

**CONSTITUTION**

**OF**

**AUSTRALIAN ALPACA ASSOCIATION LTD**

As amended:

1. 31 August 2008: Clause 16(f), 16(g), 16(h), 17(A), 18(A), 26, 27, 28, 28(A), 33(a), 63(a), 64, 92(A),92(B).
2. 17 October 2010: Clause 62, 73, 73A, 73B, 73C, 73E, 73F, 73G, 73H, 73I, 73J, 84(a).

Note: At the AGM of October 2010 significant changes were made to the available classes of membership. Those changes will take effect for all memberships from the commencement of the 2011 – 2012 membership year.

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**CORPORATIONS ACT 2001**  
**COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**AUSTRALIAN ALPACA ASSOCIATION LTD**  
**INTERPRETATION**

1. In this constitution:
- (a) **Alternate Director** means a person appointed as an alternate director under clause 120;
  - (b) **Company** means Australian Alpaca Association Ltd;
  - (c) **Directors** means the directors for the time being of the Company and includes where appropriate in the context, Alternate Directors;
  - (d) **Joint Membership Representative** means the person who is one of the members of the applicable Joint Member, nominated in the application for membership or subsequently in writing by all of the persons comprising the applicable Joint Member as the Joint Membership Representative or if no person is so nominated the first named person on the record of membership for the applicable Joint Member. Only one of the members of the applicable Joint Member can be the Joint Membership Representative of the applicable Joint Member at any time;
  - (e) **Law** means the *Corporations Act 2001* (Cth);
  - (f) **Member** means a member of the Company as referred to in clauses 8 and 9;
  - (g) **Office** means the registered office for the time being of the Company;
  - (h) **Register of Members** means the register of Members of the Company that the Law requires the Company to keep;
  - (i) **Region** means what clause 145 provides;
  - (j) **Regional Committee** means a regional committee elected by the members of a Region from time to time under the Regulations;
  - (k) **Regulations** means the regulations referred to in clause 95;
  - (l) **Seal** means the common seal of the Company;
  - (m) **Secretary** means any person appointed to perform the duties of a company secretary of the Company;

- (n) Expressions referring to writing will, unless the contrary intention appears, be construed as including references to printing, lithography, photography, the visible output of electronic communication and other modes of representing or reproducing words in a visible form;
- (o) An expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law except so far as the contrary intention appears in this constitution.

### **REPLACEABLE RULES**

- 2. To the extent permitted by law, the replaceable rules in the Law do not apply to the Company.

### **OBJECTS**

- 3. The objects of the Company are to promote and advance the breed and husbandry of alpacas as an agricultural resource of Australia as follows:
  - (a) to promote and advance in Australia the breeding and husbandry of alpacas as an agricultural industry, the purity of the alpaca breed, the harvesting, beneficiation, manufacture and marketing of alpaca products, and the industries associated with those activities;
  - (b) to establish and operate a register or registers of alpacas and breeders in Australia and other countries;
  - (c) to establish codes of ethics in respect of Members' alpaca-related business activities and to enforce those codes;
  - (d) to make representations to governments in Australia and in other countries about matters affecting Members' alpaca-related business activities;
  - (e) to conduct (alone or in cooperation with other companies, agricultural societies or associations) field days, shows, exhibitions, competitions, sales and seminars dealing with alpacas and alpaca products;
  - (f) to commission and conduct research of all kinds into alpaca breeding, alpaca husbandry and alpaca products and as to the marketing, commercialization and use of the product of such activities and of alpaca-related industries;
  - (g) to establish and operate an alpaca stud-book for Members in Australia and other countries;
  - (h) to advance Members' interests in respect of owning and breeding alpacas for profit; and
  - (i) to advance and promote alpaca breeding, alpaca husbandry and the products of those activities.
- 4. The Company may exercise the powers in section 124(1) of the Law only to:
  - (a) carry out the objects in clause 3; and

- (b) do all things incidental or convenient in relation to the exercise of power under subclause 4(a).

### **INTELLECTUAL PROPERTY RIGHTS**

- 5. The Company will protect and use for the benefit of the Company and its Members any intellectual property rights, know how and other information owned, created or collected by or on behalf of the Company in relation to alpaca breeding, alpaca husbandry and alpaca products and as to the marketing, commercialization and use of the product of such activities and of related alpaca industries.

### **LIABILITY**

- 6. The liability of the Members is limited.
- 7. Each Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Company if the Company is wound up:
  - (a) while he, she or it is a Member; or
  - (b) within one year after he, she or it ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he, she or it ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves.

### **ADMISSION TO MEMBERSHIP**

- 8. Each member of a particular class of membership of the Australian Alpaca Association Inc (incorporated on 27 July 1990 under the *Associations Incorporation Act 1981* (Vic)) (“the Continuing Members”) at the time the Company was registered as a company under the Law, will continue to be a Member of that class of membership of the Company (except that Introductory Memberships have been renamed Associate Memberships).
- 9. The Continuing Members and such other persons, corporations and bodies as the Directors admit to membership in accordance with this constitution will be Members of the Company.
- 10. The Directors may admit any person, corporation or body as a Member of the Company. In no case will the Directors be required to give any reason for the rejection of an application by any person, corporation or body for membership of the Company.
- 11. In the case of Partner Memberships and Joint Memberships:
  - (a) a record of membership may be issued by the Company in the joint names of the persons comprising that membership; and
  - (b) those names shall be entered in the Register of Members as the holders of a membership jointly.
- 12. Every applicant for membership of the Company (and for this purpose joint applicants for membership will be treated as a single applicant) must be proposed by two Members. The application for membership must be:
  - (a) made in writing;

- (b) signed by the applicant (or in the case of joint applicants, each joint applicant) and the proposers; and
  - (c) in such form as the Directors from time to time prescribe.
13. The Directors will consider each application for membership at the next meeting of Directors after the application is received and may:
- (a) accept or reject the application; or
  - (b) ask the applicant to give more evidence of eligibility for membership.
14. If the Directors ask for more evidence under subclause 13(b), their determination of the application for membership shall be deferred until after the evidence is given.
15. The Secretary will send to the applicant:
- (a) where the applicant is admitted to membership, written notice of the acceptance of his, her or its application; or
  - (b) where the applicant's application is rejected, written notice of the rejection of his, her or its application.

