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Constitution of The Cygnet Association

1. Name of the Association

THE CYGNET ASSOCIATION referred to in this Constitution as “the Association”.

2. Interpretation and Definitions

In this Constitution, unless the context otherwise requires or it is otherwise stated:

accounting records has the same meaning as in the Act;

Act means the Associations Incorporation Act 1964;

annual general meeting means an annual general meeting of the Association held under rule 11;

Association means The Cygnet Association referred to in rule 1;

association has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Association under rule 9;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

basic objects of the Association means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

committee means the committee of management referred to in rule 21;

financial year has the same meaning as in the Act;

general meeting means –

(1) an annual general meeting; or

(2) a special general meeting;

officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 22(5);

ordinary business of an annual general meeting means the business specified in rule 11(5);

ordinary committee member means a member of the committee other than an officer of the Association;

special committee meeting means a meeting of the committee that is convened under rule 26(2) by the president or any 4 of the members of the committee;

special general meeting means a meeting of the Association, other than an annual general meeting, convened under rule 12;

special resolution has the same meaning as in the Act.

3. Association's Office

(1) At the date of adoption of this Constitution, the office of the Association is to be at the following place: *20 Littles Road, Cygnet TAS 7112*

after which it shall be at any other place the committee determines from time to time.

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- (2) The Association may also establish and use a separate postal address, email address, website and/or such other regular means of contact as determines by the executive committee from time to time.

4. Objects and Purposes of Association

- (1) The principal objects of the Association are:

- (a) To be a non-profit association of residents, businesses and property owners in the ~~town of Cygnet and its immediate surrounds (as described in clause 4.1(e) below)~~ **Cygnet Statistical Area Level 2 (SA2) area** and to serve the interests of Cygnet in any manner necessary as decided at a General Meeting of the Association;
- (b) To represent and promote the present and future interests and prosperity of Cygnet as a place to live, as an informed community and as a destination for visitors;
- (c) To enhance and beautify the town and its surroundings, foster community spirit, respect and preserve its history, character and environment and promote projects, events and activities as decided by the Association to bring people together and disseminate information about the town and district.
- (d) To provide formal or informal forums for discussion of matters of community interest and importance and to foster communication amongst residents, businesses, property owners and with local and state government and other institutions.

~~(e) To represent the interests in this Clause 4 in the area bounded by the 60 kph road speed limit around Cygnet township or such other area as a General Meeting of the Association may decide from time to time.~~

- (2) The general objects and purposes of the Association are:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the committee or the members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;

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- (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee or the members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
 - i. the committee thinks fit; or
 - ii. approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

5. Membership of Association

Individual membership of the Association shall be open to a person who is a resident, business owner or operator, or a non-resident owner of real property **in the Cygnet SA2 area** ~~in the town of Cygnet and its immediate surrounds (as described in clause 4.1(e) above)~~, subject to the following procedures:

- (1) A person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in rule 30.0.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless –
 - (a) the person is nominated for membership in accordance with subrule (3); and

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- (b) the person is approved for membership by the committee.
- (3) A nomination of a person for membership is to be –
 - (a) made in writing and signed by 2 members of the Association; and
 - (b) accompanied by the written consent of the person nominated; and
 - (c) lodged with the public officer of the Association.
- (4) The consent referred to in subrule (3)(b) may be endorsed on the nomination.
- (5) As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee.
- (6) If a nomination is approved by the committee, the public officer is to –
 - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
 - (b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in a register of members.
- (7) A member of the Association may resign by serving on the public officer a written notice of resignation.
- (8) On receipt of a notice from a member of the Association under subrule (7), the public officer is to remove the name of the member from the register of members.
- (9) A person –
 - (a) becomes a member of the Association when his or her name is entered in the register of members; and
 - (b) ceases to be a member of the Association when his or her name is removed from the register of members.
- (10) Any right, privilege or obligation of a person as a member of the Association –
 - (a) is not capable of being transferred to another person; and
 - (b) terminates on the cessation of the membership.
- (11) If the Association is wound up, each member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –
 - (a) to the assets of the Association for payment of the liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.
- (12) Any liability under subrule (11) is not to exceed: (the amount of the member's annual subscription fee).
- (13) Despite subrule (11), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.

