

RULES

Of

THE ANIMAL WELFARE LEAGUE

OF

SOUTH AUSTRALIA INCORPORATED

As at 24th October 2006

**RULES of the
ANIMAL WELFARE LEAGUE OF SOUTH AUSTRALIA
INC**

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RULES OF THE ANIMAL WELFARE LEAGUE OF SOUTH AUSTRALIA INC

1. NAME

The name of the League is *Animal Welfare League of South Australia Incorporated* – hereinafter called “the League”.

2. OBJECT

The object of the League is to promote the ownership of companion animals and the interaction between humans and animals generally, and to improve the welfare and care of animals, and without limiting this generality:

- 2.1. to advocate pet ownership as a significant means to improve the quality of human life;
- 2.2. to advocate responsible pet ownership including the promotion of desexing, vaccination and identification of dogs and cats, and compliance with local government requirements for pet ownership;
- 2.3. to operate a shelter for sick, stray, unwanted and abandoned or injured dogs and cats in need of aid;
- 2.4. to give temporary shelter and food to lost or abandoned domestic animals and to assist disadvantaged owners to provide accommodation for their pets in times of emergency;
- 2.5. to endeavor by adoption or other approved means to find good homes for those dogs and cats given temporary shelter;
- 2.6. to euthanase painlessly those animals whose quality of life is seriously diminished owing to old age, injury, disease or other sufficient reason;
- 2.7. to contribute to the removal of such dangerous and feral animals from the community that are likely to cause harm to humans, domestic animals and native fauna;
- 2.8. to assist individual owners, local government and emergency services with animal rescues and to assist such services with animal care in times of natural disaster;
- 2.9. to provide constructive input to the development of State and Federal legislation and guidelines relating to animal welfare and care issues;
- 2.10. to do all other lawful things as are incidental or conducive to the attainment of any of the above.

3. POWERS

For the purpose of carrying out its object the League may, subject to the Associations Incorporation Act 1985 (as amended):

- 3.1. acquire, hold, deal with and dispose of any real or personal property; and
- 3.2. administer any property or trust; and
- 3.3. open and operate bank accounts; and
- 3.4. invest its monies –
 - 3.4.1. in any security in which trust monies may, by Act of Parliament, be invested; or
 - 3.4.2. in any other manner authorized by these Rules; and
 - 3.4.3. by borrowing money upon such terms and conditions as the League thinks fit including by the issue of debentures, bonds, bills of exchange, promissory notes or other obligations or securities of the League or by mortgage or charge over all or any part of the property of the League; and
- 3.5. give such other security for the discharge of liabilities incurred by the League as the League sees fit; and
- 3.6. appoint agents to transact any business of the League on its behalf; and
- 3.7. enter into any contract it considers necessary or desirable; and
- 3.8. co-operate with the Government of South Australia, the Police Department, Local Government and any body corporate or any person or association carrying into effect the provisions of any Act of Parliament of South Australia or any regulations or by-laws relating to animals and their protection or the prevention of cruelty to animals.

