



CONSTITUTION

Lifeline Tasmania Inc.

Amended 14 October 2024

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1 NAME OF ASSOCIATION

The name of the association is as follows:

Lifeline Tasmania Inc.

- 1.1 If the association's constitution fails to address a matter outlined in Schedule 1, the Associations Incorporation (Model Rules) Regulations 2017 apply for that matter and form part of the association's constitution.

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* (Tas);

Annual General Meeting means an annual general meeting of the Association held under rule 13;

Association means the association referred to in rule 1;

ATO means the Australian Taxation Office;

Auditor means the person appointed as the auditor of the Association under rule 11;

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 referred to in subrule 4.1 (Basic Objects of the Association);

Board means the Board of management referred to in rule 24;

Board Member means a member of the Board;

Communication Method means communication by email to the Member's email address or by prepaid post to the Member's postal address (unless otherwise advised by the Member);

Constitution means this Constitution of the Association;

Elected Board Member means a Board Member elected in accordance with rule 26 (Election of Elected Board Members);

Executive Committee means the executive committee referred to in rule 32;

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;

Gift Fund means the fund which the Association is required to establish and maintain by the ATO to ensure that gifts received by the Association are used only for their principle purpose;

Governance Policies means those policies determined by the Board in respect of governance of the Association from time to time;

Member means a person who has been approved by the Board and registered with the Association in accordance with rule 6;

Membership means membership of the Association;

Officer of the Association means a person appointed as an officer of the Association under subrule 25(e);

Ordinary Business of an Annual General Meeting means the business specified in subrule 13(e);

Public Officer means the person appointed by the Board in accordance with rule 5 to hold the role of public officer pursuant to section 14 of the Act;

Special Board meeting means a meeting of the Board that is convened under subrule 29(b) by the president or any 4 of the Board Members;

Special General Meeting means a meeting of the Association, other than an Annual General Meeting, convened under rule 14;

Special Resolution means a resolution passed by a majority of not less than three quarters of Members entitled to vote and as may be present in person at a General Meeting of which notice specifying the intention to propose a resolution as a special resolution was given;

Tax Deductible Gifts means gifts of money or property to which Subdivision 30A of the *Income Tax Assessment Act* 1997 applies and includes any money received

because of such gifts.

2.2 Interpretation

- (a) A reference to:
 - (i) one gender includes the others;
 - (ii) the singular includes the plural and the plural includes the singular;
 - (iii) a statute, regulation or provision of a statute or regulation (**Statutory Provision**) includes:
 - (A) that Statutory Provision as amended or re-enacted from time to time;
 - (B) a statute, regulation or provision enacted in replacement of that Statutory Provision; and
 - (C) another regulation or other statutory instrument made or issued under that Statutory Provision; and
 - (iv) money is to Australian dollars, unless otherwise stated.
- (b) “Including” and similar expressions are not words of limitation.
- (c) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (d) Headings and any table of contents or index are for convenience only and do not form part of this document or affect its interpretation.
- (e) A provision of this document must not be construed to the disadvantage of a party merely because that party was responsible for the preparation of this document or the inclusion of the provision in this document.
- (f) If an act must be done on a specified day which is not a Business Day, it must be done instead on the next Business Day.
- (g) All references to time are to Australian Eastern Standard time.

3 ASSOCIATION'S OFFICE

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

Level 5, 31 Cambridge Road, Bellerive TASMANIA 7018

4 OBJECTS AND PURPOSES OF ASSOCIATION

4.1 Basic Objects of the Association

The Basic Objects of the Association are to promote positive mental health, support people through personal crisis, particularly suicide, and respond to individuals and communities with care and compassion through a variety of means.

4.2 Objects and purposes of the Association

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, 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 and services, and revenues derived are to be used for the objects and purposes of the Association;
- (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, whether subject to a special trust or not, for any of the objects or purposes of the Association;
- (e) the taking of any step the Board or the Members at a General Meeting determine expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
- (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the Board or the Members 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 servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
 - (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the Basic Objects of the Association;
 - (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
 - (m) the drawing, making, accepting, endorsing, discounting, executing and issuing of cheques and other negotiable or transferable instruments;
 - (n) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

5 APPOINTMENT OF A PUBLIC OFFICER

The Board has the responsibility to appoint a Public Officer.