#### **CLASSES OF MEMBERSHIP**

16. The classes of membership of the Company are:
- (a) Individual Membership, to which any natural person may be admitted;
  - (b) Partner Membership, to which any two natural persons who are ordinarily resident at the same address and living in a domestic relationship may be admitted;
  - (c) Corporate Membership, to which a corporation registered under the Law may be admitted;
  - (d) Associate Membership, to which any natural person may be admitted (previously named Introductory Membership);
  - (e) Educational Membership, to which an educational institution may be admitted;
  - (f) Non-Resident Membership, to which a natural person who is not a permanent resident of Australia may be admitted;
  - (g) Joint Membership, to which two or more persons may be jointly admitted; and
  - (h) Life Membership, to which any natural person may be admitted, who the Board considers has provided an important contribution to the Australian alpaca industry.
17. Where two persons hold a Partner Membership jointly and they:
- (a) cease to be ordinarily resident at the same address; or
  - (b) cease living in a domestic relationship,

the Partner Membership will terminate and, each person may make an application for an Individual Membership prior to the expiry of 12 months from the termination of the

Partner Membership, in which case that person may continue as an Individual Member upon notification to the Secretary and payment by that person of the annual membership subscription payable for an Individual Membership.

17(A) At any time the number of Life Members of the Company shall not be greater than 12.

### **MEMBER'S RIGHTS**

18. A person holding an Individual Membership of the Company has the right:

- (a) to speak at, attend, vote at and receive notices of general meetings of Members;
- (b) to participate in a call for a poll;
- (c) to vote at elections of Directors; and
- (d) to be eligible to be elected as a Director.

18(A) A person holding a Life Membership of the Company has the right:

- (a) to speak at, attend, vote at and receive notices of general meetings of Members;
- (b) to participate in a call for a poll;
- (c) to vote at elections of Directors; and
- (d) to be eligible to be elected as a Director.

19. Each person jointly holding a Partner Membership of the Company has the right:

- (a) to speak at, attend, vote at and receive notices of general meetings of Members;
- (b) to participate in a call for a poll;
- (c) to vote at elections of Directors; and
- (d) to be eligible to be elected as a Director but only if the person is nominated by the Partner Membership as the partner eligible to be elected as a Director, as notified in writing to the Secretary by both persons holding the Partnership Membership, (only one of the persons in a Partner Membership is entitled to be eligible to be elected or be a Director at any time).

20. A corporation holding a Corporate Membership of the Company has the right, through the natural person it has appointed as its corporate representative (as advised in writing to the Secretary from time to time):

- (a) to speak at, attend, vote at and receive notices of general meetings of Members;
- (b) to participate in a call for a poll;
- (c) to vote at elections of Directors; and
- (d) for its corporate representative to be eligible to be elected as a Director.

21. A person holding an Associate Membership (previously named Introductory Membership) of the Company has the right:

- (a) to receive information provided to all Members; and
- (b) to attend general meetings of Members,

but does not have the right:

- (c) to vote at any meeting (including but not limited to voting at elections of Directors);  
or
- (d) to be eligible to be elected as a Director or to any other office (including but not limited to a Regional Committee).

22. An educational institution holding an Educational Membership of the Company has the right, through the natural person it has appointed as its representative (as advised in writing to the Secretary from time to time):

- (a) to receive information provided to all Members; and
- (b) to attend general meetings of Members,

but does not have the right:

- (c) to vote at any meeting (including but not limited to voting at elections of Directors);  
or
- (d) for its representative to be eligible to be elected as a Director or to any other office (including but not limited to a Regional Committee).

23. A person holding a Non-Resident Membership of the Company has the right:

- (a) to receive information provided to all Members; and
- (b) to attend general meetings of Members,

but does not have the right:

- (c) to vote at any meeting (including but not limited to voting at elections of Directors);  
or
- (d) to be eligible to be elected as a Director or to any other office (including but not limited to a Regional Committee).

24. A person holding a Joint Membership of the Company has the right:

- (a) to speak at and attend general meetings of Members;
- (b) to vote at general meetings of Members but only if that person is the Joint Membership Representative;
- (c) to receive notices of general meetings of Members but only if that person is the Joint Membership Representative;
- (d) to participate in a call for a poll but only if that person is the Joint Membership Representative;

- (e) to vote at elections of Directors but only if that person is the Joint Membership Representative; and
- (f) to be eligible to be elected as a Director but only if that person is the Joint Membership Representative.

#### **NATURE OF MEMBER'S RIGHTS**

25. The rights, privileges and obligations of every Member:

- (a) are not capable of being transferred or transmitted to another person or entity;
- (b) in the case of Partner Membership, shall be exercisable:
  - (i) as to standing as a candidate for election to the board of Directors or a committee (other than a Regional Committee as to which either of the partners may stand for election), by one only of the partners in relation to that election in accordance with subclause 19(d);
  - (ii) as to:
    - (A) liability to pay debts due to the Company;
    - (B) resignation;
    - (C) allowing membership to lapse;
    - (D) suspension of membership;
    - (E) expulsion; or
    - (F) nominating a person for membership in the Company or a Member as a candidate for office in the Company,as if both partners together and indissolubly comprise the Member;
  - (iii) in every other respect, as if each partner was an Individual Member;
- (c) in the case of Joint Membership, shall be exercisable:
  - (i) as to attending general meetings of Members of the Company, by each person who is part of the Joint Membership;
  - (ii) as to liability to pay monies due to the Company, by each member of the Joint Membership jointly and severally;
  - (iii) as to receipt of notices of meetings and other notices to be given to Members, by the Joint Membership Representative;
  - (iv) as to voting at general meetings of Members, by the Joint Membership Representative (there is only one vote per Joint Membership regardless of the number of persons who comprise the Joint Membership);
  - (v) as to being elected as a Director or other officer, by the Joint Membership Representative; and

- (vi) as to exercising and receiving any other rights, entitlements and benefits of membership, by the Joint Membership Representative.

### **MEMBERSHIP SUBSCRIPTION**

- 26. Subject to clause 28A, Members will pay an annual subscription fee as determined from time to time for their particular class of membership by the Directors.
- 27. The annual subscription fee will be due and payable on the date stated in a notice to Members requiring payment, and must be paid by Members (other than Members who hold a Life Membership as they do not need to pay subscription fees) to the Company. Such date for payment must be not fewer than 30 days after the issue of the notice.
- 28. If a Member (other than a Member who holds a Life Membership as that Member does not need to pay subscription fees) does not pay a subscription fee:
  - (a) on or before the date it falls due for payment, the membership is suspended and the Member will not be able to exercise any rights or privileges of membership while suspended; and
  - (b) within 60 days after it falls due for payment, the Directors may terminate the Member's membership of the Company by written notice to the Member, if the Directors or the Secretary have given the Member a further written notice requiring payment within seven days and the Member does not pay the outstanding fee in full within that period.
- 28(A) Members holding a Life Membership do not have to pay an annual subscription fee.

