

CORPORATIONS ACT 2001**ARTICLES OF ASSOCIATION OF****AUSTRALIAN ANIMAL PROTECTION SOCIETY****1. INTERPRETATION**

In these articles

"Society" means Australian Animal Protection Society.

"The Seal" means the common seal of the Society.

"The Committee" means an entity of members of the Society properly constituted in accordance with the requirements of Article 9 herein.

"Secretary" means any person appointed to perform the duties of secretary of the Society and includes Honorary Secretary.

"Member" means every person who has paid his or her annual subscription, has been accepted for membership and whose name is entered in the Register of Members and shall include Honorary Life Members.

"Junior Member" means every person under the age of eighteen years who has paid his or her annual subscription and has been accepted for membership.

"State" means the State of Victoria.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.

Words purporting the masculine gender shall be deemed to purport and include the feminine and neuter genders.

2. PURPOSE

The Society is established for the purposes set out in the Memorandum of Association.

3. MEMBERSHIP

- (1) The Society was registered with 1000 being the proposed number of members. The Committee may from time to time register an increase in numbers.
- (2) Any person who has been approved by the Committee and who has paid all dues and subscriptions which are due and payable at any particular time shall be a member of the Society.
- (3) Applications for membership shall be dealt with by the Society as it shall from time to time determine. In no case shall the Committee be required to give any reason for the rejection of an applicant.
- (4) When an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of his acceptance and (unless payment has already been made) a request for payment of his first annual subscription. After the period of thirty clear days from the payment of his first annual subscription or issue of the notice of acceptance (whichever shall happen later) the applicant shall be entered in the Register and become a member of the Society, provided however that if such payment is not made within two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Society.
- (5) JUNIOR MEMBERSHIP is open to persons under age of eighteen years. Junior members cannot vote or hold office.
- (6) The Committee may from time to time in its absolute discretion determine that there shall be classes of ASSOCIATE MEMBERSHIP with or without payment of a subscription or donation. Associate members cannot vote or hold office, and shall hold membership for a period of one year which may be determinable in accordance with these rules or extended by resolution of the Committee.
- (7) All members agree to be bound by the rules and objects of the Society and shall at all times act in the best interests of the Society.
- (8) No member shall make any comment or public statement written or oral concerning the conduct of the Society purporting or inferring such comment or statement is made with the authority of or on behalf of the Society unless such person is authorised by the Committee or by someone to whom such power has been delegated by the Committee and such authority is recorded in the Minutes of a meeting of the Society.

4. CESSATION OF MEMBERSHIP

- (1) Any member may by notice in writing resign his membership at any time and shall cease to be a member forthwith upon such notice being delivered to the Secretary of the Society.
- (2) Any member acting in a manner prejudicial to the best interests of the Society or contrary to the rules or objects of the Society or displaying personal conduct which may reflect badly on the image of the Society may be suspended for such period of time as shall be deemed appropriate to the circumstances or may be expelled by a vote of at least two-thirds of the members present at a Committee Meeting. At the meeting the member shall be given an opportunity to answer the charges brought against him. Voting on the suspension or expulsion motion shall be by secret ballot. If the member does not attend the meeting then the meeting may make a decision in his absence.

5. LIFE MEMBERSHIP

- (1) The Committee may from time to time appoint any person whom the Committee deems appropriate and suitable because of services rendered by that person to the Society to be an Honorary Life Member of the Society.
- (2) Life Membership of the Society shall also be available on application, upon payment of such fees as the Committee shall determine from time to time.
- (3) Life membership, honorary or paid, shall carry the same privileges and responsibilities as are applicable to subscription-paying members. Rules applying to the general members (with the exception of the requirement to pay ongoing subscriptions) shall equally apply to paid and honorary life members.

6. SUBSCRIPTIONS

- (1) The annual subscription payable by members of the Society shall be such as the Society in general meeting shall from time to time prescribe.
PROVIDED that until the Society otherwise resolves, the annual subscription shall be twenty-five dollars and the annual subscription payable by a member holding a current Federal Government concession or pension card or a Junior Member shall be fifteen dollars.
- (2) All annual subscriptions shall become due and payable in advance on the first day of January in every year.
- (3) Any member of the Society whose subscription is twelve months in arrears shall cease to be a member of the Society if the Committee so determine. Any member whose subscription remains unpaid at 31st March in any year shall not be entitled to vote at a general meeting.

