

A Company Limited by Guarantee and not having a Share Capital

**MEMORANDUM OF ASSOCIATION
OF
THE ROYAL SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS
NEW SOUTH WALES**

ACN 000 001 641

As Amended by Special Resolution passed

- 1 The name of the Association is 'The Royal Society for the Prevention of Cruelty to Animals, New South Wales' ("The Society").
- 2 The Registered Office of the Society shall be in such place as the Board of the Society may from time to time appoint.
- 3
 - (a) The objects for which the Society is established are:-
 - i To protect from cruelty animals of all species by every lawful means;
 - ii To relieve the suffering of animals, whether the suffering is caused by cruelty or otherwise;
 - iii To initiate and promote the passing of legislation protecting animals from cruelty;
 - iv To ensure by lawful means the effective observance and enforcement of current legislation that protects animals;
 - v To take such steps and do such things as may be necessary or advisable in educating all persons in the community in the care, maintenance, control and treatment with kindness and consideration of all animals; and
 - vi To promote, participate in and sanction animal welfare activities.
 - (b) Solely for the purpose of carrying out the abovementioned objects and not otherwise the Society shall have the following powers:-
 - i To disseminate widely throughout the community, information about the care, protection and treatment of animals -
 - by the publication and circulation of literature and/or
 - by the promotion of essay and other competitions and/or
 - by the use of television, radio and print media and/or
 - by any lawful means of communication.
 - ii To apply to and accept grants, subsidies, gifts, devises, bequests and donations of property both real and personal and of moneys to further the objects of the Society from -
 - governments whether Federal, State or Local
 - government or semi-government authorities
 - corporations, companies, organisations, groups and individuals.
 - iii. To organise, conduct, promote and support appeals to and collections from the public of property or moneys for the purposes of the Society and for these purposes to conduct and promote entertainments, competitions and other forms of lawful activity.

- iv. To employ or otherwise retain such personnel as may from time to time be required for the conduct of the Society's business.
- v. To conduct, manage and operate clinics, hospitals, homes, shelters and other facilities for the care, treatment, maintenance and protection of animals.
- vi. To acquire vehicles and conduct ambulance services and other means of transport for animals.
- vii. After recommendation from a Branch the Board may, subject to such criteria as may be established from time to time consider a member for appointment as a Branch Inspector to support and assist the employed inspectorial personnel.
- viii. To take all such legal proceedings as may be necessary or advisable for the purpose of enforcing observance of all NSW legislation relating to the maintenance, care and control of animals or the ill-treatment thereof under which the Society has powers.
- ix. To research, investigate, prepare, edit, print, publish, issue, acquire and circulate information relating to animals generally.
- x. To appropriate, set aside and allocate property, real and personal, including cash moneys for special purposes or otherwise, and to establish and constitute trusts, if necessary, for administering funds so set aside.
- xi. To appoint and remove trustees of any fund, settlement or trust constituted or established by the Society.
- xii. To vest any real or personal property rights or interest acquired by or belonging to the Society in any person or persons or company on behalf of or for the benefit of the Society.
- xiii. To enter into any arrangements with any Government or authority that may seem to advance the Society's objects and to obtain from any such Government or authority any rights, privileges, and concessions which the Society may think is desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- xiv. To purchase, lease, exchange, hire and otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or convenient for its purposes and in particular any land, buildings, easements, machinery, plant, apparatus and appliances.
- xv. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, works, factory, roads, ways, railways, bridges, wharves, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Society's objects.
- xvi. To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law for the investment of its trust funds.
- xvii. To lend and advance money or give credit to any person or company for any purpose that may reasonably promote any of the objects of the Society.
- xviii. To guarantee and give guarantees or indemnities for the payment or the performance of contracts or obligations by any person or company for any of the purposes of the Society.

- xix. To borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way, and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Society's property both present and future and to purchase, redeem or pay off any such securities.
- xx. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- xxi. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society. Provided that in case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- xxii. To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Society's properties of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others.
- xxiii. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.
- xxiv. To support and co-operate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Society.
- xxv. To do such things to increase membership of the Society provided that the Society shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of the income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of Clause 4 of these Memoranda and provided that the Society shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions which if an object of the Society would make it a trade union within the meaning of any relevant Trade Union Legislation.

The powers set forth in Section 161(1) of the Corporations Law shall not apply to the Society except insofar as they are included in this clause 3.

- 4. The income and property of the Society wherever derived, shall be applied solely towards the promotion of the objects of the Society as specified in these Memoranda of Association, and no portion shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise, to the Members.

Provided that nothing contained in these Memoranda of Association shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any Member in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member or reasonable and proper rent for premises demised or let by any Member to the Society, but so that no Board Member shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Society to any Board Member except repayment of out-of-pocket expenses and

interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society.

5. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that they are a Member or within one year afterwards for the payments of the debts and liabilities of the Society contracted before the time at which they cease to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding Ten Dollars.
6. If upon winding up or dissolution of the Society there remains after the satisfaction of all debts and liabilities any money or property whatsoever, the same shall not be paid to or distributed among the Members of the Society but shall be given to some other Society or institution having objects similar to the objects of this Society to be determined by the Members of this Society at or before the time of dissolution and in default by the Governor of the State of New South Wales.
7. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Australian Securities Commission (hereinafter called the ASC).
8. The fourth, seventh and tenth clauses of this Memorandum of Association contain conditions upon which a licence is granted by the ASC to the Society. In pursuance of the provisions of the said clauses the ASC may from time to time, on giving notice to the Society of its intention so to do, and after affording the Society an opportunity of being heard in opposition to the notice, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Society.
9. The liability of Members is limited.
10. True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Society and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force, shall be open to the inspection of the Members. Once at least in every year, the accounts of the Society shall be examined by one or more properly qualified Auditor or Auditors who shall report to the Members in accordance with the provisions of the Corporations Law.

