
OWN RULES AUSTRALIAN ANIMALS CARE & EDUCATION INC.

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NAME

1

The Name of the incorporated association shall be **Australian Animal Care & Education Inc.**

OBJECTS

2

The objects for which the association is established are:-

- 1) The principal purpose of the organisation is the protection and enhancement of the natural environment.
- 2) The rescue and rehabilitation of injured, ill or orphaned wildlife for the ultimate and timely release back to appropriate release sites in accordance with Nature Conservation Act 1992.
- 3) To educate the public, regarding the care and rehabilitation of wildlife, and the importance of conserving Australian native fauna.
- 4) Ensuring the accountability of wildlife rehabilitators/carers, whilst members of the Association.
- 5) To support and assist carers, to ensure that injured/orphaned native animals receive the best care/rehabilitation, and chance of survival.
- 6) To diffuse information as to the care and treatment of the natural environment, by the publishing and circulating of literature, by the organizing and delivery of lectures conducted by competent, knowledgeable lecturers, via education programmes, seminars, media outlets or other lawful means of communication.
- 7) To conduct, manage, operate or encourage and subsidize shelters, hospitals and havens for the care, treatment, maintenance, protection and rehabilitation of native animals, and to acquire necessary equipment for the rescue, care, rehabilitation and release of said animals.
- 8) To prepare, edit, print, publish, acquire and circulate by printed or electronically produced information or otherwise, relating to care and treatment of wildlife, or any research undertaken with reference thereof.
- 9) Ensuring that members are aware of and abide by the code of practice of taking and keeping of protected animals, which must be conducted strictly in accordance with the provisions of the Fauna Conservation Act 1974 and the Nature Conservation Act 1992.
- 10) Actively participate in endangered species rescue programs, including the establishment of captive breeding programs in conjunction with relevant third parties.
- 11) To conduct research, in cooperation with CSIRO, Australian Wildlife Health Network, universities (i.e., the Central Queensland University), zoological institutions (i.e., the Rockhampton Zoo, Western Plains Zoo), Queensland Parks and Wildlife and New South Wales Parks and Wildlife into the causes, prevention and cure of disease in the native wildlife of Central Queensland.
- 12) To maintain a Public fund for the specific purpose of supporting the environmental objects/purpose of Australian Animals Care & Education Inc..
- 13) To work in conjunction with the local indigenous communities (i.e., Woorabinda) and organisations (i.e., Fitzroy Basin Elders) to ensure the sustainability of the local native fauna by providing opportunities for training in animal health and environmental management.
- 14) Australian Animals Care & Education Inc will be operated on a non-profit basis. The income and property of the organization shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors or trustees of the organization.

POWERS

3

The powers of the association are:-

- 1) To take over the funds and other assets and liabilities of the present unincorporated association known as the AACE;
- 2) To subscribe to, become a member of and co-operate with any other association, club or Organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 29(10);
- 3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or person frequenting the Association's premises;
- 4) To purchase, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, take on lease or exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the association;
- 5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 7) To remunerate any person for services rendered, or to be rendered, or other securities of the incorporated association in the furtherance of its objects;
- 8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 9) To invest and deal with the money of the Association not immediately required in such a manner as may from time to time be thought fit;
- 10) In furtherance of the objects of the Association, to lend and advance money or to give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 11) To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure moneys and further advances borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 13) In furtherance of the objects of the Association 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 Association;
- 14) To accept gifts whether by way of monies, bequests of property, real or personal or otherwise, and to issue any receipts required therein;
- 15) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association, but subject always to the proviso in sub-rule (4);
- 16) To take any steps by personal or written appeals, public meetings or otherwise, as from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

- 18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the rule 29(10);
- 19) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 20) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 21) To make donations for patriotic, charitable or community purposes;
- 22) 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 Association;
- 23) To set up a donation fund under the constitution and rules of the association for the specific purpose of supporting the objectives of the association;

