



# **CONSTITUTION**

## **CANCER COUNCIL OF TASMANIA INCORPORATED**

Approved 23 September 2025

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1. **NAME OF ASSOCIATION**

The name of the association is as follows: Cancer Council of Tasmania Inc (**Association**)

2. **INTERPRETATION**

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** or **AGM** means an annual general meeting of the Association held under **rule 13**;

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

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

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

**board** means the Board of Directors referred to in **rule 25**;

**CEO** means Chief Executive Officer of the Association and includes a person appointed by the Board as acting CEO. The CEO will also be the Public Officer;

**casual vacancy** means a vacancy due to one or more of the following:

- (a) the death of a Board Director or officer of the Association or auditor;
- (b) resignation of a Board Director or officer of the Association or auditor;
- (c) the removal from office of a Board Director or officer of the Association or auditor;
- (d) the long term absence of a Board Director or officer of the Association or auditor without leave of the Board;

**department** means Tasmania's publicly funded health services;

**employee** means a person employed by the Association who is remunerated for their duties;

**financial year** has the same meaning as in the Act;

**general meeting** means:

- (a) an AGM; or
- (b) a special general meeting (**SGM**);

**immediate family member** means the spouse, partner or child or adult child of the person;

**investment fund** means a fund under **rule 10**:

- (a) that is comprised of money, investments and assets paid or transferred to and accepted by the Association as additions to the investment fund;
- (b) that includes earned income and capitalised income;
- (c) that includes other accretions and/or payments transferred to the investment fund;

**member** means a person who has been approved for membership under **rule 5** or is a lifetime member;

**objects** means the objects and purposes of the Association in **rule 4**;

**officer of the Association** means a person elected as an officer of the Association under **rule 27**;

**ordinary business of an AGM** means the business specified in **rule 13(e)**;

**organisation** means an incorporated association, a corporation or a statutory corporation

**region** means one of the three geographical locations within Tasmania as decided by the Board and amended from time-to-time.

**special Board meeting** means a meeting of the Board that is convened under **rule 30(b)**

**special resolution** has the same meaning as in the Act.

**specified majority** means a majority of at least two thirds of the votes of all members of the Board entitled to vote at that time, whether or not those Board members are present, and whether or not they vote as specified in **rule** Error! Reference source not found..

### 3. **ASSOCIATION'S OFFICE**

The office of the Association is to be at a place as determined by the Board.

### 4. **OBJECTS**

The Objects of the Association are to:

- (a) to promote and coordinate the provision of cancer prevention, education, research and supportive care services in Tasmania including the provision of information relating to the prevention, early detection, screening and treatment of cancer and subsequent survivorship
- (b) to seek and direct funding towards cancer research, cancer prevention education and supportive care services in Tasmania
- (c) to advocate for investment into cancer related activities with government, stakeholders and throughout the community

- (d) to invite, raise, receive gifts and invest moneys and gifts for any one or more of the objects or purposes of the Association
- (e) to affiliate or collaborate with, form, join in forming, become a member of, amalgamate or merge with any other body in Australia or elsewhere having like objects to those of the Association

## 5. **MEMBERSHIP OF ASSOCIATION**

- (a) A person who is nominated and approved for membership under this rule is eligible to be a member of the Association on payment of the annual subscription in **rule 37**.
- (b) An employee of the Association or an immediate family member of an employee is not eligible to be a member of the Association.
- (c) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless that person is:
  - (i) nominated for membership in accordance with **rule 5 (a)**; and
  - (ii) approved for membership by the Board.
- (d) A nomination of a person for membership must:
  - (i) Be in writing, signed by the applicant and in a form approved by the Board in its absolute discretion;
  - (ii) include such other information and documents as may be determined from time to time by the Board; and
  - (iii) lodged with the Public Officer of the Association.
- (e) An application for membership is to be considered at the next meeting of the Board after receipt of the application.
- (f) In considering an application for membership the board may:
  - (i) accept or reject the application; or
  - (ii) ask the applicant to give more evidence for eligibility for membership.
- (g) The Board does not have to give any reason for rejecting an application for membership.
- (h) If the Board accepts the membership application, the Board shall advise the applicant within 60 days of the Board's decision and request payment of the first annual subscription.
- (i) If the first annual subscription of an applicant for membership is not paid within 30 days after the date the applicant is notified of acceptance of their application for membership, the Board's acceptance of the applicant for membership of the organisation will be withdrawn.

