

CONSTITUTION

OF

WORLD ANIMAL PROTECTION LIMITED ACN 083 297 027

**(incorporating amendments passed at the annual general meetings held 6 May 2004, 24 April
2009 and 23 May 2014)**

Corporations Act
Company Limited by Guarantee
CONSTITUTION
OF
WORLD ANIMAL PROTECTION LIMITED

NAME

1. The name of the Company is World Animal Protection Limited.

OBJECTS

2. The objects of the Company are to promote effective means for the protection of animals, for the prevention of cruelty to and the relief of suffering to animals, and in furtherance of these purposes:
 - a. To promote co-operation among animal protection societies on an international scale and to undertake and promote the conservation and protection of animals in any part of the world.
 - b. To maintain effective liaison and to seek co-operation with local organisations having similar objects.
 - c. To obtain international status for the cause of animal protection and to seek recognition and representation on suitable bodies.
 - d. To advance the aims of the Company by seeking the support and advice of all available moral, educational, legislative and scientific institutions.
 - e. To encourage and develop by humane education individual responsibility for the protection of animals, including the relief of suffering whenever possible.
 - f. To set up a public fund called the World Animal Protection Public Fund under this Constitution for the specific purpose of the protection of animals, prevention of animal cruelty and relieving animal suffering in every part of the world.

LIABILITY

3. The liability of the Member is limited.

UNDERTAKING

4. The Member of the Company undertakes to contribute to the assets of the Company if the Company is wound up during the time it is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time it ceased to be a Member and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding \$10.00.

INCOME AND PROPERTY

5. The Company's income and property shall be applied solely towards the promotion of the Company's objects as set out in this Constitution. No part of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Company. However, this clause shall not prevent:
- a. The payment in good faith of remuneration to any employee of the Company or to the Member or other person in return for any services actually rendered to the Company;
 - b. The payment to a director of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board;
 - c. The payment to a director for any service rendered to the Company in a professional or technical capacity 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;
 - d. the payment to a director as an employee of the Company where the terms of employment have been approved by a resolution of the Board;
 - e. the payment to the Member of interest at a rate not exceeding the lowest rate paid for the time being by banks in New South Wales in respect of term deposits on any money borrowed from the Member for the purpose of the Company;
 - f. the payment to the Member of reasonable market rent for premises leased by the Member to the Company.

THE BOARD

6. The Board consists of the Directors, comprising not less than 3 in number, appointed by resolution of WSPA.

BOARD QUORUM

7. The quorum necessary for the transaction of the business of the Board is a majority of the Directors.

WINDING UP

8. If, on the Company's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must not be distributed to the Member but must be given to some other similar charitable institution or institutions, provided such other charitable institution or institutions:
 - a. have objects similar to the Company's objects; and
 - b. prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the Company under Clause 5.

Such institution or institutions is to be determined by the Member of the Company at or before the time of dissolution and, in default, by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court or any other Court as may have or acquire jurisdiction in the matter.

If effect cannot be given to this provision, then such property must be given to some charitable object, which prohibits the payment of any income or property to its members.

CHANGES TO CONSTITUTION

9. No addition, alteration or omission may be made to or from the previous clauses of this Constitution unless the same have been previously submitted to and approved by the Company and then only by special resolution of the Member.

DEFINITIONS

10. In this Constitution, the following words and expressions have the meanings indicated unless the context requires otherwise.

“Auditor” means the Company's auditor.

“Board” means the Company's Board of Directors assembled at a meeting of Directors in accordance with this Constitution.

"Chairman" means any person appointed by the Board to perform the duties of a chairman of the Company in accordance with this Constitution.

“Company” means World Animal Protection Limited ACN 083 297 027.

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

"Deputy Chairman" means any person appointed by the Board to perform the duties of a deputy chairman of the Company in accordance with this Constitution.

“Director” means a director of the Company.

“Insolvency Event” occurs where:

- (i) an application or order is made; proceedings are commenced; a resolution is passed or proposed in a notice of meeting or application; an application to a court is made or other steps are taken for:
 - (A) the winding up, dissolution or external administration of the Company-;
 - (B) the Company entering into any arrangement, compromise or composition with or assignment for the benefit of its creditors or any class of them; or
- (ii) the appointment of a controller, receiver, receiver and manager, official manager or other external administrator is made by the Company.

“Member” means the entity shown as a member on the Company’s register of members.

