Constitution of Australian Alpaca Association

Adopted at Special General Meeting held 17 June 2017, to take effect from 1 July 2017

Amended at Annual General Meeting held 16 September 2017 clauses 2.1(q), 2.1(w) and 10.10(d)(iii) as follows:

a) Deleting the words "patriotic or" from sub-clause 2.1(q);
b) Amending the word "of" to "or" at the end of the third line of subclause 2.1(w) so that the line reads "...directly or indirectly advancing its interest or that of some or all of its Members"; and
c) Amending sub-clause 10.10(d)(iii) by deleting "pf" in the first line and replacing it with the word "of" so that the sub-clause commences "A minute of the proceedings of the meeting...."

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Chapter 1 – Understanding the Constitution

Corporations Act 2001

Company Limited by Guarantee

Constitution of Australian Alpaca Association Limited

1. Preliminary - Understanding the Constitution

1.1 Name

The name of the Company is Australian Alpaca Association Limited.

1.2 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and, accordingly, do not apply to the Company.

1.3 Nature of Company

The Company is a public company limited by guarantee.

1.4 Definitions

The following words have these meanings in this Constitution unless the contrary intention appears.

Acting Chair means a Director nominated by the person otherwise entitled to act as Chair at a Members' meeting under clause 7.10.

Ad Hoc Committee means a Committee of the Board established for a fixed period or limited purpose.

Annual General Meeting or **AGM** means a general meeting of the Members held under clause 6.2(a).

Associate Member means persons admitted to membership as set out in clause 4.3(c)

Ballot means a ballot conducted by way of any means approved by the Board and includes an Electronic Ballot or a Postal Ballot.

Board means the board of Directors of the Company.

Business Day means a day on which the banks in the state of Victoria are open for normal retail business except Saturday and Sunday.

Chairperson (or Chair) means the President or other person appointed to the position of chairperson from time to time in accordance with clause 7.9 for meetings of Members or clause 10.5 for meetings of the Board.

Chief Executive Officer means the Chief Executive Officer (if any) appointed under clause 15.1

Committee means either a Standing Committee or an Ad Hoc Committee of the Board established under clause 13.

Committee Chair means a person appointed by the Board to be the chair of a Standing Committee or an Ad Hoc Committee of the Board

Company means Australian Alpaca Association Limited, ACN 067 146 481.

Constitution means this constitution as amended from time to time, and a reference to a particular clause has a corresponding meaning.

Constitution Regulations mean the regulations of that name prescribed by the Board of the Company from time to time in accordance with this Constitution.

Co-opted Director means a Director who is not elected by the members but is appointed by the other Directors under clause 9.8.

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

Declaration Day means the day appointed by the Board as the day on which the result of a Ballot is declared.

Deputy Chairperson means the Director appointed by the Board to the position of deputy chairperson from time to time.

Director means a director of the Company.

Elected Directors means those Directors elected to the Board under clause 9.1(b).

Eligible Candidate means a person (who consents to being appointed to the position of President) and who is a Full Member or a Life Member at the time of his or her nomination and has not ceased to be a Full Member or a Life Member at the time of the Annual General Meeting at which the election is held.

Full Member means a Member being a Full Member - Individual or Corporate or a Full Member - Joint.

Full Member - Individual or Corporate means a Member appointed under clause 4.3(b)

Full Member - Joint means a Member appointed under clause 4.3(c).

IAR means the international alpaca register.

Life Member means a member of the Company appointed under clause 4.3(f).

Member means a member of the Company.

Member Services means all services provided by the Company to some or all of its Members including provision of information, registration, transfer and other dealings that can be carried out through the Company or within the IAR, permitting authorised Members to show at Company accredited shows and any other services that the Company may at any time provide.

Membership Fee means the annual membership fee determined in accordance with clause 5.

Ordinary Resolution means a resolution passed by the members of the Company which does not require a Special Resolution and where, no less than a simple majority of the members entitled to vote, vote in favour of the resolution. Where the resolution is voted on at a meeting, simple majority means more than 50% of the members entitled to vote and present at the meeting, either in person, or by proxies subject to the requirement for a quorum. Where the resolution is voted on by postal and/or electronic ballot, simple majority means more than 50% of the votes received from members entitled to vote provided that the number of votes received is not less than the number required for a quorum at a meeting of the Company.

Organisation means a company, body corporate or an unincorporated body or association.

Overseas Member means a member of the Company appointed under clause 4.3(g).

Policies means any policies of the Company which have been approved by the Board.

President means a person elected or appointed as President under clause 12.

Receiver means a receiver or a receiver and manager.

Regions means the geographic areas designated under the Regulations or any other regulations made by the Board.

Registered Office means the registered office for the time being of the Company.

Regulations means the regulations relating to the Regions and the Council set out in Annexure A to this Constitution.

Representative means a person appointed to represent a Member at a Members' meeting.

Retiring President means an incumbent President who is due to or has elected to retire as President at the end of the Annual General Meeting whether or not he or she has stood for re-election as a Director or as President.

Secretary means the secretary of the Company as determined by the Board from time to time.

Special Resolution means a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Standing Committee means a committee of the Board established for an indefinite time or general purpose.

Youth/Educational Member means a person admitted to membership as set out in clause 4.3(e)

1.5 **Interpretation**

In this Constitution unless the contrary intention appears:

(a) (**gender**) a reference to any gender includes every gender;

(b) (**person**) the word person includes a firm, a partnership, a joint venture, an Organisation or an authority;

(c) (**may**) the word may is permissive and not mandatory;

(d) (**singular includes plural**) the singular includes the plural and vice versa;

(e) (**grammatical form**) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

(f) (**regulations**) a reference to a law includes regulations and instruments made under the law;

(g) (**amendments to statutes**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;

(h) (**from time to time**) a power, an authority or a discretion reposed in the Members, a Member, the Board or a Director may be exercised at any time and from time to time.

1.6 **Corporations Act**

(a) In this Constitution unless the contrary intention appears:

(i) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and

(ii) **section** means a section of the Corporations Act.

(b) Where the Corporations Act authorises or permits a company to do any matter or thing if so authorised by its constitution, the Company is taken by this clause to be authorised or permitted to do that matter or thing.

1.7 **Headings**

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.8 **Including etc**

Include, **includes** and **including** are not to be construed as words of limitation in this Constitution.

Chapter 2 – Objects, Income and Property

2. Objects

2.1 Objects of the Company

The objects for which the Company is established are to carry out any activities which advance the interests of the Australian alpaca industry as an agricultural resource of Australia and as part of the alpaca industry worldwide, including:

(a) To promote and advance the breeding and husbandry of alpacas as an agricultural industry;

(b) To support the genetic advancement of the alpaca breed;

(c) To establish and operate, or engage with another Organisation to operate, a stud book or register(s) of alpacas in Australia and elsewhere;

(d) To make representations to governments and governmental agencies in Australia and elsewhere about matters affecting the alpaca industry, Members and alpaca-related industries;

(e) To promote and market alpacas and alpaca products and the industries associated with alpacas and alpaca products in Australia and globally;

(f) To conduct, assist and support research into, and disseminate information collected in relation to, diseases, genetics, animal husbandry and feeding of alpacas;

(g) To conduct (alone or in cooperation with other companies, agricultural societies or associations) field days, shows, exhibitions, competitions, conferences, seminars relating to alpacas or alpaca products;

(h) To appoint judges for and maintain a list of persons competent to act as judges of alpaca at any show whether promoted or sponsored by the Company or otherwise;

(i) To provide support, education and advice to members concerning the breeding, fleece improvement, husbandry and health of alpacas;

(j) To facilitate networking between Members and sharing of information through meetings, the Company website and other appropriate mechanisms;

(k) To establish codes of ethics concerning Members' alpaca-related business activities and to enforce those codes;

(l) To advance Members' interests in owning and breeding alpacas for profit;

(m) To engage with other Organisations whose purpose is to improve and promote the alpaca industry;

(n) To establish relationships with other Organisations involved in the alpaca industry and/or the development of alpaca products;

(o) To engage in any business transaction or activity capable of being conducted so as to directly or indirectly benefit the company and to do so in such manner and upon such terms as the Company sees fit;

(p) To accept any gift or device of money or of any real or personal property whether subject to any special trust or not for any one or more of the objects of the Company;

(q) To make donations for charitable purposes;

(r) To solicit and receive donations and legacies whether subject to any special trust or not for the purpose of applying such donations and legacies to any of the objects of the Company;

(s) To undertake and execute any trusts either gratuitously or otherwise which the Company considers likely to promote any of the objects of the Company;

(t) To trade to promote and encourage the Company's objectives;

(u) To procure the Company to be registered or recognised in any country, state or place and to do all things necessary to enable it to effectually carry on business therein;

(v) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be required including the purchase of shares in any corporation and whether or not any such investments shall be authorised for the investment of trust funds;

(w) To expend money in any way deemed fit by the Company with a view to improving the value of any business or property of the Company or of otherwise directly or indirectly advancing its interest or that of some or all of its Members;

(x) To do all other things as may be incidental or ancillary to the attainment of these objects.

2.2 **Not separate objects**

None of the above objects constitutes a separate object of the Company, and each object should be construed by reference to the other objects.

2.3 **Powers of the Company**

(a) The Company may only exercise the powers in section 124(1) of the Corporations Act to:

(i) Carry out the objects set out in Clause 2.1;

(ii) Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company;

(iii) Charge fees for services and establishment and Membership Fees and interest on any overdue fees;

(b) The Company has no power to issue or allot fully or partly paid shares in the Company to any person.

3. Income and property

3.1 Application of income and property

(a) The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.

(b) None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to the Members.

3.2 Payments in good faith to an Officer or Member

Nothing in this Constitution prevents the payment in good faith to an Officer, Director or Member:

(a) remuneration for services rendered to the Company; or

(b) goods supplied to the Company in the ordinary course of business;

(c) interest at a rate not exceeding the rate for the time being fixed for the purposes of this clause by the Board on money borrowed by the Company from an Officer, Director or Member;

(d) out-of-pocket expenses incurred by the Officer, Director or Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board; or

(e) reasonable rent for premises let to the Company by an Officer, Director or Member.

3.3 Not-for-profit

The Company shall operate for the pursuit of the objects and not for the pursuit of profit for distribution to Members.

Chapter 3 – Membership

4. Membership

4.1 Classes of membership

(a) The following are the classes of membership of the Company:

(i) Full Member - Individual or Corporate;

(ii) Full Member - Joint;

(iii) Associate Member;

(iv) Youth/Educational Member;

(v) Life Member;

Overseas Member; and

(vi) Other classes of Member as may be determined by the Board in accordance with this Constitution.