- (j) A person ceases to be a member of the Association if they fail to pay their annual subscription.
- (k) A member of the Association may resign by serving on the Public Officer a written notice of resignation.
- (l) On receipt of a notice from a member of the Association under **rule 5(k)**, the Public Officer will remove the name of the member from the register of members.
- (m) A person:
  - (i) becomes a member of the Association when their name is entered in the register of members; and
  - (ii) ceases to be a member of the Association when their name is removed from the register of members.
- (n) The Public Officer will maintain or establish and maintain, a register of members containing:
  - (i) the name of each member of the Association and the date on which they became a member; and
  - (ii) the member's postal or residential address or address of business or employment; and
  - (iii) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
  - (iv) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.
- (o) If a member accepts appointment as an employee of the Association their membership of the Association ceases.
- (p) Lifetime members are not liable to pay an annual subscription under **rule 37**.

## 6. **LIABILITY OF MEMBERS**

- (a) 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 when the person ceases to be a member of the Association.
- (b) 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.
- (c) Any liability under **rule 6(b)** is not to exceed \$25.00.
- (d) Despite **rule 6(b)**, a former member of the Association is not liable to contribute under that rule in respect of any liability of the Association incurred after they ceased to be a member.
- (e) If:
- (i) the Association is wound up; or
  - (ii) its endorsement for income tax exemption is revoked; or
  - (iii) its status as a Deductible Gift Recipient (DGR) is revoked;

all residual property must be transferred to a similar not-for-profit entity that has similar charitable purposes to the Objects and is an endorsed DGR.

## 7. INCOME AND PROPERTY OF ASSOCIATION

- (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income and property of the Association shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any Member of the Association unless the payment or transfer is made in accordance with this **rule 7**.
- (c) 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) pay interest on moneys lent to the Association by a Member at a rate not exceeding the rate being charged by its bank to the Association on an overdraft or which would be charged by the bank to the Association if it had an overdraft; or
    - (D) pay a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the employee or member;
  - (ii) pay a Director of the Board remuneration in return for carrying out the functions of a member of the Board;



- (iii) pay a member of a committee remuneration in return for carrying out the functions of a member of the committee;
- (iv) despite **rules 7(c)(i)(A), (B), (C) and (D)**, not to pay a person any amount under that rule unless the Association or Board has first approved that payment.
- (v) despite **rules 7(c)(i)(A) and (iii)**, not appoint or nominate a Director of the Association under that rule to an office in respect of which remuneration is payable unless the Board has first approved:
  - (A) that appointment or nomination; and
  - (B) the payment of that remuneration to that Director.

## 8. ACCOUNTS OF RECEIPTS AND EXPENDITURE

- (a) True and fair accounts must be kept of each:
  - (i) receipt or payment of money by the Association and the manner in respect of which the money was received or paid; and
  - (ii) asset or liability of the Association.
- (b) The Board will keep all records, accounting books and general records and receipts of expenditure connected with the operations and business of the Association in such form and manner as the Board may direct.
- (c) The accounts, books, and records referred to in **rules 8(a) and (b)** of this rule shall be kept at the Association's office or at such other place as the Board may decide.