3A. GIFT FUND

- (1) The League shall establish and maintain a fund (“the Gift Fund”) to enable the receipt of income tax deductible gifts or deductible contributions.
- (2) The League must be registered as a Deductible Gift Recipient at all times whilst operating the Gift Fund.
- (3) The Gift Fund shall be known as the Animal Welfare League of South Australia Inc Gift Fund.
- (4) The Gift Fund shall be used for the object of the League as detailed in clause 2 of these Rules and the Gift Fund may, in pursuit of those objects, do any of the following:
 - (a) receive gifts and/or contributions made to the League by members of the public or members of the League;
 - (b) transfer money, property, gifts or other contributions to the League for its current and continuing use;
 - (c) purchase property, equipment, supplies, medicines and any other services as may be required by the League;
 - (d) pay the reasonable costs of managing the Gift Fund;
 - (e) pay professional fees for fund raising; and
 - (f) undertake any investments.
- (5) The Gift Fund shall be maintained by the Board of Management of the League, who shall ensure:
 - (a) that all money, property, gifts or contributions made to the Gift Fund are kept separately from the other assets of the League and no co-mingling of funds occurs;
 - (b) all items of property contributed to the Gift Fund are specifically identified and maintained within the Gift Fund;
 - (c) that any money or property which is received by the League, but not in accordance with the Gift Fund, is not credited with the property of the Gift Fund.
- (6) When money, property, gifts or other contributions are made to the Gift Fund, the donor shall receive a Gift Fund receipt, which shall state the following:
 - (a) the full name of the League – Animal Welfare League of South Australia Inc;
 - (b) the League’s ABN;
 - (c) the amount or value of the money, property, gift or contribution; and
 - (d) a statement that the receipt is for a gift.
- (7) Upon the winding up of the Gift Fund any surplus assets of the Gift Fund must be transferred as is described in 23.2 of these Rules.
- (8) Upon the winding up of the Gift Fund, the Board of Management of the League shall notify the Australian Taxation Office of the cessation of the Gift Fund, to enable the timely revocation of the League’s Deductible Gift Recipient status.

4. INCOME AND PROPERTY

The income and property of the League must be applied solely towards the promotion of the objects of the League and no portion may be paid or transferred directly or indirectly to any member of the League other than for the payment in good faith of remuneration to any officer, servant or member of the League or any other person in return for any other services actually rendered to the League or for the payment of interest at a commercial rate on any money borrowed from or lawfully due to any member of the League.

5. ACCOUNTS

- 5.1. The League must prepare from time to time accounts that present fairly the results of the operations of the League and cause the accounts to be audited once in each year by an auditor qualified or approved pursuant to the Act.
- 5.2. The accounts must be open to inspection by members of the League subject to any reasonable restrictions as to time and manner of inspection that may be imposed by the Board of Management of the League from time to time.

6. MEMBERS

- 6.1. The members of the League shall comprise the following:
 - 6.1.1. one or more Patrons of the League
 - 6.1.2. such persons as the Board of Management from time to time may admit as an honorary member of the league for such period as the Board of Management determines;
 - 6.1.3. life members;
 - 6.1.4. junior members (being persons under the age of 16 years);
 - 6.1.5. associate members being schools, association and institutions (but excluding individuals);
 - 6.1.6. all other members.
- 6.2. All members of the League shall be persons or entities as are approved by the Board of Management for admission as members of the League and the Board of Management shall have the power to refuse applications for membership without assigning a reason.
- 6.3. Upon admission as a member of the League the member must be entered in the register of members.
- 6.4. A person below 16 years of age is eligible to become a life member but has no voting powers until attaining the age of 16.
- 6.5. All other members have one vote at Annual General Meetings or Extraordinary General Meetings of the League.
- 6.6. Voting by associate members can only be carried out by a single representative of such associate member nominate in writing by such member.
- 6.7. A member will cease to be a member of the League by:
 - 6.7.1. notifying the Executive Officer of the League in writing of the member's resignation;
 - 6.7.2. failing to pay his or her subscription for more than 90 days after the due date (but may be reinstated in the discretion of the Board of Management upon payment of the arrears);
 - 6.7.3. removal by the Board of Management of the League but only after affording natural justice to such member.

7. ANNUAL GENERAL MEETINGS

- 7.1. An Annual General Meeting of the League must be held within five months after the end of the financial year.
- 7.2. The business to be transacted at the Annual General Meeting shall be:
 - 7.2.1. to receive and if fit adopt the annual report and balance sheet of the League;
 - 7.2.2. to elect such members of the Board of Management as are eligible for election;
 - 7.2.3. to appoint an auditor and other officers as may be required;
 - 7.2.4. to determine the amount of life or annual subscriptions for members of the League (other than honorary members);
 - 7.2.5. any other business placed on the agenda.
- 7.3. Twenty eight days notice in writing of an Annual General Meeting must be given to members and must contain such information as the Board of Management determines including any business on the agenda.
- 7.4. Business may be placed on the agenda by either a majority of the Board of Management of the League or a member of the League whose notice is supported in writing by ten other members but in either case the business on notice must reach the League 14 clear days prior to the meeting.

