

Constitution

**Western Australian Livestock Research
Council Incorporated**

(Registration Number A1021708H)

An association incorporated under the *Associations
Incorporation Act 2015* (WA)

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Table of Contents

Table of Contents	i
1 Name of the Association	1
2 Type of Association	1
3 Model Rules	1
4 Definitions and Interpretation	1
4.1 Definitions.....	1
4.2 Interpretation	4
5 Objects	4
5.1 Objects	4
5.2 Exercise of Powers	5
5.3 Income and Property	5
5.4 Remuneration of Committee Members	5
MEMBERSHIP	6
6 Admission to Membership	6
6.1 Eligibility for Membership	6
6.2 Benefits	6
7 Classes of Membership	6
7.1 Classes of Membership	6
7.2 Membership Ratios.....	7
8 Applications for Membership	7
8.1 Applications for Membership.....	7
8.2 Determination of Application for Membership.....	8
8.3 Membership Period.....	8
9 Membership Entitlements Not Transferable	8
10 Representative	8
11 Entrance Fee and Subscriptions	9
11.1 Entrance Fee and Subscriptions	9
11.2 No Refund	9
12 Cessation of Membership	10
13 Disciplining of Members	11
13.1 Disciplining of Members.....	11
13.2 Right of Appeal of Disciplined Member	12
14 Resolution of Disputes Between Members	13
14.1 Resolution of Disputes Between Members.....	13
14.2 Resolution of Dispute Between Members and Association	13
GENERAL MEETINGS	14
15 Convening of General Meetings	14

15.1	Frequency of General Meetings.....	14
15.2	AGMs	14
15.3	Convening of General Meetings by Committee Members	14
15.4	Convening of General Meetings on Request of Members	14
15.5	Failure of Committee to Call Meeting	15
15.6	Technology	15
16	Notice of General Meeting	15
17	Cancellation or Postponement of General Meeting	16
	PROCEEDINGS AT GENERAL MEETINGS	16
18	Quorum	16
19	Chairperson	17
20	Adjournments	17
21	Determination of Questions.....	18
22	Polls	18
23	Voting Rights.....	19
24	Disqualification.....	19
25	Objection to Qualification to Vote	19
26	Persons of Unsound Mind and Minors	19
27	Casting Vote	19
28	Right of Non-Members to Attend General Meeting	20
	PROXIES.....	20
29	Right to Appoint Proxies	20
30	Appointing a Proxy	20
	30.1 Appointing a Proxy.....	20
	30.2 Instrument of Proxy.....	20
31	Lodgement of Proxies.....	21
32	Validity of Proxies	21
33	Rights of Proxies and Attorneys	22
	APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS.....	22
34	Number and Appointment of Committee Members.....	22
	34.1 Number of Committee Members	22
	34.2 Composition of Committee.....	22
	34.3 Tier 1 Committee Members	22
	34.4 Tier 2 Committee Members	23
	34.5 Elected Committee Members.....	23
	34.6 Independent Chair	23
	34.7 Term.....	23
	34.8 Office Bearers.....	23
35	General Right to Appoint and Remove Committee Members	24

36	Vacation of Office	24
37	Filling of Vacancies on the Committee	25
38	Acting Office Bearers	25
39	Committee Representatives	25
	39.1 Power to Appoint	25
	39.2 Capacity of Committee Representative.....	26
	39.3 Disclosure of Information	26
	39.4 Quorum	26
	39.5 Alternate Committee Members	26
	POWERS AND DUTIES OF COMMITTEE MEMBERS	26
40	Powers of Committee Members	26
41	Negotiable Instruments	26
42	Conferment of Powers	26
	COMMITTEE MEMBERS' DISCLOSURE OF INTEREST	27
43	Contracts	27
	PROCEEDINGS OF COMMITTEE MEMBERS	28
44	Meetings of Committee Members	28
45	Quorum	28
46	Chairperson	29
47	Voting	29
48	Resolutions by Committee Members	29
49	Subcommittee	30
	49.1 Subcommittee.....	30
	49.2 Appointments Subcommittee	30
	49.3 Finance Subcommittee	30
50	Validation of Acts of Committee Members	31
	MINUTES	31
51	Minutes	31
	EXECUTIVE OFFICER	31
52	Executive Officer	31
	BY-LAWS AND CHARTER	32
53	By-Laws and Charter	32
	EXECUTION OF DOCUMENTS	32
54	Execution of Documents	32
	ACCOUNTS AND INSPECTION OF RECORDS	32
55	Accounts and Inspection	32

56	Financial Year	33
57	Control of Funds	33
58	Custody of Books and Securities.....	33
	58.1 Custody of Books and Securities	33
	58.2 Retention of Books and Securities	33
59	Register.....	33
	59.1 Maintenance of Register.....	33
	59.2 Contents of Register	33
	59.3 Location of Register	33
	59.4 Inspecting Register	34
60	Inspecting Records	34
	NOTICES.....	34
61	Service of Notices	34
	COMMON SEAL.....	35
62	Common Seal	35
	WINDING UP OR CANCELLATION OF INCORPORATION	35
63	Winding Up or Cancellation of Incorporation.....	35
	INDEMNITY	35
64	Indemnity	35
65	Payment of Indemnity Policy Premium.....	36
66	Indemnity to Continue.....	36
	CONSTITUTION	36
67	Amending Constitution.....	36
Annexure A	Form of Appointment of Proxy	37
Annexure B	Application For Membership Of Association.....	38

1 Name of the Association

The name of the Association is Western Australian Livestock Research Council Incorporated.

2 Type of Association

The Association is an incorporated association, incorporated in Western Australia.

3 Model Rules

This Constitution displaces the Model Rules.

4 Definitions and Interpretation

4.1 Definitions

In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) **AGM** means annual general meeting;
- (b) **Alternate Committee Member** means a person of a Committee Member's choosing who attends a Committee meeting in that Committee Member's place in the event that the Committee Member cannot attend a meeting;
- (c) **Appointments Subcommittee** means the Subcommittee referred to in **clause 49.2**;
- (d) **Appointor** has the meaning given by **clause 39.1**;
- (e) **Association** means Western Australian Livestock Research Council Incorporated (registration number A1021708H);
- (f) **Associations Act** means *Associations Incorporation Act 2015* (WA);
- (g) **Associations Regulations** means *Associations Incorporation Regulation 2016* (WA);
- (h) **Business Day** means a day that is not a Saturday, Sunday or public holiday in Western Australia;
- (i) **By-Laws** means the by-laws adopted and amended by the Committee from time to time in accordance with **clause 53**;
- (j) **Chairperson** means the person holding that office under this Constitution and includes any assistant or acting chairperson;
- (k) **Charter** means a charter adopted and amended by the Committee from time to time in accordance with **clause 53**;
- (l) **Committee** means the committee of the Association, which, for the purposes of the Associations Act, is the management committee of the Association;
- (m) **Committee Member** means any person holding the position of a committee member of the Association (and includes each of Tier 1 Committee Members,

Tier 2 Committee Members and the Independent Chair) who, for the purposes of the Associations Act, means the position of a member of the management committee of the Association, and **Committee Members** means the committee members for the time being of the Association or, as the context permits, such number of them as have authority to act for the Association;