CLASSES OF MEMBERSHIP

4

- 1) The membership of the Association shall consist any of the following classes of members:
 - a) **Honorary Member:** Will receive complimentary membership for 1 year, and receive the Association newsletter
 - b) **Active Member:** Will be recognized as permitted carers and rehabilitators of Native Fauna under Nature Conservation Act 1992, providing they abide by the Association's conditions of care for the animals, and may participate at general meetings, and receive the Association newsletter.
 - c) **Associate Member:** Are not in the position to take Native Fauna into care, but may participate at general meetings, and receive the Association newsletter.
 - d) **Junior Member:** Person under the age of 18, may assist active carers in daily care of native fauna, and participate in Junior Workshops and fundraising activities and may participate in general meeting.
 - e) **Corporate Membership:** Shall receive associations newsletter, may attend general meeting.
- 2) The number of members in each class shall be unlimited.
 - a) Every person who at the time of incorporation of the Association was a member of the unincorporated association and who on or before the date of incorporation agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership as that member held in the unincorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription.
 - b) Every applicant for any class of membership of the Association (other than the members of the unincorporated Association referred to in rule 2(a)) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

MEMBERSHIP FEES

5

- 1) The membership for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- 2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- 3) A financial member at any material time is a member who is not then indebted to the organisation in respect of annual subscription or levy or other payment whatever.
- 4) Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any general meeting of the organisation.

ADMISSION AND REJECTION OF MEMBERS

6

- 1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

LIMITATIONS ON NEW MEMBERS

7

- 1) The limitations on new members as so defined will not apply to existing members of the organisation as of 10 December 2005, existing members shall have available to them the ability to attend general meetings and retain full voting rights.
- 2) New members to the association will be restricted to having no voting rights at general or management meetings, this limitation on membership will remain in force until removed by a resolution passed by a majority at a management meeting.
- 3) Restrictions on voting shall be for a period of (24) twenty four months or as deemed from time to time by the management committee.
- 4) Application for voting rights are to be made in writing to the secretary for presentation to the committee at the next meeting of the management committee, after the minimum restriction period has lapsed.
- 5) The restriction period shall be determined as the period from the time the application for membership being approved to the completion of the restriction period as set by rule 7 (2).
- 6) The restriction period shall consist of consecutive months and members must remain financial at all times.
- 7) Members are to be active in the core activities of the association and actively contribute to the viability of the association.

TERMINATION OF MEMBERSHIP

8

- 1) A member may resign from the association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 2) If a member:-
 - a) is convicted of an indictable offence; or
 - b) fails to comply with any provision of the Rules; or

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- c) has membership in arrears for a period of three months or more; or
 - d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association,

the Management Committee shall consider whether his membership shall be terminated.

- e) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the Secretary to advise the member in writing accordingly.
- f) Upon receipt of notification of termination of membership, the terminated member shall be denied attendance at meetings, unless an appeal in writing has been received within one month of the termination, whereby the appeal will be presented at the following meeting and an outcome determined by the management committee.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9

- 1) No appeal shall lie against any rejection of an application for membership of any class of membership of the Association, and the Management Committees' decision in that regard will be final and binding.
- 2) A person, whose application for membership has been terminated, may within one month of receiving written notification thereof, lodge with the secretary written notice of his/her intention to appeal against the decision of the management committee.
- 3) Upon receipt of notification of intention to appeal termination of membership, the Secretary shall convene, at the next meeting after the date of receipt by him/her such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case, the management committee subsequently shall likewise have the opportunity of presenting its or their case. The outcome of the appeal shall be determined by the management committee present at such meeting.
- 4) Where a person does not appeal against his/her membership termination within the time prescribed by these rules, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

RETURN OF ASSOCIATION'S ASSETS

10

- 1) Whereby a membership has been terminated, that member shall be responsible for the return of any Association Assets to a place designated by the management committee.
- 2) Assets returned shall be in as close to the original condition of which they were received by the member, allowing for reasonable wear and tear over the period of time of which the assets were in position.
- 3) Any documentation associated with the operation of the Association shall be deemed assets, and will remain the property of the Association.

REFUSAL TO RETURN ASSOCIATION'S ASSETS

11

Whereby a terminated member refuses the return of the association's assets, legal action shall be taken to repossess those assets, or to compensate for assets lost.

REGISTER OF MEMBERS

12

- 1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and their dates of admission.

- 2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 3) The Register shall be open for inspection by financial member for genuine reasons satisfied by the management committee.

