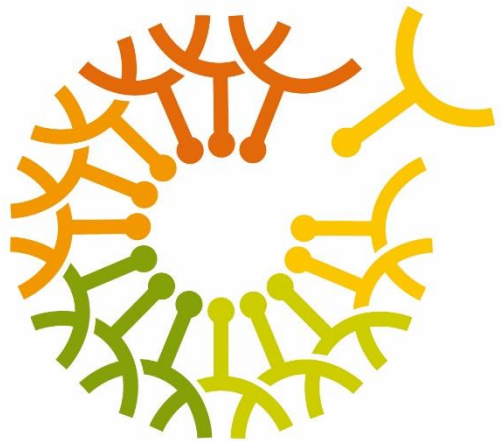


**CONSTITUTION
OF
COUNCIL ON THE
AGEING
TASMANIA Inc
(COTA Tasmania)**

[adopted 17 November 2021]

COTA

For older Australians



Contents

1. Name of association	1
2. Interpretation	1
3. Association's office	2
4. Purpose and objects of the Council	2
5. Membership of Association	4
(1) Membership Categories	4
(2) Application for Membership	5
(3) Register of Members	6
6. Liability of members	6
(1) Liability of Council members	6
(2) Liability of Board members	7
7. Financial management	7
8. Auditor	8
9. Audit of accounts	8
10. Exemptions under the Act	9
11. Annual general meeting	10
12. Special general meetings	11
13. Notices of general meetings	11
14. Business and quorum at general meetings	12
15. Chairperson at general meetings	12
16. Adjournment of general meetings	13
17. Determination of questions arising at general meetings	13
18. Votes	13
19. Taking of poll	14
20. When poll to be taken	14
21. Affairs of Council to be managed by a Board	14
22. Board Executive of the Council	14
23. Constitution of the Board	15
24. Election of members of the Board	15
25. Vacation of office	16
26. Meetings of the Board	17
27. Disclosure of interests	18
28. Board Sub-committees	18
29. Annual subscription	19

30. Chief Executive Officer	20
31. Public Officer	21
32. Service of notices and requisitions	21
33. Expulsion of members	21
34. Appeal against expulsion	22
35. Disputes	23
36. Seal of Council	23
37. Alteration.....	23
38. Dissolution	23

1. Name of association

The name of the association is “Council on the Ageing (Tasmania) Incorporated”, hereafter referred to as the Council.

2. Interpretation

(a) In these rules, unless the context otherwise requires –
accounting records has the same meaning as in the Act;

Act means the Associations Incorporation Act 1964;

annual general meeting means an annual general meeting of the association held under rule 11 ;

Association or **Council** 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 8 ;

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 rule (4(1));

Board or Board of Directors means the Board referred to in rule 21 ;

Chief Executive Officer (CEO) means the most senior employee responsible for the Council’s operations and performance. They are the leader of the organisation and serve as the main link between the Board and the organisation;

COTA Australia means the Council on the Ageing Australia (ABN 35 18 911 541) that is the peak policy development, advocacy and representation organisation for older Australians;

COTA Federation means the federation of COTAs in each State and Territory of Australia and COTA Australia.

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 Council or Board Executive member means a person elected as an officer of the Council under rule 22(5) or appointed as an officer of the Council under rule 22(5);

ordinary business of an annual general meeting means the business specified in rule 11(5);

ordinary committee member or Board member means a member of the Board other than an officer of the Council or Board Executive member;

public officer means the person who is appointed under rule 32;

special board meeting means a meeting of the Board that is convened under rule 26(2) by the president or any 4 of the members of the Board;

special general meeting means a special general meeting of the Council convened under rule 12 ;

special resolution has the same meaning as in the Act.

(b) The Board shall be the sole authority for interpretation of the Constitution and the decision of the Board on any question of interpretation shall be final and binding.

3. Association's office

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

Level 12, 39 Murray Street, Hobart, Tasmania

4. Purpose and objects of the Council

(1) The Council is to be a well governed organisation that:

(a) as a peak body the Council's **purpose** is:

- (i) to represent older Tasmanians,
- (ii) to champion the rights and interests of older Tasmanians, and
- (iii) to promote an inclusive community that supports and recognises the contribution of older Tasmanians.