8. EXTRAORDINARY GENERAL MEETINGS

- 8.1. An Extraordinary General Meeting of the League may be called by the Board of Management and must be called upon requisition which sets out the business proposed and signed by not less than 1% of the current membership of the League and must be held not less than 28 days or more than 60 days after the receipt by the Executive Officer of any such requisition and members must be notified 21 days before such meeting.
- 8.2. Notice of the meeting must be in writing to all members or, in the discretion of the Board of Management, by public notice published in a daily newspaper circulating in South Australia.
- 8.3. The objects of an Extraordinary General Meeting shall be stated in the notice calling it and no other business will be transacted as such meeting.

9. MEETINGS – CHAIRMAN

At every Annual or Extraordinary General Meeting and any meeting of Board of Management, the Chair shall be taken by the Chairman if present, or in his or her absence, by a Deputy Chairman or in his or her absence, by a member of the Board of Management nominated from members of the Board of Management and selected by a vote of members of the Board of Management present at such meeting.

10. GENERAL MEETINGS – VOTING

- 10.1. Voting at an Annual or Extraordinary General Meeting shall be taken as the Chairman shall direct. If the voting is by a show of hands, any four members present may demand a ballot which, must be immediately taken and the result declared by the Chairman. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 10.2. Subject to the provisions as to the Chairman's right to a casting vote, members' voting rights are as set out in these Rules.
- 10.3. Votes at any meeting shall be given personally and no proxies shall be recognized.

11. ELECTION OF BOARD OF MANAGEMENT

- 11.1. Members of the Board of Management shall be elected at an Annual General Meeting.
- 11.2. Retiring members of the Board of Management shall be eligible for re-election.
- 11.3. A nomination on the prescribed form must be signed by the candidate for election to Board of Management and by a proposer and seconder who are members of the League and must be lodged with the Executive Officer of the League not less than fourteen clear days prior to the date of the Annual General Meeting.
- 11.4. All candidates for election as members of the Board of Management must be personally present at the Annual General Meeting unless the Chairman of the meeting determines that they are absent with good cause.

12. GENERAL MEETINGS – QUORUM

No business may be transacted at any General Meeting unless a quorum of at least 20 is present at the commencement of such business.

13. GENERAL MEETINGS – DISSOLUTION/ADJOURNMENT

If within half an hour from the time appointed for the meeting a quorum of members is not present the meeting, if convened upon a requisition of members, must be dissolved. In any other case it will stand adjourned to some convenient time and place to be determined by a majority of the members then present and if at such adjourned meeting a quorum of members is not present, it must be adjourned until a date to be fixed. Any General Meeting has power to adjourn its proceedings from time to time to any date fixed by the meeting.

