

Lawyers for Animals

Rules of Association

1. NAME

The incorporated association is Lawyers for Animals, Inc. (in these Rules called "the Association").

2. STATEMENT OF PURPOSES

The purpose of the Association is to alleviate animals' suffering by:

- 2.1 engaging with those who create or administer laws in Australia, to strengthen legal protection for animals;
- 2.2 promoting better animal welfare practices among animal-related industries in Australia;
- 2.3 developing awareness of animal suffering among the legal profession and the wider Australian public through information and education, and offering practical ways to reduce it;
- 2.4 encouraging the development of animal law subjects within Australian universities; and
- 2.5 establishing a public fund called the Lawyers for Animals Public Fund, under these Rules of Association, for the specific purpose of protecting animals in the manner described in Rules 2.1 to 2.4, above.

3. DEFINITIONS

3.1 In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 1981*;

"**Annual General Meeting**" means an annual general meeting of Members convened in accordance with Rule 10.

"**Committee**" means the committee of management of the Association;

"**Department**" means the Department of the Commonwealth Government of Australia responsible for the environment, presently named the Department of the Environment and Water Resources;

"**Financial Year**" means the year ending on 30 June;

"**General Meeting**" means an Annual General Meeting or a Special General Meeting, as the case may be.

"**Legal Practitioner**" means a Solicitor, Barrister or Articled Clerk;

"**Member**" means a Member of the Association;

"**Officer**" means an Officer of the Association in accordance with Rule 22;

"**Ordinary Member of the Committee**" means a Member of the Committee who is not an Officer of the Association in accordance with Rule 23;

"**Register of Environmental Organisations**" means the register of environmental organisations kept by the Department pursuant to Subdivision 30-E of the Income Tax Assessment Act 1997.

"**Regulations**" means regulations under the Act;

"**Relevant Documents**" has the same meaning as in the Act;

"**Responsible Person**" means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange;
or
- (e) has received formal recognition from government for services to the community.

"Rules" means these Articles of Association; and

"Special General Meeting" means a general meeting convened in accordance with Rule 11.

4. **ALTERATION OF THE RULES.**

- 4.1
- (a) These Rules and the objectives of the Association as provided by Rule 2 must not be altered except in accordance with the Act; and
 - (b) Only a member who is a Legal Practitioner is entitled to vote upon a proposed alteration to these Rules.

5. **MEMBERSHIP, ENTRY FEES AND SUBSCRIPTIONS**

- 5.1 Membership of the Association is open to individuals who:
- (a) have been admitted to practice as a Solicitor or Barrister, Articled Clerk, Law Students or other persons the Committee approves;
 - (b) have completed and submitted an application for membership in accordance with Rule 5.2;
 - (c) have had their membership application approved by the Committee;
and
 - (d) have paid the biennial membership fee in accordance with Rule 5.

- 5.2 An application for membership of the Association must:
- (a) be made online at www.lawyersforanimals.org.au or in writing in the form set out in Appendix 1 or as amended from time to time; and
 - (b) be lodged with the Secretary of the Association.
- 5.3 As soon as practicable after the Secretary has received the application, the Secretary must refer the application to the Committee.
- 5.4 The Committee must determine whether to approve or reject the application.
- 5.5 If the Committee approves an application for membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing or via electronic transmission of the approval for membership; and
 - (b) if the application for membership is not accompanied by payment of the biennial membership fee, then request such payment in writing or via electronic transmission.
- 5.6 The Secretary must, within 28 days after receipt of the amount referred to in Rule 5.5, enter the applicant's name in the register of Members.
- 5.7 An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her name is entered in the register of Members.
- 5.8 If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing or via electronic transmission that the application has been rejected.
- 5.9 A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of Membership whether by death or resignation or otherwise.
- 5.10 Members of the Association shall pay such joining fees, membership fees, subscriptions, contributions and levies as shall be determined from time to time by the Committee and notified in advance to Members.
- 5.11 The Committee may grant a reduction of joining fees, membership fees, subscriptions, contributions and levies as it sees fit.
- 5.12 The biennial membership fee is payable on or before expiry of a person's membership (being two years from the date on which their original or subsequent membership fee was paid).

