



**CONSTITUTION OF CAT PROTECTION
SOCIETY OF VICTORIA**

A company limited by guarantee under the
Corporations Act 2001 (Cth)

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CONSTITUTION
of
CAT PROTECTION SOCIETY OF VICTORIA
ACN 004 513 679

SECTION A - DEFINITIONS, OBJECTS & POWERS

1 PRELIMINARY

1.1 Definitions and interpretation

1.1.1 In the Constitution:

- (a) **"Absolute Majority"** means a majority of the votes of all members of the Board entitled to vote at the time, whether or not those Board members are present, and whether or not they vote;
- (b) **"Annual Subscription"** means the annual amount determined by the Board in accordance with Clause 8.1 (if any);
- (c) **"Board"** means the board of directors of the CPS for the purposes of the Corporations Act being the whole or any number (not being less than a quorum) of the board of the CPS for the time being acting as such in accordance with the Constitution;
- (d) **"By-Laws"** means by-laws of the CPS made by the Board pursuant to the Constitution, and for the time being in force;
- (e) **"Clause"** means a clause of the Constitution;
- (f) **"Code of Conduct"** means any By-Laws that may from time to time be made or given by the Board concerning the conduct and behaviour of Members and/or Directors, with a view to promoting sound practice and preventing illegal or dishonourable practices and any other acts the Board thinks fit;
- (g) **"Compliance Undertaking"** means a written undertaking from each Director, in a form prescribed by an Absolute Majority of the Board from time to time (if any), to comply with the Constitution and any Code of Conduct and By-Laws concerning the conduct of Directors;
- (h) **"Commissioner"** means:
 - (1) the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the *Income Tax Assessment Act 1997* (Cth), if that

Commissioner has responsibility for the tax or charitable status of the CPS; or

- (2) the Commissioner of the Australian Charities and Not-for-Profits Commission, if that Commissioner has responsibility for the tax or charitable status of the CPS;
- (i) "**Constitution**" means the Constitution as for the time being in force;
- (j) "**Corporations Act**" means the *Corporations Act 2001* (Cth);
- (k) "**CPS**" means the Cat Protection Society of Victoria established or continued in existence under the Constitution;
- (l) "**Director**" means a member of the Board;
- (m) "**Duties of the Officer**" includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment (in any capacity) of an Officer by the CPS or, where applicable, a subsidiary of the CPS, to any other corporation;
- (n) "**Entrance Fee**" means the amount determined by the Board in accordance with Clause 8.1 (if any);
- (o) "**Gift Fund**" means a fund created in accordance with Clause 33 and/or prescribed by the Commissioner;
- (p) "**Liability**" includes costs, charges, losses, damages, expenses and penalties;
- (q) "**Member**" means a member for the time being of the CPS appearing as such in the register of members;
- (r) "**Objects**" means the objects contained in Clause 3;
- (s) "**Officer**" means:
- (1) a member of the Board; or
- (2) a person:
- (A) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the affairs of the CPS;
- (B) who has the capacity to affect significantly the CPS's financial standing; or
- (C) in accordance with whose instructions or wishes the Directors are accustomed to act (excluding advice given by the person in a proper performance of functions attaching to the person's professional capacity or their business relationship with the Directors);
- (t) "**Person**" includes an individual, incorporated and unincorporated group or organisation, parts of incorporated and unincorporated groups or organisations and a company or incorporated entity;
- (u) "**Proceedings**" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer, or in the course of acting in connection with the affairs of the CPS, or

otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust, or breach of duty in relation to the CPS);

- (v) **"Register"** means the register of Members of the CPS, as referred to in Clause 32;
- (w) **"Responsible Person"** means an individual who is approved as a 'Responsible Person' (or equivalent) by the Commissioner, and who otherwise satisfies the requirements of the Commissioner;
- (x) **"Specified Majority"** means a majority of at least 66% of the votes of all members of the Board entitled to vote at the time, whether or not those Board members are present, and whether or not they vote; and
- (y) **"To the Relevant Extent"** means:
 - (1) to the extent the CPS is not precluded by law from doing so;
 - (2) to the extent, and for the amount that the Officer is not otherwise entitled, to be indemnified and is not otherwise actually indemnified; and
 - (3) where the liability is incurred in or arising out of the conduct of the business of another corporation, or in the discharge of the duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

1.1.2 A Member is to be taken to be present at a general meeting if the Member is present in person or by proxy.

1.1.3 Unless the contrary intention appears in the Constitution:

- (a) words importing the singular include the plural, and words importing the plural include the singular;
- (b) words importing a gender include every other gender;
- (c) words used to denote persons generally or importing a natural person include any corporation, body corporate or other body (whether or not the body is incorporated);
- (d) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
- (e) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

1.1.4 In the Constitution headings and boldings are for convenience only and do not affect its interpretation.

1.2 Application of the Corporations Act

1.2.1 The Constitution is to be interpreted subject to the Corporations Act. However, the rules that apply as replaceable rules to companies under the Corporations Act do not apply to the CPS.

- 1.2.2 Unless the contrary intention appears, a word or expression in a Clause that is defined in section 9 of the Corporations Act has the same meaning in the Constitution as in that section.

2 VISION

The vision of the CPS is a community in which all cats are valued and respected as companion animals, and have a high standard of welfare and wellbeing.

3 OBJECTS

The objects for which the CPS is established are:

- 3.1 to promote and improve the welfare and wellbeing of cats;
- 3.2 to operate cat welfare centres and clinics and engage in other activities for the care and prevention and relief of suffering of cats (whether alone or in conjunction with other institutions), which may include:
 - 3.2.1 finding suitable homes for un-owned, surrendered or stray cats;
 - 3.2.2 humanely euthanasing cats which are not suitable for re-homing, for which no suitable home can be found, or where euthanasia is medically required; and
 - 3.2.3 providing veterinary services for the treatment of cats;
- 3.3 to promote responsible cat ownership and provide community education and information about cats, their value and benefit as a companion animal and their needs;
- 3.4 to address cat overpopulation, including by promoting and supporting the de-sexing of all cats, other than those specifically used for breeding by a registered cat breeder;
- 3.5 to promote government measures for the improvement of cat welfare;
- 3.6 to collect and raise funds for the promotion of the preceding objects of the CPS; and
- 3.7 to do such things as may be incidental or conducive to the attainment of the vision and the objects set out in this Clause 3.

