



CONSTITUTION

CANCER COUNCIL OF TASMANIA INCORPORATED

SEPTEMBER 2023

As approved by Commissioner for Corporate Affairs, Department of Justice, Tasmania on 4 October 2023

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Constitution of the Cancer Council of Tasmania Inc

1. Name of association

The name of the association is as follows: The 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*;

"**annual general meeting**" 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;

"**basic objects of the Association**" means the objects and purposes of the Association as stated in an application under [section 7](#) of the Act for the incorporation of the Association;

"**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 annual general meeting; or

(b) a special general meeting;

“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.

"officer of the Association" means a person elected as an officer of the Association under [rule 27](#);

"ordinary business of an annual general meeting" 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\(b\)](#) Chair

"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 26(h)

3. Association's office

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

4. Objects and purposes of Association

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

- (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 prevention, detection and treatment of cancer;
- (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 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;
- (f) to make donations, grants, loans, or subsidies to any person or body for a purpose which is conducive to the objects of the Association;
- (g) 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.
- (h) the buying, selling and supplying of, and dealing in goods which is conducive to the objects of the Association;
- (i) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association.
- (j) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association.
- (k) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association.
- (l) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association.

- (m) the borrowing and raising of money in such manner and on such terms-
 - (i) as the Board may think fit; or
 - (ii) as approved or directed by resolution passed at a general meeting.
- (n) subject to the provisions of the *Trustee Act 1989*, the investment of any moneys of the Association not immediately required for any of its object or purposes in such manner as the Board may from time to time determine.
- (o) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of sub-section (1) of section 78A of the *Income Tax Assessment Act 1936* of the Commonwealth relates.
- (p) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or 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.
- (q) 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.
- (r) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association.

5. Membership of Association

- (a) A person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in [rule 37](#).
- (b) An employee of the Association or an immediate family member of the 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 –
 - (i) the person is nominated for membership in accordance with subrule (a); and
 - (ii) the person is approved for membership by the Board.
- (d) A nomination of a person for membership is to be –
 - (i) made in writing, signed by the applicant and in a form approved by the Board in their absolute discretion

- (ii) may include such other information and documents as may be determined from time to time by the Board
- (i) 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 the receipt of the application
- (f) In considering the application for membership the board may:
 - (i) Accept or reject the application
 - (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 sixty 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 may cancel acceptance of the applicant for membership of the organisation.
- (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 subrule (k), the Public Officer is to remove the name of the member from the register of members.
- (m) 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.
- (n) The Public Officer is to maintain or establish and maintain, a register of members containing –

- (i) the name of each member of the Association and the date on which he or she 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 then ceases.
- (p) Lifetime members are not liable to pay an annual subscription pursuant to 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 subrule (b) is not to exceed \$25.00.
- (d) Despite subrule (b), 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.
- (e) If the Association is wound up; or revocation of its endorsement for income tax exemption; or revocation of any potential Deductible Gift Recipient (DGR), all residual property must be transferred to a similar not-for-profit entity that has similar charitable purposes 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 and purposes of the Association.
- (b) No portion thereof 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.
- (c) The Association may:
 - (i) pay an employee or member of the Association –
 - (01) 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
 - (02) 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
 - (03) 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
 - (04) pay a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the employee or member.
- (d) pay a Director of the Board remuneration in return for carrying out the functions of a member of the Board.
- (e) pay a Director of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee.
- (f) Despite subrule 7(c)(i)(01),(02), (03) and (04) the Association is not to pay a person any amount under that subrule unless the Association or Board has first approved that payment.
- (g) Despite subrule 7(d), the Association is not to appoint or nominate a Director of the Association 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 Director.

