

# **Wildlife Health Australia Inc**

An incorporated association under the Associations Incorporation Act 2009 (NSW)

**18<sup>th</sup> December, 2015**

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## Objects

The principal objects of WHA are the protection and enhancement of the natural environment by any means including:

- (a) participating in research, investigating, monitoring, surveillance and recording of wildlife disease events in Australia to support:
  - (i) prevention of, preparedness for and response to wildlife diseases;
  - (ii) maintenance of national wildlife health information datasets;
  - (iii) wildlife health intelligence and decision making in Australia;
  - (iv) Australia's understanding of potential international wildlife health risks to our animals and people;
  - (v) capacity building in wildlife health across Australia through communication, education and training;
  - (vi) a long-term sustainable wildlife health framework for Australia;
  - (vii) the advancement of the natural environment and the natural ecosystems across Australia; and
  - (viii) a national wildlife health network of technical expertise, extending across zoos, universities, private veterinary practices, wildlife carer groups, hunters and fishers, coordinated across federal and state government agencies and non-government organisations;
- (b) making research outcomes of WHA available to the public;
- (c) establishing and maintaining a public fund to be called the **Wildlife Health Australia Public Fund** for the specific purpose of supporting the environmental objects/purposes of WHA. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth); and
- (d) doing such other things as are incidental or conducive to the attainment of these objects.

# Constitution

## Part 1 – Preliminary

### 1. Definitions

(1) In this constitution:

**Animal Biosecurity Department** means the Commonwealth Department for the time being responsible for animal biosecurity, presently the Department of Agriculture and Water Resources.

**constitution** means this constitution and the objects of WHA, as amended from time to time.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Management Committee** means the governing body of WHA and which is the committee for the purposes of the Act.

**member** means a member for the time being of WHA, whether or not entitled to vote at a general meeting.

**membership period** means a two year period (or part of that period) commencing six months prior to the election of each new Management Committee.

**organisation** means a company, corporation, association, body corporate, partnership, government or statutory authority or other legal body (other than an individual).

**public officer** means the person holding office under this constitution as public officer of WHA.

**special general meeting** means a general meeting of WHA other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009* (NSW).

**the Regulation** means the *Associations Incorporation Regulation 2010* (NSW).

**voting member** means a member for the time being of WHA who is entitled to vote at a general meeting.

**WHA** means the association incorporated under this constitution known as “Wildlife Health Australia Inc”.

**wildlife** includes populations of native and feral animals, including amphibians, reptiles, birds, mammals and free-living fish.

**wildlife diseases** includes emerging, emergency and zoonotic animal diseases and diseases that can threaten biodiversity in Australia.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty, and

(c) a reference to a person includes a natural person (individual), company, corporation, body corporate or other body (whether or not the body is incorporated), and

(d) a reference to an authority, institution, association or body (“**original entity**”) that has ceased to exist, been reconstituted, renamed or replaced or whose powers or functions have been transferred to another entity, is a reference to the entity that most closely serves the purposes or objects of the original entity.

(3) The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## Part 2 - Membership

### 2. Membership generally

(1) The table below sets out the classes which comprise the membership of WHA, together with the qualifications and rights associated with each class.