## 9. BANKING AND FINANCE

- (a) On behalf of the Association, the Board will:
  - (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 **rule 9(b)** as soon as practicable after it is received.
- (b) The Board will open with an authorised deposit-taking institution an account in the name of the Association.
- (c) The Board may:
  - (i) receive from the Association's authorised deposit-taking institution a cheque drawn by the Association on any of its accounts with the authorised deposit-taking institution; and

- (ii) release or indemnify the authorised deposit-taking institution from and against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (d) Except with the authority of the Board and subject to the Board's delegations policy, no payment of a sum exceeding an amount approved by the Board, shall be made from the funds of the Association.
- (e) No cheques will be drawn or payments made from the Association's account except for payments made in accordance with the Board approved delegations policy.
- (f) All negotiable instruments will be signed or authorised for electronic banking by any two nominated members of the Board and/or other persons approved by the Board.
- (g) An electronic transfer of an amount from the Association's accounts to another account at an authorised deposit-taking institution may only be authorised in accordance with the Board's delegations policy.

## 10. INVESTMENTS

- (a) The Board may establish an investment fund with the purpose of accumulating funds to support the long-term operations of the Association.
- (b) The Board may name the investment fund and may change that name from time to time.
- (c) The Board will:
  - (i) keep proper accounts in respect of all receipts to and payments from the investment fund;
  - (ii) disclose in the notes to the audited financial statements the financial position and performance of the investment fund for the financial year; and
  - (iii) ensure that the funds held in the investment fund are invested in accordance with the Association's investment policy.
- (d) The investment fund will be oversighted by a committee of the Board constituted under **rule 33**. The purpose of this committee is to:
  - (i) advise the Board on issues related to the development and growth of the investment fund;
  - (ii) ensure that the funds held in the investment fund are invested in accordance with the Association's investment policy; and
  - (iii) ensure that the investment fund earnings and capital is applied in accordance with **rules 10(e) and 10(f)**.
- (e) The Board may apply funds that enhance the long-term operations of the Association.
- (f) The Board may, in exceptional circumstances, draw from the investment fund. In this clause **exceptional circumstances** means instances where in any given financial year

the financial resources of the Association are otherwise inadequate to meet the funding of programs to which the Association has made a financial commitment, which cannot otherwise be met from available cash reserves.

## 11. AUDITOR

- (a) At each AGM, the members of the Association present at the meeting must appoint a person as the auditor of the Association.
- (b) If an auditor is not appointed at an AGM under **rule 11(a)**, the Board will appoint a person as the auditor of the Association as soon as practicable after that AGM.
- (c) Subject to this constitution the auditor will hold office until the next AGM and may be re-appointed.
- (d) The auditor may be removed from office the Board.
- (e) If a casual vacancy occurs in the office of auditor during the course of the financial year of the Association, the Board may appoint a person to fill the vacancy until the next AGM.

## 12. AUDIT OF ACCOUNTS

- (a) The auditor will 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, will:
  - (i) certify as to the correctness of the accounts of the Association; and
  - (ii) at the next AGM, provide a written report to the members of the Association present at that meeting.
- (c) In the report and in certifying to the accounts, the auditor will:
  - (i) specify the information, if any, that they have required under **rule 12(e)(ii)** and obtained; and
  - (ii) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at their disposal; and
  - (iii) state whether the rules relating to the administration of the funds of the Association have been observed.
- (d) The Public Officer of the Association will deliver to the auditor a list of all the requested accounting records, books and accounts of the Association.
- (e) The auditor:

- (i) has a right of access to the accounting records, books and accounts of the Association; and
- (ii) may require from any employee/officer of the Association and Board Directors such information and explanations the auditor considers necessary for the performance of their duties; and
- (iii) may employ any person to assist in auditing the financial affairs of the Association; and
- (iv) examine any member of the Board, or any employee, or person who has acted on behalf 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 AGM each year.
- (b) An AGM is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the Board determines.
- (c) An AGM is to be in addition to any other general meeting that may be held in the same year.
- (d) The notice convening an AGM will specify the business of the meeting.
- (e) The ordinary business of an AGM is to:
  - (i) confirm the minutes of the last preceding AGM and of any general meeting held since that meeting;
  - (ii) receive from the Board, auditor and employees of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
  - (iii) elect the Directors of the Board;
  - (iv) receive from the Board a written report containing reasonable details concerning the satisfaction of the objects and purpose of the Association during the preceding financial year; and
  - (v) appoint the auditor.
- (f) An AGM may transact special business of which notice is given in accordance with **rule 15**.
- (g) All general meetings other than the AGM shall be called SGMs.
- (h) Not later than 14 days before the AGM, the board must deliver to each member the agenda for the AGM.

