

CONSTITUTION
OF
Humane World for Animals
Australia Limited

Australian Company Number (ACN) 066 675 170
Australian Business Number (ABN) 63 510 927 032

A Company limited by guarantee

Contents

Contents	2
Preliminary	3
Charitable purposes and powers.....	3
Powers of directors.....	16
Duties of directors.....	18
Directors' meetings.....	19
Secretary.....	21
Minutes and records.....	21
Notice.....	22
Financial matters.....	23
Indemnity, insurance and access.....	23
Winding up.....	24
Definitions and interpretation	24

Preliminary

1. Name of the Company

The name of the Company is Humane World for Animals Australia Limited (the Company).

2. Type of Company

The Company is a not-for-profit public Company limited by guarantee which is established to be, and to continue as, a charity.

3. Liability of member(s) limited to the guarantee

3.1 Each member must contribute an amount not more than \$10 (the guarantee) to the property of the Company if the Company is wound up:

- (a) while the member is a member, or within 12 months after they stop being a member, and
- (b) at the time of winding up, the debts and liabilities of the Company, including the costs of winding up, incurred before the member stopped being a member exceed the Company's assets.

3.2 The liability of each member is limited to the amount of the guarantee.

Charitable purposes and powers

4. Object

4.1 The Company's object is to advance the natural environment and prevent or relieve the suffering of animals, including by:

- (a) promoting the protection of all living things from cruelty and neglect;
- (b) promoting the enhancement and conservation of all wild plants and animals;
- (c) promoting the protection and conservation of, or research into, native species and ecological communities;
- (d) promoting the welfare and conservation of all animals and wildlife in domestic and international trade;
- (e) using all means to further humane and environmental education;
- (f) participating in and co-operating with other international organisations in efforts to prevent or ameliorate the suffering of animals and the preservation and conservation of the environment;
- (g) assisting and persuading, and if necessary through legal means, government bodies and agencies to further the protection of animals and the environment through appropriate regulation and enforcement; and
- (h) doing such other things as are incidental or conducive to the attainment of the Object, including the establishment and maintenance of a Gift Fund.

(Charitable Purpose)

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

5. Powers

Subject to clause 6, the Company has all the powers of a Company limited by guarantee under the Corporations Act which may only be used to carry out its purpose(s) set out in clause 4.

6. Not-for-profit

- 6.1 The Company must not distribute any income or assets directly or indirectly to its member(s), except as provided in clauses 6.2
- 6.2 Clause 6.1 does not stop the Company from doing the following things, provided they are done in good faith:
 - (a) paying the members for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, or
 - (b) making a payment to the member in carrying out the Charitable Purpose(s).

7. Amending the constitution

- 7.1 Subject to clause 7.3, the Voting Members may amend this constitution by passing a special resolution.
- 7.2 Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the resolution.
- 7.3 The Voting Members must not pass a special resolution that amends this constitution if passing it would mean the Company would no longer be a charity.

Membership

8. Members of the Company

- 8.1 Each individual who is a director of the Company at the date this constitution is adopted will upon that adoption automatically become a Voting Member and will have the rights associated with that class of membership as described in the table at Schedule 1. For avoidance of doubt, the initial Voting Members of the Company at the date of adoption of this constitution are those listed in Schedule 2.
- 8.2 Subject to clause 8.1, each member admitted as a member of the Company prior to the date this constitution is adopted will upon that adoption automatically become Associate Members, and will have the rights associated with that class of membership as described in the table at Schedule 1.
- 8.3 Additional members may be admitted in accordance with clause 9.3.
- 8.4 If an applicant is admitted as a member of the Company, the secretary must ensure:
 - (a) the applicant is given notice of admission as a member of the Company; and
 - (b) the name and details of the applicant are entered in the members' register in accordance with clause 12.

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

- 8.5 The secretary must ensure each applicant not admitted as a member of the Company is informed of this decision. The directors may, but are not required to, provide reasons for the decision not to admit an applicant into membership.