Class	Class qualification	Class rights
Funding Member	<p>An organisation which is providing substantial funding to WHA.</p> <p>In this table item, “substantial funding” means either:</p> <p>(a) \$100,000 (excluding GST) or more in committed or expended funding in the current financial year, or</p> <p>(b) \$300,000 (excluding GST) or more over the last three financial years.</p> <p>If a funding member ceases to meet these class qualifications, the member will be transferred to the organisational member class.</p> <p>For the purposes of this membership class, government departments will be deemed to be separate organisations.</p>	<p>Has the right to attend, vote at and participate in the requisition of general meetings.</p> <p>Has the right to elect person(s) to the Management Committee pursuant to clause 14(1)(a).</p>
Organisational Member	<p>An organisation with an interest in wildlife disease prevention and who agrees to pay a membership subscription.</p> <p>For the purposes of this membership class, government departments will be deemed to be separate organisations.</p>	<p>Subject to payment of a membership fee</p> <p>(1) has the right to attend, vote at and participate in the requisition of general meetings through the organisational member’s representatives, and</p> <p>(2) has the right to elect persons to the Management Committee pursuant to clause 14(1)(d).</p>
Invited Member	<p>Individuals who are not WHA members but have been invited to join WHA by the Management Committee.</p>	<p>Has the right to attend, vote at and participate in the requisition of general meetings.</p> <p>Will not be required to pay a membership fee.</p>
Individual Member	<p>An individual with an interest in wildlife disease prevention, who has been an associate member for at least two full financial years and who agrees</p>	<p>Subject to payment of a membership fee:</p> <p>(1) has the right to attend, vote at and participate in the requisition</p>

	to pay a membership subscription	of general meetings, and (2) has the right to elect a member to the Management Committee pursuant to clause 14(1)(c).
Associate Member	An individual with an interest in wildlife disease prevention	Has the right to attend but not vote at annual general meetings. May be invited to attend but not vote at special general meetings. Will not be required to pay a membership fee.

(2) A person is eligible to be a member of WHA if:

- (a) the person meets the class qualifications set out in the table to subclause (1) for the class of membership sought, and
- (b) the person has applied for membership of WHA in accordance with clause 3 and been approved.

(3) An organisational or funding member may appoint up to five individuals to represent the member at a general meeting. The organisational member may replace any or all of its appointed representatives at any time by giving written notice to the public officer. For the purposes of this constitution, an organisational or funding member is deemed to be personally present when any of its representatives are personally present. If multiple representatives attend, then:

- (a) only a single representative determined by the member will have a vote on a show of hands.

(4) Overseas individuals or organisations will only have the rights of Associate Members unless they have been invited onto the Management Committee as an Invited Member.

### **3. Application for membership**

(1) An application of a person for membership of WHA:

- (a) must be made in writing in the form and in the manner determined by the Management Committee, and
- (b) without limiting clause 48, must include an agreement by the applicant to be bound by the confidentiality principles (as determined by the Management Committee) applying to information provided through WHA and to ensure that the officers, employees and agents of the applicant comply with the confidentiality principles, and
- (c) must be lodged with the public officer of WHA.

(2) As soon as practicable after receiving an application for membership including funding membership, the public officer must refer the application to the Management Committee. The Management Committee must determine whether to approve or to reject the application in its absolute discretion. Where an applicant qualifies for multiple classes of membership, the Management Committee may, in its absolute discretion, determine which class it deems to be most suitable for the applicant.

(3) As soon as practicable after the Management Committee makes that determination, the public officer must:

- (a) notify the applicant, in writing, that the Management Committee approved or rejected the application (whichever is applicable) and if the applicant was approved, the applicant's class of membership, and

- (b) if the Management Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as a membership fee (if applicable), and
  - (c) on payment by the applicant of the amounts referred to in subclause (3)(b) within the period referred to in that provision (if applicable), enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of WHA.
- (4) A Member may apply for a change of membership class. Subclauses (2), (3) and (5) with applicable changes, will apply to an application for a membership class change.
- (5) The determination of the Management Committee in respect of an applicant's application and the applicant's membership class is final. The Management Committee is not required to provide reasons for its determination.

#### **4. Cessation of membership**

A person ceases to be a member of WHA if the person:

- (a) in the case of an individual – dies or is declared bankrupt, or
- (b) resigns membership in accordance with clause 6, or
- (c) is expelled from WHA in accordance with clause 11, or
- (d) ceases to be eligible to be a member, or
- (e) in the case of an organisation – is insolvent, or is being wound up or deregistered, or has a receiver, administrator, manager, liquidator or other controller (howsoever described) appointed over the organisation or a substantial part of its assets, or
- (f) fails to pay the membership fees under clause 8 within 3 months after the fee is due, or
- (g) in the case of a member who is not required to pay any membership fees – does not apply to renew the person's membership for a further period of membership before the member's current period of membership expires. The period of membership is every two year period (or part of that period) commencing six months prior to the election of each new Management Committee.

