



**CONSTITUTION (AS IT WOULD READ IF ALL PROPOSED CHANGES
ARE PASSED AT 26 MAY 2016 SPECIAL GENERAL MEETING)**

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1. Name of Association

The name of the Association is:

Tasmanian Deaf Society Inc trading as Tasdeaf

2. Interpretation

In these rules –

"**Act**" means the *Associations Incorporation Act 1964*;

"**Association**" means the Association referred to in rule 1;

"**Auditor**" means the person appointed as the auditor of the Association under rule 9;

"**Board**" means a Committee of members as defined by the Act;

"**Chair**" is the person either President of the Association or is elected by the members to run the meeting in the President's absence;

"**Cheque**" means payments can be made and received by cheques, internet banking, credit card, cash and any other way that is of legal tender;

"**Executive Committee**" means the four (4) Office Bearers (President, Vice-President, Treasurer and Secretary);

"**General meetings**" means the annual general meeting and any Special General Meetings;

"**Special General Meeting**" means any general meeting other than the annual general meeting;

"**Ordinary business of the annual general meeting**" means the business specified in rule 11(5);

"**Board member**" means a member of the Board to whom rules 21 and 22 relate;

"**Treasurer and/ or the delegate**" means the Treasurer of the Association and/or the person employed by the Board to managed the day to day running of the organisation;

"**Proxy**" means members who are unable to attend annual general or special member but give their voting right to another member on the approved Proxy form;

"**Public Officer**" means the employee of the Association delegated by the Board to manage the Association;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Effective Date**" means 1 July 2016 or such other date as agreed between Vicdeaf and Tasdeaf;

"**Merger**" means the arrangement under which Vicdeaf will become the sole member of Tasdeaf;

"**Merger Resolutions**" means the resolutions of the members set out in the notice of meeting and explanatory memorandum dated 2 May 2016;

"**Tasdeaf**" means Tasmanian Deaf Society ACN [when available] and

"**Vicdeaf**" means Victorian Deaf Society ACN 004 058 084.

(a) Inconsistency

In the event of an inconsistency between the provisions of the Corporations Act and the terms of this constitution, the provisions of the Corporations Act will prevail.

3. Association's office

The office of the Association shall be at 139 New Town Road, New Town, Tasmania 7008, or such other place as the Board may, from time to time, determine.

4. Objectives and powers of the Association

(a) The primary object of the Association shall be to support the empowerment of deaf Tasmanians to be independent, confident citizens capable of achieving their goals, by:

- (i) promoting the interests, image and unique culture of deaf Tasmanians;
- (ii) assisting deaf Tasmanians and the general community to communicate with and understand each other;
- (iii) facilitating and advocating access by deaf Tasmanians to adequate community opportunities, resources and support;
- (iv) providing, where appropriate, services to deaf Tasmanians and their families;
- (v) promoting equality in vocational opportunities for deaf Tasmanians;

(b) In giving effect to the above objects, the Association shall have the following powers:

- (i) the purchase, taking on lease or in exchange, and the hiring or acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (ii) the buying, selling and supplying of, and dealing in, goods and services of all kinds;
- (iii) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (iv) the accepting of any gift for any one or more of the objects or purposes of the Association;
- (v) the taking of any step the Board or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;
- (vi) the printing and publishing of any newspapers, periodicals, books, leaflets or other documents, including in electronic form, the Board or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;

(vii) the borrowing and raising of money in any manner and on terms –
(A) the Board thinks fit; or
(B) approved or directed by resolution passed at a general meeting;

(viii) subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the Board determines;

(ix) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which *section 78(1)(a) of the Income Tax Assessment Act 1936* of the Commonwealth relates;

(x) 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

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

(xii) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.

5. Membership of Association

(1) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Society on payment of any annual subscription required under Rule 29.

(2) A nomination of a person for membership of the Society is to be –
(a) made in writing on a Tasdeaf membership form or in any electronic form approved by the Board;
(b) lodged at the reception at Tasdeaf office, or online as approved, who will act on behalf of Public Officer of the Society.

(3) As soon as practicable after the receipt of a nomination, the Public Officer is to refer the nomination to the Board.