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6. Income and Property of Association

- (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- (3) The Association may –
 - (a) pay a servant or member of the Association –
 - i. remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or
 - ii. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or
 - iii. interest at a rate not exceeding 7.25% on money lent to the Association by the servant or member; or
 - iv. a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and
 - (b) pay a member of the committee remuneration in return for carrying out the functions of a member of the committee; and
 - (c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and
 - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- (4) Despite subrule (3)(a), (b) and (c), the Association is not to pay a person any amount under that subrule unless the Association or committee has first approved that payment.
- (5) Despite subrule (3)(d), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or committee has first approved –
 - (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

7. Accounts of Receipts and Expenditure

- (1) True accounts are to be kept of the following:
 - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - (b) each asset or liability of the Association.
- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the committee.

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- (3) The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.

8. Banking and Finance

- (1) On behalf of the Association, the treasurer of the Association is to –
 - (a) receive any money paid to the Association; and
 - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.
- (2) The committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- (3) The committee may –
 - (a) receive from an authorised deposit-taking institution a cheque (or electronic funds transfer) drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque (or electronic funds transfer) .
- (4) Except with the authority of the committee, a payment of an amount exceeding \$20 is not to be made from the funds of the Association otherwise than by cheque (or electronic funds transfer) drawn on the Association's account.
- (5) The committee may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- (6) A cheque (or electronic funds transfer) is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the committee.
- (7) A cheque (or electronic funds transfer), draft, bill of exchange, promissory note or other negotiable instrument is to be:
 - (a) signed by the treasurer or, in the treasurer's absence, by any other member, or members, of the committee the committee nominates for that purpose; and
 - (b) countersigned by the public officer of the Association.
- (8) Where any outward payment is made or any inward payment is received by the Association by means of electronic funds transfer (EFT) :
 - (a) each such EFT payment shall be documented immediately by making a printed paper confirmation of each such online payment;

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- (b) each such EFT payment shall be reconciled against the Association's bank statement in a timely and ordered manner sufficiently to satisfy the requirements of the Auditor, if appointed.
- (9) The committee may, by special resolution, determine that the operation of the Association's bank account may be managed online via the internet banking website of the bank selected by the committee – and it this event, the committee may authorise the Treasurer and/or such other officer of the Association to hold the User ID and password required for this purpose. If such authorisation is given-
 - (a) the confirmation documentation described in clause (8) above shall be applied without exception;
 - (b) the Association shall also maintain a paper chequebook as a backup to cover the even where such online or internet backing services may be unavailable, and
 - (c) notwithstanding that bank statements may be ordered and obtained electronically for the Association's bank account(s), the Treasurer and Public officer shall ensure that paper bank statements are also ordered from the bank, filed in an orderly manner and reconciled regularly to meet the requirements of the Auditor.

9. Appointment of Auditor

Unless the Association qualifies for, seeks and obtains exemption from the auditing requirements under the Act, the following shall apply:

- (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The first auditor –
 - (a) may be appointed by the committee before the first annual general meeting; and
 - (b) if so appointed, holds office until the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- (5) If the first auditor is appointed by the committee under subrule (4)(a) and subsequently removed at a general meeting under subrule (4)(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the first annual general meeting.
- (6) Except as provided in subrule (4)(b), the auditor may only be removed from office by special resolution.
- (7) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the next annual general meeting.

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10. Audit of Accounts

Where the auditing requirements under the Act apply:

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next annual general meeting, provide a written report to the members of the Association present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
 - (a) specify the information, if any, that he or she has required under subrule (5)(b) and obtained; and
 - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The public officer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may –
 - (a) have access to the accounting records, books and accounts of the Association; and
 - (b) require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Association; and
 - (d) examine any member of the committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

11. Annual General Meeting

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the committee determines.
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting is to be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

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- (b) to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - (c) to elect the officers of the Association and the ordinary committee members;
 - (d) to appoint the auditor and determine his or her remuneration;
 - (e) to determine the remuneration of servants of the Association, if any.
- (6) An annual general meeting may transact special business of which notice is given in accordance with rule 13.
- (7) The annual general meeting may be preceded or followed immediately by a special general meeting, or an ordinary general meeting, to deal with other matters.