#### **5. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of WHA:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### **6. Resignation of membership**

- (1) A member of WHA may resign from membership of WHA by first giving to the public officer written notice of at least one month (or such other period as the Management Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of WHA ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the public officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7. Register of members**

- (1) The public officer of WHA must establish and maintain a register of members of WHA specifying the name and postal address and principal place of business of each person who is a member of WHA, the date on which the person became a member, the class of

membership, and the contact details of the member's representatives (for organisational or funding members).

- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of WHA, or
  - (b) if WHA has no premises, at WHA's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of WHA during business hours.
- (4) A member of WHA may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person. However, a member may use information about a person obtained from the register for:
  - (a) the purposes of sending the person a notice in respect of a meeting or other event relating to WHA or other material genuinely relating to WHA or its management, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Membership fees**

- (1) A member of WHA, being in a class of membership which may require the payment of membership fees, must pay to WHA the membership fee for each membership period (or part thereof).
- (2) The membership fee will be nil unless the Management Committee sets some other amount.
- (3) The membership fee must be paid as a single non-refundable payment in advance for the membership period unless the Membership Committee determines that it must be paid at some other time or times or in some other manner.
- (4) A membership class may pass an ordinary resolution to revoke a membership fee set by the Management Committee which exceeds the membership fee for the previous membership period by more than 6%. If such a resolution is passed, the previous undisputed membership fee, plus 6%, will apply to the membership class.
- (5) The Management Committee may, in its absolute discretion, reduce or waive the membership fee payable by a member:
  - (a) in special circumstances determined by the Management Committee, and
  - (b) in the case of members who join during a membership period.

## **9. Members' liabilities**

The liability of a voting member of WHA to contribute towards the payment of the debts and liabilities of WHA or the costs, charges and expenses of the winding up of WHA is limited to \$1. Members who are not voting members are not required to contribute.

## **10. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of WHA, or a dispute between a member or members and WHA, are to be referred to a mediator agreed by the parties to the dispute, or in the absence of agreement, by a mediator nominated by the President of the Law Council of Australia (or his or her nominee).
- (2) If a dispute is not resolved by mediation within 3 months of the referral under subclause (1), any party to the dispute may commence proceedings.



- (3) A party to the dispute must not commence proceedings unless that party has complied with this clause 10, except in the case of a party seeking urgent interlocutory relief.

## **11. Disciplining of members**

- (1) A complaint may be made to the Management Committee by any person that a member of WHA:
- (a) has refused or neglected to comply with a provision or provisions of this constitution or any WHA by-laws or codes of conduct made by the Management Committee which are binding on members, or
  - (b) has not complied with the agreement made under clause 3(1)(b), or the officers, employees and agents of the member have not complied with the confidentiality principles, or
  - (c) in the case of individuals – has acted in a manner prejudicial to the interests or reputation of WHA or unbecoming of a member, or
  - (d) in the case of members (other than funding members) who are not individuals – the officers, employees or agents of the member have acted in a manner prejudicial to the interests or reputation of WHA or unbecoming of a member.
- (2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the complaint, the Management Committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Management Committee may decide to expel the member from WHA or suspend the member from membership of WHA if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Management Committee expels or suspends a member, the public officer must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the decision concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the decision is confirmed under clause 12, whichever is the later.

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to a disciplinary appeal committee against a decision of the Management Committee under clause 11, within 7 days after notice of the decision is served on the member, by lodging with the public officer a notice to that effect. The disciplinary appeal committee will consist of:
- (a) an independent chair, who will be a suitably qualified lawyer nominated by the President of the Law Council of Australia (or his or her nominee), and

- (b) at least two further persons selected by the Management Committee who have not been involved with the original decision of the Management Committee.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the public officer must notify the Management Committee which is to convene the disciplinary appeal committee and schedule a hearing within 56 days after the date on which the public officer received the notice.
- (4) At a disciplinary appeal committee hearing convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Management Committee (or nominee) and the member must be given the opportunity to state their respective cases orally or in writing, or both.
- (5) The appeal is to be determined by a unanimous decision of the disciplinary appeal committee.