### **REGISTER OF MEMBERS**

- 29. The Secretary will keep and maintain the Register of Members for the Company and make it available for inspection by Members.
- 30. Upon the expiration of a notice of termination given to a Member under subclauses 28(b) or 32(b), expulsion of a Member under clause 34 or a notice of resignation received from a Member under clause 31, the Secretary will make an entry in the Register of Members recording the date on which the Member to whom or by whom notice was given ceased to be a Member.

### **CEASING TO BE A MEMBER**

- 31. A Member may at any time by giving one month's notice in writing to the Secretary, resign his or her membership of the Company. On the expiration of that period of notice, that Member will:
  - (a) not be entitled to any refund (or part refund) of subscription fees, unless the Directors otherwise resolve at their sole discretion to do so; and
  - (b) continue to be liable for any unpaid monies due for payment by the Member to the Company.
- 32. A Member's membership of the Company will cease:
  - (a) if the Member gives the Secretary notice under clause 31;

- (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution, terminate the membership of a Member:
    - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; and
    - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
  - (c) if the Directors terminate the Member's membership in accordance with subclause 28(b) or the Company or Directors expel the Member in accordance with clause 34;
  - (d) where the Member is a natural person, if the Member:
    - (i) dies; or
    - (ii) is convicted of an indictable offence; or
  - (e) where the Member is not a natural person, if:
    - (i) a liquidator is appointed in connection with the winding up of the Member; or
    - (ii) an order is made by a Court for the winding up or deregistration of the Member.
33. Subject to clause 28, a person admitted as a Member will continue to be a Member and may exercise the rights of membership for the class of membership to which the person belongs, so long as that person:
- (a) pays any subscription fees when they fall due (except for Members who hold a Life Membership as they do not need to pay subscription fees); and
  - (b) has not ceased to be a Member under clause 32, clause 17 or otherwise under this constitution.

### **SUSPENSION OR EXPULSION OF MEMBER**

34. If a complaint is made in writing to the Company by not less than five Members that a Member has wilfully refused or neglected to comply with the provisions of this constitution, or is guilty of any conduct which is unbecoming of a Member or prejudicial to the interests of the Company, the Company will have power to:
- (a) suspend the membership of the Member for a period of time or indefinitely until a decision is made to end the suspension;
  - (b) impose conditions to be met before a suspension is lifted; or
  - (c) expel the Member from the Company and erase his or her name from the Register of Members.
35. The Company may suspend or expel a Member under clause 34 only by the following procedure:

- (a) the complaint must be considered at the first instance by the Directors;
- (b) if the Directors pass a resolution that the Member about whom or which the complaint is made should show cause why the Member should not be suspended or expelled from membership of the Company, the Directors must convene a meeting of Directors at which a resolution to suspend or expel the Member is to be put;
- (c) the Member about whom or which the complaint is made must:
  - (i) at least 14 days before such Directors' meeting, be given written notice of such meeting, of the substance of the complaint and of the resolution to be put to the meeting; and
  - (ii) be permitted to attend such meeting and be given an opportunity to provide orally or in writing any explanation or defence the Member may wish to provide;
- (d) after having given the Member that opportunity, or if the Member, having been given notice of the meeting, does not attend, the Directors may by resolution decide whether or not to suspend or expel that Member, at such time and on such terms as they shall think fit, whereupon the Member's suspension or expulsion shall take effect at that time and on those terms;
- (e) any Member who receives notice of a meeting of Directors convened to consider that Member's suspension or expulsion may, by notice in writing lodged with the Company at least 48 hours before the time for holding that meeting, elect to have the question of that Member's suspension or expulsion dealt with by the Company in general meeting;
- (f) if a Member gives notice to the Company under subclause 35(e):
  - (i) the Directors may elect to convene a general meeting of the Company for the purpose of considering the Member's suspension or expulsion or may elect to have that Member's suspension or expulsion considered at the next general meeting of the Company;
  - (ii) the Directors may by resolution decide on the resolution to be put to that general meeting; and
  - (iii) if at the general meeting a resolution for the suspension or expulsion of the Member is passed by a majority of two-thirds of those present and voting in person or by proxy (such vote to be taken by ballot), the Member will be suspended or expelled in accordance with the terms of that resolution and:
    - (A) if suspended, the Member will not be able to exercise any rights or privileges of membership while suspended; or
    - (B) if expelled, the name of the Member must be removed from the Register of Members.

## **GENERAL MEETINGS**

36. The Company will, in addition to any other meeting held by the Company, hold a general meeting to be called the annual general meeting which will be held in accordance with the

provisions of the Law. The annual general meeting will be held at such time and place as appointed by the Directors.

37. Any Director may, at any time, call a general meeting.
38. A Member may:
  - (a) only request the Directors to call a general meeting in accordance with section 249D of the Law; and
  - (b) not request or call and arrange to hold a general meeting except under sections 249E or 249F of the Law.

#### **NOTICE OF GENERAL MEETINGS**

39. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, 21 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given to Members entitled to notice, of any general meeting.
40. A notice calling a general meeting:
  - (a) must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
  - (b) in the case of special business, must state the general nature of the business to be transacted at the meeting; and
  - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
41. The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 38).
42. The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 157 entitled to receive notices from the Company.
43. The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member entitled to that notice or the non-receipt of a notice (or form) by any Member entitled to that notice does not invalidate the proceedings at or any resolution passed at the general meeting.
44. All business will be special that is transacted at a general meeting, with the exception of:
  - (a) receiving and considering the profit and loss accounts, the balance sheet and the reports of the Directors and auditors of the Company;
  - (b) the election of Directors and other officers in the place of those retiring; and
  - (c) the appointment and fixing of the remuneration of the auditors of the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

45. No business will be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum of Members is the lesser of:
- (a) 20 Members present in person who are entitled to vote; or
  - (b) Members present in person who are entitled to vote comprising five percent of the total number of Members on the Register of Members at the date the notice of the meeting was given who are entitled to vote.
46. If within half an hour from the time appointed for the general meeting a quorum is not present, the general meeting, if convened upon the requisition of Members, will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the general meeting, the Members present constitute a quorum.

## **CHAIRPERSON**

47. The chair of Directors will take the chair at every general meeting of the Company ("Chair"), or if there is no chair of Directors, or if he or she is not present within 15 minutes after the time appointed for holding the general meeting or is unwilling to act, the Members present will elect one of their Members to take the Chair of the general meeting.
48. If there is a dispute at a general meeting about a question of procedure, the Chair may determine the question.

## **ADJOURNMENT**

49. The Chair of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
  - (b) must adjourn the general meeting if the meeting directs him or her to do so.
50. An adjourned meeting may take place at a different venue from the place appointed for the initial general meeting.
51. The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
52. Notice of an adjourned general meeting need not be given in accordance with clauses 151 to 158 unless a general meeting has been adjourned for more than 21 days.

