



Constitution of Animal Welfare League of South Australia Incorporated

FINAL DRAFT
June 2026

Contents

Preamble	4
PART 1 – THE ASSOCIATION	
1 Name	4
2 Registered Office	4
3 Nature of the Association	4
4 Limitations of Liability	4
5 Object	4
6 Powers of the Association	5
PART 2 – MEMBERS	
7 General Eligibility	5
8 Criteria for Membership	5
9 Categories of Membership	5
10 Admission of Members	5
11 Rights of Members	6
12 Member Obligations	6
13 Register of Members	6
14 Subscriptions	6
15 Cessation of Membership	6
16 Suspension or Termination of Membership	6
17 Complaints, Disputes and Appeals	6
18 General Meetings of Members	7
18.1 Annual General Meeting	7
18.2 Special General Meeting	8
19 Chair	9
PART 3 – THE BOARD	
20 Composition of the Board	9
21 Appointment of Board Members	9
22 Board Terms and Office Bearers	10
23 Conduct and Removal of Board Members	10
24 Casual Vacancies	11
25 Eligibility and Disqualification of Board Members	11
26 Powers, Duties and Responsibilities of the Board	11
27 Delegation	12
28 Board Meetings	12
29 Board Remuneration	13
PART 4 – MISCELLANEOUS	
30 Chief Executive Officer	13
31 Public Officer	14

32	Indemnity	14
33	The Seal	14
34	Execution of Documents	15
35	Financial Year	15
36	Alteration of Rules	15
37	Dissolution of the Association	15
38	Custody and Inspection of Books and Records	16
39	Notice to Members	16
40	Legislative Interpretation	16
41	Transitional Provisions	16
PART 5 – DEFINITIONS AND INTERPRETATION		
42	Definitions	17
43	General Interpretation	17

PREAMBLE

This Constitution, together with the AWL Board Charter (Charter), provide the governance framework for the responsible stewardship of Animal Welfare League of South Australia Incorporated (the Association). This includes the care and control of assets and financial resources used for the promotion of responsible ownership and care of companion animals.

In this Constitution, words in italics are intended for exposition only and may be included, modified or deleted by resolution of the Board at any time.

PART 1 - THE ASSOCIATION

This Part describes the details of the Association, its purpose and powers.

1 NAME

The name of the Association is 'Animal Welfare League of South Australia Incorporated' (ABN 11 397 137 539).

The Association may be referred to as Animal Welfare League of South Australia Inc, AWL, or by any trading name as determined by the Board from time to time.

2. REGISTERED OFFICE

2.1 The registered office of the Association will be at a place determined by the Board from time to time.

2.2 The Association must notify the relevant authority of any change to its registered office as required by the Act.

3 NATURE OF THE ASSOCIATION

3.1 The Association is a not-for-profit organisation incorporated in South Australia under the Associations Incorporation Act 1985 and registered as a charity with the Australian Charities and Not-for-profits Commission (ACNC).

3.2 The income and assets of the Association must be applied solely towards the promotion of its Object and no portion may be paid or transferred directly or indirectly to any Member except as a bona fide payment for services rendered or expenses incurred on behalf of the Association.

4 LIMITATIONS OF LIABILITY

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs of winding up is limited to any amount unpaid by the Member in respect of their Membership.

5 OBJECT

The Object is the purpose for which the Association was formed. It is supported by the Association's Vision and Mission, Priorities and Plans as approved by the Board from time to time.

5.1 The Object of the Association is to promote the welfare and responsible ownership of companion animals and to support positive relationships between people and animals.

5.2 In pursuing this Object, the Association may undertake activities including, but not limited to:

- a) promoting responsible pet ownership including education, healthcare, desexing and identification;
- b) providing shelter, food and veterinary care for stray, unwanted or abandoned companion animals;
- c) facilitating the adoption of animals into suitable permanent homes;
- d) contributing to the development of legislation, policies and guidelines relating to animal welfare and responsible pet ownership;
- e) developing programs, services and resources that support the welfare and care of animals and their owners; and
- f) undertaking any lawful activity incidental or conducive to achieving the Object of the Association.