14. BOARD OF MANAGEMENT

- 14.1. The elected Board of Management must consist of not more than thirteen or less than seven members including the Chairman and Deputy Chairman, but the staff representative will be additional to the maximum number of members. Until the next Annual General Meeting immediately following the adoption of these Rules, the elected Board of Management may consist of not more than 16 members plus a staff representative.
- 14.2. Board of Management members will be elected for a two year term.
- 14.3. Board of Management members will elect from their number a Chairman and Deputy Chairman who will be elected for no more than two consecutive terms of two years.
- 14.4. 50% of Board of Management members must retire by rotation each year and the longest serving 50% must retire at the next Annual General Meeting immediately following the adoption of these Rules (described as Members of Council immediately prior to the Adoption of these Rules) and if more than 50% of Board of Management members have had an equal period of service, the Board of Management members retiring shall be determined by lot.
- 14.5. The Board of Management may appoint and remove sub-committees comprising Board of Management members either for fixed periods or at the pleasure of the Board of Management and any Board of Management member appointed to a sub-committee will cease to be a member of that sub-committee if that person ceases to be a Board of Management member.
- 14.6. No person with the exception of the staff representative shall be eligible for election to any office or is entitled to continue to hold office on the Board of Management if he or she is in default of payment to the League of any subscriptions or other money due to the League or has a current arrangement as employee, contractor or otherwise involving the receipt of payment from the League in excess of \$5,000 per annum.
- 14.7. At all meetings of the Board of Management the Chairman, in the case of an equality of votes, has a second or casting vote.
- 14.8. The Board of Management must meet at least once in every two calendar months.
- 14.9. No business may be transacted at any meeting of the Board of Management unless a quorum comprising a majority of the Board of Management holding office is present.
- 14.10. The Board of Management has power to fill any casual vacancy that may occur in its own body by appointing a voting member to the Board of Management and any person so appointed holds office for the non-expired balance of the person whose vacancy is filled.
- 14.11. Until the next Annual General Meeting immediately following the adoption of these Rules, the President of the League will become the Chairman, one of the two Vice Presidents will become the Deputy Chairman (with the other Vice President either retiring or one of the two Vice Presidents being selected for retirement by lot) and the elected Council members will become the members of the Board of Management.

14.12. The staff representative on the Board of Management will be an employee of the League who has been elected by a majority of the employees of the League. The staff representative so elected will be a non-voting member of the Board of Management and will not be paid to attend meetings at the Board of Management. The staff representative will hold office until the next Annual General Meeting. The staff representative will have the same duties and obligations as all other members of the Board of Management. The staff representative holding office immediately following the adoption of these Rules will remain in office until the next Annual General Meeting.

15. BOARD OF MANAGEMENT – ABSENTEES

Any member of the Board of Management who has been absent for three consecutive Board of Management meetings without leave of the Board of Management ceases to be a member of the Board of Management if the Board of Management so determines by resolution.

16. POWERS OF THE BOARD OF MANAGEMENT

In addition to the powers and authorities conferred on the Board of Management by these Rules, the Board of Management may exercise all such powers and do all such acts and things as may be exercised or done by the League in General Meeting excluding those things that must be done by the League in General Meeting and including all powers set forth in Rule 3 and including the power to decide any question that may arise as to the interpretation of these Rules with such decision to be binding on members. No member or members of Board of Management (including the Chairman or Deputy Chairman) has the power to bind the League without a supporting resolution of Board of Management.

17. BRANCHES

17.1. The Board of Management may from time to time, authorize by resolution the establishment of Branches of the League in such place or places as the Board of Management may determine. The Board of Management shall have the following powers in relation to Branches of the League –

17.1.1. to make regulations from time to time governing the constitution of Branches and the election of Office Bearers;

17.1.2. determine from time to time, subscriptions payable by members of Branches;

17.1.3. authorize the retention by Branches for their own purposes of such proportion of the subscriptions paid by members of Branches and other funds raised by Branches as the Board of Management may determine;

17.1.4. to delegate from time to time to Branches, such powers and responsibilities it may determine;

17.1.5. to vary or rescind any resolution or regulation of a Branch;

17.1.6. to determine by resolution that a Branch must be wound up if in the opinion of a two-thirds majority of the members of the Board of Management, such Branch has ceased to function or has been guilty of conduct detrimental to the interests of the League, but action shall be taken only after the following procedure has been observed:

(a) the Board of Management must give at least two months' notice in writing of the Board of Management's intention posted to the Branch at its office or headquarters last known to the Board of Management;

- (b) such notice shall contain brief particulars of the grounds upon which the Board of Management proposes to act;
 - (c) any such Branch may not later than one month prior to the expiration of such notice, submit to the Board of Management for its consideration, information with respect to any matter stated in such grounds.
- 17.2. No Branch shall undertake any expenditure of a capital nature without the permission of the Board of Management first obtained in writing.
- 17.3. Except as otherwise determined by the Board of Management, all assets and liabilities of Branches are the property of the League and all duly constituted Branches must cause accounts to be kept and audited, and must forward at least once in each year to the League such audited accounts, provided that the Board of Management has power at its discretion to appoint its own auditors and to require the production of the books and records of a Branch for inspection by the League or its officers upon demand.
- 17.4. Each such Branch must have an office or headquarters to which communications may be addressed, and must furnish to the Board of Management any notice of any change of address within 28 days of the change.