- (n) **Committee Representative** has the meaning given by **clause 39.1(a)**;
- (o) **Constitution** means this constitution as amended or supplemented from time to time;
- (p) **Disciplinary Subcommittee** means the Subcommittee established by the Committee pursuant to **clause 13.2(a)**;
- (q) **Elected Committee Members** means Tier 1 Committee Members and Tier 2 Committee Members;
- (r) **Entrance Fee** means the entrance fee payable by Members pursuant to **clause 11**;
- (s) **Executive Officer** means a person appointed to that position pursuant to **clause 52(a)** and includes any assistant or acting executive officer;
- (t) **Finance Subcommittee** means the Subcommittee referred to in **clause 49.3**;
- (u) **Financial Year** means the financial year of the Association, being the financial year referred to in **clause 56**;
- (v) **Independent Chair** means a person appointed to that position pursuant to **clause 34.6**;
- (w) **Industry** means the southern Western Australian livestock industry;
- (x) **Member** means a member of the Association pursuant to **clause 6** and **clause 7** (and involves each of Tier 1 Members, Tier 2 Members and Tier 3 Members), and **Membership** has the corresponding meaning;
- (y) **Member Charter** means the Charter setting out Member rights and obligations;
- (z) **Member Present** means in connection with a meeting of Members, a Voting Member being present in person or by a Representative, or by proxy or attorney;
- (aa) **MLA** means Meat & Livestock Australia Limited (ACN 081 678 364);
- (bb) **Model Rules** mean the model rules applicable to an incorporated association incorporated in Western Australia pursuant to the Associations Act and the Associations Regulations;
- (cc) **Objects** means the objects of the Association as set out in **clause 5.1**;
- (dd) **Office** means the address registered with the Department of Mines, Industry Regulation and Safety as the address for service of the Association;
- (ee) **Office Bearer** means a person holding any of the offices specified in **clause 34.8**;
- (ff) **Officer** means:
 - (i) a Committee Member;

- (ii) a person:
 - (A) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Association;
 - (B) who has the capacity to affect significantly the Association's financial standing; or
 - (C) in accordance with whose instructions or wishes the Committee is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Committee Members or the Association);
- (iii) receiver, or receiver and manager, of the property of the Association;
- (iv) an administrator of the Association;
- (v) a liquidator of the Association; or
- (vi) a trustee or other person administering a compromise or arrangement made between the Association and someone else;
- (gg) **Property Identification Code** means the alphanumeric code issued by the Department of Primary Industries and Regional Development to a livestock owner for identification purposes;
- (hh) **RD&A** means research, development and adoption;
- (ii) **Register** means the register of Members to be kept pursuant to the Associations Act;
- (jj) **Representative** means a natural person authorised to act as a representative of a body corporate Member pursuant to **clause 10**;
- (kk) **Special Resolution** means a resolution passed by the Members at a general meeting in accordance with section 51 of the Associations Act;
- (ll) **Subcommittee** means a subcommittee established pursuant to **clause 49**;
- (mm) **Subscription** means the subscription fees payable by Members pursuant to **clause 11**;
- (nn) **Tier 1 Committee Member** means a Committee Member referred to in **clause 34.3** and elected pursuant to **clause 34.5**;
- (oo) **Tier 1 Member** means a Member in the Membership class referred to in **clause 7.1(a)**;
- (pp) **Tier 2 Committee Member** means a Committee Member referred to in **clause 34.4** and elected pursuant to **clause 34.5**;
- (qq) **Tier 2 Member** means a Member in the Membership class referred to in **clause 7.1(b)**;
- (rr) **Tier 3 Member** means a Member in the Membership class referred to in **clause 7.1(c)**;

- (ss) **Vice-Chair** means a person appointed to one of those positions pursuant to **clause 34.8(a)(i)**;
- (tt) **Voting Members** are Members who:
 - (i) are entitled to vote pursuant to **clause 7**; and
 - (ii) have paid any payable Entrance Fee and annual Subscription within the time limits specified in **clause 12(a)(v)**, namely, at the latest, within thirty (30) days after having been notified by the Association that the Voting Member is in arrears to the Association; and
- (uu) **Voting Tier 1 Members** are Tier 1 Members which are Voting Members.

4.2 Interpretation

In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other gender;
- (c) the word **person** means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- (h) an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division; and
- (i) headings do not form part of or affect the construction or interpretation of this Constitution.

5 Objects

5.1 Objects

The Association is established to represent the Industry. In order to do this, the Association will:

- (a) provide a clear process and structure for Western Australian livestock producers, Industry and RD&A co-investor representatives to have input, review, debate and consolidate on-farm RD&A issues;

- (b) foster effective communication of on-farm RD&A outcomes and provide advocacy for continued RD&A service provision in Western Australia;
- (c) provide representation on national RD&A decision making bodies engaged in the process of determining national investment priorities and maintaining a balanced portfolio;
- (d) link with relevant Industry strategic plans to ensure complementarity and cohesion to help drive Western Australian Industry priorities; and
- (e) anything ancillary to the Objects set out in **clauses 5.1(a) to 5.1(d)**.

5.2 Exercise of Powers

The Association can only exercise the powers in section 14 of the Associations Act to:

- (a) carry out the Objects of the Association; and
- (b) do all things incidental or convenient in relation to the exercise of power under **clause 5.2(a)**.

5.3 Income and Property

- (a) The income and property of the Association will only be applied towards the promotion of the Objects of the Association.
- (b) No income or property of the Association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Association. However nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Association; or
 - (iii) of reasonable and proper rent for premises leased by any Member to the Association.

5.4 Remuneration of Committee Members

- (a) No payment shall be made to any Committee Member (except any executive Committee Member in that Committee Member's capacity as an employee of the Association) other than the payment:
 - (i) of such remuneration, and on such conditions, as the Committee thinks fit;
 - (ii) of out of pocket expenses incurred by the Committee Member in the performance of any duty as a Committee Member where the amount payable does not exceed an amount previously approved by the Committee; and
 - (iii) for any service rendered to the Association by the Committee Member in a professional or technical capacity, other than in the capacity as Committee Member, where the provision of the service has the prior approval of the Committee and where the amount payable is approved

by the Committee and is not more than an amount which commercially would be reasonable for the service.

- (b) Payments of the type referred to in **clauses 5.4(a)(i)** and **5.4(a)(iii)** may not be made without first being authorised by a resolution of the Association.

MEMBERSHIP

6 Admission to Membership

6.1 Eligibility for Membership

Any person or body corporate is entitled to apply to become a Member if the person or body corporate:

- (a) satisfies the criteria for the relevant class of Membership in accordance with **clause 7**;
- (b) supports the Objects of the Association and agrees to comply with the terms of this Constitution, the Member Charter and any code of conduct which the Committee may produce from time to time;
- (c) is, in the Committee's opinion, of good character;
- (d) lodges an application form in accordance with **clause 8**; and
- (e) subject to **clause 11.1(c)**, pays the Entrance Fee and annual Subscription in accordance with **clause 11**.

6.2 Benefits

- (a) Each Voting Member will be entitled to vote at all general meetings.
- (b) In addition to each Voting Member being entitled to vote at all general meetings, the Committee will determine from time to time what additional benefits shall attach to Membership.

7 Classes of Membership

7.1 Classes of Membership

From the adoption of this Constitution in 2020, and subject to **clause 7.1(e)**, the Association has the following classes of Membership:

(a) **Tier 1 Members**

Tier 1 Members shall be:

- (i) bodies corporate;
- (ii) actively involved in the design and/or delivery of research, development or extension in the Industry;
- (iii) entitled to vote;
- (iv) subject to **clause 11.1(c)**, required to pay an Entrance Fee and annual Subscription.