(b) as a performance oriented Council, we will strive to achieve our **objects** which are:

- (i) to promote and advocate for the improvement and protection of the rights and interest of all older Tasmanians.
- (ii) to give particular attention to the broad diversity of older Tasmanians, including to issues and needs of Aboriginal and

Torres Strait Islanders; geographically, culturally, and linguistically diverse populations; and LGBTIQ+ people.

(iii) to be recognised by governments, the general community and the media as the body representing, advocating and serving all older Tasmanians.

(iv) to cooperate with organisations with objects consistent with those of the Council, in particular COTA Australia and the COTA Federation.

(v) to raise community awareness of issues of concern to older Tasmanians.

(vi) to promote and identify policies, practices and services that advance wellbeing and justice for older Tasmanians.

(vii) to meet the requirements of the Funding Bodies being those organisations with which the Council has legal contracts to achieve specified outcomes utilising funds provided by those organisations.

(viii) to do all such other things as are, in the opinion of the Board, incidental and conducive to the attainment of any objects described in this sub-rule.

(2) In addition to the basic purpose and objects, the purpose and object of the Council are:

(a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Council;

(b) the purchase, sale or supply of, or other dealing in, goods;

(c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Council;

(d) the acceptance of a gift for any of the objects or purposes of the Council;

(e) the taking of any step the Board, or the members of the Council at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Council;

(f) the printing or publication of any newspaper, periodical, book, leaflet or other document the Board, or the members of the Council at a

general meeting, determine desirable for the promotion of any of the objects or purposes of the Council;

(g) the borrowing and raising of money in any manner and on terms –

(i) the Board thinks fit, or

(ii) approved or directed by resolution passed at a general meeting.

(h) subject to the provisions of the Trustee Act 1898 , the investment, in any manner the Board determines, of any money of the Council not immediately required for any of the objects or purposes of the Council;

(i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;

(j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Council and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Council and their dependants, and the making of payments towards insurance in relation to any of those purposes;

(k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Council;

(l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Council is amalgamated in accordance with the provisions of the Act and the rules of the Council;

(m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Council.

5. Membership of Association

(1) Membership Categories

(a) Membership of the Council is determined by the Board, and may be amended from time to time, and the following categories of eligible membership exist:

(i) Individual membership

(ii) Organisational membership

(iii) Honorary Life membership

(b) The Council will determine eligibility criteria for each membership category and may from time to time amend the criteria. The basic requirements for each membership are:

(i) All members must reside in Tasmania except Honorary Life Members.

(ii) Individuals must be committed to the Council's Purpose, Objects and Vision.

(iii) Organisation's with a commitment to the Council's Purpose, Objects and Vision shall be eligible for organisational membership provided they are not a political party or branch/subsidiary of a political party.

(iv) Individuals can be nominated by other members for Honorary Life Membership in accordance with the Council's Life Membership Nomination Policy if they have met the requirements of the Life Membership criteria.

(c) Individual, Organisational and Honorary Life Members shall have the right to vote in Council elections and at general meetings of the Council. Each Individual, Organisational and Honorary Life Member shall have one vote and may also have such further rights as the Board may determine from time to time.

(d) Individual and Honorary Life Members shall have the right to stand for election or appointment to the Board as provided in rule 23.

(2) Application for Membership

(e) Application for membership of the Council shall be in accordance with the Council's Membership Policy as approved and amended by the Board from time to time.

(f) Individual membership shall be effective from the date of receipt of membership fees, and shall be subject only to receipt of such fees.

(g) Approval of an application for Organisational Membership shall be made by the Board. Approval shall not be withheld unreasonably. Membership shall date from date of approval, provided that an applicant seeking to use services from the Council shall receive those services when the CEO is satisfied that the requirements for membership are met.

(3) Register of Members

(h) The public officer is to maintain, or establish and maintain, a register of members containing:

(i) the name of each member of the Council and the date on which they became a member; and

(ii) the member's postal or residential address or address of business or employment; and

(iii) an email address, if any, that the member has nominated as the email address to which notices from the Council may be sent; and

(iv) the name of each person who has ceased to be a member of the Council and the date on which the person ceased to be a member of the Council.

6. Liability of members

(1) Liability of Council members

(a) Any right, privilege, or obligation of a person as a member of the Council –

(i) is not capable of being transferred to another person; and

(ii) terminates when the person ceases to be a member of the Council.

