

AUSSIE FARMS INC. CONSTITUTION

1. NAME

The name of the Association shall be Aussie Farms Incorporated, hereinafter referred to as AF.

2. OBJECTS

Objective:

To end commercialised animal abuse and exploitation in Australian animal agriculture facilities by increasing industry transparency and educating the public about modern farming and slaughtering practices.

3. POWERS

(1) Admission to Membership

- (a) Applications for membership can be made either in writing or verbally, but must be approved by a majority of Board members at a Board meeting, and this decision must be documented in the minutes of the meeting.

(2) Rights of Members

- (a) Individual members shall be entitled to attend all Annual and Special General Meetings of AF and shall be entitled to one vote at these meetings.

(3) Disciplining Members

- (a) If a member of AF acts, speaks, or otherwise represents AF in a manner deemed inappropriate by another member of AF, the latter may inform a member of the Board
- (b) Any member of the Board approached by a member of AF over matters of inappropriate discourse as in clause 3.3(a) must bring the matter to the attention of the other members of the Board
- (c) The member upon whom a charge is made must be notified prior to the next Board meeting by any member of the Board. The member may then submit

a written appeal, to be considered during discussion of the matter at this Board meeting. Appropriate action will then be decided by a two-thirds majority vote of those present at the Board meeting

(4) Termination of Membership

- (a) A member of AF may, at any time, resign from AF by written notice of resignation addressed to the Board
- (b) The membership of any person may be suspended or terminated by a two-thirds majority vote at a meeting of the Board. A majority of members present at a Special General Meeting convened for the purpose may remove such suspension or restore membership.
- (c) Upon the termination of membership under this rule, the Secretary shall remove the name of the member from the register of members, whereupon that member ceases to be a member of AF.
- (d) A right, privilege, or obligation of a person by virtue of her or his membership of AF
 - (i) is not capable of being transferred or transmitted to another person or organisation;
 - (ii) terminates upon the cessation of his or her membership.

(5) Limited Liability

A member of AF is not liable to contribute towards the payment of the debts of AF (including lawsuits, court-ordered fines and associated legal costs) or the costs, charges and expenses of a winding-up of AF.

(6) Registration of Donors and Donations

AF must maintain a register of all persons who make a financial donation to AF and the amount of any such donation.

4. INCOME AND PROPERTY

The income and property of AF, however derived, shall be applied solely towards the promotion of the objects of AF and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of AF. This does not prevent the payment in good faith to a worker or member of:

- (a) remuneration in return for services actually rendered to AF by the worker or member or for goods supplied to AF by the worker or member in the ordinary course of business;
- (b) interest at current bank overdraft rate on money lent; or
- (c) a reasonable and proper sum by way of rent for premises let to AF by the worker or member.

5. MEMBERSHIP

(1) Qualification

Any person is eligible for membership provided they do not have any conflict of interest due to their association (financial, political or otherwise) with an organisation, company, or individual deemed by the Board of the AF to be in support of or engagement in animal cruelty, abuse or exploitation, and provided they themselves do not support or engage in animal cruelty, abuse or exploitation. The membership of any individual member found to have such a conflict of interest will be immediately terminated at the discretion of the Board. Application for membership can be made in accordance with 3(1).

(2) Fees

There are no fees for membership.

(3) Duration

The duration of a person's membership of AF shall only be limited by whether or not they continue to be a member of the Board.

6. ACCOUNTS, FINANCE

(1) True accounts shall be kept -

- (a) of all sums of money received and expended by AF and the manner in respect of which the receipt or expenditure takes place;
- (a) of the property, credits and liabilities of AF.

(2) The financial year of AF shall be the period from 1 July to 30 June.

- (3) The Board shall cause to be opened with such bank as the Board selects, a banking account or accounts in the name of AF into which all money received shall be paid as soon as possible after receipt thereof.
- (4) No cheque or alternate withdrawal shall be drawn on AF's bank account or accounts except for the payment of expenditure that has been authorised by the Board;
- (5) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by such person as the Board shall from time to time nominate for that purpose.

