



Okines Community House Inc

Constitution

Dated 24/09/2026

Contents

1. Name of association	4
2. Interpretation	4
3. Association's office	5
4. Objects and purposes of Association	5
5. Powers of the Association to meet its objects and purposes.....	5
6. Not for Profit.....	6
7. Membership of Association	6
8. Additional membership options.....	7
9. Liability of ordinary members	7
10. Income and property of Association.....	7
11. Accounts of receipts and expenditure.....	8
12. Banking and finance	8
13. Establishment and operation of Public Fund.....	9
14. Winding up or ceasing to be a deductible gift recipient	10
15. Receipts issued by the Public Fund.....	10
16. Auditor.....	10
17. Audit of accounts.....	11
18. Public Officer.....	11
19. Annual general meeting	12
20. Special general meetings	12
21. Notices of general meetings.....	13
22. Business and quorum at general meetings	13
23. Chairperson at general meetings	13
24. Attendance at general meetings.....	14
25. Adjournment of general meetings	14
26. Determination of questions arising at general meetings.....	14
27. Votes	14
28. Taking of poll.....	14
29. When poll to be taken	14
30. Oversight of the affairs of the association to be by a board	15
31. Officers of the Association	15
32. Constitution of the Board	15
33. Election of the Board	16
34. Vacation of office.....	16
35. Meetings of the Board	17

36.	Conduct of meetings.....	17
37.	Quorum.....	18
38.	Making Decisions.....	18
39.	Disclosure of interests.....	18
40.	Subcommittees.....	19
41.	Executive committee	19
42.	Subscription	20
43.	Service of notices and requisitions.....	20
44.	Expulsion of members.....	20
45.	Appeal against expulsion.....	20
46.	Disputes.....	21
47.	Seal of Association	21
48.	Amendment of Constitution	22

1. Name of association

The name of the association is Okines Community House Inc.

2. Interpretation

In this Constitution, 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 clause 19

Association means the association referred to in clause 1;

audio-visual link means facilities (including closed-circuit television) that enable audio and visual communication between persons at different places;

Auditor means the person appointed as the auditor of the Association under clause 16;

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 is that referred to in clause 30;

financial year has the same meaning as in the Act;

general meeting means -

- (a) an annual general meeting; or
- (b) a special general meeting;

officer of the Association means a person elected as an officer of the Association at an annual general meeting under clause 33 or appointed as an officer of the Association under clause 32;

ordinary business of an annual general meeting means the business specified in clause 19(5);

ordinary board member means a member of the Board other than an officer of the Association;

public officer means the person who is, under clause 18, the public officer of the Association;

responsible person for the Public Fund means a member of parliament, mayor, councillor, general manager of a council, school principal, legal practitioner, doctor, accountant, member of the clergy, member of a professional body which has a professional code of ethics and rules of conduct, or a recipient of an award for services to the community such as an Order of Australia or Order of

Australia Medal;

special board meeting means a meeting of the Board that is convened under clause 35(4) by the president or any 5 of the members of the Board;

special general meeting means a special general meeting of the Association convened under clause 20;

special resolution has the same meaning as in the Act.

3. Association's office

The office of the Association is to be at 540 Old Forcett Road, Dodges Ferry, Tasmania or such other place as is determined by the Board.

4. Objects and purposes of Association

The object of the Association is to work with the community to support the needs of families and individuals regardless of race, age, gender, religious or sexual orientation through establishing and operating a community centre to:

- 1) provide quality community services and activities that enhance the quality of life and wellbeing of members of the community;
- 2) undertake activities that build capacity within the community;
- 3) foster a strong sense of community connectedness;
- 4) provide a place where people find encouragement, support and information; and share skills, time, resources and knowledge;
- 5) provide direct relief and support for people affected by poverty, distress and other disadvantages by providing practical immediate assistance and support to access appropriate services;
- 6) actively support people to strengthen resilience; and
- 7) support and undertake community development.

5. Powers of the Association to meet its objects and purposes

The powers of the Association include but are not limited to:

- 1) 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;
- 2) the purchase, sale or supply of, or other dealing in, goods;
- 3) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- 4) the acceptance of a gift for any of the objects or purposes of the Association;
- 5) the taking of any step the Board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- 6) the printing or publication of any newspaper, periodical, book, leaflet or other document the

- Board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- 7) the creation and maintenance of any website or social media site the Board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
 - 8) the borrowing and raising of money in any manner and on terms –
 - a) the Board thinks fit; or
 - b) approved or directed by resolution passed at a general meeting;
 - 9) 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;
 - 10) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which *Income Tax Assessment Act 1936* of the Commonwealth relates;
 - 11) 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;
 - 12) 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;
 - 13) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

6. Not for Profit

The Association is a Not for Profit Association, and the income and assets of the Association shall be applied solely to the achievement of the objectives and purposes of the Association.