## **DECISION ON QUESTIONS**

53. Subject to the Law in relation to special resolutions, a resolution is carried at a general meeting if a majority of the votes cast on the resolution is in favour of the resolution.

54. At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chair; or
  - (b) by at least two Members present in person or by proxy who are entitled to vote.
55. Unless a poll is demanded in accordance with clause 54, a declaration by the Chair that a resolution has on a show of hands been carried, carried unanimously, carried by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
56. The demand for a poll may be withdrawn.
57. A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.
58. If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chair or on a question of adjournment will be taken forthwith.
59. The Chair may determine any dispute about the admission or rejection of a vote. The Chair's determination, if made in good faith, will be final and conclusive.
60. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.

#### **OFFENSIVE MATERIAL**

61. The Chair may refuse admission to, or require a person to leave and not return to, a meeting if the person:
- (a) refuses to permit examination of any article in the person's possession; or
  - (b) is in the possession of any:
    - (i) electronic or recording device;
    - (ii) placard or banner; or
    - (iii) other article,

which the Chair considers to be dangerous, offensive or liable to cause disruption.

#### **VOTES OF MEMBERS**

62. A Member entitled to vote at a general meeting may vote in person (or in the case of a Corporate Member who is an entity, through the natural person it has appointed by notice in writing to the Secretary from time to time as the representative of the entity) or by proxy, by postal vote in accordance with this Constitution, or by attorney.

63. On a poll or a show of hands:
- (a) a Member entitled to vote has one vote if he, she or it is an Individual, Life, Partner (for a Partner Membership each of the two persons comprising the Partner Membership has one vote) or Corporate Member; and
  - (b) a Joint Membership has one vote and only the person that is the Joint Membership Representative may exercise that vote (the other persons, corporations or bodies making up the Joint Member do not have a right to vote).
64. A Member (other than a Member who hold a Life Membership as that Member does not need to pay subscription fees) is not entitled to vote, speak or stand for office at a general meeting if the Member's subscription fee is unpaid at the date of that meeting.
65. An objection to the qualification of a voter may be raised only at the general meeting or adjourned general meeting at which the voter tendered his, her or its vote. An objection must be referred to the Chair of the general meeting whose decision is final. A vote which the Chair does not disallow because of an objection is valid for all purposes.

### VOTES BY PROXY

66. The instrument appointing a proxy must:
- (a) be in writing under the hand of the appointor or of his or her attorney duly authorised in writing; or
  - (b) if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
67. An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Law. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by subsection 250A(1) of the Law.
68. For the purposes of clause 67, an appointment received at an electronic address will be taken to be signed by the Member if:
- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
  - (b) the appointment has been verified in another manner approved by the Directors.
69. A Member is entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as he or she thinks fit.
70. Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to demand or join in demanding a poll;
  - (b) to vote on:
    - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and

- (ii) any procedural motion, including any motion to elect the Chair, to vacate the Chair or to adjourn the general meeting,  
  
even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
  - (c) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 71. The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
  - (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
  - (b) the taking of a poll on which the appointee proposes to vote.
- 72. The Company receives an appointment of a proxy or any power of attorney or other authority under which it was executed when it is received at:
  - (a) the Company's Office;
  - (b) a facsimile number at the Company's Office; or
  - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.
- 73. A vote cast in accordance with an appointment of proxy or power of attorney or by postal vote in accordance with this Constitution is valid even if before the vote was cast the appointor:
  - (a) died;
  - (b) became mentally incapacitated; or
  - (c) revoked the proxy or power,unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

### **CONDUCT OF POSTAL BALLOTS, POSTAL BALLOT PAPER AND MIDDLE ENVELOPE**

#### **73(A) Postal Ballots**

- (1) When, in accordance with this Constitution, the members of the company may exercise their right to vote upon a measure or to elect a Director of the company the Directors must:
  - (a) cause the details of the election or proposal on which the ballot is to be held to be set out in a statement; and
  - (b) fix the dates for:
    - (i) the forwarding of ballots to members; and
    - (ii) the closing of the ballot; and

(b) appoint a returning officer for the ballot.

(2) Every ballot must be conducted by the returning officer appointed by the Company.

### **73(B) Returning officers**

(1) A director of the Company may not be appointed as a returning officer.

(2) The returning officer or their appointed assistant under Clause 73B, may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

### **73(C) Preparation of voting roll and ballot papers**

(1) The returning officer must prepare a roll of the full names and addresses of the members of the Company, as disclosed by the register of members, directors and shares, together with particulars of the number of votes each member would be entitled to exercise on a poll.

(2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.

(3) The returning officer must cause ballot papers to be prepared:

(a) in or to the effect of Form A; or

(b) in such other form as the Company approves.

(4) Each ballot paper must:

(a) be initialled by the returning officer or an appointed assistant; or

(b) bear a mark that identifies it as a genuine ballot paper.

(5) The returning officer, or their appointed assistant, must, at least 21 days before the date fixed for the closing of the ballot, send by post or otherwise deliver to every member entitled to vote in the ballot one set of the following material:

(a) one ballot paper;

(b) an envelope (in this Constitution referred to as *the outer envelope*) addressed to the returning officer;

(c) a smaller envelope (in this Constitution referred to as *the middle envelope*), the reverse side of which must be printed in or to the effect of Form B in this Constitution;

(d) a small envelope (in this Constitution referred to as *the inner envelope*) in which the ballot paper is to be enclosed; and

(e) a copy of the statement prepared by the board setting out the details of the proposal on which the decision of the members is to be sought or material identifying the candidates for office.

### **73(D) Duplicate ballot papers**

The returning officer may send a duplicate ballot paper to any voter if the returning officer is satisfied:

(a) that the voter has not received a ballot paper; or

- (b) that the ballot paper received by the voter has been lost, spoiled or destroyed and that the voter has not already voted.

### **73(E) Voting**

A member casts a vote in the ballot by:

- (a) completing the details on the reverse side of the middle envelope; and
- (b) marking his or her vote on the ballot paper according to the instructions on the ballot paper; and
- (d) sending the ballot paper, in the envelopes provided, to the returning officer.

### **73(F) Safe keeping of ballot papers**

- (1) The returning officer or their appointed assistant must provide a ballot box that must be locked immediately before the ballot papers are delivered to members in accordance with clause 73C (5) and must remain locked until the close of the ballot.
- (2) The returning officer must place the outer envelopes in the ballot box not later than noon on the date fixed for the closing of the ballot.

