



**CONSTITUTION
OF
ANIMAL WELFARE LEAGUE
OF
SOUTH AUSTRALIA INCORPORATED**

Adopted by Special Resolution of Members made on

Chair

**Constitution of ANIMAL WELFARE LEAGUE OF SOUTH
AUSTRALIA INCORPORATED**

Contents

1.	<i>DEFINITIONS</i>	4
2.	<i>INTERPRETATION</i>	5
3.	<i>NAME</i>	5
4.	<i>OBJECT</i>	5
5.	<i>POWERS</i>	5
6.	<i>PUBLIC OFFICER</i>	6
7.	<i>INCOME AND PROPERTY</i>	6
8.	<i>ACCOUNTS</i>	6
9.	<i>MEMBERS</i>	7
10.	<i>SUBSCRIPTIONS</i>	8
11.	<i>REGISTER OF MEMBERS</i>	8
12.	<i>EXPULSION OF MEMBERS</i>	8
13.	<i>ANNUAL GENERAL MEETINGS</i>	8
14.	<i>EXTRAORDINARY GENERAL MEETINGS</i>	9
15.	<i>NOTICE</i>	9
16.	<i>MEETINGS – CHAIR</i>	10
17.	<i>GENERAL MEETINGS – VOTING</i>	10
18.	<i>ELECTION OF BOARD OF MANAGEMENT</i>	10
19.	<i>GENERAL MEETINGS – QUORUM</i>	11
20.	<i>GENERAL MEETINGS – DISSOLUTION/ADJOURNMENT</i>	11
21.	<i>BOARD OF MANAGEMENT</i>	11
22.	<i>DISQUALIFICATION OF BOARD MEMBERS</i>	13

23. *POWERS OF THE BOARD OF MANAGEMENT*..... 14

24. *DUTIES OF MEMBERS OF THE BOARD OF MANAGEMENT*..... 14

25. *CHIEF EXECUTIVE OFFICER*..... 14

26. *COMMON SEAL*..... 15

27. *ALTERATIONS TO THE CONSTITUTION*..... 15

28. *CONTRIBUTIONS, ETC* 15

29. *WINDING UP* 15

30. *TRANSITIONAL PROVISIONS*..... 16

CONSTITUTION OF ANIMAL WELFARE LEAGUE OF SOUTH AUSTRALIA INCORPORATED

1. DEFINITIONS

In this Constitution –

"Act" means the *Associations Incorporation Act 1985 (SA)* (as amended);

"AWL" means Animal Welfare League of South Australia Incorporated ABN 11 397 137 539;

"Adult Member" means a member of 16 years of age and above;

"Associate" has the same meaning as in the Act;

"Board of Management" means the members at the time comprising the Board of Management, constituted under this Constitution;

"Commission" has the same meaning as in the Act;

"Honorary Member" means a member admitted as an honorary member after having been approved by the Board of Management to become an honorary member of AWL for such period as the Board of Management determines, in recognition of their contribution to the objects of AWL. Honorary membership is offered at the absolute discretion of the Board of Management and on the terms and conditions determined by the Board of Management from time to time, which may include dispensing with the usual application process;

"in writing" means written or printed or partly written or partly printed;

"Junior Member" means a member under the age of 16 years;

"Life Member" means a member admitted as a life member after having been approved by the Board of Management to become a life member of AWL in recognition of their outstanding contribution to the objects of AWL. Life membership is offered at the absolute discretion of the Board of Management and on the terms and conditions determined by the Board of Management from time to time, and may be revoked by a unanimous decision of all Members of the Board of Management where the life member fails to satisfy those terms and conditions, in which case the member will cease to be a life member and will become an Adult Member;

"Member" means collectively each class of members, being an Adult Member, Junior Member, Honorary Member, Life Member and Other Member;

"month" means calendar month;

"Other Member" means a member as determined at the discretion of the Board of Management from time to time;

"Register" means the register of Members of AWL; and

"Regulations" means regulations under the Act;

"Special Resolution" has the meaning given to it under the Act; and

"**Tax Act**" means the *Income Tax Assessment Act 1997* (Cth).