7. GENERAL MEETINGS

- (1) An annual general meeting of the Society shall be held in each year in accordance with the provisions of the Corporations Act 2001. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.
- (2) Subject to the provisions of the Corporations Act 2001, upon the requisition in writing of three members of the Committee or not less than five per cent of the members of the Society, the Secretary shall convene an extraordinary general meeting of the Society. The reason for calling such extraordinary general meeting shall be stated in the notice of meeting and no other business shall be transacted at such extraordinary meeting except that for which it was called, other than the confirmation of the minutes of any previous extraordinary general meeting.
- (3) Subject to the provisions of the Corporations Act 2001 relating to special resolutions and agreements for shorter notice, fourteen days' notice at least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) specifying the place, the date and the hour of meeting and, in the case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Society.
- (4) All business which is transacted at an annual general meeting of the Society with the exception of the consideration of the accounts and balance sheet, the report of the Committee, the report of the Auditor, the election of members of the Committee in place of those retiring and the appointment and fixing of the remuneration of the Auditor shall be special business.
- (5) All business which is transacted at an extraordinary general meeting of the Society shall be special business.

8. PROCEEDINGS AT GENERAL MEETINGS

- (1) A quorum for any general meeting of the Society shall be five per cent of the total financial members of the Society. Such quorum shall be declared by the Chairman at the commencement of such meeting from the members present in person. For the purpose of this regulation, 'member' includes a non-member attending as a proxy for a member.
- (2) No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the time when the meeting proceeds to business. If within half an hour from the time appointed for the meeting a quorum is not present then the meeting, if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the members present (being not less than fifteen) shall be a quorum.
- (3) The President of the Society shall preside as Chairman at every general meeting of the Society or, if there is no such President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President shall be the Chairman. If the President and any Vice-Presidents are either absent or unwilling to act, then the members of the Society present at the meeting shall elect one of their number to be Chairman of the meeting.
- (4) The Chairman may with the consent of any 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. 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 thirty days or more, then notice of the adjournment shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (5) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded either –
 - (i) by the Chairman; or
 - (ii) by at least three members present in person or by proxy; or
 - (iii) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (6) Unless a poll is so demanded then a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or carried by a particular majority, or lost, together with an entry to that effect in the book containing the minutes of the proceedings of the Society, shall be conclusive evidence of the fact without proof of the exact number or proportion of votes recorded in favour of or against the resolution.
- (7) The demand for a poll may be withdrawn at any time by those members who originally demanded the poll.
- (8) If a poll is fully demanded it shall be taken in such a manner either at once, or after an interval of adjournment, or otherwise, as the Chairman shall direct. The result of the poll shall be the resolution of the meeting at which the poll was demanded. Notwithstanding anything hereinbefore contained, a poll demanding the election of a Chairman or on a question of adjournment shall be taken forthwith.
- (9) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (10) A member may vote in person or by proxy and on a show of hands every person present who is a member or a representative by proxy of a member shall have one vote, and on a poll every member present in person or by proxy shall have one vote.
- (11) Where a member appoints a proxy to attend and vote at any general meeting of the Society in his place, the instrument appointing a proxy shall be in writing in the common or usual form under the hand of the appointer duly authorised in writing. A proxy may, but need not, be a member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (12) The instrument appointing a proxy shall be left with the Secretary of the Society, or deposited at the registered office of the Society (or at such other place within the State as is specified for that purpose in the notice convening the meeting) not less than forty-eight hours before the time of the holding of the meeting or the

adjourned meeting at which the person named in the proxy proposes to vote and in default, the instrument of proxy shall not be treated as valid.