(b) There is no cap on the number of Members of any class.

4.2 First Members

All persons who are existing members of the Company at the time of adoption of this Constitution remain Members in accordance with this Constitution:

(a) Associate Membership becomes Associate Member;

(b) Affiliate Membership becomes Associate Member;

(c) Full Membership becomes Full Member - Individual or Corporate;

(d) Joint Membership becomes Full Member - Joint;

(e) Life Membership becomes Life Member

(f) Youth/Educational Membership becomes Youth/Educational Member; and

(g) Overseas Membership becomes Overseas Member.

4.3 Qualification for and rights of membership

(a) **Financial Status**

The membership rights set out in this Clause 4.3 are available only to those Members who are financial or whose subscriptions are not overdue according to Clause 5(b).

(b) **Full Member - Individual or Corporate**

(i) The Board may admit:

(A) any person 18 years or older; and

(B) any corporation

whom it so wishes as a Full Member - Individual or Corporate at its sole discretion and without giving any reason for doing so.

(ii) A Full Member - Individual or Corporate is entitled to:

(A) Nominate eligible Members for election as a Director of the Company;

(B) By any means permitted by law, receive notices of, attend, speak at a general meeting;

(C) Cast a single vote at a general meeting or in a Ballot (a corporate Full Member must nominate one of its directors to vote on its behalf);

(D) Vote in elections for Directors;

(E) Stand for election to the position of Director, (a director of a corporate Full Member nominated to vote on behalf of that corporate Full Member may stand for election to the position of Director);

(F) Register and transfer animals and verify service by a stud male on the IAR according to the relevant regulations as determined by the Board;

(G) Attend all general meetings of the Company;

(H) Participate in all Member Services; and

(I) Receive such membership benefits as are determined by the Board to apply to Full Members.

(c) **Full Member - Joint**

(i) The Board may admit any group of two to four persons all of whom are 18 years or older whom it so wishes as a Full Member - Joint at its sole discretion and without giving any reason for doing so. A Full Member - Joint shall be entitled to exercise two votes.

(ii) A Full Member - Joint if it is comprised of more than two persons must nominate two persons as its representatives who will be entitled to vote on its behalf and may change the nominated representatives by notice in writing to the Company.

(iii) A Full Member - Joint is entitled to:

(A) Nominate eligible Members for election as a Director of the Company;

(B) By any means permitted by law, receive notices of, attend, speak at a general meeting;

(C) Vote at a general meeting or in a Ballot;

(D) Vote in elections for Directors;

(E) Stand for election to the position of Director;

(F) Register and transfer animals and verify service by a stud male on the IAR according to the relevant regulations as determined by the Board;

(G) Attend all general meetings of the Company;

(H) Participate in all Member Services; and

(I) Receive such membership benefits as are determined by the Board to apply to Full Members.

(d) **Associate Member**

(i) The Board may admit:

(A) any person 18 years or older; and

(B) any corporation

whom it so wishes as an Associate Member at its sole discretion and without giving any reason for doing so.

(ii) An Associate Member is entitled to:

(A) receive electronic information provided to all Members;

(B) attend general meetings of Members;

(C) apply for a Herd Prefix;

(D) transfer animals within the IAR; and

(E) show animals at Company accredited shows

but is not entitled to:

(F) Nominate eligible Members for election as a Director of the Company;

(G) Vote at any meeting or in a Ballot;

(H) Vote in elections for Directors;

(I) Stand for election to the position of Director; or

(J) Register animals in the IAR or verify service by a stud male

(e) **Youth/Educational Member**

(i) The Board may admit as a Youth/Educational Member:

(A) any person who is under the age of 18 years at its sole discretion and without giving any reason for doing so. The Board may impose any reasonable requirements for proof of age prior to admission as a Youth/Educational Member.

Upon reaching the age of 18 years such person shall cease to be a Youth/Educational Member but may take out another class of Membership;

(B) any educational institution at its sole discretion and without giving any reason for doing so (and the educational institution must nominate a person as its representative and may change its nominated representative by notice in writing).

(ii) A Youth/Educational Member is entitled to:

(A) receive electronic information provided to all Members;

(B) attend general meetings of Members;

(C) apply for a Herd Prefix;

(D) register and transfer animals and verify service by a stud male on the IAR according to the relevant rules as determined by the Board; and

(E) show animals at Company accredited shows

but is not entitled to:

(F) Nominate eligible Members for election as a Director of the Company;

(G) Vote at any meeting or in a Ballot;

(H) Vote in elections for Directors;

(I) Stand for election to the position of Director

(f) **Life Member**

(i) The Board may admit any natural person who is or has at any time been a Full Member for not less than 15 years (whether in his or her own right, or as part of a joint or corporate membership) whom it considers worthy to be a Life Member because of their outstanding contribution to the Company and/or the development of the alpaca breed;

(ii) A Region or the Board may nominate a natural person as a Life Member and it shall be solely at the discretion of the Board to determine the appointment;

(iii) A Life Member shall enjoy all the rights of a Full Member providing that:

(A) A Life Member shall not be required to pay annual Membership Fees but shall be required to pay any other applicable fees for the Company's services; and

(B) Where the Life Member was, immediately prior to appointment, a Full Member by virtue of being part of a joint

membership or a representative of a corporate membership, the Life Member may elect to replace his or her prior membership with Life Membership (in which case the remaining joint member(s) or the corporate member may elect to terminate their membership, retain Full Membership or become an Associate Member.

(g) **Overseas Member**

(i) On application the Board may admit as an Overseas Member a person not resident in Australia or a corporation not incorporated in Australia;

(ii) Overseas Members are not entitled to any member rights or services other than receipt of electronic Company publications unless otherwise determined by the Board.

4.4 **Application for membership**

(a) Subject to clause 4.2, the Members of the Company are those persons whom the Board decides at its absolute discretion to admit to membership;

(b) Any eligible person may apply for any class of membership other than Life Member;

(c) An application for membership must be in the prescribed form approved by the Board (if any) and the applicant must provide any such further information as the Board requires.

(d) The Board may delegate the consideration and determination of all membership applications (other than nominations for Life Members). In no case shall the Board be required to give any reason for the rejection of an application.

(e) Subject to clause 4.4(f), when an applicant has been accepted for membership the Secretary or other person designated by the Board shall send to the applicant written notice of their acceptance.

(f) An applicant for membership must pay the Membership Fee (or a pro rata portion of the Membership Fee) together with any establishment or other fee approved by the Board before being approved as a member.

(g) If an applicant is not admitted to membership in due course, any monies paid by the applicant to the Company must be refunded in full to the applicant.

4.5 **Policy guidelines for membership**

The Board may from time to time consider, approve and amend guidelines for the admission of new members.

4.6 **Admission to membership**

(a) An individual or entity will become a Member, and the Board will direct the Secretary to record their name in the register of Members kept by the Company, only upon meeting the eligibility criteria (if any), set out in guidelines adopted under clause 4.5 and provided the member has submitted an

application, which is accepted by the Directors, in which the member undertakes to:

(i) be bound by this Constitution;

(ii) pay the Membership Fee and any establishment or other fee approved by the Board; and

(iii) support the Company in the encouragement and promotion of its objects.

(b) The Board may admit or decline any application for membership of the Company at its sole and absolute discretion.

4.7 **Resignation**

(a) A Member may at any time, by giving one month's notice in writing to the Company, resign their membership of the Company.

(b) A resigning Member must pay to the Company at the time of the resignation all amounts (if any) owed by that Member to the Company.

4.8 **Termination or suspension of membership**

(a) The membership of any Member (other than the President who during term of office may be removed and his or her membership suspended or terminated in accordance with the procedure set out in clause 12.8(a)) may be terminated or suspended by a resolution of the Board in the event that the Member:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies, the Regulations or any other regulation, resolution or determination of the Board; or

(ii) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Company; or

(iii) prejudiced the Company or brought the Company into disrepute.

(b) Where the Board suspends the membership of any Member under Clause 4.8(a), the Board may:

(i) Suspend the Membership of the Member for a period of time or indefinitely until the Board makes a decision to lift the suspension; and/or

(ii) impose conditions to be met before a suspension is lifted.

(c) Before passing any resolution under Clause 4.8(a) to terminate or suspend a Member's membership:

(i) The Board must give the Member at least ten Business Days' notice in writing stating the grounds on which the Member's membership is liable to be suspended or terminated and informing the Member of his, her or its rights under clause 4.8(c)(ii).

(ii) A Member is entitled to give the Board either orally or in writing, any explanation or defence of his, her or its actions giving rise to liability to suspension or termination of membership.

(d) Where the Board passes a resolution to terminate or suspend a Member's membership, the Company must give that Member notice in writing of the termination or suspension within ten Business Days of the resolution.

4.9 **Cessation of membership**

(a) A Member's membership of the Company ceases:

(i) on resignation;

(ii) if the member is a natural person, on:

(A) death;

(B) becoming bankrupt or insolvent or making an arrangement or composition with creditors of a joint or separate estate generally;

(C) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

(iii) if the member is a body corporate, it is or becomes insolvent;

(iv) in the circumstances provided in clause 4.8;

(v) in the event that the Membership Fee remains unpaid for more than 90 days after the due date for payment and the provisions of Clause 4.9(b) shall apply to any application by such Member for readmission to Membership. In such circumstances, whether an establishment fee is charged shall be at the discretion of the Board or any officer to whom the Board has delegated such decisions.

(b) A person may not be readmitted to membership unless and until:

(i) Any ban placed on that person's readmission by the Board has been lifted; and

(ii) any unpaid moneys outstanding at the time of ceasing to be a Member are paid including interest or other charges that may be levied on outstanding moneys.

(c) A Member may not seek a refund of any Membership Fee (or pro rata part of such Membership Fee) or establishment fee notwithstanding when the Member's membership ceased.

4.10 **Membership - Numbers and Liability**

(a) There shall be no limitation on the number of Members of the Company.

(b) The liability of Members shall be limited.

(c) In the event of the Company being wound up in insolvency, each Member undertakes to contribute such amount on account of:

(i) payment of the Company's debts and liabilities contracted before they ceased to be a Member;

(ii) the costs of winding up; and

(iii) adjustment of the rights of the contributories among themselves,

an amount not to exceed twenty dollars ($20).

(d) For the purpose of this clause 4.10, "Member" includes a former member who was a Member at any time during the year preceding the date of the commencement of the winding up.

(e) Former members need not contribute in respect of a debt or liability of the Company incurred after they ceased being a Member.

5. Membership Fees

(a) Each Member is to pay to the Company a fee for admission as a Member (**Membership Fee**).