9. Becoming a member

- 9.1 Subject to clause 9.2, to be eligible to become a member of the Company an applicant must:
- (a) have a genuine commitment to and an understanding of the Charitable Purpose;
 - (b) in the case of an individual, be aged 18 years or older; and
 - (c) satisfy the criteria for the class of membership for which that applicant is applying as described in Schedule 1.
- 9.2 Provided a person has been appointed as a director under clause 34 and has given the Company a properly completed member consent (or, as noted above in Section 8.1 in the case of an initial Voting Member, is an existing director at the time this constitution is adopted, i.e., those individuals listed in Schedule 2), that person automatically becomes a Voting Member. For the avoidance of doubt, a Voting Member consent may be contained within the same document as the director consents.
- 9.3 Subject to clause 9.2, to become a member of the Company an applicant must:
- (a) satisfy the eligibility criteria under clause 9.1;
 - (b) complete and lodge a membership application in such form as determined by the directors from time to time which, for the avoidance of doubt, may include applying using the Internet;
 - (c) be nominated for membership by an existing Voting Member, unless the directors otherwise resolve to accept a membership application without such nomination;
 - (d) ensure all information provided when applying for membership of the Company is true and accurate and is not misleading or deceptive;
 - (e) be admitted into membership by a resolution of the directors; and
 - (f) satisfy such other membership criteria as the directors may lawfully resolve from time to time, acting reasonably.
- 9.4 The directors must postpone the assessment of all membership applications received during the period between the calling of a general meeting and the holding of the general meeting to which the notice relates (or any adjournments of that meeting) until after that meeting.

10. Member's rights

- 10.1 Each member has the rights associated with the class of membership to which that member belongs as described in the table at Schedule 1.

11. Membership not transferable

- 11.1 Membership of the Company and the associated rights cannot be transferred or sold in any manner whatsoever.

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

- 11.2 For the avoidance of doubt, nothing in this constitution prevents an existing member from applying to transfer to a different class of membership (if applicable) in accordance with this constitution and the policies and processes of the Company as in place from time to time.

12. Register of members

- 12.1 A register of members must be kept in accordance with the law.
- 12.2 Without limiting the requirement under clause 12.1, the following must be entered in the register in respect of each member:
- (a) the name and address of the member;
 - (b) the date of admission to and cessation of membership;
 - (c) in the case of a body corporate member which has appointed a Representative, the full name and contact details of the Representative;
 - (d) the class of membership to which that member belongs; and
 - (e) any other information required by the directors or the law from time to time.

13. Membership renewal

The directors (or their delegate) may, at their discretion, send a notice to one or more members requiring that member to confirm or to renew membership of the Company and/or to confirm or update that member's details (**Membership Renewal Notice**).

14. Membership classes

The directors may, from time to time and in accordance with the Corporations Act, resolve to add, remove or change membership classes.

Ceasing to be a member

15. General overview

- 15.1 There are a number of reasons why a member's membership will end. For instance, if a member:
- (a) resigns from membership (see clause 16);
 - (b) automatically ceases being a member (see clause 17); or
 - (c) is expelled from membership (see clause 18).
- 15.2 The directors may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of members as they so determine from time to time, provided they are consistent with the requirements set out in this clause.
- 15.3 Where a member ceases to be a member in accordance with the law or this constitution, that member's name must be removed from the register of members.
- 15.4 Upon the lawful removal of a member's name from the register of members:

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

- (a) the member will forfeit all rights and privileges attached to membership and all rights which that member may have against the Company arising out of the membership; and
 - (b) the Company will have no liability to such member in respect of that member's removal from the register of members.
- 15.5 Any member which ceases to be a member remains liable for:
- (a) any moneys which may be owing by that member to the Company; and
 - (b) in the case of the Company being wound up within one year of the date of cessation of membership, the relevant contribution under clause 3.

16. Resignation from membership

A member may resign from membership of the Company at any time by providing written notice to the Company. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

17. Automatic ending of membership

A member's membership will automatically end if the member:

- (a) dies, or in the case of a member that is a body corporate is subject to an insolvency event, is dissolved or wound up;
- (b) in the case of members who are also directors, ceases to be a director; or
- (c) fails to return a Membership Renewal Notice within two months after the return due date specified in that notice or such later time as determined by the directors.

18. Disciplining, suspension and expulsion of members

18.1 In summary, the process to discipline a member involves:

- (a) putting the member in question on notice and giving them the opportunity to provide information; and
- (b) passing a directors' resolution to warn, suspend, expel or otherwise discipline that member.

18.2 Provided the steps set out in clause 18 are followed, the directors may resolve to warn, suspend for a defined period of up to 12 months, expel or otherwise discipline a member if that member:

- (a) has refused or failed to comply with the provisions of this constitution; or
- (b) has acted in a way, in the opinion of the directors, is, or could be, prejudicial to the interests or reputation of the Company,

(Member Disciplinary Resolution).

