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**Constitution**

Australian Institute of Animal Management Incorporated

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## 1. NAME OF ASSOCIATION

The name of the incorporated association is Australian Institute of Animal Management Incorporated.

## 2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

**Act** means the *Associations Incorporation Reform Act 2012 (Vic)*.

**AGM** means an annual general meeting of Members held in accordance with the Act.

**Association** means Australian Institute of Animal Management Incorporated.

**Board** means the board of management of the Association.

**Board Appointed Board Member** means a member of the Board appointed by the Board under clause 17.

**Board Meeting** means a meeting of the Board.

**Board Member** means an Elected Board Member or a Board Appointed Board Member.

**Chairperson** means in respect of any General Meeting or Board Meeting (other than a determination about who will preside), the person presiding at that meeting.

**Committee** means a committee referred to in clause 21.1.2.

**Constitution** means this constitution as amended from time to time.

**Corporate Representative** means a person appointed to represent a Member that is an incorporated body under clause 6.1.

**Elected Board Member** means a Member:

- (a) elected as a Board Member Board by the Association under clause 16;  
or
- (b) appointed as Board Member by the Board under clause 19.

**General Meeting** means an AGM or a Special General Meeting.

**Liabilities** means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

**Member** means a member of the Association and **Membership** has a corresponding meaning.

**Office Bearer** means a person elected office bearer under clause 20.1 from time to time.

**Officeholder** means an office holder of the Association within the meaning of the Act.

**President** means the person elected president of the Board under clause 20.1.

**Returning Officer** means a person appointed by the Board as returning officer for the election of Board Members under clause 16.2.

**Secretary** means the person elected secretary of the Board under clause 20.1.

**Special General Meeting** means a general meeting of Members other than an AGM.

**Special Resolution** means a resolution of Members passed:

- (a) at a duly convened General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution has been given to all Members; and
- (b) by a majority of not less than three quarters of the Members who being entitled to do so vote at such General Meeting.

**Treasurer** means the person elected treasurer of the Board under clause 20.1.

**Vice President** means the person elected vice president of the Board under clause 20.1.

2.2 In this Constitution, unless the context otherwise requires:

- 2.2.1 headings do not affect interpretation;
- 2.2.2 singular includes plural and plural includes singular;
- 2.2.3 words of one gender include any gender;
- 2.2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 2.2.6 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

### 3. PURPOSES

- 3.1 The purposes of the Association are to help facilitate the development of best practice in animal management in Australia through:
  - 3.1.1 critical and constructive assessment of current companion animal management practices and performance;
  - 3.1.2 reflection about the essential roles and purpose of companion animal management;
  - 3.1.3 motivation to step outside the square and look for better ways;
  - 3.1.4 sharing knowledge and experience and build a collegiate sense of common purpose and mutual assistance;
  - 3.1.5 consideration of occupational health and safety issues;

- 3.1.6 drawing together streams of consensus for national uniformity on all matters pertaining to companion animal management policy and practice.
- 3.2 The assets and income of the Association must be applied exclusively to the promotion of its objects and purposes and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

#### 4. **POWERS**

- 4.1 The Association has, subject to the Act and other applicable laws, the power to do all things incidental or conducive to achieve its purposes.
- 4.2 Without limiting clause 4.1, the Association may:
  - 4.2.1 acquire, hold and dispose of real or personal property;
  - 4.2.2 open and operate accounts with financial institutions;
  - 4.2.3 invest its money in any security in which trust monies may lawfully be invested;
  - 4.2.4 raise and borrow money on any terms and in any manner as it thinks fit;
  - 4.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - 4.2.6 appoint agents to transact business on its behalf;
  - 4.2.7 enter into any other contract it considers necessary or desirable.

#### 5. **MEMBERSHIP**

- 5.1 Membership is open to individuals and incorporated bodies that support the purposes of the Association.
- 5.2 An application for Membership must be submitted in the form and manner determined by the Board.
- 5.3 The Board determines whether an applicant may become a Member.
- 5.4 The Board is not required to give any reason for the rejection of an application for Membership.
- 5.5 If an application for Membership is accepted, the Association must:
  - 5.5.1 give written notice of the acceptance to the applicant;
  - 5.5.2 request payment of any amount owing for subscription fees under clause 7 (being a pro rata sum if so determined by the Board); and
  - 5.5.3 upon payment of that amount, enter the applicant's name in the register of Members under clause 10;
- 5.6 An applicant becomes a Member on the date the applicant's details are entered in the register of Members under clause 10.

5.7 If an application for Membership is rejected, the Association must:

5.7.1 give written notice of the rejection to the applicant; and

5.7.2 refund in full any fees paid by the applicant.

## 6. CORPORATE REPRESENTATIVES

6.1 A Member that is an incorporated body may appoint one individual (who need not be a Member) as Corporate Representative to represent it at a particular General Meeting or at all General Meetings.

6.2 A Member that is an incorporated body must appoint its Corporate Representative by giving written notice of such appointment to the Association at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting.

6.3 A Corporate Representative is treated as a Member for all purposes until:

6.3.1 the Member's board resolves to revoke the appointment and provides a copy of its relevant minutes to the Secretary at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting; or

6.3.2 the Chairperson believes on reasonable grounds that the corporate Member's board has resolved to revoke the appointment.

