

THE CAT PROTECTION SOCIETY OF NSW LIMITED

ABN 81 610 951 615

CONSTITUTION

**ADOPTED BY SPECIAL RESOLUTION ON [DAY]
OF [MONTH] 2018**

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Corporations Act 2001 (Cth)

A public company limited by guarantee
registered in New South Wales

CONSTITUTION

of

THE CAT PROTECTION SOCIETY OF NSW LIMITED

ABN 81 610 951 615

GENERAL

1

Definitions

The following definitions apply in this Constitution unless expressly stated otherwise or unless the context otherwise requires:

Adult Member means a person who is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution.

Appointed Director means a Director referred to in clause 30(c)(i) who is appointed in accordance with clause 31.

Board means the governing body of the Company.

Company means The Cat Protection Society of NSW Limited ABN 81 610 951 615.

Constitution means this constitution of the Company as altered, amended or replaced from time to time.

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

Corporations Regulations means regulations promulgated under the Corporations Act

Deductible Gift Recipient means an entity which is endorsed by the Australian Taxation Office with deductible gift recipient status pursuant to the relevant provisions of the *Income Tax Assessment Act 1997 (Cth)*

Director means a member of the Board, either an Appointed Director or an Expert Director.

Expert Director means a Director referred to in clause 30(c)(ii) who is appointed in accordance with clause 31.

Gift Fund means the gift fund established and maintained by the Company under s 30-125 of the *Income Tax Assessment Act 1997 (Cth)*.

Insolvency Event means and includes:

- (a) a receiver, receiver and manager, administrator, trustee or similar official is appointed over any of the assets or undertaking of that person;
- (b) the person suspends payments of his debts generally;
- (c) the person is or becomes unable to pay his debts when they are due or is unable to pay his debts within the meaning of the Corporations Act;
- (d) the person enters into or resolves to enter into any arrangement, composition or compromise with, or assignment for the benefit of, his creditors or any class of them;
- (e) an application or order is made for the winding up or dissolution of, or the appointment of a provisional liquidator to the person or a resolution is passed or steps are taken to pass a resolution for the winding up or dissolution of the person otherwise than for the purpose of an amalgamation or reconstruction; or
- (f) where that person commits an act of bankruptcy, enters into an assignment for the benefit of creditors, is unable to pay his debts when due, or any application has been made to declare that person bankrupt.

Law means the Corporations Act and the Corporations Regulations.

Life Member means a person who is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution.

Life Governor Member means a person who is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution.

Member means a Member of the Company in any class admitted in accordance with the provisions of this Constitution and **Membership** is membership of the Company in any class.

Member Present means, in connection with a meeting, the Member present in person, by appointment of a Member's Representative, by proxy or by attorney.

Mentally Incapacitated Person means a person who is an involuntary patient or a forensic patient or a correctional patient within the meaning of the *Mental Health Act 2007* (NSW) or a protected person within the meaning of the *NSW Trustee and Guardian Act 2009* (NSW).

Pensioner Member means a person who is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution.

President means the president of the Company and chairperson of the Board who is appointed in accordance with clause 31.

Register means the register of Members of the Company maintained by the Company in accordance with the requirements of the Corporations Act.

Returning Officer means a person appointed by the President to act as the returning officer at any election of Appointed Directors.

Secretary means the company secretary of the Company from time to time who is appointed in accordance with the requirements of the Corporations Act.

Special Resolution means a resolution passed by at least seventy-five (75) percent of the total number of eligible votes cast in a vote on that question, motion or resolution.

Vice President means the vice president of the Company and deputy chairperson of the Board appointed in accordance with this Constitution.

2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have corresponding meaning.
- (d) A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the clause or paragraph, respectively, in which the reference appears.
- (e) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments promulgated under it.
- (f) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Law, the same meaning as in that provision of the Law.
- (g) A mention of anything after include, includes or including does not limit what else might be included.
- (h) A reference to a person includes a corporation, incorporated association, trust, partnership, unincorporated association or other entity, whether or not it comprises a separate legal entity.
- (i) Any reference to "\$" or "dollars" is a reference to the currency of the Commonwealth of Australia.

3 Replaceable Rules

The rules of the Company specified in the provisions of this Constitution shall apply to the Company and the replaceable rules contained in the Corporations Act do not apply to the Company.

4 Powers and Actions Authorised Under the Law

- (a) The Company shall have power under this clause 4 to perform any action in any case where the Law confers that power on any company if that power is comprised in its constitution documents, despite any other provision of this Constitution.
- (b) The rules of the Company specified in this Constitution shall apply subject to and in compliance with any mandatory provision of the Corporations Act.
- (c) Any mandatory provision of the Corporations Act shall be incorporated into this Constitution and shall prevail over any provision contained in this Constitution but only to the extent of any inconsistency between the Corporations Act and this Constitution.

- (d) The Company may in any way the Corporations Act permits:
 - (i) exercise any power;
 - (ii) take any action; or
 - (iii) engage in any conduct or procedure,which, under the Act, a company may exercise, take or engage in.
- (e) Notwithstanding clause 4(d); the Company may do all other things that are incidental or conducive to carrying out the Company's purposes.
- (f) Where this Constitution provides that a person may do a particular act or thing, the act or thing may be done at the person's discretion.
- (g) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the same manner and subject to the same conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (h) Where this Constitution confers a power to do a particular thing in respect of particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that thing in respect of some only of those matters or in respect of a particular class or particular classes of those matters and to make different provision in respect of different matters or different classes of matters.
- (i) The Company may derive funds from membership fees, sales of goods and services, donations and from any other source which is determined by the Board.
- (j) The funds of the Company shall be used in pursuance of the objects of the Company in such manner as the Board determines.
- (k) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) to appoint a person to act in the office or position until a person is appointed to the office or position; and
 - (ii) subject to any contract between the Company and the relevant person, to remove or suspend any person appointed, with or without cause.
- (l) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (m) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (n) Where this Constitution confers power on a person or body to delegate a function or power:

