

# **Rules**

## **Meals On Wheels Association of Tasmania Inc**

**ABN 38 422 135 443**

## Contents

|    |  |    |
|----|--|----|
| 1  | Name of association .....                                    | 4  |
| 2  | Interpretation.....  | 4  |
| 3  | Association's office .....                                   | 5  |
| 4  | Objects and purposes of Association .....                    | 5  |
| 5  | Membership of Association .....                              | 6  |
| 6  | Register of Members .....                                    | 7  |
| 7  | Annual subscription .....                                    | 7  |
| 8  | Cessation of membership .....                                | 7  |
| 9  | Life Membership .....  | 7  |
| 10 | Liability of members.....                                    | 7  |
| 11 | Income and property of Association .....                     | 8  |
| 12 | Banking and finance .....                                    | 9  |
| 13 | Auditor .....  | 9  |
| 14 | Audit of accounts .....                                      | 9  |
| 15 | Annual General Meeting.....                                  | 10 |
| 16 | Special General Meetings .....                               | 11 |
| 17 | Notices of General Meetings .....                            | 11 |
| 18 | Business and quorum at General Meetings .....                | 12 |
| 19 | Chairperson at General Meetings.....                         | 12 |
| 20 | Adjournment of General Meetings.....                         | 12 |
| 21 | Determination of questions arising at General Meetings ..... | 13 |
| 22 | Votes.....   | 13 |
| 23 | Taking of poll .....   | 13 |
| 24 | When poll to be taken.....                                   | 13 |
| 25 | Affairs of Association to be managed by a Board .....        | 13 |
| 26 | Officers of the Association.....                             | 13 |
| 27 | Constitution of the Board .....                              | 14 |
| 28 | Elected Board Members .....                                  | 14 |
| 29 | Appointed Board Members.....                                 | 15 |
| 30 | Vacation of office .....                                     | 15 |
| 31 | Meetings of the Board .....                                  | 15 |
| 32 | Disclosure of interests .....                                | 17 |

|    |   |    |
|----|---|----|
| 33 | Committees.....   | 17 |
| 34 | Executive Board.....  | 18 |
| 35 | Chief Executive Officer .....                                 | 18 |
| 36 | Service of notices and requisitions .....                     | 18 |
| 37 | Expulsion of members .....                                    | 18 |
| 38 | Appeal against expulsion.....                                 | 19 |
| 39 | Disputes .....  | 19 |
| 40 | Indemnity and Insurance .....                                 | 19 |
| 41 | Seal of Association .....                                     | 20 |
| 42 | Amendment of the Rules .....                                  | 20 |
| 43 | Winding up and cancellation.....                              | 21 |
| 44 | Transfer of surplus assets – deductible gift recipients ..... | 21 |

## 1 Name of association

The name of the association is "Meals on Wheels Association of Tasmania Inc".

## 2 Interpretation

2.1 In these rules, unless the context otherwise requires –

**Accounting Records** has the same meaning as in the Act;

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

**Act** means the *Associations Incorporation Act 1964* (Tas);

**Annual General Meeting** means an annual general meeting of the Association held under rule 12;

**Appointed Board Member** means a Board member appointed under rule 29.

**Association** means the association referred to in rule 1;

**association** has the same meaning as in the Act;

**Auditor** means the auditor of the Association appointed under rule 9; **Basic Objects of the Association** means the objects and purposes of the Association as stated in rule 4.1;

**Board** means the board of management referred to in rule 22;

**Elected Board Member** means a Board member elected under rule 28.

**Financial Year** has the same meaning as in the Act;

**General Meeting** means –

(a) an Annual General Meeting; or

(b) 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 26.2;

**Ordinary Business** of an Annual General Meeting means the business specified in rule 15.5;

**Ordinary Board Member** means a member of the Board other than an Officer of the Association;

**Public Officer** means the person who is, under section 14 of the Act, the public officer of the Association;

**Special Board meeting** means a meeting of the Board that is convened under rule 27.2 by the president or any 4 of the members of the Board;

