



Constitution of General Practice Training Tasmania Inc.

Adopted at the Annual General Meeting of the Association
Held on 5 April 2018

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Name of the Association

1. The name of the Association shall be General Practice Training Tasmania Inc. (in these rules called "the Association").

Interpretation

2. (1) In these rules, unless the contrary intention appears:-
 - "**Board**" means the Board of Directors of the Association as defined in Rule 22;
 - "**Accounting records**" has the same meaning as in the Act;
 - "**Act**" means the *Associations Incorporations Act, 1964*;
 - "**Annual General Meeting**" means an annual general meeting of the Association held under Rule 11;
 - "**Association**" means the association referred to in Rule 1;
 - "**Auditor**" means the person appointed as the auditor of the Association under Rule 9;
 - "**Authorised Deposit-taking Institution**" means a body corporate that is an authorised deposit taking institution for the purposes of the *Banking Act, 1959 of the Commonwealth*;
 - "**Basic Objects of the Association**" means the objects and purposes of the Association as stated in Rule 4;
 - "**CEO**" means the Chief Executive Officer of the Association and includes a person appointed by the Board as acting CEO. The CEO will also be the public officer;
 - "**Casual Vacancy**" means a vacancy due to one or more of the following:
 - (a) The death of a Board director or officer of the Association or auditor;
 - (b) Resignation of a Board director or officer of the Association or auditor;
 - (c) Removal from office of a Board director or officer of the Association or auditor;
 - (d) The long term absence of a Board director or officer of the Association or auditor without the leave of the Board;
 - "**Chair of Finance Audit and Risk Management Committee**" means the person appointed to that role by the Board and who undertakes the role of Treasurer for the Association;
 - "**Director**" means a member of the Board of the Association;
 - "**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 pursuant to Rule 23.
 - "**Organisation**" means an incorporated association, a corporation or a statutory corporation, including any Australian or Royal Australian College of Medicine;
 - "**Ordinary business of an Annual General meeting**" means the business specified in Rule 11(5);
 - "**Special Resolution**" has the same meaning as in the Act.
- (2) In this Agreement, unless the context requires otherwise:
 - (a) the word "include" and similar words do not exclude;
 - (b) words importing the singular include the plural and vice versa;
 - (c) words denoting a gender include all genders;
 - (d) words denoting an individual or person includes a corporation or firm and vice versa;
 - (e) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning; and

- (f) headings are for convenience of reference only and do not affect interpretation.

Association's Office

3. The office of the Association is to be at the following place or any other place the Board determines: Level 3, RACT House, 179 Murray Street, Hobart, Tasmania 7000.

Objects and Purposes of the Association

4. The basic objects of the Association shall be to:

- (1) Provide quality training to sustain and strengthen general practice and primary health care by:

(a) Promoting GPTT as a nationally renowned provider of quality general practice and primary health care training.

(b) Providing general practice and primary health care training and support that will encourage doctors in training to remain in Tasmania post-Fellowship.

(c) Ensuring general practice and primary health care training continues and is based in Tasmania.

(d) Providing quality education and support to GP supervisors, fostering provision of general practice and primary health care education and training in a range of settings, including urban, outer urban, regional, rural and remote, recognising specifically Tasmania's rural/regional demographic profile.

(e) Implementing horizontal and vertical integration of general practice and primary health care education and training across the learning continuum whilst operating to enhance the intellectual capital of primary health care in Tasmania.

(f) Ensuring continuous improvement and innovation which meets local needs and national standards and which recognises our demographic profile.

(g) Exploring entrepreneurial opportunities for general practice and primary health care training whilst implementing collaborative arrangements with key stakeholders and like-minded organisations.

- (2) In addition to the basic objects of the Association, as stated in sub-rule (1) of this rule, the objects and purposes of the Association shall be deemed to include:

(a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.

(b) The buying, selling and supplying of, and dealing in, goods of all kinds.

(c) The construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association.

- (d) The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association.
- (e) The taking of such steps from time to time as the Board or the members in general meetings may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise.
- (f) The printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or the members in general meetings may think desirable for the promotion of the objects and purposes of the Association.
- (g) The borrowing and raising of money in such a manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting.
- (h) Subject to the provisions of the Trustee Act 1989, the investment of any monies of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine.
- (i) The making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of sub-section (1) of section 78 of the Income Tax Assessment Act of the Commonwealth relates.
- (j) The establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes.
- (k) The establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association.
- (l) 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 may at any time become amalgamated in accordance with the provisions of the Act and rules of the Association.
- (m) The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

Membership of the Association

- 5. (1)(a) Membership of the Association is open only to organisations that apply and are approved for Membership as provided in these rules.
 - (b) Notwithstanding this clause the members of the Association as at the Annual General Meeting held in 2014 will be deemed to be members of the Association under this Constitution and will be recorded as such in the Register of Members.
- (2)(a) The CEO will maintain a Register of Members, being organisations who have been approved for membership by the Board.