## **Part 3 - The Management Committee**

### **13. Powers of the Management Committee**

Subject to the Act, the Regulation and this constitution and to any resolution which may under the Act, the Regulations and this constitution be passed by WHA in general meeting, the Management Committee:

- (a) is to control and manage the affairs of WHA, and
- (b) may exercise all such functions as may be exercised by WHA, other than those functions that are required by this constitution to be exercised by a general meeting of members of WHA, and
- (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of WHA, and
- (d) has the power to make by-laws, regulations, policies or codes of conduct for the proper conduct of WHA which will be binding on members to the extent not inconsistent with this constitution.

### **14. Composition and membership of the Management Committee**

(1) The Management Committee will comprise between six and ten persons as follows:

- (a) up to three persons elected by the funding members to represent them. The number of positions will be determined as follows:

<b>Number of funding members</b>	<b>Number of Management Committee positions</b>
0	0
1	1
2	2
3	3
4 or more	3

- (b) a nominee or representative for the time being of the Animal Health Committee which comprises primarily the chief veterinary officers of the Commonwealth, states and territories, and New Zealand. The nominee or representative cannot be an officer or employee of the Commonwealth of Australia, and
  - (c) one individual member elected by and from the individual members, and
  - (d) three persons elected by the organisational members. Each organisational member wishing to stand is to nominate a representative. The organisational members will then vote on which three organisational members and their representatives they wish to represent them. And
  - (e) up to two Management Committee members appointed pursuant to clause 15.
- (2) The office bearers of WHA are the chair and the deputy chair. The term of office bearers will be determined by the Management Committee. The office bearers will be elected by and from the Management Committee, provided that the chair will be determined by the Animal Biosecurity Department while that department is a funding member.
- (3) Nominations of candidates for any elections required by this clause 14 must be in the form determined by the Management Committee and must be received at least 21 days before the annual general meeting preceding the vacancy to arise on 1 January.

- (4) If the number of nominations of candidates for election does not exceed the number of vacancies which will arise the candidates so nominated shall be declared duly elected at the annual general meeting to commence on 1 January.
- (5) If the number of nominations of candidates exceeds the vacancies, balloting lists containing in alphabetical order the names of the candidates nominated and one such list shall be delivered at least 14 days before the annual general meeting to each voting member in the relevant membership class.
- (6) The result of any elections shall be declared at the annual general meeting. Each person elected to the Management Committee will take office for a period of 2 years from 1 January immediately following the election result being declared.
- (7) The elections required under this clause 14 will first apply to the annual general meeting to report on the financial year ending 30 June 2014, and then every subsequent annual general meeting following which a vacancy will arise.

### **15. Appointment of Management Committee members**

For the purposes of clause 14(f), the Management Committee may co-opt onto the Management Committee up to two individuals on the basis of their skills and expertise. The co-opted member cannot be an officer or employee of the Commonwealth of Australia. At the time of making the appointment, the Management Committee must determine:

- (a) the period of the co-opted Management Committee member appointment of up to 2 years, and
- (b) other terms and conditions of the appointment.

### **16. Public officer**

- (1) The public officer of WHA must, as soon as practicable after being appointed as public officer, lodge notice with WHA of his or her address.
- (2) It is the duty of the public officer to ensure that minutes are kept of:
  - (a) all appointments of office-bearers and members of the Management Committee and its sub-committees, and
  - (b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting, and
  - (c) all proceedings at Management Committee meetings, sub-committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) It is the duty of the public officer of WHA to ensure:
  - (a) that all money due to WHA is collected and received and that all payments authorised by WHA are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of WHA, including full details of all receipts and expenditure connected with the activities of WHA.

