

Constitution

**Wildlife Information, Rescue and Education Service Limited
(ACN 679 740 142)**

Contents

Rule Number	Heading	Page
1.	Preliminary	1
1.1	Incorporated Company	1
1.2	Objects of the Company	1
1.3	Application of income and property	2
1.4	Certain payments allowed	2
1.5	Definitions	2
1.6	Interpretation of this document	5
2.	Membership	6
2.1	Membership	6
2.2	Branch Membership	6
2.3	Classes of Membership	6
2.4	Authorised Member	6
2.5	Cessation of Authorisation	7
2.6	Honorary Life Members of the Company	7
2.7	Associate Members	8
2.8	Nomination for Membership other than Associate Membership	8
2.9	Fees	8
2.10	Cessation of Membership	9
2.11	Membership entitlements not transferable	9
2.12	Resigning as a Member	9
2.13	Register of Members	9
2.14	Guarantee by Members	10
2.15	Resolution of internal disputes	10
2.16	Disciplining of Members	10
2.17	Right of appeal of disciplined Member	12
3.	Governance.	13
3.1	Powers generally	13
3.2	Exercise of powers	13
3.3	Powers of the Board.	13
4.	WIRES Council Members	14
4.1	Composition of WIRES Council	14
4.2	Election of WIRES Council Members	14
4.3	Removal from office	14
4.4	Cessation of WIRES Councillor or Board Member's appointment	15
4.5	Casual vacancies	16
5.	Alternate WIRES Council Members	16

5.1	Appointment of Alternates	16
5.2	Notice of WIRES Council meetings	16
5.3	Obligations and entitlements of Alternates	16
5.4	Termination of appointment	17
5.5	Appointments and revocations in writing	17
6.	WIRES Council and Board Office Bearers	17
6.1	Appointment of WIRES Board	17
6.2	Chairperson and Vice-chairperson	17
6.3	Treasurer	18
6.4	Secretary	18
6.5	The Public Officer	18
6.6	Terms and conditions of office	19
6.7	Termination of appointment of Officers & Executive Members	19
7.	Delegation of Board Powers	19
7.1	Power to delegate	19
7.2	Power to revoke delegation	19
7.3	Terms of delegation	19
7.4	Proceedings of committees	20
8.	WIRES Council Meetings	20
8.1	Convening WIRES Council meetings	20
8.2	Notice of WIRES Council meeting	20
8.3	Use of technology	20
8.4	Quorum	21
8.5	Majority decisions	21
8.6	Procedural rules	21
8.7	Written resolution	21
8.8	Additional provisions concerning written resolutions	21
8.9	Valid proceedings	22
9.	WIRES Council and Board Members' Remuneration	22
9.1	Restrictions on payments to WIRES Council Members	22
9.2	Payments to WIRES Council and Board Members with WIRES Council approval	22
10.	WIRES Council and Board Members' Indemnity and Insurance	23
10.1	Indemnity	23
10.2	Insurance	23
10.3	Former WIRES Council and Board Members	23
10.4	Deeds	23
11.	Meetings of Members	24
11.1	AGM of WIRES Inc.	24
11.2	Calling General Meetings	24
11.3	Notice of meeting	25
11.4	Postponement or cancellation	25
11.5	Fresh notice	25

11.6	Accidental omission	26
12.	Proceedings at General Meetings	26
12.1	Member present at General Meeting	26
12.2	Quorum not present	26
12.3	Attendance at General Meetings	26
12.4	Adjournment	27
12.5	Business at adjourned meetings	27
13.	Proxies	27
13.1	Appointment of proxies	27
13.2	Conditions applying to proxy votes	27
13.3	Deposit of proxy forms	28
13.4	Suspension of proxy if member present	28
13.5	More than 1 current proxy appointments	28
13.6	Continuing authority	28
14.	Entitlement to Vote	28
14.1	Number of votes	28
14.2	Casting vote of chairperson	29
14.3	Decision on right to vote	29
14.4	Special Resolution	29
15.	How Voting is Carried Out	29
15.1	Method of voting	29
15.2	Demand for a poll	29
15.3	When and how polls must be taken	30
16.	Minutes	30
16.1	Minutes must be kept	30
16.2	Minutes as evidence	30
16.3	Inspection of minute books	30
17.	Branches	31
17.1	Creation, division and termination of Branches	31
17.2	Branch name	32
17.3	Branch policy	32
17.4	Financial records and reporting	32
17.5	Animal records and reporting	33
18.	BMC	33
18.1	Affairs of the BMC	33
18.2	Powers of the BMC	33
18.3	Exercise of powers of BMC	33
18.4	Direction by WIRES Council	33
18.5	Composition and election of BMC	33
18.6	BMC Meetings	34
18.7	Proceedings of BMC	34
19.	Branch Meetings	34
19.1	Branch AGM	34

19.2	Rules for Branch Meetings	34
20.	Common Seals	35
20.1	Common seal	35
20.2	Use of seal	35
20.3	Fixing seal to documents	35
21.	Financial Reports and Audit	35
21.1	Company must keep financial records	35
21.2	Financial reporting	35
21.3	Audit	35
21.4	Conclusive reports	36
21.5	Inspection of financial records and books	36
22.	Winding Up	36
23.	Insurance	36
24.	Funds - Source	36
25.	Funds – Management	37
26.	WIRES Public Gift Fund	37
27.	Custody of Books	38
28.	Inspection of Books	38
29.	Alteration of Objects and Rules	38
30.	Affiliations	38
30.1	Company and Branches	38
30.2	Publicity	39
31.	Notices	39
31.1	Notices by Company	39
31.2	When notice is given	39
31.3	Notice to the Company	40
31.4	Ordinary Place of Administration	40
31.5	Business days	40
31.6	Counting days	40
31.7	Notices to "lost" Members	40

**CONSTITUTION OF WILDLIFE INFORMATION RESCUE AND EDUCATION
SERVICE LIMITED (ACN 679 740 142)**

1. Preliminary

1.1 Company

The name of the Company shall be Wildlife Information Rescue and Education Service Limited.

The Company is a public company limited by guarantee.

1.2 Objects of the Company

The Company is formed with the object of:

- (a) rescuing and caring for sick, injured or orphaned native wildlife unable to fend for itself, with at all times the best interests of each individual animal placed first, with the object of returning the animal to the wild;
- (b) if the animal is unable to be rehabilitated to fend for itself and be returned to the wild:
 - (i) arranging permanent care in accordance with NPWS policy; or
 - (ii) where necessary, ensuring that euthanasia of the animal is effected in a humane manner;
- (c) training members and other licensed wildlife rehabilitators to carry out rescue and care of native wildlife;
- (d) training members and employees in roles other than animal care roles (eg Branch Management positions, administrative roles)
- (e) advocating for and informing the public about the habitat requirements of native wildlife and its maintenance and re-establishment;
- (f) fostering promoting and advocating an awareness in the community and government of the dangers to, and the need to protect, native wildlife and its habitat;
- (g) advising on the problems of unwanted wildlife bearing in mind the best interests of the animal and its habitat;
- (h) printing and publishing any material desirable for the promotion of its objects;
- (i) selling material related to the pursuit of its objects;

- (j) undertaking and encouraging research pertinent to its objects with the best interest of the animal placed first; and
- (k) entering into any arrangements, with any government, government authority or private body, that is conducive to its objects.

1.3 Application of income and property

Subject to rules 1.4 and 9.1, the Company must apply its income solely towards promoting the objects of the Company as stated in rule 1.2. No part of the Company's income may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members.