2. INTERPRETATION

In this Constitution, unless the context otherwise requires:

- 2.1 headings do not affect interpretation;
- 2.2 singular includes plural and plural includes singular;
- 2.3 words of one gender include any gender;
- 2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 2.6 another grammatical form of a defined word or expression has a corresponding meaning; and
- 2.7 the meaning of general words is not limited by specific examples introduced by 'including, 'for example' or similar expressions.

3. NAME

The name of the organisation is *Animal Welfare League of South Australia Incorporated* – hereinafter called AWL.

4. OBJECT

The object of AWL is to promote the responsible ownership of companion animals, to improve their welfare and care, and promote the interaction between humans and animals generally, and without limiting this generality:

- 4.1 to promote responsible pet ownership including training, healthcare, desexing, and identification of dogs and cats;
- 4.2 to provide shelter, food and veterinary care for, stray, unwanted and/or abandoned dogs and cats;
- 4.3 to endeavour by adoption to find permanent homes for dogs and cats given temporary shelter;
- 4.4 to provide constructive input to the development of legislation, by-laws and guidelines relating to domestic animal welfare and care issues and pet ownership;
- 4.5 to do all other lawful things as are incidental or conducive to the attainment of any of the above.

5. POWERS

- 5.1 For the purpose of carrying out its objects, AWL will have all the powers conferred by section 25 of the Act.
- 5.2 Without limiting the generality of Rule 5.1, AWL may:
 - a. acquire, hold, deal with and dispose of any real or personal property;

- b. administer any property or trust;
- c. open and operate bank accounts;
- d. invest its monies in any form of investment, and vary or realise such investments from time to time;
- e. borrow money upon such terms and conditions as AWL thinks fit including by the issue of debentures, bonds, bills of exchange, promissory notes or other obligations or securities of AWL or by mortgage or charge over all or any part of the property of AWL;
- f. give such other security for the discharge of liabilities incurred by AWL as AWL sees fit;
- g. appoint agents to transact any business of AWL on its behalf;
- h. enter into any contract it considers necessary or desirable; and
- i. co-operate with the Government of South Australia, the Police Department, Local Government and any body corporate or any person or association carrying into effect the provisions of any Act of Parliament of South Australia or any regulations or by-laws relating to animals and their protection or the prevention of cruelty to animals.

6. PUBLIC OFFICER

- 6.1 AWL must have a public officer for the purposes of the Act.
- 6.2 Unless the Board of Management decides otherwise, the Chief Executive Officer will act as public officer.

7. INCOME AND PROPERTY

- 7.1 The assets and income of AWL must be applied solely in furtherance of its objects.
- 7.2 No assets or income may be applied or distributed (directly or indirectly) to any Member except for:
 - a. payments made to a Member as genuine compensation for goods or services provided to, or reasonable expenses incurred on behalf of, AWL; and
 - b. payments made to a Member in accordance with Rules 4 and 7.1 where that Member is a charitable fund, authority or institution:
 - i. which is not carried on for the profit or gain of its members; and
 - ii. which has objects that are similar to the objects of AWL.
- 7.3 AWL must not make a payment from its income or capital, or dispose of any of its assets in specie, to any Associate of a Member except for:
 - a. payments or dispositions that are connected to activities carried on by AWL in accordance or consistently with its objects; or
 - b. payments or dispositions approved by the Commission.

8. ACCOUNTS

- 8.1 The first financial year of AWL will be the period commencing on the date of incorporation and ending on the next following 30 June, and thereafter all subsequent financial years will commence on 1 July and end on 30 June in each year.
- 8.2 AWL must prepare from time to time accounts that present fairly the results of the operations of AWL and cause the accounts to be audited once in each year by an auditor qualified or approved pursuant to the Act.