7. Membership of Association

- 1) A person wishing to become a member of the Association is to complete an application form, as approved for that purpose by the Board from time to time.
- 2) As soon as practicable after the receipt of an application, the Manager is to refer the application to the Board.
- 3) If an application for membership of the Association is not approved by the Board, the Manager is to notify the applicant of this outcome.
- 4) A member of the Association may resign by notifying the Manager in writing.
- 5) On receipt of a notice from a member of the Association under sub-clause (4), the Manager is to remove the name of the member from the register of members.
- 6) A person -
 - a) becomes a member of the Association when his or her name is entered in the register of members; and
 - b) ceases to be a member of the Association when his or her name is removed from the register of members under sub-clause (5), clause 44(2) or clause 45(6).

- 7) The Manager is to maintain a register of members containing -
- a) the name of each member of the Association and the date on which he or she became a member; and
 - b) the member's suburb and postcode; and
 - c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
 - d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

8. Additional membership options

The Association has a number of additional offerings, which can be added on to general membership, including the Food Co-Operative and Film Society. To become a member of these, applicants must first become members of the Association in accordance with clause 7. Additional fees for membership of these entities may be instituted, with costs determined by the Board as required.

9. Liability of ordinary members

Any right, privilege or obligation of a person as a member of the Association -

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

10. Income and property of Association

- 1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this clause.
- 3) The Association may -
 - a) pay a person or member of the Association -
 - i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
 - ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
 - iii) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member.
 - b) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- 4) Despite sub-clause (3)(a), the Association is not to pay a person any amount under that sub-

clause unless the Association or board has first approved that payment.

- 5) Despite sub-clause (3)(b), the Association is not to appoint or nominate a member of the Association under that sub-clause to an office in respect of which remuneration is payable unless the Association or board has first approved -
 - a) that appointment or nomination; and
 - b) the receipt of that remuneration by that member.

11. Accounts of receipts and expenditure

- 1) True accounts are to be kept of the following:
 - a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid; and
 - b) each asset or liability of the Association.
- 2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Board.
- 3) The treasurer of the Association is to ensure that all accounting books, and general records and records of receipts and payments, connected with the business of the Association are kept in the form and manner the Board determines.
- 4) The accounts, books and records are to be kept at the Association's office or at any other place the Board determines.

12. Banking and finance

- 1) The Board is to open with an authorised deposit-taking institution an account in the name of the Association.
- 2) The Board may -
 - a) 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
 - b) 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.
- 3) Except with the authority of the Board, a payment exceeding an amount determined by the Board from time to time is not to be made from the funds of the Association other than -
 - a) by cheque drawn on the Association's account; or
 - b) by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution.
- 4) The Board may provide the treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the Board may impose in relation to the expenditure.
- 5) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Board.
- 6) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be signed

- by two authorised signatories nominated by the Board for that purpose; and
- 7) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution must be authorised by two persons nominated by the Board for that purpose.

13.Establishment and operation of Public Fund

- 1) The Association will create and maintain a public fund ("the Public Fund") for its objects in this Constitution if, and when, the Association is successful in being deemed eligible for Deductible Gift Recipient Status by the Australian Taxation Office. If established, the Public Fund shall be called the Okines Community House Public Fund.
- 2) The Public Officer must notify the Australian Taxation Office in writing of any change to the Association's objects that may materially affect the Public Fund.
- 3) The Association must ensure that:
 - a) the Public Fund receives all gifts of money and property to the Association;
 - b) all money (including interest, income or money from the sale of property) derived from money or property of the Public Fund is paid into the Public Fund;
 - c) the Public Fund does not receive any money or property other than money or property described in clauses 13(3)(a) and 13(3)(b);
 - d) the Public Fund is only used to further the objects of the Association;
 - e) a separate bank account is established and maintained for the Public Fund into which all money received by the Public Fund or generated by the operations of the Public Fund are paid; and
 - f) the public is invited to make gifts to the Public Fund.
- 4) On establishment of the Public Fund, the Board is to appoint at least three responsible persons to the committee of management for the Public Fund along with a maximum of two other persons. There must be a minimum of three responsible persons on the committee of management at all times.
- 5) Members of the committee of management will continue as members until such time as they are either removed by the Board or resign from the committee of management. Any vacancy on the committee of management is to be filled by the Board appointing a suitable person within one month of a vacancy occurring.
- 6) The committee must authorise the release of any money from the Public Fund, manage the investments of the Public Fund and authorise the sale of any of its assets.
- 7) Subject to clauses 13(1) and 14, the Board may specify:
 - a) the manner in which proceedings of the committee are to be conducted;
 - b) the matters which the committee must have regard to in carrying out its functions; and
 - c) any other matters concerning the committee or its functions that the Board decides.
- 8) A member of the committee must not participate in discussion, or vote on, a resolution where that member has or may have a direct or indirect personal interest, pecuniary interest or conflict of fiduciary duty. That member must declare to the meeting the nature of his or her interest in