6 MEMBERSHIP OF ASSOCIATION

- (a) A person who completes an application form that is approved and accepted by the Board, or in the case of existing Members, a renewal form, is eligible to be a Member until the next Financial Year of the Association.

- (b) A person who is not a Member at the time of the incorporation of the Association is not to be admitted as a Member unless the person is approved for Membership by the Board.
- (c) The Board will maintain a policy setting out the guidelines for approval or disapproval of members.
- (d) An application for Membership is to be:
 - (i) made in writing; and
 - (ii) lodged with the Public Officer.
- (e) As soon as practicable after the receipt of a nomination, the Public Officer is to refer the application to the Board and the Board is to approve or disapprove the application in accordance with the policy referred to in sub rule 6(c).
- (f) If an application is approved by the Board, the Public Officer is to:
 - (i) notify the applicant, in writing, that the applicant has been approved for Membership of the Association; and
 - (ii) enter the applicant's name in a register of Members.
- (g) A Member may resign by serving on the Public Officer a written notice of resignation.
- (h) On receipt of a notice from a Member under subrule 6(g), the Public Officer is to remove the name of the Member from the register of Members.
- (i) Subject to subrule 6(o), a Member is due to renew his or her membership on the 1 July of each Financial Year of the Association. If a Member does not renew his or her membership within three months from the 1 July of each Financial Year, the Public Officer is to remove the name of the Member from the register of Members and notify the Member.
- (j) A person:
 - (i) becomes a Member when his or her name is entered in the register of Members; and
 - (ii) ceases to be a Member when his or her name is removed from the register of Members.
- (k) Any right, privilege or obligation of a person as a Member:
 - (i) is not capable of being transferred to another person; and

- (ii) terminates on the cessation of the Membership.
- (l) If the Association is wound up, each Member, and each person who was a Member 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.
- (m) Any liability under subrule 6(l) is not to exceed \$20.00.
- (n) Despite subrule 6(l), a former Member 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.
- (o) The Board may appoint Life Members of the Association. A person who has been appointed as a Life Member is not required to submit a renewal form and his or her name will not be removed from the register of Members unless he or she serves a notice of resignation of Membership.

7 DISSOLUTION

- (a) In the event that the Association is unable to continue to carry out the aims and objectives for which it was established the Board may by a 75% majority vote, resolve that the affairs of the Association be wound up in accordance with the relevant provisions of the Act.
- (b) In the event of the winding up of the Association, or if the Gift Fund is wound up, or if the endorsement of the Association as a Tax Deductible Gift recipient under Subdivision 30BA of the *Income Tax Assessment Act* 1997 is revoked, any surplus assets of the Gift Fund remaining after the payment of the liabilities attributable to it, shall be transferred to a fund, authority or institution to which Tax Deductible Gifts can be made.
- (c) All surplus funds and assets other than the Gift Fund, after payment of all just debts and financial obligations shall be dealt with in accordance with the

relevant provisions of the Act.

8 INCOME AND PROPERTY OF ASSOCIATION

- (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 unless the payment or transfer is made in accordance with this rule 8.
- (c) The Association may:
 - (i) pay a servant or Member:
 - (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 servant or Member; or
 - (B) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or Member for any of the objects or purposes of the Association; or
 - (C) interest at a rate not exceeding 7.25% on money lent to the Association by the servant or Member; or
 - (D) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or Member; and
 - (ii) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a Member to an office in that other association, organisation or body.
- (d) Despite subrule 8(c)(i), the Association is not to pay a person any amount under that subrule unless the Association or Board has first approved that payment.
- (e) Despite subrule 8(c)(ii), the Association is not to appoint or nominate a Member under that subrule to an office in respect of which remuneration is payable unless the Association or Board has first approved:
 - (i) that appointment or nomination; and

- (ii) the receipt of that remuneration by that Member.

9 ACCOUNTS OF RECEIPTS AND EXPENDITURE

- (a) True accounts are to be kept of the following:
 - (i) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - (ii) each asset or liability of the Association.
- (b) The accounts are to be open to inspection by the Members at any reasonable time, and in any reasonable manner, determined by the Board.
- (c) 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.
- (d) The accounts, books and records are to be kept at the Association's office or at any other place the Board determines.

