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COMMERCIAL
LITIGATION
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LAWYERS

Rules - Tasmanian IT&T Industry Development Association Inc.

Ref: DJS:23001606 {}

3461-0881-0790 v.1
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Table of Contents

1.	Name of Association	1
2.	Definitions and Interpretation	1
3.	Association's Office	3
4.	Objects and Purposes of Association	3
5.	Membership of Association.....	4
6.	Income and Property of Association	8
7.	Accounts of receipts and expenditure	9
8.	Banking and finance.....	10
9.	Auditor.....	11
10.	Audit of Accounts.....	11
11.	Annual General Meeting.....	12
12.	Special General Meetings	13
13.	Notices of General Meetings.....	14
14.	Business and Quorum at General Meetings	14
15.	Meeting at More Than One Place	15
16.	Chairperson at General Meetings	15
17.	Adjournment of General Meetings.....	15
18.	Determination of Questions Arising at General Meetings.....	16
19.	Votes	16
20.	Proxies	17
21.	Committee Members.....	18
22.	Term of Office.....	20
23.	Vacation of Office.....	20
24.	Powers of Committee Members	21
25.	Meetings of the Committee	22

26. Duties of a Member of the Committee23

27. Subcommittees24

28. Executive committee25

29. Public Officer25

30. Chief Executive Officer (CEO)26

31. Minutes and records.....26

32. Service of Notices and Requisitions27

33. Expulsion of Members27

34. Appeal Against Expulsion27

35. Disputes28

36. Seal of Association29

37. Indemnity, Insurance and Access.....29

38. Winding Up30

1. Name of Association

The name of the Association is:

Tasmanian IT&T Industry Development Association Inc.

2. Definitions and Interpretation

2.1 Definitions

In these rules, unless the context otherwise requires:

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 association referred to in rule 1.

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 in accordance with rule 4.1 of these Rules.

CEO means the chief executive officer of the Association appointed in accordance with rule 30.

chairperson means a person appointed to be the chairperson in accordance with rule 16.1 or rule 25.3 as the case permits.

Committee means the board of governance of the Association.

Committee Member means a member of the Committee appointed in accordance with rule 21.2.

financial year means a period of 12 months beginning on 1 July.

general meeting means:

- a. an annual general meeting; or
- b. a special general meeting.

ICT means information and communications technology.

officer of the Association means a person elected as an officer of the Association under rule 21.3.

ordinary business of an annual general meeting means the business specified in rule 11.2.

President means a person elected by the Committee Members to be the Association's president under rule 21.3.

Public Officer has the same meaning as in the Act.

Secretary means a person elected by the Committee Members to be the Association's secretary under rule 21.3.

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.

surplus assets means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up.

Treasurer means a person elected by the Committee Members to be the Association's treasurer under rule 21.3.

Vice-President means a person elected by the Committee Members to be the Association's vice-president under rule 21.3.

2.2 Severing invalid provisions

- a. If at any time any provision of these rules is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, it does not affect or impair:
 - i. the legality, validity or enforceability in that jurisdiction of any other provision of these rules; or
 - ii. the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of these rules.

2.3 Interpretation

In these rules:

- a. headings are for convenience only and do not affect interpretation;
- b. unless the context indicates a contrary intention:
 - i. words importing the singular include the plural (and vice versa);
 - ii. words indicating a gender include every other gender;
 - iii. the word "person" includes an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated) and a partnership;
 - iv. where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
 - v. the word "includes" in any form is not a word of limitation;

- vi. a reference to an Article or a Schedule, is to an Article or a Schedule of these rules;
- vii. a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
- viii. a Schedule is part of these rules;
- ix. a reference to these rules, is to these rules (and where applicable any of its provisions) as modified or repealed from time to time;
- x. a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it; and
- xi. a word or expression that is defined in the Act or used in that act and covering the same subject, has the same meaning in these rules.

3. Association's Office

The office of the Association is to be at the following place or at any other place the Committee determines:

Level 2, 11-13 Morrison Street, Hobart, Tasmania

4. Objects and Purposes of Association

4.1 Basic objects of the Association

The basic objects of the Association is to be an organisation whose purpose is to be the leading advocate and driving force for the ICT sector in Tasmania. We contribute to a thriving ICT sector by fostering opportunities for our members to grow, innovate and connect.

4.2 Objects and purposes

The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- a. the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- b. the selling, leasing or otherwise disposing of, and dealing in, any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- c. the buying, selling, and supplying of, and dealing in, goods of all kinds;
- d. the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- e. the accepting of any gift for any one or more of the objects or purposes of the Association;
- f. the taking of any step the Committee or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;

- g. the printing and publishing of any newspapers, periodicals, books, leaflets, or other documents the Committee or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;
- h. the lending, borrowing and raising of money in such manner and on terms:
 - i. the Committee thinks fit; or
 - ii. approved or directed by resolution passed at a general meeting;
- i. 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 any manner the Committee determines;
- j. the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and 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 assistance to any body or bodies in the furtherance of the basic objects of the Association;
- m. 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 is amalgamated in accordance with the provisions of the Act and the rules of the Association; and
- n. the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.