6 POWERS OF THE ASSOCIATION

6.1 Subject to this Constitution, the Association has the powers of an incorporated association under the Act.

6.2 The Association may do all things necessary or convenient to further its Object.

PART 2 - MEMBERS

This Part establishes the framework for Membership of the Association, including eligibility, categories, admission, rights and obligations of Members, and the management, suspension, and cessation of Membership.

7 GENERAL ELIGIBILITY

Any individual may apply for Membership of the Association in accordance with the criteria determined by the Board from time to time and included in the Charter.

8 CRITERIA FOR MEMBERSHIP

The criteria, rights and obligations of Membership, or of a particular category of Membership, may be determined by the Board from time to time and included in the Charter, provided that such criteria are consistent with this Constitution and do not restrict the rights of Members under the Act.

9 CATEGORIES OF MEMBERSHIP

The Association may have such categories of Membership as determined by the Board from time to time and included in the Charter.

10 ADMISSION OF MEMBERS

Applications for Membership must be submitted in the manner determined by the Board and included in the Charter.

The Board may approve or decline applications for Membership.

11 RIGHTS OF MEMBERS

All Members of the Association, except for those under the age of sixteen (16) years, are entitled to vote on any matter raised at an Annual General Meeting or Special General Meeting, PROVIDED THAT they have been a Member for a period of at least twelve (12) months prior to the date of the vote, in accordance with this Constitution.

12 MEMBER OBLIGATIONS

Members must comply with this Constitution, the Charter and policies of the Association, to the extent applicable and consistent with this Constitution.

13 REGISTER OF MEMBERS

The Association must maintain a Register of Members recording the name, address and date of admission of each Member.

14 SUBSCRIPTIONS

Members must pay subscriptions as determined by the Board from time to time and included in the Charter.

15 CESSATION OF MEMBERSHIP

Membership ceases if a Member:

- i. dies
- ii. resigns
- iii. fails to pay subscription fees for more than 60 days after the due date
- iv. has their Membership terminated under this Constitution.

16 SUSPENSION OR TERMINATION OF MEMBERSHIP

16.1 The Board may suspend or terminate a Membership where the Member acts in a manner detrimental to the Association.

16.2 Before any decision is made under clause 16.1, the Member must:

- a) be given written notice of the proposed action and the reasons for it; and
- b) be given a reasonable opportunity to respond.

16.3 The Board must consider any response provided by the Member before making a final decision.

16.4 The Board must notify the Member in writing of its decision and the reasons for that decision.

17 COMPLAINTS, DISPUTES AND APPEALS

This section provides an overview of actions that can be taken by Members if they have a complaint about, or dispute with, the Board, a Committee or another Member or group of Members.

17.1 The Association must maintain a complaints, disputes and appeals process that complies with the principles of procedural fairness, including:

- a) the right of a Member to be heard;

- b) an unbiased and independent decision-making process;
- c) timely resolution of disputes; and
- d) appropriate confidentiality.

17.2 A Member may lodge a complaint or dispute with the Association in a manner determined by the Board.

17.3 The Board must ensure that any dispute involving a Member is considered and determined in accordance with this clause 17.

17.4 The Board may establish procedures to support this clause 17, provided those procedures are consistent with this Constitution.

17.5 A Member whose Membership has been suspended or terminated may appeal the decision by lodging a written notice of appeal with the Chief Executive Officer within fourteen (14) days of receiving notice of the decision.

17.6 Upon receipt of an appeal, the Board must:

- a) convene an independent review process; or
- b) refer the matter to the Members at a General Meeting,

as determined by the Board and consistent with principles of procedural fairness.

17.7 The outcome of the appeal process is final.

18 GENERAL MEETINGS OF MEMBERS

This section details the number and types of meetings that are open to all Members of the Association; how they may be convened, how business is transacted and how Members may participate.

18.1 Annual General Meeting

18.1.1 The Annual General Meeting (AGM) of the Association must be held within five (5) months of the end of each financial year.

18.1.2 At least fourteen (14) days' notice of the AGM must be communicated to all Members, unless a Special Resolution is to be proposed in which case at least twenty-one (21) days' notice must be given. Communication of a Notice sent by post is taken as being received three (3) days after it is posted. A Notice sent by electronic means will be deemed to be received on the same day, unless the sender receives notification that the delivery has failed.