4 CPS POWERS

Solely for the purpose of carrying out the Objects, the CPS may, in any manner permitted by the Corporations Act:

- 4.1 exercise any power;
- 4.2 take any action; and
- 4.3 engage in any conduct or procedure,

which, under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

SECTION B - FINANCES

5 INCOME AND PROPERTY

5.1 Distributions to Members

The income and property of the CPS, however derived, must be applied solely towards the promotion of the Objects of the CPS, and no portion of the income or property of the CPS may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.

5.2 Payment for services rendered

Nothing in Clause 5.1 prevents the payment in good faith to an Officer or Member (whether directly or indirectly):

- 5.2.1 of remuneration for any services to the CPS;
- 5.2.2 for goods supplied in the ordinary and usual course of business;
- 5.2.3 of interest at a commercial rate on money borrowed from an Officer or Member;
- 5.2.4 of reasonable rent for premises let by an Officer or Member in the ordinary course of their business; or
- 5.2.5 of any sum permitted to be paid under Clause 36 or under a deed entered into under Clause 36,

provided that any such payment, or any other payment permitted by the Constitution, made or proposed to be made to a Director, has been approved by the Board (in any generic or specific case).

5.3 Payments to Directors

The Directors will not be paid by way of remuneration for their services as directors, provided that:

- 5.3.1 reimbursement for out-of-pocket expenses incurred in carrying out the duties of a director will be paid where payment does not exceed any amount previously approved by the Board;
- 5.3.2 payment for any service rendered to the CPS in a professional or technical capacity will be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; and
- 5.3.3 payment as an employee of the CPS will be made where the terms of employment have been approved by resolution of the Board.

SECTION C - MEMBERS

6 MEMBERSHIP

6.1 Members

The following persons are Members:

- 6.1.1 those Persons who are Members as at the date of adoption of the Constitution; and
- 6.1.2 any other Person who becomes a Member by virtue of Clause 6.4.

6.2 Classes and rights may be set out in By-Laws

Different:

- 6.2.1 classes of membership; and
- 6.2.2 eligibility criteria for admission to membership,

may be set out in the By-Laws and subject to the Constitution, the rights and benefits, duties and obligations, and status of Members, within the various classes of membership may be defined by the By-Laws.

6.3 Position if no By-Laws

Subject to Clause 38.1, if there are no By-Laws regulating voting rights and/or classes of membership (whether because no By-Laws have been enacted or because By-Laws have been set aside):

- 6.3.1 all Members will have one vote; and
- 6.3.2 there will be deemed to be one class of membership known as "Ordinary Members",

until such time as one or more By-Laws are enacted to the contrary.

6.4 Admission to membership

- 6.4.1 Membership is open to those Persons:
 - (a) who are nominated in writing for membership of the CPS by an existing Member; and
 - (b) who being eligible to become a member in accordance with the Constitution and the By-Laws, agree in writing to become a member and whose application for membership is approved by the Board in accordance with Clause 6.6.
- 6.4.2 Members are entitled to be admitted to membership, upon the granting of approval by the Board (in a class of membership approved or directed by the Board).
- 6.4.3 The Board may confer 'Honorary' or 'Life' membership status of the CPS on any individual who has given outstanding service to the CPS or its Objects (without

the need for an application). Unless otherwise expressly stated at the time, such individuals will be Members of the CPS for the purposes of the Corporations Act.

6.5 Applications

Applications for membership must be:

- 6.5.1 in writing in the form determined by the Board from time to time, stating that the applicant:
 - (a) wishes to become a member of the CPS;
 - (b) supports the Objects; and
 - (c) will comply with the Code of Conduct;
- 6.5.2 signed by the applicant and the existing Member who supports the application; and
- 6.5.3 lodged with the Board, or as the Board otherwise specifies from time to time.

6.6 Board to consider and approve applications for membership

- 6.6.1 An application for membership must be considered at the first regular meeting of the Board following the receipt of the application, unless it is impractical to do so, including by reason of a request for the applicant to provide further information to the Board.
- 6.6.2 The Board must:
 - (a) by resolution approve or reject the application, without being required to defer to the Member who nominated the applicant or acknowledge or consider their support for the application; and
 - (b) notify the applicant in writing whether the application has been approved or rejected.
- 6.6.3 If the Board approves the application:
 - (a) the Board will request the applicant pay within a period of 28 days after the date of the Board meeting the amount payable under the Constitution as the Entrance Fee (if any) and the first year's Annual Subscription (if any);
 - (b) the name and address of the new Member, and the date of becoming a Member, must be entered in the Register within 7 days of the receipt of the amounts referred to in Clause 6.6.3(a), or as soon as reasonably practicable if no such amount is payable; and
 - (c) the applicant becomes a Member from the date the applicant is recorded in the Register, in accordance with Clause 6.6.3(b).
- 6.6.4 The decision of the Board on an application for Membership, and as to the class (if any), of Membership for which the applicant is eligible is final and conclusive and binding on the applicant.
- 6.6.5 The Board will not be required to give any reason for the rejection of any application for Membership.

6.7 Changes to classes of membership

- 6.7.1 The Board may dissolve any present or future class or classes of Membership of the CPS and may create new or further class or classes of Membership.
- 6.7.2 The Board may from time to time temporarily or permanently close any class of Membership.

7 RIGHTS AND OBLIGATIONS OF MEMBERS

- 7.1 The rights of Members are not transferable, and end when the Member ceases to be a Member in accordance with Clause 9 or Clause 10.
- 7.2 Members must support the Objects and comply with the Code of Conduct.

8 ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

- 8.1 The Board may by resolution set:
- 8.1.1 an Entrance Fee payable by a Member upon being admitted to Membership; and
- 8.1.2 an Annual Subscription for each class of Members.
- 8.2 The amounts payable and the date for payment for either may vary according to criteria set by the Board in the resolution.
- 8.3 The voting and other rights of Members who have not paid the Annual Subscription by the date for payment are suspended until the Annual Subscription is paid, subject to Clause 14.8.6.

9 RESIGNATION AND EXPULSION OF MEMBERS

9.1 Resignation

A Member may at any time, by giving at least 1 months notice in writing to the Board, resign their membership of the CPS.

9.2 Resignation affects status as a Director

Upon giving notice pursuant to Clause 9.1 a Member who is also a Director will be deemed to have given notice to resign as a Director pursuant to Clause 17.3.2(d).