- (i) the delegation may be concurrent with, or (except in the case of a delegation by the Board of Directors) to the exclusion of, the performance or exercise of that function or power by the person or body;
- (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
- (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position;
- (iv) the delegation may include the power to delegate;
- (v) where the performance or exercise of that function or power is dependent on the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to that matter; and
- (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

NAME AND OBJECTS

5 The name of the Company is **“The Cat Protection Society of NSW Limited”**.

6 The primary objects of the Company are to:

- (a) provide short-term direct care to feline animals that have been lost or mistreated or which are without owners.
- (b) rehabilitate orphaned, sick or injured feline animals that have been lost or mistreated or which are without owners.
- (c) provide care for lost, abandoned and unwanted feline animals.
- (d) provide care for injured feline animals and such animals without an identifiable owner.
- (e) find the original or, in the alternative, new owners for the animals described in clauses 6(a) to 6(d).
- (f) provide education regarding socially and environmentally responsible care for feline animals.
- (g) foster, develop, improve and promote issues relating to feline welfare.
- (h) prevent homelessness of feline animals by providing temporary accommodation and care for cats and kittens owned by people who find themselves in crisis situations.
- (i) provide information, goods and services that promote and improve feline welfare, including without limitation the desexing of feline animals.
- (j) promote and encourage either directly or indirectly animal welfare initiatives.

- (k) promote and encourage either directly or indirectly animal health initiatives.
- (l) maintain and administer the Gift Fund, which must be maintained strictly in compliance with all relevant Commonwealth and State laws.

The Company may undertake other activities not inconsistent with the primary objects set out in this clause 6 to enhance, promote or protect the interests of the Company.

LIABILITY

- 7 The Company is a public company limited by guarantee registered in New South Wales under Corporations Act. The liability of the Members is limited. Every Member of the Company undertakes to contribute, to the assets of the Company in the event of the Company being wound up while the Member is a Member, for the payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member, and to the costs charges and expenses of winding up the Company. The liability of any Member under this clause 7 shall not exceed the amount of \$5.00 or any membership fee which remains unpaid by the Member at the date of winding up, whichever amount is the lesser.

WINDING UP

- 8 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company contained in this Constitution and no portion shall be paid or transferred directly or indirectly as a dividend bonus or any other method by way of profit to the Members of the Company provided that nothing shall prevent the payment in good faith of remuneration to any officers or servants of the Company nor to any Member or other person in return for any services actually rendered to the Company nor prevent the payment of interest on money lent nor reasonable and proper rent for premises demised or let by any Member to the Company. Furthermore, nothing in this clause 8 prevents the distribution by the Company of any government grant or any part thereof which is granted to the Company expressly on the basis that the grant be used for the benefit of persons including Members.
- 9 If upon the winding up or dissolution of the Company or if the endorsement of the Company as a Deductible Gift Recipient is revoked, there remains after the satisfaction of all its debts and liabilities any funds and property whatsoever the same shall not be paid to or distributed amongst the Members of the Company but shall be dealt with as follows:
- (a) subject to clause 9(b), the funds and property of the Company shall be given or transferred to an institution, fund or authority with similar objects to that of the Company and to which income tax deductible gifts can be made, and whose constitution prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company under clauses 8 and 9, such institution or institutions to be determined by the Members unanimously, and in default thereby the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter.
 - (b) If the Australian Taxation Office or some other authority with requisite powers directs that the assets of the Gift Fund be transferred to a specific recipient then those assets shall be transferred accordingly.

MEMBERSHIP

10 Membership

- (a) Membership is limited as follows:
 - (i) Subject to clause 10(a)(ii), the number of Members for which the Company can be registered is unlimited.
 - (ii) Membership of the Company is divided into the classes specified in clause 10(d). Only those organisations or people who satisfy the qualification and admission criteria for Membership in a particular class, and all other requirements set out in this Constitution concerning admission to Membership, shall be eligible to become a Member in that class.
 - (iii) Subject to the requirements of this Constitution regarding obligations upon applicants for Membership, a candidate for Membership shall agree to be bound by this Constitution by signing and forwarding an application to the Company to this effect in a form approved by the Board and agreeing to their name being entered on the register of Members.
 - (iv) Nothing in this Constitution shall be interpreted to restrict or hinder or declare as invalid a resolution of the Board to suspend or otherwise decide to not accept any application for Membership.
- (b)
 - (i) The Board has the power on the application of a Member to transfer the Membership of that Member from one class to another class provided that the person concerned qualifies for Membership of the Company in the class of Membership in which it is proposed that the Member be transferred to, and provided that this Constitution and the Law is otherwise complied with.
 - (ii) No Members shall be entitled to any refund or rebate in respect of any amount paid to the Company in respect of their Membership of the Company where part of that amount has been paid in respect of any period after the date on which any transfer from one class of Membership to another class of Membership takes effect.
- (c) No joint membership of the Company shall be permitted.
- (d) The classes of Membership of the Company and the corresponding qualification and admission criteria for Membership in that class are as follows:
 - (i) **Adult Members:**

- (1) those people whose names are recorded in the Register as being Adult Members at the date of adoption of this Constitution; and
 - (2) any person over the age of 18 years who applies to become a Member of the Company and who is admitted to Membership in that class.
- (ii) **Pensioner Members:**
 - (1) those people whose names are recorded in the Register as being Pensioner Members at the date of adoption of this Constitution; and
 - (2) any person over the age of 18 years issued with a valid Pensioner Concession Card by the Australian Government who applies to become a Member of the Company and who is admitted to Membership in that class.
- (iii) **Life Members:**
 - (1) those people whose names are recorded in the Register as being Life Members at the date of adoption of this Constitution; and
 - (2) any person over the age of 18 years who applies to become a Member of the Company in the class of Life Membership who is admitted to Membership in that class.
- (iv) **Life Governor Members:**

those people whose names are recorded in the Register as being Life Governors at the date of adoption of this Constitution.

11 Form of Application

An application for Membership in all classes must:

- (a) be in writing in a form approved by the Directors.
- (b) specify the class of Membership that the application is made in respect of.
- (c) be accompanied by any other documents, information or evidence as to the qualification for Membership in the particular class which the Directors reasonably require, or which is required by this Constitution.
- (d) be accompanied by the requisite membership application fee, annual membership fee and / or any other amount determined by the Board.