A Company Limited by Guarantee and not Having a Share Capital

**ARTICLES OF ASSOCIATION
OF
THE ROYAL SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS
NEW SOUTH WALES**

Founded 1873

Incorporated 1895

PRELIMINARY

DEFINITIONS

In the construction of these Articles, unless a contrary intention is expressed or is to be inferred from the context -

"Society"

means The Royal Society for the Prevention of Cruelty to Animals, New South Wales.

"Board Member"

Board members are directors of the Society

"The Board"

means the governing body of the Society.

"Branch" which term includes Auxiliaries & Support Groups

means any of the associations of Members established under Articles 37.

"By Laws"

includes any regulations, rules or documents designated as By-laws by the Board.

"Designated Office"

means any of the offices of President, Vice-President and Honorary Treasurer referred to in Article 33, and the expressions "President", "Vice-President" and "Honorary Treasurer" mean the holder or holders for the time being of the respective designated office of the same name, except where the context requires that the expression refers to that designated office.

"Chief Executive Officer"

means the Chief Executive Officer for the time being of the Society who shall also be the Secretary of the Society.

"Secretary"

means the Secretary for the time being of the Society and includes any deputy or person temporarily fulfilling the duties of the office of Chief Executive Officer of the Society.

"Installation Meeting"

means the annual meeting of the Board referred to in Article 33.

"Members"

means all members of the Society as specified in Article 5 and includes associate members under Article 7(a).

"Register"

means the Register of the members kept pursuant to the Act.

"Seal"

means the common seal of the Society.

- "Voting Members"
shall mean and include all Corporate Members, Honorary Life Members, Life Members and Annual Members etc.
- "Month"
means calendar month.
- "Act"
means The Corporations Law and Australian Securities Legislation.
- "State"
means the State of New South Wales

Words signifying the singular number only shall include the plural number and vice versa and words signifying the masculine gender shall include the feminine gender.

Expressions referring to writing shall, unless the contrary intention appears, be construed as referring to any method of reproducing words in a visible form.

Words or expressions contained in these regulations shall be interpreted in accordance with the Interpretations Act in force at the date at which these regulations become binding on the Society.

2 The Society having been established for the purposes and with the objects expressed in the Memorandum of Association, the Board from time to time as herein constituted shall carry out such objects and all matters or things appertaining or incidental thereto in such manner as the Board may consider necessary or expedient

MEMBERSHIP

3. The Members of the Society shall be:
- (1) individuals of 18 years of age or over; or
 - (2) corporations as and how determined by the Board
- who were enrolled as Members in the Register at the date of the resolution adopting these Articles of Association, or who have enrolled since that date.
4. The Society shall consist of Members divided into the following classes:
- (1) Honorary Life Members - individual or corporate members who are appointed by the Board who make a single financial donation to the Society as determined by the Board.
 - (2) Life Members - individuals and corporations approved by the Board who make a single financial donation to the Society of an amount as determined by the Board.
 - (3) Annual Members - individuals and corporations approved by the Board who make an annual financial donation to the Society of an amount as determined by the Board.
 - (4) Junior Members - individuals aged less than 18 years approved by the Board who make an annual financial donation to the Society of an amount as determined by the Board. Junior members have no voting rights at meetings of the Society and are unable to hold positions of office within the Society, but progress to full membership on attaining the age of 18 years and making the appropriate financial donation.
 - (5) Associated Members - are individuals and corporations approved by the Board who make an annual financial donation to the Society of an amount as determined by the Board.

RIGHTS AND PRIVILEGES

5. (1) Individuals who are Annual, Life or Honorary Life Members are entitled to full rights and privileges of the Society as determined by the Articles. This includes the right to attend meetings of the Society, to vote at General Meetings of the Society and to stand for and hold office.

- (2) Corporations who are Annual, Life or Honorary Life Members will be entitled to voting and office holding rights as determined by the Board in each case.
 - (3) Junior Members are entitled to attend meetings of the Society but do not have the rights to vote or take office.
6. Associate members shall have no right to vote at any meetings of the Society nor hold office in any position within the Society, but may attend such meetings as are available to other members and request information and speak at such meetings upon any subject within the objects of the Society other than the management of the Society.

APPOINTMENT OF MEMBERS

7. The procedure for the approval of Corporate, Life, Annual and Junior Members shall be as follows:-
 - (1) Application in writing in a form approved by the Board and signed by the applicant shall be received by the Secretary.
 - (2) Applications shall be considered by the Board at a Board meeting.
 - (3) Each applicant who has been approved as a member by the Board shall be notified in writing by the Secretary of his approval and class of membership as soon as reasonably practicable.
 - (4) Each applicant must sign a declaration to abide by the Memorandum and Articles of Association and By-laws.
8. The Board may bestow Honorary Life Membership by resolution after due consideration of each case on its merits.
9. The Board may in its sole discretion reject any application for membership without assigning any reason for such rejection.
- 9a. Membership is not transferable between persons or corporate bodies.
10. On request, a Member shall be supplied by the Secretary with a copy of the Memorandum and Articles of Association and of any By-laws for the time being in force made pursuant thereto subject to the payment of the cost thereof.
- 10a. All members shall be bound by the Memorandum and Articles of Association and the said By-laws during the continuance of membership.