12. Special General Meetings

- (1) The committee may convene a special general meeting of the Association at any time.
- (2) The committee, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting –
 - (a) is to state the objects of the meeting; and
 - (b) is to be signed by each of the requisitionists; and
 - (c) is to be deposited at the office of the Association; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13. Notices of General Meetings

At least 14 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to publish in at least one newspaper circulating in Tasmania an advertisement specifying -

- (a) the place, day and time at which the meeting is to be held; and
- (b) the nature of the business that is to be transacted at the meeting

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c) Notices of upcoming annual general meetings can also be sent electronically.

14. Business and Quorum at General Meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is ~~15~~ **10** members of the Association entitled to vote.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
 - (a) if convened on the requisition of members of the Association, is dissolved; or
 - (b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and –
 - i. at the same place; or
 - ii. at any other place specified by the chairperson –
 - at the time of the adjournment; or
 - by notice in a manner determined by the chairperson.
- (5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

15. Chairperson at General Meetings

At each general meeting of the Association, the chairperson is to be –

- (a) the president; or
- (b) in the absence of the president, the **senior** vice-president (if appointed); or
- (c) in the absence of the president and the **senior** vice-president, ~~the other vice-president; or~~
- (c) ~~in the absence of the president and both vice-presidents,~~ the secretary or treasurer or another officer of the Association; or
- (d) in the absence of any officer of the Association, by a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

16. Adjournment of General Meetings

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at

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the meeting, but no business is to be transacted when an adjourned meeting is reconvened other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a meeting is adjourned for 14 days or more, notice of the reconvening of that adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the reconvening of the adjourned meeting.

17. Determination of Questions Arising at General Meetings

- (1) A question arising at a general meeting may be determined on the voices at the discretion of the chairperson.
- (2) If there is any doubt as to the determination of a question on the voices, on request from any member of the quorum present that same question shall then be determined on a show of hands.
- (3) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

18. Votes

- (1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- (2) All votes are to be given personally (unless it has been determined by a resolution at an ordinary general meeting or a special general meeting of the Association that an agreed form of written proxy voting is to be allowed – and that resolution has been registered as an amendment to this Constitution as required by the Act).
- (3) Despite subrule (1), in the case of an equality of votes supporting either side of the question (including that of the chairperson), the chairperson shall then have a second or casting vote as a means of resolving the question.
- (4) If the chairperson chooses not to exercise that right of second or casting vote, the chairperson shall either require that the question be withdrawn, or that it shall be re-drafted and put before the meeting in a different form.

19. Taking of Poll

If at a general meeting a poll on any question is demanded –

- (a) the poll is to be taken at that meeting in the manner the chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

20. When Poll to be Taken

- (1) A poll that is demanded to decide upon on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

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- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

21. Affairs of Association to be Managed by a Committee

- (1) The affairs of the Association are to be managed by a committee of management constituted as provided in rule 23.
- (2) The committee –
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
 - (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

22. Officers of the Association

- (1) The officers of the Association are as follows:
 - (a) one president;
 - (b) ~~two vice-presidents~~; **one vice president**
 - (c) one treasurer;
 - (d) one secretary.

~~(2) One of the vice-presidents may be known as the senior vice-president.~~

- (3) Rule 24(2), (3) and (4) applies, with all necessary modifications, to the election of persons to any of the offices referred to in subrule (1).
- (4) Each officer of the Association is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (5) If a casual vacancy in an office referred to in subrule (1) occurs, the committee may appoint one of its members to fill the vacancy until the next annual general meeting after the appointment.