- (b) An organisation may apply to be a Member of the Association by completing the application for membership form being an organisation of similar or related objectives and supportive of the objects of this Association and being nominated by at least one current member.
 - (c) The application for membership form will be lodged with the CEO of the Association who upon receipt of the application will refer the application to the next Board meeting for consideration.
- (3) The CEO will advise the Member applying for membership within twenty one (21) days of the Board's decision. If the Board has approved the application for membership, the CEO shall enter the applicant's name in the Register of Members whereupon the applicant becomes a Member of the Association.
 - (4) A Member of the Association may, at any time, resign from the Association by delivering or sending by post to the CEO a written notice of resignation.
 - (5) Upon receipt of a notice, the CEO shall remove the name of the Member by whom the notice was given from the Register of Members, whereupon that member ceases to be a Member Organisation of the Association.
 - (6) A right, privilege, or obligation of a Member
 - (a) Is not capable of being transferred or transmitted to another organisation, and
 - (b) Terminates upon the cessation of the respective Member's membership, whether by resignation, or otherwise.
 - (7) In the event of the Association being wound up:
 - (a) Every Member of the Association, and
 - (b) Every Member who, within the period of twelve months immediately preceding the commencement of the winding up was a Member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for adjustment of the rights of the contributories among themselves such sum, not exceeding \$20 as may be required, but any former Member is not liable so to contribute in respect of any debt or liability of the Association contracted after it ceased to be a Member .

Income and Property of Association

6. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any Member of the Association.
- (2) The Association may pay remuneration in return for services actually rendered to the Association by a Member or for services actually rendered to the Association by a Board Director in the ordinary course of business.
- (3) The Association may pay interest on monies lent to the Association by a Member at a rate not exceeding the rate being charged by its bank to the Association on an overdraft or which would be charged by the bank to the Association if it had an overdraft.

- (4) The Association may pay a reasonable and proper sum by way of rent for premises let to the Association by a Member.
- (5) The Association may pay a Board Director remuneration in return for carrying out the functions of a Director of the Association and may also pay a Director who is a member of a sub-committee, remuneration in return for carrying out the functions of a member of the sub-committee provided that the Association or the Board has first approved that payment.

Accounts of Receipts and Expenditure

7. (1) True and fair accounts shall be kept:
 - (a) Of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place.
 - (b) Of the property, assets, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the Board Directors.
- (2) The Chair of the Finance Audit and Risk Management Committee, or nominee appointed by the Board, will faithfully keep all general records, accounting books, and records and receipts of expenditure connected with the operations and business of the Association in such form and manner as the Board may direct.
- (3) The accounts, books, and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Board may decide.

Banking and Finance

8. (1) The Chair of the Finance Audit and Risk Management Committee or nominee appointed by the Board will, on behalf of the Association, receive all monies paid to the Association and forthwith after the receipt thereof, issue official receipts for any payments in cash.
- (2) The Board will cause to be opened with such authorised deposit-taking institution as the Board approves an account in the name of the Association into which all monies received shall be paid by the Chair of the Finance Audit and Risk Management Committee or Board appointed nominee, as soon as possible after receipt thereof.
- (3) The Board may receive from the Association's authorised deposit-taking institution for the time being the cheques drawn by the Association on any of its accounts and may release and indemnify the authorised deposit-taking institution from and against all claims that may be brought against the authorised deposit-taking institution arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Except with the authority of the Board and subject to the Board's Delegation Policy, no payment of a sum exceeding an amount approved by the Board, shall be made from the funds of the Association.
- (5) No cheques will be drawn or payments made from the Association's account except for payments made in accordance with the Board approved Delegations Policy.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed or authorised for electronic banking by any two

nominated members of the Board and/or other persons approved by the Board.