1.4 Certain payments allowed

Rule 1.3 does not prevent the payment of reasonable remuneration to any WIRES Council or Board Member or employee of the Company or to any Member or other person in return for service rendered to the Company. In addition, rule 1.3 does not prevent the Company paying to a Member:

- (a) interest on money lent by the member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (b) reasonable remuneration for goods supplied by the Member to the Company in the ordinary course of business; and
- (c) reasonable rent for premises lent by the Member to the Company.

1.5 Definitions

The following definitions apply in this document.

Act means the Corporations Act 2001 (Cth)

Adoption Date means the date this document is effective under the Act.

AGM means Annual General Meeting AGMs will be held by branches, WIRES Council and the Company.

Alternate means an alternate WIRES Council Member appointed under rule 5.1.

Associate Member means a person who pays an annual fee to support the aims and objectives of the Company, but does not undertake any voluntary work on its behalf, and does not have voting rights in the Company.

Association means NSW Wildlife Information Rescue and Education Service Incorporated (Incorporation Number Y0116216) established as an incorporated association under the Associations Incorporation Act 1984 (NSW) prior to its incorporation as the Company.

Authorised Member means a Member who is:

- (a) an individual; and

- (b) at least 18 years of age; and
- (c) is a financial member of the Company; and
- (d) is authorised by the Board of WIRES to undertake the rescue and/or foster care of native animals under rule 2.4(b) and/or other services pertinent to the running of the organisation.

BMC (Branch Management Committee) means the governing body of a Branch comprised of BMC Members acting collectively under this document. The number of committee members in a branch may be determined for each twelve month period by an ordinary resolution at an Annual General Meeting, but must be at least five.

BMC Member means a person who is, for the time being, a member of the BMC.

Branch means the geographical divisions of the Company as determined by the Board from time to time in its absolute discretion in accordance with rule 17.1.

Branch Executive means the Chairperson, Secretary, Treasurer and two other committee members elected to the executive of a Branch Management Committee.

Branch Meeting means a General Meeting of a Branch, at which all financial WIRES members, other than associate members, attached to the Branch are entitled to vote. These include Ordinary General Meetings, Special General Meetings and Annual General Meetings.

Branch Member means a Member of WIRES who is a member of a Branch under rule 2.2.

Branch Officer means a member elected by their branch to hold the position of Chairperson, Secretary or Treasurer within the Branch Management Committee.

Censure is a formal written notification of unacceptable behaviour or standards of care.

Chairperson means the person, during the term of that appointment, elected as Chairperson of the Company in accordance with rule 6.1.

CFA means the Charitable Fundraising Act 1991 (NSW).

Company means Wildlife Information Rescue and Education Service Limited being an Australian public company limited by guarantee registered under the Act which bears the ACN 679 740 142.

DEC means the Department of Environment and Conservation (NPWS). Fees

means the fees payable by Members under rule 2.9.

Financial Year means a year commencing on 1 July and ending on 30 June.

General Meeting means an OGM (Ordinary General Meeting) AGM (Annual General Meeting) or SGM.(Special General Meeting) open to all members entitled to vote.

Head Office – the principal place of business of the Company as determined by the Board.

Honorary Life Member means an individual granted such Membership by the Board under rule 2.6(a).

Legislation in the context of this document refers to the legal requirements applying to the Company including under the Act, National Parks and Wildlife Service Policies relating to the rehabilitation and release of wildlife, and the Charitable Fundraising Act 1991 (NSW)

Member means a person who is a financial member of the Company, has provided a written guarantee in accordance with rule 2.14 and whose name is entered in the Register as a member of the Company.

Notice means, any formal written notice which is legally required between the Company and its Members (e.g. Notice of meetings, resignation, suspension, expulsion etc.).

NPWS means the National Parks and Wildlife Service (NPWS) established under the National Parks and Wildlife Act 1974 (NSW). And now administered under the NSW Department of Environment and Conservation. (DEC)

Officer means a Board Member appointed as a Chairperson, Vice-chairperson, Treasurer, Secretary or Public Officer under rule 6.1.

Ordinary Resolution means a resolution passed at a meeting of Members entitled to vote by a majority of those Members present and voting at the meeting.

OGM (ordinary general meeting) means a meeting of members that is not an AGM or SGM.

Public Officer means a person appointed as a Public Officer of the Company in accordance with the *Income Tax Assessment Act 1936* (Cth)

Register means the register of Members.

SBM means Special General Branch Meeting of Members.

Secretary means, during the term of that appointment, a person appointed as Secretary of the Company in accordance with rule 6.1

SGM means Special General Meeting of Members of the Company.

Special Resolution has the meaning given by rule 14.4.

Treasurer means, during the term of that appointment, the person appointed as Treasurer of the Company in accordance with rule 6.1.

Vice-chairperson means, during the term of that appointment, the person appointed as Vice-chairperson of the Company in accordance with rule 6.1.

WIRES means, Wildlife Information, Rescue & Education Service Limited.

WIRES Council means the guiding body of the Company comprised of WIRES Members, elected by their branches, acting collectively under this document.

WIRES Council Member means an Company Member who is, elected by his/her branch to be a member of the guiding body of the Company.

1.6 Interpretation of this document

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests 1 gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word agreement includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form.

- (j) A word (other than a word defined in rule 1.5) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.

2. Membership

2.1 Membership

- (a) Subject to rule 2.10, the Members are:
 - (i) the Members as at the Adoption Date who have undertaken to contribute the amount of the guarantee in accordance with rule 2.14; and
 - (ii) any other person the Board admits to Membership who undertakes to contribute the amount of the guarantee in accordance with rule 2.14.
- (b) Where 2 or more Members have the same address recorded on the Register, those Members will only be entitled to receive 1 copy between them of all Company publications or materials other than notices under this document and the Act.

2.2 Branch Membership

Branch Members must be Members of the Company. All members must be attached to a branch.

A Member will be a Member of the Branch:

- (a) in which the Member resides or if he/she does not live within a branch area;
- (b) the branch that the Member resides closest to; or
- (c) that the Board determines.

2.3 Classes of Membership

The Board may admit the following classes of Members:

- (a) Authorised Members;
- (b) Honorary Life Members; and
- (c) Associate Members, including Friends of WIRES and Junior Members.

2.4 Authorised Member

- (a) Authorised Members are entitled to:
 - (i) vote at a General Meeting and Branch Meeting; and
 - (ii) be elected to the WIRES Council and BMC.
- (b) The Board may authorise a Member to undertake the rescue and/or foster care of native animals if the Member has completed the training specified by the Board, or can

demonstrate prior learning, to a level satisfactory to the Board. Such a Member is an Authorised Member.

2.5 Cessation of Authorisation

- (a) An Authorised Member ceases to be authorised immediately upon written notice of the cessation of authorisation being provided by the Board to both the Secretary of the BMC of the branch to which the Member belongs, and the member within 14 days of the decision being made, subject to the processes set out in rules 2.15, 2.16 and/or 2.17.
- (b) The Board may only provide such notice if it finds by resolution that:
 - (i) the Member holds an authorisation, licence or permit from another non-government organisation or group:
 - (A) which rescues and cares for native animals; and
 - (B) which is involved with the same species as the Company; and
 - (C) whose policies in relation to the rescue, care or release of animals differs from those of the Company;and such authorisation, licence or permit:
 - (D) is likely to result in both the Company and organisation carrying on activities in substantially the same geographical area; or
 - (E) is likely to create conflict of interest, or conflict between organizations or:
 - (ii) the Member breaches any NPWS policy or any applicable law in relation to: the prevention of cruelty to animals or protection of native fauna; or
 - (iii) the Member fails to maintain a level of competence and/or behaviour satisfactory to the Board, and in compliance with the WIRES Code of Conduct or
 - (iv) The Member consistently and/or wilfully breaches WIRES Inc policies; or
 - (v) The Member has not provided a guarantee in accordance with rule 2.14 of this Constitution or has withdrawn any guarantee previously given by the Member.