(b) The date the Membership Fee is due and payable and the amount of the Membership Fee will be determined by the Board.

6. Members' meetings

6.1 Decisions by Ordinary Resolution

Except where a Special Resolution is required by law or by this Constitution, all decisions of the Company shall be made by Ordinary Resolution.

6.2 Members' meetings — membership and meetings

In any calendar year there must be:

(a) an Annual General Meeting which must be held according to the Corporations Act and this Constitution; and

(b) any other Members' meetings convened pursuant to clause 6.3.

6.3 Power to convene a Members' meeting

(a) The Board may convene and arrange to hold a Members' meeting whenever it thinks fit.

(b) The Board must convene and arrange to hold a Members' meeting if required by a request in writing signed by at least 20 of the Full and Life Members.

6.4 Period of notice of Members' meeting

Subject to the provisions of this Constitution and the Corporations Act, not less than 21 days' notice of a Members' meeting must be given to:

(a) each Member (other than Overseas Members); and

(b) each Director.

6.5 **Auditor entitled to notice of meeting and other communications**

The Company must give its auditor (if any):

(a) notice of a Members' meeting in the same way that a Member is entitled to receive notice; and

(b) any other communications relating to the Members' meeting that a Member is entitled to receive.

6.6 **Calculation of period of notice**

In calculating the period of notice under clause 6.4 and subject to the Corporations Act, both the day on which the notice is given or taken to be given, and the day of the Members' meeting convened by it, are to be disregarded.

6.7 **Notice of Members' meeting**

A notice of a Members' meeting must:

(a) set out the place, date and time of meeting, and state the general nature of the business to be dealt with at the Members' meeting and, if the Members' meeting is to be held in two (2) or more places, the technology (including teleconferencing technology) that will or can be used to facilitate the holding of the Members' meeting in that manner; and

(b) state that:

(i) a Member who is entitled to attend, participate at and cast a vote at the Members' meeting has a right to appoint a proxy; and

(ii) a proxy need not be a Member.

6.8 **Notice of Special Resolution**

If a Special Resolution is to be proposed, the notice of a Members' meeting must set out the intention to propose the Special Resolution and the resolution itself and comply with the Corporations Act.

6.9 **Cancellation or postponement of a Members' meeting**

(a) Where a Members' meeting (including an Annual General Meeting) is convened by the Board it may, whenever it thinks fit, cancel the Members' meeting or postpone the holding of the Members' meeting to a date and time determined by the Board.

(b) This clause does not apply to a Members' meeting convened according to the Corporations Act by Members or by the Board on the request of the Members.

6.10 **Notice of the cancellation or postponement of a Members' meeting**

Notice of the cancellation or postponement of a Members' meeting must state the reason for the cancellation or postponement, and be given;

(a) to each Member individually (other than Overseas Members); and

(b) to each other person entitled to be given notice of a Members' meeting under the Corporations Act or this Constitution.

6.11 Contents of notice postponing a Members' meeting

A notice postponing a Members' meeting must specify:

(a) the postponed date and time for the holding of the Members' meeting;

(b) a place for the holding of the Members' meeting which may be either the same as or different from the place specified in the notice convening the Members' meeting; and

(c) if the Members' meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the Members' meeting in that manner.

6.12 Number of clear days for postponement of a Members' meeting

The number of clear days from the giving of a notice postponing a Members' meeting to the date specified in that notice for the holding of the postponed Members' meeting, must not be less than the number of clear days' notice of the Members' meeting required to be given by this Constitution or the Corporations Act (whichever is the greater).

6.13 Business of postponed Members' meeting

The only business that may be transacted at a Members' meeting, the holding of which is postponed, is the business specified in the notice convening the Members' meeting.

6.14 Proxy or attorney at postponed Members' meeting

Where:

(a) by the terms of an instrument appointing a proxy or attorney, a proxy or attorney is authorised to attend and vote at a Members' meeting to be held on, or on or before, a specified date; and

(b) the date for holding the Members' meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney then, by force of this clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney unless the Member appointing the proxy or attorney gives to the Company at its registered office notice in writing to the contrary not less than 48 hours before the time to which the holding of the Members' meeting has been postponed.

6.15 Non-receipt of notice

The non-receipt of notice of a Members' meeting or cancellation or postponement of a Members' meeting by, or the accidental omission to give notice of a Members' meeting or cancellation or postponement of a Members' meeting to, a person entitled to receive that notice, does not invalidate any resolution passed at the Members' meeting or at a postponed Members' meeting or the cancellation or postponement of a Members' meeting.

7. Proceedings at Members' meetings

7.1 Business of Members' meetings

(a) The business of the Annual General Meeting is to:

(i) receive and consider the annual financial reports, the reports of the Board and the auditor's report;

(ii) conduct the election and announce the appointment of Directors in place of those retiring;

(iii) appoint an auditor if required and to fix the auditor's remuneration; and

(iv) transact any other business required or permitted by this Constitution to be dealt with at a meeting of members or by the Corporations Act to be dealt with at an Annual General Meeting.

(b) The business of a Members' meeting held in accordance with clause 6.2(b) is to address issues for Members' consideration generally and any other business required or permitted by this Constitution to be dealt with at a meeting of Members.

(c) The Company's auditor or their representative is entitled to attend and be heard on any part of the business of a Member's meeting that concerns the auditor. The auditor or their representative, if present at a Member's meeting, may be questioned by the Members, through the Chair about the audit and the accounting policies adopted by the Company in relation to preparation of the financial statements.

(d) The approval of the Full and Life Members in a Members' meeting shall be required by Special Resolution before the Board may bind the Company to contract or otherwise proceed in relation to any of the following matters:

(i) The sale of a main undertaking or business of the Company;

(ii) The sale or part sale of, or issue of shares in, any wholly owned subsidiary of the Company or sale of a main undertaking of any such subsidiary;

(iii) The sale of any shareholding in a subsidiary partly owned by the Company or the sale of a main undertaking of any such subsidiary;

(iv) The amalgamation of the Company's business or activities with another organisation.

7.2 Quorum

A quorum at a Members' meeting is twenty of the voting members entitled to vote and present at that meeting (Full or Life Members or a combination thereof).

7.3 Requirement for a quorum

An item of business may not be transacted at a Members' meeting unless a quorum is present when the Members' meeting proceeds to consider it. If a quorum is present at

the beginning of a Members' meeting it is taken to be present throughout the Members' meeting unless the Chair of the Members' meeting (on the Chair's own motion or at the instance of a Member, proxy or attorney who is present) declares otherwise.

7.4 Quorum and time

If within 30 minutes after the time appointed for a Members' meeting a quorum is not present, the Members' meeting:

(a) if convened by, or at the request of, Members is dissolved; and

(b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Chairperson appoints by notice to the Members and others entitled to notice of the Members' meeting.

7.5 Adjourned Members' meeting

If a quorum is not present at an adjourned Members' meeting within 30 minutes after the time appointed for the adjourned Members' meeting, the Members' meeting is dissolved.

7.6 Adjournment

(a) The Chair of a Members' meeting may, with the consent of the Members if a quorum is present, and must if so directed by the Members, adjourn the Members' meeting to a new day, time or place.

(b) Only unfinished business is to be transacted at a Members' meeting resumed after an adjournment.

7.7 Notice of adjourned Members' meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any Members' meeting adjourned under clause 7.4(b), unless the Members' meeting is adjourned for one month or more. In that case, notice of the adjourned Members' meeting must be given as in the case of an original Members' meeting.

7.8 When resolution passed

A resolution passed at a Members' meeting resumed after an adjournment is passed on the day it was passed.

7.9 Chair

The President is entitled to preside at Members' meetings, but if the President is not present within 15 minutes after the time appointed for the holding of a Members' meeting or is unable or unwilling to act, the following may preside (in order of entitlement):

(a) the Vice President;

(b) a Director chosen by a majority of the Directors present;

(c) the only Director present; or

(d) a Member chosen by a majority of the Full and Life Members present in person or by proxy or attorney.

7.10 **Acting Chair**

(a) If during any Members' meeting, the Chair is unwilling or unable to take the chair for any part of the proceedings, the Chair may withdraw from the chair during the relevant part of the proceedings and may nominate any other Director to be acting Chair of the meeting during the relevant part of the proceedings;

(b) Upon the conclusion of the relevant part of the proceedings, the acting Chair must withdraw and the Chair retake the chair.

7.11 **Conduct of Members' meeting**

The Chair of a Members' meeting:

(a) has charge of the general conduct of and procedures to be adopted at the Members' meeting;

(b) may require the adoption of any procedure which is in the Chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the Members' meeting;

(c) may admit observers to, and may exclude or remove observers from, any Members' meeting;

(d) must admit to a Members' meeting those persons (if any) nominated by the Board under clause 7.21 and may remove them; and

(e) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the Members' meeting,

and a decision by the Chair under this clause is final.

7.12 **Resolutions at a Members' meeting**

Any person properly present at a Members' meeting and entitled to vote may move or second any resolution at that Members' meeting.

7.13 **Equality of votes**

If there is an equality of votes both on a show of hands and a poll, the Chair of the Members' meeting is entitled to a casting vote in addition to any votes to which he or she is entitled as a Member or as a proxy attorney or Representative of a member.

7.14 **Voting on a resolution at a Members' meeting**

(a) Before a vote is taken the Chair must inform the Members' meeting whether any proxy votes have been received and if so the number of proxy votes that have been directed:

(i) in favour of the motion,

(ii) against the motion,

(iii) to abstain from voting on the motion; and

(iv) to be left to the discretion of the proxy holder.

(b) Where proxy votes have been received which have been left to the discretion of the proxy holder, a poll is required for each such proxy to be counted.

(c) Every resolution submitted to a Members' meeting must be decided on a show of hands unless a poll is:

(i) required under sub-clause 7.14(b); or

(ii) properly demanded and not withdrawn either before or immediately after the voting results on a show of hands is declared by the Chair of the meeting.

7.15 **Declaration of results**

A declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

7.16 **Poll and Ballots**

(a) If a poll is properly demanded, it must be taken in the manner and at the time directed by the Chair of the meeting, and the result of the poll is the resolution of the Members' meeting at which the poll was demanded.

(b) A poll demanded on a question of adjournment must be taken immediately.

(c) A demand for a poll may be withdrawn.

(d) A demand for a poll does not prevent the continuation of the meeting for the transaction of any business other than the question on which the poll has been demanded.

(e) If a Ballot is properly demanded, it must be taken in the manner and at the time directed by the Chair of the meeting, and the result of the Ballot is the resolution of the Members' meeting at which the Ballot was demanded.