23. Constitution of the Committee

- (1) The committee consists of –
 - (a) the officers of the Association; and
 - (b) any number as determined by an AGM or Special General Meeting of "other members" to be elected to the Committee", in addition to the officers of the Association.

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- (2) An ordinary committee member is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (3) If a casual vacancy occurs in the office of ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the next annual general meeting after the appointment.

24. Election of Numbers of Committee

- (1) A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be –
 - (a) made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the public officer of the Association at least 10 5 days before the day
 - (c) on which the annual general meeting is to be held.
- (2) If insufficient nominations are received to fill all vacancies on the committee –
 - (a) the candidates nominated shall be taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated shall be taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the committee to be filled, a ballot is to be held.
- (5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.
- (6) The ballot for the election of officers and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the committee.

25. Vacation of Office

For the purpose of these rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member –

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- (d) resigns office in writing addressed to the committee; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or

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- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or committee member has ceased to be a financial member of the Association.

26. Meetings of the Committee

- (1) The committee is to meet at intervals to be determined by a general meeting of the Association and at any place and time the committee determines, from time to time.
- (2) A meeting of the committee, other than a meeting referred to in subrule (1), may be convened by the President or any 4 of the members of the committee.
- (3) Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.
- (4) A special committee meeting may only transact business of which notice is given in accordance with subrule (3).
- (5) A quorum for the transaction of the business of a meeting of the committee is ~~6~~ **5** members of the committee.
- (6) Business is not to be transacted at a meeting of the committee unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –
 - (a) a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
 - (b) a special committee meeting, the meeting is dissolved.
- (8) At each meeting of the committee, the chairperson is to be –
 - (a) the president; or
 - (b) in the absence of the president, the **senior** vice-president; or
 - ~~(c) in the absence of the president and the **senior** vice-president (if appointed), **the other vice-president; or**~~
 - (d) ~~**in the absence of the president and both vice-presidents,**~~ the secretary or treasurer or another officer of the Association; or
 - (e) in the absence of any officer of the Association, by a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.
- (9) Any question arising at a meeting of the committee is to be determined –
 - (a) on a show of hands; or
 - (b) if requested by a member, by a poll taken at that meeting in the manner the chairperson determines.

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- (10) On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.
- (11) Despite subrule (1), in the case of an equality of votes supporting either side of the question (including that of the chairperson), the chairperson shall have a second or casting vote as a means of resolving the question.
- (12) If the chairperson chooses not to exercise that right of second or casting vote, the chairperson shall either require that the question be withdrawn, or that it shall be re-drafted and put before the meeting in a different form.
- (13) Written notice of each committee meeting is to be served on each member of the committee by –
 - (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving or delivering it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post or by hand to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number; or
 - (e) emailing it to the member's email address.

27. Disclosure of Interests

- (1) If a member of the committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the committee.
- (2) If at a meeting of the committee or a subcommittee a member of the committee or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.
- (3) In the event of a member of the committee or of a subcommittee having such a pecuniary interest, the chairperson of the committee or subcommittee may ask or require that member to leave the meeting during discussion of and voting on the matter concerned.

28. Subcommittees

- (1) The committee may –
 - (a) appoint a subcommittee from the committee; and
 - (b) prescribe the powers and functions of that subcommittee.

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- (2) The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.
- (3) A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members entitled to vote.
- (4) The public officer of the Association is to convene meetings of a subcommittee.
- (5) Any question arising at a meeting of a subcommittee is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.
- (7) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –
 - (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving or delivering it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post or by hand to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - ~~(d) faxing it to the member's fax number; or~~
 - (e) emailing it to the member's email address.

29. Executive Committee

- (1) The officers of the Association, namely the president, the vice-presidents, the treasurer and the secretary constitute the executive committee.
- (2) During the period between meetings of the committee, the executive committee may issue instructions to the public officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
- (3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the committee.