- (b) **Tier 2 Members**
Tier 2 Members shall:
- (i) be individuals;
 - (ii) carry a Property Identification Code corresponding to the southern half of Western Australia;
 - (iii) be actively involved in producing sheep and/or beef;
 - (iv) satisfy the Association's producer member selection criteria;
 - (v) be entitled to vote; and
 - (vi) not be required to pay any Entrance Fee or annual Subscription.
- (c) **Tier 3 Members**
Tier 3 Members shall:
- (i) be bodies corporate;
 - (ii) be determined by the Committee to hold a specific linkage and/or skill set that adds value to the Association's objectives;
 - (iii) not be entitled to vote; and
 - (iv) subject to **clause 11.1(c)**, be required to pay any Entrance Fee or annual Subscription.
- (d) The Committee may determine from time to time additional qualifications for admission to each Membership class and the rights attached to each Membership class.
- (e) Notwithstanding anything else herein contained, the Committee may admit the Independent Chair to any Membership class despite the Independent Chair not satisfying the criteria for admission to that class.

7.2 Membership Ratios

- (a) At all times:
- (i) subject to **clause 7.2(b)**, the number of Tier 2 Members must exceed the number of Tier 1 Members; and
 - (ii) the number of Tier 3 Members must not exceed three (3).
- (b) If **clause 7.2(a)(i)** is contravened due to Tier 2 Members ceasing to be Members pursuant to **clause 12**, then **clause 7.2(a)(i)** may temporarily be contravened, but the Committee must not admit any new Tier 1 Members until such time as **clause 7.2(a)(i)** is satisfied.

8 Applications for Membership

8.1 Applications for Membership

An application for Membership of the Association must:

- (a) be made in writing in the form prescribed by the Committee from time to time;

- (b) specify the category of Membership being applied for by the applicant;
- (c) include a signature, or equivalent acknowledgement by the applicant acknowledging that the applicant agrees to be bound by the Constitution of the Association as amended from time to time;
- (d) be accompanied by any Entrance Fee and/or annual Subscription payable pursuant to **clause 11.1**; and
- (e) be lodged with the person authorised by the Committee for that purpose.

8.2 Determination of Application for Membership

- (a) As soon as practicable after receiving an application for Membership, the person authorised by the Committee for that purpose must refer the application to the Committee which is to determine whether to approve or reject the application, subject to **clause 7.2**.
- (b) As soon as practicable after the Committee makes that determination, the person authorised by the Committee for that purpose must:
 - (i) notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable); and
 - (ii) if the Committee approved the application, enter the applicant's name and class of Membership in the Register and, subject to the Associations Act, the applicant becomes a Member on the name being so entered; or
 - (iii) if the Committee rejected the application, refund any Entrance Fee to the applicant and the Committee will not be required to provide the applicant with any reasons for the rejection.

8.3 Membership Period

The Committee may, at its discretion, admit a Member under **clause 8.2** for a fixed period of time, after which that Member is required to re-apply under **clause 8.1** in order to be a Member. The Committee may reject any such renewal application in its sole and unfettered discretion, and will not be required to provide the applicant with any reasons for the rejection.

9 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 transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

10 Representative

- (a) This **clause 10** only applies to Members and applicants for Membership which are bodies corporate.
- (b) Where a Member or an applicant for Membership is not a natural person, it must appoint as its Representative a minimum of one (1) natural person.

- (c) The Member may appoint more than one (1) Representative, but only one (1) Representative may exercise the Member's powers at any one (1) time.
- (d) The name and address of the Representative will be entered in the Register as the representative of the Member.
- (e) All correspondence and notices from the Association will be served on that Representative and any notice served on a Representative will be deemed to be service on the Member which is represented by that particular Representative.
- (f) If the appointment of a Representative by the Member is made by reference to a position held, the appointment must identify the position.
- (g) A Member may remove and replace a Representative where the Member gives written notice to the Committee in a form approved by the Committee.
- (h) A signature by a Representative of a Member on behalf of that Member is taken to be the signature of that Member for the purposes of this Constitution.
- (i) Any power or right of a Member as granted by this Constitution can be exercised by the Representative of that particular Member.
- (j) Members are represented at meetings of Members by their Representatives, subject to the right of a Representative to appoint a proxy pursuant to **clause 30**.
- (k) The actions of a Representative bind the Member which is represented by that particular Representative.
- (l) Each Representative will comply with the terms of this Constitution in all matters pertaining to the Association as if a Member himself or herself.

11 Entrance Fee and Subscriptions

11.1 Entrance Fee and Subscriptions

- (a) There shall be an Entrance Fee and annual Subscription payable by the Tier 1 Members and Tier 3 Members to the Association, unless the Committee determines otherwise.
- (b) The amount of the Entrance Fee and annual Subscription shall be payable by Tier 1 Members and Tier 3 Members at such times and in such manner as determined by the Committee from time to time, subject to **clause 11.1(c)**.
- (c) The Committee may in its discretion:
 - (i) determine that no Entrance Fee or annual Subscription is payable by a Tier 1 Member(s) or Tier 3 Member(s) (in whole or in part) in a given year; and
 - (ii) extend the time for payment of the Entrance Fee or annual Subscription by any Tier 1 Member or Tier 3 Member.

11.2 No Refund

No part of any Entrance Fee or annual Subscription shall be refunded to a Tier 1 Member or Tier 3 Member who ceases to be a Member in accordance with **clause 12**.

12 Cessation of Membership

- (a) A Member's Membership will cease:
- (i) on the date that the person authorised by the Committee for that purpose receives written notice of resignation from that Member;
 - (ii) in the case of a natural person, upon that Member dying;
 - (iii) subject to **clause 7.1(e)**, upon that Member no longer satisfying the criteria for its respective class of Membership (unless transferred to another class of Membership by the Committee);
 - (iv) upon that Member becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - (v) subject to **clause 11.1(c)**, if that Member fails to pay an Entrance Fee or annual Subscription:
 - (A) within thirty (30) days after it falls due; and
 - (B) then fails to rectify this default within thirty (30) days of being notified of the default by the Association;
 - (vi) if the Member is expelled from the Association pursuant to **clause 13**;
 - (vii) if, being a body corporate Member:
 - (A) that Member is dissolved or otherwise ceases to exist;
 - (B) that Member has:
 - (1) a receiver;
 - (2) a receiver and manager;
 - (3) a liquidator;
 - (4) an administrator;
 - (5) an administrator of a deed of company arrangement;
or
 - (6) a trustee of other person administering a compromise or arrangement between the Member and someone else,

appointed to it;
 - (viii) in the case of a Tier 2 Member or a Tier 3 Member, that Member is absent from the number of general meetings in the timeframe specified in the Member Charter, which timeframe has been brought to the attention of that Member, unless the Committee resolves that this does not constitute resignation by that Member; or
 - (ix) if the Association in general meeting resolves by Special Resolution to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Association renders it undesirable

that that Member continue to be a Member of the Association. The Member must be given at least twenty-one (21) days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed.

- (b) A Member may at any time, pursuant to **clause 12(a)(i)**, resign as a Member but shall continue to be liable for any monies due by the Member to the Association.

