

# RULES OF THE ASSOCIATION OF INCORPORATION

## Self Help Workshop Inc.

### RULES

#### 1. Name of Association

- 1.1 The name of the association shall be **Self Help Workshop Inc.** (in these rules called "the Association").

#### 2. Definitions and Meanings

- 2.1 In these rules, unless the contrary intention appears:

- (a) "Act" means the *Associations Incorporation Act 1964*;
- (b) "Annual General Meeting" means an Annual General Meeting of the Association held under Rule 11;
- (c) "Auditor" means the Auditor appointed in accordance with Rule 9 and, in the case of a corporation, its officers, employees, servants, agents and permitted assigns;
- (d) "Board" means the Board of Governance of the Association;
- (e) "Board Governance Charter" means the Board Governance Charter created by the Board in accordance with Rule 20.2(d);
- (f) "Chairperson" means the person elected as such in accordance with Rule 21.1;
- (g) "Corporate Members" means a member described in Rule 5.3(c);
- (h) "Director" means a member of the Board to whom Rule 22 relates;
- (i) "general meeting" means:
  - (i) an Annual General Meeting; or
  - (ii) a Special General Meeting;
- (j) "Honorary Member" means a member described in Rule 5.3(e);
- (k) "Life Member" means a member described in Rule 5.3(d);
- (l) "member" means a member of the association in accordance with Rule 5;
- (m) "objects and purposes of the Association" means the objects and purposes of the Association set out at Rule 4;
- (n) "Officers" means the officers of the Board elected in accordance with Rule 21;
- (o) "Public Officer" means the person who is, under section 14 of the Act, the Public Officer of the Association;

- (p) "Special General Meeting" means a Special General Meeting of the Association convened in accordance with Rule 12;
- (q) "special resolution" has the same meaning as in the Act;
- (r) "Staff and Employee Members and Parents of Employees member" means a member described in Rule 5.3(a);
- (s) in these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, email and other modes of representing or reproducing words in a visible form; and
- (t) words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1931* and the Act as in force on the date on which these rules are adopted by the Association.

### **3. Address**

- 3.1 The office of the Association shall be at 414 Hobart Road, Youngtown in Tasmania or such other place as the Board may, from time to time, determine.

### **4. Objects and Purposes**

- 4.1 In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:
  - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
  - (b) the buying, selling and supplying of and dealing in goods of all kinds;
  - (c) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
  - (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
  - (e) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
  - (f) the printing and publishing of such, newspapers, periodicals, books, leaflets or other documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
  - (g) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;

- (h) subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions, to which paragraph (a) of subsection (1) of section 78 of the *Income Tax and Social Services Contribution Assessment Act 1936-1964* (Cth) relates;
- (j) the establishment and support, or aiding in the establishment and support, of Associations, institutions, funds, trusts, schemes, and 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 payment 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 undertaking, of all or any part of the property, assets, liabilities, and engagements of any Association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
- (m) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this Rule 4.1.

**4.2** In this Rule, “basic objects of the Association” means the objects and purposes of the Association, as stated in the application under subsection (2) of section 7 of the Act for the incorporation of the Association lodged with the Registrar pursuant to that section.

**4.3** The basic objects of the Association shall be to:

- (a) improve the ability of people with disabilities in Tasmania to actively participate and integrate into the community;
- (b) establish, conduct, carry on and maintain at any place or places in Tasmania workshops and other buildings and projects and to provide work services and facilities for the use and benefit those whom the Association may wish to assist; and
- (c) establish training opportunities and provide facilities for the training of people with disabilities.

## **5. Membership of the Association**

**5.1** A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.

**5.2** A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership:

- (a) unless they are nominated as provided in Rule 5.4; and
- (b) their admission as a member is approved by the Board.