7. AUDITOR

- (1) If the total income of AF exceeds \$50,000 in a single financial year, The Board shall appoint a suitably qualified person (not being a member or the Public Officer) as Auditor to review the accounts of AF and report as to the correctness of those accounts to the members;
- (2) The Auditor -
 - (a) has a right of access to the accounts, books, records, vouchers and documents of AF;
 - (b) may require from the workers of AF such information and explanations as may be necessary for the performance of his or her duties as auditor;
 - (c) may employ persons to assist her or him in investigating the accounts of AF; and
 - (d) may, in relation to the accounts of AF examine any member of the Board or any worker of AF.

8. ANNUAL GENERAL MEETING

- (1) The AF shall, in each year, hold an Annual General Meeting;
- (2) The Annual General Meeting shall be held on such day after the close of the financial year of AF as the Board may determine;
- (3) The Annual General Meeting shall be in addition to any other meetings that may be held in the same year, and shall be specified as such in the notice convening it;
- (4) The ordinary business of the Annual General Meeting shall be-

- (a) to confirm minutes of the last preceding Annual General Meeting;
 - (b) to receive from the Board, auditor, each of the Committees and workers of AF reports upon the activities of AF during the last preceding financial year;
 - (c) to elect the office bearers of AF and other Board members.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.
- (6) All general meetings other than the Annual General Meeting shall be called Special General Meetings.

9. SPECIAL GENERAL MEETINGS

- (1) The Board may, wherever it thinks fit, convene a Special General Meeting of AF
- (2) A Special General Meeting of AF shall be summoned by the Secretary of AF in agreement with the Board.
- (3) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and formally received by an officer of AF and may consist of several documents in the like form each signed by one or more of the requisitionists.
- (4) If the Board does not cause a Special General Meeting to be held within twenty-eight days from the date on which a requisition is received, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after two months from the date of the deposit of the requisition.
- (5) A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as that in which those Meetings are convened by the Board.

10. NOTICE OF ANNUAL AND SPECIAL GENERAL MEETINGS

The Board shall give at least fourteen [14] days' notice in writing to members of the place, day and time for the holding of the Annual General Meeting and any Special General Meetings, and the nature of the business to be transacted thereat.

11. QUORUM AND BUSINESS AT ANNUAL AND SPECIAL GENERAL MEETINGS

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present.
- (2) The quorum for the Annual General Meeting shall be two [2] members.
- (3) The Chair or one of the Board members shall preside at Annual and Special General Meetings of AF. If none of these people is present or if it has been agreed to by the Board, then AF's members present shall elect one of their number to preside thereat.
- (4) The person presiding at a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn from time to time and place to place, but no businesses shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (5) Where a meeting is adjourned for fourteen days or more, then like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (6) Members may not vote by proxy at any Annual General Meeting.

12. OFFICE-BEARERS OF AF

- (1) The office-bearers of AF shall be:
 - (a) a Chair of the Board;
To arrange and conduct Board meetings.
 - (b) an Executive Director;
To coordinate the operations, goals, and strategies of AF, and facilitate communication within the organisation. To arrange and conduct Board meetings in the absence of the Chair of the Board or the vacancy of that position. To promote AF where possible.
 - (c) an Operations Director;
To assist the Executive Director as second-in-command of AF, overseeing all aspects of the organisation's operations but reporting to the Executive Director.
 - (d) a Secretary;
To take minutes (written records) of all Board meetings, and Committee

meetings where a separate Committee Secretary has not been appointed. To write and distribute communication to mailing list, including the assemblage of membership packs for new members. To liaise with media, politicians, AF Committees, other organisations; including writing media releases. To promote AF where possible.

(e) a Treasurer

To keep accurate financial records, communicating where necessary with the President and other members to receive and create receipts. To produce financial reports when requested. To be a legal trustee of the AF's bank account, responsible for organising payments for advertising materials, events, reimbursement for costs incurred by members, etc. To deposit cheques and cash. To assist the President with tax obligations. To promote AF where possible.

(f) a Public Officer

As required under the Incorporated Associations Act; an authorised signatory for the association who has access to all documents relating to membership, incorporation, and other legal matters.