(b) If the Council is wound up, each person who was, immediately before the Council is wound up, a member of the Council, and each person who was a member of the Council within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –

(i) to the assets of the Council for payment of the liabilities of the Council; 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 \$10 (ten dollars).

(d) Despite subrule (b) , a former member of the Council is not liable to contribute under that subrule in respect of any liability of the Council incurred after they ceased to be a member.

(2) Liability of Board members

(e) Members of the Board and Sub-Committees, employees of the Council and other persons authorised by the Board shall be indemnified out of the assets of the Council against any personal loss in respect of any pecuniary liability incurred as a result of approved activities carried out on behalf of the Council.

7. Financial management

(1) The income, property and funds of the Council shall be solely under the control of the Council and shall be used solely for the promotion of the purposes and objects of the Council.

(2) Council income, property and funds of the Council shall not be paid or transferred to any members of the Council, or to their direct interest; provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any person in return for services actually rendered to the Council, or to reimburse any person for expenses properly incurred on the Council's behalf.

(3) The Council shall ensure that:

(a) monies received by the Council are paid into accounts authorised by the Board; and

(b) payments from the Council's funds shall be properly authorised in accordance with policies and procedures approved by the Board.

(4) The Board shall cause proper accounting and other records to be kept and shall distribute as a minimum, copies of every statement of financial performance and statement of financial position (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report as require Law to every member.

(5) At the Annual General Meeting in each year the Board will provide financial reports, which comprise at least a statement of financial position and a statement of financial performance in respect of the last completed financial year of the Council.

(6) The Board from time to time determine at what times and places and under what conditions or regulations the proper accounting and other records of the Council shall be open to the inspection of members provided that all members shall have reasonable opportunity to inspect those records.

(7) The Board shall approve policies and procedures related to the financial management (including but not limited to banking, funds management, expenditure controls, budget management and financial reporting) of the Council, that the Chief Executive Officer must ensure the Council's employees

adhere to, and the Board shall from time to time approve amendments to such policies and procedures.

(8) The Board shall ensure that the CEO and employees of the Council are adhering to the approved policies and procedures by whatever means the Board determines.

(9) The proper accounting and other records are to be kept at the Council's office or at any place the Board determines.

8. Auditor

(1) At each annual general meeting, the members of the Council present at the meeting are to appoint a person as the auditor of the Council.

(2) If an auditor is not appointed at an annual general meeting under subrule (1) , the Board is to appoint a person as the auditor of the Council as soon as practicable after that annual general meeting.

(3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment if the next appointment means the auditor will not hold the role more than seven consecutive years.

(4) The first auditor –

(a) may be appointed by the Board before the first annual general meeting; and

(b) if so appointed, holds office until the end of the first annual general meeting unless earlier removed by a resolution of the members of the Council at a general meeting.

(5) If the first auditor is appointed by the Board under subrule (4)(a) and subsequently removed at a general meeting under subrule (4)(b) , the members of the Council, at that general meeting, may appoint an auditor to hold office until the end of the first annual general meeting.

(6) Except as provided in subrule (4)(b) , the auditor may only be removed from office by special resolution.

(7) 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.

9. Audit of accounts

(1) The auditor is to audit the financial affairs of the Council at least once in each financial year of the Council.

(2) The auditor, after auditing the financial affairs of the Council for a particular financial year of the Council, is to –

(a) certify as to the correctness of the accounts of the Council; and

- (b) at the next annual general meeting, provide a written report to the members of the Council 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 they have required under subrule (5)(b) and obtained; and
 - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Council according to the information at their disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Council have been observed.
- (4) The public officer is to deliver to the auditor a list of all the accounting records, books and accounts of the Council.
- (5) The auditor may –
- (a) have access to the accounting records, books and accounts of the Council; and
 - (b) require from any employee of, or person who has acted on behalf of, the Council any information the auditor considers necessary for the performance of their duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Council; and
 - (d) examine any member of the Board, or any employee of, or person who has acted on behalf of, the Council, in relation to the accounting records, books and accounts of the Council.