13 Disciplining of Members

13.1 Disciplining of Members

- (a) Where the Committee is of the opinion that a Member has:
- (i) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) persistently and wilfully acted in a manner prejudicial to the interests of the Association,
- the Committee may:
- (iii) expel the Member from the Association; or
 - (iv) suspend the Member from Membership of the Association for a specified period.
- (b) A resolution of the Committee pursuant to **clause 13.1(a)** is of no effect unless the Committee confirms the resolution in accordance with this **clause 13.1(b)** at a Committee meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the Member of a notice pursuant to **clause 13.1(c)**.
- (c) If the Committee resolves under **clause 13.1(a)** to expel or suspend any Member, the person authorised by the Committee for that purpose must serve the Member with a notice in writing:
- (i) setting out the resolution of the Committee and the grounds upon which it is based;
 - (ii) stating that the Member may address the Committee at a Committee meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting;
 - (B) submit to the Committee at or before the date of the meeting, written representations relating to the resolution.
- (d) At a meeting of the Committee held as referred to in **clause 13.1(c)**, the Committee must:

- (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Committee by the Member at or before the Committee meeting; and
 - (iii) by a resolution, determine whether to confirm or to revoke the resolution under **clause 13.1(a)**. A resolution to confirm the resolution under **clause 13.1(a)** requires the affirmative votes of at least seventy-five per cent (75%) of the Committee Members voting on the resolution.
- (e) The Member must be notified in writing of the decision of the Committee within seven (7) days. If the Committee resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under **clause 13.2**.
- (f) A resolution confirmed by the Committee under **clause 13.1(d)** does not take effect:
- (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; and
 - (ii) where, within that period, the Member exercises the right of appeal, unless and until the Disciplinary Subcommittee confirms the resolution pursuant to **clause 13.2(d)(ii)**.

13.2 Right of Appeal of Disciplined Member

- (a) The Committee will establish a Subcommittee for the purpose of conducting disciplinary proceedings against a Member, called the Disciplinary Subcommittee. The Disciplinary Subcommittee will comprise of an independent panel of three (3) experts, all chosen by the Committee. The experts will be chosen based upon the nature of the alleged misconduct by the Member. The Disciplinary Subcommittee may seek advice from any relevant source.
- (b) A Member may appeal to the Disciplinary Subcommittee against a resolution of the Committee, which is confirmed under **clause 13.1(d)**. Written notice of such an appeal must be lodged with the person authorised by the Committee for that purpose within seven (7) days of service of the notice required under **clause 13.1(e)**.
- (c) Within thirty-five (35) days after receipt of a notice of appeal from the Member pursuant to **clause 13.2(b)**, the Disciplinary Subcommittee must convene a meeting.
- (d) At the Disciplinary Subcommittee meeting convened under **clause 13.2(c)**:
- (i) the Member must be given the opportunity to state the Member's case orally or in writing, or both using any technology (reasonably available to the Committee) that gives the Member a reasonable opportunity to do so; and
 - (ii) the Disciplinary Subcommittee must vote by ballot on the question of whether the resolution will be confirmed.

- (e) The Disciplinary Subcommittee's decision, pursuant to clause **13.2(d)(ii)** is final. The Member is not entitled to appeal the Disciplinary Subcommittee's decision.
- (f) The Member the subject of these disciplinary procedures is entitled to:
 - (i) subject to clause **13.2(f)(ii)**, bring a support person to any meeting with the Disciplinary Subcommittee or the Committee, which meetings are being held pursuant to this **clause 13**; and
 - (ii) if the support person is legally qualified, the Member must notify the Disciplinary Subcommittee or the Committee (as the case may be) at least five (5) Business Days before the meeting that the support person attending the meeting will be legally qualified.
- (g) Natural justice will be applied during every disciplinary process under this **clause 13**, requiring the Committee and Disciplinary Subcommittee to act fairly, in good faith and without bias or conflict of interest when making their decisions.

14 Resolution of Disputes Between Members

14.1 Resolution of Disputes Between Members

- (a) Disputes between Members (in their capacity as Members), shall be referred to the Committee which must take steps to resolve the dispute.
- (b) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within thirty (30) days of its being referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
- (c) Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Law Society of Western Australia.
- (d) The costs of the mediator appointed pursuant to **clause 14.1(b)** or **clause 14.1(c)** (as the case may be) shall be shared equally between the Members party to the dispute.
- (e) At least seven (7) days before a mediation session established by a mediator appointed pursuant to **clause 14.1(b)** or **clause 14.1(c)** (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

14.2 Resolution of Dispute Between Members and Association

- (a) This **clause 14.2(a)** does not apply to disputes which are the subject of any disciplinary proceedings under **clause 13**.
- (b) If a dispute arises between a Member (in the Member's capacity as a Member) and the Association, then the parties to the dispute should try to resolve the dispute between themselves within fourteen (14) days of both parties becoming aware of the dispute.

- (c) If the dispute is not resolved to the satisfaction of any party to the dispute within fourteen (14) days of the parties becoming aware of it, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
- (d) Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Law Society of Western Australia.
- (e) The costs of the mediator appointed pursuant to **clause 14.2(c)** or **14.2(d)** (as the case may be) shall be shared equally between the Member party to the dispute and the Association.
- (f) At least seven (7) days before a mediation session established by a mediator appointed pursuant to **clause 14.2(c)** or **14.2(d)** (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

GENERAL MEETINGS

15 Convening of General Meetings

15.1 Frequency of General Meetings

The Association shall hold at least one (1) general meeting, which may be the AGM, in each calendar year.

15.2 AGMs

- (a) The Association shall hold an AGM in each calendar year.
- (b) The Association's AGM shall be held within six (6) months after the end of the Financial Year, unless it is permitted to be held at a different time pursuant to the Associations Act.

15.3 Convening of General Meetings by Committee Members

Either:

- (a) any two (2) Committee Members; or
- (b) the Independent Chair,

may, whenever those Committee Members or the Independent Chair, as the case may be, thinks fit, convene a general meeting of the Association.

15.4 Convening of General Meetings on Request of Members

- (a) The Committee must call and arrange to hold a general meeting on the request of Voting Members with at least twenty per cent (20%) of the votes that may be cast at the general meeting.
- (b) The request must:
 - (i) be in writing;

- (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the Members making the request; and
 - (iv) be given to the Association.
- (c) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
 - (d) The percentage of votes that Members have is to be worked out as at the midnight before the request is given to the Association.
 - (e) The Committee must call the meeting within twenty-one (21) days after the request is validly given to the Association. The meeting is to be held not later than two (2) months after the request is given to the Association.

15.5 Failure of Committee to Call Meeting

- (a) Members with more than fifty per cent (50%) of the votes of all of the Members who make a request under **clause 15.4** may call and arrange to hold a general meeting if the Committee does not do so within twenty-one (21) days after the request is given to the Association.
- (b) The meeting must be called in the same way, so far as is possible, in which general meetings of the Association may be called. The meeting must be held not later than three (3) months after the request is given to the Association.
- (c) If the Members requesting the meeting ask the Association for a copy of the Register, the Association must give the Members the copy of the Register without charge, notwithstanding section 56(4) of the Associations Act.

15.6 Technology

A general meeting of the Association may be convened at two (2) or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

16 Notice of General Meeting

- (a) Subject to consent to shorter notice being given in accordance with **clause 16(c)**, at least fourteen (14) days' notice of any general meeting must be given.
- (b) Notice of a general meeting must specify:
 - (i) the place, day and hour of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if a Special Resolution is to be proposed, the details of and intention to propose it;
 - (iv) if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (v) any other information required by the Associations Act.
- (c) A general meeting, other than a meeting at which a Special Resolution is to be proposed, may be held on shorter notice than that referred to in **clause 16(a)** if

Members with at least ninety-five per cent (95%) of the votes that may be cast at the meeting agree beforehand

- (d) The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- (e) Subject to **clause 16(d)**, notice of every general meeting must be given in any manner authorised by this Constitution to:
 - (i) every Member;
 - (ii) every Committee Member; and
 - (iii) the auditor for the time being of the Association (if any),each of whom shall have the right to attend every general meeting.