12 Fees and Subscriptions

- (a) The Board shall determine any fee, subscription or other amount which shall be paid on admission to Membership in any class provided that Life Members pay a fee on admission to Membership in that class but do not pay any annual fees or charges; and Life Governor Members shall not pay any annual fees or charges.
- (b) The Board shall have the power to change any amount which is determined in accordance with clause 12(a) subject to the conditions set out in clause 12(a).

13 Admission to Membership

In respect of all classes of Membership the process for admission to Membership of the Company is as set out in clauses 13(a) to 13(e) below:

- (a) The Directors must consider an application for Membership at the next meeting of the Board after its receipt by the Secretary and determine, subject to this Constitution, the admission or rejection of the applicant.
- (b) The Directors may require any applicant for Membership to give such information as they require before admitting the applicant to Membership of the Company.
- (c) If an application for Membership is rejected the:
 - (i) Directors need give no reason for the rejection of an application.
 - (ii) Secretary must notify the applicant in writing of the rejection of the application.
 - (iii) Secretary must return to the applicant any amount paid to the Company in accordance with clause 11(d).
- (d) If an application for Membership is accepted the Secretary must enter the name and details of the Member into the register of Members.
- (e) The Directors can require a Member to execute additional documents once that Member has been admitted to Membership and remains a Member.

14 Notification by Members

Each Member must promptly notify the Secretary in writing of any change in the Member's qualification to be a Member of the Company.

15 Register of Members and Payments by Members

- (a) The register of Members of the Company must be kept in accordance with the Corporations Act.
- (b) The following must be entered in the register of Members in respect of each Member:
 - (i) the full name of the Member;
 - (ii) the address, telephone number and electronic mail address, if any, of the Member;

- (iii) the date of admission to and cessation of Membership; and
 - (iv) such other information as either the Directors require or which is required by the Law to be kept.
- (c) Each Member must notify the Secretary in writing of any change in that Member's name, address, telephone number or electronic mail address, or any other information supplied in accordance with clause 15(b), within one (1) month after the change.
- (d) In the event that the Board determines to apply subscription fees or annual fees to Membership generally or Membership in a particular class then each Member who is affected by that determination shall pay that fee within sixty (60) days after the commencement of the financial year of the Company to which the imposition of fees apply.

16

Cessation of Membership and Suspension of Membership Rights

- (a) A resignation of any Member shall be addressed to and forwarded to the Secretary.
- (b) The Board has the power by Special Resolution to expel, suspend, censure, reprimand or otherwise sanction a Member, in the event of a Member:
 - (i) wilfully refusing or neglecting to comply with the provisions of the Constitution;
 - (ii) engaging in any conduct which is or which would have the tendency to be detrimental to the interests of the Company;
 - (iii) engaging in any conduct which has brought, brings or which would have the tendency to bring the Company or the Member into disrepute; or
 - (iv) acting in a manner which is materially inconsistent with, contrary to or prejudicial to the best interests of the Company.
- (c) However, the Board shall not exercise this power unless at least one week before the meeting of the Board at which such resolution is passed, the Member:
 - (i) had notice of the meeting and the allegations against them;
 - (ii) had notice of the intended resolution; and
 - (iii) had an opportunity of giving orally or in writing any explanation or defence they may think fit.
- (d) Membership shall cease and the Secretary may remove the Member's name from the Register as the case may be upon being satisfied that any one of the following has occurred:
 - (i) if the Member dies;

- (ii) if the Member is convicted of an indictable offence that is punishable by imprisonment for twelve (12) months;
 - (iii) if the Member is or has become a Mentally Incapacitated Person;
 - (iv) an Insolvency Event occurring in relation to a Member;
 - (v) a written resignation from the Member has been received by the Secretary with one (1) month's notice;
 - (vi) if a resolution expelling the Member from Membership of the Company has been passed in accordance with clause 16(c); or
 - (vii) if clause 16(f) applies.
- (e) In the event that a Member has not paid any subscription, fee or other amount owing by the Member to the Company within thirty (30) days after the due date for the payment of that sum, the Member's rights, including without limitation the right to attend and vote at general meetings of the Company, shall automatically be suspended.
- (f) In the event that Member has not paid any subscription, fee or other amount owing by the Member to the Company within ninety (90) days after the due date for the payment of that sum, that Member's Membership shall cease, and that Member's name and all other details will thereafter be removed from the Register.

MEETINGS OF THE ASSOCIATION

17 Power to convene

- (a) An annual general meeting of the Company shall be held after the end of each financial year of the Company within the time limit prescribed by the Law. Any reference in this Constitution to a general meeting includes a reference to any annual general meeting.
- (b) The Board:
- (i) may, whenever they think fit, convene a general meeting; and
 - (ii) must, on the requisition in writing of Members representing at least five (5) percent (%) of the total number of Members, convene a general meeting to be held as soon as practicable but, in any case, not later than one (1) month after the date of the submission of the requisition. That requisition must:
 - (1) state the purpose of the meeting;
 - (2) state any resolution which is proposed by the requisitioning members to be put at that meeting;
 - (3) be signed by the Members making the requisition; and
 - (4) be served on the Secretary.

The requisition may:

- (5) consist of several counterpart documents, each signed by one (1) or more Members making the requisition.
- (c) If the Directors do not, within twenty-one (21) days after the date of the submission of a requisition pursuant to clause 17(b)(ii), proceed to convene a general meeting, the requisitioning Members may convene a general meeting to be held not later than two (2) months after the date of submission of the requisition.
- (d) In respect of a meeting convened by the Members under clause 17(c), that meeting must be convened in the same manner as general meetings are convened by the Company, except where it is impractical for the members to do so.
- (e) The Board may postpone or cancel by notice in writing to all Members a general meeting convened by the Board, except that a meeting convened on the requisition of a Member or Members shall not be postponed or cancelled without their consent.