EXPULSION OF MEMBERS

- 11.
- (a) The Board may resolve by simple majority to expel a Member from the Society if the Member publishes or permits or causes publication of or publicly makes statements which are, or acts in any manner which is, detrimental to the Society.
 - (b) Where the Member the subject of the resolution recommending expulsion is a Board Member, that Board Member shall be entitled to exercise the right of written or oral explanation referred to in Article 11(1)(c), but may not be present, participate in, or vote during that part of any Board Meeting at which the resolution is considered.
 - (c) At least 30 days prior to the Board meeting called to consider the expulsion resolution, the Member the subject of that resolution must be notified of the proposed resolution and the date of the meeting and must be given the opportunity to submit written or oral explanation in their defence to the Board.
- (2) Membership of a Member will cease immediately upon conviction of that Member for:
- (i) an offence under the Prevention of Cruelty to Animals Act.
 - (ii) any criminal offence in relation to the RSPCA.

FINANCIAL YEAR

12. The financial year of the Society shall terminate on the 30th June each year or such other date, consistent with these Articles, as the Board may from time to time determine.

DUE DATE FOR SUBSCRIPTIONS

13. Each subscription for Annual Membership extends for 12 months from the date of processing of the Member's application for membership by the membership clerk at the Society's Head Office.

14: Deliberately omitted

RESIGNATION OF MEMBERS

15. (1) Any Member may resign his membership at any time by notice in writing to the Secretary.
- (2) A Member who ceases to be a Member whether by resignation or pursuant to Article 11, shall remain liable for the payment to the Society of any subscription or other moneys owing by him to the Society at the time of such resignation and shall not be entitled to a refund of any subscription or donation already paid.

THE BOARD

16. The control of the Society shall be vested in a Board consisting of nine Voting Members.
17. Board Members shall be elected and hold office for a term of 3 years or 6 years as hereinafter provided, terminating in either case at the commencement of the Installation Meeting in the relevant years.
18. The three Board Members at the date of adoption of these Articles whose term of office would otherwise have expired in 2006 shall continue to hold office accordingly until the commencement of the Installation Meeting of 2007. The six Board Members elected in 2004 will hold office for three and six years as hereinafter provided. Commencing in 2004 elections will be held every three years.
19.
 - (1) Six eligible Members shall be elected in each third year by ballot or by declaration (as hereinafter provided) as Board Members whose term of office ceases after the subsequent ballot declaration.
 - (2) If there shall be any additional vacancies in the Board, the Board may determine that such additional Board Members as may be required to fill such vacancy or vacancies shall be elected in accordance with the procedures hereinafter set out after the necessary changes have been made to allow for the changed circumstances.
 - (3) The three Board Members elected in each election securing the highest number of votes in an election by ballot shall each hold office for a term of 6 years and the remaining three Board Members so elected shall hold office for a term of 3 years, and as between Board Members for whom an equal number of votes is cast the Board Member of members to hold office for a term of six years shall be selected by lot at the ensuing Installation Meeting.
 - (4) If pursuant to Article 21(5) no ballot etc is held, then the three Board Members to hold office for a term of six years shall be selected from amongst the Board Members elected or re-elected in that year by lot at the ensuing Installation Meeting.
20. Each retiring Board Member shall be eligible for re-election to the Board if still qualified to act as such.
21.
 - (a) No Voting Member shall be eligible for election to any office unless they have been members for the preceding 24 months.
 - (b) No member shall be eligible for election to any office nor be entitled to continue to hold any office if at the time of nomination as a candidate or if during the term of any such office, such member:
 - (1) is in default in payment to the Society of any subscription or other moneys due to the Society.
 - (2) receives or is entitled to receive any payment from the Society for services rendered to the Society as an employee of the Society.
22. All Board Members shall act without remuneration but shall be entitled to be reimbursed for any out-of-pocket expenses expended by them in discharging their duties as a Board Member as authorised by the Board.

ELECTION OF MEMBERS OF BOARD AND VACATION OF OFFICE

23. The procedure for the election of Board Members shall be as follows:-
 - (1) The Board shall prior to 15th August in an election year appoint a returning officer who shall be authorised to appoint such other persons as may be required for the

purpose of election of Board Members but no person shall act in such office if a Board Member, a candidate for election as such or (except as otherwise hereinafter provided) a permanent employee of the Society.

- (2) Nominations of candidates for election as Board Members shall be received by the Secretary, or left at the registered office of the Society at or before 12 noon of the 15th day of August in an election year.
- (3) The nomination of a candidate for election shall be signed by not less than 10 Voting Members, shall contain the consent of the member and shall be in or to the effect of the following form:-

"The Royal Society for the Prevention of Cruelty to Animals, New South Wales

We hereby nominate

for election as a Board Member at the Annual Election to be held in the month of September next.

DATED this _____ day of _____ 19 ____ .
Name Address Signature

I consent to the above nomination
....."