## 7. SUBSCRIPTIONS

7.1 The subscription fees for Membership are determined by the Board.

7.2 The subscription fees for Membership are payable annually on 1 July or at any other time determined by the Board from time to time.

7.3 The Membership of any Member whose subscription is outstanding for more than three months after the due date may be terminated at the discretion of the Board without the requirement for notice to that Member. The Board may reinstate such Membership on any terms it thinks fit.

## 8. RESIGNATION

8.1 A Member may resign from Membership by giving written notice to the Secretary.

8.2 A resigning Member is liable for any outstanding subscriptions. The Association may recover them as a debt due to the Association.

## 9. EXPULSION OF A MEMBER

9.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.

9.2 Particulars of the charge must be provided to the Member at least one calendar month before the Board Meeting at which the matter will be determined.

- 9.3 The Board must notify the Member of its determination. In the event of an adverse determination, subject to clause 9.4, Membership ceases 14 days after the Board does so.
- 9.4 The Member may appeal to the Association in General Meeting against the expulsion. The Member must notify the Secretary of the Member's intention to appeal within 14 days after the Board the Member is notified of the Board's determination.
- 9.5 In the event of an appeal against the expulsion:
- 9.5.1 the Member must be given an opportunity to put their case to the General Meeting by giving the Secretary a written statement for circulation to the Members (providing that the statement is under 1,000 words and in the opinion of the Secretary is not defamatory) and/or speaking to the motion at the meeting;
- 9.5.2 the appellant's Membership is terminated only if the General Meeting upholds the determination of the Board, and in that event, Membership is terminated at the date of the General Meeting.

## 10. REGISTER OF MEMBERS

- 10.1 The Association must at all times keep an up to date register of its Members listing in relation to each Member containing at least:
- 10.1.1 the Member's name and address;
- 10.1.2 the Member's nominated addresses for notices to be sent to the Member by post, electronic mail and facsimile (if applicable);
- 10.1.3 the date on which the Member's name is entered in the register; and
- 10.1.4 the date on which any person ceased being a Member.
- 10.2 It is the responsibility of the Secretary to maintain or cause to be maintained the register of Members in accordance with this clause.

## 11. GENERAL RIGHTS OF MEMBERS

Subject to the Act and this Constitution, Members have the right to:

- 11.1 be given notice of General Meetings;
- 11.2 request the Board to consider including on the agenda for a General Meeting any matter specified by the Member;
- 11.3 requisition Special General Meetings;
- 11.4 attend and speak at General Meetings;
- 11.5 vote at General Meetings; and
- 11.6 have access to the minutes of General Meetings.



## 12. PATRONS AND HONORARY MEMBERS

- 12.1 The Board may appoint and remove a person as a patron or honorary member of the Association on any terms the Board thinks fit.
- 12.2 A patron or honorary member may, at the discretion of the Board, be given the right to:
  - 12.2.1 be given notice of General Meetings as if they were a Member;
  - 12.2.2 attend and speak (but not vote) at General Meetings;
  - 12.2.3 and receive financial reports of the Association when those are made available to Members.
- 12.3 A patron or honorary member is not a Member for the purposes of this Constitution or the Act.

## 13. GREIVENCE PROCEDURE

### 13.1 Application of procedure

- 13.1.1 The grievance procedure set out in this clause 13 applies to disputes under this Constitution (**Disputes**) between:
  - 13.1.1.1 a Member and another Member
  - 13.1.1.2 a Member and the Board;
  - 13.1.1.3 a Member and the Association.
- 13.1.2 A Member must not initiate a grievance procedure in relation to a Dispute that is the subject of an action for expulsion of a Member under clause 9 until such action has been completed.

### 13.2 Parties must first attempt to resolve the Dispute

- 13.2.1 The parties to a Dispute must attempt to resolve the Dispute between themselves within 14 days of a party (**Aggrieved Party**) giving written notice to the other parties requesting resolution of the Dispute under this clause 13.
- 13.2.2 The notice under clause 13.2.1 (**Dispute Notice**) must set out in reasonable detail:
  - 13.2.2.1 the nature of the Dispute; and
  - 13.2.2.2 the remedies sought by the Aggrieved Party.

### 13.3 Mediation

- 13.3.1 Unless the Dispute is resolved within the period specified in clause 13.2.1, the Aggrieved Party may within 21 days of the Dispute Notice give written notice to the Board requiring the Dispute to be referred to a mediator to assist in resolving the Dispute.