10. Exemptions under the Act

- (1) For any financial year that the Council is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
- (a) an auditor is not required to be appointed for that financial year under rule 8 unless the Council elects to have the financial affairs of the Council for that financial year audited in accordance with the Act and these rules; and
 - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
 - (i) rules 8 and 9 do not apply in respect of the Council for that financial year; and

(ii) rule 11(5)(b) , to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Council in respect of that financial year; and

(iii) rule 11(5)(d) does not apply in respect of the annual general meeting held by the Council in respect of that financial year.

(2) For any financial year that the Council is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Board must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that financial year.

11. Annual general meeting

(1) The Council 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 five (5) months after the end of the financial year of the Council) 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 Council reports on the transactions of the Council during the last preceding financial year of the Council;

(c) adoption of the President's report;

(d) adoption of the CEO's report;

(c) to elect the Board members of the Council;

(d) to appoint the auditor;

(e) to approve honorary life members (if any nominated); and

(f) any items of general business submitted by the Board or any other matters accepted by the Chair.

(7) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Council, by the public officer or, in the absence from the meeting of the public officer, by an officer of the Council who is nominated by the chairperson of the meeting.

12. Special general meetings

(1) The Board may convene a special general meeting of the Council at any time.

(2) The Board, on the requisition in writing of at least 30 members of the Council, is to convene a special general meeting of the Council.

(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 Council; 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 Council, 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 Council.

(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 Council.

13. Notices of general meetings

(1) At least 14 days before the day on which a general meeting of the Council 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 subrule (1) if the notice –

(a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or

(b) appears on a website, or at an electronic address, of the Council; or

- (c) is sent to each member of the Council at –
 - (i) the member's postal or residential address or address of business or employment; or
 - (ii) an email address that the member has nominated as the email address to which notices from the Council may be sent; or
- (d) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Council will be notified of the notice.

14. 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 Council 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 five (5) members of the Council 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 Council, is dissolved; or
 - (b) if convened by the Board, is to be adjourned to the same day in the next week at the same time and –
 - (i) at the same place; or
 - (ii) at any other place specified by the chairperson –
 - (A) at the time of the adjournment; or
 - (B) by notice in a manner determined by the chairperson.
- (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.

15. Chairperson at general meetings

- At each general meeting of the Council, the chairperson is to be –
- (a) the president; or
 - (b) in the absence of the president, the vice-president; or

(d) in the absence of the president and vice-president, a member of the Council elected to preside as chairperson by the members of the Council present and entitled to vote at the general meeting.

16. 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 Council 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) 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.

(3) 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.

17. Determination of questions arising at general meetings

(1) A question arising at a general meeting of the Council is to be determined on a show of hands.

(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, together with an entry to that effect in the minute book of the Council, is evidence of that fact unless a poll is demanded on or before that declaration.

18. Votes

(1) On any question arising at a general meeting of the Council, a member of the Council (including the chairperson) has one vote only.

(2) All votes are to be given personally or via proxy.

(3) A Member, unable to attend a General Meeting, may be granted a proxy to act on the Member's behalf in all matters, provided the Member applies for a proxy in writing in such manner as may be determined by the Board from time to time.

(4) Despite subrule (1) , in the case of an equality of votes, the chairperson has a second or casting vote.

19. 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 that the chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

20. 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.

21. Affairs of Council to be managed by a Board

(1) The affairs of the Council are to be managed by a Board constituted as provided in rule 23 .

(2) The Board –

- (a) is to control and manage the business and affairs of the Council; and
- (b) may exercise all the powers and perform all the functions of the Council, other than those powers and functions that are required by these rules to be exercised and performed by members of the Council at a general meeting; and
- (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Council;
- (d) appoints the Chief Executive Officer of the Council.

(3) Without limiting sub-rules (1) and (2), the Board may delegate the day-to-day administration and/or management of all or parts of the business and affairs of the Council to such of its employees, to be performed in such a manner, as it determines from time to time.

22. Board Executive of the Council

(1) The Board Executive of the Council consists of four members as follows:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) a Board member on Policy Council.

(2) At the first Board meeting after the Annual General Meeting of the Council the Board members shall elect the Board Executive.

(3) If for any reason, any one or more positions cannot be filled at the first Board meeting, the Board may determine to fill that position or those positions in a manner determined by the Board at a subsequent Board meeting.

(4) Each Board Executive member is to hold office until the election of the new Board at the next annual general meeting.