- (4) As soon as practicable after the 15th day of August in an election year, the Secretary shall cause to be prepared a list containing the names of all persons validly nominated and shall exhibit a copy of such list continuously on the notice board of the Society at its registered office until the completion of the election.
- (5) If the number of candidates is no greater than the number of vacancies to be filled, the chairperson of the Annual General Meeting shall declare such candidates duly elected.
- (6) If there are more candidates than vacancies to be filled, the election shall be by ballot of the members conducted in a format approved by the NSW Electoral Commission or their nominee from time to time.
 - (a) Order of names on the ballot paper is to be by random draw, with identification of existing Board Members.
 - (b) All official publicity for election of members of the Board shall only be published as a resume of candidates listed in alphabetical order in "Animals" magazine or other RSPCA publication. Individual members are not prohibited from furthering their candidacy by writing to members, subject to no derogatory comments about the Society, or making reference to other candidates, without their consent.
 - (c) The introduction by the chairperson of all candidates nominated for election to the Board and the submission of questions to them relevant to their candidature shall be held at a special meeting in October of the election year. The date and location of the meeting shall be advised to members in the Spring edition of "Animal's".
 - (d) The method of voting will be first past the post. Members will be requested to mark their ballot papers using crosses; however ticks and numbers will also be accepted. Members may vote for any number of candidates up to the number to be elected.

24. Any vacancy on the Board, other than a casual vacancy, not filled in accordance with the immediately preceding Article, may be filled at any subsequent general meeting of the Society by ordinary resolution, or in the event of a contest for any such vacancy, by the candidate for such vacancy gaining the highest number of votes on a show of hands or a poll (if demanded) at such meeting, provided that candidates for election to fill any such vacancy

must be nominated by at least ten Voting Members in the form prescribed by Article 23 to be received by the Society at least twenty-eight days prior to the general meeting, and a copy of which shall be caused by the Secretary to be exhibited continuously on the notice board of the Society at its registered office until the completion of the general meeting. Subject to and until any such resolution, any retiring Board Member who has not been a candidate for re-election, if willing, (and if there shall be more such retiring Board Members than unfilled vacancies in the Board, as selected by lot at the Installation Meeting from amongst those willing) shall continue in the office for a further term of up to two years without participating in the casting of lots for the election of Board Members and without being eligible to hold any designated office, and shall then retire but shall be eligible for re-election and for continuation in office pursuant to the provisions of this Article.

25. If any vacancy on the Board shall, notwithstanding the provisions of Article 23 and 24, remain unfilled, the Board may continue to act notwithstanding the vacancy shall be treated as one of the six vacancies arising under Article 19 in the subsequent biannual election.

CASUAL VACANCY ON BOARD

26. Any casual vacancy on the Board shall be filled by the Board at a meeting by resolution appointing another qualified Member to fill such vacancy pursuant to clause 25 above provided that such appointee shall have been nominated at a prior meeting of the Board, but any Board Member so appointed shall hold office for the remaining term of the member who created the vacancy. The Board Member so appointed shall be eligible for re-election as a Board Member.
27. The Society in general meeting may by special resolution at any time remove any Board Member before the expiration of their period of office and appoint in their place another qualified person who shall hold office so long only as the Board Member removed would have retained office if they had not been removed.
28. The office of a Board Member shall become vacant if the **Board Member**:-
- (1) ceases to be a voting Member of the Society,
 - (2) ceases to be a Board Member by virtue of the Act,
 - (3) becomes a bankrupt,
 - (4) becomes prohibited from being a director of companies by reason of any order made under the Act,
 - (5) 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,
 - (6) resigns the office by notice in writing to the Secretary,
 - (7) is removed from office under Article 31,
 - (8) ceases to be entitled to continue to hold office under Article 21(b),
 - (9) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by the Act,
 - (10) is absent without leave of absence from three consecutive meetings of the Board and the Board resolves that the office be vacated,
 - (11) holds any office of profit under the Society,
 - (12) is convicted of a criminal offence during the term of office.

Provided always that nothing in this Article shall effect the operation of clause 4 of the Memorandum of Association of the Society.

PRESIDENT, VICE-PRESIDENT AND OTHER OFFICERS

29. The Installation Meeting shall be held after the declaration of the ballot for election of Board Members and within one month after the date of the Annual General Meeting for that year. Notice *in writing* of such meeting shall be given to all Board Members. At such meeting, following any casting of lots pursuant to Articles 19 and 25, the Board Members shall elect from their number (subject to Article 25) a President, two Vice-Presidents and an Honorary

Treasurer, each of whom shall hold office as such for a term of two years expiring on the commencement of the next ensuing Installation Meeting.

30. Notwithstanding anything in the preceding Article, any designated office shall immediately become vacant and the holder thereof shall cease to carry out or exercise the functions and powers of that designated office if at any time during the term of office he:-
- (1) resigns office by notice in writing to the Secretary,
 - (2) ceases to be a Board Member,
 - (3) is removed from office by a resolution of the Board approved at a Board meeting by not less than two-thirds in number of all the Board Members for the time being (other than the holder of that designated office) after not less than one week's notice of such meeting and resolution has been given to all the Board Members for the time being and the holder of that designated office has been allowed an opportunity of addressing the meeting orally and/or in writing and the Board at the next meeting or, if the vacancy arises at a meeting, then at that meeting shall elect a person to fill the vacant designated office from among the Board Members including the holders, if willing, of other designated offices, whose office shall, if the holder thereof is elected to fill another designated office, thereupon become vacant and be filled accordingly.

POWERS AND DUTIES OF THE BOARD

31. The management and control of the Society shall be vested in the Board whose role shall be:
- i) to set the goals for the Society,
 - ii) to appoint the Society's Chief Executive Officer,
 - iii) to oversee the plans for the acquisition and organisation of resources, towards the obtaining of the Society's goals,
 - iv) to review at reasonable intervals, the Society's progress towards obtaining its goals.