9. **THE COMMITTEE**

- (1) The management of the Society shall be vested in the Committee.
- (2) The Committee shall comprise eleven members, which shall include a President, one or two Vice-Presidents, a Secretary and a Treasurer.
- (3) Members of the Committee shall continue in office until they are required to retire in accordance with the provisions operating at the date of their election, or until they shall voluntarily retire, whichever shall first occur.
- (4) Members of the Committee shall be elected by those members present either in person or by proxy at an annual general meeting of the Society.
- (5) Each member of the Committee shall hold office for a period of three years from the date of his election, at the expiration of which time he shall retire but may offer himself for re-election. Provided that at each Annual General meeting a number of Committee members must retire from office, being the greater of three or the number determined by the Committee prior to the Annual General meeting. The order in which such Committee members are to retire by rotation at an annual General Meeting are first those who are filling casual vacancies and secondly those who have been in office longest since their last election.
- (6) No member who has been a member of the Society for less than twelve months immediately prior to nomination shall be eligible for election to the Committee.
- (7) No member who is related to a Committee member or to an employee of the Society shall be eligible for election. For the purposes of this clause "related" means an immediate family member (being any relative by blood or marriage or any domestic partner) who is living in the same household as the Committee member or employee.
- (8) Nomination for election to the Committee shall be made in writing and signed by two members and shall bear the written consent of the nominated member indicating that the member is willing to accept the nomination.
- (9) Nominations duly signed as hereinbefore required shall be in the hands of the Secretary at least two calendar months before the date of the election. The nomination of any member after that date shall not be accepted by the Secretary.
- (10) A list of candidates' names in alphabetical order, with the proposer's and seconder's names, shall be posted in a conspicuous place in the registered office of the Society for at least seven days immediately preceding the annual general meeting.
- (11) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each member present in person or by proxy at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (12) Voting for election to the Committee shall be effected by means of a secret ballot. In this event, three Tellers shall be appointed by the Chairman from among the members present to count the votes and report the result of the ballot to the meeting.
- (13) Ballot papers shall be kept by the Society for a period of twelve months from the date of the election and may thereafter be destroyed.
- (14) If insufficient nominations for membership of the Committee are lodged with the Secretary, then a resolution that those members who have been nominated be declared elected shall be put to the vote of the meeting and shall, unless a poll is demanded, be decided on by a show of hands.
- (15) In the event of a casual vacancy in the office of any member of the Committee, then the remaining members of the Committee may fill the vacancy by selecting a member of the Society or may carry on notwithstanding the vacancy. Any member so appointed shall hold office until the next annual general meeting only, but shall be eligible for re-election.
- (16) The Committee may from time to time by ordinary resolution passed at a general meeting, increase or reduce the number of office-bearers or other members of the Committee.

(17) The Committee may by ordinary resolution of which special notice has been given, remove any office-bearer or other member of the Committee before the expiration of his period of office. At the meeting the member shall be given the opportunity to answer the charges brought against him. If the member does not attend the meeting then a decision may be made by the meeting in his absence. Voting on the expulsion motion shall be by secret ballot. The Committee may by an extraordinary resolution appoint another person in his stead; the person so appointed shall hold office until the next following annual general meeting. Voting in this instance shall be by secret ballot.

(18) The office of a member of the Committee shall become vacant if the member –

- (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (ii) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act 2001;
- (iii) ceases to be a member of the Committee by operation of the Corporations Act 2001;
- (iv) attains the age of 80 years;
- (v) 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;
- (vi) resigns his office by notice in writing to the Society;
- (vii) is absent from meetings of the committee for more than six months without permission of the Committee
- (viii) holds any office of profit under the Society;
- (ix) ceases to be a member of the Society; or
- (x) is directly or indirectly interested in any contract or proposed contract with the Society

(19) PRESIDENT

The President shall preside at all general meetings of the Society and at all Committee meetings.

(20) SECRETARY

The Secretary shall have the following duties and responsibilities –

- (i) to conduct the correspondence of the Society;
- (ii) to attend meetings and to take minutes of the proceedings of those meetings;
- (iii) to keep a register of names and addresses of all members and the date of payment of the latest subscription;
- (iv) to issue notices of all meetings of the Society and of the Committee;
- (v) to attend to the lodging of all returns, reports, notices and forms of the Society required to be lodged pursuant to the provisions of the Corporations Act 2001;

With the consent of the Committee, the Secretary may delegate the performance of any of the duties of Secretary to an assistant as the Secretary may desire.

(21) TREASURER

The Treasurer shall have the following duties and responsibilities –

- (i) to keep the books of the Society including a ledger, cash book, receipt book and file, which properly account for all monies received and spent by the Society;
- (ii) to attend to all of the banking requirements of the Society and to ensure that all monies received by the Society are paid into the appropriate bank account or bank accounts opened on behalf of the Society;
- (iii) to furnish financial statements to the Committee and to general meetings of the Society as required.