14. **SPECIAL GENERAL MEETINGS**

- (a) The Board may convene a SGM at any time.
- (b) The Board, on the requisition in writing of at least 10 members of members of the Association, is to convene a SGM .
- (c) A requisition for a SGM:
  - (i) must state the objects of the meeting; and
  - (ii) must be signed by each of the requisitioners; and
  - (iii) must be deposited at the office of the Association; and
  - (iv) may consist of several documents, each signed by one or more of the requisitioners.
- (d) If the Board does not cause a SGM 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 requisitioners may convene the meeting within 3 months after the day of the deposit of the requisition.
- (e) A SGM convened by requisitioners is to be convened in the same manner, as nearly as practicable, as the manner in which an AGM would be convened by the Board.
- (f) Subject to the approval of the Board, all reasonable expenses incurred by requisitioners in convening a SGM 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 of the Association is to notify members by ordinary post at their last known postal or residential address or via other electronic means (including email) of the:

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

16. **USE OF TECHNOLOGY AT GENERAL MEETINGS**

- (a) Any meeting of members may be held in two or more places at one time linked together by any technology provided that the technology that is used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.
- (b) If a member attends a general meeting by way of technology in accordance with **rule 16(a)**, that member is taken to be physically present in person at the general meeting.

**17. BUSINESS AND QUORUM AT GENERAL MEETINGS**

- (a) All business transacted at a general meeting, other than the ordinary business of an AGM, is special business.
- (b) No item of business will be transacted at these meetings unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) A quorum for the transaction of the business of a general meeting is 10% of members of the Association entitled to vote.
- (d) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting:
  - (i) if convened on the requisition of members of the Association, 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 Chair:
    - (C) at the time of the adjournment; or
    - (D) by notice in a manner determined by the Chair.

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.

**18. CHAIR AT GENERAL MEETINGS**

At each general meeting of the Association, the Chair is to be:

- (a) the Chair as elected by the Board; or
- (b) in the absence of the Chair, the Deputy Chair as elected by the Board; or
- (c) in the absence of the Chair and Deputy Chair, a Director of the Board elected to preside as Chair by the Directors of the Board present at the meeting.

**19. ADJOURNMENT OF GENERAL MEETINGS**

- (a) The Chair 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.

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.
- (b) A declaration by the Chair 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.

21. **VOTES**

- (a) On any question arising at a general meeting of the Association, a member of the Association (including the Chair) has one vote.
- (b) All votes are to be given personally.
- (c) Despite **rule 21(a)**, in the case of an equality of votes, the Chair has a second or casting vote.

22. **OBSERVERS**

The Board may by majority invite the attendance of observers for part or all of a general meeting.

23. **TAKING OF POLL**

If at a general meeting a poll on any question is demanded the:

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

24. **WHEN POLL TO BE TAKEN**

A poll that is demanded on:

- (a) the election of a Chair, or on a question of adjournment, is to be taken immediately; and
- (b) any other question is to be taken at any time before the close of the meeting as the Chair determines.

25. **AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD**

- (a) The affairs of the Association will be managed by a Board of Directors constituted as provided in **rule 26**.
- (b) The Board:

- (i) will ensure that the Association functions under best practice corporate governance principles; and
  - (ii) will control and manage the business and affairs of the Association other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
  - (iii) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association; and
  - (iv) subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management or the business and affairs of the Association; and
  - (v) will determine the remuneration of the auditor.
- (c) The Board:
- (i) may appoint the CEO on such terms and conditions as the Board determines from time to time;
  - (ii) may remove the CEO, subject to the terms of any agreement between the Board and the CEO; and
  - (iii) will oversee the performance of the CEO and undertake an annual performance review.
- (d) The Board's power does not extend to the recruitment, dismissal and performance management of employees of the Association, with the exception of the CEO.