Auditor

9. (1) At each Annual General Meeting of the Association, the members present will appoint a person as the auditor of the Association.
- (2) A person so appointed will hold office until the Annual General Meeting next after that at which he/she is appointed and is eligible for re-appointment.
- (3) If an auditor is not appointed at an Annual General Meeting under sub-rule (1), the Board will appoint an auditor at its first meeting after the Annual General Meeting for the then current financial year of the Association.
- (4) The auditor may only be removed from office by special resolution of the members.
- (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 and the person so appointed shall hold office until the next succeeding Annual General Meeting.

Audit of Accounts

10. (1) Once at least in each financial year of the Association, the accounts of the Association will be examined by the auditor.
- (2) The auditor will report as to the correctness of the accounts of the Association to the members at the Annual General Meeting.
- (3) In his/her report, the auditor will state -
 - (a) Whether he/she has obtained the information required by him/her.
 - (b) Whether in his/her opinion the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his/her disposal.
 - (c) Whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The CEO of the Association will cause to be delivered to the auditor a list of all the accounts, books, and records of the Association.
- (5) The auditor -
 - (a) Has a right of access to the accounts, books, records, vouchers, and documents of the Association.
 - (b) May require from the employee/officers of the Association and Board Directors such information and explanations as may be necessary for the performance of his/her duties as auditor.
 - (c) May employ persons to assist him/her in investigating the accounts of the Association; and
 - (d) May, in relation to the accounts of the Association, examine any Director of the Board or any employee of the Association.

Annual General Meeting

11. (1) The Association will, in each year, hold an Annual General Meeting.
- (2) The Annual General Meeting will be held on such day (being not later than four months after the close of the financial year of the Association) as the Board may determine.
- (3) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The Annual General Meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the Annual General Meeting will be -
 - (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 and employees of the Association reports upon the transactions of the Association during the last preceding financial year.
 - (c) To elect the Directors of the Board.
 - (d) To advise members of the Directors appointed by the Board.
 - (e) To appoint the auditor.
 - (f) To determine the remuneration payable to Board Directors.
 - (g) To receive from the Board a written report containing reasonable details concerning the satisfaction of the objects and purpose of the Association during the preceding financial year.
- (6) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (8) Not later than 14 days before the Annual General Meeting, the Board must deliver to each member the agenda for the Annual General Meeting together with reports to be presented at the Annual General Meeting.

Special General Meeting

12. (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) In addition to section 22A of the Act, the Board shall, on the requisition in writing of not less than four (4) Members, convene a Special General Meeting of the Association.
- (3) A requisition for a Special General Meeting shall state the objects of the meeting and will be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the Board does not cause a Special General Meeting to be held within twenty-one days from the date of which a requisition therefore is deposited at the office of the Association, the requisitionist, or any of them may convene the same meeting; but any meeting so convened will not be held after three months from the date of the deposit of the requisition.

- (5) A Special General Meeting convened by requisitionists in pursuance of these rules will be convened in the same manner by the Board and all reasonable expenses incurred in convening the meeting will be refunded by the Association to the persons incurring them.

Notices of General Meetings

13. The CEO of the Association, at least fourteen days before the date fixed for holding a general meeting of the Association, will send to all Members a notice stating the place, date and time for the holding of the meeting, and the nature of the business to be transacted.

Special General Meetings and Annual General Meeting

14. (1) All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, will be deemed to be special business.
- (2) No item of business will be transacted at these meetings unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Three (3) Members who are represented in person are a quorum for the transaction of the business of these meetings. No business is to be transacted unless a quorum is present at the time the meeting proceeds to business.
- (4) If within half an hour after the appointed time for the commencement of these meetings a quorum is not present, the meeting, if convened upon the requisition of members, will be dissolved; and in any other case, it will stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting will be dissolved.

Chairperson to Preside at General Meetings

15. (1) The Chairperson, or in his/her absence, the Deputy Chairperson, will preside at every general meeting of the Association.
- (2) If the Chairperson and Deputy Chairperson are absent from a general meeting, the Members present will elect one of their number to preside as Chairperson.

Meeting at More Than One Place

16. (a) A meeting of Members may be held in two or more places linked together by any technology that:
 - (i) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - (ii) enables the Chairperson of the meeting to be aware of proceedings in each place; and
 - (iii) enables the representatives of those Members entitled to vote in each place to vote on a show of hands and on a poll.

- (b) If a meeting of Members is held in two or more places:
- (i) a Member present at one of the places is taken to be present at the meeting;
and
 - (ii) the Chairperson of that meeting may determine at which place the meeting is taken to have been held.

Adjournment of General Meetings

17. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished or not dealt with at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting will be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Determination of Questions at General Meetings

18. (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.