9.3 Discipline of Members

- 9.3.1 The Board may, by resolution:
- (a) passed by an Absolute Majority if the Member is not a Director; or
- (b) passed by a Specified Majority (excluding any Director who is the subject of the resolution) if the Member is a Director,
- censure, sanction, suspend or expel a Member for:
- (c) failing to comply with the Constitution;
- (d) conduct unbecoming of a Member or prejudicial to the interests of the CPS; or
- (e) failing to comply with the Code of Conduct.
- 9.3.2 Before taking action the Board:

- (a) may investigate the conduct of any Member, and any Member who is the subject of a review must provide reasonable assistance to the Board; and
- (b) must give notice in writing to that Member of the Board's intention to act and stating the Board's reason for the proposed censure, sanction, suspension or expulsion.

9.3.3 The notice given under Clause 9.3.2 must specify a time and place at which the Member may appear before the Board to show cause why the proposed action should not be taken, such time to be not less than 14 days from the date of the notice.

9.3.4 The Board must promptly notify a Member in writing of any action to be taken under this Clause 9.3, with the Board's decision being final and conclusive and binding.

10 CESSATION OF MEMBERSHIP

10.1 A Member ceases to be a Member:

10.1.1 on ceasing to meet the eligibility criteria prescribed pursuant to Clause 6.2 and set out in the By-Laws from time to time (for the relevant class of membership);

10.1.2 on resignation, expulsion, death or ceasing to have legal capacity;

10.1.3 on becoming insolvent, bankrupt, under administration or upon making any arrangement or composition with their creditors generally;

10.1.4 on failing to pay their Annual Subscription or any other moneys payable to the CPS within 30 days of the due date for payment, unless the Board has expressly resolved to grant an extension of time of up to 60 days on a case-by-case basis by reason of extenuating circumstances (membership ceasing upon the expiration of any period of extension); or

10.1.5 in the case of a Member who is also a Director, on ceasing to be a Director other than by reason of the Director resigning or retiring from office in accordance with the Constitution.

10.2 If a Member ceases to be a Member, the date of ceasing to be a Member must be entered in the Register.

10.3 Any Member whose membership ceases solely by reason of Clause 10.1.4, may be reinstated at the discretion of the Board upon all amounts owed being paid in full.

11 PRIVACY OF MEMBERS

11.1 Personal information about Members is collected for the purpose of membership and is not otherwise disclosed except where authorised by law or where reasonably necessary for other purposes directly incidental to membership, in accordance with the CPS privacy policy.

11.2 On being admitted to membership a Member will be taken to have consented to his or her personal information being used in accordance with Clause 11.1.

12 OBLIGATIONS OF MEMBERS

Save as set out in the Constitution, the rights and benefits, duties and obligations, and status of Members, within the various classes of membership which may exist from time to time will be defined by the By-Laws.

SECTION D - GENERAL MEETINGS

13 MEETINGS OF MEMBERS

13.1 Annual general meeting

- 13.1.1 An annual general meeting of the CPS must be held in accordance with the requirements of the Corporations Act and at such times and places as the Board may determine.
- 13.1.2 The ordinary business of the annual general meeting is:
- (a) to receive and consider the accounts, balance sheets and the reports of the Directors and of the auditors and of any other documents required by law to be laid before the meeting;
 - (b) to elect Directors in place of those retiring or ceasing to hold office; and
 - (c) to transact any other business which under the Constitution or the Corporations Act ought to be transacted at an annual general meeting.
- 13.1.3 No business may be transacted at an annual general meeting other than:
- (a) the ordinary business referred to in Clause 13.1.2; and
 - (b) any special business set out in the notice of meeting.

13.2 Special general meetings

- 13.2.1 A general meeting of Members other than the annual general meeting is called a special general meeting.
- 13.2.2 The Board may, whenever it thinks fit, convene a general meeting and must convene a general meeting on a requisition of:
- (a) Members, as provided for by the Corporations Act;
 - (b) at least 20 Members;
 - (c) 4 or more Directors if there are 7 or 8 Directors (subject to Clause 17.3.1(b)); and
 - (d) 5 or more Directors if there are 9 Directors (subject to Clause 17.3.1(b)).
- 13.2.3 The requisition for a special general meeting must state the objects of the meeting and must be signed by the Members or Directors making the requisition and be sent to the office of the CPS and may consist of several documents in a like form, each signed by one or more of the Members or Directors making the requisition.
- 13.2.4 Special general meetings may only consider business of which notice has been given in accordance with Clause 13.3.

13.3 Notice of general meetings

- 13.3.1 Subject to the provisions of the Corporations Act, and of the Constitution, not less than 21 clear days notice of a general meeting must be given in the manner provided in Clause 37 to the Members, Directors and auditors of the CPS, specifying the place, day and hour of the meeting and the business to be transacted, including the resolutions to be put to the Members.
- 13.3.2 The accidental omission to give notice of a general meeting to, or the non-receipt of any such notice by, any of the Members does not invalidate any resolution passed at any such meeting.
- 13.3.3 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Board who must include all legitimate business (as determined by the Board) in the notice calling the next general meeting after the receipt of the notice.

13.4 Postal Ballots

- 13.4.1 Subject to the provisions of the Corporations Act, whenever the Board thinks fit it may submit any question or resolution to the vote of all Members entitled to a vote at a general meeting of the CPS by means of a postal ballot in such form and returnable in such manner as the Board decides, provided that notice of any postal ballot must be given to each Member in the manner provided in Clause 13.3.
- 13.4.2 A resolution approved by a majority or specific majority of the Members voting by such ballot will have the same force and effect as such a resolution would have if carried by such a majority or specific majority at a duly constituted general meeting of the CPS competent to pass such a resolution.

13.5 Use of Technology

General meetings may be held at more than one place, provided that the technology that is used enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other such Member.

14 PROCEEDINGS AT GENERAL MEETINGS

14.1 Quorum

- 14.1.1 No business may be transacted at a general meeting unless a quorum is present at the commencement of business.
- 14.1.2 The quorum for consideration of the business of a general meeting is the presence in person or by proxy of at least 20 Members entitled to vote.

14.2 Chairperson

The President appointed pursuant to Clause 18 is entitled to act as chairperson of general meetings, but if no President has been appointed, or if at any meeting the President is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act, one of the Vice-Presidents appointed pursuant to Clause 18 may act as chairperson. If the Vice-Presidents are unable to agree on who will act or unwilling to act, the Directors present may choose one of their number to be the chairperson of the meeting.

14.3 Absence of quorum

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and/or at such other time and place as the Board may determine. If at the

adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than 9 Members entitled to vote) will be a quorum. If 9 Members are not present the meeting will be dissolved.

14.4 Adjournment of meeting

The chairperson of a meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

14.5 Poll

14.5.1 At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairperson of the meeting;
- (b) by any Member present in person or by proxy; or
- (c) by any member of the Board.

