one of their number to act as chairperson at the Board meeting.

7.2 Voting and Decisions

- (a) Questions arising at a meeting of the Board will be decided by a majority of the Directors present and voting.
- (b) Each Director voting is entitled to one vote. However, if the votes on any question are equal, the person presiding under Rule 7.1(f) may exercise a second or casting vote.

7.3 Delegation to Subcommittees

- (a) The Board may, in writing, delegate any of its powers, other than those which by law must be dealt with by the Board, to a committee or committees (each a **Subcommittee**), subject to such terms and conditions as the Board considers fit.
- (b) The Board may:
 - (i) at any time amend or revoke any delegation of power under Rule 7.3(a); and
 - (ii) continue to exercise any function delegated under Rule 7.3(a).

- (c) At least one member of each Subcommittee must be a Director.
- (d) Any act or thing done by a Subcommittee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done by the Board.
- (e) Meetings of any Subcommittee will be governed by the provisions of this Constitution and Bylaws 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 Subcommittee member was a Director.

7.4 Payments to Directors

No payment will be made to any Director, other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director; or
- (b) of proper remuneration for any service rendered to the Society by the Director in a professional or technical capacity, other than in his or her capacity as Director,

which has been previously agreed between the Society (ie, the Chief Executive Officer, Chair or through resolution of the Board) and the Director.

7.5 Directors not to be Volunteers

A Director must not volunteer for the Society except with the leave of the Board.

8. Chief Executive Officer

- (a) The Board may appoint a Chief Executive Officer for the period and on the terms and conditions (including as to remuneration) as determined by the Board.
- (b) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to the Chief Executive Officer, upon terms and conditions and with any restrictions they see fit.
- (c) The Directors may revoke or vary any delegation under Rule 8(b).
- (d) Any powers delegated under Rule 8(b) may be exercised concurrently with, or to the exclusion of, the powers of the Directors.
- (e) The Chief Executive Officer, unless the Board resolves otherwise from time to time, is entitled to attend all meetings of the Board and general meetings, but is not entitled to vote.
- (f) The Chief Executive Officer must cause accurate minutes to be made and kept of:
 - (i) all general meetings;
 - (ii) all meetings of the Board; and
 - (iii) meetings of Subcommittees (if any).
- (g) The Board may, subject to the terms of the Chief Executive Officer's employment contract, suspend, remove or dismiss the Chief Executive Officer.

9. General Meetings

9.1 Member

In Rules 9.5, 9.7, 9.8 and 9.9, **Member** includes a Member present in person or by proxy.

9.2 Annual General Meetings

- (a) The Society must hold an Annual General Meeting:

- (i) at least once in each calendar year and within five months after the end of each Financial Year;
 - (ii) on the date and at the place and time determined by the Board; and
 - (iii) in accordance with the Act.
- (b) The business of an Annual General Meeting may include:
- (i) any of the following matters, even if not referred to in the notice of meeting under Rule 9.4:
 - (A) confirming the minutes of the last Annual General Meeting and of any general meeting held since that meeting;
 - (B) receiving from the Board reports on the activities of the Society during the last financial year;
 - (C) declaring the results of the ballot of the election of Elected Directors;
 - (D) receiving and considering the statement of accounts and the reports that are required to be submitted to Members under the Act.
 - (ii) any business which under this Constitution or the Act is required to be transacted at an Annual General Meeting; and
 - (iii) any other business which may lawfully be transacted at a general meeting.
- (c) An Annual General Meeting must be specified as such in the notice calling it in accordance with Rule 9.4.