**Special General Meeting** means a special general meeting of the Association convened under rule 16;

**Special Resolution** has the same meaning as in the Act;

**Tax Act** means the *Income Tax Assessment Act 1997* (Cth).

2.2 In these rules, unless the context otherwise requires -

- (a) the singular includes the plural and vice versa;
- (b) a reference to a law includes regulations and instruments made under the law;
- (c) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (d) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;
- (e) a reference to a person being present includes an individual participating in a meeting as described in rule 2.2(d);
- (f) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (g) "liability" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise".

### **3 Association's office**

The office of the Association is to be at any place the Board determines

### **4 Objects and purposes of Association**

- 4.1 The object of the Association is to provide benevolent relief to persons suffering from poverty, distress, sickness, disability, destitution, misfortune or helplessness, including by the provision of meals and community services to those in need.
- 4.2 The Association will pursue object in rule 4.1, including but not limited to-
  - (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 Board, or the members of the Association at a General Meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
  - (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the Board, 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 Board 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 Board 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 employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees 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**

5.1 The members of the Association are -

- (a) the members as at the date of adoption of these Rules; and
- (b) any person the Board approves as a member under rule 5.4.

5.2 A person is qualified to be a member if the person -

- (a) is 18 years of age or older;
- (b) has agreed to be bound by these Rules; and
- (c) has applied and been approved for membership of the Association under rules 5.3 and 5.4.

5.3 An application for membership must be –

- (a) made in writing in the form determined by the Board;
- (b) accompanied by the membership fee (if any) specified in rule 7; and
- (c) lodged with the Public Officer.

5.4 As soon as practicable after the receipt of an application for membership, the Public Officer is to refer the application to the Board. The Board will determine whether to approve or to reject the application.

5.5 If an application is approved by the Board, the Public Officer is to –

- (a) notify the applicant, in writing, that the applicant has been approved for membership of the Association; and

(b) enter the applicant's name in the register of members.

5.6 A person becomes a member of the Association when their name is entered in the register of members.

## **6 Register of Members**

6.1 The Public Officer is to maintain, or establish and maintain, a register of members containing –

- (a) the name of each member of the Association and the date on which he or she became a member;
- (b) the member's postal or residential address or address of business or employment;
- (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
- (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

## **7 Annual subscription**

The members must pay such membership fees as prescribed by the Board from time to time.

## **8 Cessation of membership**

8.1 A member ceases to be a member if they-

- (a) in the case of a person, die;
- (b) resign by serving on the Public Officer a written notice of resignation;
- (c) fail to pay an annual membership fee within 3 months after the fee was due and payable; or
- (d) are expelled from the Association under rule 37.

## **9 Life Membership**

9.1 A life member shall be someone who has rendered outstanding service to the Association; and meets the guidelines of life membership as determined by the life member policy.

9.2 The following procedure shall be adopted in nominating and approving life members -

- (a) any member may request the committee to consider a person for life membership; and
- (b) the committee in its absolute discretion may accept or decline a nomination;

9.3 A life member shall have the same rights as a member of the Association, but shall not be required to pay an annual subscription.

## **10 Liability of members**

10.1 Any right, privilege or obligation of a member of the Association –

- (a) is not capable of being transferred; and
- (b) terminates when the member ceases to be a member of the Association.

- 10.2 If the Association is wound up, each member who was, immediately before the Association is wound up, a member of the Association, and each member 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.
- 10.3 Any liability under rule 10.2 is not to exceed \$5.
- 10.4 Despite rule 10.2, 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.

## **11 Income and property of Association**

- 11.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 11.2 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.
- 11.3 Subject to rule □, the Association may pay a person or member of the Association –
- remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member;
  - remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association;
  - interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
  - a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member.
  - The Association is not to pay a person or member any amount under rule □ unless the Association or Board has first approved that payment.
  - The Association will not remunerate any Board member for their service as a Board member.
  - Accounts of receipts and expenditure
  - True accounts are to be kept of the following -
    - each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
    - each asset or liability of the Association.
  - 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 Board.
- 11.4 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 Board determines.