9. MEMBERS

- 9.1 The members of AWL shall comprise the following:
 - a. Honorary Members;
 - b. Life Members;
 - c. Junior Members (being persons under the age of 16 years);
 - d. Adult Members; and
 - e. all Other Members.
- 9.2 An application for membership must be in writing and in the form determined by the Board of Management.
- 9.3 The Board of Management shall have the power to accept or reject in their absolute discretion an application for membership. The Board of Management shall not be under any obligation to give any reasons for rejecting an application for membership to the person, firm, corporation, association of persons or other body representing the same.
- 9.4 Upon admission as a Member of AWL the Member must be entered in the Register.
- 9.5 Subject to Rule 9.8, a Junior Member has no voting powers until attaining the age of 16. A Junior Member may progress to become an Adult Member after attaining the age of 16.
- 9.6 Subject to Rule 9.8 all Members of at least 16 years of age have one vote at Annual General Meetings or Extraordinary General Meetings of the AWL.
- 9.7 A Member will cease to be a Member of AWL by:
 - a. notifying the Chief Executive Officer of the AWL in writing of the Member's resignation;
 - b. failing to pay his or her subscription for more than 90 days after the due date (but may be reinstated at the discretion of the Board of Management upon payment of the arrears); or
 - c. removal by the Board of Management of AWL but only after affording natural justice to such member in accordance with section 40 of the Act and subject to complying with Rule 12.
- 9.8 Except in relation to members appointed to the Board of Management pursuant to Rule 21.16 or co-opted to the Board pursuant to Rule 21.17 and subject to Rule 9.5, no member will have the right to vote on any matter (including but not limited to the election of members of the Board of Management) at an Annual General Meeting or Extraordinary General Meeting unless that person has been a Member of AWL for a period of at least twelve (12) months prior to the date of the Annual General Meeting or Extraordinary General Meeting.

9.9 The rights and privileges of membership are not transferable.

10. SUBSCRIPTIONS

10.1 The subscription fee for each class of AWL membership shall be such sum as the Board of Management shall determine from time to time.

10.2 The subscription fees shall be payable annually at such time as the Board of Management shall determine.

11. REGISTER OF MEMBERS

11.1 A Register of Members of AWL must be kept and contain:

- a. the name and address of each Member;
- b. the date on which each Member was admitted to AWL; and
- c. if applicable, the date of termination of membership.

12. EXPULSION OF MEMBERS

12.1 Subject to giving the Member an opportunity to be heard or to make a written submission, the Board of Management may resolve to expel a Member upon a charge of misconduct detrimental to the interests of AWL.

12.2 Particulars of the charge and the Board of Management's intention to propose a resolution to expel the Member must be communicated in writing to the Member at least one calendar month before the Board of Management's meeting at which the matter will be determined.

12.3 The Board of Management must communicate in writing their determination to the Member and in the event of an adverse determination, include a statement setting out the right of the Member to appeal against the determination made under Rule 12.2.

12.4 The Member may appeal to a General Meeting against the expulsion. The Member must give written notice to AWL of the intention to appeal within 14 days after the Board of Management communicate their determination to the Member.

12.5 In the absence of an appeal against the expulsion, membership ceases 14 days after the Board of Management give notice to the Member under Rule 12.3.

12.6 In the event of an appeal against the expulsion:

- a. the Member must be given an opportunity to put their case to a General Meeting by giving AWL a written statement for circulation to the Members (provided that their statement is under 1,000 words and in the opinion of the Chief Executive Officer is not defamatory) and/or speaking to the motion at the meeting; and
- b. the appellant's membership is terminated only if the meeting of the members upholds the determination of the Board of Management, and in that event, membership is terminated at the date of the General Meeting.

13. ANNUAL GENERAL MEETINGS

13.1 An Annual General Meeting of AWL must be held at least once in each calendar year and within five months after the end of its financial year or as required by the Act.

13.2 The business to be transacted at the Annual General Meeting shall be:

- a. to confirm the minutes of the preceding Annual General Meeting and any Extraordinary General Meeting held since the date of the previous Annual General Meeting;
- b. to receive and if fit adopt the annual report and balance sheet of AWL;
- c. to elect such members of the Board of Management as are eligible for election;
- d. to appoint an auditor (as may be required);
- e. any other business placed on the agenda.

14. EXTRAORDINARY GENERAL MEETINGS

An Extraordinary General Meeting of AWL may be called by the Board of Management as deemed fit from time to time. An Extraordinary General Meeting of AWL must be called by the Board of Management upon requisition which sets out the business proposed and signed by not less than 5% of the current membership of AWL and must be held not less than 28 days or more than 60 days after the receipt by the Chief Executive Officer of any such requisition.