18.3 The directors must give the member in question at least ten Business Days' prior notice of the date the directors will consider the Member Disciplinary Resolution. This notice must be in writing and inform the member:

- (a) the directors are to consider warning, suspending, expelling or otherwise disciplining the member (as the case may be);

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

- (b) of the reasons why the directors are considering taking the determined action;
 - (c) of the right for the member to give the directors, either orally or in writing, any explanation or defence relevant to the proposed disciplinary action;
 - (d) of the date, place and time of the meeting at which the resolution is to be considered; and
 - (e) of the right for the member or in the case of a body corporate member, its Representative, to attend the meeting at which the resolution is to be considered but not to be present during any director deliberations or the putting off or voting on the resolution unless the directors resolve otherwise.
- 18.4 Where a director is:
- (a) also a member subject to a Member Disciplinary Resolution; or
 - (b) in the case of a body corporate member, connected with a member subject to a Member Disciplinary Resolution by virtue of being a director, officer, employee or volunteer of that member,
- that director is not entitled to vote on the relevant Member Disciplinary Resolution.
- 18.5 Where a proposed Member Disciplinary Resolution relates to the expulsion of a member, such resolution must be passed as a resolution of at least 75% of directors entitled to vote on the resolution. Any other Member Disciplinary Resolution is to be passed as an ordinary resolution of directors entitled to vote on the resolution.
- 18.6 Directors must notify the relevant member in writing about the directors' decision within ten Business Days after the date a Member Disciplinary Resolution is passed, but failure to do so does not invalidate the decision.
- 18.7 The directors' decision in relation to the Member Disciplinary Resolution is final and takes effect as at the date the Member Disciplinary Resolution is passed.

General meetings

19. Introduction

- 19.1 For as long as the company is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, and for as long as the law permits or requires, the directors:
- (a) unless the Corporations Act otherwise requires a meeting of members for a particular resolution to be passed, may determine whether or not to hold meetings of members including annual general meetings;
 - (b) must ensure the Australian Charities and Not-for-profits Commission Governance Standards, in particular Governance Standard 2 relating to accountability to members, are complied with; and
 - (c) must ensure if the company does hold a meeting of members, it does so in accordance with this constitution and the Corporations Act despite the

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

fact the provisions of the Corporations Act dealing with members' meetings may not be directly applicable to the company.

- 19.2 If there is any inconsistency between the Corporations Act and this constitution with respect to the calling and holding of members' meetings then, to the extent permitted by law, the provisions of this constitution will prevail.

20. Calling of general meetings

A general meeting of members may be initiated by:

- (a) a resolution of the directors;
- (b) the Voting Members in accordance with the Corporations Act; or
- (c) the court in accordance with the Corporations Act.

21. Notice of general meetings

- 21.1 Subject to the provisions of the Corporations Act dealing with consent to short notice, if a general meeting of members (including any annual general meeting) is called under clause 20, at least 21 days' notice of that meeting must be given to each person who is at the date of the notice:

- (a) a member of the Company eligible to receive notices of meetings or their Representative;
- (b) a director of the Company; or
- (c) the auditor of the Company.

- 21.2 A notice of a general meeting must specify:

- (a) the date, time and place of the meeting;
- (b) if the meeting is to be held in two or more places or, unless the law requires otherwise, using one or more technologies, the technology that will be used to facilitate the meeting;
- (c) the general nature of the business to be transacted at the meeting, including the text of any resolutions to be proposed at the meeting; and
- (d) any other matters required under the law.

- 21.3 Notwithstanding clause 21.2, the ordinary business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (a) the consideration of the annual financial report, the directors' report and the auditor's report; and
- (b) the appointment of the auditor and the fixing of the auditor's remuneration.

- 21.4 A person who is entitled to receive notice of a general meeting or who is requested by the Chair to attend a general meeting is entitled to be present whether or not the person is a member.

- 21.5 Subject to the Corporations Act and this constitution, the directors may change the venue for, change the technology to be used for, or postpone or cancel a general meeting or an adjourned general meeting, but a meeting

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

that is called in accordance with a members' requisition under the Corporations Act may not be postponed or cancelled without the prior written consent of the persons who requisitioned the meeting.

- 21.6 The directors may give notice of change, cancellation or postponement of a meeting as they determine, but any non-receipt of, or failure to give, notice of change, cancellation or postponement does not invalidate the change, cancellation or postponement of any resolution passed at a postponed or relocated meeting.

22. Quorum at general meetings

- 22.1 No business may be transacted at any general meeting, except the election of a chair (if required) and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business and the quorum remains present throughout the meeting.
- 22.2 The quorum for a general meeting of members is a majority of Voting Members present in person or by Representative and entitled under these rules to vote at a general meeting.
- 22.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) where the meeting was convened by, or at the request of, a Voting Member or Voting Members, the meeting must be dissolved; or
 - (b) where the meeting was convened by, or at the request of, the directors or the court:
 - i. the meeting stands adjourned to the day, and at the time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place;
 - ii. at the adjourned meeting the quorum is two Voting Members present in person or by Representative and entitled under these rules to vote at a general meeting; and
 - iii. if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.
- 22.4 In determining whether a quorum is present pursuant to clause 22.2 or 22.3(b)ii:
- (a) proxies are not to be counted;
 - (b) if an individual is attending as a member and as a Representative, the individual must only be counted once; and
 - (c) if a member has appointed more than one Representative, only one Representative must be counted.