the resolution.

14. Winding up or ceasing to be a deductible gift recipient

- 1) On the first of these events occurring:
 - a) the winding up of the Public Fund; or
 - b) the Association ceasing to be a deductible gift recipient under Division 30 of the *Income Tax Assessment Act 1997*,
- 2) any surplus assets of the Public Fund must be transferred to a fund, authority or institution which is charitable at law and gifts to which are deductible under Division 30.
- 3) The Association is to choose the fund, authority or institution under clause 14(1).
- 4) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the *Income Tax Assessment Act 1997* are satisfied, a transfer under this clause to that fund, authority or institution must be made in accordance with or subject to those conditions.

15. Receipts issued by the Public Fund

Receipts issued for gifts must state:

- 1) the name of the Association;
- 2) the fact that the receipt is for a gift; and
- 3) the Australian Business Number of the Association.

16. Auditor

- 1) 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.
- 2) No person shall be appointed as the auditor of the Association unless that person is:
 - a) a person who is a registered company auditor within the meaning of the *Corporations Act 2001*; or
 - b) a person the Commissioner for Corporate Affairs, having regard to the complexity of the financial affairs of the association, approves.
- 3) If an auditor is not appointed at an annual general meeting under sub-clause (1), the Board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 4) The auditor is to hold office until the next annual general meeting and is eligible for reappointment.
- 5) The auditor may only be removed from office by special resolution.
- 6) If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the end of the next annual general meeting.

17. Audit of accounts

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

of the Association.

- 2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to
 - a) certify as to the correctness of the accounts of the Association; and
 - b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.
- 3) In the report and in certifying to the accounts, the auditor is to -
 - a) specify the information, if any, that he or she has required under sub-clause (5)(b) and obtained; and
 - b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - c) state whether the clauses relating to the administration of the funds of the Association have been observed.
- 4) The treasurer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- 5) The auditor may -
 - a) have access to the accounting records, books and accounts of the Association; and
 - b) require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of his or her duties; and
 - c) employ any person to assist in auditing the financial affairs of the Association; and
 - d) examine any member of the Board, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

18.Public Officer

- 1) The Board is to appoint a person as public officer.
- 2) A person is not eligible to be appointed public officer unless the person has attained the age of 18 and is resident in the State.
- 3) The office of public officer becomes vacant if the person holding that office –
 - a) resigns office in writing addressed to the Board; or
 - b) is removed from the office by the Board; or
 - c) dies; or
 - d) becomes bankrupt or an undischarged bankrupt, or enters into a debt agreement under Part IX of the *Bankruptcy Act 1966*, or enters into a Personal Insolvency Agreement under Part X of the *Bankruptcy Act 1996*, or makes any assignment of his or her remuneration or estate for the benefit of his or her creditors; or
 - e) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
 - f) is unable to perform the duties of the office competently; or
 - g) ceases to be a resident in the State.

- 4) If the public officer role becomes vacant, the Board must, within 14 days of the vacancy, appoint a person to fill the vacancy.

19. Annual general meeting

- 1) The Association is to hold an annual general meeting each year.
- 2) An 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.
- 3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
 - 4) The notice convening an annual general meeting is to specify the purpose of the meeting.
 - 5) The ordinary business of an annual general meeting is to be as follows:
 - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Board, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - c) to elect the officers of the Association and the ordinary board members; and
 - d) to appoint the auditor.
- 6) An annual general meeting may transact business of which notice is given in accordance with clause 21.
- 7) Minutes of proceedings of an annual general meeting are to be kept in the records of the Association, by the secretary or, in the absence of the secretary from the meeting, by an officer of the Association who is nominated by the chairperson of the meeting.
- 8) The minutes are to be kept in accordance with the directions of the Board.