18.1.3 The Notice of Meeting must specify:

- i. the date, time and location of the meeting
- ii. how Members may participate in the meeting
- iii. the matters to be considered
- iv. the resolution or resolutions to be proposed.

No other matters can be considered at the Annual General Meeting.

18.1.4 The business to be conducted at the AGM is:

- i. To report on Board appointments made in accordance with this Constitution;
- ii. To report on activities and achievements of the Association in the previous financial year;
- iii. To submit the financial accounts for the previous financial year, including the Auditor's statement and report in relation to those accounts if required by the Act;
- iv. To appoint an Auditor for the current financial year if required by the Act.

18.1.5 Members may request that an item of business be included on the agenda for an Annual General Meeting by providing written notice to the Chief Executive Officer at least forty-five (45) days prior to the meeting. Such a request must be supported by no fewer than twenty (20) Members, or such other number or percentage of Members as determined by the Board from time to time, provided that the requirement is reasonable and does not restrict Members' rights under the Act.

18.1.6 A quorum for the AGM is ten (10) Members who are present, either in person or participating by electronic or other communication technology. Any such technology must be approved by the Board in advance and specified in the Notice of the meeting and must enable Members to participate in the business of the meeting and allow accurate voting or polling.

18.1.7 If a quorum is not present within thirty (30) minutes of the scheduled commencement time, the Members present will constitute a quorum, providing that at least five (5) Members are present.

18.1.8 Unless otherwise stated in this Constitution or required by the Act, a resolution of Members is passed by a simple majority of votes cast by Members entitled to vote. In the case of an equality of votes, the Chair will have a second or casting vote.

18.1.9 A Special Resolution must be passed by a majority of at least seventy-five percent (75%) of Members present at the meeting and entitled to vote, who cast a vote on the resolution, in accordance with the requirements of the Act.

18.1.10 Voting at the AGM will be by a show of hands or equivalent indication of intent unless a poll is requested by at least ten (10) Members present at the meeting.

18.2 Special General Meeting

18.2.1 A Special General Meeting (SGM) will be held if a request, supported by at least twenty percent (20%) of the current Members who are eligible to vote, is received by the Chief Executive Officer of the Association. The request must state the reason for the meeting and the resolution to be proposed.

18.2.2 The Board may also resolve to convene a Special General Meeting for matters requiring a Special Resolution.

18.2.3 Upon receipt of such a request from Members or the Board, the Chief Executive Officer must issue a Notice of Meeting not less than twenty-eight (28) days or more than sixty (60) days of the request.

18.2.4 The Special General Meeting must be held within twenty one (21) days after the Notice of Meeting is given to Members. Communication of a Notice sent by post is taken as being received three (3) days after it is posted. A Notice sent by electronic means will be deemed to be received on the same day, unless the sender receives notification that the delivery has failed.

18.2.5 The Notice of Meeting must specify:

- i. the date, time and location of the meeting
- ii. how Members may participate in the meeting
- iii. the matters to be considered
- iv. the resolution or resolutions to be proposed.

No other matters can be considered at the Special General Meeting.

18.2.6 A quorum for the Special General Meeting is ten (10) Members who are present and eligible to vote, either in person or participating by electronic or other communication technology. Any such technology must be approved by the Board in advance and specified in the Notice of the meeting and must enable Members to participate in the business of the meeting and allow accurate voting or polling.

18.2.7 If a quorum is not present within thirty (30) minutes of the scheduled commencement time, the Members present will constitute a quorum **EXCEPT** where the meeting has been called by requisition of the Members in which case the meeting will be dissolved.

18.2.8 Voting at the Special General Meeting will be by a show of hands or equivalent indication of intent unless a poll is requested by at least ten (10) eligible Members present at the meeting.

19 CHAIR

19.1 At every General Meeting and any meeting of the Board, the Chair shall preside.

19.2 Should the Chair be absent from the meeting, the Deputy Chair will preside or, in their absence, a nominated member of the Board shall preside.