15. NOTICE

- 15.1 At least fourteen days (14) days' notice of any General Meeting will be given to all Members, unless a Special Resolution is required to be passed and in those circumstances 21 days' notice will be given or any greater notice as required by the Act. The notice will set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 15.2 Notice may be given by AWL to any Member in writing at the absolute discretion of the Board of Management, including by serving the Member with the notice personally, or sending it to the electronic address nominated by the Member, or sending it by post to the address of the Member in the Register, or by public notice published in a daily newspaper circulating in South Australia, or by any combination of the above methods.
- 15.3 Every notice if served by post shall be deemed to have been served on the second business day (being a day that is not a Saturday, Sunday or public holiday in South Australia) after the date of posting and in providing such service it will be sufficient to prove that the letter containing the notice was properly addressed and delivered to Australia Post.
- 15.4 Every notice if served by electronic notification shall be deemed to have been served on the day of its transmission except if transmitted after 5.00pm in which case it is taken to be served on the next day and in providing such service it will be sufficient to prove that the notice was properly addressed and sent electronically.
- 15.5 Every notice if served by public notice published in a daily newspaper circulating in South Australia shall be deemed to have been served on the date of such publication.
- 15.6 The loss, delay or non-delivery of any notice sent to or returned by any Member of AWL or of the Board of Management will not invalidate or prejudice any resolution passed or election made or other thing done by AWL or the Board of Management.
- 15.7 Business may be placed on the agenda by either a majority of the Board of Management or a Member whose notice is supported in writing and signed by twenty other members but in the case of the latter the business or notice must reach AWL at least 45 days prior to the meeting.

16. MEETINGS – CHAIR

At every General Meeting and any meeting of the Board of Management, the Chair shall be taken by the Chair if present, or in his or her absence, by a Deputy Chair or in his or her absence, by a member of the Board of Management nominated from members of the Board of Management and selected by a vote of members of the Board of Management present at such meeting.

17. GENERAL MEETINGS – VOTING

- 17.1 Subject to this Constitution, a question for decision at a General Meeting must be determined by a majority of Members who are eligible to vote at that General Meeting.
- 17.2 Voting at a General Meeting shall be taken as the Chair shall direct. If the voting is by a show of hands, the Chair or any four Members present may demand a poll which must be immediately taken and the result declared by the Chair.
- 17.3 In the case of an equality of votes, the Chair shall have a second or casting vote.
- 17.4 Subject to the provisions as to the Chair's right to a casting vote, Members' voting rights are as set out in this Constitution.
- 17.5 A declaration of the person presiding at a General Meeting that a resolution has been passed is conclusive evidence of that fact.
- 17.6 Votes at any meeting shall be given personally and no proxies shall be recognised.
- 17.7 Minutes of the proceedings at a General Meeting are to be entered within one month of the meeting in the minute book, signed by the Chair of the meeting at which the proceedings took place and are to be confirmed by Members at a subsequent meeting. Where the minutes are so entered they shall, until the contrary be proved, be evidence that the meeting was convened and duly held, that all proceedings held are deemed to have been duly held and that all appointments made at the meeting are valid.

18. ELECTION OF BOARD OF MANAGEMENT

- 18.1 Subject to Rules 21 and 22, members of the Board of Management shall be elected at a General Meeting of AWL for a term of three years commencing at the conclusion of the General Meeting and ending on the third anniversary of the General Meeting.
- 18.2 Subject to Rule 18.3, retiring members of the Board of Management shall be eligible for re-election.
- 18.3 Members of the Board of Management may only serve, subject to this Constitution, a maximum of three consecutive terms of three years each, and will then after a period of at least three consecutive years not serving as a member of the Board of Management be eligible to be re-elected at a General Meeting.
- 18.4 A nomination on the prescribed form must be signed by the candidate for election to the Board of Management and by a proposer and seconder who are members of AWL and must be lodged with the Chief Executive Officer of AWL not less than 45 days prior to the date of the Annual General Meeting or such shorter period as the Board of Management may in its absolute discretion determine.
- 18.5 All candidates for election as members of the Board of Management must be personally present at the Annual General Meeting unless the Chair of the meeting determines that they are absent with good cause.

19. GENERAL MEETINGS – QUORUM

No business may be transacted at any General Meeting unless a quorum of at least 10 Members is present at the commencement of such business.