**5.3 Classes of membership**

The Association shall consist of:

- (a) Staff/Employee Members and Parents of Employees;
- (b) Individual Members who have an interest in and support the objects of the Association and who are admitted to membership by the Board;
- (c) Corporate Members who are customers or suppliers of the Association or have an interest in the areas of business undertaken by Self Help Workshop and who are admitted to membership by the Board;
- (d) Life Members who are determined by the Board to have provided exceptional service or support to the Association; and
- (e) Honorary Members who are determined by the Board to have provided exceptional service or support to the Association.

**5.4 Membership qualifications**

All applications for membership of the Association must be received on the form approved by the Board with the subscription fee appropriate to the category of membership applied for. The Board has sole discretion to approve or reject any application for membership to the Association.

**5.5 Rights and Duties of Membership**

- (a) Membership is not transferable.
- (b) Staff and Employee Members and Parents of Employees:
  - (i) may vote at any election of the Board;
  - (ii) will be given notice of and vote at any general meeting of the Association;
  - (iii) will be given all notices issued to members generally; and
  - (iv) will be eligible to receive all services and regular publications of the Associations as determined by the Board.
- (c) An individual member:
  - (i) may vote at any election of the Board;
  - (ii) will be given notice of and vote at any general meeting of the Association;

- (iii) will be given all notices issued to members generally; and
  - (iv) will be eligible to receive all services and regular publications of the Associations as determined by the Board.
- (d) A Corporate member:
- (i) may nominate a representative to attend and vote at any election of the Board;
  - (ii) will be given notice of and vote at any general meeting of the Association;
  - (iii) will be given all notices issued to members generally; and
  - (iv) will be eligible to receive all services and regular publications of the Associations as determined by the Board.
- (e) A Life member:
- (i) may vote at any election of the Board;
  - (ii) will be given notice of and vote at any general meeting of the Association;
  - (iii) will be given all notices issued to members generally; and
  - (iv) will be eligible to receive all services and regular publications of the Associations as determined by the Board.
- (f) Honorary Members:
- (i) do not have the right to attend or vote at a general meeting of the Society and have no right to receive notices of such meetings or other communications issued to members other than regular publications of the Association;
  - (ii) may not hold any office in the Association; and
  - (iii) have their duration of membership and any privileges determined by the Board.

## **5.6 Membership Year**

The membership year shall run from 1 July to 30 June next. Only those members on the membership register on 30 September of any given year shall be eligible to vote at the Annual General Meeting in that year.

## **5.7 Referral of Nomination**

As soon as practicable after the receipt of a nomination, the Public Officer shall refer the nomination to the Board.

## **5.8 Notification of Membership**

Upon a nomination being approved by the Board, the Public Officer shall, with as little delay as possible, notify the nominee, in writing, that they have been approved for membership of the

Association and, upon receipt of the sum payable by or on behalf of the nominee as their first year's subscription, shall enter the nominee's name in a register of members to be kept by the Public Officer, whereupon the nominee becomes a member of the Association.

#### **5.9 Resignation from Membership**

A member of the association may, at any time, resign from the Association by delivering or sending by post to the Public Officer a written notice of resignation.

#### **5.10 Removal of Name from Register of Members**

Upon receipt of a notice under Rule 5.9, the Public Officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.

#### **5.11 Rights and Obligations – Transfer and Termination**

A right, privilege, or obligation of a person by virtue of their membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of their membership, whether by death, resignation, or otherwise.

### **6. Income and Property of the Association**

**6.1** The income and property of the association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.

**6.2** The Association shall not:

- (a) appoint a person who is a member of the Board to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
- (b) pay to any such person any remuneration or other benefit in money or money's worth (other than repayment of out of pocket expenses).

**6.3** Nothing in the foregoing provision of this Rule prevents the payment in good faith to a servant or member of the Association of:

- (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business.
- (b) interest at a rate not to exceed the current bank overdraft rate on moneys lent to the Association by the servant or member; or
- (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

## **7. Accounts and Receipts of Expenditure**

**7.1** True accounts shall be kept:

- (a)** of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- (b)** of the property, credits, and liabilities of the Association, and subject to any restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.