STRUCTURE OF MANAGEMENT COMMITTEE

13

- 1) The Management Committee of the Association shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer, coordinator, all of whom shall be members of the Association and such other members as the members of the Association at any general meeting may from time to time elect or appoint.
- 2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 3) The election of officers and other members of the Management Committee shall take place in the following manner:
 - a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - b) The nomination, which shall be in writing and signed by the member, his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place;
 - c) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may take place from the floor of the meeting.

TERMINATION OF MEMBERSHIP OF MANAGEMENT COMMITTEE

14

Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, but such notice shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

VACANCIES ON MANAGEMENT COMMITTEE

15

- 1) The Management Committee shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- 2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their is reduced below the number fixed or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

16

- 1) Except as otherwise provided by these Rules 1) and subject to resolutions of the members of the Association carried at any general meeting, the Management Committee:-
 - a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

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- 2) The Management Committee may exercise all powers of the association:-
 - a) to borrow or secure the payment of money in such manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities, and
 - b) to invest in such manner as the members of the Association may from time to time determine.

MEETINGS OF MANAGEMENT COMMITTEE

17

- 1) The Management Committee shall meet at least each four calendar months to exercise its functions.
- 2) A special meeting of the Management Committee shall be convened by the Secretary upon the request of not less than one-third of the members of the Management Committee.
- 3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: provide that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- 6) Not less than seven days notice shall be given by the Secretary to the members of the Management Committee of any special meeting of the Management Committee.
- 7) The Chairperson shall preside at every meeting of the Management Committee, or if at any meeting he is not present within fifteen minutes after the time for holding the meeting, the Vice-Chairperson shall preside or if the Vice-Chairperson is not present at the meeting then the members may choose one of their numbers to be Chairperson of the meeting.
- 8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting if convened upon the requisition of members of the management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed, the meeting shall lapse.

DELEGATION OF MANAGEMENT COMMITTEES POWERS

18

- 1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 2) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairperson of the meeting.
- 3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

19

All acts done by any meeting of the management Committee or of a sub-committee or by any person acting as a member of the management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee 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 Management Committee.

RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

20

A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the management Committee.

FIRST GENERAL MEETINGS

21

The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.

ANNUAL GENERAL MEETINGS

22

- 1) The annual general meeting shall be held within three months of the close of the financial year.
- 2) The business to be transacted at every annual general meeting shall be-
 - a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - c) the election of members of the management Committee;
 - d) the appointment of an auditor.

SPECIAL GENERAL MEETINGS

23

The Secretary shall convene a special general meeting -

- 1) when directed to do so by the Management Committee, or
- 2) on the requisition in writing signed by not less than one third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

PROCEDURE AT GENERAL MEETINGS

24

- 1) At any general meeting the number of members required to constitute a quorum shall be the number of members presently on the Management Committee plus one.
- 2) No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

- 3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members resent shall be a quorum.
- 4) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 5) The Chairperson shall preside, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Chairperson shall be the Chairperson or if the Vice Chairperson is not present or unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting.
- 6) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- 7) Every question, matter or resolution shall be decided by a majority of votes of the members present;
- 8) Every financial member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the date of the meeting;
- 9) Voting shall be by a show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 10) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- 11) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- 12) Where it is decided to afford members an opportunity of voting for or against the resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

AUSTRALIAN ANIMALS CARE & EDUCATION INC.

I,.....of.....being a member of the above named Association, hereby appoint
.....of.....of failing him,.....of.....as my proxy to vote for me
on my behalf at the (annual) general meeting of the Association, to be held on theday of20....,
and at any adjournment thereof.

Signed this.....day of.....20 .

This form is to be used - * in favour / against of the resolution.

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).

- 13) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- 14) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their

accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of the meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

NOTICE OF GENERAL MEETING

25

- 1) The Secretary shall convene all general meetings of the Association by giving not less than fourteen days notice of any such meeting to the members of the Association.
- 2) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

BY -LAWS

26

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

27

- 1) Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, repealed or added to by a special resolution carried at general meeting.
- 2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

COMMON SEAL

28

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

FUNDS AND ACCOUNTS

29

- 1) The funds of the Association shall be deposited in the name of the Association in such Bank or Permanent Building Society as the Management Committee may from time to time direct.
- 2) Proper books and account shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 3) All moneys shall be deposited as soon as practicable after receipt thereof.
- 4) All amounts of one hundred dollars (\$100) or over shall be paid by cheque by any two of the Chairperson, Vice Chairperson, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- 5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupsments which may be open.
- 6) The management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 7) All expenditure shall be approved or ratified at a Management Committee meeting.