PART 3 - THE BOARD

The Board is the governing body of the Association. This Part details the composition of the Board, how members and office bearers are appointed, their terms of office and how they can be removed. It also details their powers, duties and responsibilities to the Association and its Members.

20 COMPOSITION OF THE BOARD

20.1 The Association will be governed by a Board.

20.2 The Board will be comprised of no less than six (6) and no more than nine (9) members appointed by the Board in accordance with this Constitution. Members so appointed are not required to be Members of the Association and are appointed on the basis of their expertise and experience. Board members so appointed must become a Member of the Association upon their appointment.

21 APPOINTMENT OF BOARD MEMBERS

21.1 The Board must ensure that the process for appointing Board members:

- a) is transparent, merit-based and aligned to the skills and experience required by the Association; and
- b) is supported by documented procedures approved by the Board.

21.2 The process and criteria for the appointment of Board members will be determined by the Board from time to time. The Board must establish procedures to support the appointment process, provided those procedures are consistent with this Constitution.

21.3 The Board must disclose in the Association's annual report to Members the details of any Board members appointed by the Board during the reporting period, and the reasons for their appointment.

22 BOARD TERMS AND OFFICE BEARERS

This section sets limits on the amount of time any individual can serve as a member of the Board. It is good governance practice to ensure that there is a constant process of renewal on the Board.

22.1 The term for all Board members is three (3) years.

22.2 A Board member may serve a maximum of three (3) consecutive terms.

22.3 A Board member may resign from the Board at any time by providing written notice to the Chair.

22.4 The Board must elect from its members a Chair and Deputy Chair at the Board meeting prior to the AGM.

22.5 The appointments of Chair and Deputy Chair will be announced at the Annual General Meeting, and the term of the Chair and Deputy Chair shall commence at the conclusion of the Annual General Meeting at which their appointment was announced.

22.6 The Chair and Deputy Chair will each serve for a term of one (1) year and may serve up to six (6) consecutive terms in their respective roles.

22.7 The Board must determine the process for the election of the Chair and Deputy Chair, provided that:

- a) only Board members are eligible to vote; and
- b) the process is consistent with this Constitution.

23 CONDUCT AND REMOVAL OF BOARD MEMBERS

The Board is responsible for the governance of the Association so it is essential that individual Board members be held to the highest standards of conduct.

23.1 Board members must comply with all duties of Responsible Persons under applicable laws, including acting with reasonable care and diligence, in good faith in the best interests of the Association, and for a proper purpose.

23.2 The Board may remove a Board member by a resolution supported by not less than three quarters of the Board members present and voting where the Board determines that the Board member:

- i. has contravened this Constitution or the Charter or any other standards endorsed by the Board in a significant way;
- ii. has neglected to carry out their duties as a Board member under this Constitution or the Charter;
- iii. has been absent for three (3) consecutive meetings without the consent of the Board; or
- iv. becomes insolvent, under administration or has otherwise committed an act that would prevent them from holding office as a Board member under the Act.

- 23.3** Before a resolution to remove a Board member is considered, the Board member must be given written notice of the proposed resolution and the grounds for it and must be given a reasonable opportunity to respond.
- 23.4** A Board member removed under this clause 23 ceases to hold office immediately upon the resolution being passed. Any Board member appointed to a Committee will cease to be a member of the Committee if that person ceases to be a Board member.
- 23.5** The Board member so sanctioned may lodge a submission with the Chief Executive Officer within thirty (30) days appealing the decision and providing the reasons for which they believe the decision should be overturned.
- 23.6** The Chief Executive Officer shall convene a Panel to consider the submission within thirty (30) days of its receipt. This Panel shall comprise the Chair or Deputy Chair and two (2) independent persons as determined by the Board. The decision of this Panel to either confirm or overturn the decision of the Board is final.

24 CASUAL VACANCIES

- 24.1** Should a Board member retire, be removed or die within their current term, a casual vacancy will be declared.
- 24.2** The Board has power to fill any casual vacancy on the Board.
- 24.3** A person appointed under this clause 24 holds office until the conclusion of the next Annual General Meeting and is eligible to be considered for appointment in accordance with this Constitution.
- 24.4** For the avoidance of doubt, a person filling a casual vacancy may be appointed for a maximum of three consecutive terms of three years each, and the period of service filling the casual vacancy will be disregarded for these purposes.