- 13.3.2 The notice under clause 13.3.1 (**Mediation Notice**) must include a copy of the Dispute Notice.
- 13.3.3 The Board must within 7 days of receipt of the Mediation Notice:
- 13.3.3.1 in the case of a Dispute involving only Members, appoint a mediator determined by the Board;
  - 13.3.3.2 in the case of a Dispute involving the Association or the Board, appoint a mediator nominated by the Dispute Settlement Centre of Victoria; and
  - 13.3.3.3 provide copies of the Dispute Notice and Mediation Notice to the mediator appointed (**Mediator**).
- 13.3.4 The Mediator must:
- 13.3.4.1 be an accredited mediator under the National Mediator Accreditation System; and
  - 13.3.4.2 not have any personal interest in the Dispute.
- 13.3.5 The Mediator must assist in negotiating a resolution of the Dispute and in doing so:
- 13.3.5.1 give each party to the Dispute a reasonable opportunity to be heard and to provide documents in support of their respective positions;
  - 13.3.5.2 give due consideration to the arguments and documents provided by the parties to the Dispute; and
  - 13.3.5.3 otherwise ensure that natural justice is accorded to the parties to the Dispute throughout the mediation process.
- 13.3.6 The Mediator may not make a decision binding on the parties to the Dispute unless those parties have so agreed in writing.
- 13.3.7 The costs of the Mediator are to be paid by the Association unless the parties to the Dispute agree otherwise in writing.
- 13.4 **Failure to resolve Dispute by mediation**
- 13.4.1 The mediation process ends if the Dispute is not resolved within 21 days of the appointment of the Mediator.
- 13.4.2 If the mediation process does not resolve the Dispute, the parties to the Dispute may seek to resolve the Dispute in accordance with the Act or otherwise at law.

## 14. FUNCTIONS AND POWERS OF THE BOARD

- 14.1 The affairs of the Association are governed exclusively by the Board. In addition to the powers and authorities conferred by this Constitution, the Board may exercise all powers and do all things that are within the purposes of the Association, and are not by the Act or by this Constitution, required to be done by the Association in General Meeting.

- 14.2 Subject to this Constitution and the law, the Board may:
- 14.2.1 determine the manner in which its meetings and its business and proceedings are conducted and regulated;
  - 14.2.2 interpret this Constitution and determine any matter relating to the affairs of the Association on which this Constitution is silent.

## 15. COMPOSITION OF BOARD

- 15.1 The Board must comprise:
- 15.1.1 not less than three Elected Board Members; and
  - 15.1.2 not more than two Board Appointed Board Members.
- 15.2 Notwithstanding clause 15.1, while the number of Elected Board Members is below the minimum, the Board may still convene Board Meetings and pass resolutions to appoint additional Elected Board Members under clause 19, but for no other purpose.
- 15.3 A person may be appointed or elected:
- 15.3.1 a Board Member only if such person:
    - 15.3.1.1 is an individual over 18 years of age;
    - 15.3.1.2 is qualified to hold office in accordance with the Act;
    - 15.3.1.3 has consented in writing to being a Board Member; and
    - 15.3.1.4 has not held office as a Board Member for three successive terms of office immediately preceding such appointment or election;
  - 15.3.2 an Elected Board Member only if such person:
    - 15.3.2.1 has been a Member for a continuous period of at least one year immediately prior to the appointment or election; or
    - 15.3.2.2 is a Corporate Representative for a Member that has been a Member for a continuous period of at least one year immediately prior to the appointment or election.
- 15.4 Subject to clause 15.6, at the conclusion of each AGM, one third of the Elected Board Members must retire from office.
- 15.5 The Elected Board Members to retire at an AGM under clause 15.4 are:
- 15.5.1 those Elected Board Members appointed by the Board to fill a vacancy under clause 19 since the previous AGM; and
  - 15.5.2 those Elected Board members who have been longest in office since their last election,
- and as between persons who became Elected Board Members on the same day, are to be determined by ballot (unless otherwise agreed amongst themselves).

- 15.6 If at the time of the retirement of any Elected Board Member under clause 15.4, the number of Elected Board Members is not a multiple of three, then the number of Elected Board Members to retire is to be rounded down to the nearest multiple of three.
- 15.7 Subject to clause 15.3, retiring Elected Board Member is eligible for re-election under clause 16.

## 16. ELECTION OF ELECTED BOARD MEMBERS

### 16.1 Election of Elected Board Members

Subject to clauses 15.1 and 15.3, at each AGM the Association may elect Board Members under this clause 16.

### 16.2 Appointment of Returning Officer

The Board must appoint a returning officer in respect of each election of Board Members under this clause 16. The returning officer may be a Board Member provided that Board Member is not a retiring Board Member at such election.

### 16.3 Nomination and scrutinising of candidates

16.3.1 A candidate not being a retired Elected Board Member is not eligible to stand for election under this clause unless a Member (**proposer**) has proposed their nomination by delivering the nomination of that person to the Secretary. The nomination must be in a form approved by the Board and must be signed by the proposer and by the candidate to signify a willingness to stand for election.

16.3.2 The Association must give Members notice calling for Members to nominate candidates for election as an Elected Board Member together with the notice of the AGM.

16.3.3 Nominations for election close seven days before the AGM.

16.3.4 A retiring Elected Board Member is deemed to nominate for election unless they advise the Returning Officer to the contrary in writing before nominations close.

16.3.5 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for election under this Constitution. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposer and the Board.

16.3.6 Notice of all accepted candidates seeking election shall be given to all Members at the AGM at which the election is to take place.

### 16.4 No contest between candidates

If the number of candidates for election is equal to or less than the maximum number of positions which could be filled at the AGM:

16.4.1 the election process set out in clause 16.5 is discontinued; and

16.4.2 the AGM may appoint one or more candidates as an Elected Board Member by passing separate ordinary resolutions at the AGM.