23. Chairperson for general meetings

- 23.1 The Chairperson is entitled to chair general meetings.
- 23.2 The members present and entitled to vote at a general meeting may choose a director or member to be the Chairperson for that meeting if:

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

- (a) there is no Chairperson, or
- (b) the Chairperson is not present within 30 minutes after the starting time set for the meeting, or
- (c) the Chairperson is present but says they do not wish to act as Chairperson of the meeting.

24. Role of the Chairperson

- 24.1 The Chairperson is responsible for the conduct of the general meeting.
- 24.2 The Chairperson must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 24.3 The Chairperson does not have a casting vote.

25. Conduct of and participation in general meetings

- 25.1 The chair of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in the opinion of the chair necessary or desirable for:
 - (a) proper and orderly debate or discussion; and
 - (b) the proper and orderly casting or recording of votes.
- 25.2 The chair of a general meeting at which a quorum is present must if so directed by a majority of the Voting Members present, adjourn the meeting from time to time and place to place. However, no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 25.3 Notice of an adjournment and the business to be transacted at an adjourned meeting must be given to all persons who were entitled to receive notice of the meeting the subject of the adjournment.
- 25.4 In addition to the rights provided for in clause 21.1(c) and 21.3, the auditor of the Company (if any) will be entitled to be heard at any general meeting which the auditor attends.
- 25.5 Unless the law requires otherwise, a meeting of members may be held at two or more venues using any form of technology (or multiple forms of technology), provided such technology:
 - (a) gives the members as a whole in those places a reasonable opportunity to participate in proceedings without being physically present;
 - (b) enables the chair to determine whether the person participating in the meeting is in fact a member or a Representative, proxy or attorney of a member;
 - (c) enables the chair of the meeting to be aware of proceedings in each place; and
 - (d) enables the Voting Members in each place to vote on a Show of Preference and on a poll.

26. Decisions at general meetings

- 26.1 Except in the case of any resolution which under this constitution or as a matter of law requires a Special Resolution, questions arising at a general meeting are to be decided by a majority of votes cast by Voting Members. Such decision is then for all purposes a decision of the members.
- 26.2 In the case of an equality of votes upon any proposed resolution at a meeting of members the chair may not exercise a second or casting vote in addition to any vote the chair may have as a member of the Company.
- 26.3 Unless a poll is demanded, a resolution put to the vote of a general meeting must be decided on a show of preference of Voting Members, with each member present indicating a preference by a means appropriate to that member and that is readily interpreted and understood by the chair (**Show of Preference**).
- 26.4 Voting at general meetings will be exercised in line with member rights as set out in Schedule 1.
- 26.5 A poll may be demanded before a vote being decided by a Show of Preference is taken or before or immediately after the declaration of the result of the Show of Preference by:
- (a) the chair of the meeting;
 - (b) at least three Voting Members present and entitled to vote on the relevant resolution; or
 - (c) a Voting Member or Voting Members present at the meeting and representing at least 5% of the votes that may be cast on the resolution on a poll.
- 26.6 Unless a poll is demanded, a declaration by the chair on the result of a vote on a Show of Preference is decisive of the outcome of that resolution. Such declaration does not need to refer to the number or proportion of votes for or against the resolution.
- 26.7 Except for a poll on the question of an adjournment which must be taken immediately, if a poll is demanded at a general meeting, it will be taken when and in the manner that the chair directs, and in all cases the result of the poll will be recorded as a resolution of the meeting at which the poll was demanded.
- 26.8 A poll cannot be demanded at a general meeting on the appointment of a chair of the meeting.
- 26.9 The demand for a poll may be withdrawn.

27. Voting rights

- 27.1 Each member has the voting rights associated with the class of membership to which that member belongs as described in the table at Schedule 1.
- 27.2 An objection to the qualification of a person to vote at a general meeting:
- (a) must be raised before or immediately after the result of the resolution for which the vote objected to is given; and
 - (b) must be referred to the chair of the meeting, whose decision is final.