2.6 Honorary Life Members

- (a) The Board may grant an Honorary Life Membership of the Company to any Authorised Member if:
 - (i) the Board considers the person has performed outstanding services to the Company or the Association; and
 - (ii) two thirds of the Board present and voting resolve in favour of the grant.
- (b) An Honorary Life Member is entitled to:

- (i) vote at a General Meeting and Branch Meeting; and
- (ii) be elected to the WIRES Council and BMC.

2.7 Associate Members

- (a) Associate Members are not entitled to:
 - (i) vote at a General Meeting or Branch Meeting;
 - (ii) be elected to the WIRES Council or BMC; or
 - (iii) undertake any activity which requires authorisation.

2.8 Nomination for Membership other than Associate Membership

- (a) A Branch must nominate a candidate for Membership in writing in the form approved by the Board which specifies:
 - (i) the class of Membership applied for; and
 - (ii) whether the candidate has successfully completed the training (if any) as specified by the Board from time to time.
- (b) The Board may resolve to admit or reject the candidate to Membership in its absolute discretion.
- (c) The Board, or its delegated staff, must notify the candidate in writing of its decision to admit or reject his or her nomination for Membership as soon as practicable after receipt of the nomination.
- (d) The Secretary of the Company must enter the candidate's name on the Register on admission by the Board and payment by the candidate of all fees due and payable on admission.

2.9 Fees

- (a) A Member must pay to the Company:
 - (i) on admission an entrance fee; and
 - (ii) on admission and each year thereafter a membership fee,
 as determined for each class of Membership by the Board.
- (b) A Member, other than an associate Member, must pay to their Branch an annual branch fee as determined by the Board.

2.10 Cessation of Membership

- (a) A person ceases to be a Member if the person:

- (i) dies; or
 - (ii) resigns Membership; or
 - (iii) is expelled from the Company; or
 - (iv) has not paid any fees which have become due and payable for 28 days;
 - (v) has not provided a written guarantee in accordance with rule 2.14, or has withdrawn any guarantee previously given by the Member.
- (b) A person who ceases to be a Member is not entitled to a refund in whole or in part for any fees paid in respect of his or her Membership if the Member resigned or was expelled.

2.11 Membership entitlements not transferable

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

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

2.12 Resigning as a Member

- (a) A Member who has paid all applicable fees that are due and payable may resign from the Company by giving written notice to the Secretary of the relevant Branch. Upon tabling, and acceptance of the written notice at the next Branch Meeting, the Member's resignation is complete. .
- (b) The Branch Secretary must give written notice of the Member's resignation to the Secretary of the Board and the Secretary must make an appropriate entry in the Register recording the date on which the Membership ceased.
- (c) It is incumbent on all resigning members to return their membership cards to the branch secretary, and all WIRES owned equipment in their possession to the branch Equipment Officer, and transfer any wildlife held under their WIRES authority to other WIRES members or relevant members of the BMC.

2.13 Register of Members

- (a) The Secretary of the Company must establish and maintain a Register specifying the name and address of each person who is a Member together with the date on which the person became a Member.

- (b) The Register must be kept at the principal place of administration of the Company and must be open for inspection, free of charge, by any Member during normal business hours.
- (c) A Member may obtain a copy of any part of the Register on payment of a fee of \$1 for each page copied or as otherwise determined by the Board.

2.14 Guarantee by Members

- (a) Each Member undertakes to contribute an amount of \$1 to the Company's property if they are a Member at any time during the year ending on the day of the commencement of the winding up of the Company.
- (b) On winding up of the Company, the Member's contribution is to be paid towards:
 - (i) payment of the Company's debts and liabilities;
 - (ii) the costs, charges and expenses of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves.

2.15 Resolution of internal disputes

- (a) Resolution of disputes between Members and disputes between a Member and the BMC should be first attempted by the BMC. However the Board retains the right to intervene as necessary, according to the seriousness and scope of the issues involved.
- (b) Where disputes cannot be resolved satisfactorily under sub rule (a), such disputes must then be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983 (NSW).
- (c) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (d) Parties to mediation need to provide a signed statement to the BMC indicating whether they regard the matter as resolved or not.
- (e) If the matter remains unresolved following mediation, or if either or both parties refuse mediation, then the matter will be referred to the Board for resolution. The BMC will be required to provide a statement of their recommendations to the Board. The Board's decision will be final.

2.16 Disciplining of Members

- (a) A Member's complaint to the BMC about a Member must be in writing, stating the complaint and giving evidence that the Member:
 - (i) has persistently refused or neglected to comply with this document or any policies, by-laws, rules or regulations of the Company; or

- (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Company, its members, staff or management; or
 - (iii) has breached WIRES Code of Conduct.
- (b) The BMC may determine that a member:
 - (i) has persistently refused or neglected to comply with this document or any policies, by-laws, rules or regulations of the Company; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Company, its members, staff or management; or
 - (iii) has breached WIRES Code of Conduct.
- (c) In consideration of such a complaint, the BMC or Board:
 - (i) must cause written notice of the complaint to be served on the Member concerned;
 - (ii) must give the Member at least 14 days from the time the notice is served within which to make submissions to the relevant committee in relation to the complaint; and
 - (iii) must take into consideration any submissions made by the Member in relation to the complaint.
- (d) For any complaint referred to a BMC, the BMC must consider the complaint and any submissions made in relation to the complaint. If the BMC is satisfied that the facts alleged in the complaint have been proved, then the BMC may:
 - (i) censure the Member concerned; or
 - (ii) refer the complaint to the Board with recommendations.
- (e) For any complaint referred to the Board, the Board (or a sub-committee delegated by the Board) must consider the complaint and any submissions made in relation to the complaint. The Board must then pass a resolution as to whether the complaint has been proven. If the Board determines that the facts have not been proven the member and the BMC must be informed by written notice within 14 days of the resolution being made. If the Board is satisfied that the facts alleged in the complaint have been proved, then the Board may:
 - (i) censure the Member concerned; or
 - (ii) suspend the Membership of the Member; or
 - (iii) expel the Member from Membership of the Company; or
 - (iv) take any other action deemed necessary.
- (f) Where a member has been found to have committed a deliberate act of cruelty against a native animal, their name and any documents pertaining to the complaint will be referred to the appropriate legal body e.g. DEC or RSPCA.

- (g) If the Board suspends or expels a Member, the Secretary of the Board must, within 14 days after the action is taken cause written notice to be given to the Member and the BMC:
 - (i) of the action taken by the Board;
 - (ii) of the reasons given by the Board for having taken that action, and
 - (iii) of the Member's rights of appeal under rule 2.17.
- (h) The suspension or expulsion does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - (ii) if within that period the Member exercises the right of appeal, unless and until the Company confirms the resolution,

whichever is the later.
- (i) Once the expulsion takes effect, the Secretary of the Board must:
 - (i) make an appropriate entry in the Register recording the date on which the Member ceased to be a Member;
 - (ii) notify the Branch of the final decision, and
 - (iii) if the Member was an Authorised Member - notify the DEC (NPWS).
- (j) A person whose Membership has been suspended has all his or her rights, powers and entitlements, but not obligations, suspended for the period of the suspension.
- (k) A person who has been expelled from Membership is not eligible to re-apply for Membership of the Company.