14.5.2 Unless a poll is so demanded a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the CPS will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

14.6 Manner of taking poll

If a poll is duly demanded it will be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith.

14.7 Casting vote by chairperson

In the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded will be entitled to a second or casting vote.

14.8 Voting

14.8.1 The voting rights of the Members will be set out in the By-Laws.

14.8.2 Each Member who has the right to vote may vote:

- (a) in person; or
- (b) by the appointment of a single proxy, who will be entitled to vote on a show of hands as well as on a poll.

14.8.3 A proxy must be a Member who is eligible to vote and may be appointed for all, any number of, or for a particular meeting.

14.8.4 The decision of the chairperson of a meeting as to the validity of a proxy will be final and conclusive.

14.8.5 Where a person present at a general meeting represents by proxy more than one Member, the following provisions apply to a vote taken on a show of hands:

- (a) if the person has been directed to vote in favour of or against a resolution, the person must vote once as directed, with the person's vote being taken as having been cast for all the directing Members the person represents; and
- (b) if the person is to vote as they think fit, the person must vote once in the same manner for all Members, with the person's vote being taken as having been cast for all the Members the person represents.

14.8.6 A Member is not entitled to vote at a general meeting or act as a proxy unless all moneys due and payable by the Member to the CPS have been paid, excluding any Annual Subscription or other payment notified within 30 days of the general meeting.

14.9 Qualification of voters

An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection must be referred to the chairperson of the meeting, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

14.10 Proxies

14.10.1 An appointment of a proxy is valid if it meets the requirements of the Corporations Act and the Constitution.

14.10.2 The instrument appointing a proxy must be in writing and signed by the appointer. The instrument appointing a proxy must be lodged at the registered office of the CPS or such other place as is specified for that purpose in the notice convening the meeting not less than 48 hours before the proxy purports to vote at any general meeting of the CPS. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A Member is entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.

14.10.3 The instrument appointing a proxy may be in the following form or in a common or usual form:

"To: Cat Protection Society of Victoria

I of
..... being a
member of Cat Protection Society of Victoria ("CPS") hereby appoint

..... of
..... being a
paid up Member of the CPS or failing them
..... of
..... who is also
a paid up Member of the CPS, as my proxy to vote on my behalf at the
general meeting of the CPS to be held on the day of
..... and at any adjournment thereof.

The proxy is hereby authorised to vote *in favour of/*against the following resolutions:

Signed this day of

Note: In the event of the member desiring to vote for or against any resolution they must instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.

*Strike out whichever is not desired."

- 14.10.4 Unless the CPS has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (a) the appointing Member dies;
 - (b) the Member is mentally incapacitated;
 - (c) the Member revokes the proxy's appointment; or
 - (d) the Member revokes the authority under which the proxy was appointed by a third party.
- 14.10.5 The appointment of a proxy is not revoked by the appointer attending the general meeting, but:
- (a) if the appointer votes on a resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on that resolution; and
 - (b) if the appointer otherwise takes part in the meeting in relation to a resolution the proxy must not take part in the meeting in relation to that resolution.

SECTION E - BOARD OF DIRECTORS

15 BOARD OF DIRECTORS

15.1 Board of Directors

15.1.1 The affairs of the CPS are to be managed by a Board of Directors constituted as provided in this Clause 15.

15.1.2 The Board is to consist of no less than 7 but not more than 9 Directors, being:

- (a) a President;
- (b) 2 Vice-Presidents;
- (c) an Honorary Secretary;
- (d) an Honorary Treasurer; and
- (e) not less than 2 but no more than 4 other Board members,
appointed in accordance with Clauses 17 and 18.

15.2 Holding office

Subject to the Constitution, a member of the Board holds office until the close of the annual general meeting at which they are to retire in accordance with Clause 15.3 or Clause 17.4.1.

15.3 Retirement of Directors

15.3.1 At each annual general meeting of the CPS:

- (a) the Directors appointed pursuant to Clause 17.4.1 to fill a casual vacancy, must retire from office; and
- (b) one third of the other Directors for the time being, or if their number is not 3 or a multiple of 3, then the whole number nearest but not exceeding one third, must retire from office.

15.3.2 The Directors (not appointed to fill a casual vacancy) to retire in every year are those who have been longest in office since their last election or appointment, but as between persons who become Directors on the same day those to retire will (unless they agree otherwise among themselves) be determined by lot.

15.3.3 Subject to Clause 15.4, a retiring Director is eligible for re-election.

15.4 No maximum term

Subject to the Corporations Act and the requirements of the Constitution, there is no cap on the period a Director may remain in or hold office.

15.5 Qualification of Directors

No person is eligible to be appointed or act as a director of the CPS unless:

- 15.5.1 that person is over the age of 18 years;
- 15.5.2 that person is not prohibited or disqualified or otherwise prevented from acting as a director of a CPS under the Corporations Act;
- 15.5.3 that person is a Member of the CPS; and
- 15.5.4 that person meets the requirements of Clause 33.2, if applicable, or the appointment of that person does not infringe the requirements of that Clause.

16 NOMINATION PROCESS

16.1 Call for nominations

- 16.1.1 Nominations for candidates for the position of a Director may be called for by the Board, prior to each annual general meeting of the CPS.
- 16.1.2 A candidate may only be nominated if they have been a Member for at least 3 months prior to their nomination.
- 16.1.3 For the purpose of calling for nominations the Board may prepare and circulate "position descriptions" for the purpose of assessing the suitability of candidates.

16.2 Form of nominations

Nominations for candidates for the position of a Director:

- 16.2.1 must come from at least two Members;
- 16.2.2 must be in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination prescribed by the Board);
- 16.2.3 must contain or be accompanied by a brief statement from the candidate outlining their skills and experience, and how they propose to fulfil their commitments as a Director and add value to the CPS; and
- 16.2.4 must be delivered to the Board at such address as notified by the Board, not less than 30 days before the date fixed for an annual general meeting or any other date unanimously resolved by the Board.

16.3 Notice of candidates

- 16.3.1 No less than 2 days before the date fixed for the holding of the annual general meeting the Board must either issue to all Members or display at the registered office of the CPS:
 - (a) eligible candidates nominated under Clause 16.2; and
 - (b) candidates who, being eligible for re-election, have offered themselves for re-election.
- 16.3.2 The candidates must be put to the Members for election as per Clause 17.2.3 and no further nominations will be received at the annual general meeting or after the date on which nominations close under Clause 16.2.4.