6. REGISTER OF MEMBERS

- 6.1 The Secretary must keep and maintain a register of Members containing:
- (a) the name, email address (where provided) and postal address (where provided) of each Member; and
 - (b) the date on which each Member's name was entered in the register.
- 6.2 The register is available for inspection free of charge by any Member upon request.
- 6.3 A Member may make a copy of entries in the register.

7. CEASING MEMBERSHIP

- 7.1 A Member of the Association who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one (1) month's notice in writing to the Secretary of his or her intention to resign.
- 7.2 After the expiry of the period referred to in Rule 7.1:
- (a) the Member ceases to be a Member; and
 - (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

8. **DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- 8.1 Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution:
- (a) fine that Member an amount not exceeding \$500; or
 - (b) suspend that Member from Membership of the Association for a specified period; or
 - (c) expel that Member from the Association.
- 8.2 A resolution of the Committee under Rule 8.1 does not take effect unless:
- (a) at a meeting held in accordance with Rule 8.3, the Committee confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- 8.3 A meeting of the Committee to confirm or revoke a resolution passed under Sub-Rule 8.1 must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the Member in accordance with Rule 8.4.
- 8.4 For the purposes of giving notice in accordance with Rule 8.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that Member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that he or she may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the Member that, if at that meeting, the Committee confirms the resolution, he or she may not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a Special General Meeting against the resolution.

- 8.5 At a meeting of the Committee to confirm or revoke a resolution passed under Rule 8.1, the Committee must:
- (a) give the Member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 8.6 If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a Special General Meeting against the resolution.
- 8.7 If the Secretary receives a notice under Rule 8.6, he or she must notify the Committee and the Committee must convene a Special General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- 8.8 At a Special General Meeting of the Association convened under Rule 8.7:
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee may place before the Special General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the Member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.9 A resolution is confirmed if, at the Special General Meeting, not less than two-thirds (2/3) of the Members present vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9. **DISPUTES AND MEDIATION**

- 9.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting referred to in Rule 9.2, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 A Member of the Association can be a mediator, however the mediator cannot be a Member who is a party to the dispute.
- 9.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.7 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.8 The mediator must not determine the dispute.
- 9.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10. **ANNUAL GENERAL MEETINGS**

- 10.1 The Committee may determine the date, time and place of the Annual General Meeting of the Association.
- 10.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 10.3 The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that Annual General Meeting; and
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect Officers of the Association and the Ordinary Members of the Committee and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 10.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

11. **SPECIAL GENERAL MEETINGS**

- 11.1 In addition to the Annual General Meeting, any general meeting may be held in the same year.
- 11.2 All general meetings other than the Annual General Meeting are Special General Meetings.
- 11.3 The Committee may, whenever it thinks fit or as otherwise required by these Rules, convene a Special General Meeting of the Association.
- 11.4 If, but for this Rule, more than fifteen (15) months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.
- 11.5 The Committee must, on the request in writing of Members representing not less than twenty five per cent (25%) of the total number of Members, convene a Special General Meeting of the Association.
- 11.6 The request for a Special General Meeting must:
 - (a) state the objects of the meeting; and
 - (b) be signed by the Members requesting the meeting; and
 - (c) be sent to the address of the Secretary.

- 11.7 If the Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 11.8 If a Special General Meeting is convened by Members in accordance with this Rule, it must be convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

12. SPECIAL BUSINESS

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

13. NOTICE OF GENERAL MEETINGS

- 13.1 Unless the contrary intention appears under Rule 8 of these Rules, the Secretary of the Association, at least fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, before the date fixed for holding a General Meeting, must cause to be sent to each Member of the Association, a notice stating the place, date and time of the General Meeting and the nature of the business to be conducted at the General Meeting.
- 13.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of Members; or
 - (b) by facsimile transmission or electronic transmission.
- 13.3 No business other than that set out in the notice convening the General Meeting may be conducted at the General Meeting.
- 13.4 A Member intending to bring any business before a General Meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

14. PRESIDING AT GENERAL MEETINGS

- 14.1 The President or the Vice-President, shall reside as chairperson at each General Meeting of the Association.
- 14.2 If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as chairperson.

