

LIFE FOR ALL CREATURES LTD CONSTITUTION

1. TERMS AND DEFINITIONS

In these regulations, the word “Company” refers to “Life For All Creatures Ltd” unless inconsistent with the context.

The abbreviation “LFAC” refers to “Life For All Creatures Ltd”.

The terms “director” and “board member” are equivalent, and are used interchangeably.

“The Law” means the Corporations Law. When any provision of the Law is referred to the reference is to such provision as modified by any statute for the time being in force. Unless the context requires, expressions defined in the Law or any statutory modification thereof in force at the date at which these regulations become binding on the Company shall have the meanings so defined.

“Regulations” means the regulations made by the board of directors.

2. PRELIMINARY

The Company is formed as a not-for-profit organization and is established to:

- i) Provide or help provide food, shelter and protection for all animal and bird species domesticated or wild
 - ii) Provide or help provide medical treatment for injured and maltreated animal and bird species
 - iii) Promote public understanding of correct animal and bird welfare
 - iii) Educate the public, especially school children, in correct handling and management of animals and birds.
- a) In pursuance of this purpose each member of the Company undertakes to contribute to the property of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One Dollar.
 - b) In the event of the Company being wound up or deregistered, the amount that remains after such winding-up or deregistration and the satisfaction of all debts and liabilities shall be transferred to other organisations with similar purposes which are not carried on for the profit or gain of its individual members.

- c) True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting, the same that may be imposed in accordance with the Constitution of the Company for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one of more properly qualified auditors who shall report to the members in accordance with the provision of the Corporations law.

2. APPLICATION OF INCOME AND PROPERTY

- a) The Income and Property of the Company however derived will be applied solely towards the promotion of the aims and objectives of the Company as set out in this constitution, and no portion of the Income of the property of the Company will be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit to members of the Company.
- b) When required, the Company will establish a special trust bank account wherein public donations will be receipted and banked and used solely for the benefit of the animals and birds as distinct from the normal running cost of the Company.

3. MEMBERS

- a) The number of members with which the Company proposes to be registered is 3 but the directors may from time to time register an increase of members.
- b) The subscribers to this constitution and such other persons as the directors shall admit to membership shall be members of the Company subject to the constitution.
- c) A person who applies and is approved for membership as provided in the Constitution is eligible to be a member of the Company on payment of the annual subscription payable under the Constitution.
- d) A person who is not a member of the Company at the time of the incorporation of the Company (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
 - i) he or she applies for membership in writing; and
 - ii) the admission as a member is approved by the board of directors
- e) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

- f) If the board of directors rejects an application, the board of directors must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- g) A right, privilege, or obligation of a person by reason of membership of the Company-
 - i) is not capable of being transferred or transmitted to another person; and
 - ii) terminates upon the cessation of membership whether by death or resignation or otherwise.
- h) A member of the Company who has paid all moneys due and payable by a member to the Company may resign from the Company by giving notice of their resignation in writing, or by informing the board of directors in person at any meeting of the board. In the latter case, the board shall confirm in writing to the retiring member their acceptance of said resignation.
- i) Subject to the constitution, if the board of directors is of the opinion that a member has refused or neglected to comply with the constitution or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Company, the board of directors may by resolution-
 - i) fine that member an amount not exceeding \$100; or
 - ii) suspend that member from membership of the Company for a specified period; or
 - iii) expel that member from the Company.
- j) If the board of directors have made a resolution pursuant to clause 3 i) the board of directors must, as soon as practicable, cause to be given to the member a written notice:
 - i) setting out the resolution of the board of directors and the grounds on which it is based; and
 - ii) stating that the member may appeal to the Company in general meeting against the resolution, provided however that any notice of appeal must be received by the board of directors within 7 days after its receipt by the member; and
 - iii) informing the member that he or she may do one or both of the following-
 - i. attend that meeting;
 - ii. give to the board of directors before the date of that meeting a written statement seeking the revocation of the resolution;
- k) If the board of directors receives a notice under clause 3 j), the board of directors must convene a general meeting of the Company to be held within 3 months after the date on which the notice was received.
- l) At a general meeting of the Company convened under clause 3 k):

- i) the board of directors may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - ii) the member, or his or her representative, must be given an opportunity to be heard; and
 - iii) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- m) The annual subscription shall be an amount determined by the board of directors from time to time and is payable in advance on or before 1 July in each year.