- (2) The office-bearers shall be elected annually from among AF members in accordance with clause 15.
- (3) The Secretary must, as soon as practicable after being appointed, notify AF of his or her address.
- (4) The Secretary must keep minutes of
 - (a) all elections and appointments of office-bearers and ordinary Board members;
 - (b) the names of the members of the Board present at a Board meeting or a general meeting; and
 - (c) all proceedings at Board meetings and general meetings,and all such minutes must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (5) Regardless of whether AF has sufficient membership from which to draw the members of the Board, members of AF may be elected to hold more than one position

13. MANAGEMENT

- (1) The affairs of AF shall, in accordance with the requirement under section 60 of the Act, be managed by a committee which will be known as the Board.
- (2) The Board–
 - (a) shall control and manage the business and affairs of AF
 - (b) may, subject to this Constitution, exercise all such powers and functions as may be exercised by AF other than those powers and functions that are required by the Constitution to be exercised by the Annual General Meeting of members of AF
 - (c) subject to the Act and this Constitution, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of AF and any other matters that the Board considers to be appropriate;
 - (d) shall administer AF's financial and banking accounts
 - (i) the general public will be invited to make gifts to these accounts for the purpose of carrying out the objects of AF
 - (ii) all receipts for gifts must be in the name of AF
 - (iii) the assets and income of AF shall be applied solely in furtherance of the Fund's objects and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of AF.

14. COMPOSITION OF THE BOARD

- (1) The Board shall consist of:
 - (a) the office-bearers of AF as set out in clause 12; and
 - (b) a maximum of 4 ordinary Board members; and
 - (c) a maximum of 7 total Board members including office-bearers and ordinary Board memberselected in accordance with clause 15,
- (2) Casual Vacancies:

- (a) In the event of a casual vacancy occurring in the office of one of the office bearers, then the Board shall appoint one of their number or a member of AF to the vacancy, and the member so appointed shall hold office until the Annual General Meeting next following.
- (b) In the event of a casual vacancy occurring in the office of ordinary Board member, then the Board may appoint a member of AF to fill the vacancy, and the member so appointed shall hold office till the Annual General Meeting next following.

15. ELECTION OF MEMBERS OF THE BOARD

- (1) Nominations of candidates for election as office-bearers of AF or as ordinary Board members:
 - (a) shall be made in writing;
 - (b) shall be signed by a nominator and a seconder, each of whom shall be a member;
 - (c) shall be accompanied by the written consent of the candidate;
 - (d) shall clearly state the office or offices for which the candidate has been nominated; and
 - (e) shall be delivered to the Secretary of AF at least twenty-four hours before commencement of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all the vacancies on the Board, the candidates nominated are deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of the officers and ordinary Board members shall be held in such usual and proper manner as the Board may direct.
- (6) If a ballot is determined to be inconclusive, or if insufficient nominations are received for this ballot, the position(s) shall be appointed by the Executive Director of AF.

16. TEMPORARY LEAVE OF ABSENCE

The Board may grant leave of absence to a member, for a specified period, upon request by that member.

17. VACATION OF OFFICE

For the purpose of these rules, the office of a Board member becomes vacant if the member:

- (a) dies;
- (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;
- (c) becomes of unsound mind;
- (d) resigns his or her office in writing under his or her hand addressed to the Board;
- (e) fails, without leave granted by the Board, to attend four consecutive meetings of the Board provided that after the third meeting that the member has failed to attend he or she is notified in writing of the time and place of the next meeting and that failure to attend will result in the cessation of his or her membership of the Board;
- (f) ceases to be a member of AF; or
- (g) fails to pay all arrears of subscription due by him or her within fourteen days after he or she has received a notice in writing stating that he or she has ceased to be a financial member of AF.

18. MEETINGS OF THE BOARD

- (1) Reasonable notice shall be given of meetings of the Board.
- (2) Special meetings of the Board may be called by the Chairperson or by any three of its members.
- (3) Notice shall be given to members of the Board of a special meeting, specifying the general nature of the business, and no other business shall be transacted at such a meeting.