15. QUORUM AT GENERAL MEETINGS

- 15.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the General Meeting considers that item.

15.2 Five (5) Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.

15.3 If, within half an hour after the appointment time for the commencement of a General Meeting, a quorum is not present:

- (a) in the case of a Special General Meeting convened upon the request of Members the meeting must be dissolved; and
- (b) in any other case, the General Meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the General Meeting is adjourned) at the same place.

15.4 If at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members personally present (being not less than three (3)) shall constitute a quorum.

16. ADJOURNMENT OF MEETINGS

16.1 The person presiding may, with the consent of a majority of Members present at the Meeting, adjourn the Meeting from time to time and place to place.

16.2 No business may be conducted at an adjourned Meeting other than the unfinished business from the Meeting that was adjourned.

16.3 If a Meeting is adjourned for fourteen (14) days or more, notice of the adjourned Meeting must be given in accordance with Rule 13.

16.4 Except as provided in Rule 15, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned Meeting.

17. VOTING AT GENERAL MEETINGS

17.1 Subject to Rule 4, upon any question arising at a General Meeting of the Association, a Member has one vote only.

17.2 All votes must be given personally or by proxy.

17.3 In the case of an equality of voting on a question, the chairperson of the General Meeting is entitled to exercise a second or casting vote.

17.4 A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the biennial membership subscription payable, if any, in respect of the current financial year.

18. POLL AT GENERAL MEETINGS

18.1 If at a General Meeting a poll on any question is demanded by not less than three (3) members, it must be taken at that General Meeting in such manner

as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the General Meeting on that question.

- 18.2 A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the General Meeting as the chairperson may direct.

19. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

- 19.1 If a question arising at a General Meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20. PROXIES

- 20.1 Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the General Meeting in respect of which the proxy is appointed.

- 20.2 The notice appointing the proxy must be:

- (a) for a Special General Meeting of the Association convened under Rule 8.7, in the form set out in Appendix 2; or
- (b) in any other case, in the form set out in Appendix 3.

21. COMMITTEE MANAGEMENT

- 21.1 The affairs of the Association shall be managed by the Committee.

- 21.2 The Committee:

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and

- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

21.3 Subject to section 24 of the Act, the Committee shall comprise:

- (a) the Officers of the Association; and
- (b) a further ten (10) Ordinary Members, or such other number (not less than ten (10) Ordinary Members) as the Committee may resolve upon not less than sixty (60) days before the next Annual General Meeting.

21.4 Only Legal Practitioners shall be eligible to be elected as members of the Committee.

22. OFFICE HOLDERS

22.1 The Officers of the Association shall be:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary.

22.2 The provisions of Rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any Officers referred to in Rule 22.1.

22.3 Each Officer of the Association shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.

22.4 A member may hold dual office.

23. ORDINARY MEMBERS OF THE COMMITTEE

23.1 Subject to these Rules, each Ordinary Member of the Committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.

24. ELECTION OF OFFICERS AND ORDINARY MEMBERS OF THE COMMITTEE

24.1 Nominations of candidates for election of Officers of the Association or as Ordinary Members of the Committee must be:

- (a) made with the support of two (2) members at the Annual General Meeting;
- (b) delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.

- 24.2 If insufficient nominations are received to fill all vacancies on the Committee, or the Members present at the Annual General Meeting elect an additional person as an Officer or advisory Committee Member, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 24.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 24.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 24.5 The ballot for the election of Officers and Ordinary Members of the Committee must be conducted at the Annual General Meeting in such manner as the Committee may direct.