4. GENERAL MEETINGS

- a) A general meeting shall be held at least once every calendar year, except in the first year of incorporation, and not more than fifteen months after the holding of the last preceding general meeting (as the case may be) the incorporation of the Company, at such time and place as the directors appoint.
- b) The above mentioned general meeting shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.
- c) The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Law.

5. NOTICE OF GENERAL MEETINGS

- a) Subject to the provisions of the Law, 14 days notice at the least (exclusive of the date on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in the manner hereinafter mentioned, or in such other manner (if any) as is prescribed by the Company in general meeting, to such persons as are under the constitutions of the Company entitled to receive such notices from the Company; but, with the consent of all of the members entitled to receive notice of any particular meeting, that meeting may be convened by such shorter notice and in such manner as those members think fit.
- b) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

6. SPECIAL BUSINESS

All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the

consideration of the accounts, balance sheets, and the reports of the directors and auditors prescribed by the Law, and the election of directors and other officers in the place of those retiring.

7. PROCEEDINGS AT GENERAL MEETINGS

- a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum will be 3 members entitled to vote plus:-
 - i) If the active membership exceeds 50 but does not exceed 200, 1 additional member for each ten members after the first 50 members.
 - ii) If the active membership exceeds 200, the additional members as referred to in paragraph a) plus 1 additional member for each 50 members after the first 200.
- b) If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members shall be dissolved.
- c) The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the Company.
- d) If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the members present may choose some one of their number to be the chairman.
- e) The chairman may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fifteen days or more at any one time notice for the adjourned meeting shall be given as in the case of an ordinary meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- f) Subject to clause 7 g), at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes in favour of or against the resolution.

hereby appoint _____ of

as my proxy to vote for me and on my behalf at the (ordinary or extraordinary as the case may be) general meeting, of the Company to be held on

the _____ day of _____ and at any adjournment thereof..

Signed this _____ day of _____ 200 ”

- g) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

9. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

10. DIRECTORS

- a) There shall be a minimum of 3 directors-
- b) The Directors shall not be paid by way of remuneration for their services provided that:-
- i) Reimbursement of out of pocket expenses incurred in carrying out the duties of a director shall be paid where the payment does not exceed the amount previously approved by the Board; or
 - ii) Payment for any service rendered to the Company in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
 - iii) Payment is as an employee of the company where the terms of employment have been approved by the resolution of the Board.

11. POWERS AND DUTIES OF DIRECTORS

- a) The business of the Company shall be managed by the directors who may pay out of the funds of the Company all expenses incurred in setting up and registering

the Company, and may exercise all such powers of the Company as are not required by the Law or this Constitution to be exercised by the Company in general meeting, subject nevertheless to these regulations, to the provisions of the Law and such regulations, being not inconsistent with the aforesaid regulations or provisions, as are prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

- b) The directors shall cause minutes to be made:-
- i) of all appointments of officers;
 - ii) of the names of the directors present at each meeting of the Company and of the directors;
 - iii) of all resolutions and proceedings at all meetings of the Company, and of the directors.

Such minutes shall be voted on as a true record or otherwise by the directors at the next succeeding meeting, and signed by the chairman of the meeting.

12. THE SEAL

The seal of the Company shall not be affixed to any instrument, except by the authority of a resolution of the board of directors and in the presence of a director and another director or the secretary or such other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

13. DISQUALIFICATION OF DIRECTORS

The office of director shall be vacated if the director:

- i) without the consent of the Company in general meeting holds any other office of profit under the Company; or
- ii) becomes bankrupt or insolvent; or
- iii) becomes prohibited from being a director by reason of any order made under the Law; or
- iv) becomes of unsound mind; or
- v) resigns his office; or
- vi) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Law.

A director may vote in respect of any contract or proposed contract in which he is interested or any matter arising thereof once he has declared his interest, subject to the approval of the remaining directors.

14. APPOINTMENT OF DIRECTORS

- (a) Any casual vacancy occurring in the board of directors may be filled by the board at their discretion.
- (b) At every general meeting of the Company, all of the directors shall retire from office.
- (c) At the general meeting at which a director retires the members present may fill up the office vacated by a director by electing a member thereto, and in default the retiring director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill such vacated office.
- (d) Retiring members shall be eligible for re-election.
- (e) The Company may from time to time in general meeting increase or reduce the number of directors.