### **17. Executive officer**

The Management Committee may appoint an executive officer or chief executive officer for such term and at such remuneration and upon such conditions as it may think fit. The officer may be removed by decision of the Management Committee. The officer may be appointed to be the public officer.

## **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member (or any of its appointed representatives) of WHA to fill the vacancy.
- (2) A casual vacancy in the office of a member of the Management Committee occurs if the member:
  - (a) dies, or
  - (b) resigns or otherwise ceases his or her position or involvement with the member he or she was elected to represent, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the public officer, or
  - (e) becomes a mentally incapacitated person, or
  - (f) is absent without the consent of the Management Committee from 3 consecutive meetings of the Management Committee, or
  - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months or other indictable offence, or
  - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth, or
  - (i) is prohibited from being a responsible person of a registered charity under the *Australian Charities and Not-for-profits Commission Act 2012*.

## **19. Removal of Management Committee members**

- (1) WHA in general meeting may by special resolution remove any member of the Management Committee from the office before the expiration of the person's term of office. The resulting vacancy may be filled by ordinary resolution of the relevant class of membership or other person having the power to fill the office of the person so removed.
- (2) The members in a relevant class of membership may by special resolution remove any member of the Management Committee which that class of membership elected to the Management Committee and may by resolution appoint another person to hold office until the expiration of the term of office of the person so removed.

## **20. Management Committee meetings and quorum**

- (1) The Management Committee must hold at least 2 meetings (at least one of which must be face to face) in each period of 12 months, at such place and time as the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the chair (or the deputy chair, in the chair's absence) as considered necessary or upon the request of 3 members of the Management Committee.
- (3) Oral or written notice of a meeting of the Management Committee must be given by the public officer to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Management Committee members present at the meeting by three quarters majority agree to consider.

- (5) Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (6) No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Management Committee:
  - (a) the chair or, in the chair's absence, the deputy chair is to preside, or
  - (b) if the chair and the deputy chair are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.

## **21. Sub-committees and delegation**

- (1) The Management Committee may establish one or more sub-committees consisting of such members or non-members of WHA as the committee thinks fit. Each sub-committee may be a standing or ad-hoc committee reporting to or advising the Management Committee.
- (2) The Management Committee may, by instrument in writing, delegate to a sub-committee the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (3) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (4) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (5) Despite any delegation under this clause, the Management Committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (7) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (8) The Management Committee may determine each sub-committee's terms of reference, and the sub-committee must comply with any other requirements set out in its terms of reference. The terms of reference may entitle the chair or the deputy chair to be an ex-officio member or observer of the sub-committee. The sub-committee may otherwise meet and adjourn as it thinks proper.

## **22. Voting and decisions**

- (1) Voting, decisions and operating procedures of the Management Committee or any sub-committee (unless otherwise set out in its terms of reference) appointed by the Management Committee will be by all Management Committee members in attendance all being in favour or abstaining and with none against. As a consequence, the

chairperson of a Management Committee meeting does not have a second or casting vote.

- (2) The Management Committee or any sub-committee appointed by the Management Committee must act in good faith and for a proper purpose in determining matters before them, having regard to the best interests of the members to achieve WHA's objects.
- (3) Provided that all Management Committee members have received due notice and have had an opportunity to participate, the abstention of a Management Committee member whether present or not does not negate the operation of a consensus decision and the decision will be a decision of the Management Committee.
- (4) Negotiation and compromise is encouraged while seeking to reach consensus. The Management Committee may establish internal policies regarding the meaning and process to attain consensus.
- (5) If a meeting of the Management Committee cannot, after honest effort, arrive at a consensus decision, the Management Committee may:
  - (a) Refer the matter to a sub-committee or expert(s) for further advice to, and consideration by, the Management Committee.
  - (b) Arrive at a decision based on a vote (using a process to be decided by the Management Committee).
  - (c) Use another process as agreed by the Management Committee.
- (6) Details of discussions are to remain within the Management Committee or any sub-committee appointed by the Management Committee. Decisions by the committee or any sub-committee appointed by the Management Committee can be communicated beyond with the approval of the Management Committee.
- (7) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.
- (8) Any Management Committee member who is in any way, directly or indirectly, interested in any contract or arrangement or proposed contract or arrangement with WHA or any actual or proposed exercise by WHA of any of its powers and functions, must declare the nature of such interest before the consideration of such matter and must not, unless the remaining members of the Management Committee otherwise decide otherwise:
  - (a) be present while the matter is being considered, or
  - (b) vote on the matter.