4.3 **Values and Strategy**

That the values and strategy of the Association be reviewed, modified where required and affirmed by the Committee annually.

5. Membership of Association

5.1 **Membership**

- a. The members of the Association are:
 - i. the members of the Association on the date of adoption of these rules; and
 - ii. any other person that the Committee of the Association allow to be a member, in accordance with these rules.
- b. Any right, privilege or obligation of a person as a member of the Association:
 - i. is not capable of being transferred to another person; and

- ii. terminates on the cessation of the membership.
- c. 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:
 - i. to the assets of the Association for payment of the liabilities of the Association; and
 - ii. for the costs, charges and expenses of the winding-up; and
 - iii. for the adjustment of the rights of the contributors among themselves.
- d. Any liability under subrule 5.1c is not to exceed \$20.00.
- e. Despite subrule 5.1c, 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.

5.2 **Classes of membership**

- a. On the date of adoption of these rules the Association has the following classes of membership:
 - i. Corporate - Any corporate which has an interest in furthering the development of the Tasmanian information technology, telecommunications or advanced technology industry, which is nominated and approved for membership as provided in these rules is eligible to be an associate member of the Association on payment of the annual subscription determined in accordance with these rules
 - ii. Large - Any large organisation which has an interest in furthering the development of the Tasmanian information technology, telecommunications or advanced technology industry, which is nominated and approved for membership as provided in these rules is eligible to be an associate member of the Association on payment of the annual subscription determined in accordance with these rules.
 - iii. Medium - Any medium organisation which has an interest in furthering the development of the Tasmanian information technology, telecommunications or advanced technology industry, which is nominated and approved for membership as provided in these rules is eligible to be an associate member of the Association on payment of the annual subscription determined in accordance with these rules.
 - iv. Small - Any small organisation which has an interest in furthering the development of the Tasmanian information technology, telecommunications or advanced technology industry, which is nominated and approved for membership as provided in these rules is eligible to be an associate member of the Association on payment of the annual subscription determined in accordance with these rules.
 - v. Individual - Any individual who has an interest in furthering the development of the Tasmanian information technology, telecommunications or advanced technology industry, which is nominated and approved for membership as provided in these rules is eligible to be an associate member of the Association on payment of the annual subscription determined in accordance with these rules.
 - vi. Life Membership – The Committee may select and honour a person or people at its annual general meeting to be granted life membership of the Association. A life

member shall not have the right to vote nor hold office, except where they are also a member of another class or representative of a member of another class that is entitled to vote or hold office.

- b. The Committee may, from time to time, determine:
 - i. to add to, vary or remove the classes of membership of the Association;
 - ii. any restrictions in the number of members or the number of members within each class of members;
 - iii. the qualifications for admission to each class of members; and
 - iv. the rights attached to being a member in each class of members.

5.3 **Who can be a member**

- a. A person who:
 - i. supports the objects and purposes of the Association;
 - ii. is a member or an employee of a member of the Association; and
 - iii. is not an employee of the Association,

is eligible to apply to be a member of the Association under rule 5.4.
- b. In this rule 5, 'person' means an individual or incorporated body.

5.4 **How to apply to become a member**

A person (as defined in subrule 5.3b) may apply to become a member of the Association by writing to the Public Officer stating that they:

- a. support the objects and purposes of the Association; and
- b. agree to comply with the Association's rules.

5.5 **Committee decide whether to approve membership**

- a. The Committee must consider an application for membership within a reasonable time after the Public Officer receives the application.
- b. If the Committee approves an application, the Public Officer must as soon as reasonably practicable:
 - i. enter the new member on the register of members; and
 - ii. write to the applicant to tell them that their application was approved, and the date that their membership started (see rule 5.6).
- c. If the Committee reject an application, the Public Officer must write to the applicant as soon as reasonably practicable to tell them that their application has been rejected, but does not have to give reasons.

- d. For the avoidance of doubt, the Committee may approve an application even if the application does not state the matters listed in subrule 5.4. In that case, by applying to be a member, the applicant agrees to those matters.

5.6 **When a person becomes a member**

A person will become a member when they are entered on the register of members.

5.7 **When a person stops being a member**

A person immediately stops being a member if they:

- a. die;
- b. are wound up or otherwise dissolved or deregistered (for an incorporated member);
- c. resign, by serving on the Public Officer a written notice of resignation;
- d. are employed by the Association;
- e. are expelled by the Committee; or
- f. have not responded within three months to a written request from the Public Officer that they confirm in writing that they want to remain a member.