“Constitution” means the Constitution of the Company as amended from time to time.

“Notice” includes all written communications to Members.

“Office” means the Company’s registered office.

“Register” means the Company’s register of members.

“Registered address” means the last known address of a Member as noted in the Register.

“Seal” means the Company’s Common Seal (if any).

“Secretary” means any person appointed by the Board to perform the duties of a secretary of the Company and includes an Honorary Secretary.

“the Fund” means the public gift fund to be set up by the Company.

"WSPA" means the World Society for the Protection of Animals trading as World Animal Protection, a charitable organisation incorporated under the laws of England and Wales Charity Registration No. 1081849.

INTERPRETATION

- 11. a. Words importing the singular number include the plural and the converse applies.
- b. Words importing any gender include all other genders.
- c. Words importing persons include corporations, companies, associations and institutions.
- d. A reference to the Corporations Act is a reference to the Corporations Act as modified or amended from time to time.

- e. Unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution.

APPLICATION OF CORPORATIONS ACT

- 12. Unless the contrary intention appears in this Constitution:
 - a. an expression in this Constitution has the same meaning as in that part of the Corporations Act which deals with the same matter as this Constitution; and
 - b. an expression which is given a general meaning by the Corporations Act has the same meaning in this Constitution.

MEMBERSHIP

- 13. The sole Member is WSPA or such other a body corporate nominated by WSPA.
- 14. [Deleted].
- 15. [Deleted].

WHEN MEMBERSHIP CEASES

- 16. A Member immediately ceases to be a Member if the Member:
 - i. [deleted];
 - ii. resigns as a Member by giving written notice to the company provided that WSPA first nominates such other body corporate as the sole Member in substitution of the Member;
 - iii. Clause 16 iii. was deleted by special resolution passed at the annual general meeting held on 24 April 2009;
 - iv. [deleted];
 - v. becomes subject to an Insolvency Event;
 - vi. [deleted]; or
 - vii. [deleted].
- 17. [deleted].
- 18. [deleted].

19. Rule 19 was deleted by special resolution passed at the annual general meeting held on 6 May 2004.
20. Rule 20 was deleted by special resolution passed at the annual general meeting held on 6 May 2004.
21. Rule 21 was deleted by special resolution passed at the annual general meeting held on 6 May 2004.
22. Rule 22 was deleted by special resolution passed at the annual general meeting held on 6 May 2004.
23. Rule 23 was deleted by special resolution passed at the annual general meeting held on 6 May 2004.
24. Rule 24 was deleted by special resolution passed at the annual general meeting held on 6 May 2004.

RESOLUTION OF SOLE MEMBER

25. The sole Member may pass a resolution of the Company by recording it and signing the record.

[CLAUSES 26-39 were deleted.]

MANAGEMENT OF THE COMPANY

40. The Company's business is managed by the Board, which may exercise all the Company's powers which are not required by this Constitution or any law to be exercised by the Company.

41. The Board may make any rules not inconsistent with this Constitution but such rules may be altered or revoked by WSPA.

COMPOSITION OF THE BOARD

42. Clause 42 was deleted by special resolution passed at the annual general meeting held on 24 April 2009.

43. A person is not eligible for appointment as a Director at unless:

a. [deleted]

b. [deleted]

c. the person has signed a commitment to the Company's Objects and Policies.

44. a. Clause 44 a. was deleted by special resolution passed at the annual general meeting held on 24 April 2009.

b. Clause 44 b. was deleted by special resolution passed at the annual general meeting held on 24 April 2009.

c. [deleted].

d. [deleted].

CASUAL VACANCIES ON THE BOARD

45. [deleted].

46. [deleted].

47. [deleted].

48. If at any time the number of Directors in office is less than three, the Board may meet and act only to appoint a person to act as a Director, subject to subsequent ratification by the Member.

DEFECT IN APPOINTMENT

49. If it is discovered that:

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

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

REMUNERATION OF DIRECTORS

50. The Directors may be reimbursed for travelling and other expenses properly incurred by them in attending and returning from Directors' meetings or any committee meetings or otherwise in connection with the Company's business.

CHAIRMAN OF THE BOARD

51. WSPA must appoint a Director as Chairman and a Director as Deputy Chairman and may remove any person so appointed and appoint another instead. If the Chairman or Deputy Chairman ceases to be a Director, that person must immediately vacate the office of Chairman or Deputy Chairman as the case may be.
52. Any casual vacancy occurring in the office of Chairman or Deputy Chairman must be filled by a nominee of WSPA.