Votes

19. (1) Upon any question arising at a general meeting of the Association, a Member has one vote only.
- (2) All votes will be given personally by a duly authorised representative of the Member. Prior to any meeting the Member will lodge in writing authorisation of the person to represent the Member at the meeting.
- (3) In the case of an equality of votes the motion is to be considered defeated.

Observers

20. The Board may, by majority, invite the attendance of observers for part or all of a general meeting.

Taking of Poll

21. If at a meeting a poll on any question is demanded, it will be taken at that meeting in such manner as the Chairperson may direct and the result of the poll will be deemed to be the resolution of the meeting on that question.

When Poll to be Taken

22. A poll that is demanded on the appointment of a Chairperson, or on a question of adjournment, will be taken forthwith, and a poll that is demanded on any other question, will be taken at such time before the close of the meeting as the Chairperson may direct.

Affairs of Association to be managed by a Board

23. (1) The affairs of the Association will be managed by a Board as constituted under rule 25.
- (2) The Board is to ensure that the Association functions under best practice corporate governance principles;
- (a) To control and manage the business and affairs 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.
- (b) May, subject to these rules, exercise all such powers and functions as may be exercised by the Association.
- (c) Subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management or the business and affairs of the Association.
- (d) May co-opt any person to fill a vacancy on the Board until the next Annual General Meeting.
- (e) May appoint a sub-committee for any specific purpose with its role being to report back to the Board. Membership of a Board sub-committee may include persons who are co-opted for the purpose of that sub-committee who are not Directors. The sub-committee does not have any authority other than that delegated to it by the Board.
- (f) To determine the remuneration of the auditor.
- (3) The Board's power does not extend to the recruitment, dismissal and performance management of employees of the Association, with the exception of the CEO.

Officers of the Association

24. (1) The officers of the Association are as follows -
- (a) A Chairperson
- (b) A Deputy Chairperson
- (c) A Chair of the Finance Audit & Risk Management Committee
- all of whom are elected by the Board at its first meeting following the Annual General Meeting.
- (2) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Board may appoint one of its Members to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.

Membership of the Board

25. (1) The Board will consist of a total of seven (7) Directors; four (4) of whom have been elected by the Members at an Annual General Meeting and three (3) Directors who are appointed by the Board.
- (2) The Board will agree on persons to be appointed by the Board as Directors by a majority vote of 75% of Directors at a meeting held to decide the appointments.
- (3) The Board at its first meeting following the Annual General Meeting will elect the office bearers of the Association from amongst its Directors.
- (4) A Director seeking election as an officer of the Association will be nominated and seconded by two other Directors, such nominations to be received in writing by the Board at the first Board meeting following the Annual General Meeting and prior to the election taking place.
- (5) A Board Director whether elected or appointed by the Board is to hold office for a term of three (3) years and is eligible for re-election or re-appointment for a further term of three (3) years being able to serve a total of six (6) consecutive years.
- (6) After a period of three (3) years of not holding Board membership a person who has served six (6) consecutive years is eligible for election or appointment as a Board Director.
- (7) If a casual vacancy occurs in the office of Board Director the Board may appoint a person to fill the vacancy. The person who is appointed holds office for the remaining term and is taken to have served the full period of the term of the Director they replaced.
- (8) Notwithstanding this clause Directors of the Board as at the Annual General Meeting held in 2014 are as set out in the attached Schedule and will hold office for the terms set out in that Schedule. Vacancies to the Board after the Annual General Meeting held in 2014 will be subject to the transition provision in the attached Schedule.

Election of Board Directors

26. (1) If there will be a vacancy for an elected position of Board Director at the next Annual General Meeting, the Board will at least 3 months prior to the next Annual General Meeting seek expressions of interest for the position by advising the Members and/or by media advertisement or by whatever means the Board approves.
- (2) The Board will appoint a sub-committee from its Directors to consider and recommend a candidate or candidates who meet the skillset and other criteria as set by the Board for the vacant Board Director position or positions. The Board sub-committee will set its own procedure for selecting candidates.
- (3) Following receipt by the Board of the Board sub-committee's report with the recommended Board Director candidate or candidates, the Board will recommend to its Members at the Annual General Meeting one or more candidates for election to any vacant position of elected Board Director.