11.5 The accounts, books and records are to be kept at the Association's office or at any other place in Tasmania as the Board determines.

## **12 Banking and finance**

12.1 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

12.2 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

12.3 Subject to rule 11 and any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects and purpose of the Association in such manner as the Board determines.

12.4 All cheques, drafts, bills of exchange, promissory notes and other payments must be signed by -

- (a) the treasurer of the Association or, in the treasurer's absence, by any other Board member or employee authorised to do so by the Board and
- (b) the Public Officer or, in the Public Officer's absence, by any other Board member or employee authorised to do so by the Board.

12.5 An electronic transfer of an amount to a third party may only be authorised by –

- (a) the treasurer of the Association or, in the treasurer's absence, by any other Board member or employee authorised to do so by the Board and
- (b) the Public Officer or, in the Public Officer's absence, by any other Board member or employee authorised to do so by the Board.

## **13 Auditor**

13.1 If required by a law, regulation or guideline applicable to the Association, at each Annual General Meeting, the members of the Association present at the meeting are to appoint an Auditor of the Association.

13.2 If an Auditor is not appointed at an Annual General Meeting under rule 13.1, the Board is to appoint an Auditor of the Association as soon as practicable after that Annual General Meeting.

13.3 The Auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.

13.4 Except as provided in rule 13.2, the Auditor may only be removed from office by Special resolution.

13.5 If a casual vacancy occurs in the office of Auditor, the Board is to appoint an Auditor to fill the vacancy until the end of the next Annual General Meeting.

## **14 Audit of accounts**

14.1 If required by a law, regulation or guideline applicable to the Association, the Auditor is to audit the financial affairs of the Association at least once in each Financial Year of the Association.

14.2 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 who are present at that meeting.
- 14.3 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 rule 14.5(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.
- 14.4 The Public Officer is to deliver to the Auditor a list of all the Accounting Records, books and accounts of the Association.
- 14.5 The Auditor may –
- (a) have access to the Accounting Records, books and accounts of the Association; and
  - (b) 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 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 Board, or any employee of, or person who has acted on behalf of, the Association, in relation to the Accounting Records, books and accounts of the Association.

## **15 Annual General Meeting**

- 15.1 The Association is to hold an Annual General Meeting each year.
- 15.2 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 Board determines.
- 15.3 An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
- 15.4 The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- 15.5 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;
  - (b) to receive from the Board, Auditor, employees and other persons acting on behalf 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 Board Members;
  - (d) to appoint the Auditor and determine his or her remuneration; and

- (e) to determine the remuneration of employees and other persons acting on behalf of the Association.

15.6 An Annual General Meeting may transact business of which notice is given in accordance with rule 17.

15.7 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 of the meeting.

## **16 Special General Meetings**

16.1 The Board may convene a Special General Meeting of the Association at any time.

16.2 The Board, on the requisition in writing of at least 10 Members of the Association, is to convene a Special General Meeting of the Association.

16.3 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.

16.4 If the Board 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 on which the requisition is deposited at the office of the Association.

16.5 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 Board.

16.6 All reasonable expenses incurred by requisitionists in convening a Special General Meeting are to be refunded by the Association.

## **17 Notices of General Meetings**

17.1 At least 14 days before the day on which a General Meeting of the Association is to be held, the Public Officer is to publish a notice 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.

17.2 A notice is published for the purposes of rule 17.1 if the notice –

- (a) appears on a website, or at an electronic address, of the Association; or
- (b) is sent to each member of the Association at –
  - (i) the member's postal or residential address or address of business or employment; or
  - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or

- (c) is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

## **18 Business and quorum at General Meetings**

- 18.1 All business transacted at a General Meeting, other than the Ordinary Business of an Annual General Meeting, is Special business.
- 18.2 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 when the meeting considers that business.
- 18.3 A quorum for the transaction of the business of a General Meeting is 5 Members of the Association entitled to vote.
- 18.4 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 Board, 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 –
      - (A) at the time of the adjournment; or
      - (B) by notice in a manner determined by the chairperson.
- 18.5 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.