(5) If a vacancy occurs during the year the Board will elect a Board member to fill that position until the next annual general meeting.

(6) During the period between meetings of the Board, the Board executive may issue instructions to the CEO and employees of the Council in matters of urgency connected with the management of the affairs of the Council.

(7) The Board executive is to report on any instructions issued under subrule (6) to the next meeting of the Board.

23. Constitution of the Board

(1) The Board consists of –

(a) ten members elected at the annual general meeting on a rotational basis in accordance with the Board Membership Policy; and

(b) two other members appointed in accordance with this rule.

(2) A Board member is to hold office for the prescribed term at the time of their appointment or until that term expires and then the position becomes vacant. If the Board member serves their full term, they are eligible for re-election provided they have not served for more than six consecutive years. If eligible for re-election and successful at re-election they can only be appointed for the period that would equate to six consecutive years.

(3) If a casual vacancy occurs in the office of a Board member, the Board may appoint a member of the Council to fill the vacancy until the next annual general meeting after the appointment.

(4) If an office of a Board member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

24. Election of members of the Board

(1) A nomination of a candidate for election as a Board member of the Council, is to be –

- (a) made in writing, signed by 2 members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the public officer on or before the date specified on the nomination form.
- (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, as a result of sub-rule 2(b), 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 Board members is to be conducted at the annual general meeting in the manner determined by the Board.
- (7) The terms of individual Board members will be determined in accordance with the Board Membership Policy.

25. Vacation of office

For the purpose of these rules, the office of the Board Executive member, or of a Board member, becomes casually vacant if the Board Executive member, or of a Board member –

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

- (g) ceases to be a member of the Council, including through expulsion; or
- (h) fails to pay, within 14 days after receiving a notice in writing signed by the public officer stating that the Board Executive member or Board member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the Board Executive member or Board member.

26. Meetings of the Board

- (1) The Board is to meet at least four (4) times a year at any place and time the Board determines.
- (2) A meeting of the Board, other than a meeting referred to in subrule (1) , may be convened by the president or any 4 of the members of the Board.
- (3) Written notice of any special Board meeting is to be served on members of the Board and is to specify the general nature of the business to be transacted.
- (4) A special Board meeting may only transact business of which notice is given in accordance with subrule (3) .
- (5) A quorum for the transaction of the business of a meeting of the Board is 6 members of the Board.
- (6) Business is not to be transacted at a meeting of the Board unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –
 - (a) 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
 - (b) a special Board meeting, the meeting is dissolved.
- (8) At each 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 vice-president, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.
- (9) Any question arising at a meeting of the Board is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

(10) On any question arising at a meeting of the Board, a member of the Board (including the chairperson) has one vote only.

(11) Despite subrule (10) , in the case of an equality of votes, the chairperson has a second or casting vote.

(12) Written notice of each Board meeting is to be served on each member of the Board by –

(a) giving it to the member during business hours before the day on which the meeting is to be held; or

(b) leaving it, during business hours 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 before the day on which the meeting is to be held; or

(d) faxing it to the member's fax number; or

(e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Council may be sent.

27. Disclosure of interests

(1) If a member of the Board or a member of a sub-committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board or sub-committee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Board.

(2) If at a meeting of the Board or a sub-committee a member of the Board or sub-committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

28. Board Sub-committees

(1) The Board may –

(a) appoint a sub-committee from the Board; and

(b) prescribe the powers and functions of that sub-committee.

- (2) The Board may co-opt any person as a member of a sub-committee without voting rights, whether or not the person is a member of the Council.
- (3) A quorum for the transaction of the business of a meeting of the sub-committee is 3 appointed members entitled to vote.
- (4) The CEO is to convene meetings of a sub-committee.
- (5) Any question arising at a meeting of a sub-committee is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a sub-committee, a member of the sub-committee (including the chairperson) has one vote only.
- (7) Written notice of each sub-committee meeting is to be served on each member of the sub-committee by –
 - (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours 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 before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number; or
 - (e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Council may be sent.
- (8) The Board has two standing sub-committees:
 - (a) Policy Council with representatives from the Board; and
 - (b) Finance, Audit and Risk Management that is chaired by the Treasurer.