20. Special general meetings

- 1) The Board may convene a special general meeting of the Association at any time.
- 2) The Board, on the requisition in writing of at least 5 (five) members of the Association, is to convene a special general meeting of the Association.
- 3) A requisition for a special general meeting -
 - a) is to state the objects of the meeting; and
 - b) is to be signed by each of the requisitionists; and
 - c) is to be deposited at the office of the Association; and
 - d) may consist of several documents, each signed by one or more of the requisitionists.
- 4) If the Board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.
- 5) A special general meeting convened by requisitionists is to be convened in the same manner, as

nearly as practicable, as the manner in which a special general meeting would be convened by the Board.

- 6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

21. Notices of general meetings

- 1) At least 14 days before the day on which a general meeting of the Association is to be held, the public officer is to publish a notice specifying -
 - a) the place, day and time at which the meeting is to be held; and
 - b) the nature of the business that is to be transacted at the meeting.
- 2) A notice is published for the purposes of sub-clause (1) if the notice -
 - a) appears on a website, or at an electronic address, of the Association; or
 - b) is sent to each member of the Association at an email address that the member has nominated as the email address to which notices from the Association may be sent; or
 - c) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

22. Business and quorum at general meetings

- 1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- 3) A quorum for the transaction of the business of a general meeting is 10 members of the Association entitled to vote.
- 4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting -
 - a) if convened on the requisition of members of the Association, is dissolved; or
 - b) if convened by the Board, is to be adjourned to a place, date and time determined by those present at the meeting.
- 5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

23. Chairperson at general meetings

At each general meeting of the Association, the chairperson is to be -

- 1) the president; or
- 2) in the absence of the president, the vice-president; or
- 3) in the absence of the vice-president, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

24.Attendance at general meetings

Attendance at a general meeting may be in person or, with the approval of the chairperson of the meeting, by telephone or other electronic means.

25.Adjournment of general meetings

- 1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) Notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting unless the adjourned meeting is continued later on the same day.

26.Determination of questions arising at general meetings

- 1) A question arising at a general meeting of the Association is to be determined on a show of hands or, in the case of a member attending by electronic means, by spoken vote.
- 2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, as recorded in the minutes of that meeting, is evidence of that fact unless a poll is demanded on or before that declaration.

27.Votes

- 1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- 2) All votes are to be given personally.
- 3) Despite sub-clause (1), in the case of an equality of votes, the chairperson has a second or casting vote.

28.Taking of poll

- 1) If at a general meeting a poll on any question is demanded -
 - a) the poll is to be taken at that meeting by secret ballot; and
 - b) the result of the poll is taken to be the resolution of the meeting on that question.
- 2) For the purposes of taking a poll by secret ballot, the public officer is the returning officer, and in the absence of the public officer, a member of the association nominated by the chairperson.
- 3) The returning officer shall direct the process by which a secret ballot is to be taken, including enabling the vote of any member attending by electronic means.

29.When poll to be taken

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

- 2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

30. Oversight of the affairs of the association to be by a board

- 1) The oversight of the business and affairs of the Association is vested in a board as constituted in clause 32.
- 2) The Board -
 - a) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by this constitution to be exercised and performed by members of the Association at a general meeting; and
 - b) has power to do anything that appears to the Board to be essential for the proper oversight of the business and affairs of the Association.

31. Officers of the Association

- 1) The officers of the Association are as follows:
 - a) the president;
 - b) the vice-president;
 - c) the treasurer;
 - d) the secretary
- 2) Subject to sub-clause (4), the officers of the Association are to be elected in accordance with clause 33.
- 3) Each officer of the Association is to hold office until the end of the next annual general meeting after that at which he or she is elected.
- 4) If a casual vacancy in an office referred to in sub-clause (1) occurs, the Board may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- 5) If an office referred to in sub-clause (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- 6) The Public Officer must not seek election or nomination as an officer nor accept appointment as an officer.

32. Constitution of the Board

- 1) The Board consists of at least 6 but not more than 10 members including
 - a) the officers of the Association;
 - b) the public officer; and
 - c) up to five other members elected at the annual general meeting or appointed in accordance with this clause.
- 2) An ordinary board member is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.