## **19 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 vice-president; or
- (c) in the absence of the president and both vice-presidents, 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.

## **20 Adjournment of General Meetings**

- 20.1 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 the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 20.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 20.3 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 adjourned meeting.

## **21 Determination of questions arising at General Meetings**

- 21.1 A question arising at a General Meeting of the Association is to be determined on a show of hands.
- 21.2 A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been 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.

## **22 Votes**

On any question arising at a General Meeting of the Association, a member of the Association (including the chairperson) has one vote only.

## **23 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 that the chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

## **24 When poll to be taken**

- 24.1 A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 24.2 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.

## **25 Affairs of Association to be managed by a Board**

- 25.1 The affairs of the Association are to be managed by a Board of management constituted as provided in rule 28 .
- 25.2 The Board –
- (a) is to control and manage the business and affairs of the Association;
  - (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 Board to be essential for the proper management of the business and affairs of the Association.

## **26 Officers of the Association**

- 26.1 The officers of the Association are as follows -
- (a) the president;
  - (b) the vice-president;
  - (c) the treasurer; and
  - (d) the secretary.

- 26.2 At the first meeting of the Board following each Annual General Meeting the Board will elect from among their number a President, Vice-President, Secretary and Treasurer.
- 26.3 Each Officer of the Association is to hold office until the end of the next Annual General Meeting since last being elected and is eligible for re-election.
- 26.4 If a casual vacancy in an office referred to in rule 27.1 occurs, the Board may appoint a Board member to fill the vacancy until the end of the next Annual General Meeting after the appointment.
- 26.5 If an office referred to in rule 27.1 is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.

## **27 Constitution of the Board**

- 27.1 The number of Board members must be such number between 3 and 9 as the members determine. In the absence of any such determination, the number of Board members will be 7.
- 27.2 The Board consists of –
- (a) not more than 7 Elected Board Members; and
  - (b) not more than 2 Appointed Board Members.
- 27.3 Any Board member shall not serve any more than 10 years consecutively unless approved by the Board.

## **28 Elected Board Members**

- 28.1 An Elected Board Member is to hold office until the Annual General Meeting two years after the date of their election, at which time they are eligible for re-election, subject to rule 28.3.
- 28.2 Election of Board members shall therefore be on a rotating biannual basis whereby at least three of the Board positions become vacant each year.
- 28.3 If a casual vacancy occurs in the office of an Elected Board Member, the Board may appoint a member of the Association to fill the vacancy until the end of the next Annual General Meeting after the appointment.
- 28.4 If an office of an Elected Board Member is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.
- 28.5 A nomination of a candidate as an Elected Board 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 at least 10 days before the day on which the Annual General Meeting is to be held.
- 28.6 If insufficient nominations are received to fill all vacancies on the Board –
- (a) the candidates nominated are taken to be elected; and
  - (b) further nominations are to be received at the Annual General Meeting.
- 28.7 If the number of nominations received is equal or less than the number of vacancies on the Board to be filled, the persons nominated are taken to be elected.

- 28.8 If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- 28.9 If the number of further nominations received at the Annual General Meeting exceeds the number of remaining vacancies on the Board to be filled, a ballot is to be held in relation to those further nominations.
- 28.10 The ballot for the election of officers of the Association and Ordinary Board Members is to be conducted at the Annual General Meeting in the manner determined by the Board.