**7.2** The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Board may direct.

**7.3** The accounts, books, and records referred to in Rules 7.1 and 7.2 shall be kept at the Association's office or at such other place as the Board may decide.

## **8. Banking and Finance**

**8.1** The appointed employees and other persons acting on behalf of the Association shall receive all moneys paid and forthwith after the receipt thereof issue official receipts.

**8.2** The Board shall cause to be opened, with such financial institutions as the Board selects, banking accounts in the name of the Association into which all moneys received shall be paid by the appointed employees and other persons acting on behalf of the Association as soon as possible after receipt thereof.

**8.3** No cheques, electronic transfers or credit card payments shall be drawn on the Association's bank account unless authorised by the Board, or those employees and other persons acting on behalf of the Association empowered by the Board for that purpose.

**8.4** All cheques, draft bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons nominated by the Board.

**8.5** An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution may only be authorised by two (2) persons nominated by the Board for that purpose.

## **9. Auditor**

**9.1** At each Annual General Meeting of the Association, the members present shall appoint an Auditor of the Association.

**9.2** The Auditor shall be a person who is not an officer or employee of the Association, and is a person who is qualified and registered as a practising accountant with a recognised accounting professional association.

**9.3** If an Auditor is not appointed at an Annual General Meeting under Rule 9.1, the Board is to appoint an Auditor as the Auditor of the Association as soon as practicable after that Annual

General Meeting.

**9.4** An Auditor so appointed shall hold office until the next Annual General Meeting after that at which appointed and is eligible for re-appointment.

**9.5** The Auditor may only be removed from office by special resolution of the Board.

**9.6** If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Board may appoint an Auditor and the Auditor so appointed shall hold office until the next succeeding Annual General Meeting.

## **10. Audit of Accounts**

**10.1** At least once in each financial year, the accounts of the Association shall be examined by the Auditor.

**10.2** The Auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the Board and to members present at the Annual General Meeting.

**10.3** In their report and certifying accounts the Auditor shall state whether:

- (a)** the required information has been obtained;
- (b)** in the opinion of the Auditor, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at their disposal and the explanations given to them and as shown by the books of the Association; and
- (c)** the rules relating to the administration of the funds of the Association have been observed.

**10.4** The Public Officer of the Association shall cause to be delivered to the Auditor a list of all the accounts, books, and records of the Association.

**10.5** The Auditor:

- (a)** has a right of access to the financial accounts, books, records vouchers, and documents of the Association;
- (b)** may require from any employee of, or person who has acted on behalf of, the Association any information the Auditor considers necessary for the performance of their duties;
- (c)** may employ persons to investigate the accounts of the Association, and assist them; and
- (d)** may, in relation to the accounts of the Association, examine any Director or any employees and other persons acting on behalf of the Association.

## **11. Annual General Meeting**

**11.1** The Association shall, in each year, hold an Annual General Meeting.



- 11.2** The Annual General Meeting shall be held on such day (being not later than six (6) months after the close of the financial year of the Association) as the Board may determine.
- 11.3** The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
- 11.4** The Annual General Meeting shall be specified as such in the notice convening it, notice of which must not be given less than fourteen (14) days prior to the proposed date for convening such Annual General Meeting.
- 11.5** The ordinary business of the Annual General Meeting shall be:
- (a)** to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - (b)** to receive from the Board, Auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
  - (c)** To elect the Directors of the Association.
  - (d)** To appoint the Auditor; and
  - (e)** To determine the honorarium of Directors if applicable.
- 11.6** The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 11.7** All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 11.8** Minutes of proceedings of an Annual General Meeting are to be kept in the minute book of the Association by the Public Officer or, in the absence from the meeting of the Public Officer, by an officer of the Association who is nominated by the Chairperson.
- 11.9** The minute book may be kept electronically or as otherwise authorised by the Board from time to time.
- 11.10** A Member may participate in an Annual General Meeting by telephone, television or video conference or any other means of communication approved by the Board.
- 11.11** A Member who participates in a way referred to in Rule 11.10 is taken to be present at the meeting for all purposes, including the quorum.
- 12. Special General Meeting**
- 12.1** The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 12.2** The Board shall, on the request in writing of not less than ten Members eligible to vote, convene a Special General Meeting of the Association.
- 12.3** A request for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members requesting the meeting and deposited at the office of the Association and may