18 Notice of general meetings

- (a) Subject to provisions of the Corporations Act relating to special and other resolutions, at least twenty-one (21) days written notice must be given to Members of any general meeting, provided that, subject to the Corporations Act, a general meeting may be called by shorter notice.
- (b) Each notice convening a general meeting shall contain the information required by the Law.
- (c) The non-receipt of a notice convening a general meeting by or the accidental omission to give notice to any person entitled to receive notice shall not invalidate the proceedings at or any resolution passed at the general meeting.

19 Quorum

No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum for a general meeting shall be five (5) Members Present and entitled to vote on any item of business included in the notice of that general meeting.

20 Chairperson of meetings

- (a) Subject to clause 20(b), the President shall preside as the chairperson at every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no President; or
 - (ii) the President is not present within fifteen (15) minutes after the time appointed for the meeting or does not wish to act as chairperson of the meeting,

the Vice President shall act as chairperson of the meeting unless clauses 20(b)(i) and 20(b)(ii) apply mutatis mutandis to the Vice President as well as the President, in which case the Members Present

shall elect as chairperson of the meeting another Director who is present and willing to act, or if no other Director willing to act is present at the meeting, a Member who is present and willing to act as chairperson of that meeting.

- (c) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (d) For the purposes of interpreting clauses 21 – 25 (both inclusive) and clause 27, references to the “President” shall be interpreted as a reference to another chairperson of the subject meeting where clause 20(b) has been applied for that meeting.

21 Adjournments

- (a) The President may adjourn the general meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a general meeting is adjourned for twenty-one (21) days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting.
- (d) Except as provided by clause 21(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

22 Voting at general meetings

- (a) Any resolution to be considered at a general meeting shall be decided on a show of hands unless a poll is demanded.
- (b) A declaration by the President that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the general meeting shall be taken as conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll for a resolution may be requested by the President or by at least five (5) Members Present and entitled to vote on the resolution. A request for a poll may be withdrawn.

23 Procedure for polls

- (a) Subject to this clause, a poll when requested shall be taken in the manner and at the time the President directs.
- (b) The result of the poll shall be a resolution of the general meeting at which the poll was requested.
- (c) The request for a poll shall not prevent a general meeting from continuing with the transaction of any business other than that on which a poll has been requested.

24 Casting vote for President

In the event of an equality of votes on a show of hands or on a poll the President of the general meeting shall not have a casting vote.

25 Representation and voting of Members

- (a) Subject to this Constitution and subject to clause 26 in relation to the appointment of proxies:
 - (i) at meetings of the Company each Member in any class shall be entitled to attend and vote may attend and vote in person or by proxy;
 - (ii) on a show of hands, every Member Present having the right to vote at a general meeting has one vote; and
 - (iii) on a poll, every Member Present having the right to vote at a general meeting has one vote.
- (b) An objection to the qualification of a person to vote at a general meeting:
 - (i) Must be raised before or at the general meeting of which the vote objected is given or tendered;
 - (ii) Must be referred to the chairperson of the meeting, their decision is final.
- (c) A vote not disallowed by the President of a meeting under clause 25(b) is valid for all purposes.

26 Proxies

- (a) A Member may appoint a proxy. A proxy must be another Member who is by reference to this Constitution entitled to attend and vote at that general meeting.
- (b) An instrument appointing a proxy must be in writing under the hand of the appointor personally.
- (c) An instrument appointing a proxy shall be in the form which appears at **Appendix A**.
- (d) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated; however, if the instrument appointing a proxy specifies the way in which a proxy is to vote on any particular matter put to a vote at a general meeting then the proxy must vote in the manner indicated in the instrument appointing the proxy.
- (e) The documents to be received under the Law and this Constitution for an appointment of a proxy to be effective must be received by the Secretary not less than twenty-four (24) hours before the meeting commences or resumes (as the case may be).
- (f) A Member may not hold more than five (5) proxies in respect of a meeting of the Company or any resolution which will be put to a vote at any such meeting.

27 Right of officers and advisers to attend general meeting

- (a) The Secretary, the chief executive officer and any other officer of the Company who is not a Member shall be entitled to be present and, at the request or permission of the President, to speak at any general meeting.
- (b) Any other person (whether a Member or not) requested by the Directors to attend any general meeting shall be entitled to be present and, at the request of the President, to speak at that general meeting.

28 Circulating resolutions

Nothing in this Constitution limits the Company's power to pass a resolution as a circulating resolution.

29 Postal votes banned

- (a) To the extent that postal voting is otherwise permitted by the Law, no voting on any resolution to be considered at a general meeting shall be conducted by way of a postal ballot.
- (b) Any votes which are cast by post in respect of any resolution to be considered at any general meeting shall be disregarded.

DIRECTORS

30 The Board

- (a) The Board of the Company shall consist of a minimum of three (3) and a maximum of seven (7) Directors.
- (b) No person shall be eligible for appointment as a Director if that person has not attained the age of eighteen (18) years.
- (c) The Board shall be comprised of:
 - (i) Five (5) Appointed Directors; and
 - (ii) Two (2) Expert Directors;

each of whom shall be appointed in accordance with the relevant provisions of this Constitution.

31 How Directors are appointed

Appointed Directors

The Appointed Directors of the Company shall be appointed as follows:

- (a) Appointed Directors are nominated and appointed by the Members for the period determined by clause 32.
- (b) A person is only eligible to stand for election as an Appointed Director if that person is a Member and has been a Member for at least two (2) years prior to the date of nomination, and is otherwise qualified to be an Appointed Director by operation of this Constitution.
- (c) Nominations of an eligible person for election as an Appointed Director must be made in writing in a form prescribed by the Board. That nomination document must be signed by:

- (i) the person nominated; and
 - (ii) two (2) Members nominating the candidate, each of whom must not be in breach of any obligations on that Member arising under clause 15(d) in relation to the payment of any fee due to the Company.
- (d) Nominations made pursuant to clause 31(c) must be received by the Secretary no later than 4:00pm on the day which is fourteen (14) days prior to the meeting of the Company at which the subject election shall take place.
- (e) Within four (4) days after the date specified in clause 31(d) the Secretary shall prepare a list of the names of the nominees for election as an Appointed Director.
- (f) The Secretary shall not less than seven (7) days prior to the commencement of any election of Directors cause the list referred to in clause 31(e) to be displayed in a prominent place at the Company's registered office and on the Company's website.
- (g) An election of Appointed Directors shall be conducted in accordance with clause 32 and the Voting Rules set out in **Appendix B**.