8. Accounts of receipts and expenditure

- (a) True and fair accounts are to be kept of the following:
 - (i) Each receipt or payment of money by the Association and the manner 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 Board Directors at any reasonable time, and in any reasonable manner, determined by the Association.
- (c) The Chair of the Finance Audit and Risk Subcommittee or nominee appointed by 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.
- (d) The accounts, books, and records referred to in sub-rules (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 Chair of the Finance Audit and Risk Subcommittee or nominee appointed by the Board is to:
 - (i) receive any money paid in 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 (b) as soon as practicable after it is received.
- (b) The Board is to 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 cheques, drafts, bills of exchange, promissory notes, and other 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 give the investment fund a name 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.
 - (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 Subcommittee of the Board constituted under [rule 33](#).
- (e) The purpose of the Subcommittee 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
 - (iii) Ensure that the investment fund earnings and capital is applied in accordance with rule 10(f) and rule 10(g).

- (f) The Board may apply funds that enhance the long term operations of the Association.
- (g) The Board may, in exceptional circumstances, draw from the investment fund.
 - (i) For the purpose of clarification, 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 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 (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 auditor may only be removed from office by special resolution of the members.
- (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 annual general meeting.
- (f) The Board may limit the number of successive appointments a person may undertake as auditor of the Association on advice from the Nomination and Governance Subcommittee.

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 of the Association 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 (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 of the Association is to 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 his or her 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 Annual General Meeting each year.
- (b) An Annual General Meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the Board determines.
- (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 business of the meeting.
- (e) 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 Board, auditor and employees of the Association reports on the transactions of the Association during the last preceding financial year of the Association;

- (iii) to elect the Directors of the Board;
- (iv) to 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.
- (v) to appoint the auditor.
- (f) An Annual General Meeting may transact special business of which notice is given in accordance with [rule 15](#).
- (g) All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (h) Not later than 14 days before the Annual General Meeting, the board must deliver to each member the agenda for the Annual General Meeting.

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 of members of the Association, 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 Annual General Meeting would be convened by the Board.
- (f) Subject to the approval of the Board, all reasonable expenses incurred by requisitionists in convening a Special General Meeting are to be refunded by the Association.

15. Notices of general meetings

- (a) 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:
 - (i) the place, day and time at which the meeting is to be held; and
 - (ii) the 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 subrule (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 annual general meeting, 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 –
 - (01) at the same place; or
 - (02) at any other place specified by the Chair –
 - (03) at the time of the adjournment; or

- (04) by notice in a manner determined by the Chair.
- (iii) 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 only.

- (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 –

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

24. When poll to be taken

- (a) A poll that is demanded on the on the election of a Chair, or on a question of adjournment, is to be taken immediately.
- (b) A poll that is demanded on 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 are to be managed by a Board of Directors constituted as provided in [rule 26](#).
- (b) The Board –
 - (i) is to ensure that the Association functions under best practice corporate governance principles; and
 - (ii) is to 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) is to determine the remuneration of the auditor; and
- (c) The Board-
 - (i) is to appoint the CEO on such terms and conditions as the Board determines from time to time
 - (ii) is able to remove the CEO, subject to the terms of any agreement between the Board and the CEO
 - (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 consists of a total of 9 Directors elected at the annual general meeting.
- (b) From the 9 Board Directors there will be not less than 1 Director from each region 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 representative of the department recommended by the Secretary, or the equivalent position, may also be appointed by the Board to sit as a Director of the Board.
- (d) A Board Director is to 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.
- (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 the term. A Director's term of office must not be extended pursuant to this clause on more than once occasion during their service on the Board.
- (f) 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.
- (g) If a casual vacancy occurs in the office of an ordinary Board Director, the Board may appoint a member of the Association to fill the vacancy. The person who is appointed holds office until the first AGM following the appointment, at which time the person can nominate to commence a further term.

- (h) Notwithstanding [Clause 26\(d\)](#), if a Board Director is elected or appointed as an office bearer to 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.
- (i) 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 specified majority, at the time of the appointment.

27. Officers of the Association

- (a) The officers of the Association are as follows:
 - (i) A Chair;
 - (ii) A Deputy Chair;
 - (iii) A Chair of the Finance, Audit and Risk Subcommittee

all of whom are elected by the Board at its first meeting following the Annual General Meeting.