7.17 **Objection to voting qualification**

(a) An objection to the right of a person to attend or vote at a Members' meeting or adjourned Members' meeting:

(i) may not be raised except at that Members' meeting or adjourned Members' meeting; and

(ii) must be referred to the Chair of the Members' meeting, whose decision is final.

(b) A vote not disallowed under the objection is valid for all purposes.

7.18 **Chair to determine dispute**

If there is a dispute as to the admission or rejection of a vote, the Chair of the meeting must decide it and the Chair's decision made in good faith is final and conclusive.

7.19 **Effect of unpaid Membership Fees**

No Member, or proxy, attorney or Representative of a Member, may attend or vote at a Members' meeting if the Member's Membership Fee is in arrears and not paid in full to the Company on the date of the relevant Members' Meeting.

7.20 **Minutes**

The Members must cause minutes of a Members' meeting to be made and kept according to the requirements of the Corporations Act.

7.21 **Invitations for special purposes**

The Board may invite people who are not Members, or the proxies or attorneys of Members, to attend and speak at any Members' meeting if, in the opinion of the Board, it would be in the interests of the Company that they do so.

7.22 **Appointment of Proxies**

(a) A Full or Life Member is entitled to appoint another person as their proxy to attend and vote instead of the member at any Members' meeting at which the Member is entitled to vote.

(b) The form of appointment may specify whether the proxy is to vote 'for', 'against' or abstain on any motion. No Full or Life Member is obliged to indicate any of these options but if they do not then the vote is to be at the proxy's discretion.

(c) The instrument appointing a proxy or any power of attorney or other authority (if any) must be deposited at the Registered Office, sent by facsimile transmission or electronic mail to the Registered Office or deposited, sent by facsimile transmission or by electronic mail or sent via web address to any place specified in the notice of meeting at least 48 hours before the time for holding the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposes to vote. Otherwise, the Chair may declare that the instrument of proxy, power of attorney or other authority is not valid to allow the person appointed to vote.

7.23 **Validity of vote**

A vote given in accordance with the terms of an instrument of proxy is valid unless it has been revoked by a notice in writing received at the Registered Office, sent by facsimile transmission or electronic mail to the Registered Office or deposited, sent by facsimile transmission or by electronic mail or sent via web address to any place specified in the notice of meeting before the meeting or any adjourned meeting.

7.24 **Form and execution of instrument of proxy**

(a) An instrument appointing a proxy is required to be in writing and must:

(i) Contain sufficient information to allow the Secretary to identify the Full or Life Member and the proxy;

(ii) Contain details of the meeting or meetings at which the appointment may be used; and

(iii) Be signed by the Full or Life Member making the appointment or the Full or Life Member's duly appointed attorney or, if the Full Member is a corporation, by an officer or attorney duly authorised by the corporation.

(b) The appointment of a proxy gives the proxy the rights:

(i) To demand or join in demanding a poll; and

(ii) (except where the proxy is specifically directed to vote 'for', 'against' or 'abstain' on any proposal) the power to act generally at the meeting for the Full or Life Member giving the proxy;

(c) An instrument appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates;

(d) A proxy received at an electronic address nominated in the notice of meeting will be taken as signed by the Full or Life Member if:

(i) A personal identification code allocated by the Company to the Full or Life Member has been included with the appointment; or

(ii) The appointment is verified or authorised by the Full or Life Member in another manner approved by the Board.

7.25 Board to issue form of proxy

The Board may issue a form of proxy for use by Full and Life Members with any notice of a Members' meeting. Each form is to make provision for the information set out in Clause 7.24(a) and may provide that, if the Full or Life Member does not write in the proxy's name, or if the proxy named does not attend, the proxy is to be the Chair of the Members' meeting.

8. Ballot

8.1 Calling a vote by Ballot

The Board must arrange to hold a Ballot to vote upon a measure or to elect a Director of the Company if required by a request:

(a) in writing signed by at least 20 of the Full and Life Members and delivered in the same manner and within the same time frame as a proxy under clause 7.22(c); or

(b) of at least 10 of the Full and Life Members present at the meeting.

8.2 Holding a Ballot

(a) When, under clause 8.1, a Ballot is to be held, the Board must:

(i) Cause the details of the election or the proposal on which the Ballot is to be held to be set out in a statement; and fix the dates for;

(A) The forwarding of Ballots to members; and

(B) The closing of the Ballot; and

(ii) Appoint a returning officer for the Ballot.

(b) Every Ballot must be conducted by the returning officer appointed by the Company.

8.3 **Returning officers**

(a) A Director of the Company may not be appointed as a returning officer; and

(b) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

8.4 **Preparation of voting roll and Ballot papers**

(a) The returning officer must prepare a roll of the full names and addresses of the Full Members and the Life Members of the Company, as disclosed by the register of Members. In the case of Full Members – Joint, and Full Members - Corporate, the returning officer must include in the roll only the name and address details of the person(s) nominated by a Full Member – Joint, or a Full Member – Corporate, to vote on behalf of that Member.

(b) Only those persons whose names are on the roll are entitled to vote in the Ballot.

(c) The returning officer must cause ballot papers to be prepared in such form as the Company approves.

8.5 **Electronic ballot via the internet**

Where the Ballot is to be conducted via the internet the returning officer must establish a voting process which allows each person entitled to vote and only such persons to log in to a secure location to cast their vote electronically and to do so only once. The returning officer may engage professional assistance to establish and manage the on-line voting system and to determine the result of the vote.

8.6 **Postal Ballot**

Where the Ballot is to be a postal ballot:

(a) Each ballot paper must:

(i) Be initialled by the returning officer or an appointed assistant; or

(ii) Bear a mark that identifies it as a genuine ballot paper.

(b) The returning officer, or his or her appointed assistant, must, at least 30 days before the date fixed for the closing of the ballot, send by post or otherwise deliver to every member entitled to vote in the ballot one set of the following material:

(i) One ballot paper;

(ii) An envelope (in this Constitution referred to as the *outer envelope*) addressed to the returning officer;

(iii) A smaller envelope (in this Constitution referred to as the *middle envelope*), the reverse side of which must be printed so as to require the person voting to complete the following information:

(A) Full name of the person voting

(B) Where the vote is cast on behalf of a Full Member the name of the member for whom the vote is cast

(C) Address of the member

(D) Signature of the person casting the vote.

(iv) A small envelope (in this Constitution referred to as the inner envelope) in which the ballot paper is to be enclosed; and

(v) A copy of the statement prepared by the Board setting out the details of the proposal on which the decision of the Members is be sought (or if the Ballot is for the election of Directors, material identifying the candidates).

(c) The returning officer may send a duplicate ballot paper to any voter if the returning officer is satisfied:

(i) That the voter has not received a ballot paper; or

(ii) That the ballot paper received by the voter has been lost, spoilt or destroyed and that the voter has not already voted.

(d) A Member casts a vote in the Ballot by:

(i) Completing the details on the reverse side of the middle envelope; and

(ii) Marking his or her ballot paper according to the instructions on the ballot paper; and

(iii) Sending the ballot paper, in the envelopes provided, to the returning officer.

(e) Ballots received in a postal ballot must be placed (within their outer envelopes) in a locked ballot box as they are received.

(f) Ballots received after the date fixed for the closing of the ballot must not be taken into account.

(g) As soon as practicable after the date fixed for the closing of the Ballot, the returning officer must, in the presence of such scrutineers as may be appointed by the Company, open the ballot box and deal with the contents in accordance with subclause 8.6(h).

(h) The returning officer must:

(i) Remove the middle envelope from the outer envelope; and

(ii) According to the information on the middle envelope, for each set of voting papers returned, mark the voter's name on the roll by drawing a line through the name; and

(iii) If a Member's name has already been crossed out on the roll, reject the postal vote and mark it 'rejected'; and

(iv) If the middle envelope has not been signed, or if the details shown on the envelope are not sufficient to disclose by whom the vote is exercised, reject the envelope and mark it 'rejected'; and

(v) Extract the inner envelopes containing the ballot papers from all the un-rejected middle envelopes in such a way that no inner envelope could subsequently be identified with any particular voter; and

(vi) When all the middle envelopes have been dealt with in the above manner, open all un-rejected inner envelopes and take the ballot papers from them.

(i) The ballot papers must be scrutinised by the returning officer who must reject as informal any ballot that:

(i) Is not duly initialled by the returning officer or appointed assistant or does not bear a mark that identifies it as a genuine ballot paper; or

(ii) Is so imperfectly marked that the intention of the voter cannot be ascertained by the returning officer; or

(iii) Has any mark or writing on it (not authorised by this Constitution) that, in the opinion of the returning office, will enable the voter to be identified.

8.7 **Combined electronic and postal ballot**

(a) The Board or (if the Board makes no decision on the issue) the returning officer may decide to conduct a Ballot both by electronic and postal vote to allow each Member to choose the form in which that Member will vote.

(b) Where a combined electronic and postal vote is to be held the returning officer must:

(i) establish, by email or otherwise, which persons entitled to vote would prefer to vote electronically and must send a postal ballot to all other persons entitled to vote;

(ii) establish a process to ensure that no person entitled to vote can vote both electronically and by post; and

(iii) deal with postal ballots in the manner set out in clause 8.6.

8.8 **Statement by returning officer**

(a) The returning officer must count all votes cast and make out and sign a statement of the result of the ballot.

(b) The returning officer must forward a copy of the statement to the Chairperson of the Board of the Company who must announce the result of the ballot to the Members.

8.9 **Retention of Ballot records**

The returning officer must retain all documents pertaining to a Ballot (including all ballot papers, middle envelopes, rolls and records of electronic voting) generated in connection with the Ballot for a period of not less than 8 weeks from the closing date of the Ballot or any longer period determined by the Board and notified to the returning officer in writing prior to the expiry of the 8 week period.

Chapter 4 – The Board and the Directors

9. The Board

9.1 Composition of the Board

The Company must have a minimum of five (5) Directors but must not have more than nine (9) Directors comprising:

(a) The President elected in accordance with clause 12;

(b) Not more than six (6) other Directors elected by the Members eligible to vote; and

(c) Not more than two (2) Directors co-opted by the Board.

9.2 Elected Directors

(a) Elected Directors stand for a three (3) year term and upon completing their three (3) year term are eligible to stand for re-election.

(b) Where an Elected Director has been elected as a Director for two (2) consecutive three (3) year terms, that Elected Director is not eligible for re-election within the next three (3) years. Where an Elected Director has been a Director for an aggregate of less than six years, he or she shall be eligible to stand for one further three year term.