- 3) If a casual vacancy occurs in the office of an ordinary board member, the Board may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.
- 4) If an office of an ordinary board member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

33. Election of the Board

- 1) A nomination of a candidate for election as an officer of the Association, or as an ordinary board member, is to be -
 - a) made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - b) delivered to the public officer at least 5 days before the day on which the annual general meeting is to be held.
- 2) If insufficient nominations are received to fill all vacancies on the Board -
 - a) the candidates nominated are taken to be elected; and
 - b) further nominations are to be received at the annual general meeting.
- 3) 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.
- 4) If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- 5) 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.
- 6) The ballot for the election of officers of the Association and ordinary board members is to be conducted by secret ballot at the annual general meeting.
- 7) For the purposes of conducting the secret ballot, the public officer is the returning officer, and in the absence of the public officer, a member of the association nominated by the chairperson.
- 8) The returning officer shall direct the process by which a secret ballot is to be taken.

34. Vacation of office

For the purpose of this constitution, the office of an officer of the Association, or of an ordinary board member, becomes casually vacant if the officer or board member -

- 1) dies; or
- 2) becomes bankrupt, or is an undischarged bankrupt, or
- 3) enters into a debt agreement under Part IX of the *Bankruptcy Act 1966*, or
- 4) enters into a Personal Insolvency Agreement under Part X of the *Bankruptcy Act 1966*, or
- 5) makes an assignment of his or her remuneration or estate for the benefit of his or her creditors;
or
- 6) becomes a represented person within the meaning of the *Guardianship and Administration Act*

1995; or

- 7) resigns office in writing addressed to the Board; or
- 8) ceases to be ordinarily resident in southern Tasmania; or
- 9) is absent from 3 consecutive meetings of the Board without the permission of the other members of the Board; or
- 10) ceases to be a member of the Association; or
- 11) is found guilty of any offence or crime of violence; sexual offence or sexual crime; stealing offence or crime; offence or crime of dishonesty; or such other crime or offence as shall be determined by the Board from time to time; or
- 12) ceases to hold, or to be eligible to hold, a Working With Vulnerable Persons Card.

35.Meetings of the Board

- 1) The Board is to meet at least six times in each period of twelve months at such time and place as the Board determines.
- 2) Additional ordinary board meetings may be convened by the president.
- 3) Written notice of each ordinary board meeting is to be served on each member of the Board by -
 - a) giving it to the member during business hours at least two days before the day on which the meeting is to be held; or
 - b) leaving it, during business hours at least two days before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post at least two days before the day on which the meeting is to be held; or
 - d) emailing it to the email address of the member that the member has nominated as the email address to which notices from the Association may be sent at least two days before the day on which the meeting is to be held.
- 4) The president may convene at any time, and must convene if requested by 5 board members, a special meeting of the Board.
- 5) Written notice of any special board meeting is to be served on members of the Board in accordance with sub-clause 3) and is to specify the general nature of the business to be transacted.
- 6) A special board meeting may only transact business of which notice is given in accordance with sub-clause (5).

36.Conduct of meetings

- 1) At any meeting of the Board, the chairperson is to be -

- a) the president; or
 - b) in the absence of the president, the vice-president; or
 - c) in the absence of the president and the vice-president, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.
- 2) By prior notification to the president, a board member may attend a meeting by telephone or electronic means.

37.Quorum

- 1) A quorum for the transaction of business at a board meeting is half the Board members plus one.
- 2) Any member attending by telephone or other electronic means who is present at the commencement of the meeting will form part of the quorum.
- 3) As well as the Manager, other staff members or visitors may attend board meetings by invitation but do not form part of the quorum nor have the right to vote.
- 4) If a quorum is not present within 15 minutes after the time appointed for the commencement of a board meeting (other than a special board meeting), the members present may determine, in the best interests of continuity of the association's activities, to consider agenda items, with any decisions taken to be ratified by the full board at a later meeting or by circulating resolution.
- 5) If a quorum is not present within 30 minutes after the time appointed for a special board meeting, the meeting is dissolved.

38.Making Decisions

- 1) Any question arising at a meeting of the Board must be decided by a majority of members present in person or by telephone or other electronic means.
- 2) Each board member has one vote on any matter and in the event of an equality of votes the chair has a casting vote.
- 3) If demanded by a board member a poll is to be taken at the meeting by secret ballot in the manner described in clause 28, sub-clauses 2) and 3).
- 4) Decisions of the Board may be determined by circulating resolution, approved by half the Board members plus one and adopted on the date on which the last approval is received.