2.17 Right of appeal of disciplined Member

- (a) The appeal process must first take place at the Branch level, after the BMC has decided disciplinary action is necessary.
- (b) Where the Board resolves to take disciplinary action, the Board will provide an appeal process.
- (c) Where disciplinary action is initiated by the BMC or Board, then within 14 days of service of notice on a Member under rule 2.16(f), the Member may appeal to the BMC or the Board against the decision by lodging with the Secretary of either a written notice to that effect.
- (d) 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.

- (e) On receipt of a notice from a Member under sub rule (a), the BMC or Board must within 28 days, appoint a sub-committee to hear the appeal within 60 days of receipt of the notice from the member. The appeal sub-committee must consist of no less than three members of the Company.
- (f) At the appeal hearing:
 - (i) the BMC or the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (ii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (g) If at the appeal hearing an Ordinary Resolution is passed in favour of the confirmation of the decision, then the BMC or Board's decision is upheld. In the event that the BMC's disciplinary action is upheld, then this will be referred to the Board for ratification. The Board's decision will be final.

3. Governance

3.1 Powers generally

Except as otherwise required by the Act, any other applicable law or this document, the Board:

- (a) has all power necessary to fulfil all its functions under this constitution;
- (b) has power to control and manage the affairs of the Company; and
- (c) may exercise every right, power or capacity of the Company with the exception of the Company in General Meeting.

3.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 8;
or
- (b) in accordance with a delegation of the power under rule 7.

3.3 Powers of the Board

- (a) The Board shall have the power to implement Company Policy and Board resolutions and;
- (b) Where a matter, not covered by policy or previous resolution of the Board, requires urgent consideration of the Board, the Board may convene a Special Meeting or organise a postal ballot or conference via electronic means;

4. WIRES Council Members

4.1 Composition of WIRES Council

Each Branch may elect 1 Branch Member (other than an Associate Member) as its WIRES Council Member by vote at a Branch Annual General Meeting. Permanent committees and sub-committees other than branches may elect 1 representative to the WIRES Council at the discretion of the WIRES Council. No member may represent more than 1 branch or committee on the WIRES Council.

4.2 Election of WIRES Council Members

- (a) Each Branch, Committee or sub-committee must notify the Board in writing of its elected WIRES Council Member:
 - (i) if the WIRES Council Member is elected at a Branch, Committee or sub-committee AGM – by 30 September accompanied by a copy of the Minutes at which the decision was made; or
 - (ii) if the WIRES Council Member is elected at a Branch Special Meeting – within 7 days of the Branch Special Meeting with a copy of the Minutes of that meeting.
- (b) The term of a WIRES Council Member:
 - (i) commences at the beginning of the first WIRES Council AGM following his or her election; and
 - (ii) expires at the commencement of the second WIRES Council AGM following his or her election
 - (iii) a WIRES Councillor's retirement takes effect at the commencement of the relevant WIRES Council AGM unless the Council member is re- elected for a further term.

4.3 Removal from office

- (a) A Branch, Committee or sub-committee may remove its WIRES Council Member from office before the expiration of his or her term by Ordinary Resolution at the Branch, Committee or Sub-committee Meeting.
- (b) The Branch, Committee or sub-committee must give to:
 - (i) the WIRES Council Member who is proposed to be removed;
 - (ii) the Board Secretary; and
 - (iii) every Branch, Committee or sub-committee Member entitled to vote;

written notice of the proposed resolution to remove the WIRES Council Member and reasons for the proposed resolution at least 14 days prior to the Branch, Committee or sub-committee Meeting.

- (c) The WIRES Council Member who is proposed to be removed is entitled to put his or her case at the Branch, Committee or sub-committee Meeting by giving the Secretary of the Branch, Committee or sub-committee a written statement for circulation to Members entitled to vote at least 7 days prior to the relevant Meeting. The written statement is to be circulated by the Branch, Committee or sub-committee to:
 - (i) each Branch, Committee or sub-committee Member entitled to vote; and
 - (ii) the Board Secretary.
- (d) The WIRES Council may remove a WIRES Council Member or Board Member from office before the expiration of his or her term if:
 - (i) the Member has failed to attend 3 consecutive relevant meetings (either personally or by Alternate) without leave of absence from the WIRES Council;
 - (ii) the WIRES Council Member has persistently refused or neglected to comply with this document or any policies, by-laws, rules or regulations of the Company; or
 - (iii) has persistently and wilfully acted in a manner prejudicial to the interests of the Company, its members, staff or management.
- (e) The WIRES Council must give to all WIRES Council and Board Members written notice of the proposed resolution to remove the Councillor or Board Member and reasons for the proposed resolution at least 14 days prior to the meeting at which the expulsion is proposed.
- (f) The Member who is proposed to be removed is entitled to put their case at the Council or Board meeting by giving the Secretary a written statement for circulation to WIRES Council and Board Members at least 7 days prior to the relevant meeting.
- (g) Removal of a WIRES Councillor or Board member may, or may not, be in conjunction with and/or in addition to, other disciplinary action against the member.

4.4 Cessation of WIRES Councillor or Board Member's appointment

A person automatically ceases to be a Councillor or Board Member if the person:

- (a) becomes of unsound mind and/or physically or mentally incapable of performing the functions of that office, subject to the discretion of the WIRES Council;

- (b) resigns by notice in writing to the WIRES Council and/or Board and the relevant Branch, Committee or sub-committee the person represented;
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth) subject to, and at the discretion of, the WIRES Council;
- (d) is convicted of a criminal offence subject to, and at the discretion of, the WIRES State Council;
- (e) is removed from office under rule 4.3; or
- (f) ceases to be a Member who is entitled to vote.

4.5 Casual vacancies

If a person ceases to be a WIRES Council Member, the Branch, Committee or sub-committee must hold a General Meeting and elect a WIRES Council Member to represent it for the remainder of the unexpired term of the person who has ceased to be a WIRES Council Member. The new Council Member's appointment will take effect immediately upon written notice to the WIRES Council.

5. Alternate WIRES Council Members

5.1 Appointment of Alternates

A Branch, Committee or sub-committee may appoint 1 Member (other than an Associate Member) by Ordinary Resolution at a General Meeting for each time the Branch, Committee or sub-committee's WIRES Council Member is unable to attend a WIRES Council meeting or act as a WIRES Council Member. Alternatively, the Branch, Committee or sub-committee may elect an Alternate at its AGM to stand in for the WIRES Council Member as and when required.

5.2 Notice of WIRES Council meetings

If the Branch, Committee or sub-committee requests the Company to give the Alternate notice of WIRES Council meetings, the Company must do so. Unless the Branch, Committee or sub-committee has requested it, in writing from the secretary of the Board the Company need not give notice of WIRES Council meetings to an Alternate.

5.3 Obligations and entitlements of Alternates

An Alternate:

- (a) may attend and vote in place of the WIRES Council Member at a WIRES Council meeting at which the WIRES Council Member is not present;
- (b) may attend a WIRES Council meeting at which the WIRES Council Member is present only at the discretion of the chairperson; and

- (c) with the approval of the WIRES Council, is entitled to reasonable travelling, accommodation and other expenses incurred in attending meetings of the WIRES Council or of the Company on the same basis as other WIRES Council Members, but is not entitled to any other remuneration from the Company.