## **Part 4 - General meetings**

### **23. Annual general meetings - holding of**

- (1) WHA must hold its annual general meetings:
  - (a) within 6 months after the close of WHA's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (2) An annual general meeting may be held with use of technology that allows a member using the technology and the members present at the meeting to clearly and simultaneously communicate with each other. A member in attendance using that technology will be deemed to be physically present at the meeting.

### **24. Annual general meetings - calling of and business at**

- (1) The annual general meeting of WHA is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Management Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to receive and consider the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, and
  - (b) to receive from the Management Committee reports on the activities of WHA during the last preceding financial year, and
  - (c) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **25. Special general meetings - calling of**

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of WHA.
- (2) The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of voting members (including at least one funding member, if any), convene a special general meeting of WHA.
- (3) A requisition of voting members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the public officer, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the voting members making the requisition.
- (4) If the Management Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of voting members for the meeting is lodged with the public officer, any one or more of the voting members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a voting member or voting members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.
- (6) A special general meeting may be held with use of technology that allows a member using the technology and the members present at the meeting to clearly and



simultaneously communicate with each other. A member in attendance using that technology will be deemed to be physically present at the meeting.

- (7) Despite clause 23(3) and subclause (6), at least one general meeting every financial year should be conducted primarily as a face-to-face meeting.

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of WHA, the public officer must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member entitled to receive notice of the relevant meeting specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of WHA, the public officer must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member entitled to receive notice of the relevant meeting specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24(2).
- (4) A voting member desiring to bring any business before a general meeting may give notice in writing of that business to the public officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the voting member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of voting members is present in person or by representative during the time the meeting is considering that item.
- (2) Five voting members (including at least one funding member, if any) or 5% of the voting members, whichever is achieved, present constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of voting members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members entitled to receive notice of the original meeting given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting and the meeting is an annual general meeting, the voting members present (being at least 3, including at least one funding member, if any) are to constitute a quorum.

## **28. Chairperson**

- (1) The chair or, in the chair's absence, the deputy chair, is to preside as chairperson at each general meeting of WHA.
- (2) If the chair and the deputy chair are absent or unwilling to act, the voting members present must elect one of their number to preside as chairperson at the meeting.

## **29. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of voting members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the public officer must give written or oral notice of the adjourned meeting to each member of WHA entitled to receive notice of the relevant meeting stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. Making of decisions**

- (1) A question arising at a general meeting of WHA is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more voting members present at the meeting decide that the question should be determined by ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of WHA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **31. Special resolutions**

A special resolution may only be passed by WHA in accordance with section 39 of the Act.

## **32. Voting**

- (1) On any question arising at a general meeting of WHA a voting member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

## **33. Proxy votes**

- (1) A voting member may appoint another voting member as his or her proxy to vote and speak on the first member's behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) A voting member may act as proxy for no more than three other voting members.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on the appointing member's behalf, otherwise the proxy may vote on behalf of the appointing member in any matter as the proxy sees fit.
- (5) The proxy form must be in the form approved by the Management Committee.
- (6) A form appointing a proxy is of no effect unless it is received by WHA no later than 48 hours before the commencement of the meeting.

### **34. Postal ballots**

- (1) WHA may hold a postal ballot to determine any issue or proposal.
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- (3) Where a postal ballot is deemed to be impractical by the Management Committee, it may otherwise be conducted electronically.