#### 16.5 **Contest between candidates**

16.5.1 Unless clause 16.4 applies, the election of Elected Board Members is held at the AGM and the Returning Officer must:

16.5.1.1 prepare ballot papers for the election;

16.5.1.2 determine the order in which candidates appear on the ballot paper.

16.5.2 The Returning Officer is responsible for the conduct of the ballot in accordance with this clause and any requirements determined by the Board from time to time.

16.5.3 The Chairperson must announce the results of the ballot at the AGM.

### 17. **APPOINTMENT OF BOARD APPOINTED BOARD MEMBERS**

17.1 Subject to clauses 15.1 and 15.3, the Board may at any time appoint Board Members under this clause for a term of up to three years.

17.2 Subject to clause 15.3, a Board Appointed Board Member retiring under this clause is eligible for reappointment.

17.3 In appointing or re appointing any person as a Board Appointed Board Member, the Board must have proper regard to:

17.3.1 the qualifications, skills, expertise and experience of that person;

17.3.2 the qualifications, skills, expertise and experience of the incumbent Board Members;

17.3.3 the desired mix of qualifications, skills, expertise and experience amongst Board Members as determined by the Board in light of the Association's objects and activities; and

17.3.4 any other criteria or matter the Board determines relevant.

### 18. **BOARD VACANCIES**

The office of a Board Member becomes vacant if the Board Member:

18.1 reaches the end of their term of office;

18.2 dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;

18.3 becomes disqualified from holding office under this Constitution or the Act;

18.4 resigns from office by notice in writing to the President or Secretary; or

18.5 without the leave of the Board, is absent from three consecutive Board Meetings or is absent from four Board Meetings in any 12 month period;

- 18.6 is removed from office by resolution of a General Meeting in accordance with the Act;
- 18.7 being a Board Appointed Board Member, is removed from office by resolution of the Board.

## 19. **CASUAL AND OTHER VACANCIES IN ELECTED BOARD MEMBERS**

Subject to clauses 15.3, the Board may fill any casual vacancy or other vacancy in the number of Elected Board Members by appointing a Member to fill such vacancy at any time. Any person so appointed:

- 19.1 may only hold office until the commencement of the next AGM; and
- 19.2 is to be treated as an Elected Board Member elected under clause 16 for all other purposes.

## 20. **OFFICE BEARERS**

### 20.1 **Election of Office Bearers**

- 20.1.1 At the first Board Meeting after each AGM the Board must appoint a president, vice president, secretary and treasurer from among their number. Subject to this Constitution, those Office Bearers hold office until the conclusion of the election of Office Bearers at the first Board Meeting after the next AGM.
- 20.1.2 A retiring Office Bearer is eligible for re-election.
- 20.1.3 Nominations for office of an Office Bearer are made in the manner determined by the Board.
- 20.1.4 If there is only one nomination for the office of an Office Bearer, the nominee stands elected to such office.
- 20.1.5 If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.

### 20.2 **Vacation of office of Office Bearers**

- 20.2.1 The office of any Office Bearer becomes vacant if the Office Bearer:
- 20.2.1.1 reaches the end of their term of such office;
  - 20.2.1.2 resigns from such office by notice in writing to the Board;
  - 20.2.1.3 is removed from such office by resolution of the Board; or
  - 20.2.1.4 ceases to be a Board Member.
- 20.2.2 If a vacancy in the office of any Office Bearer occurs, the Board must promptly fill the vacancy by appointment from among their number.

### 20.3 Roles and responsibilities of Office Bearers

An Office Bearer must carry out the roles and responsibilities set out in this Constitution in respect of that Office Bearer, and such other roles and responsibilities as may be specified by the Board from time to time.

## 21. DELEGATIONS BY THE BOARD

21.1 The Board may delegate any of its powers (including the power to delegate) to:

- 21.1.1 a Board Member;
- 21.1.2 a committee of Board Members and or other persons;
- 21.1.3 an employee of the Association; or
- 21.1.4 any other person.

21.2 A delegation must be in writing.

21.3 The Board may revoke or vary a delegation.

21.4 A delegation does not derogate from the powers of the Board to act in any matter.

21.5 A Committee or other delegate must exercise their powers in accordance with any directions given by the Board.

## 22. COMMITTEES

22.1 A Committee operates for so long as the Board determines.

22.2 A delegation to a Committee may be by way of written terms of reference for that Committee approved by the Board.

22.3 All appointments and delegations to Committees must be reviewed at the least once in every 24 month period.

22.4 The Board may remove and appoint replacement or new members of a Committee at any time.

22.5 Unless otherwise determined by the Board, a Board Member must be the chairperson of a Committee.

22.6 Rules about proceedings of Board Meetings apply to meetings of all Committees, unless the Board otherwise determines.

22.7 All Committees must report on their activities to the Board at the times and in the manner determined by the Board.

## 23. VALIDATION OF ACTS

The acts of the Board, a Committee, an Officeholder or delegate of the Board are valid even if it is subsequently discovered that there was a defect in an appointment or any of them was disqualified.



## 24. PROCEEDINGS OF BOARD

### 24.1 Ordinary meetings

The Board must meet at least four times a year or more often as required at a time, date and place fixed by the Board from time to time.