20. GENERAL MEETINGS – DISSOLUTION/ADJOURNMENT

- 20.1 If within half an hour from the time appointed for the General Meeting, a quorum of Members is not present the meeting, if convened upon a requisition of Members in accordance with Rule 14, must be dissolved.
- 20.2 In any other case it will stand adjourned to some convenient time and place to be determined by a majority of the Members then present. If at such adjourned meeting a quorum of Members is not present within half an hour of the time of commencement, the Members present shall constitute a quorum.
- 20.3 Any General Meeting has power to adjourn its proceedings from time to time to any date fixed by the meeting.

21. BOARD OF MANAGEMENT

- 21.1 The elected Board of Management must consist of not more than nine (9) or less than seven (7) members including the Chair and Deputy Chair.
- 21.2 Subject to Rules 21.16 and 30.2, Board of Management members may be elected for a maximum of three consecutive terms of three years each (to the intent that no Board of Management member may hold office for more than nine consecutive years).
- 21.3 Board of Management members will elect from their number a Chair and Deputy Chair (“Office Bearers”) who will be elected for no more than two terms of two years (for the avoidance of doubt, no Office Bearer may hold the same office for more than four years in total).
- 21.4 Where a Board of Management member who is also an Office Bearer retires in accordance with Rule 21.2 and is:
 - a. re-elected, they will automatically retain their position as an Office Bearer and will not need to re-nominate; or
 - b. not re-elected, they will automatically cease to be a Board of Management member and an Office Bearer.
- 21.5 Subject to this Rule the Board of Management may appoint and remove Sub-committees comprising Board of Management members or such other persons as the Board may co-opt pursuant to Rule 21.7 below either for fixed periods or at the discretion of the Board of Management.
- 21.6 Any Board of Management member appointed to a Sub-committee will cease to be a member of that Sub-committee if that person ceases to be a Board of Management member.
- 21.7 The Board of Management may from time to time as it thinks fit co-opt such persons to any Sub-committee formed pursuant to Rule 21.5, but such persons shall be deemed not to be members of the Board of Management for any purposes under this Constitution unless appointed to the Board of Management in accordance with Rule 21.2 or co-opted in accordance with Rule 21.17.
- 21.8 Any Sub-committees so formed shall conform to any conditions that may be imposed upon the

Sub-committee by the Board of Management.

- 21.9 No person shall be eligible for election to any office or is entitled to continue to hold office on the Board of Management if:
- a. he or she is in default of payment to AWL of any subscriptions or other money due to AWL or has a current arrangement as employee, contractor or otherwise involving the receipt of payment from AWL in excess of \$8,000 per annum (excluding arrangements under which goods or services are provided to AWL on usual commercial terms or on terms more favourable to AWL than usual commercial terms by a body or entity in which that person may have an interest, and which are in the opinion of the Board of Management not such as to disqualify that person under this Rule); or
 - b. if that person would be ineligible by virtue of section 30 of the Act.
- 21.10 Except as provided by Rules 21.16 and 21.17. below, no person shall be eligible for election to any office on the Board of Management unless that person has been a Member of AWL for a period of at least twelve (12) months prior to the date scheduled for the election.
- 21.11 At all meetings of the Board of Management questions arising shall be decided by a majority of votes, and in the event of equality of votes the Chair has a second or casting vote.
- 21.12 The Board of Management must meet at least five (5) times in a calendar year.
- 21.13 A Board of Management member may attend a meeting through technology (such as phone or video conferencing) so long as that technology allows the member to clearly communicate with the other Board of Management members present at the meeting.
- 21.14 No business may be transacted at any meeting of the Board of Management unless a quorum comprising a majority of the Board of Management holding office is present.
- 21.15 A resolution in writing signed by all the Board of Management members will be as valid and effectual as if it had been passed at a meeting of the Board of Management duly called and constituted and may be comprised of one or more like documents.
- 21.16 The Board of Management has power to fill any casual vacancy that may occur in its own body by appointing a member to the Board of Management and any person so appointed will hold office until the end of the next Annual General Meeting of AWL, at which that person may be elected. For the avoidance of doubt that person may be elected for a maximum of three consecutive terms of three years each, and the term of office filling the casual vacancy will be disregarded for these purposes.
- 21.17 Subject to this Rule and to Rule 21.1 above, the Board of Management may co-opt as a voting member of the Board of Management any person who, in the opinion of the Board of Management, is qualified to contribute specialist professional and strategic skills required by AWL from time to time.
- 21.18 Any person to be co-opted to the Board of Management pursuant to Rule 21.17 must be a Member of AWL and can only be co-opted pursuant to this Rule by a unanimous decision of all Members of the Board of Management.
- 21.19 Rules 9.8 and 21.10 do not apply to any persons appointed to the Board of Management pursuant to Rule 21.16 or co-opted to the Board of Management pursuant to Rule 21.17.
- 21.20 A member of the Board of Management having a direct or indirect pecuniary interest in a contract or proposed contract with AWL must disclose the nature and extent of that interest to

