

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



Adopted 26th September 2024

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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* (Tas) and includes any regulations and any replacement act;

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) including any regulations and any replacement act.

annual general meeting means an annual general meeting of the association, to be held in accordance with 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* (Cth);

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 of the Council referred to in rule 21 and established under rule 23;

Chief Executive Officer (CEO) means the person employed by the Council holding the position of Chief Executive Officer;

COTA Australia means the Council on the Ageing Australia (ABN 35 18 911 541);

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;

Legislation means the Act and the ACNC Act;

officer of the Council or **member of the Board Executive** means a member of the Board or the Board Executive, holding an office, as specified in rule 22(1);

ordinary business of an annual general meeting means the business specified in rule 11(6);

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

President means the person of the Board Executive holding the office of President;

public officer means the person who is appointed as the public officer of the Council under rule 31;

special board meeting means a meeting of the Board that is convened under rule 26(2);

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

special resolution has the same meaning as in the Act.

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 basic purpose and objects of the Council are:

- (a) to represent the needs of older Tasmanians;
- (b) to advance the rights and interests of Tasmanians as they age;
- (c) to promote an inclusive community that supports and recognises the contribution of older Tasmanians and challenges ageism in all its forms;
- (d) to promote and advocate for the improvement and protection of the rights and interests of all older Tasmanians;

(2) In addition to the basic purpose and objects of the Council, the other incidental purposes and objects 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; taking into account staff wellbeing, future requirements and financial accountability.
- (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, 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 booklet, website, editorial, social media channel or other marketing collateral the CEO or Board 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 core vision and purpose 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) The membership of the Council, including categories of membership, is to be determined by the Board from time to time.
- (b) On the adoption of these rules, the following categories of membership in the Council exist:
- (i) Individual membership – ‘COTA Supporter’
 - (ii) Community Group membership – ‘COTA Supporter’
 - (iii) Organisational membership
 - (iv) Honorary Life membership
- (c) The Council will determine eligibility criteria for each membership category and may from time to time amend the criteria.
- (d) Without limiting the operation of rule 5(1)(c), the basic requirements for each membership are:
- (i) members must reside in Tasmania (except Honorary Life Members);

(ii) members must be committed to the Council's Purpose, Values and Vision;

(iii) organisational members must not be a political party or branch/subsidiary of a political party;

(iv) individual members may be nominated for Honorary Life Membership if they have met the Life Membership criteria and any other requirements stated in the Council's prevailing *Life Membership Nomination Policy*.

(e) 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.

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

(2) Application for Membership

(a) Application for membership of the Council including the effective date of admission of membership, relevant application fees and other matters concerning the application process must be in accordance with the Council's *Membership Policy* as approved and amended by the Board from time to time.

(3) Register of Members

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

(i) the name of each member of the Council, the category or type of membership and the date on which they became a member;

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

(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.

(b) All information and records of individual and organisation memberships will be maintained in accordance with the *Privacy Act 1988* (Commonwealth).

6. Liability of members

(1) Liability of Council members

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

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

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

(2) Liability of Board Directors and staff

(a) 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

(a) The income, property and funds of the Council will be under the sole control of the Board and must be used and/or applied solely for the promotion of the purpose and objects of the Council.

(b) The income, property and funds of the Council must not be paid or transferred to any member of the Council unless the payment or transfer is made in accordance with rule 7(c).

(c) The Council may pay a member of the Council, reasonable and proper remuneration, paid in good faith and in return for services rendered to the Council, or to reimburse the member for expenses properly incurred on the Council's behalf.

(d) Despite rule 7(a), the Council is not to pay any member any amount, unless the Board or any Sub-Committee has first approved the payment.

(e) The Council will ensure that:

- (i) monies received by the Council are paid into accounts authorised by the Board; and
- (ii) payments from the Council's funds are properly authorised in accordance with policies and procedures approved by the Board.

(f) Subject to rule 7(g), the Board will cause proper accounting and other records to be kept and will use reasonable endeavours to make available to members, the copies of statement of financial position (including every other document required by law to be provided) and accompanied by a copy of the Auditor's report if required by the Legislation or these Rules.

(g) 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.

(h) The Board will 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 will be made available to members and other persons.

(i) The Board will 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 CEO must ensure the Council's employees adhere to, and the

Board will from time to time approve amendments to such policies and procedures.