### 24.2 Notice

Except in the case of an emergency, at least seven days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally, by letter, by facsimile, or telephone or by any other means consented to by all the Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

### 24.3 Quorum

The presence of more than half the Board Members constitutes a quorum at a Board Meeting and no business may be transacted unless a quorum is present.

### 24.4 Voting

All matters before the Board for decision at any Board Meeting must be decided by a majority of votes of the Board Members present. Subject to this Constitution, each Board Member present at a Board Meeting is entitled to one vote only except for the Chairperson who, in the case of an equality of votes, also has casting vote.

### 24.5 Special meetings

Special Board Meetings may be convened by the President, or by direction of the President, or at the requisition in writing of two or more Board Members.

### 24.6 Chairing of meetings

24.6.1 Subject to clauses 24.6.2 and 24.6.3, the President must preside at all Board Meetings.

24.6.2 If the President is absent or is unable or unwilling to preside at any Board Meeting, the Vice President must preside at that Board Meeting.

24.6.3 If the President and the Vice President are absent or are unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.

### 24.7 Attendance other than Board Members

Others may attend Board Meetings with the approval of the Board, and the resolution is recorded in the minutes of the Board Meeting.

### 24.8 Meetings using technology

24.8.1 A Board Meeting may be held with one or more of the Board Members taking part by using any technology that allows Board Members to clearly and simultaneously communicate with each other participating Board Member.



- 24.8.2 A Board Member who participates in a Board Meeting held under clause 24.8.1 is taken to be present at the meeting.
- 24.8.3 A Board Meeting held under clause 24.8.1 is deemed to be held at a place determined by the Board Members, provided that at least one of the Board Members present at the Board Meeting was at such place for the duration of that Board Meeting.

#### 24.9 **Circulating resolutions**

- 24.9.1 The Board Members may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 24.9.2 Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.
- 24.9.3 The resolution is passed when the last Board Member signs.

#### 24.10 **Disclosure or material personal interests**

- 24.10.1 A Board Member who has a material personal interest in a matter being considered at a Board Meeting, must, as soon as the Board Member becomes aware of the interest, disclose that interest to the Board.
- 24.10.2 A Board Member who has a material personal interest in a matter being considered at a Board Meeting must disclose that interest at the next General Meeting.
- 24.10.3 A disclosure of a material personal interest required by clauses 24.10.1 and 24.10.2 must include details of:
- 24.10.3.1 the nature and extent of the interest; and
- 24.10.3.2 the relation of the interest to the activities of the Association.
- 24.10.4 The details referred to in clause 24.10.3 must be recorded in the minutes of the meeting at which the material personal interest is disclosed.
- 24.10.5 Clauses 24.10.1 and 24.10.2 do not apply in respect of a material personal interest:
- 24.10.5.1 that exists only because the Board Member:
- (a) is an employee of the Association; or
  - (b) belongs to a class of persons for whose benefit the Association is established; or
- 24.10.5.2 that the Board Member has in common with all, or a substantial proportion of, the Members.
- 24.10.6 If a Board Member discloses a material personal interest in a contract or proposed contract in accordance with clause 24.10.1, or the

member's interest is not required to be disclosed because of clause 24.10.5:

24.10.6.1 the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Board Member and the Association; and

24.10.6.2 the Board Member is not liable to account for profits derived from the contract.

#### **24.11 Matter on which Board Member has material personal interest**

24.11.1 A Board Member who has a material personal interest in a matter being considered at a Board Meeting must not:

24.11.1.1 be present while the matter is being considered at the meeting; or

24.11.1.2 vote on the matter.

24.11.2 Clause 24.11.1 does not apply in respect of a material personal interest:

24.11.2.1 that exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or

24.11.2.2 that the Board Member has in common with all, or a substantial proportion of, the Members.

24.11.3 If there are not enough Board Members to form a quorum to consider a matter because of clause 24.11.1:

24.11.3.1 one or more Board Members (including those who have a material personal interest in the matter) may call a General Meeting; and

24.11.3.2 the General Meeting may pass a resolution to deal with the matter.

#### **25. BOARD HONORARIUM AND EXPENSES**

25.1 The Association may pay the Board Members a maximum total honorarium for Board Members determined by the General Meeting.

25.2 The Board may determine the allocation of the total honorarium among the Board Members. If the Board does not determine the allocation, the total amount of the honorarium must be allocated equally among the Board Members.

25.3 In addition to any honorarium, the Association may also pay any extraordinary travelling and other expenses Board Members properly incur:

25.3.1 in attending Board Meetings or meetings of any committee of the Board;

25.3.2 in attending any General Meeting; and

25.3.3 otherwise in connection with the business of the Association.