- (4) Any two members of the Board constitute a quorum for the transaction of business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same place at the same hour of the same day in the following week unless the meeting was a Special meeting, in which case it lapses.
- (6) A resolution in writing signed by all members of the Board, other than those who have been granted leave of absence for the period, shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- (7) The Chairperson of the Board shall preside over the meeting.
- (8) Questions arising at meetings of the Board or of any Committee appointed by the Board shall be determined by a show of hands, or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (9) Each person present at a meeting of the Board or of any Committee appointed by the Board (including the person presiding at the meeting) shall be entitled to one vote and, in the event of an equality of votes, the motion shall lapse.

19. DISCLOSURE OF CONFLICTS OF INTEREST

(1) Pecuniary Interests

- (a) If a member of the Board has any direct or indirect pecuniary interest in a contract or proposed contract to which AF is or may be a party, the Board member must—
 - (i) as soon as the interest becomes apparent to him or her, disclose the nature and extent of the interest to the Board; and
 - (ii) disclose the nature and extent of the interest at the next general meeting of AF.
- (b) A member of the Board who has an interest in a contract or proposed contract referred to in subclause (a) must not take part in making any decision in relation to the contract or proposed contract, but may participate in any deliberations of the Board in relation to the contract or proposed contract.

- (c) Subclause (a) does not apply in relation to a member of Board in relation to an interest in a contract or proposed contract that arises only because the Board member is an employee of AF.
- (d) If a member of the Board discloses an interest in a contract or proposed contract in accordance with subclause (a), or has an interest in a contract or proposed contract of the kind referred to in subclause (c)—
 - (i) the contract is not liable to be avoided by AF on any ground arising from the fiduciary relationship between the Board member and AF; and
 - (ii) the Board member is not liable to account for any profits derived by him or her from the contract or proposed contract.
- (e) A person who contravenes a provision of this subsection is liable to AF for any profit made by that person or any other person, and any damage or loss suffered by AF, as a result of that contravention.

(2) Material Personal Interests in the Affairs of AF

- (a) If a member of the Board has a material personal interest in a matter that relates to the affairs of AF that does not fall within subclause (1), the Board member must as soon as the interest becomes apparent to him or her, disclose the nature and extent of the interest to the Board.
- (b) A member of the Board who has a material personal interest referred to in subclause (2)(a) may participate in any deliberations of the Board in relation to the matter which is the subject of the material personal interest but must not take part in making any decision in relation to the matter unless the Board members who do not have a material personal interest in the matter have passed a resolution that:
 - (i) identifies the member of the Board, the nature and extent of the Board member's interest in the matter and its relation to the affairs of AF; and
 - (ii) states that those Board members are satisfied that the interest should not disqualify the relevant Board member from voting.

20. COMMITTEES OF AF

- (1) The Board may be assisted in its management of AF by forming Committees, in the following manner:
 - (a) Through majority vote and written consent by the Board, or:
 - (b) Through majority vote at an Annual General Meeting
- (2) Each Committee will:
 - (a) have a Chair who will be elected in accordance with clause 15; and
 - (b) in addition to the Chair of the relevant Committee, consist of the member or members of AF that the Board considers appropriate.
 - (c) be considered temporary until approved by majority vote at an Annual General Meeting
- (3) The Board may delegate to one or more Committees the exercise of the functions or powers of the Board that are specified in an instrument of delegation other than:
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by the resolution of AF in a general meeting.
- (4) A function or power, the exercise of which has been delegated to a Committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- (5) A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, including specifying the lines of reporting in respect of a particular delegated function, or about time or circumstances, that may be specified in the instrument of delegation.
- (6) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (7) Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (8) The Board may, in writing, revoke wholly or in part any delegation under this clause.
- (9) A Committee may meet and adjourn as it considers appropriate.
- (10) Committee Office-bearers and Membership