9.3 Calling General Meetings

- (a) A general meeting of the Society:
- (i) may be called whenever the Board considers it appropriate; or
 - (ii) must be called by the Board at the request, in accordance with Rule 9.3(b), of not less than 10% of the total number of Members calculated as at midnight before the day on which the request is made.
- (b) A request of Members for a general meeting:
- (i) must state the purpose or purposes of the meeting;
 - (ii) must be in writing and signed by the Members making the request;
 - (iii) must be lodged with the Chief Executive Officer; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (c) If the Board fails to call a general meeting within one month after the date of the request by Members for the meeting, any one or more of the Members who made the requisition may call a general meeting to be held not later than three months after that date.
- (d) A general meeting called by a Member or Members mentioned in Rule 9.3(c) must be called as nearly as is practicable in the same way as general meetings are called by the Board.

9.4 Notice to Members

- (a) Except as permitted by the Act, a general meeting must be called:

- (i) if the nature of the business proposed to be dealt with at the meeting does not require a special resolution, at least 14 days before the date fixed for the holding of the general meeting; or
 - (ii) if the nature of the business proposed to be dealt with at the meeting requires a special resolution, at least 21 days before the date fixed for the holding of the general meeting.
- (b) A notice calling a general meeting must:
- (i) be given to the persons specified in Rule 12.2;
 - (ii) 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);
 - (iii) state the general nature of the business proposed to be transacted at the meeting; and
 - (iv) if a special resolution also is to be proposed, state the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice calling a general meeting may be transacted at the meeting, except for at an Annual General Meeting.
- (d) A Member desiring to bring any business before a general meeting may give 28 days' written notice of that business to the Chief Executive Officer who must include that business in the next general meeting notice.

9.5 Procedure and Quorum

- (a) No business may be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) A quorum of Members is ten (10) Members present in person or by proxy who are entitled under this Constitution to vote at a general meeting.
- (c) Unless the Chairperson in its discretion determines otherwise, only Members are entitled to attend general meetings including the Annual General Meeting.

9.6 Chair

- (a) The President, or in the absence of the President, the Vice-President, presides as the Chair at each general meeting of the Society.
- (b) If the President and the Vice-President are absent from a general meeting, the Directors present must elect one of their number to act as Chair at the meeting.

9.7 Adjournment of Meeting

If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present:

- (a) the general meeting will stand adjourned for one hour at the same place, or to another day, time and place determined by the Board;
- (b) during the period of adjournment the Chief Executive Officer will take all reasonable steps to obtain attendance of further Members; and
- (c) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the start of the general meeting, the Members present (being not less than 5) constitute a quorum.

9.8 Making of Decisions

- (a) A question arising at a general meeting of the Society is to be decided on a show of hands unless a poll is demanded.
- (b) Unless a poll is demanded:
 - (i) a declaration by the chairperson that a resolution has, on a show of hands, been carried, carried by a particular majority or lost; or
 - (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 recorded in favour of or against that resolution.
- (c) A poll may be demanded by the person presiding or by not less than three Members present in person.
- (d) If a poll is demanded at a general meeting, the poll must be taken:
 - (i) immediately, if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (ii) in any other case, in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- (e) The demand for a poll may be withdrawn.
- (f) The chairperson may determine any dispute about the admission or rejection of a vote, and such determination, if made in good faith, will be final and conclusive.

9.9 Voting

- (a) Subject to Rule 9.9(c), a Member entitled to vote has one vote only.
- (b) All votes must be given personally or by proxy.
- (c) If the votes on a question at a general meeting are equal, the Chairperson is entitled to exercise a second or casting vote.

9.10 Proxies

- (a) Each Member is entitled to appoint another person as proxy:
 - (i) in a form approved by the Board from time to time;
 - (ii) no later than 48 hours before the time of the meeting for which the proxy is appointed; and
 - (iii) by giving notice to the Chief Executive Officer at a place, facsimile number or electronic address specified for that purpose in the notice of meeting.
- (b) A proxy:
 - (i) must be a Member;
 - (ii) may be appointed for all general meetings or for any number of general meetings or for a particular purpose;
 - (iii) is valid at an adjourned general meeting;
 - (iv) may demand, join in demanding and/or vote on a poll; and
 - (v) 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.