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- 8) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing the particulars of -
 - a) the income and expenditure for the financial year just ended; and
 - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
 - 9) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
 - 10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment on good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

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The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

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The financial year shall close on the 30th June in each year.

RULES FOR ADMINISTRATION OF the A.A.C.E. GIFT FUND

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- 1) The fund shall be known as "Australian Plants & Animals Care Trust Fund" A.P.A.C.T. Fund
- 2) The principal objective of the A.P.A.C.T. Fund is to support the environmental objects/purpose of the incorporated group known as A.A.C.E. Inc.
- 3) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Incorporated Association.
- 4) Money from interest on donations, future income derived from donated property, and money from the realisation of such property is to be deposited into the Fund. The release of monies from the public fund account and the management of, and sale of, public fund assets must be authorised by the fund's management committee. Members of the public fund management committee permanently located in Australia must be the only signatories to the public fund account.
- 5) A separate bank account is to be opened in the public funds name to receive all money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Incorporated Body. The fund must not receive any other money or property into its account and must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- 6) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the fund. Donations with a value of less than \$2 are not allowable deductions.
- 7) The Fund will be operated on a non-profit basis. The income and property of the organization shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors or trustees of the organization.

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- 8) A committee of management of no fewer than three persons will administer the Fund. The committee will be appointed by the Management Committee. A majority of the members of the committee are required to be "responsible persons" as defined by the Guidelines to the Register of Environmental Organisations.
 - 9) Conduit Policy. Any allocation of funds or property to other persons or organizations will be made in accordance with the established purposes of the organization and not be influenced by the preference of the donor.
 - 10) Ministerial Rules. A.A.C.E. agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
 - 11) Informing the Department. A.A.C.E. will inform the Department responsible for the Environment as soon as possible if:
 - It changes its name or the name of its public fund
 - There is any change to the membership of the management committee of the public fund; or
 - There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations
 - 12) Winding-Up Incase of the winding-up of the fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
 - 13) Statistical Information requested by the Department on the donations to the Public Fund will be provided within four (4) months of the end of the financial year. An audited financial statement for the organization and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the public fund monies and the management of the fund assets.

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FORMAT OF DISPUTE SETTLING PROCEDURE

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- 1) In the event of a dispute arising at a general or special meeting, whereby the Chairperson loses control of the situation, or members refuse to adhere to the Chairpersons requests, the offending person/s shall be asked to leave the meeting immediately, and the business regarding the settling of the dispute shall be adjourned until the next general or special meeting, being not less than one month from the time of this meeting.
- 2) In the event of the offending person/s not adhering to the request to leave the meeting, for the offence of not abiding by the regulations above, the Management Committee shall have the power to determine whether the offender/s should have their membership terminated immediately, based upon clause 8: 2) d), which states:

If a member conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association the Management Committee shall consider whether his membership shall be terminated

DISTRIBUTION OF SURPLUS ASSETS

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If the Association shall be would up in accordance with the provisions of the Associations Incorporation Act 1981-90, and there remains, after satisfaction of all debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, gifts to which are allowable deductions under the provisions of Section 78(1)(a) of the Income Assessment Act, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 29(10), such institution or, institutions to be determined by the members of the Association.

MEETINGS BY TECHNOLOGY

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- 1) For the purposes of the Act, each committee member, on becoming a committee member (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a management committee meeting:
 - a) Video,
 - b) Telephone,
 - c) Electronic mail,
 - d) Any other technology which permits each committee member to communicate with every other committee member; or
 - e) Any combination of the technologies described in paragraphs (a) to (d).

A committee member may withdraw the consent given under this clause in accordance with the Act.

- 2) Where the committee members are not all in attendance at one place and are holding a meeting using technology and each committee member can communicate with the other committee members:
 - a) The participating committee members shall, for the purpose of every provision of this Constitution concerning meetings of the committee members, be taken to be assembled together at a meeting and to be present at that meeting; and
 - b) All proceedings of those committee members conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

I hereby certify that this is a true and correct copy of the regulations adopted by the members of the Incorporated Association.

.....
SECRETARY

...../...../.....
DATE