In addition to the powers and authorities by these Articles expressly conferred upon it may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting.

- 31a. To appoint an auditor.

32. If and to the extent that any such action is not inconsistent with these Articles and the aims and objects of the Society the Board shall have power:-

- (1) To delegate to a committee appointed by it of any two or more Board Members any one or more specific duties or functions of the Board with respect to some particular matter or matters with such of the powers of the Board, whether general or limited, in all respects as the Board may determine. Any committee so formed shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any person who shall have no right to vote.
- (2) From time to time to make vary and repeal any By-laws for the regulation of the affairs of the Society, its officers, employees and Members of the Society, provided that any general meeting may by special resolution vary, repeal or disallow any such By-laws.
- (2a) To delegate to the Chief Executive Officer such powers as it thinks fit necessarily for the proper function of the Society.
- (3) To buy or acquire or to sell and to hire, lease or let such property, both real and personal, as it considers necessary or expedient or calculated to assist in carrying out the objects of the Society and to execute such documents and do or perform all matters and things necessary to be executed done or performed in that behalf.

- (4) To commence, maintain, prosecute, abandon, defend, compound or compromise any action, suit, demand or claim on behalf of the Society.
- (5) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Society as it may consider expedient for or in relation to any of the objects of the Society. Board Members are ultimately accountable for contractual arrangements entered into on behalf of the Society.
- (6) To set aside, allocate and appropriate funds of the Society for general or special purposes and to establish and constitute such trusts for administering such funds as it thinks fit.
- (7) To appoint and from time to time remove trustees of any such trusts as aforesaid and to vest in such trustees such property of the Society real and personal upon such terms and subject to such conditions as it may think fit.
- (8) Subject to the provisions of these Articles to make regulations or By-laws from time to time with respect to the following matters:-
 - (a) the receipt, custody, banking, expenditure and investment of the funds of the Society
 - (b) the summoning and holding of meetings and the conduct of business thereat
 - (c) the establishment of Branches of the Society and the operations and the conditions of membership thereof
 - (d) the nature of the functions of Branches
 - (e) the information to be furnished and the reimbursements, if any, to be made by Branches to the Board.
 - (f) the summoning and the holding of meetings of representatives of the Branches and voting and procedure thereat.
- (9) To review staff grievances as a final avenue of appeal.

BRANCHES

33. (1) The Board may by resolution recognise as a Branch, of the Society any association of Members of the Society in any district in New South Wales if:-
 - (a) application for recognition is made in writing to the Board by not less than twelve (12) Members of the Society resident in such district.
 - (b) the object of such Branch shall be to further the objects of the Society.
 - (c) The Branch undertakes to abide by the Society's Memorandum and Articles and such By-laws as the Board may promulgate from time to time in force.
- (2) The Board may thereupon issue a Warrant of Establishment to such Branch in a form determined by the Board as evidence of the constitution of the Branch as a Branch of the Society.
- (3) The Warrant of Establishment may on due consideration be withdrawn by the Board at any time.
- (4) All assets held on behalf of such Branch or thereafter acquired for its use and benefit, shall be the property of the Society and subject to the control of the Board which may nevertheless delegate in writing to the elected committee of the Branch (being members), pursuant to the powers contained in Article 33(1) the power to administer some or all of such assets. It shall be the responsibility of the Branch to ensure that such delegations are strictly complied with. Any such delegations may be removed or altered at the discretion of the Board at anytime if such delegations are being improperly administered.

34. Each such Branch shall have a postal address to which communications may be addressed and shall furnish to the Secretary the address thereof and particulars of the members of the Society forming the elected committee thereof and notice of any change of such address or of such particulars.
35. The Board may by resolution at any time, withdraw recognition of any Branch and recall and cancel its Warrant of Establishment if, in the opinion of the Board, such Branch has ceased to function, is in breach of the Memorandum and Articles or By-laws or has been guilty of conduct detrimental to the interests of the Society. But such action shall be taken only after the following procedure has been observed:-
- (1) The Board shall give not less than three months notice in writing of the Board's intention posted to the Branch at its office or headquarters last known to the board.
 - (2) Such notice shall be accompanied by short particulars of the grounds upon which the Board proposes to act.
 - (3) Any such Branch may not later than one month before expiration of such notice submit to the Board for its consideration information with respect to any matter stated in such grounds.
 - (4) During the period of three months notice the Board may assume control of any or all of the operations of the Branch.
36. Each Branch may appoint a Member resident in the Branch district as its delegate to attend Board Meetings. The delegate may attend any Board meeting subject to such regulations as the Board may from time to time make, to speak on, take part in discussion of any matter affecting such Branch but shall not otherwise be entitled to speak on any other matter at Board Meetings. A Branch delegate may not be an employee of the Society.
37. (a) Each Branch shall submit to the Secretary by 31st July in each year financial report for the previous year to 30th June. Such report shall be certified, to accurately represent the financial affairs of the Branch, by the elected Committee of such Branch.
- (b) Branch Annual General Meetings should be held by 31st October each year.