17 APPOINTMENT AND REMOVAL OF DIRECTORS

17.1 Candidates

At each annual general meeting the Members must fill each vacated or vacant office or offices by appointing a duly qualified person. A retiring Director, if offering himself or herself

for re-election and not being prevented by the Constitution from holding office as a director, will be deemed to be have been re-elected, unless:

- 17.1.1 at the meeting it is expressly resolved not to fill the vacated office; or
- 17.1.2 nominations for the vacated position are received, in which case, the retiring Director will be deemed to be a candidate for the vacated position and will be eligible for election in accordance with Clause 17.2.

17.2 Voting for new or additional directors

- 17.2.1 If only one nomination for each vacancy, or new position is received (including any retiring Director who is deemed to be a candidate), the candidate/s nominated will be deemed to be elected.
- 17.2.2 If the number of nominations exceeds the number of vacancies to be filled, a vote will be held in accordance with Clause 17.2.3.
- 17.2.3 On any vote to appoint a Director at an annual general meeting:
 - (a) the chairperson must collect the votes of the Members;
 - (b) all votes must be on the prescribed form (being the form prescribed by the Board from time to time);
 - (c) votes must be tallied in simple form, not a preferential system. That is, Members will vote for the candidate/s they most prefer, in accordance with the number of nominations. The candidate/s with the most votes will be declared elected; and
 - (d) if votes are tied:
 - (1) Members will re-vote on the tied candidates, in simple form, not a preferential system;
 - (2) the candidate with the most votes on the revote will be declared elected; and
 - (3) if on a re-vote, votes remain tied, the chair of the meeting will have a casting vote.

17.3 Removal of Directors and vacation of office

- 17.3.1 Without limiting the rights of the Members under the Corporations Act, but subject to the Corporations Act:
 - (a) the Members may by a “special resolution” passed by at least 75% of the votes cast in person or by proxy of Members entitled to vote on the resolution, remove any Director before the expiration of his or her period of office; and
 - (b) the Board may give notice of an intention to remove a Director before the expiration of his or her period of office and call a general meeting for their removal, by resolution passed by a Specified Majority (excluding the Director who is the subject of the resolution).
- 17.3.2 The office of a Director will become vacant if the Director:
 - (a) dies;
 - (b) ceases to be a Director or is disqualified from being a director pursuant to the Corporations Act;

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his or her office by notice in writing to the CPS;
- (e) for more than 6 months is absent without permission of the Board from meetings of the Board held during that period;
- (f) has a material personal interest in a matter relating to the affairs of the CPS and fails to give the other Directors notice of the interest;
- (g) becomes a bankrupt or makes any arrangement or composition with personal creditors generally;
- (h) holds any office of profit under the CPS, other than as Chief Executive Officer under clause 23 or any other office where payment as an employee has been approved by resolution of the Board;
- (i) in the opinion of a Specified Majority of the Board (excluding the Director in question), brings the CPS into disrepute;
- (j) refuses to sign or fails to comply with a Compliance Undertaking;
- (k) in the opinion of a Specified Majority of the Board (excluding the Director in question), acts contrary to the Constitution or the By-Laws, including the Code of Conduct; or
- (l) ceases to be a Member.

17.3.3 Before taking action under Clause 17.3.1(b), Clause 17.3.2(i) or Clause 17.3.2(k), the Board may investigate the conduct of the Director and any Director who is the subject of a notified review:

- (a) must provide reasonable assistance to the Board; and
- (b) subject to the Corporations Act and any other determination of a Specified Majority of the Board (excluding the Director in question), is not entitled to vote as a Director for up to 60 days from the date a review is notified, pending communication of the Board's decision, and for that period the Director will not be counted for the purposes of determining whether a quorum is present at Board meetings.

17.4 Power of Board to fill casual vacancies, etc.

17.4.1 Subject to Clause 17.4.2, the Board will have power at any time, and from time to time, to appoint a qualified person as a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors must not at any time exceed 9. Any Director so appointed will hold office only until the end of the next following annual general meeting of the CPS but will, subject to the provisions of the Constitution, be eligible for re-election at such meeting.

17.4.2 The Board may continue to act notwithstanding a vacancy on the Board, but so that if the number of directors falls below 7, then the Board will not, except in the case of emergencies, or for the purpose of filling up vacancies, or convening a general meeting of the CPS, act so long as the number is below the minimum.

17.5 Compliance Undertakings

If the Board has resolved by an Absolute Majority to require all Directors to complete a Compliance Undertaking, each Director must sign the applicable undertaking as soon as is

reasonably practicable (being within 45 days of appointment or within 45 days of the Board endorsing a new Compliance Undertaking).

18 APPOINTMENT OF OFFICE BEARERS – PRESIDENT, VICE-PRESIDENTS, SECRETARY AND TREASURER

- 18.1 At the first Board meeting following the annual general meeting, the Directors present may choose from their number the following office bearers:
- 18.1.1 a President;
 - 18.1.2 2 Vice-Presidents;
 - 18.1.3 an Honorary Secretary; and
 - 18.1.4 an Honorary Treasurer.
- 18.2 The appointment of the President, Vice-Presidents, Secretary and Treasurer, by the Board, must be the first item of business at the designated meeting of the Board.
- 18.3 The President, Vice-Presidents, Secretary and Treasurer will be:
- 18.3.1 appointed until the sooner of:
 - (a) them ceasing to be a member of the Board; and
 - (b) the end of the annual meeting referred to in Clause 18.1, occurring after their appointment; and
 - 18.3.2 eligible for re-appointment.
- 18.4 The Board will as soon as is reasonably practicable call for the members of the Board to indicate what, if any, office bearer position they wish to hold.
- 18.5 If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated will be deemed to be appointed.
- 18.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held in accordance with Clause 18.7.
- 18.7 On any vote to appoint the President, Vice-Presidents, Secretary and Treasurer at a Board meeting:
- 18.7.1 the chair of the meeting, must collect the votes of the Board;
 - 18.7.2 all votes must be on the prescribed form;
 - 18.7.3 votes must be tallied in simple form, not a preferential system. That is, members of the Board will vote for the candidate/s they most prefer, in accordance with the number of nominations. The candidate/s with the most votes will be declared appointed; and
 - 18.7.4 if all of the office bearer positions are not filled and the votes for one or more candidates are tied:
 - (a) members of the Board will re-vote on the tied candidates, in simple form, not a preferential system;
 - (b) the candidate with the most votes on the revote will be declared elected; and

- (c) if the votes for one or more candidates remain tied after the revote, the chair will be entitled to cast a casting vote(s) to determine the outcome.

