

ARTICLES OF ASSOCIATION - TASMANIAN POLAR NETWORK INC

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1 Name of Association

The name of the association is Tasmanian Polar Network Inc.

2 Interpretation

rule

"**Accounting Records**" has the same meaning as in the Act; "Act" means the *Associations Incorporation Act 1964* (Tas);

"**Annual General Meeting**" means an annual general meeting of the Association held under rule 12;

"**Association**" means the Tasmanian Polar Network Inc;

"**Auditor**" means the person appointed as the auditor of the Association under rule 10;

"**Authorised Deposit-taking Institution**" means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* (Cth) of the Commonwealth;

"**Basic Objects of the Association**" means the objects and purposes of the Association as stated in rule 4;

"**Committee**" means the committee of management referred to in rule 22;

"**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 or appointed as an officer of the Association under rule 23(5);

"**Ordinary business of an Annual General Meeting**" means the business specified in rule 12(5);

"**Ordinary Committee Member**" means a member of the Committee other than an officer of the Association;

"**Public Officer**" means the person who is, under section 14 of the Act, the public officer of the Association;

"**Special Committee Meeting**" means a meeting of the Committee that is convened under rule 27(2) by the Chairman or any 4 of the members of the Committee;

"**Special General Meeting**" means a meeting of the Association, other than an Annual General Meeting, convened under rule 13;

"**Special Resolution**" has the same meaning as in the Act.

2 (2) *Interpretation.*

In these Rules unless the context requires otherwise:

(a) "**quorum is present**" a reference to a Member present at a General Meeting or Meeting of the Committee means the Member present whether in person or by agreed electronic means;

(b) "**document**" a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

(c) "**gender**" words importing any gender include all other genders;

(d) "**signed**" where, by a provision of these Rules, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State of Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee Members;

(e) "**writing**" writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

3 **Association's office**

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

Antarctic Tasmania, Level 4, Salamanca Place, Hobart

4 **Objects and purposes**

(1) The Basic Objects of the Association are:

(a) to benefit members and the broader Tasmanian community by contributing strategically to economic, scientific and educational outcomes for Australia and Tasmania through the best use of Tasmania's infrastructure and high-level Antarctic expertise; achieving this through active collaboration with government, commercial and research organisations, both nationally and internationally.

(b) to promote Tasmania's standing in the Antarctic and Southern Ocean;

(c) to provide and grow opportunities for Tasmania's Polar Network members in the Antarctic sector;

(d) to promote and strengthen Tasmania Polar Network and its capacity to provide Antarctic-related goods and services;

(e) to ensure that Tasmania Polar Network is the 'voice' in the Antarctic

- sector;
- (f) to ensure that Tasmania Polar Network is recognised as an integral part of Tasmania’s Antarctic infrastructure; and
 - (g) to connect the community to the Southern Ocean and Antarctic sector opportunities.
- (2) The objects and purposes of the Association consist of the Basic Objects of the Association and the following objects and purposes:
- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association
 - (b) the purchase, sale or supply of, or other dealing in, goods;
 - (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
 - (d) the acceptance of a gift for any of the objects or purposes of the Association; the taking of any step the Committee or the members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;
 - (e) the printing or publication of any newspaper, periodical, book, leaflet or other document the Committee 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;
 - (f) the borrowing and raising of money in any manner and on terms
 - (i) the Committee thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
 - (g) subject to the provisions of the *Trustee Act 1898* (Tas), the investment, in any manner the Committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
 - (h) 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* (Cth) of the Commonwealth relates;
 - (i) 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;
 - (j) 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;
 - (k) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

5 Membership of Association

- (1) A business, organisation, body or person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified under rule 31.
- (2) A member that is a business, organisation or body may be represented by one person.
- (3) A business, organisation, body or person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless
 - (a) the business, organisation, body or person is nominated for membership in accordance with sub-rule (4); and the business, organisation, body or person is approved for membership by the Committee.
- (4) A nomination of a business, organisation, body or person for membership is to be
 - (a) made in writing and signed by 2 members of the Association; and
 - (b) accompanied by the written consent of the business, organisation, body or person nominated; and
 - (c) lodged with the Public Officer of the Association.
- (5) The consent referred to in sub-rule (4)(b) may be endorsed on the nomination.
 - (a) As soon as practicable after the receipt of a nomination, the Public Officer is to refer the nomination to the Committee.
- (6) If a nomination is approved by the Committee, the Public Officer is to
 - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
 - (b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in a register of members.
- (7) A member of the Association may resign by serving on the Public Officer a written notice of resignation.
- (8) On receipt of a notice from a member of the Association under sub-rule (7), the Public Officer is to remove the name of the member from the register of members.
- (9) A business, organisation, body or person:
 - (a) becomes a member of the Association when its, his or her name is entered in the register of members; and
 - (b) ceases to be a member of the Association when its, his or her name is removed from the register of members.
- (10) The Public Officer is to maintain, or establish and 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 postal or residential address or address of business or employment; 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.
- (11) A member will be removed from the register of members if the member has not paid the annual subscription specified under rule 31 within 30 days of the issue of the invoice for payment.