25. **VACANCIES**

- 25.1 The office of an Officer of the Association or of an Ordinary Member of the Committee becomes vacant if the Officer or Ordinary Member of the Committee:
 - (a) ceases to be a Member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns from office by notice in writing given to the Secretary; or
 - (d) fails to attend three consecutive Committee Meetings without leave or apology delivered at or prior to the meeting and the Committee votes to terminate that person's Committee membership.
- 25.2 If a vacancy occurs in the Committee, the Committee may call a Special General Meeting for the purpose of filling such vacancy, or, without calling a Special General Meeting to fill the vacancy may appoint a Member of the Association to fill the vacancy until the next Annual General Meeting following the creation of the casual vacancy.
- 25.3 If a Committee position is not filled by election at the Annual General Meeting, the Committee may appoint a Member of the Association to fill the position and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of appointment.

26. **MEETINGS OF THE COMMITTEE**

- 26.1 The Committee must meet at least three (3) times in each year at such place and such times as the Committee may determine.
- 26.2 Special meetings of the Committee may be convened by the President or by any four Members of the Committee.

26.3 The Committee and any sub-committee may meet in the presence of other Members or persons generally or specific matters. Such other persons at the chair's discretion may participate in discussion but shall not be entitled to any vote.

27. NOTICE OF COMMITTEE MEETINGS

27.1 Notice of each Committee meeting must be given to each Member of the Committee at least two business days before the date of the meeting.

27.2 Notice must be given to Members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28. QUORUM FOR COMMITTEE MEETINGS

28.1 Any four (4) members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.

28.2 No business may be conducted unless a quorum is present.

28.3 If within half of hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.

28.4 The Committee may act notwithstanding any vacancy on the Committee.

29. PRESIDING AT COMMITTEE MEETINGS

29.1 At meetings of the Committee:

(a) the President or the Vice President presides; or

(b) if the President and the Vice President are absent, or are unable to preside, the members present must choose one of their number to preside.

30. VOTING AT COMMITTEE MEETINGS

30.1 Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

30.2 Each member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

31. REMOVAL OF COMMITTEE MEMBER

31.1 The Association in General Meeting may, by resolution, remove any Member of the Committee before the expiration of the Member's term of office and

appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned member.

31.2 A Member who is the subject of a proposed resolution referred to in Rule 31.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

31.3 The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting.

32. MINUTES OF MEETINGS

32.1 Minutes of each General Meeting and each Committee Meeting are to be taken by a nominated member;

32.2 The nominated member must, as soon as practicable, cause to be forwarded minutes of the General Meeting and/or the Committee Meeting to the Secretary of the Association;

32.3 The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings;

32.4 The Secretary is to verify minutes of each meeting and distribute to the Members as the Secretary of the Association deems fit.

33. SUB-COMMITTEES

33.1 The Committee from time to time may delegate any of its powers to a sub-committee or sub-committees as it shall think fit to appoint and may recall or revoke any such delegation or appointment.

33.2 In the exercise of the powers so delegated a sub-committee shall conform to any regulation that may be prescribed by the Committee and shall be subject to and subordinate to the Committee.

33.3 Subject to any contrary ruling or direction on constituting a sub-committee a sub-committee should have as its chair a member of Committee but otherwise may consist of any member of the Association.

34. FUNDS

34.1 The Treasurer of the Association must:

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association;

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

- 34.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.
- 34.3 The funds of the Association shall be derived from entrance fees (if any), annual membership subscriptions, donations and such other sources as the Committee determines.
- 34.4 The assets and the income of the Association shall be applied in furtherance of its objectives as provided by Rule 2, and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

35. SEAL

- 35.1 The common seal of the Association must be kept in the custody of the Secretary.
- 35.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two Members of the Committee or, of one Member of the Committee and of the Officers of the Association.

36. NOTICE TO MEMBERS

- 36.1 Except for the requirement in Rule 13, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:
- (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
 - (c) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission.