30. Annual Subscription

- (a) Individual Membership, with an annual subscription of five dollars (\$5.00) or such other amount as is determined by a general meeting of the Association;
- (b) Supporting Membership, with a subscription of twenty five dollars (\$25.00)

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- (c) Business Membership, with a subscription of one hundred dollars (\$100.00)
- (d) Sponsoring Membership, with a subscription of two hundred dollars (\$200.00);
- (e) Individual Life Membership, with a subscription of one hundred dollars (\$100.00).
- (f) The Executive Committee has the power to vary the subscription amount in Categories (b), (c) or (d) in the period between Annual General Meetings if it is agreed by a majority of the Association's committee to be in the best interests of the Association.
- (g) Any member whose subscription has not paid within three months of the due date, may be deemed "non-financial" and therefore unable to vote at general meetings until the member's subscription arrears are paid in full.

31. Service of Notices and Requisitions

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person; or
- (b) leaving or delivering it at, or sending it by post or by hand to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- ~~(c) faxing it to the person's fax number; or~~
- (d) emailing it to the person's email address.

32. Expulsion of Members

(1) The public officer can remove a member (or associate member) from the register of members if the annual fee is unpaid either:

- (a) 3 months from the beginning of the financial year, or**
- (b) 14 days after the member has received notice, in writing, from the public officer**

- (1) The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under subrule (1) does not take effect until the later of the following:
 - (a) the fourteenth day after the day on which a notice is served on the member under subrule (3);
 - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the committee expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –
 - (a) stating that the committee has expelled the member; and
 - (b) specifying the grounds for the expulsion; and

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- (c) informing the member of the right to appeal against the expulsion under rule 33.

33. Appeal Against Expulsion

- (1) A member may appeal against an expulsion under rule 32 by serving on the public officer of the Association, within 14 days after the service of a notice under rule 32(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the public officer is to immediately notify the committee of the receipt.
- (3) The committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this rule:
 - (a) no business other than the question of the expulsion is to be transacted; and
 - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
 - (c) the expelled member must be given an opportunity to be heard; and
 - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
 - (a) the expulsion is lifted; and
 - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
 - (a) the expulsion takes effect; and
 - (b) the expelled member ceases to be a member of the Association.

34. Disputes

- (1) A dispute between a member of the Association, in the capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- (2) This rule does not affect the operation of rule 33.

35. Seal of the Association

- (1) The seal of the Association (if required by Tasmanian or Commonwealth law or regulation) is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the committee.
- (3) The affixing of the seal is to be attested by the signatures of

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- (a) two members of the committee; or
 - (b) one member of the committee and the public officer of the Association or any other person the committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- (5) The seal is to remain in the custody of the public officer of the Association.

36. This Constitution (Notes)

- (1) As noted on Page 1, this Constitution was drafted (30 May 2014) using the core structure of the Associations Incorporation (Model Rules) Regulations 2007 – Schedule 1 (Tasmania). The majority of the general rules and procedures were adopted verbatim from the Model Rules document, with some amendments to suit the anticipated nature and activities of the Association.
- (2) This Constitution was adopted by the founding officers of the Association on 11 June 2014, in their capacity as the first executive committee of the Association.
- (3) All members of the Association are expected to abide by the Association’s constitution.
- (4) The Constitution may be amended if appropriate to suit the future requirements of the Association, following discussion among the officers, committee and members of the association, by the consideration and passing of a Special Resolution.
- (5) The procedure for consideration of a Special Resolution to amend the Constitution is that special general meeting must be called, as laid down in Clause 12 above and in other clauses governing the conduct of general meetings, the determination of questions and of special resolutions and the management of voting on questions.
- (6) Approval of a Special Resolution to amend the Constitution of the Association requires that three quarters of the members present at a special general meeting called to consider the Special Resolution must vote in favour of it, otherwise the Special Resolution will fail.
- (7) If such a Special Resolution is passed, the Constitution may then be amended to reflect the terms of the Special Resolution. The Public Officer will then be required to notify the Office of Consumer Affairs and Fair Trading in the Department of Justice, within one month of the date on which the Special Resolution is passed, and shall provide a copy of the amendment(s) to the Constitution.