9.3 Transition from previous Constitution

Notwithstanding the provisions of clause 9.2, Elected Directors who are Directors at the time this Constitution is adopted shall be eligible at the time their then current term as a Director ends to stand for re-election for one further term.

9.4 Election of Directors

(a) At every Annual General Meeting of the Company, those Directors who have completed a three (3) year term must retire from office or stand for re-election if they are eligible to do so. To avoid all Directors retiring at the same time, the Elected Directors will alternate retirement in such a way so that approximately one third of the Elected Directors retire at each Annual General Meeting.

(b) Those of the Elected Directors to retire at an Annual General Meeting will be the Directors who have been longest in office. As between two or more Directors who have been in office an equal length of time, the Director or Directors to retire will in default of agreement between them be determined by lot.

(c) At every Annual General Meeting those Members eligible to vote may elect Directors to fill the number of available vacancies (which will be the difference between the maximum number of Elected Directors and the number of Elected Directors continuing in office).

(d) The Members may but are not obliged to elect more Directors than are necessary to ensure that the number of Directors in office after the election (including the Elected Directors who are continuing in office) is at least the minimum number of Directors required under clause 9.1.

9.5 Election Process

The Board must notify Members of the arrangements for the election of the Board position(s) which must include:

(a) providing notice to Members of the election process including the number of Directors to be appointed;

(b) a reasonable opportunity for Members to nominate candidates to seek election as a Director provided that nominations for Directors must be received by the returning officer not less than 42 days prior to the Annual General Meeting; and

(c) provision of details of the candidates to Members not less than 21 days prior to the Annual General Meeting and a reasonable opportunity to vote on those candidates provided that any proxies given must be received by the returning officer not less than 48 hours prior to the Annual General Meeting.

9.6 Directors – vacating their directorship

(a) Subject to sub-clause 9.6(b), a Director vacates his or her office as a Director at the conclusion of the Annual General Meeting at which his or her term of office expires (subject to he or she being re-elected or re-appointed as a Director in accordance with this Constitution).

(b) A Director also vacates his or her office if he or she:

(i) resigns from office by notice in writing to the Company or refuses to act;

(ii) other than Co-opted Directors, ceases to be a financial Full Member or a Life Member of the Company;

(iii) ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Act;

(iv) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;

(v) becomes of unsound mind or someone whose person or estate is liable to be dealt with in any way under a law relating to mental health;

(vi) subject to clause 12.8(a), is removed from office by resolution of the Board;

(vii) is removed from office by ordinary resolution of the Company in general meeting;

(viii) becomes ineligible to be nominated as a Director under clause 9.9; or

(ix) dies.

9.7 **Casual Vacancies**

(a) Where there is a vacancy on the Board for an Elected Director the Board may, and if the Board then comprises less than the minimum number of Directors required under clause 9.1 the Board must, appoint a person who is a Full or Life Member as a Director to serve until the conclusion of the next Annual General Meeting.

(b) Where an Elected Director whose term has not expired is elected President, that will create a casual vacancy on the Board for an Elected Director.

9.8 **Co-opted Directors**

(a) The Board has the option to appoint not more than two (2) persons to serve as Co-opted Directors.

(b) Co-opted Directors:

(i) May only be appointed at a properly constituted meeting of the Board and with the approval of at least 75% of the Directors elected by the Members;

(ii) Need not be a Member of the Company;

(iii) Serve until the conclusion of the next Annual General Meeting;

(iv) May be re-appointed for not more than one additional year;

(v) Would usually be appointed because they have specific skills, expertise or experience that are not held by any of the Elected Directors and that the Board considers desirable for the conduct of the business of the Company.

9.9 **Persons not eligible to be Directors**

Notwithstanding their status as Full or Life Members, persons in the following categories will not be eligible to become Elected or Co-opted Directors:

(a) Any current member of staff or management of the Company or its subsidiaries;

(b) Any current member of an organization which the Board considers is an organization in direct competition with the Company or which represents a material conflict of interest with the objects or interests of the Company or its Members; and

(c) Any person who is currently contracted to organisations or corporations that provide services which the Board considers to represent a material conflict of interest with services provided by the Board or the interests of its Members.

9.10 **Payments to Directors**

The Directors will not be entitled to any remuneration for holding that office but every Director is entitled to be paid out of the funds of the Company:

(a) reasonably incurred travelling, hotel and other out-of-pocket expenses incurred in attending meetings of the Company or of the Board or any

committee appointed by the Board or while engaged on business of the Company as approved by the Board; and

(b) amounts relating to indemnity and insurance under clause 21.

9.11 Powers of the Board

(a) The business of the Company is managed by the Board who may exercise all the powers of the Company that this Constitution and the Corporations Act do not require to be exercised in general meeting by the Members.

(b) Without limiting the powers of the Board, set out in clause 9.11(a), the Board:

(i) may employ, dismiss and direct staff, and determine their conditions;

(ii) may incur expense or liability for the ongoing operations of the Company;

(iii) may acquire premises or equipment necessary to conduct the activities of the Company;

(iv) may by resolution adopt any regulations, code of conduct or rules of the Company that is not inconsistent with or contrary to this constitution or the Corporations Act and may by resolution amend or repeal any such regulations, code of conduct or rules; and

(v) must attend to all matters specifically delegated to it by the Members.

9.12 Appointment of attorney

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

9.13 Provisions in power of attorney

A power of attorney granted under clause 9.12 may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney).

9.14 Minutes

The Board must cause minutes of meetings to be made and kept according to the requirements of the Corporations Act.

10. Proceedings of the Board

10.1 Meetings

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

10.2 **Convening meetings**

A Director may, and the Chairperson on the request of a Director must, convene a meeting of the Board.

10.3 **Notice of meeting**

Notices of each Board meeting must be given to each Director.

10.4 **Quorum**

The quorum necessary for the transaction of the business of the Board is four (4) Directors.

10.5 **Chair**

The President will preside at meetings of the Board. If the President is not present within 15 minutes after the time appointed for the holding of a Board meeting or is unable or unwilling to act, the following may preside (in order of entitlement):

(a) the Vice-President; or

(b) a Director chosen by a majority of the Directors present.

10.6 **Voting at Board meetings**

Each Director has one vote.

10.7 **Determination of questions**

All questions arising at a meeting of the Board are decided by a majority of votes unless otherwise stated in this Constitution.

10.8 **Equality of votes - casting vote for Chair**

In the event of an equality of votes the Chair of the meeting is entitled to a casting vote.

10.9 **Circulating resolution by the Board**

(a) The Board may pass a resolution without a meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document or by any other means authorised under the Corporations Act.

(b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

(c) The resolution is passed when the last Director signs.

10.10 **Use of technology**

(a) A Board meeting may be called or held using any technology agreed to by each Director.

(b) The agreement may be a standing one.

(c) A Director may only withdraw his or her agreement within a reasonable period before the relevant meeting.

(d) For each meeting conducted using telephone or other means of electronic communication;

(i) At the commencement of the meeting each Director shall acknowledge his or her presence to all the other Directors taking part;

(ii) A Director who has acknowledged his or her presence at the commencement of the meeting is presumed to have been present and to have formed part of a quorum at all times during the meeting unless the Director obtains the consent of the Chair to leave the meeting; and

(iii) A minute of the proceedings of the meeting is sufficient evidence of those proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chair.

10.11 Validity of acts of Directors

Even if it is discovered after a Board meeting that:

(a) there was a defect in the appointment or continuation in office of a person as a Director or of a person so acting; or

(b) a person acting as a Director was disqualified or was not entitled to vote,

all acts done at a Board meeting, or by a person acting as a Director, are as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

10.12 Invitations for special purposes

The Board may invite people to attend and speak at any Board meeting if, in the opinion of the Board, it would be in the interests of the Company that they do so.

11. Director's interests

(a) Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

(i) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;

(ii) enter into any contract or arrangement with the Company;

(iii) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;

(iv) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;

(v) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Board and may be present at any meeting where any matter is being considered by the Board; and

(vi) sign or participate in the execution of a document by or on behalf of the Company.

(b) A Director may do any of those things despite any fiduciary relationship of the position:

(i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and

(ii) without affecting the validity of any contract or arrangement.

12. Executive

12.1 Election of President

The Members shall hold an election to elect a President at every Annual General Meeting at which the Retiring President of the Company reaches the end of his or her current term or resigns as President. The President must be an Eligible Candidate.

12.2 Term of Office

(a) An Eligible Candidate shall stand for a three (3) year term as President and upon completing his or her three (3) year term shall be eligible to stand for re-election.

(b) Where an Eligible Candidate has been elected as President for two (2) consecutive three (3) year terms, he or she is not eligible for re-election as a Director within the next three (3) years.

12.3 Appointment where only one Eligible Candidate

If only one Eligible Candidate is nominated as President, that person shall be declared by the Chair to have been elected as the President.

12.4 Appointment where more than one Eligible Candidate

If more than one Eligible Candidate is nominated as President the Eligible Candidate with the most votes shall be declared by the Chair to have been elected as the President.

12.5 Office of President to commence

The Eligible Candidate who is elected as the President will take office immediately upon closure of the Annual General Meeting at which the Retiring President retires as President.

12.6 Casual Vacancy in office of President

The Directors have power at any time, and from time to time, to appoint any Director as a President to fill a vacancy. Any President so appointed will be treated as having been appointed to fill a casual vacancy and will hold office only until the end of the next following Annual General Meeting.

12.7 Appointment of other members of the Executive

The Directors shall elect a person to the positions of vice-president and treasurer from among their number. Unless the Board has appointed a Chief Executive Officer who is to act as Secretary under clause 15.2, the Directors must also appoint a Secretary from among their number. The Directors shall appoint the other members of the Executive at the first meeting of Directors following the Annual General Meeting in each year or if there is a vacancy in a position, at the next meeting of Directors following the vacancy arising.

12.8 Removal of a member of the Executive

The Directors may, by resolution:

(a) recommend to the Members that the President be removed by an Ordinary Resolution of the Members in general meeting before the end of his or her period of office and the Members may then remove the President before the end of his or her period of office by Ordinary Resolution at a general meeting and may at the same meeting suspend or terminate the President's Membership of the Company if the Directors have by resolution so recommended to the Members; and

(b) remove any member of the Executive other than the President before the end of that Executive member's period of office.

A member of the Executive who ceases to be a Director, ceases to be a member of the Executive.

13. Standing and Ad Hoc Committees

(a) The Board may establish and confirm such Committees of the Board as the Board sees fit from time to time.

(b) The Board must establish the term, role, terms of reference and reporting requirements of each Committee and provide those to each Committee in writing. The Board may modify any terms of reference and reporting requirements as the Board sees fit.