- (c) If:
 - (i) a Member nominates the Chairperson of the meeting as the Member's proxy;
 - (ii) a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given; or
 - (iii) there is otherwise a default in the appointment according to the terms of the proxy form,

then the person acting as Chairperson in respect of an item of business at the general meeting must act as proxy under the appointment in respect of that item of business.

- (d) A vote cast in accordance with an appointment of proxy is valid even if, before the vote was cast, the appointor:
 - (i) died;
 - (ii) became mentally incapacitated; or
 - (iii) revoked the proxy or power,

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

10. Funds

10.1 Source of Funds

The funds of the Society are to be derived from annual Membership fees, donations, operational activities, fundraising events and other sources as the Board determines.

10.2 Income and Property of Society

- (a) The income and property of the Society will only be applied towards the promotion of the Objects, and the Society will not be carried on for the profit or gain of the Members, neither while it is operating nor on a winding up.
- (b) No income, profit or assets (whether in money, property or other benefits) will be paid, distributed or transferred directly or indirectly to any Member, except subject to Rule 7.4, for payments to a Member as genuine compensation for services provided to, or reasonable expenses incurred on behalf of, the Society, or such other payments, distributions or transfers as may be permitted by the Applicable Not-for Profit Laws.

10.3 Funds Management

- (a) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (b) All payments by the Society, whether by cheque, other negotiable instrument, debit to an account or an electronic transfer of funds must:
 - (i) only be drawn on the Society's bank account if the expenditure has been authorised by the Board; and
 - (ii) be executed by any other person or persons authorised by the Board, including the Chief Executive Officer and/or employees of the Society,

10.4 Preparation of Annual Accounts

The Board must ensure:

- (a) that the annual statement of accounts of the Society are prepared in accordance with the Act and with proper accounting practices appropriate for the Society; and

- (b) that the annual statement of accounts are presented to the Annual General Meeting in accordance with the Act.

10.5 Audit of Accounts

The Board must, in accordance with the Act, cause:

- (a) the annual statement of accounts of the Society to be audited each Financial Year; and
- (b) an auditor's report to be produced.

10.6 Public Fund

- (a) All other Rules are subject to this Rule 10.6.
- (b) The Society must maintain, for the promotion and pursuit of the Objects, a public fund in a separate bank account (**Public Fund**):
 - (i) to which gifts of money or property for that purpose are to be made; and
 - (ii) to which contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for that purpose are to be made; and
 - (iii) to which any money received because of such gifts or contributions is to be credited, and interest received on any such money;
 - (iv) that does not receive any other money or property;
 - (v) which operates on a non-profit basis as required by the Tax Act; and
 - (vi) which complies with any other requirements specified in Subdivision 30-BA of the Tax Act.
- (c) The Public Fund is to be managed by a **Public Fund Committee** of not less than 3 persons, as appointed by the Board. The Board must ensure that the majority of the Public Fund Committee are persons who have a degree of responsibility to the general community. The Board can appoint persons from the community at large to the Public Fund Committee.
- (d) The Public Fund Committee controls and is responsible for the Public Fund and will establish clear accounting procedures for the Public Fund.
- (e) The Society must seek gifts, contributions or donations of money or property from the public.
- (f) If the Society accepts a gift, contribution or donation of money or property, the Society must give the donor a receipt in the name of the Fund, and otherwise comply with all applicable laws in relation to any such gift, contribution or donation, including without limitation (if and to the extent applicable) the Applicable Not-for-Profit Laws.
- (g) In the event of the winding up of the Public Fund or revocation of endorsement as a deductible gift recipient, any surplus assets remaining after the payment of liabilities of the Public Fund must be transferred to another organisation or fund with similar purposes to which income tax deductible gifts can be made, or otherwise dealt with in accordance with Rule 14.
- (h) The Australian Tax Office will be advised if there are any changes to the Public Fund rules.