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

(k) 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:

(a) the Board is to recommend the appointment of the person as the auditor of the Council; and

(b) 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 rule 8(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 provided that such next appointment will not cause the auditor to hold the office for any period which is not permitted by the Legislation.

(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 Council at a general meeting.

(5) If the first auditor is appointed by the Board under rule 8(4)(a) and is subsequently removed at a general meeting as provided under rule 8(4)(b), 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 rule 8(5), the auditor may only be removed from office by a special resolution passed by the Council.

(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) Subject to the operation of rule 10, 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 (9)(2) 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 will:

(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 have its financial affairs audited by virtue of the Act or any other law 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.

(2) If an auditor is not appointed for a financial year by virtue of rule 10(1) –

(a) rules 8 and 9 do not apply in respect of the Council for that financial year;

(b) rule 11(6)(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

(c) rule 11(6)(f) does not apply in respect of the annual general meeting held by the Council in respect of that financial year.

(3) Despite rules 10(1) and 10(2), for any financial year that the Council is exempt from the requirement to have the financial affairs of the Council audited, 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 required under the ACNC Act 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 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) An annual general meeting may be held in person, using online technology or by a combination of methods as approved by the Board.

(6) 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;

(e) to advise of vacant Board positions and the candidates for consideration to these positions as per Board EOI selection process; (Rule 24)

(f) subject to rule 10(2), to appoint the auditor;

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

(h) 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 on giving not less than 14 days prior notice to members and otherwise in conformity with rule 13.

(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 delivered to the office of the Council by either email or post; 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 three 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) appears on a website, or social media channel of the Council; or
- (b) 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
 - (iii) 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.
- (iv) advertisement in newsprint will be at the discretion of the CEO

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 at least:

(a) 5 members of the Council entitled to vote; or

(b) 50% +1 of the total number of the members of Council entitled to vote,

whichever is the lesser.

(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 and rescheduled to a mutually agreed time no later than two weeks of the scheduled date of original meeting;

(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

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, 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 or by any other means approved by the Board and notified to members at or prior to the meeting.

(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;

(b) may exercise all the powers set out in these rules;

(c) 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 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.

(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 up to four members of the Board and will include at minimum:

- (a) the President;
- (b) the Vice-president; and
- (c) the Treasurer.

(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 casual vacancy in an office specified in rule 22(1) occurs during the year, the Board will appoint a Board member to fill that position until the next annual general meeting.

(6) If an office referred to in rule 22(1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

23. Constitution of the Board

(1) The Board will consist of –

- (a) a minimum of six members; and
- (b) up to a maximum of nine members.

(2) The members of the Board are to be elected in accordance with rule 24, unless they are appointed by the Board in accordance with rule 23(4).

(3) A Board member may also be a member of the Council but need not be a member of the Council.

(4) The Board may appoint a person as a member of the Board by the passing of a resolution:

- (a) to fill a casual vacancy as specified in rule 23(9) or rule 23(10); or
- (b) in any other case,

for a maximum term of six years.

(5) The maximum number of persons that the Board can appoint under rule 23(4) in constituting the Board from time to time, is three persons.

(6) Unless a Board member vacates their office as a Board member as provided in rule 25, a Board member is appointed as a member of the Board for the prescribed term at the time of their appointment until that term expires and then the position becomes vacant.

(8) Board members who have reached the maximum period of six years in office, may apply for re-election under rule 24 or reappointment under rule 23(4)(b) for an additional term of three years, only where the circumstances for the appointment are exceptional and the Board passes a resolution detailing those circumstances and the reasons why the re-appointment is necessary.

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

(10) 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 appointment as a Board member, is to be –

(a) made in writing;

(b) outline the candidates' abilities against the Board Directors Statement of Duties and current skills requested; and

(c) submitted to the Board, on or before the date required by the Board and otherwise in conformity with any requirements of the Board.

(2) If insufficient nominations are received to fill all vacancies on the Board the Board may approach potential candidates with the appropriate skill base to fill the vacancy.

(3) The Board will take reasonable steps to:

(a) advertise for and select candidates to fill positions on the Board to ensure an appropriate skills mix to support the function and purpose of the Council; and

(b) notify Members of the Council of Board member vacancies.

(c) review applications for Board member vacancies, against selection criteria determined by the Board, such as the Board Director Statement of Duties, and Board Skills Matrix; and

(d) conduct interviews and obtain references where possible.