## **Part 5 - Miscellaneous**

### **35. Insurance and indemnities**

(1) In this clause “officer” means:

- (a) a member of the Management Committee, and
- (b) a person, such as an executive officer or chief executive officer, who makes, or participates in making, decisions that affect the whole of WHA, or has the capacity to affect the financial standing of WHA.

(2) To the extent permitted by law, WHA indemnifies every person who is or has been an officer out of the assets of WHA against any liability incurred by the officer in or arising out of the conduct of the affairs or business of WHA, or in or arising out of the discharge of the duties of the officer, unless such liability arises out of conduct involving a lack of good faith.

(3) Without limiting subclause (2), WHA may to the extent permitted by law execute a deed in favour of any officer or former officer to whom subclause (2) applies to confirm the indemnities in subclause (2). Subclause (2) applies irrespective of whether any such deed is executed.

(4) To the extent permitted by law, WHA may (but is not obliged to) pay, or agree to pay insurance premiums for any directors or officers liability insurance which may cover liability incurred by officers in, or arising out of, the conduct of the business of WHA, or in or arising out of, the discharge of the duties of the officer.

### **36. Funds - source**

(1) The funds of WHA are to be derived from membership fees, donations, grants, contracts, service level agreements and such other sources as the Management Committee determines.

(2) All money received by WHA must be deposited as soon as practicable and without deduction to the credit of WHA’s bank or other authorised deposit-taking institution account.

(3) WHA must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. Funds - management**

(1) The funds of WHA are to be used in pursuance of the objects of WHA in such manner as the Management Committee determines.

(2) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of WHA and not be influenced by the preference of the donor.

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management Committee or employees of WHA, being members or employees authorised to do so by the Management Committee.

### **38. Change of name, objects and constitution**

An application to the Director-General for registration of a change in WHA’s name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Management Committee member.

### **39. Custody of books etc**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to WHA.

#### **40. Inspection of books etc**

(1) Subject to subclause (3), the following documents must be open to inspection, free of charge, by a voting member of WHA during business hours:

- (a) this constitution, and
- (b) reports tabled at an annual general meeting and minutes of general meetings of WHA.

however the voting member is not entitled to access the following unless the Management Committee decides otherwise:

- (c) records, books and other financial documents of WHA, and
- (d) minutes of all Management Committee meetings, sub-committee meetings of WHA.

(2) A member of WHA may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

(3) Without limiting subclause (1)(c) and (1)(d), the Management Committee may refuse to permit a voting member to inspect records of WHA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of WHA.

#### **41. Service of notices**

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **42. Financial year**

The financial year of WHA is:

- (a) the period of time commencing on the date of incorporation of WHA and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of WHA, commencing on 1 July and ending on the following 30 June.

#### **43. Not-for-profit**

(1) The assets and income of WHA are to be applied solely in the furtherance of its objects. No portion of the WHA's assets and income are to be distributed directly or indirectly to its members by way of fee, salary, dividend, bonus or otherwise.

(2) The members of the Management Committee will not be entitled to be paid fees for their service on the Management Committee (eg sitting fees).

- (3) Nothing in subclauses (1) and (2) prevents the payment in good faith to a Management Committee member or member:
- (a) of remuneration for any services to WHA in the ordinary and usual course of business,
  - (b) for goods supplied in the ordinary and usual course of business,
  - (c) of fair or reasonable interest at a commercial rate on money borrowed from a member or Management Committee member,
  - (d) of reasonable rent for premises let by a member or Management Committee member in the ordinary course of their business, or
  - (e) of any sum permitted to be paid under clause 35,
- provided that any such payment, or any other payment permitted by this constitution, made or proposed to be made to a Management Committee member, has been approved by the Management Committee (in any generic or specific case).
- (4) Nothing in subclauses (1) and (2) prevents the reimbursement for out-of-pocket expenses incurred in carrying out the duties of a Management Committee member where payment does not exceed any amount approved by the Management Committee (in any generic or specific case).