10.7 Financial Year

The Financial Year is the period commencing on 1 July in each year and ending on 30 June of the following year.

11. Records

11.1 Custody

- (a) The accounting and financial records of the Society will be maintained in accordance with the Act and kept in the custody of the Society.
- (b) The Board must provide for the safe custody of all other records (books, photographs, securities, documents including investigations or prosecutions and agendas or minutes of meetings) of the Society.

11.2 Request for Access

- (a) The Society must make:
 - (i) the Register; and
 - (ii) the auditor's report produced under Rule 10.5,
available for inspection by Members at reasonable times to be determined by the Board.
- (b) The Society must make the Register available for inspection at:
 - (i) the address of the Public Officer;
 - (ii) the registered office of the Society; or
 - (iii) any other place in the Australian Capital Territory nominated by the Board,
and must publish the place where the Register is available for inspection in each annual return.
- (c) Notwithstanding Rules 11.2(a) and 11.2(b), and except as otherwise required by the 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, records and books of the Society will be open for inspection by Members other than Directors.

12. Notices

12.1 Service of Notice

- (a) The Society may serve a notice on a person who is entitled to notice under this Constitution by:
 - (i) serving it on the person;
 - (ii) sending it by post to the person at:
 - (A) the person's address shown in the Register; or
 - (B) the address supplied by the person to the Society for sending notices to the person; or
 - (iii) by sending it to a facsimile number or electronic address nominated by the person.
- (b) A document sent by post to an address:
 - (i) in Australia, by ordinary post, is taken to have been received on the second business day after the date of its posting; or

- (ii) outside Australia, by airmail, is taken to have been received on the fourth business day after the date of its posting.
- (c) If a document is sent by facsimile or electronic transmission, delivery of the document is taken to be effected by properly addressing and transmitting the facsimile or electronic transmission, and to have occurred on the business day following its despatch (except if transmitted after 5.00pm in which case it is taken to be served the next day).

12.2 Persons Entitled to Notice

- (a) Notice of every general meeting must be given to:
 - (i) every Member;
 - (ii) Chief Executive Officer; and
 - (iii) the Auditor.
- (b) No other person is entitled to receive notice of a general meeting.

13. Miscellaneous

13.1 Bylaws

- (a) The Board have the power from time to time to make, amend and repeal such Bylaws as are in its opinion necessary and desirable for the proper control, administration and management of the Society's affairs (**Bylaws**).
- (b) The Bylaws:
 - (i) must be approved by the Board;
 - (ii) must not be inconsistent with this Constitution;
 - (iii) when in force, are binding on all Members and have the same effect as this Constitution; and
 - (iv) are publicly available documents.
- (c) The Board will adopt such measures as it deems appropriate to bring to the notice of Members all Bylaws, amendments and repeals.

13.2 Alteration of Objects and Constitution

The Objects and this Constitution may only be altered in accordance with the Act.

13.3 Common Seal

- (a) The Common Seal of the Society must be kept in the custody of the Chief Executive Officer.
- (b) The Common Seal must not be attached to any instrument except by the authority of the Board and the attaching of the Common Seal must be attested by the signatures of either two Directors or one Director and the Secretary.

13.4 Public Officer

- (a) The public officer in office on the date this Constitution becomes effective continues in office subject to this Constitution.
- (b) The Board may, in accordance with the Act, appoint or remove any person who is at least 18 years of age and a resident of the Australian Capital Territory, to the position of public officer.

- (c) If a vacancy occurs in the office of the public officer of the Society, the Board must, within 14 days after the vacancy occurred, appoint a person to fill the vacancy.

14. Dissolution

14.1 Special Resolution to Dissolve

The Society may be dissolved at any time by a special resolution passed at a general meeting.