19 POWERS AND DUTIES OF THE BOARD

19.1 General powers

The Board:

- 19.1.1 may, subject to the Constitution and the Corporations Act, exercise all such powers and functions as may be exercised by the CPS other than those powers and functions that are required by the Constitution to be exercised by general meetings of the members of the CPS; and
- 19.1.2 subject to the Constitution and the Corporations Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the CPS.

19.2 Delegation

- 19.2.1 The Board may delegate exclusively or non-exclusively any of its powers and/or functions (not being duties imposed on the Board as the Directors of the Company by the Corporations Act or the general law) as the Board thinks fit.
- 19.2.2 The Board may at any time withdraw or vary any of the powers delegated pursuant to Clause 19.2.1.

19.3 Control and investment of CPS's funds

- 19.3.1 The Board controls the CPS's funds and manages its financial affairs.
- 19.3.2 All cheques and other negotiable instruments, and all receipts for money paid to the CPS must be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any 2 members of the Board or in such other manner as the Board may from time to time determine.

19.4 Liability

Subject to the Corporations Act, Board members are not liable by reason only of their Board membership to contribute towards the payment of the debts and liabilities of the CPS or the costs, charges and expenses of the winding up of the CPS.

20 NO ALTERNATE DIRECTORS

Subject to the Corporations Act, a Director cannot appoint a person to be an 'Alternate Director' in the Director's place.

21 ADVISORY COMMITTEES

21.1 Establishment of committees

The Board may establish one or more advisory committees consisting of such Members of the CPS and/or other persons (at least one of whom must be a member of the Board) as the Board thinks fit. Any committee so formed:

- 21.1.1 acts in an advisory capacity;
- 21.1.2 must report to the Board in the manner directed by the Board; and
- 21.1.3 must conform to any By-Laws that may from time to time be made or given by the Board in relation to such committee.

21.2 Regulation of committees

Subject to the provisions of the Constitution and any applicable By-Laws, every committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the committee members present, and in the case of an equality of votes the chairperson has a second or casting vote.

22 APPOINTMENT OF A SECRETARY

22.1 If the position of Honorary Secretary has not been filled pursuant to Clause 18, a secretary for the purposes of the Corporations Act must be appointed by the Board on such terms and conditions as the Board determines from time to time.

22.2 A secretary who is not also a Director is entitled to attend meetings of the Board and the Members, if so directed by the Board from time to time, but does not have the power to vote.

23 CHIEF EXECUTIVE OFFICER**23.1 Appointment and role**

The Board may appoint a person as the chief executive officer of the CPS:

23.1.1 to report to and provide advice to the Board; and

23.1.2 on such terms and conditions (including the remuneration payable),

as the Board determines from time to time, including terms prescribed in the chief executive officer's contract of employment and any associated position description.

23.2 Chief executive officer may be a Board member

The chief executive officer may be a Director, appointed or elected under Clause 17.

23.3 Attendance at meetings

If the chief executive officer is not a Director the Board may invite the chief executive officer to attend all or part of the meetings of the Board and/or general meetings of the Members. An invitation to attend does not confer voting rights on the chief executive officer.

SECTION F - BOARD MEETINGS

24 PROCEEDINGS OF THE BOARD

24.1 Meetings

- 24.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that it must meet at least 3 times each financial year. The Board must convene at the request of at least 2 Directors.
- 24.1.2 Written notice of each Board meeting must be given to each Director by delivering it, or by sending it by post, facsimile or email addressed to his or her usual or last known postal address or facsimile or email contact at least 2 business days before the date of the meeting.
- 24.1.3 In cases of urgency a meeting may be held without the notice required under Clause 24.1.2, provided that:
- (a) as much notice as practicable is given by whatever means will reach each Director as soon as possible; and
 - (b) no resolution may be passed at the meeting except by an Absolute Majority.
- 24.1.4 The business transacted at the Board meeting will be only that listed on the notice, however the chairperson of the meeting may allow other business deemed urgent to be transacted.

24.2 Voting

- 24.2.1 Subject to the Constitution questions arising at any meeting of the Board must be decided by a majority of votes and a determination by a majority of the Directors present will for all purposes be deemed a determination of the Directors.
- 24.2.2 Where something is to be determined or voted on by the Board each Director has 1 vote.
- 24.2.3 Questions arising at a meeting of the Board will be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting determines.
- 24.2.4 Unless otherwise expressly provided in the Constitution, there can be no voting by proxy or by post at Board meetings.

24.3 Casting vote

In case of an equality of votes the chairperson of the meeting (as determined in accordance with Clause 24.5) will have a second or casting vote.

24.4 Quorum

The quorum necessary for the transaction of the business of the Board is the greater of 4 and 50% of the Directors present in person (rounded up if a fractional interest of 0.5 or more).

24.5 Chairperson

The President is entitled to act as chairperson of Board meetings, but if no President has been appointed, or if at any meeting the President is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act, one of the Vice-Presidents may act as chairperson. If the Vice-Presidents are unable to agree on who will act or unwilling to act, the Directors present may choose one of their number to be the chairperson of the meeting.

24.6 Circulatory resolutions and utilising telecommunication services

24.6.1 A resolution in writing signed or validly endorsed by the Directors for the time being entitled to receive notice of meetings of the Board is as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held provided that the Directors signing or endorsing the resolution would constitute a quorum and would have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in similar form each signed or endorsed by one or more Directors. Any such document sent by a Director by facsimile or email transmission, or other means of communication approved by the Directors, is deemed to have been signed or endorsed by such Director and to suffice for the purpose of this Clause.

24.6.2 Meetings of the Board may be held at more than one place provided that the technology that is used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

24.6.3 Without limiting Clause 24.6.2, for the purposes of the Constitution the contemporaneous linking together by a telecommunication service of a number of the Directors not less than a quorum is deemed to constitute a meeting of the Directors and all the provisions thereof as to meetings of the Board apply to such meetings, so long as the following conditions are met:

- (a) all the Directors for the time being entitled to receive notice of a meeting of the Directors are entitled to notice of a meeting by the utilised service and to be linked by the service for the purposes of such meeting;
- (b) each of the Directors taking part in the meeting by the selected service must be able to hear each of the other Directors taking part in the meeting; and
- (c) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Directors of the CPS to all the other Directors taking part.

24.6.4 A Board meeting held using a form of technology in accordance with Clause 24.6.3 is deemed to have been held at the place determined by the chairperson of that meeting, provided that at least one of the Directors who took part in the meeting was at that place for the duration of the meeting.