10. POWERS AND DUTIES OF THE COMMITTEE

- (1) The offices of President, Vice-Presidents, Treasurer and Secretary shall be declared vacant and filled from within the Committee by election to be held at the next Committee meeting following the Annual General Meeting.
- (2) On a vote of no confidence of a majority of all Committee members, any office-bearer may be removed from office before the expiration of his period of office.
- (3) The Committee may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society.

- (4) All cheques and other negotiable instruments shall be signed on behalf of the Society by not less than two authorised members of the Committee, at least one of whom shall be the Treasurer or President of the Society.
- (5) The Committee shall cause minutes to be made –
- (i) of all appointments of officers and servants;
 - (ii) of names of members of the Committee present at all meetings of the Society and of the Committee;
 - (iii) of all proceedings at all meetings of the Society and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

- (6) The Committee shall meet together for the despatch of business, adjourn and otherwise regulate its meeting as it thinks fit. The Secretary shall on the requisition of three members of the Committee, summon a meeting of the Committee.
- (7) Subject to these Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (8) A member of the Committee shall not vote in respect of any contract or proposed contract with the Society in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (9) A quorum for any meeting of the Committee shall be a majority of the total Committee as provided in Article 9 (2). Any business proposed at a meeting of the Committee at which a quorum is not present shall not be acted upon until ratified by a meeting of the Committee at which a quorum is present.
- (10) If the number of continuing members of the Committee is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Society, but for no other purpose.
- (11) The President shall preside as Chairman of every meeting of the Committee, or if there is no President, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-President or either of them shall be Chairman or if neither one of the Vice-Presidents is present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (12) The Committee may delegate any of its powers and/or functions (not being duties imposed on the Committee as directors of the Society by the Corporations Act 2001 or the general law) to one or more sub-committees consisting of such member or members of the Society as the Committee thinks fit. Any sub-committee so formed shall not have the power to incur any expenditure without first having obtained the written authority of the Committee and shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Society.
- (13) The Committee may establish, conduct, control and close auxiliaries which shall be subject to these rules and such other directives as the Committee in its absolute discretion shall determine.
- (14) All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any one of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
- (15) The Secretary shall in accordance with the Corporations Act 2001 be appointed by the Committee for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed from it. Nothing herein shall prevent the Committee from appointing a member of the Society as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Society and, if not already a member of the Committee, ex officio a member of the Committee and he shall be subject to the provisions of Clause 6 of the Memorandum of Association.
- (16) The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorised by the Committee in that behalf and

every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or President.

- (17) The Committee shall cause proper accounting and other records to be kept and shall make available copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Corporations Act 2001. The Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.
- (18) In accordance with Article 9 of the Memorandum of Association, the Committee shall from time to time determine at what times and places and under that conditions or regulations the accounting and other records of the Society shall be open to the inspection of members.
- (19) A properly qualified Auditor or auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Corporations Act 2001 and with the provisions of Article 9 of the Memorandum of Association.
- (20) Any notice required by law or by these articles to be given to any member shall be given by sending it by post to him at his address appearing in the Register. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of an addressee within the State of Victoria two working days after the date of its posting, and in the case of an addressee elsewhere, at the time at which the letter would have been delivered in the ordinary course of post (such time frame as advised by Australia Post.)
- (21) Notice of every general meeting shall be given in any manner hereinbefore authorised to –
 - (i) every member except those members who (having no registered address within Australia) have not supplied to the Society an address within Australia for the giving of notices to them;
 - (ii) the Auditor or Auditors for the time being of the Society.

No other person shall be entitled to receive notices of general meetings.

11. WINDING UP

The provisions of the Memorandum of Association relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

12. INDEMNITY

Every member of the Committee, Auditor, Secretary and other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Corporations Act 2001 in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