17 Cancellation or Postponement of General Meeting

- (a) The Committee may cancel a general meeting of the Association:
 - (i) convened by the Committee; or
 - (ii) which has been convened by a Member or Members pursuant to **clause 15.4** upon receipt by the Association of a written notice withdrawing the requisition signed by that Member or those Members.
- (b) The Committee may postpone a general meeting or change the venue at which it is to be held, other than a meeting requisitioned by Members in accordance with **clause 15.4**. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- (c) Where any general meeting is cancelled or postponed or the venue for a general meeting is changed:
 - (i) the Committee must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

18 Quorum

- (a) No business may be transacted at any general meeting unless there is a quorum of Members Present at all times during the meeting.

- (b) The number of Members Present who represent majority (50%) of all Voting Members, rounded up to the next integer, shall constitute a quorum for all general meetings.
- (c) If within thirty (30) minutes after the time appointed for holding a general meeting a quorum is not present:
 - (i) the meeting, if convened upon the requisition of Members, shall be dissolved; or
 - (ii) in any other case:
 - (A) it will stand adjourned to such other day time and place as the Committee may by notice to the Members appoint; and
 - (B) if at such adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

19 Chairperson

- (a) The Independent Chair shall preside as Chairperson at each general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no Independent Chair; or
 - (ii) the Independent Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting or, if present, is unwilling to act as Chairperson of the meeting,then the following person will be Chairperson in lieu of the Independent Chair in the order of availability set out below:
 - (iii) a Vice-Chair chosen by the Committee Members present at the meeting;
 - (iv) the other Vice-Chair;
 - (v) another Committee Member chosen by the Committee Members present at the meeting; and
 - (vi) a Voting Member or a Representative of a Voting Member chosen by a majority of the Members Present.
- (c) The rulings of the Chairperson of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

20 Adjournments

- (a) The Chairperson of a general meeting at which a quorum is present:
 - (i) may adjourn a meeting with the consent of the meeting; and
 - (ii) must adjourn the meeting if the meeting so directs,to a time and place as determined.

- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for thirty (30) days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

21 Determination of Questions

- (a) At any general meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:
 - (i) the Chairperson of the meeting; or
 - (ii) at least two (2) Members Present.
- (b) Before a vote on a resolution is taken, the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) A declaration by the Chairperson of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Association which has been signed by the Chairperson of the meeting or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

22 Polls

- (a) A poll may be demanded:
 - (i) before a vote on a resolution is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a poll is demanded it must be taken in such manner and at such time and place as the Chairperson of the meeting directs subject to **clause 22(e)**.
- (c) The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (e) A poll demanded on the election of a Chairperson or any question of adjournment of the meeting must be taken immediately.
- (f) The demand for a poll may be withdrawn.

23 Voting Rights

A Voting Member has one (1) vote, both on a show of hands and a poll.

24 Disqualification

No person other than:

- (a) a Voting Member;
- (b) a Representative of a Voting Member; or
- (c) a proxy of a:
 - (i) Voting Member; or
 - (ii) Representative of a Voting Member,

shall be entitled to a vote at a general meeting.

25 Objection to Qualification to Vote

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the Chairperson whose decision shall be final and conclusive and a vote allowed by the Chairperson shall be valid for all purposes.

26 Persons of Unsound Mind and Minors

- (a) A Voting Member, or a Representative of a Voting Member:
 - (i) of unsound mind;
 - (ii) whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (iii) who is a minor,may vote whether on a show of hands or on a poll by that Representative's committee or by such other person as properly has the management or guardianship of that Representative's estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy.
- (b) Any person having the right of management or guardianship of the person or estate in respect of a Representative of a Voting Member as referred to in **clause 26(a)** must not exercise any of the rights conferred under that clause unless and until the person has provided to the Committee satisfactory evidence of the appointment of the person accordingly.

27 Casting Vote

In the case of an equality of votes whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote in addition to a deliberative vote.

28 Right of Non-Members to Attend General Meeting

- (a) The Chairperson of a general meeting may invite any person who is not a Member to attend and address a meeting.
- (b) Any auditor and any Committee Member of the Association shall be entitled to attend and address a general meeting.

PROXIES

29 Right to Appoint Proxies

- (a) A Voting Tier 1 Member or a Representative of a Voting Tier 1 Member may appoint any person as the Voting Tier 1 Member's or the Representative's proxy to attend and vote for the Voting Member or the Representative at a general meeting of the Association.
- (b) If a Voting Tier 1 Member or a Representative of a Voting Tier 1 Member appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll.
- (c) There is no limit to the number of proxies that can be held by one (1) person.
- (d) The appointment of a proxy by a Tier 2 Member is not allowed.

30 Appointing a Proxy

30.1 Appointing a Proxy

The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a corporation, signed by an authorised officer or attorney of the corporation.

30.2 Instrument of Proxy

- (a) The instrument of proxy is valid if it contains the following information:
 - (i) the name and address of the Voting Tier 1 Member or the Representative, if applicable;
 - (ii) the name of the Association;
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the meetings at which the instrument of proxy may be used.
- (b) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- (c) An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 30.2(a)**.
- (d) An instrument of proxy may be revoked at any time by notice in writing to the Association.

31 Lodgement of Proxies

- (a) An instrument appointing:
- (i) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (ii) an attorney to exercise a Voting Tier 1 Member's or a Representative's voting rights at a general meeting or a certified copy of that power of attorney,

must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than forty-eight (48) hours (or such shorter period as the Committee may allow) before the time appointed for the holding of the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote. In default, the instrument of proxy or the power of attorney will not be treated as valid.

- (b) For the purposes of this **clause 31**, it will be sufficient that any document required to be lodged by a Voting Tier 1 Member or a Representative be received in legible form by facsimile at the place at which the document is required to be delivered by the Voting Tier 1 Member or the Representative. The document shall be regarded as received at the time the facsimile was received at that place.
- (c) For the purposes of this **clause 31** it will be sufficient that any document required to be lodged by a Voting Tier 1 Member or a Representative be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice. The proxy shall be regarded as received at the time of the receipt of the email or other electronic transmission by the Association.

32 Validity of Proxies

- (a) A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:
- (i) the death or unsoundness of mind of the Voting Tier 1 Member or Representative of the Voting Tier 1 Member;
 - (ii) the bankruptcy of the Voting Tier 1 Member or Representative of the Voting Tier 1 Member; or
 - (iii) the liquidation of a Voting Tier 1 Member;
 - (iv) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,

if the Association has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least twenty-four (24) hours (or such shorter period as the Committee may allow) before the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

- (b) A proxy who is not entitled to vote on a resolution as a Voting Tier 1 Member or a Representative may vote as a proxy for another Voting Tier 1 Member or Representative who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- (c) Except on a show of hands, a proxy may vote as more than one (1) Voting Tier 1 Member or Representative if the proxy holds appointments for those Voting Tier 1 Members or Representatives which specify the way the proxy is to vote on the resolution and the proxy votes that way.

33 Rights of Proxies and Attorneys

- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- (b) Subject to **clause 33(c)**, unless a Voting Tier 1 Member or a Representative by the instrument of proxy directs the proxy to vote in a certain manner the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointor attending and taking part in any general meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- (d) The Chairperson of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Chairperson that he or she is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish his or her identity he or she may be excluded from voting either upon a show of hands or upon a poll.

APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS

34 Number and Appointment of Committee Members

34.1 Number of Committee Members

The Committee of Committee Members shall consist of seven (7) persons.