GENERAL MEETINGS

38. The Board shall by resolution at a meeting to be held in July in each year, fix the time, date and place for the holding of the Annual General Meeting of the Society provided that the date so fixed complies with the Act. In the event of the Board in any year failing to fix such date, the President, or if the President is absent or otherwise unable to act, then a Vice-President shall as soon as practicable after such meeting fix such time, date and place, provided that the date so fixed occurs after the Board Meeting and complies with the Act.
39. Notice of the Annual General Meeting together with an audited statement of income and expenditure for the financial year just concluded, indicating separately the total income and expenditure of each Branch and each Auxiliary, an audited balance sheet of the Society as at the end of that financial year listing in detail the assets of the Society as at such date and a copy of the annual report of the Board for such year shall be forwarded to each Member at least twenty one (21) clear days before the date of the Annual General Meeting.

40. All general meetings other than the Annual General Meeting shall be general meetings.
41. A general meeting:
(1) may be convened by the Board at any time.
(2) shall be convened by the Board on receipt of a requisition signed by at least two hundred Voting Members or 5% of the Voting Membership (whichever is least).
42. Subject to the provisions of the Act relating to special resolutions, at least 21 clear days written notice specifying the place, date and hour of a general meeting and in the case of special business the general nature of that business shall be given. A special resolution shall require a majority of at least three-quarters of such members as, being entitled to do so, vote in person or by proxy. In the event that less than 21 days notice of a special resolution has been given that special resolution can be passed by a majority that together holds at least 95% of the voting rights of members having the right to attend and vote at the meeting.
43. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

44. The business of the annual general meeting shall be:-
(1) to receive the report of the Board;
(2) to receive the audited income and expenditure account and balance sheet and the auditor's report thereon;
(3) to consider special resolutions of which due notice has been given;
(4) to consider and, if necessary, take action in relation to any business which the majority of Members present and entitled to vote may determine to entertain not being inconsistent with the Memorandum or Articles of Association.

All other business of the annual general meeting and all business at a general meeting shall be general business.

45. No business shall be transacted at any general meeting unless a quorum of Members is present at the commencement of such business and except where otherwise hereinafter provided a quorum shall consist of twenty Voting Members attending in person. If within half an hour from the time appointed for the meeting a quorum of Members is not present, a meeting convened upon a requisition of Members shall be dissolved and in any other case shall be adjourned for any period not exceeding one month and if at such adjourned meeting there shall not be a quorum present, those Members present and entitled to vote shall be a quorum. The time and place of the adjourned meeting shall be advertised once in the "Sydney Morning Herald" at least two days before the date of such meeting.
46. Every question submitted to a general meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Voting Members present. Unless a poll is so demanded, a declaration by the chairperson that a resolution has on show of hands been carried or carried by a particular majority or lost and entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without the proof of the number or proportion of the votes recorded in favour of or against such resolution.
47. All Members of the Society shall be entitled to attend general meetings of the Society.
48. The President, or in the President's absence a Vice-President, shall preside at all meetings of the Society and in the absence of the President and a Vice-President, the Members present and entitled to vote shall choose someone of their number to be chairperson of the meeting.

49. The Chairperson of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
49(b) A chairperson of a General Meeting may invite any person who is not a Member to attend and address a meeting.
50. In the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting shall have a casting vote in addition to the vote to which they may be entitled as a Member.
51. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise but so that not more than one month shall elapse between the day when the poll is demanded and the day on which it is taken. Two scrutineers shall be appointed by the meeting at which a poll is demanded as aforesaid and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.
52. A poll demanded on any question of adjournment or the election of a chairperson shall be taken forthwith.
53. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
54. Each Voting Member shall be entitled to one vote on a show of hands or upon a poll and no other member shall be entitled to vote.
55. Votes may be given personally or by proxy and in the case of a corporation, by a representative appointed as hereinafter provided.
56. Every Member entitled to vote at any general meeting may by writing under their signature appoint another person as proxy to vote for them at such meeting but no proxy shall be in force or available at any other meeting other than that for which it was expressly given or at adjournment thereof.
57. Each proxy shall be in or to the effect of the following form:
- "The Royal Society for the Prevention of Cruelty to Animals, New South Wales
I, _____ of _____ being a member
of the Royal Society for the Prevention of Cruelty to Animals hereby appoint
_____ of _____ or
failing him _____ of _____ as my
proxy to vote for me on my behalf at the General Meeting of The Royal Society for the
Prevention of Cruelty to Animals, New South Wales, to be held on the _____ day of
_____ 19____, and at any adjournment thereof.
My proxy is hereby authorised to vote *in favour of/*against the following resolutions:-
Dated at _____ the _____ day _____ 19____."
- Note: In the event of the Member desiring to vote for or against any resolution they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.
- * Strike out whichever is not desired.
58. Every Member who shall have appointed any proxy as aforesaid shall for the purpose (other than determining whether a quorum is present) of the meeting for which such proxy shall have been appointed and/or at which such proxy shall attend and vote be considered as

present and all the acts and votes of the proxy in that capacity shall be valid and effectual as such acts and votes would have been if done and given by the Member appointing them had such Member been personally present and personally acted and voted at such meeting.