24.7 Acts of Board or committees valid notwithstanding defective appointment etc.

All acts done at any Board meeting or any meeting of a committee of Directors or by any person acting as a Director will notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or person acting as Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

24.8 Proxy voting on Director's behalf

24.8.1 Subject to the Corporations Act, a person who is present at a meeting of Directors as a proxy for another Director has, in addition to their own vote, one

vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is proxy.

24.8.2 A Director's proxy:

- (a) must be another Director who is entitled to vote; and
- (b) must vote as directed or as permitted under the Corporations Act.

24.9 Conflicts

Any Board member who is in any way, directly or indirectly, the subject of a resolution by the Board or interested in any contract or arrangement or proposed contract or arrangement with the CPS must declare the nature of such interest prior to the consideration of such matter and must not:

24.9.1 be present while the matter is being considered; or

24.9.2 vote on the matter.

SECTION G - FINANCIAL AND LEGAL

25 POWER TO MAKE BY-LAWS

- 25.1 The Board has the power from time to time to make, amend and repeal all such By-Laws as it deems necessary or desirable for the proper conduct and management of the CPS, the regulation of its affairs, and the furtherance of its Objects.
- 25.2 Without in any way limiting the power of the Board under Clauses 6, 12 and 25.1, the Board may make, amend and repeal By-Laws which:
- 25.2.1 define the rights and benefits, duties, obligations and status of Members and classes of Members;
 - 25.2.2 regulate all matters relating to applications for, and admission to, Membership of the CPS not otherwise provided for in the Constitution;
 - 25.2.3 prescribe the standard of conduct expected of Members and/or Directors; and/or
 - 25.2.4 define and regulate the procedure and order of business of general meetings of Members and meetings of the Board, to the extent to which this is not provided for in the Constitution.
- 25.3 No By-Law may be inconsistent with, nor will it affect a repeal or modification of anything contained in the Constitution.
- 25.4 Any By-Law made by the Board may be set aside by a special resolution of a general meeting of Members.
- 25.5 Save as provided in the Constitution, all By-Laws so long as they remain in force will be binding upon all Members.
- 25.6 A book containing the By-Laws will be kept in such place as the Board appoints for that purpose.

26 AMENDMENT

Subject to Clause 33, no modification or repeal of the Constitution or any provision of the Constitution will be effective unless it is passed as a special resolution in accordance with the Corporations Act.

27 LIMITED LIABILITY

- 27.1 Subject to Clauses 27.2 and 28, the liability of Members is limited and Members are not liable by reason only of their membership to contribute towards the payment of the debts and liabilities of the CPS.
- 27.2 Members are liable for any unpaid Entrance Fee and Annual Subscriptions.

28 LIMIT OF CONTRIBUTION BY MEMBERS IN WINDING UP

Each Member undertakes to contribute to the property of the CPS, in the event of its being wound up while the Member's membership is current or within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the CPS contracted before the Member ceases to

be a Member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

29 EXCESS PROPERTY ON WINDING UP

Subject to Clause 33, if, upon the winding up or dissolution of the CPS, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed amongst the Members but must be given or transferred to some other institution or institutions:

- 29.1 having objects similar to the Objects of the CPS; and
- 29.2 which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the CPS under or by virtue of Clause 5,

such institution or institutions to be determined by the Members at or before the time of dissolution, and in default thereof, by either:

- 29.3 application to the Supreme Court of Victoria for determination; or
- 29.4 by determination by the Board.

30 ACCOUNTS AND AUDIT

- 30.1 The Board must, in accordance with the requirements of the Corporations Act:
 - 30.1.1 cause proper accounting and other records to be kept, and
 - 30.1.2 cause to be made out and laid before each annual general meeting the accounting records prescribed by the Corporations Act.
- 30.2 A Member (other than a Director) does not have the right to inspect any document of the CPS, except as provided by law or authorised by the Board or by the CPS in a general meeting. Where a right of inspection exists, subject to the Corporations Act, the Board may determine whether and to what extent, and at what times and places, and under what conditions, the accounting records and other documents of the CPS or any of them will be open to inspection by Members (other than Directors).
- 30.3 A properly qualified auditor or auditors must be appointed and his or their duties regulated in accordance with the requirements of the Corporations Act.

31 MINUTES OF PROCEEDINGS

- 31.1 The Board must cause minutes of the resolutions and proceedings of each general meeting, and Board meeting and each committee meeting to be kept in books provided for that purpose. The minutes must be approved or endorsed by the chair of the meeting at which the proceedings took place, or the chair of the next succeeding meeting.
- 31.2 Where minutes have been properly created, unless the contrary is proved:
 - 31.2.1 the meeting will be deemed to have been duly convened and held;
 - 31.2.2 all proceedings that are recorded in the minutes as having taken place at the meeting are deemed to have duly taken place; and
 - 31.2.3 all appointments of officers or auditors that are recorded in the minutes as having been made at the meeting are deemed to have been validly made.

32 REGISTER OF MEMBERS

The CPS must maintain a register of Members, incorporating the particulars prescribed in the Corporations Act.

33 TAX EXEMPTION AND DEDUCTIBILITY

33.1 Gift Fund

- 33.1.1 If the CPS has been notified by the Commissioner that gifts and contributions to the CPS will be an allowable deduction:
- (a) the CPS must promptly notify the Commissioner of all amendments to the Constitution (if required by law); and
 - (b) the Board must maintain a gift fund for the Objects of the CPS:
 - (1) to which gifts of money or property for that purpose are to be made;
 - (2) to which any money received by the CPS because of such gifts is to be credited; and
 - (3) that does not receive any other money or property.
- 33.1.2 Any Gift Fund:
- (a) must be kept in a bank account separate from the other accounts of the CPS; and
 - (b) will, unless the Board determines otherwise, be governed by the Constitution.
- 33.1.3 Upon any Gift Fund being wound up or if the endorsement (if any) as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, will be transferred to an entity which meets the requirements of the Commissioner, such as an entity:
- (a) that has similar Objects to the CPS;
 - (b) that also prohibits the distribution of profit, income and assets to its members to at least as great an extent as provided in the Constitution; and
 - (c) to which income tax deductible gifts can be made.
- 33.1.4 Without limiting Clause 33.1, any funds accepted by the CPS which are expressed by the donor to be for a specific purpose which is not contrary to the Objects, must only be used for that specific purpose in such manner as the Board determines.