25 ELIGIBILITY AND DISQUALIFICATION OF BOARD MEMBERS

- 25.1** A person is eligible to be appointed or remain a Board member only if they:
- a) are not disqualified from managing a corporation or holding office under the Act or any other applicable law;
 - b) are not insolvent or under administration; and
 - c) meet any additional eligibility requirements determined by the Board and documented in the Charter or supporting policies.
- 25.2** A Board member must disclose any actual, potential or perceived conflict of interest in accordance with the Act, this Constitution and the Charter.
- 25.3** The office of a Board member becomes vacant if they cease to be eligible under this clause 25.

26 POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD

Members expect the Board to guide and govern the Association on their behalf. Board membership is a position of trust and the highest standards of governance and probity are expected.

- 26.1** The Board is responsible for the governance, strategic direction and oversight of the Association to advance its Object.
- 26.2** Subject to this Constitution and the Act, the Board may exercise all powers and perform all functions of the Association except those that are required by this Constitution or the Act to be exercised by Members at a General Meeting.
- 26.3** The Board must give effect to any lawful decisions made by Members at a General Meeting.
- 26.4** The Board must adopt a Charter which must be consistent with this Constitution and must not override or conflict with any provision of this Constitution.
- 26.5** The Charter will detail matters including, but not limited to:
- i. The roles and responsibilities of the Board
 - ii. Matters reserved for the Board
 - iii. The governance and conduct of Board and Committee meetings
 - iv. The roles and responsibilities of Office Bearers and the Chief Executive Officer
 - v. The establishment, purpose, and governance of Board Committees
 - vi. Standards of conduct and ethical behaviour expected of Board members
 - vii. Processes that support the effective functioning and review of the Board
- 26.6** Board members and Committee members must comply with the Charter as adopted by the Board from time to time.

27 DELEGATION

- 27.1** The Board may delegate any of its functions or powers to a Board member, Committee of the Board, Chief Executive Officer, employee of the Association, or any other person, on such terms and conditions as the Board determines, including the power to sub-delegate.
- 27.2** The Board may establish Committees to assist in the discharge of its responsibilities and determine their composition, authority and procedures.
- 27.3** The Board may vary or revoke a delegation at any time.
- 27.4** The delegation of a function or power will not prevent the Board from exercising that function or power.

28 BOARD MEETINGS

- 28.1** The Board must meet at least five (5) times in each calendar year.
- 28.2** A quorum of the Board meeting is a majority of Board members.
- 28.3** A Board meeting may be held in person or by the use of any technology that allows all Board members participating to communicate effectively with each other.
- 28.4** Subject to clause 28.6, each Board member has one vote.
- 28.5** Resolutions of the Board will be passed by a simple majority of votes cast unless the Constitution or the Act requires a different majority.
- 28.6** In the case of an equality of votes, the Chair will have a casting vote.

- 28.7** The Board may pass a resolution without a meeting if a majority of Board members indicate their approval of the resolution in writing or by electronic means. A circular resolution must be provided to all Board members entitled to vote on the resolution. A resolution passed in this manner is taken to have been passed at a meeting of the Board. Any circular resolution passed by the Board must be recorded in the minutes of the next Board meeting.
- 28.8** Subject to this Constitution, the Board may regulate the calling and conduct of its meetings, including meeting procedures and decision-making processes, as set out in the Charter, provided that such procedures are consistent with this Constitution.

29 BOARD REMUNERATION

- 29.1** Board members may be paid remuneration in the form of sitting fees for their service to the Association.
- 29.2** The Board may determine the remuneration payable to Board members from time to time, having regard to the responsibilities of the role and ensuring that such remuneration is reasonable and in the best interests of the Association.
- 29.3** Remuneration may include payments for the roles of Chair, Deputy Chair and other Board members. The Board may also determine that additional remuneration is payable to Board members who hold particular offices or responsibilities, including Committee Chairs.
- 29.4** The Board may approve reasonable remuneration for Committee members who are not Board members, where such remuneration is considered appropriate having regard to the skills, expertise or services provided..
- 29.5** Details of Board remuneration will be reported to Members at the Annual General Meeting.
- 29.6** Board remuneration is determined on an annual basis in respect of each Board Year.
- 29.7** Any remuneration must be disclosed in accordance with applicable governance and reporting requirements, and consistent with the Association's policies, and must comply with ACNC Governance Standards and be disclosed in accordance with regulatory requirements.