6 Liability of members

- (1) Any right, privilege or obligation of a person, business, organisation or body as a member of the Association
 - (a) is not capable of being transferred to another person; and
 - (b) terminates on the cessation of the membership.
- (2) If the Association is wound up, each member of the Association, and each member who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute
 - (a) to the assets of the Association for payment of the liabilities of the Association; and
 - (a) for the costs, charges and expenses of the winding-up; and
 - (b) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under sub-rule (13) is not to exceed \$1.00.
- (4) Despite sub-rule (13), a former member of the Association is not liable to contribute under that sub-rule in respect of any liability of the Association incurred after he or she ceased to be a member.

7 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 rule.
- (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) interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
 - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
- (b) pay a member of the Committee remuneration in return for carrying out the functions of a member of the Committee; and
 - (c) pay a member of a sub-Committee remuneration in return for carrying out the functions of a member of the sub-Committee; and
 - (d) 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-rule (3) (a), (b) and (c), the Association is not to pay a person any amount under that sub-rule unless the Association or Committee has first approved that payment.
 - (5) Despite sub-rule (3) (d), the Association is not to appoint or nominate a member of the Association under that sub-rule to an office in respect of which remuneration is payable unless the Association or Committee has first approved
 - (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

8 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;
 - (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 Committee.
- (3) The Treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Committee determines.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the Committee determines.

9 Banking and finance

- (1) On behalf of the Association, the Treasurer of the Association is to
 - (a) receive any money paid to the Association; and
 - (b) immediately after receiving the money, issue an official receipt in respect

- of the money; and
- (c) cause the money to be paid into the account opened under sub-rule (2) as soon as practicable after it is received.
- (2) The Committee is to open with an authorised deposit-taking institution an account in the name of the Association.
 - (3) The Committee 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.
 - (4) Except with the authority of the Committee, a payment of an amount exceeding \$20 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.
 - (5) The Committee may provide the Treasurer with an amount of money to meet urgent expenditure, subject to any conditions the Committee may impose in relation to the expenditure.
 - (6) A payment is not to be drawn from the Association's account except for the purpose of making a payment that has been authorised by the Committee.
 - (7) All cheques, electronic funds transfers, drafts, bills of exchange, promissory notes or other negotiable instruments are to be approved in writing by not less than two members of the Executive Committee
 - (8) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution –
 - (a) may only be authorised by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the Committee the Committee nominates for that purpose; and
 - (b) may only be authorised by a person referred to in paragraph (a) if the authorisation has been approved by the public officer.

10 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) If an auditor is not appointed at an Annual General Meeting under sub-rule (1), the Committee is to appoint a person as the auditor of the Association 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.

- (4) The first auditor
 - (a) may be appointed by the Committee before the first Annual General Meeting; and
 - (b) if so appointed, holds office until the first Annual General Meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- (5) If the first auditor is appointed by the Committee under sub-rule (4)(a) and subsequently removed at a general meeting under sub-rule (4)(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the first Annual General Meeting.
- (6) Except as provided in sub-rule (4)(b), the auditor may only be removed from office by special resolution. If a casual vacancy occurs in the office of auditor, the Committee is to appoint a person to fill the vacancy until the next Annual General Meeting.
- (7) If a casual vacancy occurs in the office of auditor, the Committee is to appoint a person to fill the vacancy until the end of the next Annual General Meeting.

11 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 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-rule (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 rules relating to the administration of the funds of the Association have been observed.
- (4) The Public Officer of the Association 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 Committee, 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.

11A Exemptions under the Act

- (1) For any financial year that the Association is exempt from the requirement to be audited 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 10 unless the Association elects to have the financial affairs of the Association 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 9 and 10 do not apply in respect of the Association for that financial year; and
 - (ii) rule 14(5)(b), to the extent that it relates to an auditor, does not apply in respect of the Annual General Meeting held by the Association in respect of that financial year; and
 - (iii) rule 14(5)(d) does not apply in respect of the Annual General Meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Committee 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* of the Commonwealth in respect of that financial year.

