**By-Laws governing the admission of Members**

(As made and approved by the Board on 25 July 2022)**Provisions**

1. **DEFINITIONS**

**Board** means the Board of Directors of the Company.

**Company** means Guide Dogs NSW/ACT (ACN 000 399 744).

**Company Secretary** means the Company Secretary of the Company.

**Constitution** means the Company’s Constitution adopted 19 October 2019.

**Member** means a member of the Company.

1. **OBJECTS, PURPOSE AND POWERS**
   1. These By-Laws have been prepared pursuant to clauses 6 and 7 of the constitution, and are binding and enforceable on every Member under clause 6.4 and 6.5 of the Constitution.
   2. The object of these By-laws is to set out the criteria governing the admission of Members to the Company, to promote transparency and ensure the Company’s membership appropriately reflects and represents its stakeholders and any other related interests.
2. **MEMBERSHIP**

***Types***

* 1. The Constitution stipulates that the Company has Members and life Members:
     1. Members admitted by the Board, who are liable to pay membership fees (referred to as **Ordinary Members** in these By-Laws);
     2. Life Members are members that are elected as Life Members by resolution of Members at a general meeting of the Company (following a Board recommendation to that effect), and are exempt from paying membership fees. Life membership is conferred only in recognition of a person’s outstanding contribution to the welfare of people who are blind or have vision impairment. Life member is not a separate class of member and has the same rights as a member under the constitution.

***Membership applications***

* 1. A person wishing to become a Member must submit an application to the Company Secretary, in such manner and form as prescribed by the Board from time to time.
  2. The application will be considered and determined by the Board in its discretion and in accordance with the constitution.

***Membership criteria***

* 1. When considering admitting new Ordinary Members to the Company the Board may in its discretion consider whether the potential member:

1. is willing and able to comply with the Constitution, further the objects of the Company, and comply with any applicable By-Laws, rules or regulations made by the Board;
2. will conduct themselves in a way that is not unbecoming or prejudicial to the interests of the Company;
3. has engaged in any past conduct or practice that the Board considers was not in the Company’s best interests;
4. has any connection to the Company, including (without limitation) in relation to any stakeholder group of the Company, in which case the Board may make admission to membership conditional on the potential member addressing any issues the Board identifies.

For the purposes of this clause, the Company has various stakeholder groups, which include (without limitation):

* + - 1. clients;
      2. donors;
      3. bequestors;
      4. corporate supporters;
      5. volunteers or voluntary support groups;
      6. puppy raisers;
      7. consultants; and
      8. such other groups as determined by the Board from time to time; and

(c) satisfies any other criteria prescribed by the Board from time to time, in the Company’s best interests.

* 1. In the interests of ensuring all stakeholder perspectives are adequately and fairly represented in the membership of the Company, the Board may introduce a membership quota at some later point.
  2. Employee memberships are a legacy and new applications are closed to employees.

***Managing conflicts of interest***

* 1. A Member may from time to time find themselves in a position where their rights as a Member conflict with their responsibilities as a stakeholder. In any such case, and subject to clauses 3.7 and 3.8, the Company expects the Member to ensure that any action taken by the Member is in the Company’s best interests.
  2. An employee of the Company who is simultaneously a Member (**Employee Member**) may have conflicting rights and obligations to the Company. For the avoidance of any doubt, and in order to manage such conflict in the Company’s best interests, an Employee Member’s employment relationship is paramount to and prevails over their membership relationship to the Company.

* 1. An Employee Member must not do anything in its capacity as a Member which, in the Company’s view, undermines (or breaches) its employment relationship or is otherwise not in the Company’s best interests.

***Active membership***

* 1. In accordance with ACNC Governance standard 2 members are encouraged to be actively involved in the Company’s affairs, including through attending annual general meetings, and raising issues about such affairs in writing with the Company (through the Company Secretary via company.secretary@guidedogs.com.au) when they consider it appropriate and necessary.
  2. Members will be provided with electronic links to Annual reports and Financial statements
  3. Members are expected to attend the Annual General meeting or provide a voting proxy in relation to the resolutions considered in the Notice of Meeting. This includes appointment of new Directors.