10 BANKING AND FINANCE

- (a) On behalf of the Association, the treasurer of the Association is to:
 - (i) receive any money paid to the Association; and
 - (ii) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (iii) cause the money to be paid into the account opened under subrule 10(b) as soon as practicable after it is received.
- (b) The treasurer (or, in the treasurer's absence, any other Board Member or Board Members, the Board nominates for that purpose) is to open with an Authorised Deposit-Taking Institution an account in the name of the Association.
- (c) The opening of the account referred to in subrule 10(b) is to be countersigned by the Public Officer, or in the Public Officer's absence, by any other Board Member, or Board Members, the Board nominates for that purpose.

- (d) The Association may establish and maintain a fund to be known as the Gift Fund to which:
 - (i) all Tax Deductible Gifts received by it are to be made;
 - (ii) any money received by the Association because of such gifts is to be credited;
 - (iii) does not receive any other money or property;
 - (iv) complies with the ATO ruling outlined in Gift Pack NAT 3132 – 12.2007.
- (e) The Board may invest the whole or any part of the Gift Fund in such forms of investment as it may determine and all such investments shall be made in the name of “Lifeline Tasmania Inc.”
- (f) The Association shall not use money or property in the Gift Fund other than for the objects set out in rule 4.
- (g) The Board may:
 - (i) receive from an Authorised Deposit-Taking Institution a cheque drawn by the Association on any of the Association’s accounts with the Authorised Deposit-Taking Institution; and
 - (ii) release or indemnify the Authorised Deposit-Taking Institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (h) The Board may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the Board may impose in relation to the expenditure.
- (i) Except with the authority of the Board as per its policy on delegations:
 - (i) a payment of an amount exceeding \$20 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association’s account.
 - (ii) A cheque is not to be drawn on the Association’s account except for the purpose of making a payment that has been authorised by the Board.
 - (iii) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be:
 - (A) signed by the treasurer or, in the treasurer’s absence, by any other

- Board Member, or Board Members, the Board nominates for that purpose; and
- (B) countersigned by the Public Officer, or in the Public Officer's absence, by any other Board Member, or Board Members, the Board nominates for that purpose.

11 AUDITOR

- (a) At each Annual General Meeting, the Members 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 11(a), the Board 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 Board 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 at a General Meeting.
- (e) If the first Auditor is appointed by the Board under subrule 11(d)(i) and subsequently removed at a General Meeting under subrule 11(d)(ii), the Members, at that General Meeting, may appoint an auditor to hold office until the first Annual General Meeting.
- (f) Except as provided in subrule 11(d)(ii), the Auditor may only be removed from office by Special Resolution.
- (g) If a casual vacancy occurs in the office of Auditor, the Board is to appoint a person to fill the vacancy until the next Annual General Meeting.

12 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) certify as to the correctness of the accounts of the Association; and
 - (ii) at the next Annual General Meeting, provide a written report to the Members present at that meeting.
 - (c) 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 12(e)(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.
 - (d) The Public Officer is to deliver to the Auditor a list of all the Accounting Records, books and accounts of the Association.
 - (e) The Auditor may:
 - (i) have access to the Accounting Records, books and accounts of the Association; and
 - (ii) require from any servant 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 Board Member, or any servant of the Association, in relation to the Accounting Records, books and accounts of the Association.

13 ANNUAL GENERAL MEETING

- (a) The Association is to hold an Annual General Meeting each year.
- (b) The Annual General Meeting is to be held on any day (being not later than 4

months after the end of the Financial Year of the Association) the Board determines.

- (c) The 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 the Annual General Meeting is to specify the purpose of the meeting.
- (e) The Ordinary Business of the 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 Board, Auditor and servants of the Association reports on the transactions of the Association during the last preceding Financial Year of the Association;
 - (iii) to elect the Elected Board Members;
 - (iv) to appoint the Auditor and determine his or her remuneration.
- (f) The Annual General Meeting may transact special business of which notice is given in accordance with rule 15.

14 SPECIAL GENERAL MEETINGS

- (a) The Board may convene a Special General Meeting of the Association at any time.
- (b) The Board, on the requisition in writing of at least 10 Members, is to convene a Special General Meeting of the Association.
- (c) 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 deposited at the office of the Association; and
 - (iv) may consist of several documents, each signed by one or more of the requisitionists.
- (d) 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 of the deposit of the requisition.

- (e) 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.
- (f) All reasonable expenses incurred by requisitionists in convening a Special General Meeting are to be refunded by the Association.