consist of several documents in the like form, each signed by one or more of the Members requesting the meeting.

**12.4** If the Board does not cause a Special General Meeting to be held within twenty one (21) days from the date on which a request is deposited at the office of the Association, the Members requesting the meeting, or any of them, may convene the meeting but any meeting so convened shall not be held after three (3) months from the date of the deposit of the request.

**12.5** A Special General Meeting convened by Members requesting the meeting pursuant to these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

**12.6** A Member may participate in an Annual General Meeting by telephone, television or video conference or any other means of communication approved by the Board.

**12.7** A Member who participates in a way referred to in Rule 12.6 is taken to be present at the meeting for all purposes, including the quorum.

### **13. General Meetings**

**13.1** The Public Officer of the Association shall, at least fourteen (14) days before the date fixed for holding a general meeting of the Association, cause to be inserted in the local daily newspaper published in this State an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

**13.2** A Member may participate in a General Meeting by telephone, television or video conference or any other means of communication approved by the Board.

**13.3** A Member who participates in a way referred to in Rule 13.2 is taken to be present at the meeting for all purposes, including the quorum.

### **14. Business and Quorum at General Meetings**

**14.1** All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.

**14.2** No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

**14.3** Five (5) members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.

**14.4** If within one half hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other cause it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of the

adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within half hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

## **15. Chairperson to Preside at General Meeting**

**15.1** The Chairperson, or in their absence, the Deputy Chairperson, shall preside as chairperson at every general meeting of the Association.

**15.2** If the Chairperson and Deputy Chairperson are absent from a general meeting, the members present shall elect one of their member to preside as chairperson thereat.

## **16. Adjournment of Meetings**

**16.1** The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business.

**16.2** Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

**16.3** Except as provided in the foregoing provisions of this Rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **17. Voting at a General Meeting**

**17.1** A question arising at a general meeting of the Association shall be determined on a show of hands or by electronic means and unless before or on the declaration of the result of vote a poll is demanded, a declaration by the Chairperson that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**17.2** Upon any question arising at a general meeting of the Association, a member has one vote only.

**17.3** In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.

## **18. Taking of a Poll**

**18.1** If at a meeting a poll on any question is demanded it shall be taken at the meeting in such manner as the Chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

## **19. When a Poll is to be Taken**

**19.1** A poll that is demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

## **20. Management of Association by Board of Directors**

**20.1** Affairs of the Association shall be managed by a board of Directors constituted as provided in Rule 22.

**20.2** The Board:

- (a)** shall control and manage the business and affairs of the Association;
- (b)** may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association;
- (c)** subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association; and
- (d)** create and maintain a Board Governance Charter.

**20.3** A quorum for the transaction of the business of a meeting of the Board is half the total of members of the Board, plus one member of the Board. For example, if at the time of the meeting there are seven members of the Board, a quorum will be four members of the Board.

**20.4** For the purpose of this Rule, the Board may if it thinks fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication. A resolution passed by such conference shall be deemed to have been passed at a meeting of the Board held on the day and the time the conference was held, provided that:

- (a)** all Board members for the time being entitled to receive notice of meeting of the Board shall receive notice of the meeting and shall have access to the means by which the meeting is to take place; and
- (b)** each of the Board members at the commencement of the meeting shall acknowledge their presence for the purpose of a meeting of the Board to all other Board members taking part.