(c) Each Committee may conduct its procedures as it sees fit, subject to any direction from the Board.

(d) The Committee chair must be a person who is appointed by resolution of the Board.

(e) A Committee must not do anything which may bind the Company without a resolution of the Board.

(f) A Committee may be disbanded at the discretion of the Board.

14. Regulations

14.1 Adoption of regulations

The Regulations set out in Annexure A are:

(a) adopted as at the date of the Company's registration as a company limited by guarantee under the Corporations Act;

(b) binding on the Company;

(c) amended by incorporating clauses 145 to 149 inclusive of the Company's former Constitution as amended at 28 October 2012 set out in Annexure B;

and may otherwise be amended or repealed in accordance with clause 14.2 only.

14.2 **Amendment or repeal of the Regulations**

(a) The Regulations may be amended or repealed only if the Members entitled to vote pass an Ordinary Resolution at a general meeting of the Company amending or repealing the Regulations and the amendment or repeal of the Regulations is not inconsistent with or contrary to this Constitution or the Corporations Act.

(b) No amendment or repeal of the Regulations will invalidate any prior act of the Directors which would have been valid if that amendment or repeal of the Regulations had not been made.

Chapter 5 – General

15. Chief Executive Officer

15.1 Appointment and removal

The Board may appoint a Chief Executive Officer for the period and on the terms it thinks fit and (subject to the terms of any contract between the Chief Executive Officer and the Company) may remove and replace him or her.

15.2 Secretary

Where the Board appoints a Chief Executive Office, the Chief Executive Officer is to act as the Secretary of the Company for the purposes of the Corporations Act.

15.3 Right to attend meetings

The Chief Executive Officer has the right to notice of and to attend and speak at all Members' meetings and Board meetings except where the Members or Board determine that it would be inappropriate to have the Chief Executive Officer in attendance at the relevant meeting for either of the following reasons:

(a) the Members or the Board are meeting to discuss or pass a resolution directly concerning the position of the Chief Executive Officer; or

(b) for any other reason determined by the Members or the Board.

15.4 Powers and role

(a) The Board may confer on a Chief Executive Officer such powers, duties and authorities as it thinks fit, and withdraw or vary those powers.

(b) In the exercise of powers, duties and authorities of the position, the Chief Executive Officer is subject to the control of the Board.

15.5 Absence

In the absence of a Chief Executive Officer, the Board may appoint another person to act for the duration of the absence.

16. Seal

16.1 Safe custody of common seals

The Board must provide for the safe custody of any seal of the Company.

16.2 Use of common seal

If the Company has a common seal or duplicate common seal:

(a) it may be used only by the authority of the Board; and

(b) every document to which it is affixed must be signed by a Director and be countersigned by another Director or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

17. Inspection of records

17.1 Inspection by members

Subject to the Corporations Act, the Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

17.2 Right of a Member or any other party to inspect

A Member (other than a Director) or any other party does not have the right to inspect any document of the Company except as provided by law or authorised by the Company.

18. Service of documents

18.1 Document includes notice

In this clause a reference to a document includes a notice.

18.2 Methods of service

The Company may give a document to a member:

(a) personally;

(b) by sending it by post to the address for the member in the Company register or an alternative address nominated by the member; or

(c) by sending it to a facsimile number or electronic address nominated by the member.

18.3 Post

A document sent by post:

(a) if sent to an address in Australia, may be sent by ordinary post, and

(b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received seven (7) Business Days after it is posted.

18.4 Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is to be taken:

(a) to be effected by properly addressing and transmitting the facsimile or electronic transmission, and

(b) to have been delivered on the Business Day after it was sent.

19. Audit and accounts

19.1 Company to keep accounts

The Board must cause the Company to keep accounts of the business of the Company according to the requirements of the Corporations Act.

19.2 Company to audit accounts

The Board must cause the accounts of the Company to be audited according to the requirements of the Corporations Act.

20. Winding up

20.1 Application of Corporations Act

The provisions of the Corporations Act in relation to a voluntary winding up will apply to the Company.

20.2 Distribution of property

If on the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatever, that property may not be paid to or distributed among members, but must be given or transferred to another Organisation:

(a) having objects similar to the objects of the Company; and

(b) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution,

that Organisation to be determined by the Members at or before the time of dissolution or, failing such a determination, by a judge who has or acquires jurisdiction in the matter.

21. Indemnity

21.1 Indemnity of Directors and Officers

Every person who is or has been:

(a) the Chairperson or Deputy Chairperson;

(b) a Director;

(c) any person who has occupied a position equivalent to a Director under any previous constitution of the Company;

(d) a Chief Executive Officer; or

(e) a Secretary of the Company

is entitled to be indemnified out of the property of the Company against:

(f) every liability incurred by the person in that capacity (except a liability for legal costs); and

(g) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

(h) the Company is forbidden by statute to indemnify the person against the liability or those legal costs; or

(i) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

21.2 **Insurance**

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a person referred to in clause 21.1 against liability incurred by the person in that capacity, including a liability for legal costs, unless:

(a) the Company is forbidden by statute to pay or agree to pay the premium; or

(b) the contract would, if the Company paid the premium, be made void by statute.

Signed: .....

Ian Frith, President

22 September 2017

Where in clauses 1(h) and 1(i), the Regulations refer to specific clauses of the Constitution these are references to the Company's former Constitution dated 3 June 2007 and last amended 28 October 2012 and should be read as follows:

1. In clause 1(h) the reference to clauses 18 to 20 and 24 of the Constitution should be read as a reference to clauses 4.3(b), 4.3(c) and 4.3(f) of the Constitution to which this Annexure A is attached; and
2. In clause 1(i) the reference to clauses 145 or 146 should be read as a reference to the clauses numbered 145 and 146 in Annexure B which now form part of the Regulations.

"ANNEXURE A"

AUSTRALIAN ALPACA ASSOCIATION LTD

REGULATIONS

As amended:

1. 13 October 2011
2. 28 October 2012
3. 16 September 2017

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AUSTRALIAN ALPACA ASSOCIATION LTD

REGULATIONS

INTERPRETATION

1 In these Regulations:

(a) **Company** means Australian Alpaca Association Ltd;

(b) **Constitution** means the constitution of the Company, as amended from time to time;

(c) **Directors** means the directors for the time being of the Company and includes where appropriate in the context, alternate directors;

(d) **Financial Year** means the period of 12 months ending on the last day of June in each calendar year;

(e) **Law** means the *Corporations Act 2001* (Cth);

(f) **Member** means a member of the Company as defined in the Constitution;

(g) **President** of the Company means any person appointed to perform the duties of a president of the Company;

(h) **Qualifying Person** means, for the purposes of eligibility for nomination for election or appointment to a Regional Committee, a member of the Region who has the right to be eligible under clauses 18 to 20 and 24 of the Constitution to be appointed as a Director (or in the case of a Corporate Member the natural person who is its duly authorized representative as advised to the Secretary from time to time) or a person eligible under regulation 43 of these Regulations;

(i) **Region** means a region established under clause 145 or clause 146 of the Constitution and **Regional** has a corresponding meaning;

(j) **Regional Committee** means a regional committee elected by the members of a Region from time to time under these Regulations;

(k) **Regional Executive** means that part of the Regional Committee comprising the regional president, regional vice-president, regional secretary and regional treasurer of a region

(l) **Register of Members** means the register of Members of the Company that the Company is required by the Law to keep;

(m) **Scrutineer** means an independent person, not being a Member, who may oversee the counting of votes at Annual Regional Meetings

(n) **Secretary** means any person appointed to perform the duties of the secretary of the Company;

(o) Expressions referring to writing will, unless the contrary intention appears, be construed as including references to printing, lithography, photography, the visible output of electronic communication and other modes of representing or reproducing words in a visible form;

(p) An expression has, in a provision of these Regulations that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law except so far as the contrary intention appears in these Regulations.

(q) **Publish** means to mail electronically or physically to Members

MEMBERSHIP OF REGIONS

2 Every Member resident in Australia may on becoming a Member or at any later time by written notice to the Secretary, nominate a Region of which that Member wishes to be a member and that Member shall upon being recorded in the Register of Members as a member of that Region, be a member of that Region. A Member may not be a member of more than one Region at a time.

3 A Member who fails to give notification for the purposes of regulation 2 within 60 days of becoming a Member will be deemed to have been allocated to be a member of a Region determined by the postal address of that Member on the Register of Members.

4 Each member of a Region will continue to be a member of that Region until the Member:

(a) gives notice to the Secretary resigning as a member of that Region; or

(b) ceases to be a Member of the Company.

REGIONAL BOUNDARIES

5 The boundaries of a Region that exist at the date the Company becomes registered as a company under the Law will continue to be the boundaries of that Region until varied in a manner permitted by the Constitution or adjusted under regulation 6. Each member of a Region as at the date the Company becomes registered as a company under the Law will continue to be a member of that Region until he or she ceases to be a member of that Region in accordance with these Regulations.

ADJUSTMENT OF REGIONAL BOUNDARIES

6 If more than 50 percent of the members at a Regional Meeting with the inclusion of proxies resolve to adjust a regional boundary of that Region, the Regional Committee may request in writing that the Directors adjust the boundaries of the Region or Regions, to divide a Region into two or more Regions or to consolidate two or more Regions. In each such case, the Directors must make that adjustment, division or consolidation if:

(a) no Regional Committee of any Region that is affected by that adjustment objects on reasonable grounds to that adjustment; and

(b) the Directors do not determine, on reasonable grounds, that the adjustment is not in the best interests of the Company.

7 All disputes or issues arising out of any proposed adjustment in relation to the boundaries must in the first instance be referred to a mediator appointed by the Directors who must attempt to resolve the dispute by mediation in a way that, in the mediator's opinion, best serves the interests of the Company and its Members as a whole.

8 If a dispute is not resolved by mediation within a period of time determined by the Directors, then it will be heard and determined by a meeting of the Directors applying such procedures as the Directors determine, and the determination of the Directors at that meeting will be final and binding on all parties to the dispute.

FUNDS FOR REGIONS

9 A Region has no power to impose a regional membership fee but a Region may raise funds by any other means the Regional Committee considers appropriate, in accordance with the Constitution, these Regulations and subject at all times to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

10 The Directors may each year determine that each Region will receive a capitation amount for each member of that Region that has paid all monies due to the Company as a Member.

11 All capitation fees and any other funds raised by a Region are and will remain the property of the Company and must be accounted for and disposed of in the manner required by the Directors, in accordance with the Constitution.