5.8 **Register of members**

- a. The Association must establish and maintain a register of members. The register of members must be kept by the Public Officer and must contain:
 - i. for each current member:
 - A. name;
 - B. address;
 - C. any alternative address nominated by the member for the service of notices; and
 - D. date the member was entered on to the register.
 - ii. for each person who stopped being a member in the last seven years:
 - A. name;
 - B. address;
 - C. any alternative address nominated by the member for the service of notices; and
 - D. dates the membership started and ended.
- b. The Association must give current members access to the register of members.
- c. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

- d. A person:
 - i. becomes a member of the Association when his or her name is entered in the register of members; and
 - ii. ceases to be a member of the Association when his or her name is removed from the register of members.

5.9 **Annual subscription**

- a. The annual subscription payable by members is to be set annually by the Committee.
- b. The Committee may set different rates for the annual subscription for different classes of membership.
- c. The members of the Association may alter the annual subscription by special resolution.
- d. The annual subscription of a member of the Association is due and payable on or before the first day of each financial year of the Association.

5.10 **Representatives of Members**

- a. A member, other than a sole individual member, may appoint as a representative:
 - i. one individual to represent the member at meetings, including to vote on behalf of the member, and
 - ii. the same individual or another individual for the purpose of being appointed or elected as a Committee Member.
- b. The representative of a member must be an employee of that member.
- c. The appointment of a representative by a member must:
 - i. be in writing;
 - ii. include the name of the representative; and
 - iii. be given to the Association or, for representation at a meeting, be given to the Public Officer before the meeting starts.
- d. A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- e. The appointment may be standing (ongoing).

6. Income and Property of Association

6.1 **Not-for-profit**

- a. The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

- b. 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 6.

6.2 Powers

- a. The Association may:
 - i. pay an employee or member of the Association:
 - A. remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the employee or member; or
 - B. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the employee or member for any of the objects or purposes of the Association; or
 - C. reasonable and proper interest, at a rate not exceeding 7¼% per annum, on money lent to the Association by the employee or member; or
 - D. a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the employee or member; and
 - ii. 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.
- b. Despite subrule 6.2a.i the Association is not to pay a person any amount under that subrule unless the Association or the Committee has first approved that payment.
- c. Despite subrule 6.2a.ii, 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 the Committee has first approved:
 - i. that appointment or nomination; and
 - ii. the receipt of that remuneration by that member.

7. Accounts of receipts and expenditure

- a. The Association must make and keep written financial records that:
 - i. correctly record and explain its transactions and financial position and performance; and
 - ii. enable true and fair financial statements to be prepared and to be audited.
- b. The Association must also keep written records that correctly record its operations.
- c. The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.

- d. The Treasurer of the Association is to faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Committee may direct.
- e. The accounts, books and records are to be kept at the Association's office or at any other place the Committee may decide.
- f. The Treasurer must table a statement of financial position at each meeting of the Committee.
- g. The Association must retain its records for at least seven years.
- h. The Committee Members must take reasonable steps to ensure that the Association's records are kept safe.
- i. The records of the Association may be kept electronically.
- j. The Association must comply with relevant privacy and data retention legislation with regards to its accounts, books and records.

8. Banking and finance

8.1 Committee to open an account with authorised deposit-taking institution

The Committee is to open a bank account or accounts in the name of the Association and give appropriate authority to suitable persons for signature and endorsement of cheques, other negotiable instruments and transfer of funds by electronic means and to provide receipts.

8.2 Source of Funds

- a. The funds of the Association will be derived from Government grants and subsidies, entry fees, annual subscriptions of members (if any), donations and the proceeds from its general activities conducted on a non-profit basis in accordance with its objects and such other sources or projects as the Committee will from time to time determine.
- b. All money received by the Association must be accounted for to the Committee and the Committee shall ensure that such monies are deposited as soon as practicable and without deduction to the credit of the bank account of the Association or in such other manner as the Committee has previously approved.

8.3 Payments

- a. The Committee may use the funds of the Association in any such manner as it may determine from time to time provided the funds are used solely pursuant to these rules.
- b. Except with the authority of the Committee and subject to the Committee's delegation in accordance with rule 8.3d, a cheque or electronic 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 or such other person(s) who is authorised by the Committee to operate on the bank account or accounts referred to in rule 8.1.

- c. A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be signed by the two Committee Members or by such other person(s) who is authorised by the Committee to sign such instruments.
- d. The Committee may implement a delegation policy for the signing of cheques, transfer of funds by electronic means, drafts, bills of exchange, promissory notes and other negotiable instruments, the incurring of expense and the making of payments on behalf of the Association. Any delegation policy must include the roles, controls and levels of authority the personnel involved and made in accordance with rule 24.2.

9. Auditor

9.1 Appointment of Auditor

- a. 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.
- b. If an auditor is not appointed at an annual general meeting under subrule 9.1, the Committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- c. The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- d. The first auditor:
 - i. may be appointed by the Committee before the first annual general meeting; and
 - ii. 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.
- e. If the first auditor is appointed by the Committee under subrule 9.1d.i and subsequently removed at a general meeting under subrule 9.1d.ii, the members of the Association, at that general meeting, may appoint an auditor to hold office until the first annual general meeting.

9.2 Removal of auditor

- a. Except as provided in subrule 9.1d.ii, the auditor may only be removed from office by special resolution.
- b. 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.