## 26. **CONSTITUTION OF THE BOARD**

- (a) The Board shall consist of up to 10 Directors consisting of:
- (i) up to 9 Directors elected at the AGM; and
  - (ii) if appointed by the Board under Rule 26 (c), a clinical representative of the Tasmanian Department of Health recommended by the Department Secretary.
- (b) From the 9 Board Directors there will be not less than 1 Director from each region of Tasmania (North, North West and South) and all Board Directors will be elected based on the skills, experience and knowledge required by the Board to effectively carry out its role.
- (c) In addition to the 9 Board Directors a clinical representative of the Tasmanian Department of Health recommended by the Department Secretary, or the equivalent position, may also be appointed by the Board to sit as a Director of the Board with the same powers, duties and responsibilities as an Elected Director.
- (d) Subject to this Constitution, a Board Director will hold office for a term of 3 years and is eligible for re-election for a further two consecutive terms, being able to serve a total of up to 10 consecutive years given **rule 21(a)**.



- (e) The Board at its complete discretion may extend a Director's term of office for a maximum period of one year beyond the expiry of that Director's term. A Director's term of office must not be extended under this clause on more than one occasion during their service on the Board.
- (f) Notwithstanding **rule 26(d)** if a Board Director is elected or appointed as an officer of the Cancer Council of Australia (CCA) or the Union for International Cancer Control (UICC) or any other national or international body approved by the Board, then that Board Director's term as a Board Director will expire at the completion of their term with that national or international body.
- (g) Should any adjustment to the term of Directors elected under these rules be necessary to ensure rotational terms in accordance with these rules, this shall be determined by agreement of the Board or in the absence of agreement by lot. Elections to subsequent Boards shall then proceed in accordance with the procedures in these rules.
- (h) If a casual vacancy occurs in the office of a Director, the Board may appoint a member of the Association to fill the vacancy. The person appointed holds office for the remainder of the term of the vacated position.
- (i) After a period of 3 years of not holding Board directorship a person who has served 9 consecutive years is eligible for election as a Board member.
- (j) A previous employee of the Association is eligible to be appointed as a Director if that person has not been an employee of the Association or employed or engaged to work for or advise the Association within the last five years, or any other period determined by a majority of the Board, at the time of the appointment.

## 27. OFFICERS OF THE ASSOCIATION

- (a) The officers of the Association are the:
  - (i) Chair;
  - (ii) Deputy Chair; and
  - (iii) Chair of the Finance, Audit and Risk Committee;
 all of whom are elected by the Board at its first meeting following the AGM.
- (b) If casual vacancy occurs in any office under **rule 27(a)**, the Board may appoint one of its members to the vacant office for such term as the Board determines, subject always to them remaining a Director.

## 28. ELECTION OF BOARD DIRECTORS

- (a) The Board shall determine the skills required to meet the governance and strategic needs of the Council from time to time

- (b) To be eligible to stand for election, candidates must possess 1 or more of the skills identified by the Board and must indicate those skills, in such form as may be determined by the Board from time to time, at the time of nominating for election.
- (c) The Board shall review all candidates' nominations and either endorse or not endorse each candidate as having 1 or more of the identified skills required to stand for election.
  - (i) Only those candidates so endorsed shall be eligible for election to the Board.
  - (ii) Candidates not endorsed will be notified of this decision
- (d) The Board shall appoint the Public Officer, or some other person or organisation independent of the Council or its members, as Returning Officer to conduct an election in accordance with this Constitution.
- (e) If at the AGM there are insufficient numbers of nominees for the elected positions of Director of the Board, then the unfilled positions are to be treated as casual vacancies under **rule 26(f)** provided that a Director so appointed will hold office for the terms as if they had been elected at the AGM.