(4) On the nomination being approved by the Board, the Public Officer –
(a) is to notify the nominee, in writing, that they have been approved for membership of the Society; and
(b) upon receipt of any sum payable as the first year's subscription, is to enter the nominee's name in a register of members.

(5) A member of the Association may resign by delivering or sending by post/email/fax to the Public Officer a written notice of resignation.

(6) On receipt of a notice from a member under [subrule \(5\)](#), the Public Officer is to remove the name of the member from the register of members.

- (7) A person –
- (a) becomes a member of the Association when their name is entered in the register of members; and
 - (b) ceases to be a member of the Association when his or her name is removed from the register of members.
- (8) Any right, privilege or obligation of a person as a member of the Association –
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of the membership.
- (9) If the Association is wound up –
- (a) every member of the Association; and
 - (b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association – is liable to contribute –
 - (i) to the assets of the Association for payment of the debts or liabilities of the Association; and
 - (ii) for the costs, charges and expenses of the winding up; and
 - (iii) for the adjustment of the rights of the contributories among themselves.
- (10) Any liability under [subrule \(9\)](#) is not to exceed \$5.
- (11) A former member is not liable to contribute under [subrule \(9\)](#) in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

6. 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 servant 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 servant or member; or

(ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant 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 servant or member; or

(iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and

(b) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and

(c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; 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 subrule (3)(a), (b) and (c), the Association is not

(a) to appoint a person who is a member of the Board to any paid position within the Society that is payable in the way of salary, fees or allowances;

(b) to pay a person any amount under that subrule unless the Association or Board has first approved that payment.

(5) Despite subrule (3)(d), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or Board has first approved –

(a) that appointment or nomination; and

(b) the receipt of that remuneration by that member.

7. Accounts of receipts and expenditure

(1) True accounts are to be kept of –

(a) all monies received and expended by the Association

(b) assets, credits and liabilities of the Association.

(2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Board.

(3) The Treasurer and/or the delegate of the Association is to keep all records of accounting books connected with the operations and business of the Association in the form and manner the Board directs and is consistent with government regulations.

(4) The accounts, books and records are to be kept at the Association's office as per (Rule 3- Association's office).

8. Banking and Finance

(1) The Treasurer, or the delegate, on behalf of the Society, is to ensure that all money paid to the Society is appropriately received and that receipts are issued immediately receiving money immediately give receipts.

(2) The Board may provide the Treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Board may impose.

(3) All monies, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by at least two (2) of the President, Vice-President, Treasurer and/or an Employee appointed by the Board

9. Auditor

(1) Every two years at the Annual General Meeting of the Association, the members present or by proxy are to appoint a company as the auditor of the Association.

(2) The auditor is to hold office for two years

(3) Where an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association until the next Annual General Meeting.

(4) Except as provided in subrule (3), the auditor may only be removed from office by special resolution which will be determined by the Board.

(5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

10. Audit of accounts

(1) The auditor is to examine the accounts of the Association at least once in each financial year of the Association.

(2) The auditor is to –

- (a) certify as to the correctness of the accounts of the Association; and
- (b) report to the members present at the annual general meeting.

(3) In the report and in certifying to the accounts, the auditor is to state if –

- (a) They have obtained the required information; and
- (b) in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association –
 - (i) according to the information at his or her disposal and the explanations given; and

(ii) as shown by the books of the Association; and
(c) the rules relating to the administration of the funds of the Association have been observed.

(4) The Public Officer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records 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 servant 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 servant of the Association, in relation to the accounting records, books and accounts of the Association.

11. Annual General Meeting

(1) The Association is to hold an Annual General Meeting each year.

(2) The Annual General Meeting is to be held on any day (being not later than 4 months after the close of the financial year of the Association) the Board determines.

(3) The notice convening the Annual General Meeting is to specify the purpose of the meeting.

(4) The ordinary business of the Annual General Meeting is to be as follows:

(a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

(b) to receive from the Board, auditor and employee of the Association reports on the transactions of the Association during the last preceding financial year;

(c) to receive from the Returning Officer a report on the election of Board members to any vacant positions;

(d) to appoint the auditor when their term has expired;

(5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

(6) A quorum is (ten) 10 members eligible to participate in that financial year.