10. Audit of Accounts

10.1 Audit of accounts

- a. The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.

- b. The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to:
 - i. Express an independent audit opinion in accordance with Australian auditing standards in respect of the accounts of the Association; and
 - ii. at the next annual general meeting, provide a written report to the members of the Association present at that meeting.

10.2 Auditor's report

- a. In the report and in certifying to the accounts, the auditor is to:
 - i. specify the information, if any, that he or she has required under subrule 10.2b.ii and obtained; and
 - ii. 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
 - iii. state whether the rules relating to the administration of the funds of the Association have been observed.
 - iv. 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.
- b. The auditor may:
 - i. have access to the accounting records, books and accounts of the Association; and
 - ii. require from any employee of the Association any information the auditor considers necessary for the performance of his or her duties; and
 - iii. employ any person to assist in auditing the financial affairs of the Association; and
 - iv. examine any member of the Committee, or any employee of the Association, in relation to the accounting records, books and accounts of the Association.

11. Annual General Meeting

11.1 Annual general meeting

- a. The Association is to hold an annual general meeting each year.
- b. An annual general meeting is to be held on any day (being not later than six months after the end of the financial year of the Association) the Committee determines.
- c. An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- d. The notice convening an annual general meeting is to specify the purpose of the meeting.

11.2 Business of annual general meeting

- a. The ordinary business of an annual general meeting is to be as follows:

- i. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - ii. to receive from the Committee, auditor (where the Committee determines that an audit is required under rule 10.1) and employees of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - iii. to elect Committee Members;
 - iv. to appoint the auditor and determine his or her remuneration; and
 - v. to determine the remuneration of servants of the Association.
- b. The annual general meeting may transact special business of which notice is given in accordance with these rules.
- c. The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Association.

12. Special General Meetings

12.1 Special general meeting

- a. The Committee may convene a special general meeting of the Association at any time.
- b. 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.

12.2 Calling a special general meeting

- a. A requisition for a special general meeting:
 - i. is to state the objects of the meeting; and
 - ii. is to be signed by each of the requisitionists; and
 - iii. is to be delivered to the office of the Association at its registered address or the address (including an electronic address) to the Association; and
 - iv. may consist of several documents, each signed by one or more of the requisitionists.
- b. If the Committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is delivered, any one or more of the requisitionists may convene the meeting within 3 months after the day of the delivery of the requisition.
- c. 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.
- d. All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13. Notices of General Meetings

- a. Notice of a general meeting must be given to:
 - i. each member entitled to vote at the meeting;
 - ii. each Committee Members; and
 - iii. the auditor (if any).
- b. Notice of a general meeting must be provided in writing at least 14 days before the meeting, and must be sent to the address (which may be an electronic address) of each person entitled to be given notice in accordance with rule 13.a.
- c. Notice of a general meeting must include:
 - i. the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - ii. the general nature of the meeting's business;
 - iii. if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
- d. If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

14. Business and Quorum at General Meetings

14.1 Business

All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.

14.2 Quorum at general meetings

- a. 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.
- b. A quorum for the transaction of the business of a general meeting is 10% of the members of the Association entitled to vote.

14.3 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 at the same place; or
- c. at any other place specified by the chairperson:
 - i. at the time of the adjournment; or

- ii. by notice in a manner determined by the chairperson.
- d. 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. Meeting at More Than One Place

- a. A meeting of members of the Association may be held in two or more places linked together by any technology that:
 - i. gives the members as a whole in those places a reasonable opportunity to participate in proceedings;
 - ii. enables the chairperson of the meeting to be aware of proceedings in each place; and
 - iii. enables the voting delegates of members in each place to vote on a show of hands and on a poll.
- b. If a meeting of members is held in two or more places under subrule 15.a:
 - i. a member present at one of the places is taken to be present at the meeting; and
 - ii. the chairperson of that meeting may determine at which place the meeting is taken to have been held.

16. Chairperson at General Meetings

16.1 Chairperson

- a. The President, or in their absence, the Vice-President, is entitled to chair general meetings.
- b. The members present and entitled to vote at a general meeting may choose a Committee Member or member to be the chairperson for that meeting if:
 - i. there is no President or Vice-President; or
 - ii. the President or Vice-President is not present within 30 minutes after the starting time set for the meeting; or
 - iii. the President and/or Vice-President are present but say they do not wish to act as chairperson of the meeting.

16.2 Role of the Chairperson

The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

17. Adjournment of General Meetings

- a. 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.

- b. 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.
- c. 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.

18. Determination of Questions Arising at General Meetings

- a. A question arising at a general meeting of the Association is to be determined on a show of hands.
- b. 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.

19. Votes

19.1 How many votes a member has

- a. On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- b. A member may vote:
 - i. in person; or
 - ii. in the case of the election of Committee Members in accordance with rule 21.2 by proxy appointed in accordance with rule 20.
- c. In the case of an equality of votes, the chairperson does not have a second or casting vote.