Expert Directors

The Expert Directors of the Company shall be appointed as follows:

- (h) Expert Directors are appointed by the Appointed Directors for the period determined by clause 32.
- (i) The Appointed Directors shall, in accordance with this Constitution and by resolution passed at a meeting of those Appointed Directors convened for the purpose as soon as practicable after each annual general meeting, appoint the number of Expert Directors to the Board equal to the number of vacancies in Expert Director positions created by operation of this Constitution, provided that all such appointees comply with the requirements of the Law and the Constitution and provided that:
 - (i) the Appointed Directors must not appoint a person as an Expert Director unless they are of the opinion that the person has special qualifications, business acumen or technical skills which would be of material benefit to the Company if that person were a Director.
 - (ii) no more than two (2) Expert Directors may serve as Directors at any time.
 - (iii) persons appointed as Expert Directors may be appointed on terms determined by the Board which are not inconsistent with this Constitution.
 - (iv) nothing in this Constitution is to be interpreted to mean that an Expert Director cannot be reappointed for a further term.
 - (v) despite anything else in this Constitution, if an Expert Director is not a Member that person must apply for and be admitted to Membership in any class for which that

person is qualified within two (2) months from the date of the appointment of that person as an Expert Director.

President and Vice President

The President and Vice President of the Company shall be appointed as follows:

- (j) The President and Vice President are appointed by and from among the Appointed Directors and the Expert Directors for the period determined by clause 32.
- (k) The Board shall be entitled to appoint any Director as either President or Vice President. The appointee to each position shall be elected by a resolution of the Board passed at its first meeting after each annual general meeting. For the avoidance of doubt, the President and the Vice President are appointed for the period until the conclusion of the next annual general meeting.

Directors Generally

- (l) Prior to appointment as a Director a prospective appointee shall provide to the Company a schedule of potential conflicting interests with the Company. If a prospective appointee has a material conflicting interest with the interests of the Company then that person must not be appointed as a Director.
- (m) The Company may at any time remove any Director from office by resolution of Members passed by a simple majority in general meeting or by any other means prescribed by the Law.
- (n) The removal of a Director or Directors under clause 31(m) shall be subject to the provisions of this Constitution relating to the filling of casual vacancies.
- (o) The Directors shall have power at any time, and from time to time, at a duly convened meeting of Directors, to appoint a person to fill a casual vacancy. Directors appointed to fill a casual vacancy shall be deemed to fill a vacancy until the time that the person vacating the appointment would have remained as a Director but for the vacancy occurring.
- (p) A Director who is removed from office under clause 31(m) may not stand for or be re-appointed to the office of Director for a period of three (3) years from the date of removal from office.

32

Retirement and rotation of Directors

Initial Board upon adoption of Constitution

- (a) On the adoption of this Constitution the Directors in office at that time shall be sorted into the following groups, on the basis that that each Director shall be allotted into the same group that they were allotted to immediately prior to the adoption of this Constitution. The groups shall comprise:
 - (i) **Director Group A:** three (3) Appointed Directors and one (1) Expert Director.
 - (ii) **Director Group B:** two (2) Appointed Directors and one (1) Expert Director.

- (b) The names of the Appointed Directors and Expert Directors and which Director Group into which they are included shall be recorded in the minutes of the Board.

Rotation of Directors

- (c) All of the Initial Directors shall remain in office until at least the conclusion of the annual general meeting after the financial year of the Company ending in 2019 (the “**2019 Annual General Meeting**”).
- (d) Commencing on and from the 2019 Annual General Meeting, and then at each subsequent annual general meeting, each of the Directors in one of the Director Groups must retire from office.
- (e) The order of retirement of each Director Group under clause 32(d) is as follows:
 - (i) Director Group A; and
 - (ii) Director Group B; andThereafter, the order under clause 32(e)(i) and (ii) shall recommence.
- (f) Appointed Directors elected at an annual general meeting shall take office immediately following the end of the meeting at which they are elected. The retiring Appointed Directors remain in office until the conclusion of that meeting.
- (g) Expert Directors take office from the time of appointment in accordance with this Constitution. The retiring Expert Directors remain in office until the conclusion of the meeting at which they are required to retire by operation of this Constitution.
- (h) Directors appointed to fill a casual vacancy, as a replacement for a retiring Director or otherwise in accordance with this Constitution shall be determined to fill a vacancy in the position vacated for the purposes of determining that person's allocation into a Director Group (if applicable).

33

Vacation of office

- (a) The office of a Director becomes vacant, and a casual vacancy in that office is created, in any of the following circumstances:
 - (i) in the circumstances prescribed by the Law;
 - (ii) if an Insolvency Event occurs in relation to a Director;
 - (iii) if the Director becomes a Mentally Incapacitated Person;
 - (iv) if the Director is removed from office pursuant to this Constitution;
 - (v) if the Director is removed from office by the Members under the procedure prescribed in the Law;
 - (vi) if the Director resigns by notice in writing to the Secretary or refuses to act;

- (vii) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
 - (viii) dies; or
 - (ix) ceases to be a Member.
- (b) In circumstances of a casual vacancy in the office of any Director:
- (i) The remaining Directors may appoint a person as a Director; and
 - (ii) A person can be appointed as a Director under this clause in order to make up a quorum for a directors' meeting even if the total number of directors of the Company is not enough to make up that quorum.
- (c) Any appointment made pursuant to clause 33(b) shall be on terms determined by the remaining Directors subject to the requirements of this Constitution.

34 Chief Executive Officer

- (a) The Directors may from time to time appoint a chief executive officer of the Company for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- (b) The chief executive officer is not a Director and is not a member of the Board.
- (c) At any time while the chief executive officer remains appointed in that position he or she may not be appointed as a Director.
- (d) The chief executive officer must report to the Board on a regular basis and as and when required by the Board.
- (e) The chief executive officer must attend meetings of Directors if required by the Board to do so; however the chief executive officer is not entitled to vote on any resolution which is considered by the Board at any such meeting.
- (f) Nothing in this clause 34 shall be interpreted as restricting the Company's powers to employ any other person in any other position in accordance with the other provisions of this Constitution.