**20.5** A member of the Board shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other contemplated means of communication unless they inform the Chairperson of their intention to leave the meeting.

**20.6** The Board may conduct a vote on a specific matter by email, and in these instances, despite Rules 20.3 and 20.5, a simple majority of the entire Board (not including those on formal leave of absence) will be required to carry a matter.

## **21. Officers of the Association**

**21.1** At the first ordinary meeting of the Board after the Annual General Meeting the Directors shall elect from its number suitable persons to fill the executive positions of:

- (a)** A Chairperson;

(b) A Deputy-Chairperson; and

(c) A Treasurer.

**21.2** The provision of Rules 23.3 and 23.4 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in Rule 21.1.

**21.3** Each officer of the Association shall hold office until the conclusion of the next Annual General Meeting immediately following the date of election but is eligible for re-election.

**21.4** If an office referred to in Rule 21.1 is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.

## **22. Composition of the Board of Directors**

**22.1** The Board shall consist of not less than five (5) Directors and not more than nine (9) Directors all of whom shall be elected at the Annual General Meeting according to Rule 23.1.

**22.2** Each Director shall, subject to these rules, hold office for a period of three (3) years but is eligible to seek re-election for not more than three (3) consecutive terms.

**22.3** If an office of a Director is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.

**22.4** In the event of a casual vacancy occurring the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office subject to these rules upon such terms and conditions and for such period as the Board in its absolute discretion shall determine but for a period not exceeding three (3) years.

## **23. Nomination of Directors**

**23.1** Nominations of candidates for election as Directors of the Association:

(a) shall be made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the Public Officer of the Association at least ten (10) days before the date fixed for the holding of the Annual General Meeting.

**23.2** A candidate referred to in Rule 23.1 is not eligible to be appointed as a Director of the Association if they are an executive or board member of any other disability service provider in Tasmania.

**23.3** If insufficient nominations are received to fill all vacancies on the Board, the candidates shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

**23.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.

**23.5** If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

**23.6** The ballot for the election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

#### **24. Vacancy on the Board of Directors**

**24.1** For the purposes of these rules, the office of a Director of the Association becomes vacant if the Director:

- (a)** dies;
- (b)** becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, or makes any assignment of their estate for their benefit;
- (c)** becomes of unsound mind;
- (d)** resigns their office by writing under their hand addressed to the Board
- (e)** ceases to be resident in the State; or
- (f)** fails, without leave of absence granted by the Board, to attend three consecutive meetings of the Board.

#### **25. Board Meetings**

**25.1** The Board shall meet at least six (6) times in each financial year at such place and at such times as the Board may determine.

**25.2** All obligations and requirements of the Board and Board meetings are to be conducted in accordance with the Board Governance Charter as amended from time to time.

#### **26. Disclosure of Interests**

**26.1** Requirements for the disclosure of interests of Directors are contained within the Board Governance Charter as amended from time to time.

#### **27. Sub-Committees**

**27.1** The Board may at any time appoint a sub-committee from the Board as it may think fit and shall prescribe the powers and functions thereof in accordance with Board Governance Charter as amended from time to time.

#### **28. Annual Subscription**

**28.1** The annual subscription payable by members shall be determined by the Board.

**28.2** If:

- (a)** a member of the Association has not paid their annual subscription for a financial year of the Association within three (3) months after the first day of the financial year; and
- (b)** there has been sent to the member, after the first day of the financial year, a notice in writing, signed by the Public Officer, stating that the member's name may be removed

from the register of members if the member has not, within fourteen (14) days after receiving the notice, paid all annual subscriptions due and payable by the member; and

- (c) the member has not, within fourteen (14) days after receiving the notice, paid all annual subscriptions due and payable by the member the public officer may remove the name of the member from the register of members maintained under Rule 5.8.

**28.3** If a member of the Association has not paid their annual subscription for a financial year of the Association within three (3) months after the first day of the financial year, or within fourteen (14) days after receiving a notice under Rule 28.2 whichever is the later day, they are not entitled to attend, or vote at, the next Annual General Meeting of the Association.