VACATION OF OFFICE OF DIRECTOR

53. The office of a Director is vacated if that Director:

- a. dies;
- b. resigns by notice to the Company;
- c. becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- d. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- e. is absent from three consecutive meetings of the Board without leave of the Board;
- f. is removed by the Member; or

- g. is found guilty of any offence punishable under the criminal or company law of any country or the law of any country relating to charities or trusts, or to have made statements or conducted himself or herself in such a way as to discredit or bring into disrepute either himself or herself, the Company, or any Member of the Company, or in the discretion of WSPA; or
- h. otherwise ceases to be, or becomes prohibited from being, a Director by virtue of the Corporations Act.

SECRECY OBLIGATIONS

54. Every Director and other agent or officer of the Company must keep secret all aspects of all transactions of the Company, except:
- a. to the extent necessary to enable the person to perform his or her duties to the Company;
 - b. as required by law;
 - c. when requested to disclose information by the Board to the Auditor or a general meeting of the Company;
 - d. as otherwise permitted by the Board.

PROCEEDINGS OF THE BOARD

55. The Board may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it thinks fit.
56. a. A Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- b. The Directors need not all be physically present in the same place for a Board meeting to be held.
- c. A Director who participates in a meeting held in accordance with this clause is deemed to be present and entitled to vote at the meeting.

CHAIRMAN OF BOARD MEETINGS

57. The Chairman or, in his or her absence, the Deputy Chairman must take the chair at all Board meetings. If at any meeting neither of such officers is present within 10 minutes after the time appointed for holding the meeting, the Directors present must choose one of their number to be chairman of the meeting.

VOTING AT BOARD MEETINGS

58. Questions arising at a Board meeting are decided by a majority of the votes of the Directors present and voting. In case of an equality of votes, the Chairman of the meeting has a casting vote in addition to his or her deliberative vote.

CONVENING OF SPECIAL BOARD MEETINGS

59. Upon the written requisition of any two Directors, the Chairman, or Deputy Chairman, or in their absence the Secretary, must convene a special meeting of Board to be held within 14 days after the receipt of the requisition. The requisition must set out the purposes for which the meeting is required.

BOARD RESOLUTIONS

60. a. If all the Directors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is deemed to have been passed at a Board meeting held on the day on which the document was last signed by a Director.
- b. For the purposes of paragraph a., two or more identical documents, each of which is signed by one or more Directors, together constitute one document signed by those Directors on the days on which they signed the separate documents.
- c. Any document referred to in this clause may be in the form of electronic mail, a telex or facsimile transmission.

- d. The minutes of Board meetings must record that a meeting was held in accordance with this clause.
- e. This clause applies to meetings of Board committees as if all members of the committee were Directors.

MATERIAL PERSONAL INTEREST

61. a. Unless permitted by the Corporations Act, a Director who has a material personal interest in a matter that is to be considered at a Board meeting:
- i. must not vote on the matter or be present while the matter is being considered at the meeting; and
 - ii. must not be counted in a quorum in relation to that matter.
- b. [deleted].
- c. [deleted].
- d. Each Director must disclose to the Company any material contract in which the Director is interested, and must provide the Company with the names of the parties to the contract, particulars of the contract, and the Director's interest in the contract.
- e. A Director's failure to make disclosure under this clause does not render void or voidable a contract in which the Director has an interest.

MINUTES

62. a. The Board must cause minutes to be made of:
- i. the names of the Directors present at all Board meetings and meetings of Board committees;
 - ii. all proceedings of Board meetings and meetings of Board committees;
 - iii. all appointments of officers;
 - iv. all orders made by the Board and Board committees; and
 - v. all disclosures of interests made pursuant to the previous clause.
- b. Minutes must be signed by the chairman of the meeting or by the chairman of the next meeting of the relevant body and if so signed are to be conclusive evidence of the matters stated in such minutes.

COMMITTEES

63. The Board may delegate any of its powers to committees consisting of such persons as it thinks fit and may revoke such delegation. Any committee so formed must conform to any rules imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more persons are governed by the clauses of this Constitution for regulating the meetings and proceedings of Board so far as the same are applicable and are not superseded by any rule made by the Board under this clause.