12 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 3 months after the end of the financial year of the Association) the Committee 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 Committee, Auditor, employee 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 Committee members;
 - (d) to appoint the Auditor and determine his or her remuneration;
 - (e) to determine the remuneration of employees and other persons acting on behalf of the Association.
- (6) A general meeting may transact business of which notice is given in accordance with rule 14.
- (7) Minutes of proceedings of Annual General Meeting are to be kept, in the minute book of the Association, by the public officer or, in the absence from the meeting of the public officer, by an officer of the Association who is nominated by the chairperson of the meeting.

13 Special general meetings

- (1) The Committee may convene a special general meeting of the Association at any time.
- (2) The Committee, on the requisition in writing of at least 10 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 Committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition. 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 Committee.
- (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 general special meeting would be convened by the Committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general

meeting are to be refunded by the Association.

14 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 of the Association is to notify the members in writing
 - (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-rule (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 an electronic address, of the Association; or
 - (c) is sent to the each member of the Association at –
 - (i) the member’s portal or residential address or address of business of employment; or
 - (ii) an email address that the member has nominated as the email address to which notices from the Association 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 Association will be notified of the notice.

15 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 the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is 15 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 Committee, 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.

16 Chairperson at general meetings

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

- (a) the Chairman; or
- (b) in the absence of the Chairman, the Senior Deputy Chairman; or
- (c) in the absence of the Chairman and the Senior Deputy Chairman, the other Deputy Chairman; or
- (d) in the absence of the Chairman and both Deputy Chairmen, 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.

17 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) 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.

18 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.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

19 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-rule (1), in the case of an equality of votes, the chairperson has a

second or casting vote.

20 Taking of poll

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

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

21 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.

22 Affairs of Association to be managed by a Committee

- (1) The affairs of the Association are to be managed by a Committee constituted as provided in rule 24.
- (2) The Committee
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
 - (c) has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Association.

23 Officers of the Association

- (1) The officers of the Association are as follows:
 - (a) one Chairman;
 - (b) a Senior Deputy Chairman;
 - (c) a Deputy Chairman;
 - (d) a Treasurer; and
 - (e) a Secretary.
- (2) Rule 24(2),(3) and (4) applies, with all necessary modifications, to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association is to hold office until the next Annual General Meeting after that at which he or she is elected and is eligible for re-election.
- (4) If a casual vacancy in an office referred to in sub-rule (1) occurs, the Committee may appoint one of its members to fill the vacancy until the next Annual General

Meeting after the appointment.

24 Constitution of the Committee

- (1) The Committee consists of
 - (a) the officers of the Association;
 - (b) Three (3) Association members elected at the Annual General Meeting, and
 - (c) the occupant of the position of Director, Antarctic Tasmania, in the Tasmanian Department of State Growth, or their delegate, as varied from time to time to reflect departmental restructures and changes in Tasmanian Government interest in Antarctic matters.
- (2) An ordinary Committee member is to hold office until 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 ordinary Committee member, the Committee may appoint a member of the Association to fill the vacancy until the next Annual General Meeting after the appointment.

25 Election of numbers of Committee

- (1) A nomination of a candidate for election as an officer of the Association, or as an Ordinary Committee 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 of the Association at least 10 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 Committee:
 - (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 Committee 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 Committee 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 Committee to be filled, a ballot is to be held in relation to those further nominations.
- (6) The ballot for the election of officers and ordinary Committee members is to be conducted at the Annual General Meeting in the manner determined by the Committee.

26 Vacation of office

For the purpose of these rules, the office of an officer of the Association, or of An Ordinary

Committee Member, becomes casually vacant if the officer or Committee member

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
- (d) resigns office in writing addressed to the Committee; or
- (e) is absent from 3 consecutive meetings of the Committee without the permission of the other members of the Committee; or
- (f) ceases to be a member of the Association; or
- (g) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the Public Officer of the Association stating that the officer or Committee member has ceased to be a financial member of the Association.

27 Meetings of the Committee

- (1) The Committee is to meet at least once in each quarter at any place and time the Committee determines.
- (2) A meeting of the Committee, other than a meeting referred to in sub-rule (1), may be convened by the Chairman or any 4 of the members of the Committee.
- (3) Written notice of any special Committee meeting is to be served on members of the Committee and is to specify the general nature of the business to be transacted.
- (4) A special Committee meeting may only transact business of which notice is given in accordance with sub-rule (3).
- (5) A quorum for the transaction of the business of a meeting of the Committee is 5 members of the Committee.
- (6) Business is not to be transacted at a meeting of the Committee 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 Committee (other than a special Committee 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 Committee meeting, the meeting is dissolved.
- (8) At each meeting of the Committee, the chairperson is to be
 - (a) the Chairman; or