POWERS AND DUTIES OF DIRECTORS

35 Powers of Directors

- (a) Subject to the Law and this Constitution, the business of the Company shall be managed by the Directors who may exercise all powers of the Company, including but not limited to the making of rules, regulations, by-laws and all other decisions consistent with fulfilling the objects of the Company, which are not, by the Law or this Constitution, required to be exercised by the Company in general meeting.
- (b) No clauses, regulations or other decisions so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

- (c) Without limiting the generality of clause 35 the Directors may exercise all the powers of the Company to borrow money and to charge any property or business of the Company.

36 Appointment of Attorneys and Returning Officers

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board as may be specified by them and for such period and subject to such conditions as they think fit.
- (b) The President shall appoint a Returning Officer to act in respect of any election of Appointed Directors.

37 Negotiable instruments

All cheques and other negotiable instruments of the Company must be signed by at least two (2) Directors or by two (2) employees of the Company authorised to do so by the Board, or by a combination of Directors and such authorised employees of the Company.

MEETINGS OF DIRECTORS

38 Meetings

- (a) The Directors shall meet together as often as is necessary for the despatch of business of the Company and not less than six (6) times per year. The Directors may adjourn and otherwise regulate their meetings as they think fit.
- (b) Any two (2) Directors may, at any time, by written notice to the President request that a meeting of the Directors be convened. The President shall forthwith convene a meeting in accordance with such a request.
- (c) Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Reasonable notice of meetings of the Directors must also be given to:
 - (i) the chief executive officer in the event that the Directors require that the chief executive officer attends that meeting; and
 - (ii) the Secretary in the event that the Directors require that the Secretary attends that meeting.
- (d) Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.
- (e) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (iii) may be given in person or by post or by telephone, facsimile or other electronic means.

- (f) A Director may waive notice of any meeting of Directors by notifying the Company to that effect in person or by post, telephone, facsimile or other electronic means.
- (g) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director waived or waives notice of that meeting under clause 38(f) or has notified or notifies the Company of his or her agreement to that thing or resolution personally or by post, telephone, facsimile or other electronic means; or
 - (iii) the Director attended the meeting.
- (h) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

39 Meetings by technology

- (a) For the purposes of the Law, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a Board meeting:
 - (i) video;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or
 - (v) any combination of the technologies described in the above paragraphs.
- (b) A Director may withdraw the consent given under this clause in accordance with the Law.
- (c) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
 - (i) the participating Directors shall, for the purpose of every provision of this Constitution concerning meetings of the Directors, be taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

40 Quorum at meetings

A quorum for a meeting of Directors is the presence or, subject to clause 39, participation as permitted by the Law of at least four (4) Directors.

41 President

- (a) The chairperson of all meetings of the Board and the Company shall be the President appointed in accordance with clauses 31 and 32.
- (b) Where a meeting of Directors is held and:
 - (i) a chairperson has not been elected as provided by clause 41(a); or
 - (ii) the President is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,the Vice President shall preside unless clauses 41(b)(i) or 41(b)(ii) apply mutatis mutandis to the Vice President, in which case the Directors present shall elect one of their members to be the chairperson of the meeting.
- (c) The President does not have a casting vote in addition to any vote to which the President may be entitled as a Director.

42 Proceedings at meetings

Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority vote of Directors present and voting and any such decision shall for all purposes be taken to be a decision of the Board.

DIRECTORS' OWN INTERESTS

43 Disclosure of interests

- (a) A Director is not disqualified by the Director's office from contracting with the Company in any capacity.
- (b) A contract or arrangement made by the Company with a Director or in which a Director is in any way directly or indirectly interested shall not be avoided merely because the Director is a party to or interested in it.
- (c) A Director is not liable to account to the Company for any profit derived in respect of a matter in which the Director has a material personal interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director has:
 - (i) declared the Director's interest in the matter as soon as practicable after the relevant facts have come to the Director's knowledge; and
 - (ii) not contravened this Constitution or the Law in relation to the matter.

A general notice that the Director is an officer or member of a specified entity or organisation stating the nature and extent of the Director's interest in the entity or organisation shall, in relation to a matter involving the Company and that entity or organisation, be a sufficient declaration of the Director's interest, provided the extent of that interest is not materially greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice.

- (d) Subject to the Law, a Director may not vote in respect of a matter in which that Director has a material personal interest.
- (e) If the provisions of clause 43 and the Law have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement shall not in any way affect its validity.
- (f) Each Director must provide the Company with notification from time to time of that Director's interests for the purposes of this clause 43, which are required to be disclosed by the Director to the Company or the Board because:
 - (i) the Law requires the disclosure;
 - (ii) either this clause 43 or another provision of this Constitution requires disclosure; and / or
 - (iii) the interest is an interest which is personal to the Director, the existence of which has the capacity to influence the Director's consideration of, and vote on, a particular matter.
- (g) The Company shall maintain register of those interests of Directors notified to the Company from time to time.
- (h) Nothing in this clause 43 shall operate to limit the operation of the Corporations Act as it applies to the interests of members of the Board.

44 Disputes Between Members

- (a) Disputes between Members (arising in the capacity and context of the parties being Members) shall be resolved in accordance with the rules and regulations (including the member protection rules and policies) established by the Board.

45 Board Committees

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such number of them and / or other persons as the Directors may determine. A committee may consist of one or more persons. The President shall be an ex officio member of every committee established by the Directors.
- (b) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors. A power so exercised shall be taken to have been exercised by the Directors.
- (c) The number of members whose presence at a meeting of a committee is necessary to constitute a quorum is the number determined by the Directors and, if not so determined, is two (2). Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- (d) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Law to be made, entered and signed.