## **26. CONVENING GENERAL MEETINGS**

- 26.1 The Board may call a Special General Meeting at any time, and must call an AGM in accordance with the Act.
- 26.2 Within one month of the receipt of a requisition in writing of not less than four Members, the Board must convene a Special General Meeting for the purpose specified in the requisition.
- 26.3 Every requisition for a Special General Meeting must be signed by the Members making it and must state the purpose of the meeting.
- 26.4 If the Board does not convene the Special General Meeting as required by clause 26.2, the requisitionists may convene it. It must be convened in the same manner as a meeting convened by the Board, and for this purpose the Board must ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

## **27. GENERAL MEETINGS USING TECHNOLOGY**

- 27.1 A General Meeting may be held with one or more Members taking part by using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- 27.2 A Member who participates in a General Meeting held under clause 27.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- 27.3 A General Meeting held under clause 27.1 is deemed to be held at a place determined by the Board, provided that at least one of the Members present at the meeting was at such place for the duration of that meeting.

## **28. NOTICE OF GENERAL MEETINGS**

- 28.1 At least 21 days' notice of each General Meeting must be given to Members. The notice must set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- 28.2 For an AGM, the order of business is:
  - 28.2.1 the consideration of the financial statements and reports of the Board and if required, the auditors
  - 28.2.2 unless such appointment is not required or is made by the Board, the appointment of auditors;
  - 28.2.3 the election of Elected Board Members; and
  - 28.2.4 any other business requiring consideration by the Association in General Meeting.

## 29. QUORUM AT GENERAL MEETINGS

- 29.1 No business may be transacted at a General Meeting unless a quorum is present.
- 29.2 The quorum for a General Meeting is four Members present in person or by Corporate Representative or proxy.
- 29.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
  - 29.3.1 if the meeting was convened upon the requisition of Members, it is dissolved;
  - 29.3.2 in any other case, it is adjourned to the following day at the same time and place or to any other day time and place determined by the President. If a quorum is not present within 30 minutes after the time appointed for the resumed meeting, the meeting is dissolved.

## 30. PRESIDING AT GENERAL MEETINGS

### 30.1 Chairperson

- 30.1.1 Subject to clause 30.1.2, the President must preside at all General Meetings.
- 30.1.2 If the President is not present within 10 minutes after the time appointed for the General Meeting or is unable or unwilling to preside at the meeting, the following may preside at the meeting (in order of precedence): the Vice President, a Board Member chosen by a majority of the Board Members present, the only Board Member present, a Member chosen by a majority of the Members present in person or by Corporate Representative or proxy.

### 30.2 Powers of Chairperson

- 30.2.1 The Chairperson:
  - 30.2.1.1 has charge of the general conduct of the General Meeting and of the procedures to be adopted at the meeting;
  - 30.2.1.2 may determine any dispute about the admission or rejection of a vote (including a vote recorded in a form of proxy);
  - 30.2.1.3 may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
  - 30.2.1.4 may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting,
- 30.2.2 The Chairperson may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:

- 30.2.2.1 the person refuses to permit examination of an article in the person's possession;
- 30.2.2.2 the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or
- 30.2.2.3 the Chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting,

and a decision by the Chairperson under this clause is final.

## 31. ADJOURNMENTS

- 31.1 The Chairperson may adjourn a General Meeting to any place, date and time.
- 31.2 The Chairperson must adjourn a General Meeting if a majority of Members present at the meeting agree or direct the Chairperson to do so. The Chairperson may adjourn the meeting to any place, date and time.
- 31.3 If the meeting is adjourned for more than one month, notice of the resumed meeting must be given in the same manner as was given for the original meeting.
- 31.4 Only unfinished business may be transacted at a resumed meeting.

## 32. PROXIES AT GENERAL MEETINGS

- 32.1 A Member may appoint a proxy to vote in place of the Member at a General Meeting.
- 32.2 An appointment of a proxy is valid if it:
  - 32.2.1 is in the form of Schedule 1 or any other form determined by the Board;
  - 32.2.2 is signed by the Member making the appointment;
  - 32.2.3 contains the Member's name and address, the proxy's name or the name of the office held by the proxy, and the General Meetings at which the appointment may be used; and
  - 32.2.4 is provided to the Secretary at least 48 hours before the commencement of the meeting or resumed meeting.
- 32.3 An appointment of a proxy may be a standing one.
- 32.4 An undated appointment of a proxy is to be taken to have been dated on the day it is given to the Secretary.
- 32.5 A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 32.6 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a General Meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member

attending the meeting in person, including the right to demand or join in demanding a poll and to vote on a show of hands or a poll.

- 32.7 An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. In that event:
- 32.7.1 the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
  - 32.7.2 if the proxy is the Chairperson, the proxy must vote on a poll, and must vote that way; and
  - 32.7.3 if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- 32.8 Even if the appointment specifies how the proxy must vote on a particular resolution at a General Meeting, the proxy may vote on:
- 32.8.1 an amendment to the resolution, a motion not to put the resolution or a similar motion; or
  - 32.8.2 a procedural motion, including a motion to elect the Chairperson, remove the Chairperson or adjourn the meeting.
- 32.9 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the General Meeting.
- 32.10 If a proxy is also a Member, this clause does not affect the way that the person can cast any voting rights that person has as a Member.

### **33. IDENTITY OF REPRESENTATIVES AND PROXIES**

The Chairperson may require a person to establish to the satisfaction of a General Meeting that the person is the Corporate Representative or proxy of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting either upon a show of hands or upon a poll.