## **29 Appointed Board Members**

- 29.1 The Board shall have the power at any time to appoint up to a total of two Appointed Board Members each of whom, subject to these Rules, shall hold office under the same terms as an Elected Board Member.
- 29.2 The appointment of an Appointed Board Member under rule 29.1 is subject to the following:
- (a) the person appointed shall be qualified to act as an Appointed Board Member under this Constitution; and
  - (b) the person appointed shall have consented in writing to be so appointed, such consent to be provided prior to the appointment.
- 29.3 An Appointed Board Member shall have the same rights and responsibilities as an Elected Board Member.

## **30 Vacation of office**

For the purpose of these rules, the office of a Board member of the Association becomes casually vacant if the Board 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 Board; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the Board without the permission of the other members of the Board; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay, within 14 days after receiving a notice in writing signed by the Public Officer stating that the officer or Board member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

## **31 Meetings of the Board**

- 31.1 The Board may meet, adjourn or otherwise conduct business and proceedings as it thinks fit, provided that the Board will meet at least 6 times each Financial Year. .

- 31.2 A Special Board meeting, other than a meeting referred to in rule 33.1, may be convened by the president or any 4 of the members of the Board.
- 31.3 Written notice of any Special Board meeting is to be served on members of the Board and is to specify the general nature of the business to be transacted.
- 31.4 A Special Board meeting may only transact business of which notice is given in accordance with rule 31.3.
- 31.5 A quorum for the transaction of the business of a meeting of the Board is 4 Board members.
- 31.6 Business is not to be transacted at a meeting of the Board unless a quorum is present.
- 31.7 If a quorum is not present within half an hour after the time appointed for the commencement of –
- (a) a meeting of the Board (other than a Special Board 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 Board meeting, the meeting is dissolved.
- 31.8 At each meeting of the Board, the chairperson is to be –
- (a) the president; or
  - (b) in the absence of the president, the vice-president;
  - (c) in the absence of the president and vice-president, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.
- 31.9 Any question arising at a meeting of the Board 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.
- 31.10 On any question arising at a meeting of the Board, a member of the Board (including the chairperson) has one vote only.
- 31.11 Written notice of each Board meeting is to be served on each member of the Board by –
- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
  - (b) leaving 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, 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 email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.



## **32 Disclosure of interests**

- 32.1 If a member of the Board or a member of a committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board or committee 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 Board.
- 32.2 If at a meeting of the Board or a committee a member of the Board or committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

## **33 Committees**

- 33.1 The Board may –
- (a) appoint a committee from the Board; and
  - (b) prescribe the powers and functions of that committee .
- 33.2 The Board may co-opt any person as a member of a committee without voting rights, whether or not the person is a member of the Association.
- 33.3 A quorum for the transaction of the business of a meeting of the committee is 3 appointed members entitled to vote.
- 33.4 The Public Officer is to convene meetings of a committee .
- 33.5 Any question arising at a meeting of a committee 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.
- 33.6 On any question arising at a meeting of a committee, a member of the committee (including the chairperson) has one vote only.
- 33.7 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 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, 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 email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

### **34 Executive Board**

- 34.1 The president, the vice-presidents, the treasurer and the secretary constitute the executive Board.
- 34.2 During the period between meetings of the Board, the executive Board may issue instructions to the Public Officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- 34.3 The executive Board is to report on any instructions issued under rule 34.2 to the next meeting of the Board.

### **35 Chief Executive Officer**

The Board shall appoint a Chief Executive Officer of the Association on such terms and conditions (including as to remuneration) and with the powers, duties, discretions, functions and authorities, as determined by the Board.

### **36 Service of notices and requisitions**

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

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

### **37 Expulsion of members**

- 37.1 The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.
- 37.2 The expulsion of a member under rule 37.1 does not take effect until whichever of the following occurs later:
- (a) the fourteenth day after the day on which a notice is served on the member under rule 37.3;
  - (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.
- 37.3 If the Board expels a member from the Association, the Public Officer, without undue delay, is to cause to be served on the member a notice in writing –
- (a) stating that the Board has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of the right to appeal against the expulsion under rule 34.