33.2 Appointment of Responsible Persons

- 33.2.1 If the CPS has been notified by the Commissioner that it is a condition of tax endorsements or concessions conferred on the CPS that a percentage of the Board must be Responsible Persons, no person is to be appointed as a Director unless:
- (a) that person is a Responsible Person; or
 - (b) at the time of appointment, the requirements of the Commissioner are not infringed, by reason of a sufficient number of other Directors being Responsible Persons.
- 33.2.2 In the event that an appointment infringes upon the requirements of the Constitution, including Clause 33.2.1, the appointment will be considered invalid

and the position vacant until such time as the position is filled in accordance with the Constitution.

34 COMMON SEAL

- 34.1 The Board will determine whether or not the CPS is to have a common seal and, if so, will provide for the safe custody of such seal.
- 34.2 The common seal, if any, of the CPS must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of those authorised to attest to the affixing of the common seal from time to time.

35 EXECUTION OF DOCUMENTS – NOT UNDER SEAL

35.1 Authorised signatories

If a document is not executed under seal, it may be executed by the CPS by way of:

- 35.1.1 being signed by two Directors;
- 35.1.2 being signed by a Director and the CPS Secretary; or
- 35.1.3 such other means as the Board approves or ratifies in writing, from time to time, including:
- (a) by delegated authority to any person holding a prescribed position from time to time; and
 - (b) by any attorney appointed pursuant to Clause 35.2.

35.2 Attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the CPS for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

36 OFFICERS INDEMNITY AND INSURANCE

36.1 Indemnity

- 36.1.1 To the Relevant Extent and subject to the Corporations Act, the CPS must indemnify every person who is or has been an Officer against any Liability incurred in the discharge of the Duties of the Officer, unless such Liability:
- (a) is a Liability of the Officer to the CPS;
 - (b) arises out of conduct involving a lack of good faith;
 - (c) is a Liability for costs and expenses incurred by the Officer in defending civil or criminal proceedings in which judgement is given against the Officer or in which the Officer is not acquitted; or
 - (d) is a Liability for costs and expenses incurred by the Officer in connection with an unsuccessful application for relief under the Corporations Act, in connection with proceedings referred to in Clause 36.1.1(c).
- 36.1.2 Without limiting Clause 36.1.1, the CPS may, to the extent to which the CPS is not precluded by law from doing so, execute and deliver any deed, agreement or other document in favour of any Officer or former Officer to whom this Clause applies, confirming the indemnities contained in this Clause, in relation to that

person. This Clause applies whether or not any such deed, agreement or other document is given.

36.2 Insurance

To the extent permitted by law, the CPS may (but is not obliged to) pay, or agree to:

- 36.2.1 make payments of amounts by way of premium in respect of any contract effecting insurance on behalf, or in respect of, an Officer against any Liability incurred by the Officer in, or arising out of, the conduct of the business of the CPS, or in or arising out of, the discharge of the Duties of the Officer; and
- 36.2.2 bind itself in any deed (in such terms as the Directors consider appropriate) with any Officer to make the payments.

37 NOTICES

- 37.1 A notice may be given by the CPS to any Member personally, by post to the Member's address as set out in the Register, or to such facsimile number or e-mail or other electronic address as the Member may have supplied the CPS for the giving of notices. The fact that a Member has supplied a fax number or e-mail or other electronic address for the giving of notices does not require the CPS to give any notice to that Member by that electronic means.
- 37.2 A notice or other document given by the CPS will be deemed to have been served on a Member:
 - 37.2.1 in the case of a notice sent by post, at the expiration of 24 hours after the envelope or wrapper containing the same is posted. In proving such service it is sufficient to prove that the envelope or wrapper containing the notice or document was addressed and put in the post office or a post office letter box; and
 - 37.2.2 in the case of a notice sent by fax, e-mail or other electronic means, on the business day next following the day on which it is sent.
- 37.3 Notice of every general meeting of the CPS must be given in the manner set out in this Clause 37 to:
 - 37.3.1 every Member except those Members who (having no registered address within the Commonwealth of Australia) have not provided to the CPS an address outside Australia for the giving of notices; and
 - 37.3.2 the auditor for the time being of the CPS.

38 TRANSITION

38.1 Existing Members

The Members of the CPS as at the date the Constitution is adopted will be deemed to have met the eligibility criteria for membership irrespective of whether any By-Laws have been enacted for the purposes of Clause 6.2. The Board may, however, enact By-Laws which alter, vary or revoke the rights the existing Members in accordance with Clause 6.

38.2 Annual Subscriptions

The fees and subscriptions payable by Members and the timing of payments may change and vary between classes of Membership, as per Clause 8. Without limitation, the Board may adopt a cycle for Annual Subscriptions which is not on a calendar year basis.

TABLE OF CONTENTS

1	PRELIMINARY	1
2	VISION	4
3	OBJECTS	4
4	CPS POWERS.....	4
5	INCOME AND PROPERTY.....	5
6	MEMBERSHIP	6
7	RIGHTS AND OBLIGATIONS OF MEMBERS	8
8	ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS	8
9	RESIGNATION AND EXPULSION OF MEMBERS	8
10	CESSATION OF MEMBERSHIP	9
11	PRIVACY OF MEMBERS	9
12	OBLIGATIONS OF MEMBERS	9
13	MEETINGS OF MEMBERS	10
14	PROCEEDINGS AT GENERAL MEETINGS	11
15	BOARD OF DIRECTORS	15
16	NOMINATION PROCESS.....	16
17	APPOINTMENT AND REMOVAL OF DIRECTORS.....	16
18	APPOINTMENT OF OFFICE BEARERS – PRESIDENT, VICE- PRESIDENTS, SECRETARY AND TREASURER.....	19
19	POWERS AND DUTIES OF THE BOARD.....	20
20	NO ALTERNATE DIRECTORS	20
21	ADVISORY COMMITTEES	20
22	APPOINTMENT OF A SECRETARY	21
23	CHIEF EXECUTIVE OFFICER.....	21
24	PROCEEDINGS OF THE BOARD	22
25	POWER TO MAKE BY-LAWS.....	25
26	AMENDMENT.....	25
27	LIMITED LIABILITY	25
28	LIMIT OF CONTRIBUTION BY MEMBERS IN WINDING UP	25

29	EXCESS PROPERTY ON WINDING UP	26
30	ACCOUNTS AND AUDIT	26
31	MINUTES OF PROCEEDINGS.....	26
32	REGISTER OF MEMBERS.....	26
33	TAX EXEMPTION AND DEDUCTIBILITY.....	27
34	COMMON SEAL.....	28
35	EXECUTION OF DOCUMENTS – NOT UNDER SEAL.....	28
36	OFFICERS INDEMNITY AND INSURANCE.....	28
37	NOTICES	29
38	TRANSITION	29