34.2 Composition of Committee

- (a) The Committee shall consist of:
 - (i) three (3) Tier 1 Committee Members;
 - (ii) three (3) Tier 2 Committee Members; and
 - (iii) one (1) Independent Chair.
- (b) No more than one (1) Representative of a particular Member is permitted to be on the Committee at any given time.

34.3 Tier 1 Committee Members

Tier 1 Committee Members must be Representatives of Tier 1 Members.

34.4 Tier 2 Committee Members

Tier 2 Committee Members must be Tier 2 Members.

34.5 Elected Committee Members

- (a) Nominations of candidates for election as Elected Committee Members:
 - (i) shall be in writing in a form prescribed by the Committee signed by two (2) Voting Members and be accompanied by the written consent of the nominee (which may be endorsed on the nomination); and
 - (ii) shall be delivered to the person authorised by the Committee for the purpose not later than close of business two (2) Business Days before the day fixed for the holding of the AGM or other general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all positions on the Committee which are to be filled at the election, the candidate or candidates nominated shall be deemed to be elected and further nominations shall be received at the meeting at which the election is to take place.
- (c) If insufficient further nominations are received, any unfilled positions remaining on the Committee shall be deemed to be casual vacancies.
- (d) If the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be taken to be elected.
- (e) If the number of nominations received exceeds the number of positions to be filled, a ballot shall be held.

34.6 Independent Chair

- (a) The Appointments Subcommittee must appoint a person to fill the position provided for in **clause 34.2(a)(iii)**.
- (b) The Independent Chair may be, but need not be, a Member.

34.7 Term

- (a) Elected Committee Members shall hold office for a term of one (1) year, but shall be eligible for re-election further terms of one (1) year each.
- (b) The Independent Chair shall hold office for a term determined by the Appointments Subcommittee at the time of appointment under **clause 34.6(a)**.
- (c) There is no limit on the number of terms for which a Committee Member can be reappointed or re-elected under **clause 34.7(a)** or **34.7(b)**.

34.8 Office Bearers

- (a) The Committee shall, at the first meeting of the Committee held after an AGM, appoint from amongst the Committee Members sitting on the Committee at the time of the Committee meeting:
 - (i) two (2) Vice-Chairs, of whom one (1) must be a Tier 1 Committee Member and one (1) must be a Tier 2 Committee Member; and

- (ii) such additional Office Bearer positions as the Committee deems necessary from time to time.
- (b) The Office Bearers shall hold office for a term of one (1) year but shall be eligible for reappointment for further terms of one (1) year each, provided that Office Bearers shall not hold office beyond their retirement or removal from the Committee as a Committee Member.

35 General Right to Appoint and Remove Committee Members

The Committee may act despite any vacancy in their body but if the number falls below the number referred to in **clause 34.1** the Committee may act:

- (a) for the purpose of:
 - (i) increasing the number of Committee Members to the minimum; or
 - (ii) convening a general meeting; or
- (b) in emergencies,
but for no other purpose.

36 Vacation of Office

- (a) Any Committee Member may retire from office on giving written notice to the Association at the Office of his or her intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Association).
- (b) The office of a Committee Member shall become vacant if the Committee Member:
 - (i) is a Tier 1 Committee Member, and the Tier 1 Member of which it is a Representative ceases to be a Tier 1 Member;
 - (ii) is a Tier 1 Committee Member, and ceases to be a Representative of a Tier 1 Member;
 - (iii) is a Tier 2 Committee Member, and ceases to be a Tier 2 Member;
 - (iv) dies;
 - (v) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (vi) becomes prohibited from being on a management committee of an association pursuant to the Associations Act;
 - (vii) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (viii) is removed from office by the Association in general meeting;
 - (ix) resigns by notice in writing to the Association; or

- (x) is absent without permission of the Committee for three (3) consecutive meetings of the Committee, unless the Committee resolves that this does not constitute resignation.

37 Filling of Vacancies on the Committee

- (a) In the event of a casual vacancy occurring on the Committee:
 - (i) the Committee shall, in relation to a Tier 1 Committee Member vacancy, appoint any Representative of a Tier 1 Member to fill the vacancy;
 - (ii) the Committee shall, in relation to a Tier 2 Committee Member vacancy, appoint any Tier 2 Member to fill the vacancy; or
 - (iii) a Subcommittee formed specifically for that purpose shall, in relation to an Independent Chair vacancy, appoint any person to fill the vacancy.
- (b) Any Committee Member appointed pursuant to:
 - (i) **clause 37(a)(i)** or **37(a)(ii)** shall hold office until the next AGM following the date of the appointment, at which point the position shall become vacant; and
 - (ii) **clause 37(a)(iii)** shall hold office for a term determined by the Appointments Subcommittee at the time of appointment, pursuant to **clause 34.7(b)**.

38 Acting Office Bearers

- (a) In the event of a vacancy occurring in either position of Vice-Chair, one of the other Committee Members from the class of Committee Members of the vacating Vice-Chair, elected by the Committee, shall assume office as acting Vice-Chair for the balance of the term of the vacating Vice-Chair.
- (b) In the event of a vacancy occurring in the position of Independent Chair, and that position not having yet been filled pursuant to **clause 37(a)(iii)**, the Committee shall elect one of the Vice-Chairs to temporarily act as Independent Chair (while remaining as a Vice-Chair) until the position has been filled.
- (c) If any Office Bearer is temporarily absent or temporarily unable to perform his or her duties, the Committee may authorise another Committee Member to act in the vacant position during the absence or inability of the Office Bearer.
- (d) Other than in **clause 38(b)**, nothing in **clause 38** permits any person to simultaneously hold more than one (1) position of Office Bearer.

39 Committee Representatives

39.1 Power to Appoint

- (a) If a Committee Member (**Appointor**) is unable to attend a Committee meeting, the Appointor may appoint any person approved for that purpose by a majority of the other Committee Members (**Committee Representative**) to attend that Committee meeting as a guest observer.

- (b) An appointment as a Committee Representative is not a standing appointment, and an Appointor must appoint a Committee Representative under **clause 39.1(a)** each time he or she is unable to attend a Committee meeting and wishes to appoint a person to attend that Committee meeting as a guest observer.

39.2 Capacity of Committee Representative

- (a) The Committee Representative is entitled to access Committee papers, but cannot vote at a Committee meeting.
- (b) For the avoidance of doubt, the Committee Representative is not an agent of the Appointor, and cannot bind the Appointor in any way. The Committee Representative is not subject to any of the fiduciary duties of a Committee Member.

39.3 Disclosure of Information

The Committee Representative is not permitted to disclose any information or papers from a Committee meeting to anyone other than his or her Appointor.

39.4 Quorum

An Alternate Committee Member is not taken into account for the purpose of **clause 45**.

39.5 Alternate Committee Members

Other than as set out under this **clause 39**, Alternate Committee Members shall not be permitted.

POWERS AND DUTIES OF COMMITTEE MEMBERS

40 Powers of Committee Members

The control, management and conduct of the Association shall be vested in the Committee who shall exercise all such powers of the Association as are not by the Associations Act or by this Constitution required to be exercised in any other manner.

41 Negotiable Instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, all requests or arrangements for electronic fund transfers and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two (2) people authorised by resolution of the Committee. The Committee may authorise:

- (a) a Committee Member(s); or
- (b) another staff member of the Association,
- to sign such instruments.

42 Conferment of Powers

- (a) The Committee may from time to time confer upon any Committee Member for the time being or any other person as they may select such of the powers

exercisable under this Constitution by the Committee as it may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.

- (b) Powers conferred under this **clause 42** may be exercised concurrently with the powers of the Committee in that regard and the Committee may from time to time withdraw, revoke or vary all or any of such powers.