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

27.3 A vote not disallowed by the chair of a meeting under clause 27.2 is valid for all purposes.

28. Representation at general meetings

- 28.1 Subject to this constitution and Schedule 1, Voting Members are entitled to vote:
- (a) in person or, if the member is a body corporate, through its Representative;
 - (b) by proxy in a form as the directors may prescribe or accept; or
 - (c) by attorney in a form as the directors may prescribe or accept.
- 28.2 A proxy, Representative or attorney may, subject to clause 9, be a member of the Company but does not need to be.
- 28.3 The chair of a meeting may require any person purporting to act as a proxy, attorney or Representative to establish to the satisfaction of the chair the person has been validly appointed as a proxy, attorney or a Representative and is the person named in the relevant instrument of appointment, failing which the chair may exclude that person from attending or voting at the meeting.
- 28.4 If the Company receives a proxy form from a Voting Member without the name of the proxy in that proxy form filled in, then the proxy of that member will be:
- (a) the person specified by the Company in the proxy form as being the proxy; or
 - (b) if no such person is specified by the Company in the proxy form, the chair of the meeting for which that proxy applies.
- 28.5 A proxy or attorney may not vote at a general meeting or adjourned meeting unless the instrument appointing the proxy or attorney is received:
- (a) at the registered office of the Company or at another place or electronic address specified for that purpose in the notice convening the meeting; and
 - (b) at least 48 hours before the time scheduled for the commencement of the meeting.
- 28.6 Unless the Company has received prior written notice of one or more of the circumstances listed at clause 28.6(a) to 28.6(c), a vote cast by a proxy or attorney at a meeting of members is valid even if, before the proxy or attorney votes:
- (a) the member dies, or in the case of a member that is a body corporate is subject to an insolvency event, is dissolved or wound up;
 - (b) the member revokes the proxy's or attorney's appointment; or
 - (c) the member revokes the authority under which a third party appointed the proxy or attorney.
- 28.7 Unless otherwise permitted by the chair, the authority of a proxy or attorney to speak and vote for a member at a general meeting is suspended while that relevant member is present at the meeting.

29. Meetings conducted using technological means

- 29.1 Subject to the Corporations Act and this constitution, the contemporaneous linking together by a form of technology of a number of Voting Members sufficient to constitute a quorum constitutes a general meeting.
- 29.2 Where a general meeting is held at two or more places using any form of technology, or using virtual meeting technology only:
- (a) a member participating in the meeting is taken to be present in person at the meeting;
 - (b) the provisions of this constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to general meetings held using that technology;
 - (c) the meeting is taken to be held at the place determined by the chair provided at least one of the Voting Members present at the meeting was at the place for the duration of the general meeting; and
 - (d) the conduct of the meeting must comply with any policies and procedures relating to the meetings conducted using technological means as determined by the directors from time to time.
- 29.3 The inability of one or more members to access, or to continue to access, the meeting using virtual meeting technology will not affect the validity of the meeting or any business conducted at the meeting, provided a sufficient number of Voting Members to constitute a quorum are able to participate in the meeting.
- 29.4 If the technology used in clause 29.2 encounters a technical difficulty, whether before or during the general meeting, which results in a member not being able to participate in the meeting, the chair may, subject to the Corporations Act and the requirements of clause 23 being satisfied:
- (a) allow the meeting to continue; or
 - (b) adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the chair of the meeting considers appropriate.
- 29.5 For the avoidance of doubt, where the chair has allowed the general meeting to continue in accordance with clause 29.4(a), any resolution passed at that meeting is valid.
- 29.6 Subject to the Corporations Act and this constitution, the directors may make such policies and procedures relating to holding meetings by technological means as they determined from time to time.

30. Decisions without meetings

Unless the Corporations Act requires the holding of a meeting, Voting Members may pass resolutions and otherwise make decisions outside of a members' meeting in any manner (including through the use of technology) provided:

- (a) all members entitled to vote on the resolutions are sent a copy of the resolutions and are given a reasonable time to respond considering the urgency and nature of the matters under consideration;

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

- (b) each such resolution is passed by at least 75% of all current Voting Members (unless a higher number or threshold is required under this constitution or by law); and
- (c) such manner complies with:
 - i. the law; and
 - ii. any policies and procedures relating to the passing of member resolutions as determined by the directors from time to time.

31. Resolutions of single member Company

If the Company has only one member, the Company may, provided that member is a Voting Member, pass a resolution by that member recording it and signing the record. That record is to be taken as a minute of the passing of that resolution.

Directors

32. Number of directors

- 32.1 The minimum number of directors is five.
- 32.2 The directors may change the maximum number of permitted director positions in the manner required by the Corporations Act.
- 32.3 If at any time the number of directors falls below three, the remaining director or directors may act but only:
 - (a) in an emergency;
 - (b) for the purpose of convening a general meeting of the Company; or
 - (c) for the purpose of increasing the number of directors to three.

33. Qualifications and requirements of directors

- 33.1 To be eligible to be a director, a person must:
 - (a) be 18 years of age or older;
 - (b) not be ineligible to be a director under the Corporations Act or the ACNC Act;
 - (c) have knowledge about and be committed to the Charitable Purpose; and
 - (d) meet any other criteria relating to the composition of the board and skills and qualifications of directors as may be determined by the directors from time to time.
- 33.2 For the avoidance of doubt and in accordance with the Corporations Act, at least two directors must reside in Australia.