PART 4 – MISCELLANEOUS

This Part includes the regulation and requirements of other aspects of the Association that do not directly relate to the previous Parts. This includes other Officers of the Association; the indemnity of Officers; use of the Seal for official documents; appointment of Auditors; how this Constitution can be changed and how the Association can be dissolved.

30 CHIEF EXECUTIVE OFFICER

- 30.1** The Board may appoint a Chief Executive Officer (CEO) of the Association on such terms and conditions, including remuneration, as the Board determines.
- 30.2** The Chief Executive Officer is responsible for the day-to-day management of the affairs of the Association and for implementing the strategic and operational directions of the Board.
- 30.3** The Chief Executive Officer may exercise such powers and perform such functions as are delegated by the Board from time to time.

30.4 The Chief Executive Officer is accountable to the Board for the performance of their duties.

30.5 If the Chief Executive Officer is temporarily absent or unable to perform their duties, the Board may appoint another person to act in that position.

31 PUBLIC OFFICER

31.1 The Association must appoint a Public Officer as required under the Act.

31.2 Unless the Board decides otherwise, the Chief Executive Officer will act as Public Officer.

31.3 The Association must notify the relevant authority of any change of Public Officer within the time required by the Act.

32 INDEMNITY

32.1 To the extent permitted by the Act and any other applicable laws, the Association must indemnify every person who is or has been an Officer of the Association against:

- a) Any liability incurred by that person in their capacity as an Officer of the Association, except where the liability:
 - i. is owed to the Association;
 - ii. arises out of conduct involving a lack of good faith; or
 - iii. relates to a pecuniary penalty order or compensation order under any applicable law; and
- b) Legal costs incurred in defending or resisting any proceedings, whether civil, criminal, administrative or investigatory, arising from their capacity as an Officer of the Association, except where:
 - i. the person is found to have a liability for which they could not be indemnified under paragraph (a);
 - ii. the costs relate to proceedings brought by the Association (or a related entity) in which the person is found liable; or
 - iii. the person is found guilty in criminal proceedings.

32.2 This indemnity does not apply to the extent that:

- a) The Association is prohibited by the Act or any other law to indemnify the person against the liability or legal costs; or
- b) The person is otherwise indemnified for the liability or costs.

32.3 Subject to the limitations of the Act, the Association must pay for indemnity insurance for any person who is, or has been, an Officer of the Association for any liabilities or costs incurred while acting in that capacity.

32.4 The indemnity provided under this clause 32 continues after the person ceases to be an Officer of the Association.

33 THE SEAL

33.1 The Association may have a common seal.

- 33.2** The Board will appoint one or more persons authorised to hold and use the common seal of the Association.
- 33.3** The common seal must be kept in safe custody.
- 33.4** The common seal may only be affixed to a document with the authority of the Board and by persons authorised by the Board.
- 33.5** Every use of the common seal must be recorded in the minutes of the next Board meeting.

34 EXECUTION OF DOCUMENTS

- 34.1** The Association may execute a document without using the common seal if the document is signed by two Board members authorised by the Board.
- 34.2** The Board may authorise other persons to sign documents on behalf of the Association.

35 FINANCIAL YEAR

- 35.1** The Financial Year of the Association will commence on 1 July and end on 30 June in the following year.
- 35.2** The Association must prepare financial statements for each Financial Year that fairly present the financial position and performance of the Association.
- 35.3** The financial statements of the Association must be audited or reviewed in accordance with the requirements of the Act and the ACNC Act as applicable.
- 35.4** The Association must comply with all financial reporting obligations under the ACNC Act.