COMMITTEE MEMBERS' DISCLOSURE OF INTEREST

43 Contracts

- (a) The Association may enter into contracts or arrangements with other companies, associations or bodies in which a Committee Member has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.
- (b) Any interest of a Committee Member must be dealt with in accordance with the provisions of the Associations Act, which shall include disclosing an interest to both the Committee and to the Members at the next general meeting, and having all declarations being recorded in the minutes of the relevant meeting.
- (c) Subject to **clause 43(b)**, a Committee Member who has an interest in a contract or arrangement made by the Association and has disclosed this interest to the Committee may:
 - (i) not be present while the matter is being considered at a meeting;
 - (ii) not vote on the matter;
 - (iii) still be counted in determining whether or not a quorum is present at any meeting of Committee Members considering that contract or arrangement or proposed contract or arrangement;
 - (iv) not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (v) not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (d) A Committee Member's failure to make disclosure under this **clause 43** does not render void or voidable a contract or arrangement in which the Committee Member has a direct or indirect interest.
- (e) A general notice given to the Committee by a Committee Member that the Committee Member is an officer, a member of, or otherwise interested in any specified corporation or firm stating the nature and the extent of the Committee Member's interest in the corporation or firm shall, in relation to any matter involving the Association and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Committee Member's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Committee than was stated in the notice.

PROCEEDINGS OF COMMITTEE MEMBERS

44 Meetings of Committee Members

- (a) The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks fit, provided that the Committee must meet not fewer than four (4) times each calendar year.
- (b) A Committee Member may at any time, and the Executive Officer upon the request of a Committee Member shall, convene a meeting of the Committee by giving at least twenty-four (24) hours' notice of the meeting to all Committee Members, provided that the Committee Member or Executive Officer must have used their best endeavours to ensure that the notice was properly served and received.
- (c) Notice of a meeting of the Committee need not be in writing.
- (d) Subject to **clause 44(e)**, a Committee meeting may be convened or held using any technology consented to by a majority of Committee Members. The consent may be a standing one. A Committee Member may withdraw consent to the use of a particular technology within a reasonable time period before a Committee meeting.
- (e) The particular technology used to convene or hold a Committee meeting, pursuant to **clause 44(d)**, must be available and accessible to all Committee Members who wish to attend the Committee meeting.
- (f) All resolutions of the Committee Members passed at a meeting of the Committee where a quorum is present but where notice of the meeting has not been given as required to each Committee Member, or any act carried out pursuant to such resolution, shall, provided each Committee Member to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Committee Members. Attendance by a Committee Member at a meeting of Committee Members waives any objection which that Committee Member may have to a failure to give notice of the meeting.

45 Quorum

- (a) The quorum necessary for the transaction of the Committee's business is Committee Members being personally present (or in conference in accordance with **clause 44**) who represent a majority of the total number of Committee Members, who must include at least one (1) Tier 1 Committee Member and one (1) Tier 2 Committee Member.
- (b) A quorum must be present at all times during the meeting.
- (c) A Committee Member who is disqualified from voting on a matter pursuant to **clause 43** shall be counted in the quorum despite that disqualification.

46 Chairperson

- (a) The Independent Chair of the Committee shall be the Chairperson.
- (b) The Independent Chair shall, if present, preside as Chairperson of every meeting of the Committee.
- (c) If a meeting of Committee is held and the Independent Chair is:
 - (i) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
 - (ii) if present, does not wish to chair the meeting,then the following person will be Chairperson in lieu of the Independent Chair in the order of availability set out below:
 - (iii) a Vice-Chair chosen by the Committee Members present at the meeting;
 - (iv) the other Vice-Chair; and
 - (v) another Committee Member chosen by the Committee Members present at the meeting..

47 Voting

- (a) A resolution of the Committee must be passed by a majority of votes of the Committee Members present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Committee Members will for all purposes be taken to be a determination of the Committee.
- (b) Each Committee Member shall have one (1) vote at a Committee meeting.
- (c) In case of an equality of votes at a meeting of the Committee, the Chairperson is entitled to a casting vote in addition to a deliberative vote.

48 Resolutions by Committee Members

- (a) The Committee may pass a resolution without a Committee meeting being held if a majority of the total number of Committee Members sign a document containing a statement that they are in favour of the resolution set out in that document, so long as all Committee Members have acknowledged receipt of the proposed resolution. For this purpose, signatures can be contained in more than one (1) document.
- (b) A facsimile transmission which is received by the Association and which purports to have been signed by a Committee Member shall for the purposes of this **clause 48** be taken to be in writing and signed by that Committee Member at the time of the receipt of the facsimile transmission by the Association in legible form.
- (c) An email transmission which is received by the Association and which purports to have been sent by a Committee Member shall for the purposes of this **clause**

48 be taken to be in writing and signed by that Committee Member at the time of the receipt of the email transmission by the Association.

- (d) A vote made by a Committee Member using an online voting platform operated or commissioned by the Association shall for the purposes of this **clause 48** be taken to be in writing and signed by that Committee Member at the time the vote was received by the online voting platform.

49 Subcommittee

49.1 Subcommittee

- (a) The Committee shall form and delegate any of its powers to the following Subcommittees, consisting of such Committee Members and other persons as it thinks fit and may from time to time revoke any such powers delegated:
- (i) Appointments Subcommittee;
 - (ii) Disciplinary Subcommittee;
 - (iii) Finance Subcommittee and
 - (iv) any other Subcommittee that the Committee sees fit.
- (b) The Committee has the power to require any Subcommittee to have all decisions made by that Subcommittee ratified by the Committee.
- (c) A Subcommittee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Committee. A power so exercised shall be taken to be exercised by the Committee.
- (d) The meetings and proceedings of any Subcommittee consisting of more than one (1) person will be governed by the provisions for regulating the meetings and proceedings of the Committee contained in this Constitution.
- (e) A minute of all the proceedings and decisions of every Subcommittee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Committee are required by the this Constitution to be made entered and signed. A copy of such Subcommittee minutes shall be tabled at the next Committee meeting.

49.2 Appointments Subcommittee

The Appointments Subcommittee shall consist of the following persons:

- (a) two (2) Representative of Tier 1 Members and;
- (b) one (1) Tier 2 Member; and
- (c) one (1) person who does not satisfy any of the categories set out in **clauses 49.2(a) to 49.2(b)**.

49.3 Finance Subcommittee

- (a) The Finance Subcommittee shall consist of three (3) persons.
- (b) The terms of members of the Finance Subcommittee shall be one (1) year each, and shall be synchronised with the terms of Committee Members.

- (c) Members of the Finance Subcommittee may be reappointed by the Committee to the Finance Subcommittee, and there is no limit to the number of terms that a member of the Finance Subcommittee may serve consecutively.

50 Validation of Acts of Committee Members

All acts done:

- (a) at any meeting of the Committee; or
(b) by any person acting as a Committee Member,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Committee Member or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Committee Member and had been entitled to vote.

MINUTES

51 Minutes

- (a) The Committee must cause minutes to be kept for the purposes of recording:
- (i) the names of the Committee Members present at each meeting of the Committee and of Committee Members present at each meeting of any Subcommittee;
 - (ii) all orders, resolutions and proceedings of general meetings and of meetings of the Committee and of Subcommittees; and
 - (iii) such matters as are required by the Associations Act to be recorded in the record books of the Association including without limitation all declarations made or notices given by any Committee Member of his interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes shall be signed by the Chairperson of the meeting, or the Chairperson of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

EXECUTIVE OFFICER

52 Executive Officer

- (a) There must be at least one (1) Executive Officer of the Association, and all matters relating to such appointment(s) or the termination of such appointment(s) will be determined by the Committee.