(4) Persons may be elected to the Board for any term nominated at the time of election, up to a maximum of six years.

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 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 from their position in writing; or

- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from three 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, due to their expulsion.

26. Meetings of the Board

- (1) The Board is to meet at least four 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 or deferred by the President or by a collective of the Board members, being more than 50% plus 1 of the total number of members comprising 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 a meeting of the Board is at least 50% plus 1 of the total number of members comprising 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 meeting of the Board, the meeting is to be adjourned:
 - (a) to a mutually agreed time no later than two weeks of the scheduled date of original meeting; or
 - (b) if no agreement is reached, to a time nominated by the President.
- (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) 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 all Board meetings together with relevant Board papers must be provided to each member of the Board, at least one week prior to the nominated Board meeting, either by post, email or other electronic form as determined by the Board from time to time.

27. Disclosure of interests

- (1) If a Director 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 at least 50% +1 of the total number of members comprising the sub-committee.
- (4) Each sub-committee will appoint one of its members as the chairperson.
- (5) The chairperson for each sub-committee will set the meeting schedule and convene the meetings according to the Terms of Reference (ToR) of that sub-committee.
- (6) Any question arising at a meeting of a sub-committee is to be determined –
 - (a) on a show of hands; or
 - (b) by a poll taken at that meeting in the manner the chairperson determines.
- (7) 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 all sub-committee meetings together with relevant papers to support the meeting must be provided to each member of the sub-committee at least one week prior to the sub-committee meeting either by post, email or such other electronic form as determined by the sub-committee from time to time.

29. Annual Membership fees

- (1) The Board will determine from time to time, whether or not an annual subscription or annual fee is payable by members, including by certain categories of members (annual subscription).
- (2) If the Board determines that an annual subscription is payable, the Board must cause the Council to notify all relevant members, at least 30 days' prior to the start of the relevant year for which the annual subscription is set, of:
 - (a) the annual subscription amount which is payable; and
 - (b) the due date for payment of the annual subscription amount.

(3) In notifying members under rule 29(2), the Council may notify members in any way that it determines acting reasonably, whether by post, email or on any website or online platform or any combination of notification methods.

(4) The Council may remove any member who has not paid the annual subscription by the due date for payment as notified by the Council.

30. Chief Executive Officer

(1) The Council may, from time to time, employ a Chief Executive Officer and upon such terms and conditions that it determines.

(2) The Chief Executive Officer has and may exercise such functions and powers as are conferred or imposed on the Chief Executive Officer by:

- (a) the relevant employment contract entered into with the Council; or
- (b) by any separate instrument of delegation duly issued by the Board as provided by rule 39.

(3) The Board will review the performance of the Chief Executive Officer annually and by the measures outlined in the relevant employment contract.

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

(6) Without limiting rule 30(2)(b), the Board may, by an instrument of delegation as provided by rule 39, confer on the Chief Executive Officer the power to enter into such contracts on behalf of the Council, as detailed in the instrument of delegation.

31. Public Officer

The Board has the power from time to time to:

- (1) appoint any person as the Public Officer of the Council; and
- (2) remove and replace any person so appointed from the office of public officer.

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) 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 Board or 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 33(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* (Tas) .

(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.

(6) This rule 36 does not limit or confine the ability of the Council to enter into contracts by the use of the seal and the Board may from time to time determine other ways in which the Council may sign and enter into binding contracts, including through an instrument of delegation made in accordance with rule 39.

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 75% 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).

39. Delegation of Powers

(1) The Board may resolve to delegate to a member of the Board, a member of the Association, the Chief Executive Officer, or insert, any of its powers, functions and duties in these Rules other than:

- (a) this power of delegation; or
- (b) a duty imposed on the Board or the Council by the Rules, the Act or any other applicable law; or
- (c) Any other powers the Board wishes to reserve e.g. financial transactions over a certain amount

(2) A delegation made by the Board in pursuance of rule 39(1):

- (a) must be in writing;
- (b) may be subject to such conditions and limitations as the Board considers desirable or necessary; and
- (c) may be varied, or revoked, in whole or in part, at any time by the Board in writing

(3) Unless otherwise specified in the instrument of delegation, a delegation made by the Board in pursuance of this rule 39:

- (a) is in addition to and not in substitution of, the Board's powers functions and duties; and
- (b) does not prevent or limit in any way, the proper exercise, performance or discharge by the Board of any powers, functions or duties that are the subject of the delegation.