### **73(G) Counting of the votes**

- (1) Ballot papers received after noon on the date fixed for the closing of the ballot must not be taken into account at the ballot.
- (2) As soon as practicable after noon on the date fixed for the closing of the ballot, the returning officer must, in the presence of such scrutineers as may be appointed by the company, open the ballot box and deal with the contents in accordance with subclause 73G(3).
- (3) The returning officer must:
  - (a) remove the middle envelope from the outer envelope; and
  - (b) if a duplicate outer envelope has been issued and the original outer envelope is received, reject the original envelope and mark it “rejected”; and
  - (c) according to the information on the middle envelope, for each set of voting papers returned, mark the voter’s name on the roll by drawing a line through the name; and
  - (d) if a member’s name has already been crossed out on the roll, reject the postal vote and mark it “rejected”; and
  - (e) if the middle envelope has not been signed, or if the details shown on the envelope are not sufficient to disclose by whom the vote is being exercised, reject the envelope and mark it “rejected”; and
  - (f) extract the inner envelopes containing the ballot papers from all unrejected middle envelopes, separating the contents from the middle envelopes in such a way that no inner envelope could subsequently be identified with any particular voter; and

- (g) when all the middle envelopes have been dealt with in the above manner, open all unrejected inner envelopes and take the ballot papers from them.
- (4) The ballot papers must be scrutinised by the returning officer who must reject as informal any ballot paper that:
- (a) is not duly initialled by the returning officer or appointed assistant or does not bear a mark that identifies it as a genuine ballot paper; or
  - (b) is so imperfectly marked that the intention of the voter cannot be ascertained by the returning officer; or
  - (c) has any mark or writing not authorised by this Constitution that, in the opinion of the returning officer, will enable the voter to be identified; or
  - (d) has not been marked as prescribed on the ballot paper itself.

**73(H) Statement by returning officer**

- (1) The returning officer must count all votes cast and make out and sign a statement of:
- (a) the number of formal votes cast in favour of the proposal; and
  - (b) the number of formal votes cast against the proposal; and
  - (c) the number of informal votes cast; and
  - (d) the number of middle envelopes marked “rejected”; and
  - (e) the proportion of the formal votes cast in favour of the proposal.
- (2) On the declaration of the returning officer of the result of the postal ballot, the board of the Company must cause an entry to be made in the company minute book showing the particulars referred to in clause 73H (1) (a)–(c).
- (3) The returning officer must forward a copy of the statement to the chairperson of the board of the Company who must announce the result of the ballot in accordance with clauses 53, 54 or 84(g) as the case may be.

**73(I) Retention of ballot papers**

- (1) The returning officer must retain:
- (a) all ballot papers (whether formal or otherwise); and
  - (b) all rejected outer envelopes; and
  - (c) all rolls;

used in connection with the conduct of the postal ballot, locked in the ballot box, in accordance with this clause.

- (2) The returning officer must retain those items for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the Company to retain those items for a longer period specified in the board’s direction.

**73(J) No postal ballots in regional elections**

For the avoidance of doubt, it is declared that these provisions of this Constitution do not operate so as to permit the use of postal ballots at elections or at plebiscites that are conducted at meetings of the Regions of the Company.

**Form A Postal Ballot Paper**

**Note:**

Before completing this ballot paper, please read the “How to vote” section below.

Name of Company: .....

Ballot of members to determine the following proposal:

.....  
 .....  
 .....

Do you support the above proposal? (Please write YES or NO in the box)

The ballot will close at noon on .....

**How to vote**

- 1 Read these directions and the ballot paper carefully.
- 2 Complete and sign the details on the reverse side of the envelope that has appropriate spaces for the insertion of your name, address and signature (in this ballot paper referred to as *the middle envelope*).
- 3 If:
  - (a) you are in favour of the proposal—write the word “YES” in the box provided above, or
  - (b) you are not in favour of the proposal—write the word “NO” in the box provided above.
- (c) If the ballot is for the election of a Director of the company, in accordance with cl.84(c) of this Constitution, mark the ballot with an “X” adjacent to the name(s) of the chosen candidate(s), not exceeding the number of candidates and without stating any order of preference on the ballot paper
- 4 After marking the ballot paper, fold it and place it in the small envelope provided and seal the envelope. Then place the small envelope in the completed middle envelope and place the middle envelope in the envelope addressed to the returning officer. Forward this envelope either by post or personal delivery so as to reach the returning officer not later than noon on .....
- 5 Unless the ballot paper is marked as indicated in 3 above and the details referred to in 2 above are completed in full and the middle envelope signed, your vote may be rejected as informal.

.....  
 Initials of returning officer

**Form B Middle envelope (member details)**

**Note:**

Please use capital letters for your name and address

(Full name of member)

(Address of member)

(Full name of person casting vote if vote is being cast on behalf of a co-operative or other body corporate that is a member)

(Address of person casting vote if vote is being cast on behalf of a co-operative or other body corporate that is a member)

(Signature of person casting vote)

## **DIRECTORS AND OFFICERS**

74. The number of Directors will not be less than five or more than nine unless the Company in a general meeting, by ordinary resolution changes the maximum number.
75. A Director must be a Joint Membership Representative, representative of a Corporate Member or a Member of the Company other than a Member who is:
- (a) an Associate Member (previously named Introductory Member);
  - (b) an Educational Member;
  - (c) a Non-Resident Member;
  - (d) a member of a Joint Membership who is not the Joint Membership Representative of that applicable Joint Membership; or
  - (e) a member of a Partner Membership who is not eligible to be elected as a Director under clause 19(d).

## **APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS**

76. Subject to clauses 85, 86 and 87, each National Committee member of the Australian Alpaca Association Inc holding office at the time the Company was registered as a company under the Law ("Continuing Director") will continue in office as a Director of the Company until the conclusion of the Company's then next annual general meeting (the "First CLBG AGM") at which time he or she shall retire from office and be eligible for re-election at the First CLBG AGM.
77. Notwithstanding clause 74 and subject to clauses 85, 86 and 87, the number of Directors at the time the Company is registered as a company under the Law will be not more than ten until the Continuing Directors retire at the First CLBG AGM.
78. At the First CLBG AGM, an election of the Directors shall be held in accordance with clauses 83 and 84.
79. At every annual general meeting of the Company after the First CLBG AGM, one third of the Directors or if their number is not three or a multiple of three then the number nearest to but not exceeding one third must retire from office.
80. The one third or other nearest number of the Directors to retire at every annual general meeting after the First CLBG AGM will be the Director or Directors who have been longest in office. As between two or more Directors who have been in office an equal length of time, the Director or Directors to retire will in default of agreement between them be determined by lot. The length of time a Director has been in office is computed from his or her last election or appointment where he or she has previously vacated office.