- (b) The Executive Officer need not be a Committee Member.

BY-LAWS AND CHARTER

53 By-Laws and Charter

- (a) The Committee may from time to time make such By-Laws and Charters as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, operations, finances, interests, effects and property and to amend and repeal those By-Laws from time to time.
- (b) A By-Law and a Charter must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution.
- (c) When in force, a By-Law and any Charter is binding on all Members and has the same effect as this Constitution.
- (d) Subject to **clause 53(e)**, the Committee will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws and Charters, amendments and repeals.
- (e) The Committee will provide Members with reasonable notice of any proposed changes to the By-Laws and Charters regarding the:
- (i) eligibility requirements for Membership classes; and
 - (ii) voting rights of a Membership class,
- before the changes are implemented.

EXECUTION OF DOCUMENTS

54 Execution of Documents

- (a) Without limiting the manner in which the Association may execute any contract, including as permitted under section 15 of the Associations Act, the Association may execute any agreement, deed or other document by two (2) Committee Members signing the same.
- (b) Nothing in this Constitution requires the Association to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Association.

ACCOUNTS AND INSPECTION OF RECORDS

55 Accounts and Inspection

The Committee shall:

- (a) cause proper financial records to be kept and must, where required by the Associations Act, distribute copies of the financial reports of the Association and a Committee Members' report in accordance with the requirements of the Associations Act;

- (b) where required by the Associations Act, cause the financial records to be reviewed or audited by a person properly qualified to do so under the Associations Act; and
- (c) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them will be open to the inspection of Members.

56 Financial Year

The Association's financial year shall begin on 1 July in one calendar year, and end on 30 June in the following calendar year.

57 Control of Funds

- (a) The Association must maintain an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (b) Subject to any restrictions imposed by the Associations Act or the Associations Regulations, the Committee may approve all expenditure on behalf of the Association.

58 Custody of Books and Securities

58.1 Custody of Books and Securities

Unless the Committee determines otherwise, the books and any securities of the Association must be kept in the custody or control of the person the Committee authorises for that purpose, which may include electronic record-keeping, to the extent permitted by law.

58.2 Retention of Books and Securities

The books of the Association must be retained for at least seven (7) years.

59 Register

59.1 Maintenance of Register

The Executive Officer, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under the Associations Act regarding the Register.

59.2 Contents of Register

In addition to the matters referred to in section 53(2) of the Associations Act, the Register must include the class of Membership to which each Member belongs and the date on which each Member becomes a Member.

59.3 Location of Register

The Register must be kept at the Office, or at another place determined by the Committee.

59.4 Inspecting Register

If:

- (a) a Member inspecting the Register wishes to make a copy of, or take an extract from, the Register under section 54(2) of the Associations Act; or
- (b) a Member makes a written request under section 56(1) of the Associations Act to be provided with a copy of the Register,

then the Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

60 Inspecting Records

Members are not permitted to inspect any records of the Association except as strictly permitted under the Associations Act or the Associations Regulations, unless the Committee determines otherwise.

NOTICES**61 Service of Notices**

- (a) A notice may be given by the Association to the Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Association for the giving of notices; or
 - (iii) sending it to the electronic address supplied by the Member to the Association for the giving of notices.
- (b) Subject to this Constitution, a notice may be given under this Constitution to any Committee Member by:
 - (i) serving it on the Committee Member personally;
 - (ii) sending it by post to the Committee Member or leaving it at the Committee Member's usual residential or business address; or
 - (iii) sending it to the electronic address supplied by the Committee Member to the Association for the giving of notices.
- (c) Subject to this Constitution, a notice may be given by the Member or Committee Member to the Association by:
 - (i) serving it on the Association at the Office;
 - (ii) sending it by post to the Office; or
 - (iii) email to the Association's principal email address.
- (d) Where a notice is sent by post within Australia, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter

containing the notice and shall be deemed to have been effected on the third (3rd) Business Day after the date of posting.

- (e) Where a notice is sent by post overseas, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected in the ordinary course of post.
- (f) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Association to that effect shall be conclusive evidence of service.

COMMON SEAL

62 Common Seal

The Association shall not have a common seal.

WINDING UP OR CANCELLATION OF INCORPORATION

63 Winding Up or Cancellation of Incorporation

- (a) If any surplus remains following the winding up or at the cancellation of incorporation of the Association, the surplus will be given or transferred to another institution(s) or corporation(s) which has:
 - (i) objects which are similar to the Objects;
 - (ii) a constitution which requires its income and property to be applied in promoting its objects; and
 - (iii) a constitution which prohibits it from paying or distributing its income and property among its Members to an extent at least as great as imposed on the Association by **clause 5.3(b)**.
- (b) The identity of the corporation(s) or institution(s) referred to in **clause 63(a)** is to be determined by the Members in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of Western Australia for determination.
- (c) If a Member satisfies the requirements under **clause 63(a)**, it may receive the surplus under that clause.

INDEMNITY

64 Indemnity

To the extent permitted by law, every Officer (and former Officer) of the Association shall be indemnified out of the funds of the Association against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee).

However, no such Officer (or former Officer) shall be indemnified out of the funds of the Association under this **clause 64** unless:

- (a) it is in respect of a liability to another person (other than the Association or a related body corporate to the Association) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Associations Act.

65 Payment of Indemnity Policy Premium

- (a) To the extent permitted by law, the Association may at the discretion of the Committee enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Association against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
 - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Association; or
 - (ii) a contravention of any sections of Division 3 of Part 4 of the Associations Act.
- (b) The Committee shall have the discretion to approve the terms and conditions of any such policy of insurance.
- (c) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his or her actions or omissions then the Association shall not be required to indemnify the Officer under **clause 64** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

66 Indemnity to Continue

The indemnity granted by the Association contained in **clauses 64** and **65** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

CONSTITUTION

67 Amending Constitution

This Constitution may only be altered, rescinded or added to by Special Resolution at a general meeting.

Annexure A Form of Appointment of Proxy

Western Australian Livestock Research Council Incorporated
(Registration Number A1021708H)
[(incorporated under the *Associations Incorporation Act 2015 (WA)*)]

PROXY FORM

1. Your details

(Please print your name and address)

Name of Tier 1 Member/Representative: _____

ACN/ABN: _____

Address: _____

City: _____

State: _____

Postcode: _____

Telephone: _____

2. Appoints

Name: _____

(Please print name of proxy)

or failing the person so named, or if no person is named, the **Chairperson of the Meeting** to vote in accordance with the following directions or, if no directions have been given, as the proxy or the Chairperson sees fit at the (annual) general meeting of Western Australian Livestock Research Council Incorporated (Registration Number A1021708H) to be held on *[insert date]* commencing at *[insert time]* and at any adjournment thereof.

3. Directions

4. Signature

5. Date

Annexure B Application For Membership Of Association

Western Australian Livestock Research Council Incorporated
(Registration Number A1021708H)
[(incorporated under the Associations Incorporation Act 2015 (WA)]

Your details

(Please print your name and address)

Name: _____

ABN (if applicable): _____

Address: _____

City: _____

State: _____

Postcode: _____

Telephone: _____

Email address: _____

I/we apply to become a [insert class of Membership] Member of the above named incorporated Association. In the event of my/our admission as a Member, I/we agree to be bound by the Constitution of the Association as amended from time to time.

**Signature of Applicant/
Authorised Representative of Applicant**

Date