39.Disclosure of interests

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

40.Subcommittees

- 1)The Board may -
 - a) appoint a subcommittee from the Board; and
 - b) prescribe the powers and functions of that subcommittee.
- 2) 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.
- 3) A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members entitled to vote.
- 4) The chairperson of each subcommittee is to convene meetings of that subcommittee.
- 5) Any question arising at a meeting of a subcommittee is to be determined -
 - a) on a show of hands; or
 - b) if demanded by a member, by a poll taken at that meeting by secret ballot.
- 6) On any question arising at a meeting of a subcommittee, each member of the subcommittee including the chairperson has one vote only and in the equality of votes the chairperson has a casting vote.
- 7) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by -
 - a) giving it to the member during business hours at least two days before the day on which the meeting is to be held; or
 - b) leaving it, during business hours at least two days before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post at least two days before the day on which the meeting is to be held; or
 - d) emailing it to the email address of the member that the member has nominated as the email address to which notices from the Association may be sent at least two days before the day on which the meeting is to be held.
- 8) The President is to be provided with notice of any meeting of a subcommittee in the same manner as members of a subcommittee and may attend any meeting of a subcommittee but does not have a vote.
- 9) The chairperson of any sub-committee is to cause notes of the proceedings of the subcommittee to be kept and is to ensure that a report is provided to each board meeting on the activities of the sub-committee.

41.Executive committee

- 1) The president, the vice-president, the treasurer and the secretary constitute the executive committee.
- 2) During the period between meetings of the Board, the executive committee may issue

instructions to the public officer and employees of the Association in matters of urgency connected with the affairs of the Association.

- 3) The executive committee is to report on any instructions issued under sub-clause (2) to the next meeting of the Board.

42.Subscription

The Association may determine to impose an annual subscription payable by members by resolution at a general meeting of the Association. Where the Association determines to impose an annual subscription, the amount of the annual subscription and the date by which it is payable shall be determined by the Association at that general meeting. The amount of the subscription may be varied by the Association by resolution at any subsequent general meeting.

43.Service of notices and requisitions

Except as otherwise provided by this constitution, a document may be served under this constitution on a person by -

- 1) giving it to the person; or
- 2) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- 3) emailing it to the person's email address.

44.Expulsion of members

- 1) The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.
- 2) The expulsion of a member under sub-clause (1) does not take effect until whichever of the following occurs later:
 - a) the fourteenth day after the day on which a notice is served on the member under sub-clause (3);
 - b) if the member exercises his or her right of appeal under this clause, the conclusion of the special general meeting convened to hear the appeal.
- 3) If the Board expels a member from the Association, the public officer, without undue delay, is to cause to be served on the member a notice in writing -
 - a) stating that the Board has expelled the member; and
 - b) specifying the grounds for the expulsion; and
 - c) informing the member of the right to appeal against the expulsion under clause 45.

45.Appeal against expulsion

- 1) A member may appeal against an expulsion under clause 44 by serving on the public officer, within 14 days after the service of a notice under clause 44(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

- 2) On receipt of a requisition, the public officer is to immediately notify the Board of the receipt.
- 3) The Board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 4) At a special general meeting convened for the purpose of hearing an appeal under this clause -
 - a) no business other than the question of the expulsion is to be transacted; and
 - b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
 - c) the expelled member must be given an opportunity to be heard; and
 - d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- 5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion -
 - a) the expulsion is lifted; and
 - b) the expelled member is entitled to continue as a member of the Association.
- 6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion -
 - a) the expulsion takes effect; and
 - b) the expelled member immediately ceases to be a member of the Association.

46. Disputes

- 1) A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- 2) This clause does not affect the operation of clause 45.

47. Seal of Association

- 1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- 2) The seal is not to be affixed to any instrument except by the authority of the Board.
- 3) The affixing of the seal is to be attested by the signatures of -
 - a) two members of the Board; or
 - b) one member of the Board and
 - i) the public officer; or
 - ii) any other person the Board may appoint for that purpose.
- 4) If a sealed instrument has been attested under sub-clause (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.
- 5) The seal is to remain in the custody of a person authorised by the Board of the Association to be the custodian of the seal and it is to be secured by that person against inappropriate use and theft.

48. Amendment of Constitution

This Constitution may be amended by special resolution, if:

- the intention to amend the Constitution has been specified in the notice of meeting; and
- the resolution is passed by a majority of three-quarters of members of the Association present at the meeting.

ADOPTION AND REVISION HISTORY

This constitution was adopted by the Association at the Annual General Meeting of the Association on .

Signed

Chair

Public Officer

An amendment to Clause 11(1) of this Constitution was adopted at the Annual General Meeting of the Association October 12 2023