## 29. **VACATION OF OFFICE**

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

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

## 30. **MEETINGS OF THE BOARD**

- (a) The Board is to meet at least four times a year at such place and at such times the Board determines.
- (b) Additional meetings known as Special Board Meetings may be convened by the Chair, or on the written request of four Directors

- (c) Adequate notice will be given to Board Directors of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting
- (d) A quorum for the transaction of the business of a meeting of the Board is more than half the Directors of the Board.
- (e) Business is not to be transacted at a meeting of the Board unless a quorum is present.
- (f) If a quorum is not present within half an hour after the time appointed for the commencement of 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 be at another day, time and place as the Directors determine.
- (g) At each meeting of the Board, the meeting will be chaired by:
  - (i) the Chair; or
  - (ii) in the absence of the Chair, the Deputy Chair; or
  - (iii) in the absence of the Chair and Deputy Chair, a Director of the Board elected to preside as Chair by the Directors of the Board present at the meeting.
- (h) Any question arising at a meeting of the Board or of any Committee appointed by the Board will be determined:
  - (i) on a show of hands; or
  - (ii) if demanded by a member, by a poll taken at that meeting in the manner the Chair determines.
- (i) Each Director present at a meeting of the Board (including the Chair) is entitled to one vote.
- (j) In the event of an equality of votes the Chair has a second or casting vote.
- (k) Three days written notice of each Board meeting is to be served on each Board Director by:
  - (i) giving it to the Director during business hours; or
  - (ii) sending it by post or email to the Director's postal, residential, business or employment address.
- (l) Any written resolution of Directors signed or approved by technological means by each Director is taken to be a decision of the Board passed at Board meeting convened and held unless the Rules require the resolution to be passed at a SGM or AGM.
- (m) All Board Directors will advise the Public Officer prior to their first Board meeting on being elected or appointed of their preferred address for service of Board papers.

31. **USE OF TECHNOLOGY AT BOARD MEETINGS AND COMMITTEE MEETINGS**

The Board or any Board committee may hold a technology enabled meeting if:

- (a) all persons entitled to be at the meeting have access to the technology to be used for the meeting; and
- (b) those persons participating by technological means can hear and be heard or can read the communications of and issue communications to all other participating Directors.

32. **DISCLOSURE OF INTERESTS**

- (a) If a Director of the Board or a Director of a committee or a member of a committee has a direct or indirect interest in a matter being considered, or about to be considered, by the Board or committee, the Director or member must, as soon as practicable after the relevant facts come to the person's knowledge, disclose the nature of the interest to the Board.
- (b) If at a meeting of the Board or a committee a Board Director or a member of a committee votes in respect of any matter in which the member has a direct or indirect interest, that vote is not to be counted.

33. **COMMITTEES OF THE BOARD**

- (a) The Board may at any time:
  - (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 of the Association.
- (c) The chair of any committee will be appointed by the Board.
- (d) The chair of a committee will convene meetings of that committee.
- (e) Adequate notice is to be provided to committee members as to the date and time for meetings and the nature of the business to be transacted.
- (f) A quorum for the transaction of the business of a meeting of the committee is half the appointed members.
- (g) Any question arising at a committee is to be determined:
  - (i) on a show of hands; or
  - (ii) if demanded by a member, by a poll taken at that meeting in the manner the Chair determines.
- (h) Each member of a committee (including the chair) is entitled to one vote.

34. **EXECUTIVE COMMITTEE**

- (a) The Chair, the Deputy Chair, the Chair of Finance, Audit and Risk Committee and at the discretion of the Board, up to one additional Board Director, will constitute the Executive Committee.
- (b) During the period between meetings of the Board, the Executive Committee may issue instructions to the CEO of the Association in matters of urgency connected with the management of the affairs of the Association.
- (c) The Executive Committee will report on any instructions issued under **rule 34(b)** to the next meeting of the Board.

35. **PUBLIC OFFICER**

- (a) The Public Officer of the Association will be the CEO, or a person appointed by the Board to hold that office.
- (b) The Public Officer is not an Officer of the Association under **rule 27** or a Board Director but may be invited to Board meetings by the Board.

36. **FINANCIAL YEAR**

The financial year of the Association is the period beginning on 1 July in each year and ending on 30 June next following.