81. A Director retiring from office:
- (a) will be eligible for re-election for one further term immediately following his or her retirement; or
  - (b) if he or she is a Continuing Director, will be eligible for re-election for two further terms following his or her retirement at the First CLBG AGM,
- and thereafter, will only be eligible for election as a Director under clause 82, three years after retiring from office.
82. At every annual general meeting the Members may elect Directors to fill the number of available vacancies, which will be the difference between the number of Directors holding office that have not retired or are not required to retire at the meeting and the maximum number of Directors fixed by or in accordance with this constitution, but are not obliged to do so except to the extent necessary to ensure that the number of Directors after that election is at least the minimum number specified in clause 74.
83. Subject to clause 88, a person will not be eligible for election or appointment as a Director except as follows:
- (a) a person who has the right under clauses 18 to 20 or 24 to be elected as a Director may be nominated as a candidate for election or appointment as a Director by two or more Members if the nomination:
    - (i) is in writing;
    - (ii) has been received at the Office of the Company at least 30 days before the meeting; and
    - (iii) is signed by the nominee to signify that he or she is willing to be a candidate for election or appointment and consents to being a Director of the Company;
  - (b) the Directors may by resolution nominate any person as a Director who has the right under clauses 18 to 20 or 24 to be elected as a Director at least 30 days before a general meeting at which an election of Directors is to be held; and
  - (c) notice of each and every candidate nominated by the Directors or by Members must be given to all Members who are entitled to receive notices of general meetings with the notice of the general meeting at which an election is to be held.
84. If there are fewer candidates than the number of vacancies, those nominated who have accepted nomination and consented to be Directors shall be declared by the Chair to have been elected at the meeting. If more nominations are received than the number of vacancies:
- (a) the election shall be conducted by a vote of those Members present in person or by proxy or by postal ballot in accordance with this constitution who are entitled to vote;
  - (b) the election must be conducted by a returning officer appointed by the Directors, who may not vote in the election;
  - (c) the ballot paper must contain the names of the candidates in alphabetical order;

- (d) each Member present in person or by proxy and entitled to vote at the annual general meeting will be entitled to vote for any number of such candidates not exceeding the number of vacancies, without stating any order of preference on the ballot paper;
- (e) each candidate may have a scrutineer present for the counting of the votes;
- (f) those candidates with the most votes will be elected to fill the available vacancies; and
- (g) the Chair will declare the result of the election as soon as the votes have been cast and counted.

Those candidates who are elected as Directors at an annual general meeting will take office immediately upon closure of the meeting.

- 85. At any general meeting the Members may by an ordinary resolution appoint any person as a Director who is eligible to be elected as a Director at that meeting, either to fill any casual vacancy or as an addition to the number of Directors holding office but not so that the total number of Directors holding office exceeds at any time the maximum number of Directors.
- 86. The Members may by an ordinary resolution passed at a general meeting remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint in his or her stead another person who is eligible to be elected as a Director at that meeting to fill the casual vacancy thus created. Any person so appointed will hold office only until the next following annual general meeting.

#### VACATION OF OFFICE

- 87. The office of a Director will become vacant if the Director:
  - (a) ceases to be a Director by virtue of the Law;
  - (b) ceases to be eligible to be a Director under clauses 18 to 20 or 24;
  - (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (d) becomes prohibited from being a director of a company by reason of any order made under the Law;
  - (e) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (f) resigns his or her office by notice in writing to the Company;
  - (g) is removed by a resolution of the Company; or
  - (h) not being with the approval of the Directors permanently resident abroad, nor being duly engaged abroad on the business of the Company, absents himself or herself from the meetings of the Directors for three months or more without his or her Alternate Director attending any such meetings, or without special leave of absence from the Directors, and the Directors pass a resolution that the Director has by so absenting himself or herself, vacated office.

88. The Directors have power at any time, and from time to time, to appoint any person as a Director who is eligible to be a Director under clauses 18 to 20 or 24 to fill a casual vacancy, subject to the approval of the Members by resolution at the next general meeting after the appointment takes place. Any Director so appointed will hold office from the end of the general meeting at which the appointment is approved by the Members until the end of the next following annual general meeting.

#### **PAYMENTS TO DIRECTORS**

89. Unless otherwise determined by a resolution of the Members, the Directors will not be entitled to any remuneration for holding that office but every Director is entitled to be paid out of the funds of the Company:
- (a) reasonable travelling, hotel and other out-of-pocket expenses incurred in attending meetings of the Company or of the Directors or any committee thereof or while engaged on the business of the Company as may be approved from time to time by the Directors; or
  - (b) amounts relating to an indemnity in favour of the Director and permitted by section 199A of the Law or a contract of insurance permitted by section 199B of the Law.

#### **POWERS AND DUTIES OF THE DIRECTORS**

90. The business of the Company is managed by the Directors who may exercise all powers of the Company that this constitution and the Law do not require to be exercised by the Company in general meeting.
91. The Directors may by resolution adopt any rule or by-law of the Company that is not inconsistent with or contrary to this constitution or the Law and may by resolution amend or repeal any such rule or by-law.
92. Any rule or by-law adopted by the Directors may be amended or repealed by the Members by an ordinary resolution passed at the first general meeting of the Company held after the rule or by-law came into force. No amendment or repeal of a rule or by-law by the Directors or by the Members will invalidate any prior act of the Directors which would have been valid if that amendment or repeal had not been made.
- 92(A) Any rule or by-law adopted by the Directors under clause 91 will take effect from the time specified in the resolution passed by the Directors under clause 91, or if no time is specified, from the end of the meeting at which the resolution is passed. Members shall comply with such rules and by-laws on and from the time the rule or by-law takes effect.
- 92(B) Any amendment or repeal of a rule or by-law made under a resolution of the Directors under clause 91 or of the Members under clause 92 will take effect from the time specified in the resolution, or if no time is specified, from the end of the meeting at which the resolution is passed. Members shall comply with rules and by-laws as amended or repealed, on and from each time an amendment or repeal of a rule or by-law takes effect.
93. The Directors may exercise all the powers of the Company to, without limitation:
- (a) borrow money;
  - (b) mortgage or charge its property, or any part thereof; and

- (c) issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
94. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors may from time to time determine.

### **REGULATIONS**

95. The regulations relating to the Codes of Conduct, the Regions and the Council set out in Annexure A ("the Regulations") are adopted as at the date of the Company's registration as a company limited by guarantee under the Law, are binding on the Company and its Members and may be amended or repealed in accordance with clause 96 only.
96. The Regulations may be amended or repealed only if the Members entitled to vote pass an ordinary resolution at a general meeting of the Company amending or repealing the Regulations and the amendment or repeal of the Regulations is not inconsistent with or contrary to this constitution or the Law.
97. No amendment or repeal of the Regulations will invalidate any prior act of the Directors which would have been valid if that amendment or repeal of the Regulations had not been made.