34. Becoming a director

- 34.1 A person becomes a director if:
 - (a) that person is nominated by a Voting Member as a candidate for appointment as a director;
 - (b) the directors are satisfied that person meets the requirements described under clause 33.1;

- (c) that person has given the Company a properly completed director consent (which, for the avoidance of doubt, may be contained within the same document as the Voting Member consent); and
- (d) the directors resolve by resolution to appoint that person as a director.

35. Directors' term of office and term limits

- 35.1 The term of office of a director commences on the date the person is appointed as a director, and continues for the period determined by the directors at the time of appointment – such period not to exceed three years.
- 35.2 Each director is to remain as a director until the person's term of office expires or until such person ceases to be a director under clause 35.1.
- 35.3 Any person who holds, or has held, the position of director is not restricted in the number of years they may serve as a director and is eligible for reappointment.

36. Ceasing to be a director

- 36.1 In addition to the circumstances prescribed by law (including the Corporations Act and the ACNC Act), the office of any director becomes vacant if the director:
 - (a) dies;
 - (b) ceases to be a member;
 - (c) is, due to physical or mental impairment, unable to properly perform the duties of a director, as determined by a suitably qualified professional acting reasonably;
 - (d) is or has been convicted of an indictable offence; or
 - (e) fails to attend three or more directors' meetings in any 12 month period without leave of absence approved by the directors.
- 36.2 Nothing in clause 36.1 prevents a director from vacating office by providing a written notice of resignation to the Company addressed to the Chairperson or the secretary. Unless the notice or the law provides otherwise, the resignation takes effect from the date the notice is received.

Powers of directors

37. Powers of directors

- 37.1 The directors are responsible for managing and directing the activities of the Company to carry out the purpose(s) set out in clause 4.
- 37.2 The directors may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by the member.
- 37.3 The directors must decide on the responsible financial management of the Company including:
 - (a) any suitable written delegations of power under clause 38, and

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

- 37.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a resolution of the member(s).
- 37.5 Where permitted by the Corporations Act, if the company has only one member, and is a wholly-owned subsidiary of that member, the directors are authorised to act in the best interest of the member.

38. Delegation of directors' powers

- 38.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate, and may revoke any such delegation.
- 38.2 Any delegate appointed under clause 38.1 must exercise the powers delegated to it in accordance with any directions of the directors.
- 38.3 The Company must keep appropriate records of any delegations.

39. Committees

- 39.1 The directors may delegate their powers and functions to one or more committees consisting of such directors or the member of the Company as the directors think fit and may revoke all or any of the powers so delegated.
- 39.2 Committees will comply with any directives that may be given by the directors.
- 39.3 All members of such committees will have one vote in any meetings of the committee. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairperson shall not have a second or casting vote.
- 39.4 All acts done by any meeting of a committee, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such committee member, or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a committee member.

40. Payments to directors

- 40.1 The Company must not pay directors' fees.
- 40.2 The Company may:
 - (a) pay a director or committee member for work they do for the Company, other than as a director or committee member, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director or committee member for expenses properly incurred by the director or committee member in connection with the affairs of the Company.
- 40.3 Any payment made under clause 40.2 must be approved by the directors.

41. Execution of documents

41.1 The Company may execute a document without using a common seal if the document is signed by:

- (a) two directors of the Company,
- (b) a director and the secretary, or
- (c) or some other person or combination of persons appointed by the directors for that purpose,

whether by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.

42. Validity

42.1 An act done by a director or by a meeting of the directors or a committee attended by a director is valid even if:

- (a) there is a defect in the appointment of the director,
- (b) the person is disqualified from being a director or has vacated office, or
- (c) the person is not entitled to vote,

if that circumstance was not known by the person or the directors or committee, as the case may be, when the act was done.

Duties of directors

43. Duties of directors

43.1 The directors must comply with their duties:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company,
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 4,
- (c) not to misuse their position as a director,
- (d) not to misuse information they gain in their role as a director,
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 44,
- (f) to ensure that the financial affairs of the Company are managed responsibly, and
- (g) not to allow the Company to operate while it is insolvent.

43.2 For as long as the Company is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, the Company must also ensure the directors comply with the requirements described in Governance Standard 5 of the regulations made under the ACNC Act.