19.2 Challenge to member's right to vote

- a. A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- b. If a challenge is made under rule 19.2a, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

19.3 How voting is carried out

- a. Voting must be conducted and decided by:
 - i. a show of hands;
 - ii. a vote in writing; or
 - iii. another method chosen by the chairperson that is fair and reasonable in the circumstances.

- b. On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- c. The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

19.4 **When and how a vote in writing must be held**

- a. A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - i. at least five members present;
 - ii. members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
 - iii. the chairperson.
- b. A vote in writing must be taken when and how the chairperson directs, unless rule 19.4c applies.
- c. A vote in writing must be held immediately if it is demanded under rule 19.4a:
 - i. for the election of a chairperson under rule 16.1b; or
 - ii. to decide whether to adjourn the meeting.
- d. A demand for a vote in writing may be withdrawn.

20. Proxies

- a. A member may appoint a proxy for:
 - i. all general meetings of members; or
 - ii. any one or more specified meetings of members.
- b. An instrument appointing a proxy is valid if it is signed by the member making the appointment and contains:
 - i. the member's name and address;
 - ii. the name of the Association;
 - iii. the name of the proxy or the name of the office held by the proxy; and
 - iv. the meetings of members at which the proxy may be used.
- c. The chairperson of a meeting of members may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in rule 20.b.
- d. The decision of the chairperson of a meeting of members as to the validity of an instrument appointing a proxy is final and conclusive.

- e. A member may specify the manner in which a proxy is to vote on a particular resolution at a meeting of members but, unless specified, the proxy or attorney may vote as he or she thinks.
- f. An appointment of proxy for a meeting of members is effective only if the Association receives the appointment before the time scheduled for the commencement of that meeting (or any adjournment of that meeting).
- g. Unless the Association has received notice in writing before the time scheduled for the commencement or resumption of a meeting of members, a vote cast at that meeting by a person appointed by a member as a proxy is, subject to these rules, valid even if, before the person votes, the appointing member:
 - i. dies;
 - ii. is mentally incapacitated;
 - iii. revokes the appointment of that person; or
 - iv. revokes the authority under which the person was appointed by a third party.

21. Committee Members

21.1 Number of Committee Members

- a. The Committee consists of a minimum of twelve (12) Committee Members.
- b. The Committee Members will include four (4) officers appointed in accordance with rule 21.3.

21.2 Election of numbers of Committee Members

- a. Apart from the Committee Members on the date of adoption of these rules and Committee Members appointed under rule 21.2k, the members may elect a Committee Member by a resolution passed in a general meeting.
- b. A nomination of a member for election as a Committee Member, is to be:
 - i. made in writing, signed by one members of the Association and accompanied by the written consent of the member (which may be endorsed on the nomination); and
 - ii. delivered to the Public Officer of the Association at least 10 days before the day on which the annual general meeting is to be held.
- c. If insufficient nominations are received to fill all vacancies on the Committee:
 - i. the members nominated are taken to be elected; and
 - ii. further nominations are to be received at the annual general meeting.
- d. If the number of nominations received is equal to the number of vacancies on the Committee to be filled, the persons nominated are taken to be elected.

- e. If the number of nominations received exceeds the number of vacancies on the Committee to be filled, a ballot is to be held.
- f. 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.
- g. The ballot for the election of Committee Members is to be conducted at the annual general meeting with the candidate polling the highest number of votes to be elected, followed by the candidate with the next highest number of votes, and this process will continue until all vacancies are filled. When a candidate is elected, all votes for that candidate are spent, and cannot be distributed to any other candidate.
- h. A person is eligible for election as a Committee Member of the Association if they are nominated in accordance with rule 21.2b.
- i. Members standing as candidates for election, and members nominating them, must be financial at the time of nomination.
- j. Members unable to attend the meeting may vote through a proxy appointed in accordance with rule 20.
- k. The Committee Members may appoint a person to fill a casual vacancy as a Committee Member or as an additional Committee Member if that person gives the Association their signed consent to act as a Committee Member of the Association.

21.3 **Election of officers of the Association**

- a. At the first Committee meeting following each annual general meeting, the Committee Members must elect the following officers of the Association:
 - i. a Committee Member as the Association's President;
 - ii. a Committee Member as the Association's Vice-President; and
 - iii. a Committee Member as the Association's Treasurer; and
 - iv. a Committee Member as the Association's Secretary.
- b. The Committee may remove the President, Vice-President, Treasurer or Secretary appointed by the Committee.
- c. The Committee Members may appoint a person to fill a casual vacancy as an officer of the Association and the person so appointed will hold office until the first Committee meeting following the next annual general meeting.
- d. A Committee Member who has held office as President for a total period of four (4) years or more may only be re-appointed or re-elected to that role by a special resolution of the Committee.
- e. A Committee Member who has held office as Vice-President for a total period of four (4) years or more may only be re-appointed or re-elected to that role by a special resolution of the Committee.