## **29. Financial Year**

**29.1** The financial year of the Association is the period beginning on the first day of July in each year and ending on the thirtieth day of June next following.

**29.2** The financial year of the Association may be altered by the members by special resolution.

## **30. Notices**

**30.1** A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in pre-paid envelope, addressed to the member at their usual or last known place of abode, or emailed to an email address that the member has nominated as the email address to which notices from the Association may be sent.

## **31. Expulsion of a Member**

**31.1** Subject to this Rule, the Board may expel a member from the Association if, in the opinion of the Board has been guilty of conduct detrimental to the interests of the Association.

**31.2** The expulsion of a member pursuant to Rule 31.1 of this Rule does not take effect:

- (a) until the expiration of fourteen days after the service on the member of a notice under Rule 31.3; or
- (b) if the member exercises their right of appeal under this Rule, until the conclusion of the special meeting convened to hear the appeal, whichever is the later date.

**31.3** Where the Board expels a member from the Association, the Public Officer of the Association shall, without undue delay, cause to be served on the member a notice in writing:

- (a) stating that the Board has expelled the member;
- (b) specifying the grounds for expulsion; and
- (c) informing the member that if they so desire they may, within fourteen days after the service of the notice on them, appeal against the expulsion as provided in this Rule.

**31.4** A member on whom a notice under Rule 31.3 of this Rule is served may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the Public Officer of

the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing their appeal.

**31.5** Upon receipt of requisition under Rule 31.3 of this Rule the Public Officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a special meeting of member to be held within twenty-one days after the date on which the requisition is received by the Public Officer.

**31.6** At a Special General Meeting convened for the purpose of this Rule:

- (a)** no business other than the question of the expulsion shall be transacted;
- (b)** the Board may place before the meeting details of the grounds of the expulsion and the Boards reasons for the expulsion;
- (c)** the expelled member shall be given the opportunity to be heard; and
- (d)** the members present shall vote by secret ballot on the question whether the expulsion shall be lifted or confirmed.

**31.7** If at the Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue their membership of the Association.

**31.8** If at the Special General Meeting a majority of the members present in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

## **32. Disputes**

**32.1** Subject to this Rule, a dispute between a member of the Association, in their capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011* (Tas).

**32.2** Nothing in this Rule effects the operation or effect of Rule 31.

## **33. Seal**

**33.1** The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "seal".

**33.2** The seal of the Association shall not be affixed to any instrument except by the authority of the Board, and the affixing thereof shall be attested by the signatures either of two (2) Directors or of the one Director and of the Public Officer of the Association or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all the purposes that the seal was affixed by authority of the Board.

**33.3** The seal shall remain in the custody of the Public Officer.

## **34. Amendments to the Rules**



- 34.1** The Rules of the Association may be amended or replaced by special resolution. The resolution must be passed by a majority of not less than three quarters of the members of the Association entitled to vote as may be present in accordance with Rule 13.2 of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules of the Association.
- 34.2** At least fourteen (14) days' notice of the meeting must be given and must specify the intention to propose the resolution as a special resolution.
- 34.3** The Public Officer shall, within one (1) month after an alteration of:
- (a) the rules of the association;
  - (b) the objects or purposes of the association; or
  - (c) any trusts relating to the association
- lodge with the Commissioner a notice of the alteration in the prescribed form.

## **35. Winding Up**

- 35.1** In the event of the Association being wound up-
- (a) Every member of the Association: and
  - (b) Every person who, within the period, of twelve months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up and for the rights of the contributories among themselves such sum, not exceeding four dollars as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after they ceased to be a member.
  - (c) Any surplus assets remaining after payment of the Association's liabilities shall be transferred to another Association in Australia which is accepted by the Commissioner of Taxation as a Public Benevolent institution of the purposes of any Commonwealth taxation Act.