12. Notices of Annual General Meetings

The Public Officer of the Society, shall inform members, at least 14 days before the date fixed for holding any Annual General Meeting of the Society –

- (a) specifying the place, day and time for the holding of the meeting; and
- (b) the nature of the business to be transacted at the meeting.

13. Special General Meetings

(1) The Board may convene a Special General Meeting of the Association at any time.

(2) The Board, on the request of at least 10 members, may convene a Special General Meeting of the Association.

(3) A request for a Special General Meeting –

- (a) is to state the objects of the meeting;
- (b) is to be signed by the requisitionists;
- (c) is to be deposited at the office of the Association by person, post, email or fax; 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 35 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting anytime within 3 months from the day of the deposit of the requisition.

(5) A Special General Meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Board.

(6) All reasonable expenses incurred by requisitionists in convening a Special General Meeting are to be refunded by the Association subject to the Executive approval.

14. Notices of Special General Meetings

The Public Officer of the Society, shall inform members, at least 14 days before the date fixed for holding any Annual General Meeting of the Society –

- (a) specifying the place, day and time for the holding of the meeting; and
- (b) the nature of the business to be transacted at the meeting.

15. Business and Quorum at Special General Meetings

(1) All business transacted at a Special General Meeting, except the ordinary business of the Annual General Meeting, is called special business.

(2) Business is not to be transacted at a Special General Meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.

(3) A quorum for the transaction of the business of a general meeting is (ten) 10 members present and entitled to vote.

(4) If a quorum is not present within half an hour from the appointed time for the commencement of a Special General Meeting, the meeting –
(a) if convened on the requisition of members, is to be dissolved; or
(b) in any other case, is to be adjourned as determine by the Chair.

(5) If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

(6) Special business resolutions shall require a majority of not less than three-quarters of eligible members entitled to vote as may be present or by proxy.

16. Chair of all Meetings

(1) The President, or in their absence, the Vice-President is to preside as chairperson at every general meeting of the Association.

(2) If the President and Vice-President are absent from a general meeting, the members present are to elect one of their members to preside as chair for that meeting only.

17. Determination of questions arising at Annual and Special General Meetings

(1) A question arising at a general meeting of the Association is to be determined by the Chair of the meeting

(2) A declaration by the Chair that a resolution has, by vote, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. Votes

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

(2) All votes are to be given personally or by proxy to a paid member of the Association in that financial year.

(3) The Chair shall be able to cast a substantive vote but in the case of an equality of voting on a question shall not have a second or casting vote.

19. Taking of Poll

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

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

20. Affairs of Association to be managed by a Board

- (1) The affairs of the Association are to be managed by a Board of Directors.
- (2) The Board –
 - (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 by Annual and Special General Meetings of members of the Association; 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 Association.

21. Nomination to the Board

- (1) The Board consists of nine (9) members elected under Rule 22.
- (2) A Board member is to hold office for a period of two years from the date of their election and is eligible for re-election.
- (3) If a casual vacancy occurs within the Board, the Board may appoint a member of the Society to fill the vacancy until the next Annual General Meeting.

22. Election of Board members

Appointment of Returning Officer

22.1 The Board shall appoint a person independent of the Association or its members as Returning Officer to conduct an election in accordance with these Rules.

22.2 The Returning Officer may appoint, with the approval of the Board, other persons to assist in the conduct of the election.

Notice of Nomination

22.3 The Returning Officer in an election must fix the day on which nominations for the election open and the time and date for the close of nominations.

22.3.1 Nominations are to be open for at least 14 days.

22.3.2 The Returning Officer in an election must, no later than 14 days before the date fixed for the close of nominations, cause notice of the election and a nomination form to be sent to every member at the postal address nominated by that member on his or her Membership application, renewal form or other written advice.

22.3.3 The notice is to—

22.3.3.1 specify the vacancy or vacancies to be filled; and

22.3.3.2 call for nominations; and

22.3.3.3 specify the place at which, and the time and date by which, nominations must be received; and

22.3.3.4 contain such other information as the Returning Officer determines

22.3.4 Nomination forms for an election are to be prepared and printed in a form approved by the Returning Officer and include provision for Candidates'

statements.