- f. A Committee Member who has held office as Treasurer for a total period of four (4) years or more may only be re-appointed or re-elected to that role by a special resolution of the Committee.
- g. A Committee Member who has held office as Secretary for a total period of four (4) years or more may only be re-appointed or re-elected to that role by a special resolution of the Committee.
- h. Each officer will hold office from their date of appointment to the end of the first Committee meeting following the first annual general meeting of the Association after their appointment.

22. Term of Office

- a. At each annual general meeting:
 - i. any Committee Member appointed by the Committee to fill a casual vacancy or as an additional Committee Member must retire; and
 - ii. at least one-half of the remaining Committee Members must retire.
- b. The Committee Members who must retire at each annual general meeting under subrule 22.a.ii will be the Committee Members who have been longest in office since last being elected. Where Committee Members were elected on the same day, the Committee Member(s) to retire will be decided by lot unless they agree otherwise.
- c. Other than a Committee Member appointed under rules 21.2k, a Committee Member's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- d. Each Committee Member must retire at least once every two years.
- e. A Committee Member who retires under rule 22.d may nominate for election or re-election, subject to rule 21.3d.

23. Vacation of Office

For the purpose of these rules, the office of an officer of the Association, or of a Committee Member, becomes casually vacant if the officer or Committee Member:

- a. gives written notice of resignation as a Committee Member to the Association;
- b. dies;
- c. is removed as a Committee Member by a resolution of the members;
- d. ceases to be a member or an employee of a member of the Association;
- e. commences employment with the Association;
- f. are absent for three consecutive Committee meetings without approval from the Committee Members;

- g. 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;
- h. if they are a member or an employee of a member and that member fails to pay all arrears of subscription due within 14 days after receiving a notice in writing signed by the Public Officer stating that the member has ceased to be a financial member of the Association; or
- i. becomes a represented person within the meaning of the Guardianship and Administration Act 1995.

24. Powers of Committee Members

24.1 Powers of Committee Members

- a. The Committee Members are responsible for governing and overseeing the activities of the Association to achieve the purpose(s) set out in rule 4.
- b. The Committee Members may use all the powers of the Association except for powers that, under the Act or these rules, may only be used by members.
- c. The Committee Members must decide on the responsible financial management of the Association including:
 - i. any suitable written delegations of power under rule 24.2; and
 - ii. how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

24.2 Delegation of Committee Members' powers

- a. The Committee Members may delegate any of their powers and functions to a committee, a Committee Member, an employee of the Association (such as the CEO) or any other person, as they consider appropriate.
- b. The delegation must be recorded in a delegations register.

24.3 Payments to Committee Members

- a. The Association may:
 - i. pay a Committee Member for work they do for the Association, other than as a Committee Member, if the amount is no more than a reasonable fee for the work done; or
 - ii. reimburse a Committee Member for expenses properly incurred by the Committee Member in connection with the affairs of the Association.
- b. Any payment made under rule 24.3a must be approved by the Committee.
- c. The Association may pay premiums for insurance indemnifying committee members, as allowed for by law (including the Corporations Act) and this constitution.

24.4 **Execution of documents**

- a. The Association may execute a document without using a common seal if the document is signed by:
 - i. two Committee Members; or
 - ii. a person or persons authorised by the Committee Members.

25. **Meetings of the Committee**

25.1 **When the Committee meet**

The Committee is to meet at least once in every two months at any place and time the Committee determines.

25.2 **Calling Committee meetings**

- a. The President or any 4 Committee Members may call a Committee meeting by giving reasonable notice to all of the other Committee Members.
- b. A Committee Members may give notice in writing or by any other means of communication that has previously been agreed to by all of the Committee Members.

25.3 **Chairperson for Committee meetings**

- a. The President, or in their absence, the Vice-President, is entitled to chair Committee Member meetings.
- b. The Committee Members at a Committee meeting may choose a Committee Member to be the chairperson for that meeting if the President or Vice-President is:
 - i. not present within 30 minutes after the starting time set for the meeting; or
 - ii. present but does not want to act as chairperson of the meeting.

25.4 **Quorum at Committee meetings**

- a. Business is not to be transacted at a meeting of the Committee unless a quorum is present.
- b. The quorum for a Committee meeting is no less than 50% of Committee Members plus one (1).
- c. If a quorum is not present within half an hour after the time appointed for the commencement of a meeting of the Committee, the meeting is to be adjourned to the same day in the next week at the same time and at the same place.
- d. A quorum must be present for the whole Committee meeting.

25.5 **Using technology to hold Committee meetings**

- a. The Committee may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Committee Members.
- b. The Committee Members agreement may be a standing (ongoing) one.
- c. A Committee Member may only withdraw their consent within a reasonable period before the meeting.

25.6 **Passing Committee resolutions**

- a. A Committee resolution must be passed by a majority of the votes cast by Committee Members present and entitled to vote on the resolution.
- b. In the case of an equality of votes, the chairperson does not have a second or casting vote.