37. **ANNUAL SUBSCRIPTION**

- (a) The annual subscription payable by members of the Association is to be determined by the Board.
- (b) 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.

38. **NOTICES**

A notice may be served by or on behalf of the Association upon any Members by sending it through the post in a prepaid letter or by email to the current postal or residential address of the Members as set out in the Register of Members.

39. **EXPULSION OF BOARD DIRECTORS**

- (a) The Board may expel a Director from the Association if, in the opinion of the Board, the Director is guilty of conduct prejudicial or detrimental to the interests of the Association, including non-declared conflicts of interest unless unintentional.
- (b) The expulsion of a Director under **rule 39(a)** does not take effect until the later of:
  - (i) the expiration of the fourteenth day after the day on which a notice is served on them under **rule 39(c)**; or

- (ii) if the Director exercises their right of appeal under this rule, the conclusion of the meeting convened to hear the appeal.
- (c) If the Board expels a Director from the Association, the Public Officer of the Association, without undue delay, will serve on the Director a notice in writing:
  - (i) stating that the Board has expelled the Director; and
  - (ii) specifying the grounds for the expulsion; and
  - (iii) informing the Director of the right to appeal against the expulsion under **rule 41**.

#### 40. **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 **rule 40(a)** does not take effect until the later of the following:
  - (i) the expiration of the fourteenth day after the day on which a notice is served on the member under **rule 40(c)**; or
  - (ii) If the member exercises their right of appeal under this rule, the conclusion of the meeting convened to hear the appeal.
- (c) If the Board expels a member from the Association, the Public Officer of the Association, without undue delay, is to cause to be served on the member a notice in writing:
  - (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 40**.

#### 41. **APPEAL AGAINST EXPULSION**

- (a) A Director or a member may appeal against an expulsion under **rule 39** and **rule 40** by serving on the Public Officer of the Association, within 14 days after the service of a notice under **rule 39(c)** or **rule 40(c)** a requisition in writing demanding the convening of a appeals committee for the purpose of hearing the appeal.
- (b) An appeals committee is to comprise of:
  - (i) the Chair of the Nominating and Governance Committee of the Board;
  - (ii) a member of the Association, appointed by the Board who is not a Board Director
  - (iii) an independent person appointed by the Board; and

- (iv) a lawyer appointed by the Board.
- (c) On receipt of a requisition, the Public Officer will immediately notify the Board.
- (d) The Board will cause a meeting of the appeals committee to be held within 21 days after the day on which the requisition is received.
- (e) At an appeals committee convened for the purpose of hearing an appeal under this rule:
  - (i) will consider no business other than the question of the expulsion; and
  - (ii) may decide its own process ensuring that the rules of natural justice are applied; and
  - (iii) will consider the grounds of the expulsion and the Board's reasons for the expulsion; and
  - (iv) must give the expelled Director or member an opportunity to be heard; and
  - (v) will determine whether the expulsion should be lifted or confirmed.
- (f) If a majority of the persons sitting on the appeals committee determines to lift the expulsion:
  - (i) the expulsion is lifted; and
  - (ii) the expelled Director or member is entitled to continue as a Director or a member of the Association.
- (g) If a majority of the persons sitting on the appeals committee determines to confirm the expulsion:
  - (i) the expulsion takes effect; and
  - (ii) the expelled Director or member ceases to be a Director or member of the Association.
- (h) There is no further appeal against a determination of the appeals committee under this **rule 41**.

#### 42. **DISPUTES**

- (a) A dispute between a member of the Association, in their capacity as a member, and the Association or a dispute between a Director and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011* provided that the parties have first participated in a mediation conducted by an agreed mediator or if no agreement by a person appointed by the Chair for the time being of the Law Society of Tasmania.
- (b) This rule does not affect the operation of **rules 39, 40 and 41**.

43. **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 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 members of the Board; or
  - (ii) one member of the Board and the Public Officer of the Association
- (d) If a sealed instrument has been attested under **rule 43(c)**, 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.

44. **ALTERATION TO RULES**

The rules of the Association may only be altered by special resolution in accordance with the Act.