Written resolutions

- (a) If a document:
- (i) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
 - (ii) contains a statement that the signatories to it are in favour of that resolution;
 - (iii) the terms of the resolution are set out or identified in the document; and
 - (iv) has been signed by all of the Directors entitled to vote on that resolution,

a resolution in those terms is passed on the day on which and at the time at which the document was signed by such Directors and the document has effect as a minute of the resolution.

- (b) For the purposes of clause 46(a):
- (i) Two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute a document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
 - (ii) a facsimile or electronic mail which is received by the Company or an agent of the Company and is sent for or on behalf of a Director shall be taken to be signed by that Director not later than the time of receipt of the facsimile or electronic mail by the Company or its agent in legible form.

Defects in appointments

- (a) All acts done by any meeting of the Directors, committees of Directors or any person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- (b) Clause 47(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

MINUTES OF MEETINGS

48. The Directors shall cause minutes to be duly entered in books provided for the purpose:
- (a) of all appointments of officers;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all orders made by the Directors and of any committee of the Directors;

- (d) all resolutions of the Company; and
- (e) of all resolutions and proceedings of meetings of the Company, of all meetings of the Directors of the Company, and of all meetings of any committee of the Directors.

and such minutes, if purporting to be signed by the President of such meeting or by the President of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

49. Copies of all minutes shall be forwarded to the Secretary as soon as possible.

SECRETARY AND OTHER OFFICERS

50 Secretary

- (a) Subject to this clause, a Secretary of the Company holds office on the terms and conditions, as to remuneration (if any) and otherwise, as the Directors decide. A Secretary must be appointed at the first meeting of Directors after a vacancy in that office occurs and in compliance with the requirements of the Law.
- (b) The Directors may at any time terminate the appointment of a Secretary.
- (c) Nothing in clauses 50(a) or 50(b) or otherwise in this Constitution prevents the Directors from appointing more than one (1) Secretary provided that the Law permits such an appointment.

51 Other officers

- (a) The Directors may from time to time:
 - (i) create any other position or positions in the Company with such powers and responsibilities as the Directors from time to time confer; and
 - (ii) appoint any person, whether or not a Director to a position or positions created under clause 51(a)(i).
- (b) The Directors may at any time terminate the appointment of a person holding a position created under clause 51(a)(i) and may abolish the position.

EXECUTING DOCUMENTS

52 Execution of documents

- (a) Subject to clause 37, the Company may execute documents in any way that a public company is permitted to execute documents.

INSPECTION OF RECORDS, ACCOUNTS AND AUDIT

53 Inspection of records

- (a) The books and records of the Company shall be kept in the custody and control of the Secretary.
- (b) Subject to any applicable law, the Directors have the power to authorise a Member to inspect books of the Company (to the extent, at the time and places and under the conditions the Directors consider appropriate).
- (c) A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by the Law or authorised by the Directors.

54 Accounts and Reporting to Members

The Directors shall, subject to the requirements of the Law:

- (a) cause proper accounts and other records to be kept;
- (b) at the end of every financial year, cause financial statements to be prepared in relation to the Company's financial affairs;
- (c) cause those financial statements to be audited in time for them to be submitted to the next annual general meeting of the Company;
- (d) cause to be laid before each annual general meeting audited financial statements and the auditor's report for the last financial year that ended before the annual general meeting; and
- (e) as soon as practicable after the Company's annual general meeting, publish the Company's latest audited financial statements on the Company's website.

55 Audit and financial year

- (a) A properly qualified auditor or auditors shall be appointed to the Company to review the financial statements, the notes thereto and the Directors' declaration about the financial statements and the notes thereto and report to the Members on whether the auditor is of the opinion that the financial report is in accordance with the Law, complies with accounting standards and presents a true and fair view.
- (b) The financial year of the Company shall end on 30 June in each calendar year.

NOTICES

56 Notices generally

- (a) Any Member who has not left at or sent to the registered office a place of address, facsimile number or an electronic mail address (for registration in the Register) at or to which all notices and documents of the Company may be served or sent shall not be entitled to receive any notice.
- (b) A notice may be given by the Company to any Member by:

- (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register or the address supplied by the Member to the Company for the giving of notices;
 - (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
 - (iv) transmitting it electronically to the electronic mail address given by the Member to the Company for the giving of notices.
- (c) Notice to a Member whose address for notices is outside Australia shall be sent by electronic mail, and the Company shall not have any obligation to send any notice to any such Member by any other means.
- (d) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- (e) Where a notice is sent by facsimile or electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the business day after it is sent.

57 Notices of general meeting

- (a) Notice of every general meeting shall be given in the manner authorised by clause 56:
- (i) to every Member and to each Director; and
 - (ii) any other person entitled to receive such notice under this Constitution or by operation of the Law
- (b) Except as required by the Law, no other person is entitled to receive notice of general meetings.

INDEMNITY

58 Indemnity and insurance

- (a) To the extent permitted by law and without limiting the powers of the Company, the Company must indemnify each person who is, or has been, a Director or Secretary or officer of the Company against any liability which results from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:
- (i) to any person (other than the Company or a related body corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (ii) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application

in relation to such proceedings in which the court grants relief to the person under the Law

- (b) The Company need not indemnify a person as provided for in clause 58(a) in respect of a liability to the extent that the person is entitled to the benefit of an indemnity in respect of that liability under a contract of insurance.
- (c) To the extent permitted by law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
 - (i) documentary indemnity in favour of; or
 - (ii) insurance policy for the benefit of;a person who is, or has been, a Director, Secretary, employee or other officer of the Company.
- (d) The benefit of each indemnity given in clause 58(a) continues, even after its terms or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

Appendix A

Notice of Proxy

To: The Company Secretary
The Cat Protection Society of NSW Limited
103 Enmore Road
NEWTOWN NSW 2042

[NAME OF MEMBER] hereby appoints [NAME OF PROXY] of [ADDRESS OF PROXY] as proxy to vote on [NAME OF MEMBER]'s behalf at the meeting of The Cat Protection Society of NSW Limited to be held on [DATE OF MEETING] and any adjournment thereof.