Nomination of candidates

22.4 A person eligible under these Rules may be nominated as a candidate for election as Board Member.

22.4.1 A nomination shall be made in writing by the candidate in a form to be determined by the Board from time to time;

22.4.2 The nomination form must be lodged, posted, emailed or faxed so as to be received by the Returning Officer by the time and date fixed for close of nominations.

22.4.3 The Returning Officer in an election may accept a nomination for the election if satisfied that –

22.4.3.1 the nomination has been made and lodged in accordance with these rules; and

22.4.3.2 the person nominated is eligible to be a candidate in the election.

22.4.3.3 The Returning Officer must reject a nomination if not satisfied as to the matters specified in this rule.

2 2.4.4 The Returning Officer is not to disclose information concerning any nominations received until after the time fixed for the close of nominations.

Withdrawal of nominations

22.5 A candidate in an election may withdraw his or her nomination at any time before the close of nominations by giving notice in writing of the withdrawal to the Returning Officer.

When is a ballot required

22.6.1 If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer is more than the number of positions to be filled at that election, the Returning Officer must conduct a ballot.

22.6.2 If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer is equal to, or less than the number of positions to be filled, the Returning Officer is to declare those persons elected.

List of eligible electors

22.7.1 The Returning Officer is to fix the date on which the list of electors is to close for an election.

22.7.2 The Tasdeaf Public Officer is to prepare a list of eligible electors.

22.7.3 The Tasdeaf Public Officer is to certify as correct the list of electors and provide it to the Returning Officer.

22.7.4 The Returning Officer in an election may require the Tasdeaf Public Officer to provide any other information that the Returning Officer reasonably considers is necessary or expedient for clarifying eligibility to vote.

Ballot papers

22.8 Subject to this clause, ballot papers for an election are to be prepared and printed in a form approved by the Returning Officer.

22.8.1 The order in which the names of candidates are to be printed on the ballot papers is to be drawn by lot.

22.8.2 A ballot paper is to contain a directions on how to cast a formal vote.

Polling period

22.9 The Returning Officer in an election must fix—

- 22.9.1 the day on which ballot papers are posted to eligible electors, and
- 22.9.2 the time and date of the close of the ballot, which is to be a date no less than 14 days prior to the Annual General Meeting.
- 22.9.3 The ballot papers are to be posted to eligible electors at least 14 days before the close of the ballot.

Ballot material to be posted to electors

22.10 When conducting an election the Returning Officer must post or deliver the following ballot material to each elector at the postal address nominated by that elector—

- 22.10.1 the ballot paper;
- 22.10.2 instructions for the completion of the ballot paper and the manner in which the ballot paper is to be returned;
- 22.10.3 the Reply Paid envelope or envelopes to be used for the return of the ballot paper;
- 22.10.4 such other material as the Returning Officer considers appropriate.

22.11 An envelope to be used for the issue and return of a ballot paper is to make provision for the voter to sign a declaration authenticating the vote; and be designed to protect the secrecy of the vote.

22.11.1 Except as provided by subclause 22.11.2, the form of the envelope is to be determined by the Returning Officer.

22.11.2 The declaration required is to be to the effect that the voter is the person named on the envelope; and that the voter voted on the ballot paper in the envelope.

Voting

22.12 In accordance with the instructions issued by the Returning Officer, an elector in an election is to –

- 22.12.1 mark the ballot paper; and
- 22.12.2 place it in the envelope or envelopes provided; and
- 22.12.3 sign the voter's declaration; and
- 22.12.4 send it by post or deliver it so that it is received by the Returning Officer before the close of the ballot.

Supplementary issue of ballot material

22.13 Where an elector whose name appears in the list of electors provided under clause 22.7.2 claims in an application made to the Returning Officer before the close of the ballot that he or she has not received the ballot paper or that the ballot paper received has been accidentally defaced or destroyed, the Returning Officer may forward by post or deliver a second set of ballot material to that elector.

Ballot papers not to be accepted

22.14 The Returning Officer in an election must not accept a ballot paper that is –

- 22.14.1 received by the Returning Officer after the close of the ballot; or
- 22.14.2 contained in an envelope where the declaration has not been signed as required under clause 22.11; or
- 22.14.3 received from a person who is not eligible to vote in the election; or

22.14.4 received from a person who has already voted in the election.