5.4 Termination of appointment

The Branch, Committee or sub-committee at any time, may revoke the appointment of a person as an Alternate by Ordinary Resolution at a General Meeting. Any appointment of an Alternate immediately ceases if an event occurs which would cause the Alternate to cease to be a WIRES Council Member under rule 4.4 if the Alternate were a WIRES Council Member.

5.5 Appointments and revocations in writing

The appointment or revocation of an Alternate is not effective until the Secretary of the Board receives a copy of the Ordinary Resolution.

6. WIRES Council and Board Office Bearers

6.1 Appointment of WIRES Board

- (a) The WIRES Council must elect WIRES Council Members to hold the following offices, which will form the Board of WIRES Inc.:

- (i) Chairperson;
- (ii) Vice-chairperson;
- (iii) Treasurer;
- (iv) Secretary; and
- (v) Five other Board positions

at the WIRES Council AGM meeting until the following WIRES Council AGM meeting.

- (b) The WIRES Council may elect a WIRES Council Member to fill a casual vacancy for any Officer or Board member at the next WIRES Council meeting after the position becomes vacant.
- (c) Public Officer see rule 6.5.

6.2 Chairperson and Vice-chairperson

The Chairperson will chair WIRES Council meetings, General Meetings and Board Meetings. If there is no Chairperson or the Chairperson is not present within 15 minutes after the time for which a WIRES Council meeting, General Meeting or Board Meeting is called, or is

unwilling to act, the Vice-chairperson will chair the meeting. If there is no Vice-chairperson or the Vice-chairperson is unwilling to act, the Members present and entitled to vote must appoint a Member present and entitled to vote to chair the meeting.

6.3 Treasurer

The Treasurer must ensure:

- (a) that all money due to the Company is collected and received and that all payments authorised by the Company are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Company, including full details of all receipts and expenditure connected with the activities of the Company.

Whilst the Treasurer is responsible for ensuring that the above duties are performed and must report to the Board in this regard the actual performance of such duties may be delegated to an employee or contractor of WIRES by resolution of the Board.

6.4 Secretary

- (a) The Secretary must ensure that minutes are kept of:
 - (i) all appointments of Officers and Board Members;
 - (ii) the names of Members present at a Board or WIRES Council meeting;
 - (iii) the names of Members who are entitled to vote that are present at a General Meeting; and
 - (iv) all proceedings at WIRES Council and Board meetings and General Meetings.
- (b) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- (c) The secretary is responsible for ensuring that the above duties are performed and must report to the WIRES Council and Board in this regard. The actual performance of such duties may be delegated to an employee or contractor of WIRES by resolution of the Board.

6.5 The Public Officer

- (a) The Board must appoint a person as Public Officer of the Company in accordance with the *Income Tax Assessment Act 1936* (Cth).
- (b) A Public Officer may hold both the Office of Public Officer and another office.

6.6 Terms and conditions of office

An Officer holds office on the terms that the Board decides. The Board may by resolution vary any decision previously made in respect of an Officer.

6.7 Termination of appointment of Officers & Board Members

The appointment of an Officer or Board Member terminates if:

- (a) the Officer resigns from the office;
- (b) the Board by resolution removes the Officer from the office; or
- (c) the Officer ceases for any reason to be a WIRES Member.

7. Delegation of Board Powers

7.1 Power to delegate

The Board may delegate any of its powers in writing to:

- (a) a committee of WIRES Council/and or Board Members;
- (b) a Board or WIRES Council Member;
- (c) a BMC;
- (d) a Branch Meeting;
- (e) an employee or adviser of the Company; or
- (f) an attorney.

7.2 Power to revoke delegation

The Board may, in writing, revoke wholly or in part a delegation previously made whether or not the delegation is expressed to be for a specified period.

7.3 Terms of delegation

A delegation of powers under rule 7.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

7.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

8. WIRES Council Meetings

8.1 Convening WIRES Council meetings

- (a) The WIRES Council must convene:
 - (i) an annual WIRES Council meeting to be held after all the ABMs but before 31 October each year; and
 - (ii) at least 4 WIRES Council meetings (inclusive of the annual WIRES Council meeting) in any calendar year.
- (b) The Board must convene:
 - (i) at least 9 Board meetings (inclusive of WIRES Council meetings) in any calendar year

8.2 Notice of WIRES Council meeting

- (a) The convenor of each WIRES Council meeting, usually the secretary and/or chairperson, must give at least 48 hours (or such other period as agreed to in writing by all WIRES Council Members) written notice of the meeting (and, if it is adjourned, of its resumption) individually to:
 - (i) each WIRES Council Member; and
 - (ii) each Alternate in respect of whom the Branch has given notice under rule 5.2 requiring notice of WIRES Council meetings to be given to that Alternate.
- (b) The notice of meeting 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 all the WIRES Council Members present at the meeting agree to treat as urgent business.
- (c) Failure to give notice to or non-receipt of notice by, a WIRES Council Member does not result in a WIRES Council meeting being invalid.

8.3 Use of technology

A WIRES Council meeting may be held using any means of audio or audio-visual communication by which each WIRES Council Member participating can hear and be heard by each other WIRES Council Member participating. A WIRES Council meeting held solely

or partly by technology is treated as held at the place at which the greatest number of the WIRES Council Members present at the meeting is located or, if an equal number of WIRES Council Members is located in each of 2 or more places, at the place where the chairperson of the meeting is located.

8.4 Quorum

- (a) The quorum for a WIRES Council meeting is half of all the WIRES Council Members and a quorum must be present for the whole meeting. An Alternate present and entitled to vote may only be counted once toward a quorum. A WIRES Council Member is treated as present at a meeting held by audio or audio-visual communication if the WIRES Council Member is able to hear and be heard by all others attending.
- (b) No business is to be transacted by the WIRES Council 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 a date and time agreed to by those present.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall conduct the business on the notice provided that at least two-thirds of the quorum is present. Otherwise, the meeting is dissolved.

8.5 Majority decisions

A resolution of the WIRES Council must be passed by a majority of the votes cast by WIRES Council Members present and entitled to vote on the resolution. The chairperson of a WIRES Council meeting does have an ordinary vote but does not have an additional casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

8.6 Procedural rules

The WIRES Council may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

8.7 Written resolution

If all the WIRES Council Members entitled to receive notice of a WIRES Council meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a WIRES Council resolution in those terms is passed at the time when the last WIRES Council Member signs.

8.8 Additional provisions concerning written resolutions

For the purpose of rule 8.7:

- (a) 2 or more separate documents in identical terms, each of which is signed by 1 or more WIRES Council Members, are treated as 1 document;

- (b) a telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a WIRES Council Member that is sent to the Company is a document signed by that WIRES Council Member at the time of its receipt by the Company.

8.9 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a WIRES Council Member or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

9. WIRES Council and Board Members' Remuneration

9.1 Restrictions on payments to WIRES Council Members

Subject to rule 9.2 and rule 10 the Company must not pay fees or other remuneration to a WIRES Council Member.