REGIONAL MEETINGS

12 Each Regional Committee must convene an annual general meeting of members of the Region ("Annual Regional Meeting") at least once in every calendar year after the end of the Financial Year and may convene an ordinary meeting of members of the Region ("Ordinary Regional Meeting") at any time, but at least 2 times between Annual Regional Meetings

13 The Directors may convene a Regional Meeting at any time.

14 The Regional Committee of a Region, on the written requisition of 10 members of that Region, which requisition has been sent or given to the secretary of the Region and states the objects for the meeting, shall convene a Ordinary Regional Meeting.

15 If a Regional Committee of a Region does not convene an Ordinary Regional Meeting to be held within 30 days of receiving a requisition under regulation 14, the requisitioning members may request the Directors to do so, in which case the Directors shall convene such a meeting and give notice of the meeting to all members of the Region.

NOTICE CONVENING A REGIONAL MEETING

16 At least 14 days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given to members of the Region, of any Ordinary Regional Meeting or Annual Regional Meeting by the secretary of the Region or if the meeting is convened by the Directors, by the Secretary of the Company.

17 A notice calling a Ordinary Regional Meeting or Annual Regional Meeting:

(a) must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;

(b) must specify the nature of the business;

(c) must specify whether the meeting is an Annual Regional Meeting or Ordinary Regional Meeting; and

(d) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

18 A notice required to be given to a member of a Region by these Regulations may be given either:

(a) personally;

(b) by sending it by post, fax or email to him, her or it at his, her or its registered address in the Register of Members; or

(c) if he, she or it has no registered address, to the address if any, supplied by him, her or it to the Company for the giving of notices to him, her or it.

19 Any notice of an Ordinary Regional Meeting or Annual Regional Meeting sent by post will be deemed to have been received by the member of the Region to whom or which it is addressed not later than the third business day after it is posted. Any notice sent by email or fax will be deemed to have been received not later than the first business day after it was sent.

20 A copy of each notice sent to members of a Region entitled to notice and of all accompanying material must be sent by the secretary of the Region to the Secretary of the Company at the same time as the notice is sent to members of the Region.

PROCEEDINGS AT REGIONAL MEETINGS

21 The business of each Annual Regional Meeting shall be:

(a) to consider and subsequently confirm the minutes of the last preceding Annual Regional Meeting and any unconfirmed minutes of any Ordinary Regional Meeting held since that Annual Regional Meeting;

(b) to receive a report from the Regional Committee on:

(i) the main objectives for the past year and progress made in achieving them

(ii) events that have been held within the Region

(iii) decisions of the Regional Committee that affect the members of the Region as a whole and

(iv) major issues for the forthcoming year (or period)

(c)

(d) to adopt the accounts for the Region for the year,

(e) to elect the Regional President, Regional Vice-President, Regional Secretary and Regional Treasurer and the balance of the Regional Committee; and

(f) to vote on motions of which notice has been properly given.

22 The business of each Ordinary Regional Meeting shall be:

(g) to consider and subsequently confirm the minutes of the last preceding Ordinary Regional Meeting unless they have been confirmed at an Annual Regional Meeting;

(h) to receive a report from the Regional Committee on:

(i) the main objectives for the past period and progress made in achieving them

(ii) events that have been held within the Region

(iii) decisions of the Regional Committee that affect the members of the Region as a whole and

(iv) major issues for the forthcoming or period

(i) to adopt the accounts for the Region for the preceding period;

(j) to vote on motions of which notice has been properly given.

(k) To consider items of General Business raised form the floor of the meeting

23 No business other than that set down in the notice convening a Ordinary Regional Meeting or an Annual Regional Meeting shall be transacted at that meeting.

24 Each member of a Region recorded as such in the Register of Members kept by the Secretary of the Company, who has paid all monies due to the Company as a Member, has the right to attend Regional Meetings.

25 Each member of a Region:

(a) recorded as such in the Register of Members kept by the Secretary of the Company;

(b) who has paid all monies due to the Company as a Member; and

(c) who is entitled to vote at general meetings of Members of the Company,

is entitled to vote at Regional Meetings and Annual Regional Meetings for that Region. No other Member is entitled to vote at a Regional Meeting or Annual Regional Meeting for that Region.

26 A member of a Region desiring to bring any business before a Regional Meeting or Annual Regional Meeting for that Region may give written notice of that business to the secretary of the Region, who shall cause that business to be listed in the business to be transacted at the next Ordinary Regional Meeting or Annual Regional Meeting convened after receipt of the notice and give a copy to the Secretary of the Company, except if the notice is received less than 21 days before the next meeting, in which case it shall be listed in the business to be transacted at the regional meeting following the next regional meeting convened after receipt of the notice.

CHAIR OF REGIONAL MEETING

27 The president of the Region or, if he or she is not present within half an hour of the time stated in the notice of the Ordinary Regional Meeting or Annual Regional Meeting for the commencement of the meeting, the Vice President or, if he or she is not present within half an hour of the time stated in the notice of the Ordinary Regional Meeting or Annual Regional Meeting for the commencement of the meeting such other person as shall be elected by a majority of those members of the Region present who are entitled to vote at the meeting, shall chair each Ordinary Regional Meeting or Annual Regional Meeting ("Chair").

ADJOURNMENT OF ORDINARY REGIONAL MEETINGS AND ANNUAL REGIONAL MEETINGS

28 The Chair of an Ordinary Regional Meeting or Annual Regional Meeting at which a quorum is present may with the consent of the meeting, adjourn the meeting from time to time and place to place but on resumption, no business other than the unfinished business of the meeting shall be transacted.

29 Where an Ordinary Regional Meeting or Annual Regional Meeting is adjourned for 14 or more days, notice of the date, place and time at which the meeting will resume must be given to each member of the Region that is entitled to receive notice of Regional Meetings or Annual Regional Meetings, but in that notice it is not necessary to give notice of the adjournment or of the business to be transacted on resumption.

DECISIONS ON QUESTIONS

30 A question arising at an Ordinary Regional Meeting or Annual Regional Meeting shall be determined on a show of hands unless before or on the declaration of the show of hands a poll is requested, in which case:

(a) each member of the Region present in person or by proxy and entitled to vote has one vote;

(b) a poll demanded on:

(i) the election of a Chair or an adjournment must be taken immediately;

(ii) any other question shall be taken at whatever time before the close of the meeting that the Chair directs; and

(c) a poll will otherwise be conducted in such manner as the Chair shall direct.

31 In the case of an equality of votes for or against any question, on a show of hands or in a poll, the Chair of the meeting may exercise a second or casting vote.

32 A declaration by the Chair of an Ordinary Regional Meeting or Annual Regional Meeting that a resolution has been carried on a show of hands, unanimously, by a particular majority or has been lost, together with an entry to that effect in the minutes of the meeting, is evidence of that fact without proof of the number or proportion of the votes recorded for or against the resolution.

MINUTES

33 Minutes of each Ordinary Regional Meeting and Annual Regional Meeting will be kept by the secretary of the Region and published, with an "Unconfirmed" notation as soon as practicable after the conclusion of the meeting

QUORUM

34 A quorum for the transaction of business at any Ordinary Regional Meeting or Annual Regional Meeting is the lesser in number of:

(a) 10 percent of the members of the Region rounded up to the next whole number, plus one; or

(b) 10 members of the Region,

present in person and entitled under these Regulations to vote at the meeting, of which at least two are members of the Regional Committee.

35 Any business purporting to have been transacted at an Ordinary Regional Meeting or Annual Regional Meeting when a quorum is not in attendance shall be deemed never to have been transacted.

36 If within half an hour after the time appointed for an Ordinary Regional Meeting or Annual Regional Meeting, a quorum of members of the Region is not in attendance:

(a) if the meeting was convened in response to a requisition under regulation 14, the meeting shall be dissolved;

(b) if the meeting was convened by the Regional Committee or the Directors, the meeting shall stand adjourned until the same day in the next week at the same hour and, unless another place is specified by the Chair at the time of the adjournment or by written notice given to members before the day to which the meeting is adjourned, at the same place; or

(c) if the meeting is a continuation of a meeting that has been adjourned for lack of a quorum, the members present being not fewer than 10 percent of the regional membership rounded up to the next whole number, or two members of the Regional Committee together with three other members of the Region, whichever is the greater, shall constitute a quorum.

PROXIES

37 A member of a Region entitled to vote may appoint another member of the Region to be that member's proxy by written notice to the secretary of the Region no later than 48 hours before the time of the meeting in respect of which the member appoints the proxy and may direct the manner in which the proxy is to vote on any question.

38 The instrument appointing such a proxy must:

(a) if the appointor is a natural person, be in writing under the hand of the appointor or of his or her attorney duly authorised in writing; or

(b) if the appointor is a corporation, be either under seal or under the hand of an officer or attorney duly authorised.

39 An appointment of a proxy is valid if it is signed by the member of the Region making the appointment and contains the information required by subsection 250A(1) of the Law. The Regional Committee may determine that an appointment of proxy is valid even if it only contains some of the information required by subsection 250A(1) of the Law.

REGIONAL COMMITTEE AND REGIONAL EXECUTIVE

40 The members of a duly constituted Region entitled to vote shall elect a Regional Executive and the balance of the Regional Committee so that in total the Regional Executive and Regional Committee comprises not fewer than three or greater than nine members of that Region (except in the case of NSW Region which may have ten members on its Regional Committee, being two for each former region now comprising NSW Region). The Regional Committee and the Regional Executive between meetings of the Regional Committee, may, subject to regulation 54, manage, promote the activities and advance the purposes of the Company in that Region in accordance with:

(a) the Constitution and these Regulations; and

(b) all directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

41 A Regional Committee, if elected, shall meet when required by the Directors and may otherwise meet as often as it shall think fit.

42 Any member of a Region who is a Qualifying Person is eligible to be elected as a member of the Regional Committee of that Region.

43 Both persons being part of a Joint Membership have the right to be eligible to be elected as a member of a Regional Committee of a Region.

44 Subject to Clause 45, a person will not be eligible for election or appointment as a member of the Regional Committee except if:

(a) the person is a Qualifying Person and is nominated as a candidate for election or appointment as a Regional Committee member by two or more members of the Region and the nomination:

(i) is in writing;

(ii) has been received by the secretary of the Region at least 30 days before the meeting; and

(iii) is signed by the nominee to signify that he or she is willing to be a candidate for election or appointment and consents to being a Regional Committee member of the Region; and

(b) notice of each and every candidate nominated by the members of the Region pursuant to regulation 44(a) has been given to all members of the Region who are entitled to receive notices of meetings with the notice of the meeting at which an election is to be held.