**AUSTRALIAN ANIMAL PROTECTION SOCIETY
ARTICLES OF ASSOCIATION**

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11 WINDING UP

12 INDEMNITY

CORPORATIONS ACT 2001

MEMORANDUM OF ASSOCIATION OF

AUSTRALIAN ANIMAL PROTECTION SOCIETY

- 1 The name of the Company is Australian Animal Protection Society (hereinafter referred to as "The Society").
- 2 The objects for which the Society is formed are:
 - (i) The establishment of a building fund for the purchase of land and the erection of an animal hospital and holding grounds for lost and stray animals.
 - (ii) To strive against all forms of cruelty to all animals and to publicise and prevent such acts of cruelty.
 - (iii) The using and advocating of humane methods of destruction and/or slaughter of animals.
 - (iv) To promote the advantages of the spaying and neutering of dogs and cats.
 - (v) To strive for humane laws and supervision in experiments on animals.
 - (vi) Education in the humane handling and treatment of animals.
 - (vii) To work for the aid, assistance, protection and welfare of all animals and protect and preserve Australian flora and fauna.
 - (viii) Solely for the purpose of carrying out the aforesaid objects the Society shall have the power to do all or any of the following:
 - (a) The bringing to the notice of the Police or other proper authorities any acts of cruelty to or neglect of animals, to investigate all complaints thereof, to relieve the distress of the animal, and the prosecution of offenders where necessary;
 - (b) The collection of subscriptions, donations and legacies to be used for the benefit of animals in general, and for the purpose of these objects;
 - (c) The borrowing of money or the mortgaging of any of the Society's property or equipment for the attainment of furtherance of any of these objects.
 - (d) The production, publication and sale of posters, photographs, films, books, circulars, pamphlets and other literature and metal identity discs, collars, leads and cages.
 - (e) The acquisition of all assets and liabilities of the existing unincorporated association known as The Animal Protection Society of Victoria including all legal and equitable interests whether vested or contingent.
 - (f) To supply (so far as permitted by law) medical, surgical and other therapeutic treatment to animals, to contract for the services of persons legally qualified to render such services, to conduct hospitals, clinics, surgeries, kennels and other accommodation for board and lodging and care of animals, to purchase equipment, drugs, medications, bandages, splints and appliances of a medical or surgical nature solely for the care and treatment of all animals so accommodated.
 - (g) The purchase or leasing of land and other property including motor vehicles and plant and equipment, furniture, electrical appliances, tools, lawn mowers and garden appliances for the maintenance of any property belonging to the Society.
 - (h) To organise exhibitions, cat, dog and pet shows, produce and present concerts, television shows, film shows, theatre shows, dinner dances, and other social entertainments whether indoors or outdoors and to conduct competitions, raffles as permitted by law, and to donate prizes therefore.
 - (i) To conduct street stalls, shops, collection booths, fetes, and gymkhanas and to carry out fund raising activities for the benefit of the Society and its objects including the printing of leaflets, cards, art productions, paintings and the sale thereof.

To do all such other lawful things as are incidental or conducive to the attainment of the above objects. The provisions of the third Schedule to the Companies Act 1961 shall not apply to this Society and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of

that Schedule. Provided that the Society shall not support with its funds or endeavour to impose on or procure to be observed by its members or others, any regulations or restrictions which if an object of the Society would make it a trade union within the meaning of the Trade Unions Act.

- 3 The liability of the members of the Society is limited.
- 4 Each member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Society contracted before he or she ceased 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 \$20.00.
- 5 The income and property of the Society whensoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member of the Society in return for any services actually rendered to the Society nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Society nor the payment of reasonable and proper rent for premises or land demised or let by any member to the Society, but so that no member of the Committee or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or moneys worth shall be paid or given by the Society to any member of such Committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society.
- 6 Paragraphs five, eight and nine of this Memorandum of Association contain conditions upon which a licence is granted by the Attorney-General of the State of Victoria to the Society in pursuance of the provisions of Section 24 of the Companies Act 1961 and for the purpose of preventing any evasion of the provisions of the said paragraph the Attorney-General may from time to time on the application of any member of the Society and on giving notice to the Society of his intention so to do and after affording the Society an opportunity of being heard in opposition thereto within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Society.
- 7 (a) If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst members of the Society but shall, subject to the provisions of clause 7 (b) herein, be given or transferred to some other Institution or Institutions having objects similar to the objects of the Society and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among their or its members to an extent at least as great as is imposed on the Society under or by virtue of Paragraph five hereof. Such Institution or Institutions shall be determined by the members of the Society at or before the time of dissolution and in default thereof, by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
- 7 (b) If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- 8 No addition alteration or amendment shall be made to the objects of the Society as set out in Paragraph 2 or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Attorney-General for the State of Victoria.
- 9 True accounts shall be kept of the sum of money received and expended by the Society and the matters in respect of which such receipt or expenditure takes place and of the property, credits and liabilities of the Society, and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the members. Such accounts shall upon the written request of the Attorney-General be made available for inspection by him or by anyone authorised in writing by him for those purposes. Once in at least every year the accounts of the Society shall be examined by one or more properly qualified Auditor or Auditors.