- (a) Upon forming a Committee, the Board may choose to appoint its office-bearers, or to convene a Special General Meeting for the purpose of electing office-bearers. Nominations for Committee office vacancies must be submitted on or before the day prior to the Special General Meeting.
- (b) The format of elections shall follow that of the Board as outlined in clause 15.
- (c) Committee office-bearers shall serve until one of the following conditions is met:
 - (i) the person resigns from their position
 - (ii) the person is removed from their position by a two-thirds majority vote at a meeting of the Board
 - (iii) the person's membership of AF is terminated for any reason outlined in clause 3.3
 - (iv) the person chooses to, or otherwise must, leave their position temporarily, thus creating a casual vacancy
- (d) Vacancies in the office of a committee shall be filled as in clause 20.10(a)
- (e) Upon the return of a committee member whose temporary departure created a casual vacancy, the person appointed or elected to fill the casual vacancy will be removed, and the position restored to its former office-bearer as soon as is convenient for both
- (f) any member of AF may nominate themselves as a member of any Committee other than the Board, through written communication with the Secretary of the Committee, who must then approve the membership

22. COMMITTEE MEETINGS

- (1) One-third of the membership of a Committee must be present to constitute a quorum for any meetings of that Committee
- (2) Reasonable notice shall be given of meetings of Committees.
- (3) Special meetings of the Committee may be called by the Chairperson or by any three of its members, or by resolution passed at a meeting of the Board.

- (4) Notice shall be given to members of the Committee of a special meeting, specifying the general nature of the business, and no other business shall be transacted at such a meeting.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same place at the same hour of the same day in the following week unless the meeting was a Special meeting, in which case it lapses.
- (7) The Chairperson of the Committee shall preside over the meeting.
- (8) Motions can be moved by any member of the Committee and must be approved by a majority vote of those present at the meeting.
- (9) The meetings must follow an agenda approved by the Board and the Chairperson of the Committee.

21. APPOINTMENT OF STAFF

The Board may appoint or may arrange to be appointed such staff as are needed by AF from time to time and shall designate or arrange to be designated the terms of such appointments.

22. PUBLIC OFFICER

- (1) The Board shall, within fourteen days after the incorporation of AF, appoint a resident in the State to be the Public Officer of AF and, if the office becomes vacant, shall within fourteen days after it becomes vacant, appoint a person resident within the Territory to fill the vacancy.
- (2) The office of the Public Officer becomes vacant if the person holding that office:
 - (a) dies;
 - (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors;
 - (c) becomes of unsound mind;
 - (d) resigns his or her office by writing under his or her hand addressed to the Board;
 - (e) ceases to be a resident of the Territory; or

(f) ceases to be a member of AF.

23. NOTICES

A notice may be served by or on behalf of AF upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his or her usual or last known place of abode.

24. CUSTODY OF BOOKS AND DOCUMENTS

(1) Books, documents, receipts, cheques and other materials relevant to the work of the Treasurer shall be stored and maintained at the discretion of the Treasurer

(2) All other documents shall be stored and maintained at the discretion of the Secretary.

(3) These documents can be inspected upon request by any member of AF, at the discretion of the relevant office-bearer.

25. ALTERATION TO RULES

(1) These Rules may be amended by resolution passed by a three-quarters (3/4) majority of financial members voting at a Special General Meeting or Annual General Meeting.

(2) Notice of the proposed amendment shall be included in the notice calling the Special General Meeting or Annual General Meeting and

(3) The Australian Taxation Office must be notified of any alteration made to the Rules.

26. COMMON SEAL

(1) The seal of AF shall be in the form of a rubber stamp inscribed with the name of AF encircling the word 'Seal'.

(2) The Seal shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of at least two [2] members of the Board or of one member of the Board and of the Public Officer of AF or such other person as the Board may appoint to that purpose and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.

(3) The Seal shall remain in the custody of a member of AF specified for that purpose by the Board.

27. WINDING UP

AF can be dissolved by decision of the current membership at a general meeting or when AF ceases to operate due to no members being elected to the executive/trustee positions and AF ceasing to function through natural attrition. If, upon winding up or dissolution of AF, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among the members of AF, but shall be given or transferred to a society, institution or organisation having objects similar to the objects of AF, such institution or institutions to be determined by the members of AF at or before the time of dissolution.

Modified by Chris Delforce, Secretary of Aussie Farms Inc., 18 May 2019.