59. The instrument appointing a proxy shall be deposited at the registered office of the Society for the time being not less than 48 hours before the time for holding the meeting as the case may be at which the person named in the instrument or authority proposes to vote. No instrument of proxy shall be valid for any meeting other than the specific meeting for which it has been issued by the Society, and if two or more instruments of proxy signed or purporting to be signed by the same Member are deposited for the same meeting as the case may be, none of such instruments shall be valid.
60. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the instrument provided no intimation in writing of the death or revocation shall have been received by the Secretary at the registered office of the Society before the meeting.
61. Any corporation which is a Member of the Society may by resolution of its directors or other governing body, authorise an individual to act as its representative and to vote at any General Meeting or at any election of Board Members and shall notify the Secretary in writing of the full name and address of such representative before the commencement of the general meeting at which they are to act or within three days after any ballot paper for an election of Board Members is posted by the Secretary to such corporation.
62. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, or, in the case of a vote in the ballot for election of Board Members, as provided in Article 23(6), and every vote not disallowed at such meeting or by the returning officer under the said Article shall be valid for all purposes. Any such objection made in due time to a vote given or tendered at a meeting shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

PROCEEDINGS AT MEETINGS OF THE BOARD

63. Any member of the Board shall not vote in respect of any contract or proposed contract with the Society in which they are interested, or any matter arising thereof, and if they do vote, their vote shall not be counted.
64. The Board will meet at such times and places as may be determined from time to time by it, but must meet bi-monthly, at least six (6) times in every financial year of the Society. The Secretary may convene a special meeting of the Board at any time if directed to do so by the President, or a Vice President, or by any three members of the Board.
65. The Secretary shall give Board Members at least seven working days notice in writing of any meeting of the Board but it shall not be necessary to give any such notice to a Board Member who is not within Australia.
66. The quorum for any meeting of the Board shall be five Board Members present in person.
67. The President or in the Presidents absence, a Vice-President shall preside as chairperson at all meetings of the Board, but if at any meeting, neither the President nor a Vice-President is present within ten minutes after the time for which the meeting has been convened, the Board Members present shall choose someone of their number to be chairperson of the meeting.

68. Except as by these Articles otherwise provided, questions arising at any meeting shall be decided by a majority of votes of the Board Members present and in case of an equality of votes, the chairperson shall have a second or casting vote.
69. Any committee appointed by the Board under Article 32(1), including any committee including Members of the Society who are not Board Members, shall conform to any regulations that may be imposed upon it by the Board and subject thereto may meet and adjourn and otherwise regulate meetings as it thinks fit. The President, ex officio or a Board Member nominated by the President to serve in the Presidents' place shall act as chairperson at any meeting at which the President is present; subject thereto the committee may choose one of their number to act as chairperson of its meetings. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present and in case of an equality of votes, the chairperson shall have a second or casting vote.
70. A resolution in writing signed by all the Board Members for the time being shall have the same force and effect as a resolution passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Board Member or, if the Board Members signed the document on different days, on the day on which, and at the time at which the document was last signed by a Board Member. Where two or more separate documents containing statements in identical terms each of which is signed by one or more Board Members is signed, such document shall together to be deemed to constitute one document containing a statement in those terms signed by those Board Members on the respective days on which they signed the separate documents.
71. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

ANNUAL REPORT OF THE BOARD

72. The Board shall at the conclusion of each financial year prepare a report of its activities for such year including the activities of each Branch which report shall among other things contain the following particulars:-
- (1) The number of members of each class on the Register as at the end of the Financial Year just concluded as compared with the number on the Register as at the end of the previous Financial Year.
 - (2) An annual report from the Chief Inspector

CHIEF EXECUTIVE OFFICER

73. The Board shall from time to time in accordance with the Act, appoint a Chief Executive Officer for such term at such remuneration and upon such conditions as they may think fit, and may remove the Chief Executive Officer so appointed. The Board's instructions shall be given to the Chief Executive Officer only by the President or by such Board Member as the President may appoint from time to time to carry out this function on the President's behalf.
74. Subject to the instructions and control of the Board:-
- (1) the Chief Executive Officer shall be the manager of the Society and shall have responsibility for managing the business of the Society subject to the policies of the Society.
 - (2) The Chief Executive Officer shall be the Secretary of the Society.
 - (3) The Chief Executive Officer shall:

- (a) take charge of the books, documents and accounts of the Society and have made therein correct entries of all matters in the ordinary course of the business of the Society.
- (b) render to the board an account of all transactions, matter and things of the Society or relating to its affairs of which the Secretary shall have charge or knowledge.
- (c) the CEO may be directed to convene meetings of the Board at such time and place as may from time to time be determined by the Board and, in addition, at such other time and place as he may be directed pursuant to Article 70.
- (d) convene all annual general meetings and general meetings of the Society in accordance with these Articles.

HONORARY TREASURER

75. The Honorary Treasurer shall:-
- (1) oversee the keeping of all usual and proper accounts of all moneys received and disbursed on behalf of the Society and generally report on the care and oversight of the finances of the Society subject to the direction of the Board.
 - (2) ensure the preparation for the purpose of regular monthly meetings of the Board a monthly statement listing all accounts for payment by the Society and all accounts payment of which requires confirmation and forward a copy thereof to each Board Member so as to be available 7 working days prior to Board Meetings.

REGISTER OF MEMBERS

76. The Society will cause to be kept a Register of Members in accordance with the Act and also a Register of associate members and there shall be recorded in the Register or the Register of associate members, as appropriate:-
- (1) the name, address and classification of each Member;
 - (2) the date of entry upon the Register;
 - (3) the date of ceasing to be a Member;
 - (4) any other details as the Board may request.
77. The Society will recognise service or donation to the Society in an appropriate form under circumstances described in the by-laws of the Society.

THE JOURNAL

78. The Board will cause to be prepared and published quarterly a publication which will contain information of interest to members and will contain advertisements appropriate to the aims of the Society at the discretion of the editor. The publication will be titled "Animals", posted free of charge to members with every endeavour made to achieve cost neutrality.