### **34. VOTING AT GENERAL MEETINGS**

- 34.1 Subject to clause 34.2:
- 34.1.1 only Members, their Corporate Representatives (in the case of a Member that is an incorporated body), or their properly appointed proxies may vote at General Meetings;
  - 34.1.2 at a General Meeting, each Member has one vote in relation to each resolution.
- 34.2 In the event that there is an equality of votes in relation to any proposed resolution, the Chairperson has a deciding vote in addition to any vote that the Chairperson may also have as a Member, a Corporate Representative or a proxy of a Member.
- 34.3 A challenge to the right of a person to vote at a General Meeting may only be raised at the meeting and must be determined by the Chairperson, whose decision is final.

- 34.4 At any General Meeting, each resolution must be decided on a show of hands or voices of Members present unless a poll is demanded in accordance with this clause.
- 34.5 On a show of hands or voices of Members present, a declaration by the Chairperson is conclusive evidence of the result. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- 34.6 A poll may be demanded in relation to any proposed resolution by the Chairperson or by any Member present at the Meeting.
- 34.7 A poll may only be demanded prior to or immediately after the voting result on a show of hands or voices of Members present is declared.
- 34.8 A demand for a poll may be withdrawn.
- 34.9 A poll on the election of a Chairperson or the question of an adjournment at a General Meeting must be taken immediately. In all other cases, a poll must be taken when the Chairperson directs.
- 34.10 On a poll:
- 34.10.1 the vote of each Member cast (including any vote permitted to be made by proxy) must be counted; and
  - 34.10.2 the Chairperson and the minutes must state the number or proportion of the votes recorded in favour of or against the resolution.
- 34.11 A demand for a poll does not prevent the General Meeting dealing with other business.

## 35. MINUTES

- 35.1 The Association must cause minutes of all proceedings of General Meetings and Board Meetings to be entered within one month after the relevant meeting in books kept for that purpose.
- 35.2 The Association must cause those minutes to be:
- 35.2.1 confirmed by the Members or Board Members present at a subsequent meeting;
  - 35.2.2 signed by the person chairing the meeting at which the proceedings took place or by the person chairing the meeting at which the minutes are confirmed.
- 35.3 Minutes that are so entered, confirmed and signed is, in the absence of proof to the contrary, to be accepted as proof of the proceedings to which the minutes relate.
- 35.4 Where minutes have been so entered, confirmed and signed, it is to be taken, in the absence of proof to the contrary, that:
- 35.4.1 the meeting to which the minutes relate was held; and
  - 35.4.2 the proceedings that are recorded in the minutes occurred; and



- 35.4.3 all appointments of Officeholders or auditors that are recorded in the minutes were validly made.

## 36. GENERAL RECORDS

The Association's records (other than financial records) must be kept by the Secretary or other person appointed by the Board.

## 37. FINANCE

- 37.1 All money received for the benefit of the Association is the property of the Association and, unless otherwise determined by the Board, must be deposited to the credit of the Association at a bank nominated from time to time by the Board.
- 37.2 Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by any persons appointed by the Board.
- 37.3 The Association must:
  - 37.3.1 keep financial records as required by the Act; and
  - 37.3.2 prepare, distribute and lodge financial statements as required by the Act.
- 37.4 The Association's financial records must be kept by the Treasurer or other person appointed by the Board.
- 37.5 The financial year of the Association is the 12 month period ending on 30 June each year, and where appropriate, allowing for broken periods:
  - 37.5.1 commencing on the date of registration of the Association; and
  - 37.5.2 ending on the date of deregistration of the Association.

## 38. AUDIT

If an audit or review of the Association's financial statements is required by the Act:

- 38.1 the Board or an AGM must appoint an auditor in accordance with the Act;
- 38.2 the Board must cause the financial statements to be audited or reviewed by the auditor in accordance with the Act;
- 38.3 the auditor holds office from the time of appointment until the next AGM and is eligible for reappointment; and
- 38.4 the remuneration of the auditor is fixed by the Board.

## 39. SEAL AND SEAL HOLDERS

- 39.1 The Board must provide for the safe custody of the seal of the Association.
- 39.2 The seal may only be used by the authority of the Board.
- 39.3 The affixing of the seal to any document must be witnessed by at least one Board Member.



- 39.4 Any document to which the seal is affixed must be signed by the Board Member who witnessed the affixing of the seal, and countersigned by another Board Member.
- 39.5 A register listing the documents to which the seal has been affixed must be maintained.

#### 40. **INSPECTION OF RECORDS BY MEMBERS**

- 40.1 Subject to clauses 40.2 and 40.3, and to the Act, Members are not entitled to inspect or be provided with copies of records of the Association unless otherwise determined by the Board on a case by case basis.
- 40.2 Members must be allowed to inspect:
  - 40.2.1 this Constitution; and
  - 40.2.2 minutes of the proceedings of General Meetings, including financial statements submitted at General Meetings,in accordance with the Act.
- 40.3 A Member must be provided with copies of the records referred to in clause 40.2 upon request made by that Member in accordance with the Act.

#### 41. **SPOKESPERSON**

- 41.1 The President and Vice President act as spokesperson for the Association, unless an alternative spokesperson has been appointed by the Board or a General Meeting.
- 41.2 The spokesperson must not make any statements to the media or otherwise make public statements except:
  - 41.2.1 in accordance with the Association's policies; or
  - 41.2.2 as otherwise directed by the Board.