18. EXECUTIVE OFFICER

- 18.1. The Board of Management must from time to time, appoint a Executive Officer and such Executive Officer will at all times be under the control of the Board of Management. The Board of Management's instructions may be given to the Executive Officer only by the Chairman or by the Deputy Chairman delegated by the Chairman to carry out this function on the Chairman's behalf.
- 18.2. The Executive Officer must perform or cause to be performed the following duties –
 - 18.2.1. render to the Board of Management whenever required to do so, an account of all transactions, matters and things of the League or relating to its affairs of which the Executive Officer has charge or knowledge;
 - 18.2.2. take out and maintain at all times appropriate indemnity insurance for all members of Board of Management;
 - 18.2.3. generally undertake and perform all duties as the Board of Management directs.
- 18.3. The Executive Officer must prepare or cause to be prepared an Annual Report and an audited Balance Sheet to be submitted to the Board of Management and to be laid before the Annual General Meeting.

19. COMMON SEAL

The Board of Management must hold and provide for the safe custody of a common seal for the League. The seal may only be affixed to a document with the authority of the Board of Management or of a properly empowered committee and in the presence of at least one member of the Board of Management who must sign every document to which the seal is affixed and every such document must be countersigned by the Chairman, Executive Officer or some other person appointed by the Board of Management.

20. NOTICES

- 20.1. Every notice to be sent to any member under these Rules will be deemed to be sufficiently given to and served on the member if posted to the member at his or her last known address or by public notice published in a daily newspaper circulating in South Australia.
- 20.2. Every notice if served by post shall be deemed to have been served at the time when the letter containing it would have been delivered in the ordinary course of post and in providing such service it will be sufficient to prove that the letter containing the notice was properly addressed and delivered to Australia Post.
- 20.3. The loss, delay or non-delivery of any notice sent to or returned by any member of the League or of the Board of Management will not invalidate or prejudice any resolution passed or election made or other thing done by the League or the Board of Management.

21. INTERPRETATION

In these Rules –

“the League” means Animal Welfare League of South Australia Incorporated;

“the Board of Management” means the members at the time being of the Board of Management constituted under these Rules;

“in writing” means written or printed or partly written or partly printed;

“the office” means the office for the time being of the League;

“month” means calendar month

words importing the singular number also include the plural number and vice versa;

words importing persons include corporations;

“the Act” means the “Associations Incorporations Act 1985 (as amended).”

22. ALTERATIONS TO RULES

These Rules must not be altered, repealed or added to except by a resolution of a 2/3rd majority of those present at an Annual General Meeting or Extraordinary General Meeting of which 21 clear days notice must be given to the members setting out the text of the proposed alterations.

23. WINDING UP

- 23.1. The League may only be wound up by a resolution passed by at least 80% of the members present and voting at an Annual General Meeting or an Extraordinary General Meeting of which 30 clear days notice must be given personally to members (and in respect of which a public notice in a daily newspaper circulating in South Australia will not suffice).
- 23.2. Upon the winding up or dissolution of the League if after the satisfaction of all debts and liabilities there remains any property it shall not be paid to or distributed among the members of the League but shall be given or transferred to some other institution or institutions having objects similar to the objects of the League or other charitable objects or purposes, be an institution or institutions which have DGR status, and which institution or institutions prohibit the distribution of their income and property amongst their members to an extent at least as great as applies in Rule 4 of these Rules. Such institution or institutions must be determined by the members of the League at or before the time of winding up or in default by a Judge of a Court of competent jurisdiction.