9.2 Payments to WIRES Council and Board Members with WIRES Council approval

With the approval of the WIRES Council the Company may pay to a WIRES Council Member or Board Member:

- (a) Reasonable reimbursement of out of pocket expenses (including travel and accommodation) incurred in carrying out duties as a WIRES Council Member;
- (b) reasonable remuneration for any service rendered by the WIRES Council Member to the Company outside of their duties as a WIRES Council Member or Officer;
- (c) reasonable remuneration where the WIRES Council Member is an employee of the Company and the terms of employment have been approved by the WIRES Council;
- (d) interest on money lent by the WIRES Council Member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (e) reasonable remuneration for goods supplied by the WIRES Council Member to the Company in the ordinary course of business; and
- (f) reasonable rent for premises leased by the WIRES Council Member to the Company.

10. WIRES Council and Board Members' Indemnity and Insurance

10.1 Indemnity

Subject to and so far as permitted by the Act:

- (a) the Company must, to the extent the person is not otherwise indemnified, indemnify every WIRES Councillor and Board Member against a Liability incurred as a WIRES Council or Board Member to a person (other than the Company), unless the Liability arises out of conduct involving a lack of good faith; and
- (b) after seeking, and receiving, independent legal advice, the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by a WIRES Councillor or Board Member in defending an action for a Liability incurred as a WIRES Council or Board Member or in resisting or responding to actions taken by a government agency or a liquidator, unless such liability arises out of conduct involving a lack of good faith.

In this rule, Liability means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

10.2 Insurance

Subject to the Act, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

10.3 Former WIRES Council and Board Members

The indemnity in favour of WIRES Council Members under rule 10.1 is a continuing indemnity. It applies in respect of all acts done by a person while a WIRES Council Member even though the person is not a WIRES Council Member at the time the claim is made.

10.4 Deeds

Subject to the Act, without limiting a person's rights under this rule 10, the Company may enter into an agreement with a person who is or has been a WIRES Council Member to give effect to the rights of the person under this rule 10 on any terms and conditions that the Board thinks fit.

11. Meetings of Members

11.1 AGM of WIRES Inc.

- (a) Subject to the Act and any extension or permission granted by the Director-General under the Act, the Company must hold an AGM before 31 October each year, which all financial members of the Company, except Associate Members, are entitled to attend.
- (b) In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:
 - (i) to confirm the minutes of the last preceding AGM and of any SGM held since that AGM;
 - (ii) to receive from the Board reports on the activities of the Company during the last preceding Financial Year;
 - (iii) to announce and present the new Officers of the Board and WIRES Council Members;
 - (iv) to elect an auditor; and
 - (v) to receive and consider the annual statement which is required to be submitted to Members under the Act.
- (c) An AGM must be specified as such in the notice convening it.

11.2 Calling General Meetings

- (a) A General Meeting of the Company may be convened at any time by the Board.
- (b) A SGM must be convened by the Board when requisitioned in writing by at least 5% of the total number of Members who are entitled to vote.
- (c) A requisition of Members for a SGM:
 - (i) must be in writing;
 - (ii) must state the purpose or purposes of the SGM;
 - (iii) must be signed by the Members making the requisition;
 - (iv) must be lodged with the Secretary of the Board; and
 - (v) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

- (d) If the Board fails to convene a SGM within one month after the Secretary receives the requisition, any one or more of the Members who made the requisition may convene a SGM to be held not later than three months after that date.
- (e) A SGM convened by a Member or Members as referred to in sub rule (d) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who consequently incurs expenses is entitled to be reimbursed by the Company for any reasonable expense so incurred.

11.3 Notice of meeting

- (a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the Secretary must, at least 14 days prior to the date fixed for the holding of the General Meeting, cause to give each Member entitled to vote written notice specifying the place, date and time of meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the Secretary must, at least 21 days prior to the date fixed for the holding of the General Meeting, cause to give each Member entitled to vote written notice specifying, in addition to the matter required under sub rule (a), the intention to propose the resolution as a Special Resolution.
- (c) No business other than that specified in a notice convening a General Meeting is to be transacted at the meeting, except, in the case of an AGM, business which may be transacted under rule 11.1(b).
- (d) A Member entitled to vote who wishes to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member

11.4 Postponement or cancellation

Subject to rule 11.2(b), the Board may:

- (a) postpone a General Meeting;
- (b) cancel a General Meeting; or
- (c) change the place for a General Meeting,

by written notice given to each person entitled to be given notice of the meeting.

11.5 Fresh notice

If a General Meeting is postponed or adjourned for 14 days or more, the Company must give new notice of the resumed meeting.

11.6 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a General Meeting.

12. Proceedings at General Meetings

12.1 Member present at General Meeting

The quorum for a General Meeting is 10 Members entitled to vote.

- (a) Each individual present may only be counted once toward a quorum. Neither proxies nor attorneys may be counted towards a quorum.

12.2 Quorum not present

If a quorum is not present within 30 minutes after the time for which a General Meeting is called:

- (a) if called as a result of a requisition of Members under rule 11.2(b), the General Meeting is dissolved; and
- (b) in any other case:
 - (i) the General Meeting is adjourned to the day, time and place that the Chairperson decides and notifies to Members entitled to vote, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting within 30 minutes after the time for which the adjourned meeting was to commence:
 - (A) if there are 6 Members present who are entitled to vote, the Members present will constitute a quorum;
 - (B) otherwise, the General Meeting is dissolved.

12.3 Attendance at General Meetings

- (a) Every Member entitled to vote has the right to attend all Company General Meetings.
- (b) Every WIRES Council Member has the right to attend and speak at all General Meetings.

12.4 Adjournment

Subject to rule 11.5, the Chairperson of a General Meeting at which a quorum is present:

- (a) may; and
- (b) must, if directed by Ordinary Resolution,
adjourn it to another time and place.

12.5 Business at adjourned meetings

The only business that may be transacted at a General Meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

13. Proxies

13.1 Appointment of proxies

- (a) A Member who is entitled to vote may appoint another Member entitled to vote as proxy to exercise the voting rights of the Member at a General Meeting. An appointment of proxy must be made by written notice to the Company, 48 hours before the General Meeting is scheduled to be held.
- (b) Written notice of the appointment of a proxy must be in a form approved by the Board and be signed or acknowledged by the Member in a manner satisfactory to the Board. The Board would be satisfied if such notice specified;
 - (i) the Member's name and address; and
 - (ii) the Company's name; and
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the General Meetings at which the appointment may be used; and
 - (v) the way the proxy is to vote on a particular resolution

13.2 Conditions applying to proxy votes

Proxy votes may only be directed to specific resolutions where the resolution to be voted upon has been advertised prior to the meeting at which the proxy vote is to be exercised, and prior to the lodgement of a proxy.

In the case of an election, nominations for the election must have closed prior to the lodgement of any proxies.

No member may carry more than one proxy at any meeting.

13.3 Deposit of proxy forms

An appointment of a proxy is not effective for a particular General Meeting unless:

- (a) The proxy form, or a certified copy of it, is received by the Company at its principal place of administration or a fax number at that place (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

13.4 Suspension of proxy if member present

A proxy has no power to act for a Member who is entitled to vote at a General Meeting at which the Member is present in person.

13.5 More than 1 current proxy appointments

An appointment of proxy by a Member who is entitled to vote is revoked if the Company receives a further appointment of proxy from that Member which would result in there being more than 1 proxy of that member entitled to act at a General Meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

13.6 Continuing authority

An act done at a General Meeting by a proxy is valid even if, before the act is done, the appointing Member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (c) revokes the appointment or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the General Meeting at which the vote is cast.

14. Entitlement to Vote

14.1 Number of votes

- (a) Each Member who is present and entitled to vote has 1 vote on a show of hands or a poll at a General Meeting.
- (b) A proxy of a Member who is entitled to vote, has 1 vote on a show of hands or a poll at a General Meeting.