29. Annual subscription

- (1) The annual subscription, for a financial year of the Council, that is payable by members of the Council for individual membership is \$42 as a single member or \$52 joint membership.

(2) The Board may alter the annual subscription for a financial year of the Council.

(3) The annual subscription, for a financial year of the Council, that is payable by members of the Council is due and payable on the anniversary on their joining date.

(4) If –

(a) a member of the Council has not paid their annual subscription for a financial year of the Council within 2 months after the first day of their renewal date; and

(b) there has been sent to the member 30 days after renewal date, a notice in writing, on behalf of the CEO, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and

(c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member –

the public officer may remove the name of the member from the register of members maintained under rule 5(h)(iv) .

(5) If a member of the Council has not paid their annual subscription for a financial year of the Council within 2 months after the first day of their renewal date, or within 14 days after receiving a notice under subrule (4), whichever is the later day, they are not entitled to attend, or vote at, the next annual general meeting of the Council.

30. Chief Executive Officer

(1) A Chief Executive Officer (CEO) may be employed by the Board for such term and upon conditions as the Board may from time to time determine.

(2) The CEO has and may exercise such functions as are conferred or imposed on the CEO by the Board.

(3) The Board will hold the CEO to account for the actions exercised including non-adherence to Board approved directions, policies, and procedures.

(4) The Board may, from time to time, appoint a person to act as CEO during the illness or absence of the CEO and the person, while so acting, has and may exercise all of the functions of the CEO and is taken for be CEO.

(5) The CEO may delegate to a person the exercise of:

(a) any of the functions of the CEO under this Constitution other than this power of delegation; or

(b) any functions delegated to the CEO by the Board, unless the Board otherwise provides in the instrument of delegation.

(6) The CEO shall have power to enter into contracts binding the Council up to a value that shall from time to time be determined by the Board.

31. Public Officer

(1) The Board will appoint the CEO as the Public Officer of the Council. The CEO may not hold any other office of the Council and is not a member of the Board. In the event of a casual vacancy in the office of the public officer the Board may appoint one of its members to the vacant office until the CEO is available to take up that office.

(2) A person is not eligible to be appointed as a public officer of the Council unless the person has attained the age of 18 years and is resident in the State.

(3) The Council has power from time to time to appoint the public officer and to remove any person so appointed from the office of public officer.

(4) Within 14 days after a person is appointed as the public officer of the Council in place of another person, the first-mentioned person shall give notice in writing to the Commissioner of their appointment and of their full name, address and occupation.

(5) If the public officer changes their address, they will, within 14 days after the change, give notice in writing to the Commissioner of the change.

32. Service of notices and requisitions

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

(a) giving it to the person; or

(b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or

(c) faxing it to the person's fax number; or

(d) emailing it to the person's email address.

33. Expulsion of members

(1) The Board may expel a member from the Council if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Council.

(2) The expulsion of a member under subrule (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 subrule (3) ;

(b) if the member exercises their right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

(3) If the Board expels a member from the Council, 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 rule 34 .

34. Appeal against expulsion

(1) A member may appeal against an expulsion under rule 34 by serving on the public officer, within 14 days after the service of a notice under rule 34(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 rule –

(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 Council 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 Council.

(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 ceases to be a member of the Council.

35. Disputes

(1) A dispute between a member of the Council, in their capacity as a member, and the Council is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011 .

(2) This rule does not affect the operation of rule 34 .

36. Seal of Council

(1) The seal of the Council is to be in the form of a rubber stamp inscribed with the name of the Council 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 subrule (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 the public officer of the Council.

37. Alteration

(1) This Constitution may be repealed and amended by special resolution at an annual general meeting or at a special general meeting called for that purpose as provided in rule 12.

(2) The special resolution shall require a majority of two-thirds of those present, or represented by proxies, and voting to be passed.

38. Dissolution

(1) This Council may be dissolved if:

(a) a special resolution to that effect is carried by a majority of 75% of those present, or represented by proxies, and voting to be passed; or

(b) instructed by court order.

(2) Any provision to dissolve the Council must include provision that prior to the date of dissolution the liabilities and debts of the Council shall be so far as is possible paid in full and that any balance of assets of the Council shall be distributed among such organisations as the Council may decide provided that such organisations are approved under section 78(1)(a) of the Income Tax Assessment Act (Commonwealth).