45 If there are fewer candidates than the number of vacancies, those nominated who have accepted nomination and consented to be Regional Committee members shall be declared by the Chair to have been elected at the meeting. If more nominations are received than the number of vacancies:

(a) the election shall be conducted by a ballot of those members of the Region present in person or by proxy who are entitled to vote;

(b) the election must be conducted by a returning officer appointed by the Regional Committee, who may not vote in the election;

(c) the ballot paper must contain the names of the candidates in alphabetical order;

(d) each member of the Region entitled to vote who is present and voting in person or by proxy at the Regional Meeting will be entitled to vote for any number of such candidates not exceeding the number of vacancies, without stating any order of preference on the ballot paper;

(e) each candidate may have a scrutineer present for the counting of the votes;

(f) those candidates with the most votes will be elected to fill the available vacancies; and

(g) the Chair of the meeting will declare the result of the election as soon as the votes have been cast and counted.

(h) In the event of a tied election, with two or more candidates receiving the same number of votes, when only one position is available, the following procedures shall be applied:

(i) Firstly, the returning officer shall ask if any of the candidates are willing to stand down. If this does not resolve the tie, then;

(ii) The candidate appointed to the position will be determined by the toss of a coin conducted by the returning officer. In the event that the candidates cannot agree as to what side of the coin each will have, this decision will be made by the returning officer and will be binding on both candidates.

Those candidates who are elected as Regional Committee members at an Annual Regional Meeting will take office immediately upon closure of the meeting.

46 Subject to Clause 45, at any Ordinary Regional Meeting or Annual Regional Meeting the members of the Region may by resolution appoint any Qualifying Person as a Regional Committee member, either to fill any casual vacancy or as an addition to the number of Regional Committee members holding office but not so that the total number of Regional Committee members holding office exceeds at any time the maximum number of Regional Committee members permitted under Regulation 41.

47 The members of a Region may by an ordinary resolution passed at an Ordinary Regional Meeting remove any Regional Committee member before the expiration of his or her period of office, and may by an ordinary resolution appoint in his or her stead another person who is eligible to be elected as a member of a Regional Committee at that meeting to fill the casual vacancy thus created. Any person so appointed will hold office only until the next following Annual Regional Meeting.

48 A person elected as a member of a Regional Committee holds that office from the conclusion of the Annual Regional Meeting at which the person was elected to the conclusion of the next Annual Regional Meeting.

49 The office of a member of a Regional Committee will become vacant if that member:

(a) ceases to be a Member of the Company;

(b) ceases to be a member of the Region of the Regional Committee;

(c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

(d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(e) resigns his or her office by notice in writing to the Region;

(f) is removed under regulation 49;

(g) is removed by the Directors by a resolution passed at a meeting of the Directors; or

(h) is in a position declared vacant under regulation 58.

50 A Regional Committee:

(a) must convene an Annual Regional Meeting of members of the Region at least once in each calendar year and to be held within 15 months after the previous Annual Regional Meeting of the Region;

(b) must account to the Directors for all monies collected and expended by the Region and must comply with any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time in relation to those monies;

(c) must oversee the implementation of Company policies in the Region as determined by the Directors;

(d) may develop and implement Regional policies (to the extent that they are not inconsistent with Company policies or directions, delegations, limitations, authorisations or policies determined by the Directors from time to time);

(e) may make submissions to the Directors on Regional and national issues;

(f) may liaise with other Regions; and

(g) must at all times act within and be subject to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

51 The powers and functions of the Regional Committee are to control and manage the affairs of the Region, including but not limited to:

(a) dealing with issues of Regional administration between Annual Regional Meetings and between Regional Meetings;

(h) ratifying or rejecting recommendations of the Regional Executive relating to Regional administration made between meetings of the Regional Committee;

(i) overseeing the management of Company activities in the Region;

(j) responding to the wishes of the Regional membership in submissions to the Directors or the Council and giving good and cogent reasons for refusing to do so on any issue;

(k) establishing Regional sub-committees to undertake particular functions for the benefit of the Region, appointing their members and office-holders from the membership of the Region or persons who are not Members but have special skills or qualifications (but a person so appointed shall not hold any office in the sub-committee) and specifying terms of reference; and

(l) authorising the expenditure of the funds of the Region,

subject to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

52 Without limiting in any way the matters or issues which the Directors may determine are not to be managed by a Regional Committee, a Regional Committee shall not manage any of the following matters or issues:

(a) financial policy and administration;

(m) ethics;

(n) discipline;

(o) registration of animals;

(p) stud book;

(q) animal standards;

(r) the Company's relationships with governments;

(s) research and development;

(t) public relations policy of the Company;

(u) fibre policy;

(v) import and export protocols;

(w) policy for marketing of animals and of fibre;

(x) policy regarding the education of members in alpaca related matters;

(y) Company head office administration;

(z) fees and charges; and

(aa) any other matters determined by the Directors from time to time.

53 If the Directors delegate to a Regional Committee the management and use of any part of the property and monies of the Company (and the Directors may do so in relation to any part of the membership fees collected by the Company from Members who are Members of that Region and any property of the Company located in that Region, as the Directors may determine), the Regional Committee and each member thereof must:

(a) only manage and use that money and property in accordance with any directions, delegations, limitations, authorisations or policies determined by the Directors (whether generally or specifically in relation thereto) from time to time (and where there is any inconsistency between a specific and a general direction, delegation, limitation, authorisation or policy, the specific must take precedence); and

(bb) fully report to the Directors on the management and use thereof when required by the Directors.

54 A quorum at any meeting of a Regional Committee shall comprise three or more members of the Regional Committee. If a quorum is not present within 30 minutes after the scheduled time for commencement of the meeting, the meeting will stand adjourned for 48 hours, at which time it will be reconvened at the same time and place and those members of the Regional Committee present at that time shall constitute a quorum.

55 The president of a Region or, if he or she is not present within 30 minutes after the scheduled time for commencement of the meeting or a president has not been appointed for the Region, such other member of the Regional Committee of the Region as those present shall elect, shall Chair each meeting of a Regional Committee.

56 In the case of an equality of votes on any question, the Chair of the meeting of a Regional Committee shall have a second or casting vote.

57 All decisions by each Regional Committee shall be by a majority of members of the Regional Committee present and voting at the meeting.

CASUAL VACANCIES IN REGIONAL COMMITTEES

58 The office of a member of a Regional Committee who:

(a) without leave of the president or vice-president, or if these posts are vacant, another Regional Committee member, is absent from more than three consecutive meetings; or

(b) being the president, without leave of another member of the Regional Executive, is absent from more than three consecutive meetings of the committee,

will in either case, whether or not that member submits an apology, be declared vacant.

59 If a casual vacancy arises in relation to the president of a Region (if a president has been appointed), the Regional Committee may elect one of its number to fill the casual vacancy.

60 If a casual vacancy arises in relation to a member of the Regional Committee, the Regional Committee may elect a member of the Region to fill the casual vacancy.

61 Any person elected to fill a casual vacancy in a Regional Committee will hold office until the next Annual Regional Meeting.

62 A Regional Committee may act notwithstanding an unfilled vacancy, provided its number is not less than the minimum for a Regional Committee specified in regulation 40 in which case it may only act to increase its number to at least that number.

COUNCIL

63 A council of the Company ("Council") is established, the members of which are:

(a) the Directors; and

(b) the presidents of every Region from time to time or:

(i) if a president of a Region has not been appointed; or

(ii) the president of a Region is unable to attend a meeting,

the vice-president or a delegate of that Region appointed by the members of the Region entitled to vote ("Regional Representative").

64 Each member of the Council has one vote.

65 The Council has the function of acting as an advisory council to the Directors in relation to the following:

(a) co-ordinating activities of the Company in respect of the Regions; and

(b) developing submissions about aspects of Company policy for consideration by general meetings of the Company, Regions, the Directors and the Regional Committees.

66 The Council will meet at such times as the Directors determine.

67 The Secretary shall, not less than 21 days before each meeting of the Council, notify every member of the Council attending that meeting of:

(a) the date, hour and venue of the meeting; and

(b) an agenda listing the business for consideration at the meeting.

68 At meetings of the Council:

(a) the President of the Company shall preside;

(b) the Secretary shall record the proceedings and resolutions;

(c) in the event of an equality of votes, the President shall have a casting vote; and

(d) all votes shall be taken on a show of hands.

Chairperson

DATED this 3 June 2007

As amended

Chairperson: Michelle Malt

DATED this 28 October 2012

As amended

Chairperson: Ian Frith

DATED this 22 September 2017

Annexure B - Clauses 145-149 of the Company's former Constitution dated 3 June 2007 and last amended 28 October 2012 incorporated into Regulations under clause 14.1(c) of the Constitution to which this Annexure B is attached

References to clauses 146 or 147 shall be read as references to clauses so numbered in the attached annexure B.

The reference in clause 149 of the attached Annexure B to clause 91 of the former Constitution shall be read as a reference to clause 9.11(b)(iv) of the Constitution to which this Annexure B is attached

ANNEXURE B: Clauses 145 to 149 inclusive of the Company's former Constitution as amended at 28 October 2012

REGIONS

145. A Region, for the purposes of this constitution and the Regulations, is a defined geographical area determined by the Directors in accordance with this constitution and the Regulations, that has no less than 50 Members who reside in that area or reside outside that area but have advised the Secretary in writing that they wish to be members of that region, ("Region"). The Members in a Region may:

    (a) meet;

    (b) make decisions; and

    (c) exercise powers and functions,

    as specified in the Regulations in relation to that Region, but subject to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

146. If not fewer than 50 Members in a geographical area in a Region:

    (a) meet;

    (b) elect a provisional regional committee; and

    (c) pass a special resolution asking for a Region for that geographical area to be formed,

    the Directors may designate that area as a Region provided that all Regional Committees of any Region that would be affected by the formation of the new region have approved that action.

147. The Directors must not unreasonably refuse a request made under clause 146 for a new region which has also been approved by all Regional Committees of any Region that would be affected by the formation of the new region. If the Directors refuse a request, with or without valid reason, the provisional regional committee may propose a resolution to be put to the next general meeting of the Members of the Company to form such a Region and if that resolution is passed as an ordinary resolution, that Region will be formed.

148. Unless amended pursuant to clauses 146 or 147, each Region that was a Region of the Australian Alpaca Association Inc under its Rules of Association that applied immediately prior to the registration of the Company as a company under the Law will continue as a Region, and each Member who was a Member of such Region at that time will, subject to regulation 6 of the Regulations, continue to be a Member of that Region.

149. All Regions will be subject to this constitution and to any rules or by-laws promulgated by the Directors under clause 91 of this constitution and the Regulations.