- (4) If the Board sub-committee is unable to recommend any person as a candidate for the vacant Director position and the Board is satisfied that the Board sub-committee has exhausted its searches, the Board may determine to report to the Members at the Annual General Meeting that it is unable to recommend any candidate for the vacant Director position and then the vacancy will be treated as a casual vacancy under Rule 25(7) provided that a Director so appointed will hold office for the term as if they had been elected at the Annual General Meeting.
- (5) An election will be held at the Annual General Meeting from the candidates recommended by the Board regardless of whether sufficient nominations are received for the vacant positions. It is a requirement for election of a Board Director that the candidate for Director receive at least 50% of the votes of the Members present at the Annual General Meeting.
- (6) If at the Annual General Meeting there is more than one recommended candidate for the vacant position of Board Director, then the candidate with the highest number of votes will be elected provided they receive at least 50% of the votes of Members present at the Annual General Meeting. After the first votes are taken, if no candidate receives at least 50% of the votes, then the candidate with the least number of votes will be withdrawn and a second vote taken from the Members present at the Annual General Meeting. If following a second vote of Members, no candidate receives at least 50% of the votes then the vacancy will be treated as a casual vacancy under Rule 25(7) provided that a Director so appointed will hold office for the term as if they had been elected at the Annual General Meeting.

Vacation of Office

27. (1) For the purpose of these rules, the office of an Officer of the Association or of a Board Director becomes vacant if the Officer or Director:
 - (a) Dies.
 - (b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors or makes any assignment of his/her estate for their benefit.
 - (c) Is unable to perform duties due to medical incapacity or impairment.
 - (d) Resigns his/her office by writing under his/her hand addressed to the committee.
 - (e) Fails, without formal leave granted by the Board, to attend three consecutive meetings of the Board.
 - (f) Is expelled from the Association as provided for under clause 32.

Meetings of the Board and Sub-Committees of the Board

28. (1) The Board will meet a minimum of five (5) times per year at such place and at such times as the Board may determine.
- (2) Additional meetings known as Special Board Meetings may be convened by the Chairperson, or on the written request of three (3) Directors.

- (3) Adequate notice will be given to Board Directors of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) Four (4) Directors who are present in person or by telephone or other electronic means is a quorum for any Board Meeting. No business is to be transacted at Board Meetings unless a quorum is present at the time the meeting proceeds to business.
- (5) If within thirty (30) minutes after the time for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or be such later day, time and place or to such other day, time and place as the Directors determine. If at the adjournment meeting, a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting will be dissolved.
- (6) At meetings of the Board:
 - (1) The Chairperson, or in his/her absence, the Deputy Chairperson, will preside as Chairperson
 - (2) If the Chairperson and Deputy Chairperson are absent from a Board meeting, the Directors present will elect one of their Members to preside at the meeting.
- (7) Questions arising at meetings of the Board or of any sub-committee appointed by the Board will be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each Director present at a meeting of the Board or any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes the motion is to be considered defeated.
- (9) Meetings of the Board may be held via telephone or other electronic means or by written resolution as determined by the Board.
- (10) Any written resolution of Directors (whether in one document or in several copies) signed by all Directors entitled to vote is as valid and effectual as a resolution duly passed at a general meeting or sub-committee meeting of Directors unless the Rules require the resolution to be passed at a Special General Meeting or Annual General Meeting.
- (11) Three (3) days written notice of each Board meeting is to be served on each Director of the Board by:
 - (a) giving it to the Member during business hours; or
 - (b) sending it by post, fax or email to the Member's postal, residential or business or employment address.
- (12) All Board Directors will advise the CEO prior to their first Board meeting on being elected or appointed of their preferred address for service of Board papers.

Disclosure of Interest, Contracts

29. (1) A Board Director who is interested in any contract or arrangement made or proposed to be made with the Association will disclose his/her interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if his/her interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of his/her interest.
- (2) If a Board Director becomes interested in a contract or arrangement after it is made or entered into he/she will disclose his/her interest at the first meeting of the Board after he/she becomes so interested.
- (3) No Board Director will vote as a Member of the Board in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall not be counted.

Sub-Committees of the Board

30. (1) The Board may at any time appoint a sub-committee from the Board as it may think fit and shall prescribe the powers and functions thereof, including the nomination of a Chairperson.
- (2) The Board may co-opt as members of a sub-committee such persons as it thinks fit.
- (3) A quorum for a meeting of such a sub-committee will be one more than half the number of members appointed to it (or in the event of a sub-committee of uneven numbers the next highest number in excess of half its number).
- (4) The Chairperson of the sub- committee is responsible for calling meetings of a sub-committee.
- (5) Adequate notice is to be provided to sub-committee members as to the date and time for meetings and the nature of the business to be transacted.