36 ALTERATION OF RULES

- 36.1** This Constitution may only be amended or repealed by a Special Resolution of Members passed at a General Meeting of the Association.
- 36.2** At least twenty-one (21) days' notice of the meeting must be given to Members and must include the proposed resolution to amend or repeal the Constitution.
- 36.3** Any amendment to this Constitution takes effect in accordance with the requirements of the Act.

37 DISSOLUTION OF ASSOCIATION

- 37.1** The Association may be wound up by a Special Resolution of Members passed at a General Meeting of the Association.
- 37.2** At least twenty-one (21) days' notice of the meeting must be given to Members and must include the proposed resolution to wind up the Association.
- 37.3** If the Association is wound up, any surplus assets, as defined in the Act, must not be distributed to the Members of the Association.
- 37.4** Subject to the Act, any surplus assets of the Association must be given or transferred to one or more organisations that:
 - a) have purposes similar to the purposes of the Association;
 - b) are not carried on for the profit or gain of their members; and

- c) prohibit the distribution of their income and assets to members.

38 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

38.1 The books and records of the Association must be kept at a place determined by the Board.

38.2 Members may inspect the books and records of the Association, including the Register of Members, in accordance with the Act. This right must not be unreasonably restricted by the Board.

39 NOTICE TO MEMBERS

39.1 A notice may be given by the Association to any Member by:

- a) delivering it to the Member personally;
- b) sending it by post to the address recorded in the Register of Members; or
- c) sending it by electronic means to the email address recorded in the Register of Members.

39.2 A notice sent by post is taken to have been received three (3) days after it is posted.

39.3 A notice sent by electronic means is taken to have been received on the day it is sent, unless the sender receives notification that the delivery has failed.

40 LEGISLATIVE INTERPRETATION

40.1 In this Constitution, words and expressions have the same meaning as they have in the Act unless the context requires otherwise.

40.2 If any provision of this Constitution is inconsistent with the Act, the Act prevails to the extent of the inconsistency.

41 TRANSITIONAL PROVISIONS

41.1 This Constitution replaces all previous constitutions of the Association.

41.2 Any person holding office as a Board member immediately prior to the adoption of this Constitution will continue in office for the remainder of their current term, unless otherwise determined by the Board.

41.3 For the purposes of calculating term limits, any period of service completed prior to the adoption of this Constitution will be recognised.

41.4 Any policies, delegations, or decisions in force prior to the adoption of this Constitution continue to have effect to the extent that they are not inconsistent with this Constitution.

PART 5 – DEFINITIONS AND INTERPRETATION

42 DEFINITIONS

In this Constitution, unless the context otherwise requires:

ACNC Act means the Australian Charities and Not-for-Profits Commission Act 2012 (Cth).

Act means the Associations Incorporation Act 1985 (SA).

Association means Animal Welfare League of South Australia Incorporated – ABN 11 397 137 539.

Board means the body of the Association as described in PART 3 of this Constitution.

Board member means a person appointed to the Board in accordance with this Constitution.

Board Year means the period between Annual General Meetings.

Charter means any Charter adopted by the Board from time to time in accordance with this Constitution.

Chief Executive Officer (CEO) means the person appointed by the Board to manage the day-to-day affairs of the Association.

Financial Year means the period commencing 1 July and ending 30 June in the following year.

General Meeting means a meeting of Members of the Association and includes the Annual General Meeting and any Special General Meeting.

In Writing includes any communication in a written or electronic form that is capable of being recorded and retained.

Member means a person admitted to Membership of the Association in accordance with this Constitution.

Month means a calendar month.

Officer has the meaning given in section 9 of the Corporations Act 2001 (Cth).

Present at a meeting means being present in person or participating by electronic or other communication technology. Any such technology must be approved by the Board in advance and specified in the Notice of meeting and must enable Members to participate in the business of the meeting and allow accurate voting or polling.

Rules means this Constitution.

Special Resolution has the meaning given in the Act.

Surplus Assets has the meaning given in the Act.

43 GENERAL INTERPRETATION

In this Constitution, unless the contrary intention appears:

- i. Words importing any gender include all genders
- ii. The singular includes the plural and vice versa
- iii. Headings are for convenience only and do not effect interpretation.