- (b) In the event of a casual vacancy in any office mentioned in sub-rule (a) of this rule, the Board may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.

28. Election of Board Directors

- (a) Nominations of candidates for election as a Board Director are to be:
 - (i) made in writing signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the nomination) and
 - (ii) delivered to the Public Officer of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations will be received at the Annual General Meeting.
- (c) If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held as determined by the Chair of the meeting.
- (d) If at the Annual General Meeting 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 Annual General Meeting.

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 his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
- (d) resigns office in writing addressed to the Board; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the Board without the permission of the other members of the Board; or
- (g) ceases to be a member of the Association.

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 (4) 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 –
 - (i) 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 such later day, time and place or to such other 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 subcommittee appointed by the Board 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.
- (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 Special General Meeting or Annual General Meeting.
- (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 Subcommittee meetings

- (a) The Board or Board subcommittees may hold a technology enabled meeting if:

- (i) all Directors have access to the technology to be used for the meeting; and
- (ii) those Directors 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 subcommittee or a member of a subcommittee has a direct or indirect interest in a matter being considered, or about to be considered, by the Board or subcommittee, the Director 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 subcommittee a Board Director or a member of a subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

33. Subcommittees of the Board

- (a) The Board may at any time –
 - (i) appoint a subcommittee from the Board; and
 - (ii) prescribe the powers and functions of that subcommittee.
- (b) The Board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.
- (c) A quorum for the transaction of the business of a meeting of the subcommittee is half the appointed members.
- (d) Any question arising at a subcommittee 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.
- (e) Each member of a subcommittee (including the Chair) is entitled to one vote.
- (f) The Chair of the subcommittee is to be appointed by the Board.
- (g) The Chair of the subcommittee is to convene meetings of a subcommittee.
- (h) Adequate notice is to be provided to the subcommittee members as to the date and time for meetings and the nature of the business to be transacted.

34. Executive Committee

- (a) The Chair, the Deputy Chair, the Chair of Finance, Audit and Risk Subcommittee 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 is to report on any instructions issued under subrule (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 the 30th 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 detrimental to the interests of the Association, including non-declared conflicts of interest unless unintentional.
- (b) The expulsion of a Director under subrule (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 subrule (c);
 - (ii) If the Director exercises his/her right of appeal under this rule until the conclusion of the meeting convened to hear the appeal, whichever is the later date
- (c) If the Board expels a Director from the Association, the Public Officer of the Association, without undue delay, is to cause to be served 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 [9](#).

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 subrule (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 subrule (c);
 - (ii) If the member exercises his/her right of appeal under this rule until 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 subcommittee for the purpose of hearing the appeal.
- (b) An appeals subcommittee is to comprise of:
 - (i) the Chair of the Nominating and Governance Subcommittee 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;
 - (iv) a lawyer appointed by the Board.
- (c) On receipt of a requisition, the Public Officer is to immediately notify the Board of the receipt.
- (d) The Board is to cause a meeting of the appeals subcommittee to be held within 21 days after the day on which the requisition is received.
- (e) At an appeals subcommittee 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) an appeals subcommittee may decide its own process ensuring that the rules of natural justice are applied; and
 - (iii) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
 - (iv) the expelled Director or member must be given an opportunity to be heard; and
 - (v) the persons sitting on the appeals subcommittee are to vote on the question of whether the expulsion should be lifted or confirmed.
- (f) If at the appeals subcommittee a majority of the persons sitting on the appeals subcommittee vote in favour of the lifting of 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 at the appeals subcommittee a majority of the persons sitting on the appeals subcommittee vote in favour of the confirmation of the expulsion –
 - (i) the expulsion takes effect; and
 - (ii) the expelled Director or member ceases to be a Director or member of the Association.

42. Disputes

- (a) A dispute between a member of the Association, in the 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 [9](#) and [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 subrule (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 be altered by special resolution which is one passed by a majority of not less than 10% of members entitled to vote.