#### 42. **INDEMNITY**

- 42.1 Subject to the Act, every person who is or has been an Officeholder must be indemnified out of the property of the Association against any Liabilities incurred in connection with that person's position as an Officeholder except a Liability:
  - 42.1.1 owed to the Association; or
  - 42.1.2 that did not arise out of conduct in good faith; or
  - 42.1.3 for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or
  - 42.1.4 for legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- 42.2 For the purposes of clause 42.1:

- 42.2.1 **legal costs** means legal costs on a solicitor and own client basis; and
- 42.2.2 **proceedings** means any initial legal proceeding and any appeal proceeding.
- 42.3 The Association need not indemnify a person under clause 42.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.
- 42.4 Where a person seeks to rely on the indemnity contained in clause 42.1, that person must:
- 42.4.1 immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;
- 42.4.2 permit the Association to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
- 42.4.3 not make any admission without the prior written consent of the Association;
- 42.4.4 promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 42.5 The Association must make available for inspection by any person who is or has been an Officeholder the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officeholder:
- 42.5.1 to which the person is a party; or
- 42.5.2 that the person proposes in good faith to bring; or
- 42.5.3 that the person has reason to believe will be brought against the person.
- 42.6 The obligations of the Association in respect of any person who is or has been an Officeholder under clause 42.5 cease on the expiry of seven years after that person ceases to be an Officeholder.

#### 43. **INSURANCE**

- 43.1 Subject to the Act, the Association must maintain at its cost a policy of insurance (**Policy**) with a reputable Australian insurer insuring every person who is or has been an Officeholder against any Liabilities incurred by that person in connection with that person's position as an Officeholder except a Liability of the kind referred to in clauses 42.1.1 to 42.1.4.
- 43.2 The Policy must provide for an insurance payout to the person of at least \$5,000,000.00 per claim.
- 43.3 The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.

- 43.4 The Association must promptly upon request by each person who is or has been an Officeholder, produce to him or her, a copy of the insurance policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.
- 43.5 The obligations of the Association in respect of any person who is or has been an Officeholder under this clause ceases on the expiry of seven years after that person ceases to be an Officeholder.

#### **44. AMENDMENT OF CONSTITUTION**

Subject to the Act, this Constitution may be amended, repealed or replaced by Special Resolution.

#### **45. WINDING UP**

- 45.1 The Association may be wound up by Special Resolution in accordance with the Act.
- 45.2 If, upon dissolution of the Association, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred to a fund, authority or institution determined by the General Meeting:
- 45.2.1 which has objects similar to those of the Association; and
  - 45.2.2 whose rules prohibit the distribution of its income among its Members.

#### **46. NOTICES TO MEMBERS**

- 46.1 The Association may give a notice to a Member by:
- 46.1.1 hand delivering it to the Member personally; or
  - 46.1.2 sending it by pre paid post, electronic mail or facsimile to an address of the Member specified in the register of Members.
- 46.2 A notice to a Member is deemed to be received:
- 46.2.1 if hand delivered, on delivery;
  - 46.2.2 if sent by prepaid post, three days after posting.
  - 46.2.3 if sent by electronic mail, at the time and on the day shown in the sender's electronic mail delivery report;
  - 46.2.4 if sent by facsimile, at the time and on the day shown in the sender's transmission report.

**Schedule 1 - Proxy**

**AUSTRALIAN INSTITUTE OF ANIMAL MANAGEMENT INCORPORATED  
PROXY**

I .....  
*Name of Member*

of .....  
*Address*

being a Member of the Association

appoint .....  
*Name of proxy or office held*

or if no person is named, the chairperson of the meeting, as my proxy to vote on my behalf:

- at the General Meeting of the Association to be held at [date] and [time] and at any adjournment of that meeting;
- all General Meetings until revoked.

**Direction to proxy**

If you want to direct your proxy how to vote, mark one box only for each resolution. If you do not want to direct your proxy how to vote, do not mark any box for the resolution. If you wish not to vote on a particular resolution, mark the 'Abstain' box.

I direct my proxy to vote as follows:

<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<i>Descriptions</i>			

Date .....

**If Member is an individual**

**Signed by** ..... in the presence of:

.....  
Signature of witness

.....  
Signature of Member

.....  
Name of witness (print)



**If Member is a company**

**Executed** by .....  
pursuant to section 127 of the  
*Corporations Act 2001*

.....  
Signature of Director

.....  
Signature of Director/Company Secretary  
*(Please delete as applicable)*

.....  
Name of Director (print)  
*or*

.....  
Name of Director/Company Secretary (print)

.....  
Signature of Sole Director and Sole Company Secretary

.....  
Name of Sole Director and Sole Company Secretary (print)

**If Member is an incorporated association**

**The common seal** of ..... )  
was affixed in accordance with its ..... )  
Constitution and by the authority of its ..... )  
Board/ Committee: ..... )

.....  
Witness

.....  
Witness



**This is the annexure marked 'A' referred to in the statutory declaration of  
[Name of Applicant] made on the        day of                                20**

before me:

DRAFT