25.7 **Circular resolutions of Committee Members**

- a. The Committee Members may pass a circular resolution without a Committee meeting being held.
- b. A circular resolution is passed if after all the Committee Members entitled to vote on the resolution have indicated that they have received the resolution a majority of the Committee Members sign or otherwise agree to the resolution in the manner set out in rule 25.7c or rule 25.7d.
- c. Each Committee Member may sign:
 - i. a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - ii. separate copies of that document, as long as the wording of the resolution is the same in each copy.
- d. The Association may send a circular resolution by email to the Committee Members and the Committee Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- e. A circular resolution is passed when the majority of Committee Member signs or otherwise agrees to the resolution in the manner set out in rule 25.7c or rule 25.7d.

26. Duties of a Member of the Committee

26.1 **Duties as a Committee Member**

A member of the Committee must comply with their duties as a Committee Member under legislation and common law (judge-made law).

26.2 Conflicts of interest

- a. A Committee Member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of members of the Committee (or that is proposed in a circular resolution):
 - i. to the other members of the Committee; or
 - ii. if all of the members of the Committee have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- b. The disclosure of a conflict of interest by a member of the Committee must be recorded in the minutes of the meeting.
- c. Each member of the Committee who has a material personal interest in a matter that is being considered at a meeting of members of the Committee (or that is proposed in a circular resolution) must not, except as provided under subrule 26.2d:
 - i. be present at the meeting while the matter is being discussed; or
 - ii. vote on the matter.
- d. A member of the Committee may still be present and vote if:
 - i. their interest arises because they are a member of the Association, and the other members have the same interest;
 - ii. their interest relates to an insurance contract that insures, or would insure, the member of the Committee against liabilities that the member of the Committee incurs as a member of the Committee of the Association;
 - iii. the members of the Committee who do not have a material personal interest in the matter pass a resolution that:
 - A. identifies the member of the Committee, the nature and extent of the member of the Committee's interest in the matter and how it relates to the affairs of the Association; and
 - B. says that those members of the Committee are satisfied that the interest should not stop the member of the Committee from voting or being present.

27. Subcommittees

- a. The Committee may:
 - i. appoint a subcommittee from the Committee; and
 - ii. prescribe the powers and functions of that subcommittee.
- b. The Committee may appoint any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Committee, or a member of the Association.
- c. Each subcommittee will have a chairman, who is to be appointed by the subcommittee at its first meeting in any financial year.

- d. A quorum at a meeting of a subcommittee is no less than 50% of subcommittee members plus one (1) of which 1 is a Committee member or the CEO.
- e. The Committee members appointed as chair of a subcommittee is to convene its meetings.
- f. Written notice of each subcommittee meeting is to be served on each member of the subcommittee by:
 - i. delivering it at a reasonable time before the meeting; or
 - ii. by delivering it in person or by electronic mail or by sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

28. Executive committee

- a. The President, the Vice-President, the Treasurer and the Secretary constitute the executive committee.
- b. The executive committee and each of its members may undertake all functions that are delegated to it or them by the Committee in accordance with rule 24.2.
- c. The executive committee also may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the committee.
- d. The executive committee is to report on any instructions issued under rule 28.c to the next meeting of the Committee.

29. Public Officer

29.1 Appointment and role of Public Officer

- a. The Association must have a Public Officer, who may also be a member of the Committee.
- b. The Public Officer must be appointed by the Committee and may be removed by the Committee.
- c. The members of the Committee must decide the terms and conditions under which the Public Officer is appointed.
- d. The role of the Public Officer includes:
 - i. maintaining a register of the Association's members; and
 - ii. maintaining the minutes and other records of general meetings (including notices of meetings), Committee meetings and circular resolutions.

30. Chief Executive Officer (CEO)

30.1 Appointment

- a. The Committee may at any time appoint any person or persons to the office of CEO.
- b. An appointed CEO may be referred to by any title determined by the Committee.
- c. The Committee may at any time revoke any appointment of a CEO, subject to the provisions of any applicable employment or engagement agreement.

30.2 Powers, duties and authorities

- a. The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities delegated to them by the Committee.
- b. The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Committee.

31. Minutes and records

- a. The Association must, within one month, make and keep the following records:
 - i. minutes of proceedings and resolutions of general meetings;
 - ii. minutes of resolutions of members; and
 - iii. a copy of a notice of each general meeting.
- b. The Association must, within one month, make and keep the following records:
 - i. minutes of proceedings and resolutions of Committee Member meetings (including meetings of any committees); and
 - ii. minutes of circular resolutions of the Committee.
- c. To allow members to inspect the Association's records:
 - i. the Association must give a member access to the records set out in rule 31.a; and
 - ii. the Committee Members may authorise a member to inspect other records of the Association, including records referred to in rule 31.b and rule 7.a.
- d. The Committee Members must ensure that minutes of a general meeting or a Committee Members meeting are signed within a reasonable time after the meeting by:
 - i. the chairperson of the meeting; or
 - ii. the chairperson of the next meeting.
- e. The Committee Members must ensure that minutes of the passing of a circular resolution (of members or Committee Members) are signed by a Committee Member within a reasonable time after the resolution is passed.