44. Conflicts of interest

- 44.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter being considered at a meeting of directors (or is proposed in a resolution to be passed under cl 52):
- (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the member(s).
- 44.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting and may be a standing (ongoing) disclosure.
- 44.3 Failure to make or to record any disclosures will not render voidable or void any contract, transaction or arrangement to which the disclosure relates.
- 44.4 Each director who has a material personal interest in a matter being considered at a meeting of directors (or is proposed in a resolution to be passed under cl 52) must not:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter,
- except as provided under clauses 44.5.
- 44.5 A director may still be present and vote if:
- (a) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company (see clause 62),
 - (b) their interest relates to a payment by the Company under clause 61 (indemnity), or any contract relating to an indemnity allowed under the Corporations Act,
 - (c) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (d) the directors who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
 - ii. says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

45. When the directors meet

The directors may decide how often, where and when they meet.

46. Calling directors' meetings

- 46.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 46.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

47. Chairperson

The directors must elect a director as the company's Chairperson.

48. Chairperson for directors' meetings

- 48.1 The Chairperson is entitled to chair directors' meetings.
- 48.2 The directors at a directors' meeting may choose a director to chair that meeting if the Chairperson is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as Chairperson of the meeting.

49. Quorum at directors' meetings

- 49.1 The quorum for a directors' meeting is a majority (more than 50%) of directors.
- 49.2 A quorum must be present for the whole directors' meeting.

50. Using technology to hold directors' meetings

- 50.1 The directors may hold their meetings by using any Virtual Meeting Platform that is agreed to by all of the directors.
- 50.2 The directors' agreement may be a standing (ongoing) one and may only be varied or withdrawn by a further ordinary resolution of directors.

51. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

52. Resolutions of directors without a meeting

- 52.1 The directors may pass a resolution without a directors' meeting being held.
- 52.2 A resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 52.3 or clause 52.4.
- 52.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 52.4 The Company may send a resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 52.5 The resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 52.3 or clause 52.4.

Secretary

53. Appointment and role of secretary

- 53.1 The Company must have at least one secretary, who may also be a director.
- 53.2 A secretary must be appointed by the directors (after giving the Company their signed consent to act as secretary of the Company) and may be removed by the directors.
- 53.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 53.4 The secretary must ensure that the following are maintained:
 - (a) a register of the Company's members, and
 - (b) the minutes and other records of the member's resolutions, directors' meetings and resolutions.

Minutes and records

54. Minutes and records

- 54.1 The Company must, within one month, make and keep a copy of any member's resolution.
- 54.2 The Company must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of any other resolutions of directors.
- 54.3 To allow the Voting Members to inspect the Company's records:
 - (a) the Company must give Voting Members access to the records set out in clause 54.1, and
 - (b) the directors may authorise the Voting Member to inspect other records of the Company, including records referred to in clause 54.2 and clause 55.1.
- 54.4 The directors must ensure that records of the member(s)'s resolution or a directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the Chairperson of the meeting, or
 - (b) the Chairperson of the next meeting.
- 54.5 The directors must ensure that minutes of the passing of a resolution passed without a meeting (of the directors) are signed by a director within a reasonable time after the resolution is passed.

55. Financial and related records

- 55.1 The Company must make and keep written financial records that:
 - (a) correctly record and explain its transactions and financial position and performance, and

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

- (b) enable true and fair financial statements to be prepared and to be audited.
- 55.2 The Company must also keep written records that correctly record its operations.
- 55.3 The Company must retain its records for at least 7 years unless the law otherwise requires or permits.
- 55.4 The directors must take reasonable steps to ensure that the Company's records are kept safe.

Notice

56. What is notice

Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 57 to 59, unless specified otherwise.

57. Notice to the Company

Written notice or any communication under this constitution may be given to the Company, the directors or the secretary by:

- (a) delivering it to the Company's registered office,
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the Company to the member as the Company's email address or other electronic address.

58. Notice to the member

- 58.1 Written notice or any communication under this constitution may be given to the member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices,
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any), or
 - (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 58.2 If a member elects to receive documents in physical form or electronic form, the Company must take reasonable steps to send documents in a manner that complies with the election.
- 58.3 If the Company does not have an address for a member, the Company is not required to give notice in person to that member.

59. When notice is taken to be given

- 59.1 A notice:
- (a) delivered in person, or left at the recipient's address: is taken to be given on the day it is delivered
 - (b) sent by post: is taken to be given on the third Business Day after it is posted to the address notified by the recipient and payment of postage costs
 - (c) sent by email, fax or other electronic method: is taken to be given when it is sent, unless the sender receives an automated message that the notice has not been delivered, and
 - (d) given under clause 58.1(d): is taken to be given on the Business Day after the notification that the notice is available is sent.
- 59.2 If the delivery or receipt of a notice is on a day which is not a Business Day or is after 5.00pm on a Business Day, it is deemed to be received at 9.00am on the following Business Day.