15 NOTICES OF GENERAL MEETINGS

At least 14 days before the day on which a General Meeting of the Association is to be held, the Public Officer is to communicate with all Members in accordance with each Member's preferred Communication Method, as last notified by the Member to the Public Officer, 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.

16 BUSINESS AND QUORUM AT GENERAL MEETINGS

- (a) Except for the Ordinary Business of an Annual General Meeting, all resolutions made at a General Meeting must be special resolutions. A resolution is a special resolution if it is passed by a majority of not less than three-quarters of such Members entitled to vote as may be in attendance at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.
- (b) Business is not to be transacted at a General Meeting unless a quorum of Members entitled to vote is in attendance at the time the meeting considers that business.
- (c) A quorum for the transaction of the business of a General Meeting is 8 Members entitled to vote.

- (d) If a quorum is not in attendance within half an hour after the time appointed for the commencement of a General Meeting, the meeting:
 - (i) if convened on the requisition of Members, is dissolved; or
 - (ii) if convened by the Board, is to be adjourned to the same day in the next week at the same time and:
 - (A) at the same place; or
 - (B) at any other place specified by the chairperson:
 - (1) at the time of the adjournment; or
 - (2) by notice in a manner determined by the chairperson.
- (e) If at an adjourned General Meeting a quorum is not in attendance within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

17 CHAIRPERSON AT GENERAL MEETINGS

At each General Meeting of the Association, the chairperson is to be:

- (a) the president; or
- (b) in the absence of the president, the senior vice-president; or
- (c) in the absence of the president and the senior vice-president, the other vice-president; or
- (d) in the absence of the president and both vice-presidents, a Member elected to preside as chairperson by the Members present and entitled to vote at the General Meeting.

18 REMOTE ATTENDANCE AT GENERAL MEETINGS

Members' attendance at General Meetings of the Association may take place via conference using telephone, satellite, video, or any other method of technology that permits real-time interaction and in such case the minutes will show that the particular meeting took place where the meeting's chairperson was located.

19 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 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.

20 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 by those present in person and a spoken word by those present by other methods.
- (b) A declaration by the chairperson that a resolution has, on a show of hands/ spoken word, 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.

21 VOTES

- (a) On any question arising at a General Meeting of the Association, a Member (including the chairperson) has one vote only.
- (b) Except in accordance with subrule, 23(a), no proxy voting is allowed.
- (c) In the case of an equality of votes, the resolution will be deemed to not have been passed.

22 TAKING OF POLL

If at a General Meeting a poll on any question is demanded:

- (a) the poll is to be taken in the manner the chairperson determines, and the chairperson will take into account any requirement to collect votes from those not present at the meeting in person; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

23 WHEN POLL TO BE TAKEN

- (a) A poll that is demanded on the election of a chairperson, or on a question of adjournment is to be taken immediately and those not present at the meeting in person may give proxies to those present in person.
- (b) A poll in relation to any matter except the election of a chairperson, or on a question of adjournment is to be taken at any time that the chairperson determines and the chairperson will take into account any requirement to collect votes from those not present at the meeting in person.

24 AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD

24.1 Management

- (a) The affairs of the Association are to be managed by a board of management constituted as provided in rule 25.
- (b) The Board:

- (i) is to control and manage the business and affairs of the Association and all other matters deemed necessary as specified in the Governance Policies;
- (ii) 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 at a General Meeting; and
- (iii) 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.
- (iv) may delegate all or any of its powers to its Executive Committee or to such other committee or committees as it may appoint, such delegation of powers to be in writing and held in accordance with the Governance Policies.

25 CONSTITUTION OF THE BOARD (INCLUDING OFFICERS OF THE ASSOCIATION)

- (a) The Officers of the Association shall consist of:
 - (i) one president;
 - (ii) two vice-presidents; and
 - (iii) one treasurer,all of whom must be Board Members and appointed in accordance with subrule 25(e).
- (b) One of the vice-presidents is to be known as the senior vice-president.
- (c) The Board consists of not more than 10 (but not fewer than 8) Members and comprises the following:
 - (i) up to 2 Members (and a minimum of 1) elected by the Members at the Annual General Meeting in accordance with rule 26 (**Elected Board Members**); and
 - (ii) up to 8 (but not fewer than 6) Members who are appointed by the Board in accordance with subrule 25(d) (**Appointed Board Members**) and who

must possess one or more of the skills listed in rule 27.