SECRETARY

64. The Board must appoint a Secretary for such term, at such remuneration (if any) and upon such conditions as it thinks fit.
65. The Secretary may be removed by the Board.

SEAL

66. The Board must provide for the safe custody of the Seal. Subject to the next paragraph, the Seal must not be used without the authority of the Board and in the presence of at least one Director who must sign every document to which the Seal is affixed and every such document must be countersigned by one other Director or the Secretary or some other person appointed by the Board.
67. Where as a matter of urgency a document is required to be under the Seal, the Chairman or Deputy Chairman may direct the Secretary to affix the Seal to that document and at the first opportunity the Secretary must report to the Board the action taken.

ACCOUNTS

68. a. The Board must cause the Company to keep accounts of the Company's business in accordance with the Corporations Act.
- b. The Board must cause the accounts of the Company to be:
- i. audited; and
 - ii. laid before the annual general meeting of the Company in accordance with the Corporations Act.
69. [Deleted].
70. [Deleted].

NOTICES

71. Notices must be in writing.
72. A notice may be served by the Company on the Member by any of the following methods:

- a. [deleted];
 - b. by leaving it at the Registered Address;
 - c. by sending it by post in a prepaid letter, envelope or wrapper addressed to the Member at the Registered Address;
 - d. by sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving notices on the Member; or
 - e. by sending it by electronic mail to an electronic mail address nominated by the Member for the purpose of serving notices on the Member.
73. A Member whose registered address is not in Australia may notify the Company of an address in Australia, which is deemed to be the Member's registered address for the purpose of serving notice.
74. Any notice sent by post, air-mail or air courier is deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier. In proving service, it is sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any officer of the Company that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive.
75. Any notice sent by facsimile transmission or electronic mail is deemed to have been served on receipt by the Company of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
76. [deleted].
77. The signature to any notice given by the Company may be written or printed or a facsimile of the signature may be affixed by mechanical or other means.
78. Where a period of notice is required to be given, the day on which the notice is served and the day of doing the act or other thing is not included in the number of days or other period.

INDEMNITY

79. To the extent permitted by law, the Company indemnifies every officer of the Company against any liability incurred by that person:
- a. in his or her capacity as officer of the Company; and
 - b. to a person other than the Company or a related body corporate of the Company unless the liability arises out of conduct on the part of the officer which involves a lack of good faith.
80. The Company indemnifies every officer of the Company against any liability for costs and expenses incurred by the person in his or her capacity as officer of the Company:

- a. in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - b. in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.
81. The Company may pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against a liability incurred by the person as an officer of the Company except in circumstances prohibited by the Corporations Act.

THE FUND

82. The Fund must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
83. a. The environmental purposes of the Fund are to support the environmental objects of the Company and specifically to the protection of animals: working against practices that pose a threat to the welfare of any animal and the survival of the species.
- b. The Fund will be used only to support the Company's environmental purposes.
 - c. Members of the public are to be invited to make gifts of money or property to the Fund for the Company's environmental purposes.
 - d. Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the Fund.
 - e. The Fund must not receive any other money or property, including corporate sponsorship money, and testamentary gifts.
 - f. A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Company.
 - g. Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.
 - h. The Fund will be operated on a non-profit basis. None of the money or property accumulated by the Fund will be distributed to members of the Company apart from proper remuneration for administrative services.
 - i. In the event of the winding up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
 - j. The Fund must be administered by a committee of management of no fewer than three persons. The committee is to be appointed by the Company. A majority of the members of the committee are required to be responsible persons as defined by the Guidelines to the Register of Environmental Organisations.

- k. Any changes to the membership of the committee of management of the Fund are to be advised to the Department responsible for the environment within a reasonable time following the making of the changes.
- l. Any changes to the Rules of the Fund are to be advised to the Department responsible for the environment within a reasonable time following the making of the changes.
- m. Statistical data about gifts to the Fund during the financial year must be provided to the Department responsible for the environment within four months after the end of the financial year and in the form required by the Department.

CONDUIT POLICY

- 84. The Company must not act as a mere conduit for the donation of money or property to other persons. Any allocation of funds or property by the Company to other organisations or persons must be made in accordance with the Company's established purposes and must not be influenced by the preference of the donor.

MINISTERIAL RULE COMPLIANCE

- 85. The Company must comply with any rules that the Treasurer and the Minister for Environment make to ensure that gifts made to the fund are used only for its principal purpose.