#### **44. Dissolution clause**

- (1) Subject to clause 46, upon WHA being dissolved or wound up, any surplus that remains (after such dissolution and the payment of all debts and liabilities) is to be transferred to another fund authority or institution.
- (a) having objects similar to the objects of WHA and which are charitable at law,
  - (b) whose rules prohibit 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 WHA under or by virtue of clauses 43 and 44, and
  - (c) if WHA is endorsed by the Commissioner for Taxation as income tax exempt — those other institutions are also currently endorsed as income tax exempt on the same basis.
- (2) The fund, authority or institution will be determined by the voting members at or before the time of dissolution or winding up.

#### **45. Amendment of constitution**

- (1) WHA may amend this constitution and its objects by special resolution in general meeting, subject to following subclauses.
- (2) Any amendment to Clause 14(1)(a) or this subclause (2) of this constitution, will not take effect unless a majority of the funding members (if any) are in favour of the proposed amendment.
- (3) Any amendment which has the effect of amending clause 47 or this subclause (3) will not take effect unless written consents have been obtained from all government departments, public authorities or councils which have provided property to WHA.

#### **46. Revocation**

Where WHA has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the Income Tax Assessment Act 1997, then where:

- (1) WHA is wound up;
- (2) the fund is wound up; or

(3) the endorsement under Subdivision 30-BA of the Income Tax Assessment Act 1997 is revoked;

then any surplus assets of WHA or the public fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with clause 44 and is an endorsed deductible gift recipient.

#### **47. Government grants and assets**

An asset or part of an asset of WHA consisting of property supplied by a government department, public authority or council, including the unexpended portion of a grant, must be returned to:

- (a) the department, authority or council that supplied the property, or
- (b) a body nominated by that department, authority or council.

#### **48. Confidentiality and intellectual property**

In the furtherance of WHA's activities, WHA may provide Management Committee members (and any organisation they represent under this constitution) and members (and their officers, employees, agents, contractors), access to sensitive, commercial-in-confidence or confidential information ("**information**"). Each Management Committee member and member must ensure that a recipient from them of such information:

- (a) will keep the information confidential, and will not disclose the information to any other person unless:
  - (1) the person is a permitted recipient with a need to know,
  - (2) disclosure is required by law or government policy,
  - (3) disclosure is with WHA's prior written consent, or
  - (4) the information is already in the public domain other than by a breach of any confidentiality obligation,
- (b) will only be used for the purposes of preventing or controlling diseases, and the information must not be copied, modified, adapted or exploited for any commercial purposes, and
- (c) will comply with WHA's information disclosure policies as published from time to time by the Management Committee.

#### **49. Listing on the Register of Environmental Organisations**

This clause applies where WHA and Wildlife Health Australia Public Fund (**Public Fund**) are listed on the Register of Environmental Organisations maintained by the Department of Environment (**Department**) as follows:

- (a) The objective of the Public Fund is to support the WHA's environmental purposes.
- (b) Members of the public are to be invited to make gifts of money or property to the Public Fund for the environmental purposes of WHA.
- (c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Public Fund.
- (d) A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of WHA.
- (e) Receipts are to be issued in the name of the Public Fund and proper accounting records and procedures are to be kept and used for the Public Fund.
- (f) The Public Fund will be operated on a not-for-profit basis. Moneys must not be distributed to members of the managing committee of the Public Fund except as

- reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (g) A committee of management of no fewer than three persons will administer the Public Fund. The committee will be appointed by WHA. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
  - (h) WHA must inform the Department responsible for the environment as soon as possible if:
    - (1) it changes its name or the name of its Public Fund; or
    - (2) there is any change to the membership of the management committee of the Public Fund; or
    - (3) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
  - (i) WHA agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Public Fund are only used for its principal purpose.
  - (j) In case of the winding-up of the Public Fund or revocation as a deductible gift recipient, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
  - (k) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year. An audited financial statement for WHA and its Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Public Fund monies and the management of Public Fund assets.
  - (l) Notwithstanding any of the provisions in the Rules, WHA shall abide by any Ministerial Rules and Guidelines applicable to organisations listed on the Register of Environmental Organisations as amended from time to time.