### **MINUTES**

98. The Directors will cause minutes to be made of:
- (a) all appointments of officers and employees;
  - (b) all resolutions passed by Directors in accordance with clause 108;
  - (c) all orders made by the Directors and Directors' committees;
  - (d) names of Directors present at all meetings of the Company and of the Directors;
  - (e) all disclosures of interests made under clauses 112 to 117; and
  - (f) all proceedings and resolutions at all meetings of the Company and of the Directors.
99. Minutes must be signed by the chair of the meeting or by the chair of the next meeting of the relevant body.
100. The Company must keep all registers required by this constitution and the Law.

### **PROCEEDINGS OF THE DIRECTORS**

101. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and the Secretary will on the requisition of a Director, summon a meeting of the Directors.
102. Unless otherwise agreed by all Directors, each Director must be given at least 48 hours written notice of any Directors' meeting.

103. It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
104. Subject to the Law, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able to simultaneously hear each other and to participate in discussion.
105. Directors need not all be physically present in the same place for a Directors' meeting to be held. Subject to clauses 112 to 117, a Director who participates in a meeting held in accordance with this constitution is taken to be present and entitled to vote at the meeting.
106. Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all of the Directors.
107. Clause 105 applies to meetings of Directors' committees as if all committee members were Directors.
108. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors will be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in identical form, each signed by one or more Directors. The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.

#### **DECISIONS ON QUESTIONS BY DIRECTORS**

109. Questions arising at any meeting of the Directors will be decided by a majority of votes and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chair of the meeting will have a second or casting vote.
110. An Alternate Director has one vote for each Director for whom he or she is an alternate. If the Alternate Director is a Director, he or she also has a vote as a Director.

#### **CHAIRPERSON**

111. The president will be the chair of Directors to hold office subject to clauses 86 and 87 until the conclusion of the next annual general meeting. The president will preside as the chair at every meeting of the Directors. If at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Directors may choose one of their number to chair the meeting.

#### **DIRECTORS' INTERESTS**

112. No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
113. No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

114. A Director is not disqualified merely because of being a Director, from contracting with the Company in any respect.
115. Subject to clause 89, a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
  - (b) hold any office or place of profit other than as auditor in the Company; and
  - (c) act in a professional capacity other than as auditor for the Company,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits arising under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
116. A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
  - (b) vote on the matter,
- unless permitted by the Law to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
  - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
  - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
117. A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

### **QUORUM OF DIRECTORS**

118. The quorum necessary for the transaction of the business of the Directors is five or such greater number as may be fixed by the Directors.
119. The continuing Directors may act notwithstanding any vacancy in the Directors, but if and so long as their number is reduced below the number fixed by this constitution as the necessary quorum of the Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

### **ALTERNATE DIRECTORS**

120. A Director may with the approval of the Directors, appoint any person who is a Member, representative of a Corporate Member or Joint Membership Representative as his or her alternate for a period determined by that Director.
121. An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
122. An Alternate Director is an officer of the Company and is not an agent of the appointor.
123. The provisions of this constitution which apply to Directors also apply to Alternate Directors.
124. The appointment of an Alternate Director:
  - (a) may be revoked at any time by the appointor or by the other Directors; and
  - (b) ends automatically when the appointor ceases to be a Director.
125. Any appointment made under clause 120 or revocation made under clause 124(a) must be effected by written notice

### **COMMITTEES**

126. The Directors may delegate any of their powers to committees consisting of such Members or other persons as they think fit. Any committee so formed will, in the exercise of the powers so delegated, conform to this constitution, the Regulations of the Company and any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time to the extent that such directions, delegations, limitations, authorisations or policies are not inconsistent with this constitution.
127. The Directors may at any time revoke any delegation of power to a committee.
128. A committee may elect a person to chair of its meetings. If no such chair is elected, or if at any meeting the chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to chair the meeting.
129. Subject to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time, a committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members of that committee who are present and entitled to vote. In case of an equality of votes the person in the chair will have a second or casting vote.
130. Meetings of any committee will be governed by the provisions of this constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time. The provisions apply as if each member was a Director.
131. All acts done by any meeting of a committee or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as above, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or committee member.

### **EXECUTIVE**

132. Subject to clauses 140 and 141, the members of the National Executive of the Australian Alpaca Association Inc holding the positions of president, vice-president, Secretary and treasurer ("Executive") at the time the Company was registered as a company under the Law will continue in office as members of the Executive until:
- (a) where he or she is the president, the conclusion of the First CLBG AGM at which time he or she shall retire as a member of the Executive and be eligible for re-election at that annual general meeting; or
  - (b) where he or she is a member of the National Executive other than the president, the conclusion of the first Directors' meeting after the First CLBG AGM at which time he or she shall retire as a member of the Executive and be eligible for re-election at that Directors' meeting if elected as a Director.
133. At the First CLBG AGM, an election of the president shall be held in accordance with clauses 134 to 137.
134. Subject to clauses 135 and 136, the Members shall hold an election to elect a president at every annual general meeting at which the president of the Company is to retire from office (being the end of the annual general meeting at which he or she is due to retire as a Director). The president must be:
- (a) a person (who consents to being appointed to the position of president) who has been elected as a Director at the annual general meeting at which the election for president is held; or
  - (b) a Director (who consents to being appointed to the position of president).
135. Subject to clause 134, a person will not be eligible for election as the president except as follows:
- (a) a person who has the right under clauses 18 to 20 or 24 to be elected as a Director and who is nominated to be elected as a Director at the annual general meeting at which an election for the president is to be held or, a Director (together known as "Eligible Candidate") may be nominated as a candidate for election as the president by two or more Members if the nomination:
    - (i) is in writing;
    - (ii) has been received at the Office of the Company at least 30 days before the meeting; and
    - (iii) is signed by the nominee to signify that he or she is willing to be a candidate for election or appointment and consents to being the president of the Company;
  - (b) the Directors may by resolution nominate an Eligible Candidate at least 30 days before a meeting at which an election of the president is to be held; and
  - (c) notice of each and every Eligible Candidate nominated by the Directors or by Members must be given to all Members who are entitled to receive notices of general meetings with the notice of the general meeting at which an election is to be held.
136. If only one Eligible Candidate is nominated as president, that person who has accepted the nomination and consented to be the president and, if not already a Director, who has been

elected as a Director prior to the election of the president, shall be declared by the Chair to have been elected as the president at that meeting.

137. If more than one Eligible Candidate is nominated as president:
- (a) only those nominees who have been elected as a Director at the time of the election, may be listed as a candidate on the ballot paper;
  - (b) the election shall be conducted by a ballot of those Members present in person or by proxy who are entitled to vote at general meetings;
  - (c) the election must be conducted by a Director who is not nominated for the position of president and who may not vote in the election;
  - (d) the ballot paper must contain the names of the candidates in alphabetical order;
  - (e) each Member present in person or by proxy and entitled to vote at the general meeting will be entitled to vote for one candidate only;
  - (f) each candidate may have a scrutineer present for the counting of the votes;
  - (g) the candidate with the most votes will be elected as president; and
  - (h) the Chair will declare the result of the election as soon as the votes have been cast and counted.