15. PROCEEDINGS OF DIRECTORS

- a) The directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Resolutions arising at any meeting shall not be passed unless the votes in favour exceed those votes against the resolution. The chairman shall have a vote. A director may at any time summon a meeting of the directors.
- b) The quorum necessary for the transaction of the business of the directors shall be half the number of directors.
- c) The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of directors, the continuing directors may act for the purpose of summoning a meeting of members or of a class of members of the Company or for obtaining an instrument in writing from members or a class of members appointing a new director, but for no other purpose.
- d) The directors may elect a chairman of directors' meetings and determine the period for which he is to hold office; but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be acting chairman of the meeting, any such acting chairman may exercise any vote to which he might otherwise be entitled.
- e) The directors may delegate any of their powers to committees consisting of such member or members of their body as they shall think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that are imposed on it by the directors.
- f) A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time

- appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
- g) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes the resolution shall be deemed to have been rejected.
 - h) All acts done by any meeting, of directors or of a committee of directors, or by any person acting, as a director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a director.
 - i) At any meeting of directors each director shall have one vote and a resolution of directors shall not be passed unless the votes cast in favour of the resolution exceed the votes against the resolution.

16. ALTERNATE DIRECTORS

- a) A director may with the approval of the other Directors, appoint a person (whether a member of the Company or not) to be an alternate Director in his or her place during such period as he or she thinks fit.
- b) An alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her stead.
- c) An alternate Director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate Director shall be deemed to be the exercise of the power by the appointor.
- d) An alternate Director is not required to have any membership qualifications.
- e) The appointment of an alternate director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternate director has not expired, and terminates in any event if the appointor ceases to hold office as a Director.
- f) An appointment, or the termination of an appointment, of an alternate Director shall be effected by a notice in writing signed by the Director who makes the appointment and served on the Company.

17. ELECTRONIC MEETINGS OF DIRECTORS

- a) Without limiting the generality of paragraph 15 a) a meeting of Directors may be called or held using any technology consented to by all the Directors. A consent of a Director for the purposes of this paragraph may be a standing one. A Director may only withdraw his consent within a reasonable time before the meeting of Directors.

- b) For the purposes of this constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors shall not be less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provision of this constitution as to meeting of Directors shall apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:-
- i) All the Directors for the time being entitled to receive notice of the meeting of Directors (including any alternate for any Director) shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any manner permitted by this Constitution: and
 - ii) Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part in the commencement of the meeting.
- c) A Director may not leave the meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he has previously expressly notified the Chairman of the meeting of his intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his leaving the meeting.
- d) A minute of the proceedings at meetings held by instantaneous communication device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting.
- e) For the purpose of this Article “instantaneous communication device” shall include telephone, television or any other audio and/or visual device which permits instantaneous communication.

18. ACCOUNTS

- a) The directors shall cause kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of the Company.
- b) The books of account shall be kept at the registered office of the Company, or at such other place or places as the directors think fit and shall always be open to the inspection of the directors.
- c) The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, no member (not being a director) shall have any right of

- inspecting any account or book or document of the Company except as conferred by statute or authorized by the directors or by the Company in general meeting.
- d) The directors shall from time to time in accordance with the Law cause to be prepared and to be laid before such profit and loss accounts, balance sheets and reports as are required by the Law.
 - e) A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Company in general meeting together with a copy of the auditors' report shall not less than 14 days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the Company.

19. AUDIT

Auditors shall be appointed and their duties regulated in accordance with the provision of the Law.

20. NOTICES

- a) A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or to the address (if any, including electronic email addresses) supplied by him to the Company for the giving of notices to him.
- b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing preparing and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- c) Notice of every general meeting shall be given in some manner hereinbefore authorized to every member. No other persons shall be entitled to receive notices of general meeting, other than the auditor for the time being and the chairman of directors.
- d) The constitution must not be altered except as provided by the Law.

21. WINDING UP OR DEREGISTRATION OF THE COMPANY

The Company may be dissolved by a special resolution of members at a meeting of the company members.