the Board of Management as required by the Act and shall not vote with respect to that contract or proposed contract.

21.21 Subject to Rules 21.22 to 21.26 inclusive, Board of Management members, including those co-opted in accordance with Rule 21.17, may be paid remuneration as follows:

a. the following Board of Management members, namely:

i. Chair;

ii. Deputy Chair; and

iii. other elected Board of Management members

may be paid sitting fees for the Board Year in such amounts as are fixed by the Members in General Meeting from time to time;

b. any Board of Management member who chairs a Sub-committee may also be paid a supplement for the Board Year (in addition to their sitting fee) of such amount as is fixed by the Members in General Meeting from time to time;

21.22 The remuneration payable to a Board of Management member shall be reduced (on a pro rata basis) where they have only held the relevant position for part of the Board Year.

21.23 All remuneration shall be paid monthly in arrears, and is to be inclusive of compulsory superannuation.

21.24 Remuneration may only be paid to the Board of Management member in their own capacity, and may not be paid via associated individuals or entities. Board of Management members must attend a minimum of 75% of all board and relevant sub-committee meetings during the course of the Board Year to be eligible for remuneration. Where a Board of Management member fails to meet that requirement in relation to a Board Year, any remuneration already paid to them in respect of that Board Year must be repaid to AWL within one month of the end of the Board Year (with any remuneration payable in respect of the following Board Year to be offset against the outstanding amount).

21.25 A Board of Management member (other than the Chair) may be granted a leave of absence for part of the Board Year by the Chair, in which case:

a. the relevant Board of Management member will be treated (for the purposes of Rule 21.22) as not having held the relevant position for the period of leave;

b. but any Board and relevant Sub-committee meetings held during the period of leave shall be ignored for the purposes of this Rule 21.25.

21.26 All references in Rules 21.21 to 21.25 (inclusive) to 'Board Year' shall be taken to refer to the period of approximately one year between AGMs.

22. DISQUALIFICATION OF BOARD MEMBERS

The office of a member of the Board of Management shall become vacant if:

22.1 a member of the Board of Management is disqualified from being a member of the Board of Management by the Act;

22.2 a member of the Board of Management ceases to be a Member pursuant to this Constitution;

- 22.3 a member of the Board of Management is absent for three consecutive Board of Management meetings without leave of the Board of Management;
- 22.4 a member of the Board of Management is permanently incapacitated by ill health; or
- 22.5 subject to giving the Board of Management member an opportunity to be heard and make submissions, the Board of Management resolves to remove a Board of Management member for serious failure to perform duties in a proper and acceptable manner.

23. POWERS OF THE BOARD OF MANAGEMENT

- 23.1 The affairs of AWL shall be managed and controlled by the Board of Management, which:
 - a. must manage and control the funds and other property of AWL;
 - b. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by AWL other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members; and
 - c. subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board of Management to be essential for the proper management of the business and affairs of AWL.
- 23.2 No member or members of the Board of Management (including the Chair or Deputy Chair) has the power to bind AWL without a supporting resolution of the Board of the Management.
- 23.3 The Board of Management shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of AWL on which this Constitution is silent.