Informal ballot papers

22.15 A ballot paper in an election is informal if—

22.15.1 there is no vote recorded on the ballot paper; or

22.15.2 the requirements outlined in the Returning Officer's instructions have not been followed; or

22.15.3 the ballot paper contains a mark or writing which identifies the elector who marked the ballot paper.

22.16 A ballot paper is not to be treated as informal at the counting of votes if, in the opinion of the Returning Officer, the elector's intention is clearly indicated on the ballot paper.

Election of Board Members

22.17 Votes cast in elections for Members of the Board are to be counted in accordance with the most commonly used by the Association in recent elections.

Certificate of Election

22.18 The Returning Officer is to issue and forward to the Tasdeaf Public Officer a certificate of the result of the election.

23. Executive Officers of the Association

(1) At the conclusion of each Annual General Meeting, the Board shall meet and elect from its number the Executive Officers of the Society.

(2) The Executive Officers of the Society are as follows:

(a) a President;

(b) a Vice-President;

(c) a Treasurer;

(d) a Secretary.

(3) Each Officer of the Society is to hold office until the conclusion of the next annual general meeting and is eligible for re-election.

24. Vacancy of the Board

For the purpose of these rules, the office of an officer of the Association or of an ordinary Board member becomes vacant if the officer or Board member —

(a) dies; or

(b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her 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 resident in the State; or

(f) fails, without leave granted by the Board, to attend 3 consecutive meetings of the Board; or

(g) ceases to be a member of the Association; or

(h) fails to pay all arrears of subscription due, within 14 days after receiving a notice in writing signed by the Public Officer stating that he or she has ceased to be a financial member of the Association.

25. Meetings of the Board and of the Sub-Committee

(1) The Board is to meet more than six times at any place and time the Board determines.

(2) Notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted.

(3) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

(4) Business is not to be transacted unless a quorum is present.

(5) If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned as determine by the Chair.

(6) At a meeting of the Board, the following is to preside:

(a) the President, or in their absence the Vice-President, or in the absence of both the President and the Vice-President, then the nominated person can chair the meeting in their absence

(7) Each member present at a meeting of the Board or of any sub- committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.

(8) If there is an equality of votes on any question, the person presiding shall not have a casting vote.

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

(a) delivering it at a reasonable time before the meeting; or

(b) sending it by post or email.

26. Disclosure of interest in contracts

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

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

27. Sub committee

(1) The Board may –

- (a) appoint a subcommittee 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 Association.

(3) A quorum at a meeting of the sub committee is 2 appointed members.

(4) Any member of the Board has the right to attend as observers.

(5) Written notice of each sub committee meeting is to be served on each member of the sub-committee by –

- (a) delivering it at a reasonable time before the meeting; or
- (b) by sending it by post/email or fax.

28. Executive Committee Meetings

(1) The President, Vice-President, Treasurer and Secretary constitute the Executive Committee.

(2) The Executive Committee may issue instructions to the Public Officer and the employee of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Board.

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

29. Annual subscription

(1) In April of each year, the Board on behalf of members shall determine whether there shall be an annual subscription payable by members and, if so, the amount payable.

(2) The annual subscription may be altered by the members via a special resolution at a special or annual meeting.

(3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Society. (i.e. 1st July)

30. Financial year

The financial year of the Association is the period beginning on 1st July in one year and ending on the 30th June the next following year.

31. Notices

A notice may be served by or on behalf of the Association on any member –

- (a) personally;
- (b) by sending it through the post or
- (c) via email or sms or fax

32. Expulsion of members

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

(2) The expulsion of a member under subrule (1) does not take effect until whichever of the following is the later date:

(a) the expiration of 14 days after the service on the member of a notice 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 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 Board has expelled the member; and

(b) specifying the grounds for the expulsion; and

(c) informing the member of a right to appeal against the expulsion under rule 34.

33. Appeal against expulsion

(1) A member may appeal against an expulsion under rule 33 by delivering or sending by post to the Public Officer of the Association, 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 –

(a) the Public Officer is to immediately notify the Board of its receipt; and

(b) the Board is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.