The Eligible Candidate who is elected as the president at an annual general meeting will take office immediately upon closure of that meeting until the end of the annual general meeting at which he or she is due to retire as a Director.

138. The Directors have power at any time, and from time to time, to appoint any Director as a president to fill a vacancy. Any president so appointed will be treated as having been appointed to fill a casual vacancy and will hold office only until the end of the next following annual general meeting.
139. The Directors shall elect a person to the position of vice-president from among their number and shall also appoint:
- (a) a Secretary; and
  - (b) a treasurer,

at the first meeting of Directors following the annual general meeting in each year or if there is a vacancy in a position, at the next meeting of Directors following the vacancy arising. The Secretary and the treasurer may, but need not be, a Director and in any case may attend and may speak at any meeting of the Directors and at any general meeting.

140. The Directors may, by resolution:
- (a) recommend to the Members that the president be removed by a resolution of the Members in general meeting before the end of his or her period of office and the Members may then remove the president before the end of his or her period of office by resolution at a general meeting; and

- (b) remove any member of the Executive other than the president before the end of that Executive member's period of office.
141. A president or vice-president who ceases to be a Director, ceases to be a member of the Executive.

### SEAL

142. The Company may have a common seal. If so, the Directors will provide for the safe custody of the Seal and it may only be used by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf. Every instrument to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

### ACCOUNTS

143. The Directors will cause proper accounting and other records to be kept and will distribute copies of every profit and loss account and balance sheet (including every document required by Law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by Law, provided, however, that the Directors will cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.
144. The Directors will from time to time determine at what times and places and under what conditions the accounting and other records of the Company will be open to the inspection of Members not being Directors. No Member (not being a Director) will have any right of inspecting any account or book or paper of the Company except:
- (a) as conferred by statute;
  - (b) by a resolution of the Directors; or
  - (c) by an ordinary resolution of the Company in general meeting.

### REGIONS

145. A Region, for the purposes of this constitution and the Regulations, is a defined geographical area determined by the Directors in accordance with this constitution and the Regulations, that has no less than 50 Members who reside in that area or reside outside that area but have advised the Secretary in writing that they wish to be members of that region, ("Region"). The Members in a Region may:
- (a) meet;
  - (b) make decisions; and
  - (c) exercise powers and functions,
- as specified in the Regulations in relation to that Region, but subject to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

146. If not fewer than 50 Members in a geographical area in a Region:

- (a) meet;
- (b) elect a provisional regional committee; and
- (c) pass a special resolution asking for a Region for that geographical area to be formed,

the Directors may designate that area as a Region provided that all Regional Committees of any Region that would be affected by the formation of the new region have approved that action.

147. The Directors must not unreasonably refuse a request made under clause 146 for a new region which has also been approved by all Regional Committees of any Region that would be affected by the formation of the new region. If the Directors refuse a request, with or without valid reason, the provisional regional committee may propose a resolution to be put to the next general meeting of the Members of the Company to form such a Region and if that resolution is passed as an ordinary resolution, that Region will be formed.
148. Unless amended pursuant to clauses 146 or 147, each Region that was a Region of the Australian Alpaca Association Inc under its Rules of Association that applied immediately prior to the registration of the Company as a company under the Law will continue as a Region, and each Member who was a Member of such Region at that time will, subject to regulation 6 of the Regulations, continue to be a Member of that Region.
149. All Regions will be subject to this constitution and to any rules or by-laws promulgated by the Directors under clause 91 of this constitution and the Regulations.

#### AUDIT

150. Properly qualified auditors will be appointed and remunerated and their duties regulated in accordance with the provisions of the Law.

#### NOTICE

151. A notice required by the Law or by or under this constitution to be given to any Member may be given either:
- (a) personally;
  - (b) by sending it by post, fax or email to him, her or it at his, her or its registered address, in the register of the Company; or
  - (c) if he, she or it has no registered address, to the address, if any, supplied by him, her or it to the Company for the giving of notices to him, her or it.
152. Where a notice is sent by post, service of the notice will be deemed to be effected:
- (a) by properly addressing, prepaying, and posting a letter containing the notice; and
  - (b) on the third day after the date of its posting.

Any notice sent by email or fax will be deemed to have been received not later than the first business day after it was sent.

153. If a Member does not have an address recorded in the Register, a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.
154. A Member whose address recorded in the Register is not in Australia may specify in writing, an address in Australia to be taken to be that Member's for the purposes of clauses 151 and 152.
155. A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope was addressed and stamped and was posted is conclusive evidence of posting.
156. Subject to the Law, the signature to a written notice given by the Company may be written or printed.
157. Notice of every general meeting must be given to:
  - (a) every Member entitled to receive a notice of a general meeting except those Members who have not supplied to the Company a registered address or an address for the giving of notices to them;
  - (b) every Director and Alternate Director; and
  - (c) the auditor or auditors for the time being of the Company.
158. No person other than a person entitled to receive notice under clause 157 will be entitled to receive notices of general meetings.

#### **WINDING-UP**

159. If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which:
  - (a) is endorsed by the Australian Taxation Office as a tax exempt entity of the type referred to in Item 8.2 of the table to section 50-40 of the *Income Tax Assessment Act 1997* (Cth);
  - (b) by its constitution is required to apply its profits (if any) or other income in promoting its objects; and
  - (c) by its constitution is prohibited from making any distribution to its members or paying fees to its directors,

such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

#### **INDEMNITY OF DIRECTORS AND OTHER OFFICERS**

160. To the extent permitted by law and subject to the restrictions in section 199A of the Law, the Company indemnifies every person who is or has been an officer of the Company against:
  - (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of

the Company where the Company requested the officer to accept that appointment);  
or

- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
161. The amount of any indemnity payable under clause 160 will include an additional amount ("GST Amount") equal to any GST payable by the officer being indemnified ("Indemnified Officer") in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
162. For the purposes of clauses 160 and 161, **officer** means:
- (a) a Director;
  - (b) a Secretary; or
  - (c) a Treasurer.

#### APPLICATION OF INCOME AND ASSETS

163. Until the Company is wound up, the income and assets of the Company must be applied solely in the achievement of the purpose and objects of the Company as set out in this constitution and:
- (a) no part may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of a distribution of profits to any Member of the Company; and
  - (b) no part may be paid or applied directly or indirectly in making payment to any Director of the Company other than in accordance with clauses 89 and 160 to 161.

Chairperson



DATED this 3 June 2007