MINUTES OF MEETING

79. The Board will cause minutes to be duly entered in books provided for that purpose:
- (1) of all elections of the Board Members and all appointments of officers made by the Board;
 - (2) of the names of the Board Members and other persons present at each meeting of the Board;
 - (3) of all resolutions passed by and proceedings at all general meetings of the Society, at all meetings of the Board and at all committee meetings.
- The Members shall have such access to the minutes of the Board and the Society as is authorised under the Act.

BORROWING POWERS

80. The board may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures or other securities whether outright or as security for any debt liability or obligation of the Society or of any third party.

COMMON SEAL

81. The Seal of the Society will be kept under such custody as the Board shall from time to time prescribe and in the absence of any such prescription will be kept in the custody of the Secretary and unless otherwise determined by a resolution of a general meeting of the Society, the Seal will not be used except under and by virtue of a resolution of the Board and every instrument to which the Seal is affixed will be signed by the President or a Vice-President and countersigned by the Secretary or some other person appointed by the Board.

FINANCE AND ACCOUNTS

82. The property and funds of the Society will be under the control of the Board and -
- (1) All cheques drawn on the Society's accounts and approved for payment under such conditions as may be set by the Board will be signed by a senior staff member authorised to do so by the Board and a Board Member.
 - (2) The Board may from time to time authorise the opening of separate accounts for the receipt and payment of funds for specific purposes of the Society to be operated under the signature of such persons as the Board may from time to time determine and may at any time alter or revoke such authority.
 - (3) Where the Board has delegated to the elected committee of a Branch power to administer property or funds of the Society pursuant to Article 32, such delegation will be deemed to include power for the elected committee to authorise and regulate the manner of signature of cheques and receipts relating to such property or funds, subject to any direction of the Board.
 - (4) Where property or funds are vested in trustees for general or specific purposes, any relevant trust instrument will contain appropriate provisions relating to the receipt and disposition of all such property and moneys.
83. The Board will cause proper accounting and other records to be kept and shall cause to be prepared and distributed copies of profit and loss accounts and balance sheet (including a copy of the auditor's report and every other document required by law to be attached thereto) as required by the Act, provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a profit and loss account and balance sheet made up to a date not more than six months before the date of the meeting.
84. The Board will from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of Members not being Members of the Board.

AUDIT

- 85.
- (a) "The Board must cause the accounts of the Society to be audited in accordance with the Act and the Board will regulate the auditor's duties in accordance with the Act.
 - (b) "Where in the view of the Board, an audit is required for a particular Branch at a particular time, the Board may require that Branch to have performed an audit".

NOTICES

86. (1) Notice of every general meeting will be given in any manner authorised by these Articles to:-
- (a) every member except those Members for whom the Society has no registered address or other address for the giving of notices to them; and
 - (b) the Auditor or Auditors for the time being of the Society.
- (2) No other person will be entitled to receive notices of general meetings.
- (3) Any notice, approval, request, demand, or other communication ("notices") to be given under these Articles will be in writing and will be served personally or sent by ordinary or certified mail (airmail if overseas) to the registered address of a person or by facsimile transmission to the facsimile number as that person may notify to the Society, in writing, from time to time.
- (4) A proxy form should accompany the notice of meeting.
87. Notices given:
- (1) personally will be served upon delivery;
 - (2) by post (other than airmail) will be served three business days after posting;
 - (3) by airmail will be served seven business days after posting;
 - (4) by facsimile transmission will be served upon receipt of a transmission report by the machine from which the facsimile was sent indicating that the facsimile had been sent in its entirety to the facsimile number of such person's registered address or such other number as may have been notified by the receiving party to the other party and if the facsimile has not been completely transmitted by 5.00pm (determined by reference to the time of day at the recipient's address) it will be deemed to have been served on the next business day.
88. Any notice which, by virtue of the foregoing, has been served on a Saturday, Sunday or public holiday, shall be served on the first business day (determined by reference to the recipient's address) after such day. A notice may be given by an authorised officer, employee or agent of the party giving the notice.
89. No Member who has not left or sent to the registered office of the Society a place of address (for registration in the books of the Society) at or to which all notices and documents of the Society may be served or sent, shall be entitled to have any notice sent to them.

INDEMNITY OF OFFICERS

90. Every Member of the Board, auditor, Secretary and other officer for the time being of the Society will be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the court in respect of any negligence, default, breach of duty or breach of trust.
91. Subject to the Act, no Board Member or other officer of the Society or trustee for the Society will be liable for any act or omission of any other Board Member, officer or trustee or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Society, unless the same happen through their own wilful act or default.

92. Each Board is to ensure that Director's and Officer's insurance is adequate and is reviewed annually at the first Board meeting after the Annual General Meeting.

WINDING UP

93. The provision of clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Society will have effect and be observed if the same were repeated in these regulations.

INTERNAL DISPUTES

94. Subject to other provisions within the Society's M&A's and Branch Manual and in accordance with Corporation Law, the Board shall ensure that a mechanism will be put in place to resolve any dispute which cannot be resolved by management within the membership, members of the public and grievances from employees.

I HEREBY CERTIFY that the foregoing Articles of Association numbered 1 - 94 (inclusive) were approved and adopted by the Society in place of the existing Articles of Association by Special Resolution passed on the 30th day of August 2009.

Dr Peter Wright
Chairperson of the meeting.