### **38 Appeal against expulsion**

- 38.1 A member may appeal against an expulsion under rule 37 by serving on the Public Officer, within 14 days after the service of a notice under rule 37.3 , a requisition in writing demanding the convening of a Special General Meeting for the purpose of hearing the appeal.
- 38.2 On receipt of a requisition, the Public Officer is to immediately notify the Board of the receipt.
- 38.3 The Board is to cause a Special General Meeting to be held within 21 days after the day on which the requisition is received.
- 38.4 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 Board may place before the meeting details of the grounds of the expulsion and the Board'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.
- 38.5 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.
- 38.6 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.

### **39 Disputes**

- 39.1 A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011 .
- 39.2 This rule does not affect the operation of rule 38.

### **40 Indemnity and Insurance**

- 40.1 The Association will indemnify, out of the assets of the Association, each Officer of the Association to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Association or the discharge of the duties of the officer unless the liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty.
- 40.2 The Association must contract insurance on behalf of or in respect of an Officer of the Association against liability incurred by the officer in or arising out of the conduct of the business of the Association or the discharge of the duties of the officer.

40.3 In this rule 38,

(a) "Officer of the Association" -

- (i) includes a Board member, secretary, chief executive officer, Public Officer or employee; and
- (ii) includes a person appointed as a trustee by, or acting as a trustee at the express request of, the Association; and
- (iii) extends to each officer of each wholly owned subsidiary of the Association and each auspiced entity for which the Association has accepted legal responsibility.

(b) "duties of the officer" includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Association, and includes a former officer.

(c) "the relevant extent" means -

- (i) to the extent the Association is not precluded by law from doing so;
- (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person or body corporate (including, in particular, an insurer under any insurance policy); and
- (iii) where the liability is incurred in or arising out of the conduct of the business or another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

#### **41 Seal of Association**

41.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".

41.2 The seal is not to be affixed to any instrument except by the authority of the Board.

41.3 The affixing of the seal is to be attested by the signatures of –

(a) two members of the Board; or

(b) one member of the Board and –

(i) the Public Officer; or

(ii) any other person the Board may appoint for that purpose.

41.4 If a sealed instrument has been attested under rule 41.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.

41.5 The seal is to remain in the custody of the public Officer of the Association.

#### **42 Amendment of the Rules**

42.1 These Rules may only be amended by Special resolution.

42.2 While the Association is a registered charity under the ACNC Act, the members must not pass a Special Resolution that amends these Rules if passing it causes the Association to no longer be a charity.

### **43 Winding up and cancellation**

43.1 The Association may be wound up by Special resolution.

43.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members.

43.3 Subject to the Act and to rule 11, the surplus assets must be given or transferred to 1 or more funds or institutions -

- (a) that has charitable objects similar to, or inclusive of, the Association; and
- (b) is a not-for-profit entity whose rules or governing document prohibit the distribution of its income and assets among its members to an extent at least as great as imposed on the Association under these Rules.

43.4 The funds or institutions to which the surplus assets are to be given must be decided by Special Resolution at or before the time of dissolution.

### **44 Transfer of surplus assets – deductible gift recipients**

44.1 Where the Association has been endorsed as a deductible gift recipient, either under Subdivision 30-BA of the Tax Act as an entity or in relation to a fund or an institution it operates, then where -

- (a) the Association is wound up;
- (b) the fund or institution is wound up; or
- (c) the endorsement under Subdivision 30-BA of the Tax Act is revoked;

any surplus;

- (d) gifts of money or property for the principal purpose of the Association, fund or institution (whichever is relevant);
- (e) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for that purpose; and
- (f) money received by the Association because of such gifts or contributions, remaining after payment of all liabilities must be transferred to 1 or more funds or institutions that comply with rule 41.3 and are deductible gift recipients.

44.2 Where the Association operates more than 1 fund or institution for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Tax Act is revoked only in relation to 1 of those funds or institutions, then it may transfer any surplus assets of that fund or institution after payment of all liabilities to any other fund or institution for which it is endorsed as a deductible gift recipient.