37. WINDING UP

- 37.1 Subject to the Act, the Association may be dissolved or wound up on the passing of a special resolution to that effect.
- 37.2 Upon such resolution being carried and confirmed the Committee, or the liquidator as the case may require, in the manner and at the time specified in the resolution, must sell and realise the property and assets of the Association, and out of the net proceeds of the sale and realisation, discharge and satisfy all the liabilities of the Association.
- 37.3 Subject to the Act, in the event of the Association being dissolved or wound up the net proceeds of the sale and realisation of the Association's property and assets, both real and personal, after payment of all debts and liabilities of the Association and of all costs, charges and expenses properly payable in connection with the sale and realisation of the Association's property and of the winding up of the Association, must be applied by the Committee, or the liquidator as the case may require, in the manner that they think fit, for an organisation with similar objects as the Association including for a charity or charities of general charitable purpose within the State of Victoria, Australia, and which prohibit the distribution of income amongst its members to an extent at least as great as that imposed on the Association. Accordingly, no member is entitled to share in or receive any benefit from the net proceeds.

38. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 38.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the

Association.

- 38.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request.
- 38.3 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

39. **LAWYERS FOR ANIMALS' PUBLIC FUND**

- 39.1 The Lawyers for Animals' Public Fund ("the Fund") established under Rule 2.5 (above) must comply with Subdivision 30-E of the Income Tax Assessment Act 1997 as amended, re-enacted or replaced.
- 39.2 (a) The principal purpose of the Fund is to support the environmental objects of the Association and specifically to protect animals from suffering by: strengthening animal protection laws in Australia; promoting better animal welfare practices; and developing public awareness of animal suffering and ways to redress it.
- (b) The Fund will be used only to support the Association's environmental purposes.
- (c) Members of the public are to be invited to make gifts of money or property to the Fund for the Association's environmental purposes.
- (d) Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the Fund.
- (e) The Fund must not receive any other money or property, including corporate sponsorship money, and testamentary gifts.
- (f) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to the Fund are to be kept separate from other funds of the Association.
- (g) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.
- (h) The Fund will be operated on a non-profit basis. None of the money or property accumulated by the Fund will be distributed to members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (i) In the event of the winding up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (j) The Fund must be administered by a Board of Management ("the Board") consisting of no fewer than three persons. The Board is to be appointed by the Committee of the Association. A majority of the members of the Board are required to be "responsible persons" as defined by the Guidelines to the Register of Environmental Organisations prepared by the Department.
- (k) Any changes to the membership of the Board of Management of the Fund are to be advised to the Department within a reasonable time following the making of those changes.
- (l) Any changes to the rules of the Fund are to be advised to the Department within a reasonable time following the making of the changes.
- (m) Statistical data about gifts to the Fund during the financial year must be provided to the Department within four months after the end of the financial year and in the form required by the Department.

40. **CONDUIT POLICY**

- 40.1 The Association must not act as a mere conduit for the donation of money or property to other persons. Any allocation of funds or property by the Association to other organisations or persons must be made in accordance with the Association's established purposes and must not be influenced by the preference of the donor.

41. **MINISTERIAL RULE COMPLIANCE**

- 41.1 The Association must comply with any rules that the federal Treasurer and the federal Minister for Environment make to ensure that gifts made to the fund are used only for its principal purpose.

APPENDIX 1

APPLICATION FOR MEMBERSHIP FORM (AS AMENDED ON WEBSITE)

APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 8

I,

(name)

of

(address)

being a Member of Lawyers for Animals, Inc. (the "Association")

appoint

(name of proxy holder)

of

(address of proxy holder)

being a Member of the Association, as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Association convened under Rule 8, to be held on:

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution *(insert details of resolution passed under Rule 8)*.

Signed

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a Member of Lawyers for Animals, Inc. (the "Association")

appoint

(name of proxy holder)

of

(address of proxy holder)

being a Member of the Association, as my proxy to vote for me on my behalf at the Annual/Special* General Meeting of the Association to be held on:

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against* following resolution *(insert details of resolution)*.

Signed

Date

*Delete if not applicable.

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