- (b) in the absence of the Chairman, the Senior Deputy Chairman; or
 - (c) in the absence of the Chairman and the Senior Deputy Chairman, the other Deputy Chairman; or
 - (d) in the absence of the Chairman and both Deputy Chairmen, a member of the Committee elected to preside as chairperson by the members of the Committee present at the meeting.
- (9) Any question arising at a meeting of the 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.
- (10) On any question arising at a meeting of the Committee, a member of the Committee (including the chairperson) has one vote only.
- (11) Despite sub-rule (10), in the case of an equality of votes, the chairperson has a second or casting vote.
- (12) Written notice of each Committee meeting is to be served on each member of the 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 member's email address.

28 Telecommunication meetings of the Committee

28.1 Telecommunication meeting

- (1) A General Meeting or a Committee Meeting may be held by means of a telecommunication meeting, provided that:
 - (a) the number of Members or Committee Members (as applicable) participating is not less than a quorum required for a General Meeting (as applicable); and
 - (b) the meeting is convened and held in accordance with the Act.
- (2) All provision of the Rules relating to a General meeting or Committee Meeting

apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **Clause 28**.

28.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Association

- (1) All persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (2) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of the Rules to be present at the meeting;
- (3) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (4) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-vision or other communication equipment unless that person has previously notified the Chair;
- (5) a person may conclusively be presumed to have been present and to have formed part of the quorum at all times during a telecommunication meeting unless that person has previously notified the Chair of leaving the meeting, or unless the system being used to facilitate the telecommunication meeting indicates (either through audible message or by visual display) that a person is no longer active in the meeting;
- (6) a person linked to a telecommunications meeting using a means which may foreseeably disconnect without warning and without visual or audible notification of the disconnection, understands and accepts that the meeting may proceed to its conclusion under the presumption that they have been present and have formed part of the quorum at all times during the meeting; and
- (7) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

29 Disclosure of interests

- (1) If a member of the Committee 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 Committee 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 Committee.
- (2) If at a meeting of the Committee or a sub-Committee a member of the Committee 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.

- (3) The Committee member appointed under rule 24(c) will not vote on issues where they perceive that the intent of the motion is in conflict with Tasmanian Government policies.

30 Sub-Committees

- (1) The Committee may
 - (a) appoint a sub-Committee from the Committee; and
 - (b) prescribe the powers and functions of that sub-Committee.
- (2) The Committee 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 Association.
- (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 Public Officer of the Association 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 member's email address.

31 Executive Committee

- (1) The Chairman, the Deputy Chairmen, the Treasurer and the Secretary constitute the executive Committee (**Executive**).
- (2) During the period between meetings of the Committee, the Executive Committee may issue instructions to the Public Officer and other persons of the

Association in matters of urgency connected with the management of the affairs of the Association.

- (3) The Executive Committee is to report on any instructions issued under sub-rule (2) to the next meeting of the Committee.

32 Annual subscription

- (1) The subscription payable by members of the Association for a financial year is to be determined by the Committee before the end of each financial year and reported to members at the Annual General Meeting.
- (2) The Association's financial year will commence on 1st July each and end The Association's financial year will commence on 1st July each and end on the 30th June next following.
- (3) The annual subscription of a member of the Association is due and payable within 30 days of the issue of the invoice for payment of fees determined by the Annual General Meeting under (1) above.

33 Service of notices and requisitions

Except as otherwise provided by these rules, a document may be served under these rules on a person by giving it to the person; or

- (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.

34 Expulsion of members

- (1) The Committee may expel a member from the Association if, in the opinion of the Committee, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under sub-rule (1) does not take effect until the later of the following:
 - (a) the fourteenth day after the day on which a notice is served on the member under sub-rule (3);
 - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the Committee expels a member from the Association, the Public Officer of the Association, without undue delay, is to cause to be served on the member a notice in writing
 - (a) stating that the Committee 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 35.

35 Appeal against expulsion

- (1) A member may appeal against an expulsion under rule 33 by serving on the Public Officer of the Association, 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 Committee of the receipt.
- (3) The Committee 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 Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion; and
 - (c) be 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 ceases to be a member of the Association.

36 Disputes

- (1) A dispute between a member of the Association, in the capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
- (2) This rule does not affect the operation of rule 34.

37 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 Committee.
- (3) The affixing of the seal is to be attested by the signatures of
 - (a) two members of the Committee; or
 - (b) one member of the Committee and the Public Officer of the Association or any other person the Committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under sub-rule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Committee.
- (5) The seal is to remain in the custody of the Public Officer of the Association.

38 The dissolution clause

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.