14.2 Casting vote of chairperson

The chairperson of a General Meeting has the right to vote but does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

14.3 Decision on right to vote

A Member who is entitled to vote or WIRES Council Member may challenge a person's right to vote at a General Meeting. A challenge may only be made at the General Meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the Chairperson, whose decision is final.

14.4 Special Resolution

A resolution of the Company is a Special Resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Members as, being entitled to vote in person or by proxy, at a General Meeting; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in sub rule (a), if the resolution is passed in a manner specified by the Director-General.

15. How Voting is Carried Out

15.1 Method of voting

A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded under rule 15.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the Chairperson's declaration of a decision on a show of hands is final.

15.2 Demand for a poll

A poll may be demanded on any resolution by:

- (a) at least 3 Members in person or by proxy entitled to vote on the resolution; or
- (b) the Chairperson.

The demand for a poll does not affect the continuation of the General Meeting for the transaction of other business and may be withdrawn.

15.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the General Meeting the poll must be taken immediately and, subject to sub rule (c), in the manner that the Chairperson of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to sub rule (c), in the manner that the Chairperson of the meeting directs;
- (c) votes which rule 13.1 requires to be cast in a given way must be treated as cast in that way; and
- (d) the result of the poll is the resolution of the General Meeting at which the poll was demanded.

16. Minutes

16.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of General Meetings;
- (b) the name of WIRES Council Members present at each Council meeting or Board meeting and all other persons in attendance.
- (c) proceedings and resolutions of Board or Council meetings (including meetings of a committee to which Board powers are delegated under rule 7);

to be kept in accordance with the Act.

16.2 Minutes as evidence

A minute recorded and signed in accordance with this document is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

16.3 Inspection of minute books

The Company must allow Members to inspect the minute books for General Meetings free of charge during normal business hours. A Member may obtain copies of any part of the minute books for General Meetings on payment of a fee of \$1 for each page copied or as otherwise determined by the Board. Such right only applies to ratified minutes.

17. Branches

17.1 Creation, division and termination of Branches

- (a) Subject to this rule, the Board may create, divide, consolidate and terminate Branches.
- (b) The Board will terminate a Branch only after all reasonable endeavours have been made to ensure the continued and viable operations of the Branch have failed.
- (c) Prior to the termination of a Branch, the Board must by written notice require the BMC to show cause within 90 days why the Branch should not be terminated if the Branch:
 - (i) has less than 10 Branch Members who are Authorised Members for a continuous 36 month period; or
 - (ii) fails to hold a Branch Meeting during any 12 month period without the prior written consent of the Board; or
 - (iii) fails to hold an AGBM in accordance with rule 19.1; or
 - (iv) records show that the Branch has received no cash receipts, other than Fees, for 2 consecutive financial years and the cash balance in relation to that Branch is less than \$500; or
 - (v) BMC has consistently failed to pursue the aims and objectives of the Company, or acted in a manner likely to bring the Company into disrepute.
- (d) Upon expiry of the 90 day period, the Board can only terminate a Branch if three-quarters of the Board Members present at a Board meeting vote in favour of the termination, having regard to any submissions from the BMC.
- (e) A Branch may be terminated if a Branch Meeting passes a Special Resolution to that effect. If the Branch Meeting passes a Special Resolution to terminate the Branch, the Secretary of the Branch must inform the Secretary of the Board within 7 days of such resolution.
- (f) If a Branch is terminated:
 - (i) the Board will use all reasonable endeavours to ensure Members of the terminated Branch retain their memberships and concurrent rights: and
 - (ii) the BMC for that Branch is dissolved and those BMC Members cease to be BMC Members for any Branch, unless, and until, re-elected.

- (iii) Any remaining funds of that Branch would be used for payment of any outstanding invoices for that branch and any remaining funds transferred to the WIRES Inc account.

17.2 Branch name

The name of every Branch shall be preceded by the words New South Wales Wildlife Information Rescue and Education Service Inc (WIRES).

17.3 Branch policy

- (a) Subject to this rule, each BMC may promulgate, amend or repeal Branch policies relating to the organisational aspects and good governance of the branch.
- (b) Branch policies must comply with WIRES Inc policies and where the branch policy does not comply with WIRES Inc policies then the WIRES Inc policy will take precedence.
- (c) Each BMC must provide the Board, within 14 days of any resolution to promulgate, amend or repeal a Branch policy, written details of the resolution for the Board's approval.
- (d) The promulgation, amendment or repeal of the Branch policy has no effect unless the Board has given the BMC its prior written approval
- (e) Each Branch policy is:
 - (i) taken to be a by-law, rule or regulation of the Company; and
 - (ii) binding as between:
 - (A) Branch Members;
 - (B) the Company and the Branch Member;
 - (C) the Company and the BMC Member; and
 - (D) the BMC Member and Branch Member.

17.4 Financial records and reporting

- (a) Each BMC must cause the Branch to keep written financial records that:
 - (i) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (ii) would enable true and fair financial statements to be prepared and audited.
- (b) The BMC must prepare a financial report and a BMC Members' report that complies with the requirements of the Board.

17.5 Animal records and reporting

- (a) Each BMC must maintain records of all animals that enter the rescue, rehabilitation and release system.
- (b) Each BMC must provide a report at the end of each financial year to the Board in relation to the animals that enter the Branch's rescue rehabilitation and release system. The report must be in a form specified by the Board.

18. BMC

18.1 Affairs of the BMC

Subject to any decision of the Board, a BMC is responsible for the affairs of the Branch.

18.2 Powers of the BMC

A BMC has the powers delegated to it by the Board in accordance with rule 7.1.

18.3 Exercise of powers of BMC

A power of the BMC can be exercised only:

- (a) by resolution passed at a meeting of the BMC; or
- (b) in accordance with a delegation of a power by the BMC in writing.

18.4 Direction by Board

The Board may direct how a BMC must act.

18.5 Composition and election of BMC

- (a) Each Branch may by Ordinary Resolution at a Branch Annual General Meeting:
 - (i) determine the number of BMC Members for that Branch; and
 - (ii) elect or remove BMC Members;
- (b) BMC Members are elected for a 1 year term.
- (c) The removal and cessation of appointment of BMC Members and the Office Bearers of the BMC are, to the greatest extent practical, governed by rules 6 and 7 except the BMC is not required to appoint a Public Officer for the Branch.
- (d) BMC Members who retire are eligible for re-election.

18.6 BMC Meetings

Each BMC must meet at least 6 times in any calendar year.

18.7 Proceedings of BMC

Subject to the terms on which a power of the Board is delegated to the BMC, the meetings and proceedings of the BMC are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

19. Branch Meetings

19.1 Branch AGM

- (a) Each Branch must hold a Branch AGM after 1 July and before 31 August each year.
- (b) In addition to any other business which may be transacted at a Branch AGM, the business of an AGM is to include the following:
 - (i) to confirm the minutes of the most recent AGM and of any SBM held since that AGM;
 - (ii) to receive from the BMC reports on the activities of the Branch during the last preceding Financial Year; and
 - (iii) to elect BMC Members.
- (c) A Branch AGM must be specified as such in the notice convening it.
- (d) If an AGM is adjourned and the adjourned AGM is dissolved or a Branch fails to hold an AGM, the BMC must notify the Board within 7 days.