- f. In respect of rules 31.d and 31.e, a reasonable time for the signing of minutes in relation to Committee Members meetings and circular resolution of Committee Members is the next meeting at which those minutes are assessed and accepted.

32. 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 it at, or sending it by post 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. emailing it to the person's email address.

33. Expulsion of Members

33.1 Expulsion

- a. The Committee may expel a member from the Association if, in the opinion of the Committee, the member engaged in conduct detrimental to the interests of the Association.
- b. The expulsion of a member under subrule 33.1 does not take effect until the later of the following:
 - i. the fourteenth day after the day on which a notice is served on the member under subrule 33.2;
 - ii. 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.

33.2 Notice of expulsion

If the Committee 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 Committee 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.

34. Appeal Against Expulsion

34.1 Appeal against expulsion

- a. A member may appeal against an expulsion under rule 33 by serving on the Public Officer, within 14 days after the service of a notice under rule 33.2, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

- b. On receipt of a requisition, the Public Officer is to immediately notify the Committee of the receipt.
- c. The Committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.

34.2 **Special general meeting for the purpose of hearing an appeal**

- a. At a special general meeting convened for the purpose of hearing an appeal under this rule:
 - i. no business other than the question of the expulsion is to be transacted; and
 - ii. the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion; and
 - iii. the expelled member must be given an opportunity to be heard; and
 - iv. 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.
- b. If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion:
 - i. the expulsion is lifted; and
 - ii. the expelled member is entitled to continue as a member of the Association.
- c. If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion:
 - i. the expulsion takes effect; and
 - ii. the expelled member ceases to be a member of the Association.

35. **Disputes**

- a. The dispute resolution procedure in this rule applies to disputes (disagreements) under these rules between a member or Committee Member and:
 - i. one or more members;
 - ii. one or more Committee Members; or
 - iii. the Association.
- b. Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- c. If those involved in the dispute do not resolve it under rule 35.b, they must within 10 days:
 - i. tell the Committee about the dispute in writing;
 - ii. agree or request that a mediator be appointed; and
 - iii. attempt in good faith to settle the dispute by mediation.

- d. The mediator must:
 - i. be chosen by agreement of those involved; or
 - ii. where those involved do not agree, a person chosen by the Law Society in Tasmania.
- e. The costs of mediation must be paid jointly by the parties to the dispute unless otherwise agreed.
- f. A mediator chosen by the Committee under rule 35.d.ii:
 - i. may be a member or former member of the Association;
 - ii. must not have a personal interest in the dispute; and
 - iii. must not be biased towards or against anyone involved in the dispute.
- g. When conducting the mediation, the mediator must:
 - i. allow those involved a reasonable chance to be heard;
 - ii. allow those involved a reasonable chance to review any written statements;
 - iii. ensure that those involved are given natural justice; and
 - iv. not make a decision on the dispute.
- h. This rule does not affect the operation of rule 34.

36. Seal of Association

- a. The Association may, but need not, have a common seal.
- b. If the Association has a common seal the Committee must provide for its safe custody.
- c. The common seal must not be fixed to any document except by the authority of a resolution of the Committee or of a committee of the Committee Members duly authorised by the Committee.
- d. If the Association has a common seal, the Association may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by:
 - i. two Committee Members;
 - ii. a Committee Member and another person appointed by the Committee for that purpose.

37. Indemnity, Insurance and Access

37.1 Indemnity

To the extent permitted by law, the Association indemnifies every officer of the Association and Committee Member of it out of the assets of the Association against any liability incurred by that person in his or her capacity as an officer or Committee Member of the Association:

- a. to a person other than the Association or a related body corporate (as defined in the Corporations Act 2001) of it unless the liability arises out of conduct on the part of the officer of the Association or Committee Member which involves a lack of good faith;
- b. in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; and
- c. in connection with any application, in relation to such proceedings, in which a court grants relief to the person.

37.2 **Insurance**

To the extent permitted by law (including the Act), and if the Committee consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been a Committee Member of the Association against any liability incurred by the person as a Committee Member of the Association.

37.3 **Committee Member's access to documents**

- a. A Committee Member has a right of access to the financial records of the Association at all reasonable times.
- b. If the Committee Member agree, the Association must give a Committee Member or former Committee Member access to:
 - i. certain documents, including documents provided for or available to the Committee; and
 - ii. any other documents referred to in those documents.

38. **Winding Up**

38.1 **Surplus assets not to be distributed to members**

If the Association is wound up, any surplus assets must not be distributed to a member or a former member of the Association.

38.2 **Distribution of surplus assets**

- a. Subject to the Act and any other applicable legislation, and any court order, any surplus assets that remain after the Association is wound up must be distributed to one or more organisations:
 - i. with purposes similar to, or inclusive of, the purposes in rule 4; and
 - ii. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.
- b. The decision as to the organisation or organisations to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.