The Cat Protection Society of NSW Limited Constitution – Clause 26

	RESOLUTION IN NOTICE OF MEETING	HOW PROXY IS TO VOTE
1		
2		
3		
4		
5		

Signed:

Dated:

Appendix B

Rules Governing Elections

Part A

BALLOT PAPERS IN CAT PROTECTION SOCIETY ELECTIONS

Note: The capitalised terms used in this Part A of Appendix B are ascribed the same meanings as given to those terms in clause 1 of the Constitution of The Cat Protection Society of NSW Limited unless expressly stated to the contrary.

Informal Ballot Papers

1 The following rules shall apply in the conduct of any election provided for pursuant to the Constitution of the Company or otherwise conducted by the Company:

(a) Subject to the provisions of Rule 2 below, a ballot paper shall be informal if:

- (i) it is not authenticated by the initials of the presiding Returning Officer.
- (ii) it is not an original ballot paper.
- (iii) (in the case of a preferential election) the voter makes any mark or obliteration to the ballot paper other than writing consecutive ascending numbers in the squares adjacent to each candidate's name printed on the ballot paper for the purpose of the voter indicating his first preference (being the candidate indicated by the voter writing the number "1" inside the square adjacent to that candidate's name) and then his order of preference for all the other remaining candidates (by the voter writing the number "2" inside the square adjacent to the voter's second preference, number "3" inside the square adjacent to the voter's third preference, et cetera).
- (iv) (in the case of a first-past-the-post or affirmative / negative elections) if the voter makes any mark or obliteration on the ballot paper other than indicating his preferred candidate or his affirmative or negative vote in respect of each candidate.
- (v) It has no vote indicated on it, or does not indicate the voter's first preference for one candidate and an order of preference for all the remaining candidates, provided that:
 - (1) where the voter has indicated a first preference for one candidate and an order of preference for all the remaining candidates except for a single candidate and where the square opposite that single candidate is left blank, it shall be deemed that the voter's preference for that single candidate is the voter's last preference in the order of preferences and accordingly the voter shall be deemed to have indicated a preference for all the candidates in the election; and

- (2) where there are two candidates only and the voter has indicated a first preference vote for one candidate and where the square opposite the other candidate is left blank, it shall be deemed that the voter's preference for that other candidate is the voter's last preference and accordingly the voter shall be deemed to have indicated a preference for both candidates in the election.

- (vi) It has upon it any mark, obliteration or writing by which, in the opinion of the Returning Officer, the voter can be identified.

Returning Officer Amendment to Ballot Paper Not to Render Ballot Paper Informal

- 2 Any mark or obliteration on the face of a ballot paper, which is made and appropriately initialled by the Returning Officer for the purpose of denoting which candidates, whose names are listed on the ballot paper, are properly entitled to stand for election to the office that the named person is listed as a candidate for, shall be deemed to be a valid amendment to the ballot paper which shall not render the ballot paper informal for the purposes of Rule 1 above.

Part B

Voting Rules

In the conduct of any election provided for under the provision of this Constitution a Returning Officer shall act in accordance with the following procedures.

Preferential Voting for Appointed Directors

- 1 In the case of the election of one (1) candidate only:
- (a) A candidate who receives the number of first preference votes greater than half the total number of formal ballot papers shall thereupon be elected.
 - (b) Where no candidate has received an absolute majority of first preference votes in accordance with clause 1(a), the Returning Officer shall proceed with scrutiny as follows:
 - (i) The candidate who receives the fewest first preference votes shall be excluded, and each ballot paper counted to him shall be counted to the candidate next in the order of the voter's preference; and
 - (ii) Then, if no candidate has an absolute majority of votes, the process shall be repeated by excluding the next candidate who has the fewest votes, and counting each of his ballot papers to the unexcluded candidates next in the order of the voter's preference, until one candidate has an absolute majority of votes and is elected
- 2 In any case where two (2) or more candidates are to be elected:
- (a) The votes shall be classified into two (2) categories as follows:
 - (i) The preference votes to the number of vacancies to be filled shall be termed the 'Primary Votes', and shall have

equal value in the first count and be credited to the candidate for whom they are cast, regardless of whether they are marked as first, second or third preference, et cetera, according to the number of vacancies for which the election is held and the votes cast.

- (ii) The preference votes beyond those votes referred to at clause 2(a)(i) above shall be termed the 'Secondary Votes', and shall rank in accordance to their numerical order.
- (b) The Primary Votes shall first be counted and a list shall be prepared of the candidates in order to the according to the Primary Votes cast for them. The candidate who polls the fewest Primary Votes shall be excluded from the election.
- (c) Each ballot paper on which the candidate excluded in accordance with clause 2(b) received the first preference of the Primary Vote shall then be scrutinised as regards the Secondary Votes, and the next available Secondary Vote preference on each of these ballot papers shall be added to the total credited to each unexcluded candidate on the first count.
- (d) On the conclusion of the second count the candidate then lowest on the list of polling candidates shall be excluded. Each ballot on which such candidate received the first preference Primary Vote shall be scrutinised as regards to the Secondary Votes, and the next available Secondary Vote preference on each ballot paper shall be added to the total credited to the respective remaining candidates from the first and second counts. Should the next available Secondary Preference vote be cast in favour of an excluded candidate, it shall be disregarded, and the next available Secondary Vote preference cast in favour of a remaining candidate shall be added to the total credited for that candidate. This process of exclusion and distribution of Secondary Vote preferences shall be repeated until only the number of candidates to fill the vacancies for which the election has been held remain.
- (e) In the case of an equality of votes during the progress of the count, that candidate shall be excluded who has the lower number of higher preference votes, for which purpose the whole of the preference on the ballot form shall rank according to the numerical order. That is, the candidate who has the lowest progressive total at the previous count is excluded. In the event of there still being equality the position at the second last count is taken and this procedure is repeated back to the first count if necessary. In the event that there remains an equality of votes, the President shall decide by their casting vote which candidate shall be excluded.
- (f) Where, in this Constitution or in any Rules or Regulations made thereunder, provision is made for the election of a deputy member of a Committee or sub-committee, the election of that deputy member shall be conducted by a separate ballot immediately after the election of the members of the Committee or sub-committee.