- (d) The Board shall have the power at any time and from time to time, to appoint any Member to the Board as an Appointed Board Member to ensure that the skill mix of the Board is consistent with rule 27.
- (e) The Board, by a vote of more than fifty percent of the current Board members, shall have the power at any time and from time to time to appoint, or change, any Board Member as an Officer of the Association. The term of the Board Member's appointment as Officer of the Association will commence from the date that the Board appoints that Board Member as an Officer of the Association. Before a vote is held, the Board will agree on an appropriate process for the election.
- (f) Subject to subrule 25(h), a Board member or Officer of the Association is to hold office for a period of up to three years, and the Board shall aim to structure the terms of Board members so that the office of one-third of Board Members ends at each Annual General Meeting. Subject to subrule (h), a Board Member is eligible for re-election or re-appointment at the expiration of their term for a period to be determined by the Board. When making its determination, the Board will consider the outcome of any performance review(s) available.
- (g) If a casual vacancy occurs in the office of an Elected Board Member, the Board may appoint a Member to fill the vacancy until the next Annual General Meeting after the appointment.
- (h) The total tenure of any Board Member or Officer of the Association (including any re-election or re-appointment under this rule 25(f)) must not exceed 10 continuous years from the date of first appointment. This rule 25(f) does not prevent the re-appointment of a Board Member or Officer of the Association who has previously served for a period up to 10 continuous years provided that person has not been a Board Member or Officer of the Association at any time in the 3 years prior to seeking re-appointment.
- (i) If a casual vacancy as an appointed director arises a replacement director is to fill the balance of the term and is subject to reappointment.

26 ELECTION OF ELECTED BOARD MEMBERS

- (a) A nomination of a candidate for election as an Elected Board Member is to be:
 - (i) made in writing, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the nomination); or
 - (ii) made in writing, signed by the President or Senior Vice President on behalf of the Board and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (iii) is to be delivered to the Public Officer at least 10 days before the day on which the Annual General Meeting is to be held.

- (b) If insufficient nominations are received to fill all vacancies as Elected Board Members:
 - (i) the candidates nominated are taken to be elected; and
 - (ii) further nominations are to be received at the Annual General Meeting.
- (c) If the number of nominations received is equal to the number of vacancies on the Board to be filled, the persons nominated are taken to be elected.
- (d) If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- (e) 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.
- (f) The ballot for the election of Elected Board Members is to be conducted at the Annual General Meeting in the manner determined by the Board.

27 COMPOSITION OF THE BOARD

- (a) The composition of the Board must include the skills mix as set out in the Governance Policies or such other skills mix as the Board determines from time to time.
- (b) As a secondary consideration to subrule 27(a), the Board should, where

practicable, include the geographical representation as set out in the Governance Policies or such other geographical representation as the Board determines from time to time.

28 VACATION OF OFFICE

For the purpose of these rules, the office of an Officer of the Association, or of a Board Member, becomes casually vacant if the Officer of the Association or 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 Board Members;
- (g) in the reasonable opinion of other Board Members, is unable to perform the duties of the office competently;
- (h) is disqualified from managing a corporation under Corporations Law; or
- (i) ceases to be a Member.

29 MEETINGS OF THE BOARD

- (a) Meetings of the Board are to be held in person or via remote attendance (or a combination of both) at any place and as the Board determines but as a minimum are to occur as follows:
 - (i) on a quarterly basis to discuss the performance of the Association including financial reporting, business plan reporting and sub-committee

- reports; and
 - (ii) 6 monthly to conduct a strategic review of the Association; or
 - (iii) as determined by the Board from time to time.
- (b) A meeting of the Board, other than a meeting referred to in subrule 29(a), may be convened by the President or 50% off the remaining Board members.
 - (c) Written notice of any Board meeting or Special Board meeting is to be served on Board Members in the manner described in rule 33 and is to specify the general nature of the business to be transacted.
 - (d) Except where all Board Members are present at the meeting, a Special Board meeting may only transact business of which notice is given in accordance with subrule 29(c).
 - (e) A quorum for the transaction of the business of a meeting of the Board is more than half of the members of the Board.
 - (f) Business is not to be transacted at a meeting of the Board unless a quorum is present.
 - (g) If a quorum is not present within half an hour after the time appointed for the commencement of a meeting:
 - (i) if the meeting is 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
 - (ii) if the meeting is a Special Board meeting, the meeting is dissolved.
 - (h) At each meeting of the Board, the chairperson is to be:
 - (i) the president; or
 - (ii) in the absence of the president, the senior vice-president; or
 - (iii) in the absence of the president and the senior vice-president, the other vice-president; or
 - (iv) in the absence of the president and both vice-presidents, a Board Member elected to preside as chairperson by the Board Members present at the meeting.
 - (i) Any question arising at a meeting of the Board is to be determined:
 - (i) on a show of hands; or