Financial matters

60. Company's financial year

The Company's financial year is from 1 January to 31 December, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

61. Indemnity

- 61.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the extent permitted by law (including the Corporations Act), against all losses and liabilities (including costs, expenses and charges) incurred by that person while as an officer of the Company.
- 61.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 61.3 The indemnity is a continuing obligation and is enforceable by an officer:
- (a) even though that person is no longer an officer of the Company, and
 - (b) is enforceable without that person having first to incur any expense or make any payment.

62. Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

63. Directors' access to documents

- 63.1 A director has a right of access to the financial records of the Company at all reasonable times.

- 63.2 The directors may resolve to give a director or former director access to other records, including documents provided for or available to the directors.

Winding up

64. Surplus Assets not to be distributed to the member(s)

- 64.1 Before the Company is wound up, it must first wind up each of the deductible gift recipient endorsed funds it operates (if any), in accordance with each fund's winding up requirements.
- 64.2 Subject to clause 64.4, the Corporations Act and any other applicable Act, and any court order, any Surplus Assets which remain after the Company is wound up must be distributed to one or more Eligible Recipients.
- 64.3 The decision about which Eligible Recipient(s) are to be given the Surplus Assets must be made by a Special Resolution of the directors at or before the time of winding up. If the directors do not make this decision, the Company may apply to the Supreme Court to make this decision.
- 64.4 Where the Company has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act and the Company's endorsement as a deductible gift recipient is revoked, then the Company must ensure the following assets remaining after the payment of all liabilities are distributed to one or more Eligible Recipients similarly endorsed as a deductible gift recipient:
- (a) deductible gifts of money or property received for the Charitable Purpose;
 - (b) deductible contributions made in relation to an eligible fundraising event held to raise funds for the Charitable Purpose; and
 - (c) money received by the Company because of such deductible gifts and contributions.
- 64.5 The decision about which Eligible Recipient(s) are to receive the funds distributed in accordance with clause 64.4 is to be determined by a resolution passed by a 75% majority of the directors.

Definitions and interpretation

65. Definitions

In this constitution:

"Associate Member" means a member belonging to that class of set out in the table at Schedule 1 or as lawfully determined under clause 8.

"ACNC Act" means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

"Business Day" means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the Company's registered office is located.

"Charitable Purpose" has the meaning given in clause 4.1.

"Company" means the Company referred to in clause 1.

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

"Contributions" has the same meaning as described in item 7 or 8 of the table in section 30-15 of the Tax Act

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

"Chairperson" means a person elected by the directors to be the Company's chairperson under clause 47.

"Eligible Recipient" means an organisation which:

- (a) has charitable objects or purposes similar to the Charitable Purpose;
- (b) has a governing document which requires its income and property to be applied in promoting its objects and agrees to use any distribution provided to it by the Company to further such objects or purposes;
- (c) is registered as a charity with the Australian Charities and Not-for-profits Commission; and
- (d) by law or its constituent rules, is prohibited from distributing, and does not distribute, its income and property amongst its members (either while it is operating or upon winding up) to an extent at least as great as is imposed upon the Company.

"Fundraising Event" has the same meaning as described in section 995-1 of the Tax Act

"Gift Fund" means the gift fund which the Company is to establish and maintain whenever required and to be administered in accordance with a standalone gift fund rules as amended by the directors from time to time.

"Registered Charity" means a charity registered under the ACNC Act.

"Representative" means a representative of a member appointed in the way permitted by section 250D of the Corporations Act regardless of whether that member is in fact bound by the Corporations Act.

"Surplus Assets" means any assets of the Company remaining after paying all debts and other liabilities of the Company, including the costs of winding up.

"Tax Act" means the *Income Tax Assessment Act 1997* (Cth)

"Virtual Meeting Platform" means any technology that allows members of the meeting to participate, including by asking questions orally and in writing, without being physically present at the meeting.

"Voting Member" means a member belonging to a class of members set out in the table at Schedule 1 or as lawfully determined under clause 8.

66. Reading this constitution with the Corporations Act

- 66.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 66.2 While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts, as they apply to a Registered Charity.
- 66.3 If the Company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

66.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

67. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

Schedule 1 – Membership Classes, rights and requirements

Class	Eligibility	Rights
Voting Members	Admitted into membership in accordance with clauses 8 and 9.	To receive notice of, attend and speak at all general meetings of members. To exercise one vote on all resolutions in person, by proxy, Representative or attorney.
Associate Members	Admitted into membership in accordance with clauses 8 and 9.	To receive notice of and attend all general meetings of members. No right to exercise a vote on any resolution.

HUMANE WORLD FOR ANIMALS AUSTRALIA LIMITED

Schedule 2 – initial Voting Members

Kitty Block

Jeffrey Flocken

Julianne Petersen

Gregory Tolhurst

Alison Corcoran