14.2 No Distribution of Property to Members

- (a) Subject to Rule 14.3, if upon the dissolution or winding up of the Society, after the satisfaction of all of its debts and liabilities, there remains any surplus property, the surplus will not be paid to, transferred or distributed amongst the Members.
- (b) Subject to Rule 14.3, any surplus property must be given or transferred to a fund, authority or institution:
 - (i) to which income tax deductible gifts can be made, and;
 - (ii) having objects and activities similar in whole or in part to the Objects and activities of the Society, or;
 - (iii) having some charitable purpose as the meeting resolving upon winding up and dissolution or any subsequent meeting may determine, or;
 - (iv) where there is no determination, as required by law.

14.3 Winding Up or Revocation of Endorsement as a Deductible Gift Recipient

- (a) If the Society is dissolved or wound up the amount that remains after such winding up or dissolution and the satisfaction of all debts and liabilities will be transferred to any of the entities identified at Rule 14.3(c) , as determined by the Members of the Society, so long as it is not carried on for the profit or gain of its Members and has solely charitable purposes.
- (b) If the endorsement of the Society as a deductible gift recipient is revoked or otherwise ceases, the Society must transfer to an entity in Rule 14.3(c) as determined by the Members of the Society, any surplus representing:
 - (i) gifts of money or property for the principal purpose of the Society;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Society, and;
 - (iii) money received by the Society because of such gifts and contributions.
- (c) The entities for the purposes of this Rule are:
 - (i) The Royal Society for the Prevention of Cruelty to Animals (Victoria) ABN 56 749 449 191;
 - (ii) The Royal Society for the Prevention of Cruelty to Animals, New South Wales ABN 87 000 001 641;
 - (iii) The Royal Society for the Prevention of Cruelty to Animals Western Australia (Incorporated) ABN 77 620 418 137;
 - (iv) Royal Society for the Prevention of Cruelty to Animals (South Australia) Incorporated ABN 60 740 135 753;
 - (v) The Royal Society for the Prevention of Cruelty to Animals (Queensland) Inc ABN 74 851 544 037;

- (vi) RSPCA (Tasmania) Incorporated ABN 71 723 781 546; and
- (vii) RSPCA Darwin Regional Branch Incorporated ABN 42 603 546 873.

14.4 Limited Liability

The liability of a Member to contribute towards the payment of the debts and liabilities of the Society, or the costs, charges and expenses of its winding up, is limited to the amount, if any, unpaid by the Member in respect of Membership fee under Rule 5.5.

15. Transitional Provisions

15.1 Adoption of this Constitution

- (a) This Constitution comes into force and has full effect immediately following the adoption of a Special Resolution passed at a general meeting, and subsequent registration by the Australian Capital Territory's Office of Regulatory Services (or relevant regulatory body).
- (b) Thereafter this Constitution may only be revoked or altered as set out in Rule 13.2.

15.2 Membership to be Continuous

All Members of The Royal Society for the Prevention of Cruelty to Animals (ACT) Inc admitted prior to the adoption of this Constitution will be Members in the same class of Membership as they held prior to the adoption, and their original period of Membership will not be interrupted.

15.3 Elected Directors - Transitional arrangements

- (a) 2015 AGM
 - (i) The Term of all Elected Directors will end at the close of the 2015 Annual General Meeting.
 - (A) If the Elected Director(s) have served less than three consecutive terms, they are eligible to nominate for re-election at the 2015 Annual General Meeting.
 - (B) If the Elected Director(s) have served three or more consecutive terms, they will be ineligible for election for 12 months, in accordance with Rule 6.5(b).
 - (ii) The term of all Elected Directors elected at the 2015 Annual General Meeting will end at the close of the second Annual General Meeting after their election (ie, the 2017 Annual General Meeting) and, subject to Rule 6.5(b), they are eligible to nominate for re-election.
- (b) 2016 AGM
 - (i) No elections are forecast for the 2016 Annual General Meeting, as a result of the Elected Directors elected at the 2015 Annual General Meeting having a two year term.