19.2 Rules for Branch Meetings

Subject to the terms on which a power of the Board is delegated to a Branch Meeting, the Branch Meetings are, to the greatest extent practical, governed by the rules of this document which regulate the General Meetings except:

- (a) the rules relating to Special Resolutions only apply to a Branch Meeting to terminate the Branch under rule 17.1(e);
- (b) a SBM can only be requisitioned by one third of the total number of Branch Members entitled to vote; and
- (c) rule 12.2(b)(ii)(A) does not apply to Branch Meetings. The quorum for a Branch General Meeting is the greater of either:
 - (i) 10 Branch Members entitled to vote; or

- (ii) 50% of all Branch Management Committee Members.

20. Common Seals

20.1 Common seal

The Public Officer is responsible for the safe custody of the Common Seal of the Company.

20.2 Use of seal

The Common Seal may only be used with the authority of the Board.

20.3 Fixing seal to documents

The fixing of the common seal to a document must be witnessed:

- (a) by 2 Board Members; or
- (b) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

21. Financial Reports and Audit

21.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Board Member and the auditor (if applicable) to inspect those records at all reasonable times.

21.2 Financial reporting

The Board must cause the Company to prepare a financial report and a Board Members' report that comply with the Act and (if applicable) the CFA.

21.3 Audit

- (a) The Board must cause the Company's financial report for each financial year to be audited and obtain an Auditor's report if required by the CFA.
- (b) Any Auditor appointed at an AGM must not be a Board Member or closely related to a Board Member.

- (c) Any Auditor appointed by the Company must be a registered Auditor.
- (d) Subject to sub rule (e), notice of intention to nominate an Auditor to replace the current Auditor must be given to the Secretary at least 21 days prior to the date fixed for the holding of the AGM. The Secretary must send a copy of the nomination to the current Auditor at least 14 days before the AGM. The current Auditor is entitled to attend the AGM and to be heard at such AGM.
- (e) Where the current Auditor submits a resignation or notifies the Secretary of its intention not to seek re-election as an Auditor, sub rule (d) does not apply.
- (f) An Auditor holds office until death, resignation or removal.
- (g) The Board may appoint an Auditor to fill a vacancy unless the Company in an AGM has filled that vacancy.

21.4 Conclusive reports

Financial reports laid before the Company in General Meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant General Meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

21.5 Inspection of financial records and books

Subject to rules 2.13 and 16.3, a Member who is not a Board Member does not have any right to inspect any document of the Company except as authorised by the Board or by Ordinary Resolution.

22. Winding Up

If the Company is wound up any surplus property must not be paid to members but must be distributed in accordance with the Act.

23. Insurance

The Company:

- (a) must effect and maintain the insurance required by the Act; and
- (b) may effect and maintain any other insurance as the Board determines.

24. Funds - Source

- (a) The funds of the Company are derived from the Fees, donations and such other sources the Board determines.

- (b) Donations received by a Branch may be used at the discretion of that Branch.
- (c) The Board has the right, and the responsibility, to ensure all WIRES Inc. and WIRES Branch finances, both income and expenditure, are within the Best Practice Guidelines for Charitable Organisations as produced by the NSW Office of Charities, Dept of Gaming and Racing.

25. Funds – Management

- (a) Subject to any Ordinary Resolution passed at a General Meeting, the funds of the Company are to be used in pursuance of the objects of the Company in such manner as the Board determines.
- (b) The Board has power to make such investments and banking arrangements as it thinks fit in accordance with the objects of the Company.
- (c) The Board must decide the manner in which:
 - (i) negotiated instruments can be executed, accepted or endorsed; and
 - (ii) authorised deposit-taking institution and investment account withdrawal forms can be signed,

for and on behalf of the Company. The Company may only execute, accept or endorse and sign a withdrawal form in the manner decided by the Board.

26. WIRES Public Gift Fund

- (1) The Company must establish and maintain a public fund to be called the WIRES Public Gift Fund (**Fund**) for the specific purpose of supporting the environmental objects/purposes of the Company. 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, which must be kept separate from the bank account of the Company. The Fund must not receive any other money or property into its bank account and it must comply with Division 30 of the Income Tax Assessment Act 1997 (Cth).
- (2) The organisation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- (3) The income and property of the Fund shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members or directors of the Company. This rule does not prohibit distributions to members or directors of the Company as reimbursement for out-of-pocket expenses incurred on behalf of the Fund or for proper and reasonable remuneration for administrative services
- (4) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Company and not be influenced by the preference of the donor.

- (5) The Fund must be managed by members of a Committee, a majority of whom have a degree of responsibility to the general community.
- (6) An audited financial statement for the organisation 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.
- (7) The Company must issue receipts to donors to the Fund in the name of the Fund.
- (8) Where the Company has been endorsed as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997 (Cth)*, and:
- The Company is wound up; or
 - the endorsement under subdivision 30-BA of the *Income Tax Assessment Act 1997* is revoked
- then, after satisfaction of all debts and liabilities, any surplus assets of the Fund must be transferred to one or more funds, authorities or institution that:
- have charitable purposes similar to, or inclusive of, the objects of the Company;
 - are not-for-profit entities whose governing documents prohibit the distribution of its income and property among its members (if it has members) to at least the same extent as imposed on the Company under this Constitution; and
 - are each endorsed as deductible gift recipients under subdivision 30-BA of the *Income Tax Assessment Act 1997 (Cth)*.
- (9) The Company undertakes to notify the Australian Taxation Office of any amendments or variations to this clause 26 or regarding any other constitutional or founding documents of the Fund.

27. Custody of Books

Except as otherwise provided by this document, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Company.

28. Inspection of Books

Except as otherwise provided by this document, the Company must allow records, books and other documents relating to the Company to be open to inspection, free of charge, by a Member at any reasonable hour.

29. Alteration of Objects and Rules

This document may be altered, rescinded or added to only by a Special Resolution.

30. Affiliations

30.1 Company and Branches

The Company and a Branch may affiliate with other organisations provided:

- (a) the organisation is not a political party;
- (b) the affiliation is consistent with the Company's objects; and
- (c) the Board has given its prior written approval to the affiliation and the manner and nature of the affiliation.

30.2 Publicity

A Member must not publicise or otherwise make known to the general public or other Members any political belief, allegiance or affiliation a Member holds or has:

- (a) while the Member is representing the Company;
- (b) while the Member is undertaking activities in relation to the Company; or
- (c) which may identify the person to the general public as a Member.

31. Notices

31.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

31.2 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally:
 - (i) by 5 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and

- (b) if it is sent by mail:
 - (i) within Australia - 3 business days after posting; or
 - (ii) to a place outside Australia - 4 business days after posting.

A certificate in writing signed by a Board Member or Secretary stating that a notice was sent is conclusive evidence of service.

31.3 Notice to the Company

A notice by a person to the Company or to the Board is regarded as given and received:

- (a) if it is delivered personally to the Ordinary Place of Administration of the Company:
 - (i) by 5 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
- (b) if sent by mail, upon receipt at the Ordinary Place of Administration of the Company.

31.4 Ordinary Place of Administration

The ordinary place of administration of the Company is as resolved from time to time by the Board.

Any change in the ordinary place of administration of the Company must be notified to all Members in writing 14 days before such change can occur.

31.5 Business days

For the purposes of rule 31.2, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

31.6 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

31.7 Notices to "lost" Members

If:

- (a) on 2 or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register,

the Company may give effective notice to that Member by exhibiting the notice at the Company's principal place of administration for at least 48 hours.

This rule ceases to apply if the Member gives the Company notice of a new address.