Financial Year

31. The financial year of the Association is the period beginning on 1st January in each year and ending on the 31st December next following.

Notices

32. A notice may be served by or on behalf of the Association upon any Members by sending it through the post in a prepaid letter or by facsimile or by email to current address of the Members as set out in the Register of Members.

Expulsion of Board Directors

33. (1) Subject to this rule, the Board may expel a Director from the Association if, in the opinion of the Board the Directors has been guilty of conduct detrimental to the interests of the Association, including non-declared conflicts of interest unless unintentional.
- (2) The expulsion of a Director pursuant to sub-rule (1) of this rule does not take effect -
 - (a) Until the expiration of fourteen days after the service on the Director of a notice under sub-rule (3) of this rule; or

- (b) If the Director exercises his/her right of appeal under this rule until the conclusion of the meeting convened to hear the appeal, whichever is the later date.
- (3) Where the Board expels a Director from the Board the CEO of the Association will, without undue delay cause to be served on the Director a notice in writing -
 - (a) Stating that the Board has expelled the Director; and
 - (b) Specifying the grounds for the expulsion, and
 - (c) Informing the Director of the right to appeal against the expulsion under Rule34.

Expulsion of Members

- 34. (1) The Board may expel a Member from the Association if, in their opinion, 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 rule 35, the conclusion of the meeting convened to hear the appeal.
- (3) If the Board expels a Member from the Association, the CEO of the Association, without due 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 35.

35. Appeal against Expulsion

- (1) A Director or a Member may appeal against an expulsion under Rule 33 & 34 by serving on the CEO of the Association, within 14 days after the service of a notice under Rule 33(3) or 34(3), a requisition in writing demanding the convening of an appeals sub-committee for the purpose of hearing the appeal.
- (2) An appeals sub-committee is to comprise of:
 - (a) the Chair of the Nominations and Governance Committee of the Board;
 - (b) a representative of a Member of the Association appointed by the Board who is not a Board Director;
 - (c) a lawyer appointed by the Board.

- (3) On receipt of a requisition, the CEO is to immediately notify the Board of the receipt.
- (4) The Board is to cause a meeting of the appeals sub-committee to be held within 21 days after the day on which the requisition is received.
- (5) At an appeals sub-committee 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) an appeals sub-committee may decide its own process ensuring that the rules of natural justice are applied; and
 - (c) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
 - (d) the expelled Member or Director must be given an opportunity to be heard; and
 - (e) the persons sitting on the appeals sub-committee are to vote on the question of whether the expulsion should be lifted or confirmed.
- (6) If at the appeals sub-committee meeting a majority of the persons sitting on the appeals sub-committee vote in favour of the lifting of the expulsion –
 - (a) the expulsion is lifted; and
 - (b) the expelled Member or Director is entitled to continue as a Member or a Director (as applicable) of the Association.
- (7) If at the appeals sub-committee meeting a majority of the persons sitting on the appeals sub-committee vote in favour of the confirmation of the expulsion –
 - (a) the expulsion takes effect; and
 - (b) the expelled Member or Director ceases to be a Member or a Director (as applicable) of the Association.

Disputes

36. (1) A dispute between a Member of the Association, in the capacity as a Member and the Association, or a dispute between a Director and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986* provided that the parties have first participated in a mediation conducted by an agreed mediator or if no agreement by a person appointed by the President for the time being of the Law Society of Tasmania.
- (2) This rule does not affect the operation of Rule 39.

Seal of the Association

37. (1) The seal of the Association shall 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 shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures either of two Members of the Board or of one Member of the Board and of the CEO of the Association or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
- (3) The seal shall remain in the custody of the CEO.

Alteration to Rules

38. The rules of the Association may be altered by special resolution which is one passed by a majority of not less than three quarters of such Members of the Association entitled to vote as may be present at a meeting called for that purpose. The alterations shall be considered at a Special General Meeting or Annual General Meeting of the Association; the notice for which shall set out all changes proposed and the reasons therefore.

Distribution of Surplus on Dissolution

39. If upon the winding up or dissolution of the Association there remains, after the assets satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall subject to Section 33 of the Associations Incorporation Act 1964 be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association, such institution or institutions to be determined by the Board of the Association at or before the item of dissolution and in default thereof by a Judge of the Supreme Court of Tasmania and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object. Any funds remaining in the Gift Fund will be distributed to a like organisation.

I certify that the foregoing Constitution is in accordance with the Laws.

Signed:



Allyson Warrington
Public Officer