24. DUTIES OF MEMBERS OF THE BOARD OF MANAGEMENT

- 24.1 All members of the Board of Management recognise that in the performance of Board of Management duties their primary duty is to AWL and its objects and that in accordance with this duty each undertakes to:
 - a. act in good faith and in the best interests of AWL;
 - b. protect the confidentiality of all information relating to the affairs of AWL which is placed before the Board of Management or discussed in the course of the Board of Management meetings which is not in the public domain; and
 - c. comply with all codes of conduct, corporate governance documents and policy directions issued by AWL from time to time.

25. CHIEF EXECUTIVE OFFICER

- 25.1 The Board of Management must from time to time, appoint a Chief Executive Officer and such Chief Executive Officer will at all times be under the control of the Board of Management. The Board of Management's instructions may be given to the Chief Executive Officer only by the Chair or by the Deputy Chair delegated by the Chair to carry out this function on the Chair's behalf.
- 25.2 The Chief Executive Officer must perform or cause to be performed the following duties:
 - a. render to the Board of Management whenever required to do so, an account of all transactions, matters and things of AWL or relating to its affairs of which the Chief

Executive Officer has charge or knowledge;

- b. take out and maintain at all times appropriate indemnity insurance for all members of the Board of Management;
- c. generally undertake and perform all duties as the Board of Management directs.

25.3 The Chief Executive Officer must prepare or cause to be prepared an Annual Report and an audited Balance Sheet to be submitted to the Board of Management and to be laid before the Annual General Meeting.

26. COMMON SEAL

The Board of Management must hold and provide for the safe custody of a common seal for AWL. The seal may only be affixed to a document with the authority of the Board of Management or of a properly empowered committee and in the presence of at least one member of the Board of Management who must sign every document to which the seal is affixed and every such document must be countersigned by the Chair, Chief Executive Officer or some other person appointed in writing by the Board of Management.

27. ALTERATIONS TO THE CONSTITUTION

27.1 This Constitution must not be altered, repealed or added to except by a Special Resolution passed at an Annual General Meeting or Extraordinary General Meeting.

27.2 Except as otherwise provided in the Act, any alteration to this Constitution made pursuant to Rule 27.1 above comes into force at the time the alteration is passed.

28. CONTRIBUTIONS, ETC

28.1 AWL must comply with section 382-15 of Schedule 1 of the Taxation Administration Act 1953 (Cth).

28.2 At the first occurrence of one of the following events:

- a. the winding up of AWL; and
- b. the revocation of AWL's endorsement under Subdivision 30-BA of the Tax Act,

AWL must transfer any surplus referred to in section 30-125(6)(b) of the Tax Act to one or more charitable funds, authorities or institutions gifts to which can be deducted under Division 30 of the Tax Act (as selected by the Board of Management at or prior to the relevant event, or in default by the Supreme Court of South Australia).

29. WINDING UP

29.1 AWL may only be voluntarily wound up or deregistered by a resolution passed by a Special Resolution of Members present and voting at an Annual General Meeting or an Extraordinary General Meeting.

29.2 If upon the winding up or deregistration of AWL there remains 'surplus assets' as defined in the Act (apart from any assets dealt with under Rule 28), such surplus assets:

- a. must not be distributed amongst the Members, except in accordance with paragraph (b); and

- b. will be distributed to one or more charitable funds, authorities or institutions:
 - i. which are not carried on for the profit or gain of their members;
 - ii. which have objects that are similar to the objects of AWL; and
 - iii. gifts to which can be deducted under Division 30 of the Tax Act,

as selected by the Board of Management at or prior to winding up or deregistration (or in default by the Supreme Court of South Australia)

30. TRANSITIONAL PROVISIONS

30.1 These Rules will be read and construed in such manner that:

- a. any register maintained by AWL immediately before the adoption of these Rules will be deemed to be a register maintained pursuant to these Rules;
- b. any seal adopted by AWL before the adoption of these Rules will be deemed to be the seal which AWL has under a relevant authority conferred by these Rules; and
- c. unless a contrary intention appears in these Rules, all persons, things and circumstances appointed or created by or under the Rules of AWL in force before the adoption of these Rules will continue to have the same status, operation and effect after the adoption of these Rules.

30.2 For the purposes of Rule 21.2, and pursuant to the transitional provisions included in the version of these Rules that was adopted at the 2016 AGM, the first term of Michelle Williams will be treated as having commenced at the 2017 AGM (so that her nine year period ends at the 2026 AGM).