- (ii) if demanded by a Board Member, by a poll taken at that meeting in the manner the chairperson determines.
 - (j) On any question arising at a meeting of the Board, a Board Member (including the chairperson) has one vote only.
 - (k) Despite subrule 29(j), in the case of an equality of votes, the chairperson has a second or casting vote.
 - (l) In lieu of a meeting, a resolution may be passed by means of a circular resolution if all members entitled to vote provide a statement of agreement:
 - (i) by signing a single document;
 - (ii) signing a duplicate copy of a document.
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30 DISCLOSURE OF INTERESTS

- (a) If a Board Member 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.
 - (b) If at a meeting of the Board or a committee a Board Member or Member of a 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.
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31 COMMITTEES

- (a) The Board may:
 - (i) appoint a committee from the Board; and
 - (ii) prescribe the powers and functions of that committee.
- (b) The Board may co-opt any person as a member of a committee without voting rights, whether or not the person is a Member.
- (c) The Charter of the committee, approved by the Board, will prescribe who is to convene meetings of that committee.

- (d) Any question arising at a meeting of a committee is to be determined:
 - (i) on a show of hands; or
 - (ii) if demanded by a committee member, by a poll taken at that meeting in the manner the chairperson determines.
- (e) On any question arising at a meeting of a committee, a member of the committee (including the chairperson) has one vote only.
- (f) Written notice of each committee meeting is to be served on each member of the committee in accordance with rule 33.
- (g) Meetings of committee are to be held in person or via remote attendance (or a combination of both) at any place and time as the Chairperson determines.
- (h) In lieu of a meeting, a resolution may be passed by means of a circular resolution if all members entitled to vote provide a statement of agreement:
 - (i) by signing a single document;
 - (ii) signing a duplicate copy of the document;
 - (iii) or by return email or other electronic means including the text of the resolution.

32 EXECUTIVE COMMITTEE

- (a) The president, the vice-presidents and the treasurer constitute the Executive Committee.
- (b) During the period between meetings of the Board, the Executive Committee may issue instructions to the Public Officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
- (c) The Executive Committee is to report on any instructions issued under subrule 32(b) to the next meeting of the Board.

33 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 during business hours; or
- (b) leaving it, during business hours, at, or sending it by prepaid 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) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

34 EXPULSION OF MEMBERS

- (a) 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.
- (b) The expulsion of a Member under subrule 34(a) 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 34(c);
 - (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.
- (c) 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:
 - (i) stating that the Board has expelled the Member; and
 - (ii) specifying the grounds for the expulsion; and
 - (iii) informing the Member of the right to appeal against the expulsion under rule 35.

35 APPEAL AGAINST EXPULSION

- (a) A Member may appeal against an expulsion under rule 34 by serving on the Public Officer, within 14 days after the service of a notice under subrule 34(c),

- 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 Board of the receipt.
 - (c) The Board is to cause a Special General Meeting to be held within 21 days after the day on which the requisition is received.
 - (d) 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 Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
 - (iii) the expelled Member must be given an opportunity to be heard; and
 - (iv) the Members who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
 - (e) 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.
 - (f) 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 Public Officer will remove the expelled Member's name from the Register of Members and the expelled member ceases to be a Member.

36 DISPUTES

- (a) A dispute between a Member, in the capacity as a Member, and the Association is to be determined by arbitration in accordance with the provisions

of the *Commercial Arbitration Act* 1986.

- (b) This rule does not affect the operation of rule 35.

37 SEAL OF ASSOCIATION

- (a) 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”.
- (b) The seal of the Association is not to be affixed to any instrument except by the authority of the Board.
- (c) The affixing of the seal is to be attested by the signatures of:
 - (i) two Board Members; or
 - (ii) one Board Member and the Public Officer or any other person the Board may appoint in writing for that purpose.
- (d) If a sealed instrument has been attested under subrule 37(b), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.
- (e) The seal is to remain in the custody of the Public Officer or any other person that the Board authorises to maintain custody of the seal.