(3) At a Special General Meeting convened for the purpose of 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 is to be given an opportunity to be heard; and

(d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

(4) 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 to be taken to have been lifted; and

(b) the expelled member is entitled to continue as a member of the Association.

(5) 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.

34. 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 33.

35. 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 of the Association 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) 2 members of the Board; or
(b) one member of the Board and the Public Officer of the Association or another other person the Board may appoint for that purpose.

(4) Attestation under subrule (3) is sufficient for all purposes that the seal was affixed by authority of the Board.

(5) The seal is to remain in the custody of the Public Officer.

36. Life Member of the Association

From time to time the Board can elect Life Members of the Association. The Board will follow guidelines as set out in the Life Membership Policy.

Life Members will be exempted from paying Membership to the Association however can retain one vote.

37. Patron of the Association

From time to time the Board can elect Patrons of the Association. The Board will follow guidelines as set out in the Patron Policy.

38. Dissolution of the Association

If upon the winding up of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall be transferred to another organisation with similar purposes to the Association which are not carried on for the profit or gain of its individual members.

39. Gift Fund

- (1) The Association will maintain a separate Gift Fund as required by the Commonwealth Taxation Act.
- (2) The Gift Fund will be maintained and operated in accordance with the Commonwealth Taxation Act applicable to such funds at the time.
- (3) Money, gifts, donations and property received into the Gift Fund may be used only for the principal objects and purposes of the Association.
- (4) If the Association's Gift Fund is wound up, or if the organisations endorsement as a deductible gift recipient is revoked, the surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

40. Powers in respect of the Merger

Notwithstanding any other provision of this constitution, Tasdeaf has the power to do all such things and take all such actions as it considers necessary in connection with the Merger. Without limiting the foregoing, if the Merger Resolutions are approved by Tasdeaf's members, Tasdeaf will have the power to execute any documents, including any notices of resignation from membership, as agent or attorney for and on behalf of all or any of Tasdeaf's members.

41. Merger

On the Effective Date, Tasdeaf must:

- (a) subject to it receiving a membership nomination form from Vicdeaf, approve Vicdeaf for membership of Tasdeaf and enter its name into Tasdeaf's register of members; and
- (b) with effect from Vicdeaf's admission as a member of Tasdeaf, procure that each of Tasdeaf's members (other than Vicdeaf) resigns from membership and that such resigning members' names are removed from Tasdeaf's register of members.

42. Covenants by Tasdeaf and its members

- (a) Tasdeaf and each Tasdeaf member must do all things as may be necessary or desirable to give full effect to the Merger and the transactions contemplated by it.
- (b) Each Tasdeaf member, without the need for any further act:
 - (i) irrevocably appoints Tasdeaf and each member of the Board, jointly and severally, as that member's attorney and agent for the purpose of; and
 - (ii) consents to Tasdeaf and each member of the Board, doing all things and executing all documents necessary to give full effect to the Merger and these rules 40 to 44 and the transactions contemplated by them.

(c) Tasdeaf, as agent and attorney of each Tasdeaf member, may sub-delegate its functions, authorities or powers under this rule 42 to all or any of the members of the Board (jointly, severally or jointly and severally).

(d) Each Tasdeaf member agrees to resign from membership in accordance with these rules 40 to 44 and to any modification or variation of its rights arising from these rules 40 to 44.

43. Tasdeaf's Discretion to Amend the Terms of the Merger

Tasdeaf may amend the terms of the Merger if such amendment is not inconsistent with the approvals given by the Tasdeaf members and these rules 40 to 44 shall apply to the Merger as amended.

44. Effect of rules 40 to 44

Rules 40 to 44:

(a) bind Tasdeaf and all of its members, including those who do not attend the meeting to approve the Merger, those who do not vote at that meeting and those who vote against the resolutions at that meeting; and

(b) override the other provisions of this constitution to the extent of any inconsistency.

45. Members Resolutions

(a) If Tasdeaf only has 1 member it may pass a resolution by the member recording it and signing the record.

(b) If this constitution requires information or a document relating to the resolution to be lodged with the Australian Securities and Investments Commission, that requirement is satisfied by lodging the information or document with the resolution that is passed.

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