



Christian Counsellors Association of Australia

Christian Counsellors' Association Australia (Tasmania) Incorporated
("The Association")

Amended Constitution 2015

29 August 2015

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CONSTITUTION OF THE CHRISTIAN COUNSELLORS ASSOCIATION OF AUSTRALIA (Tasmania) INC.

Preamble

In order to remain in alignment with other State Associations of Christian Counsellors and its National Body this new Constitution changes the basic format without changing the underlying Objectives and Powers of the Association.

A detailed list of amendments is included below in the schedule of changes. The major changes have been to:

- remove one of the two Vice-Presidents
- amend the payment of fees, which is now 30th June rather than 31st March.
- add new Membership levels.
- align to National membership processes more clearly
- revise committee meeting rules

The Committee Members of the Christian Counsellors' Association of Australia (Tasmania) Inc. unanimously recommended a change to the Constitution undated.

This was requisitioned to a special general meeting held on 29 August 2015 by:

Julie Weeks	Jane Maarseveen
Trescha Schulrath	Stephen Van Veen
Sharon Nillsen	Pamela Polmear
Debra Watkins	Robyn Tuft
Susan Hayman	Anna Hinds

Members present at the Special General Meeting 29th Aug 2015

Julie Weeks	Stephen Van Veen
Trescha Schulrath	Sharon Nillsen
Lyndy Burt	

Members present at this meeting voted to:

Adopt the changes to the Constitution of The Christian Counsellors Association of Australia (Tasmania) Inc. as read; in order to bring them into alignment with other State Associations of Christian Counsellors and its National Body.

Carried unanimously 29th August 2015.

Schedule of Changes:

Updated document into ASSOCIATIONS INCORPORATION (MODEL RULES) REGULATIONS 2007 format to ensure compliance with Associations Incorporation Act 1964.

NB –Please note that changes between the original template and this one have not been recorded.

Some paragraph formatting in the template has also been amended to ensure the document is consistent throughout – this has not been recorded.

Added Cover page, contents page, header and page numbers to make the document clearer.

Added preamble to highlight reason for and major changes

3 Change postal address to: P.O. Box 246, Lindisfarne 7015

4.1 Re-inserted purposes from original constitution, divide section into 2 sub-points to make this clearer.

Change of dot points to alphabet to retain consistency of document

4.1 (e) the referral list is now maintained at national level so this point amended.

4.1 (f) Change to: “To engage in such other activities as are consistent with the purpose of the Association”

5.1 Insertion of Membership rules for CCAA from SA constitution.

5.2 Insertion of Membership application Process for CCAA from SA constitution

5.2 Deletion of clashes to 5.1 & 5.2

5. 3 (1) change date to 30st June

5. 3 (12) re-insert liability rule

5 (14) Reinsert National Association compliance rules as points a & b.

8 (7) (b) change to: countersigned by one other member of the committee (in case roles are shared or members are absent)

12 (2) Change from 10 members to one third of membership to recognize small membership base in Tasmania. This figure is based on SA guidelines.

14(3) A quorum is two third of membership to recognize small membership base in Tasmania.

15. (1) Change to: “The president, or in his or her absence, the vice-president is to preside as chairperson at every general meeting of the Association” (Removal of 2nd vice president)

22. (1) Change (b) to 1 vice-president, add (e) one public officer

22. (2) Remove vice president rule (now obsolete) and replace with: The public officer role may be held in conjunction with or separate to one of the other office bearing positions.

23. (1) (b) change to: “a minimum of 2 or a maximum of 4 (to be eight members in total) other members”

26. (1) Reduction of meeting requirement from monthly to a minimum of 6 times a year (as recommend by SA)

26.1 (a) & (b) Insertion of meeting variations from South Australian constitution to make reaching a quorum in our context more feasible.

26. (5) Reduction of committee quorum from 6 to 5 to make conditions more realistic for our context.

26. (7) removal of 2nd vice president and resulting alphabetization reduction.

26. (b) deleted then change to vice president and alphabetization altered accordingly.

29. (1) change “vice-presidents” to “vice-president”

29 (4) Insertion of national Association Committee requirements for CCAA from South Australian constitution

30. (1) change to: “The annual subscription payable by members of the Association is the following amount set by the National Association according to membership levels and notified to members via email and web pages well in advance of the end of financial year. This subscription is invoiced by the Association to members”

1. Name of association

The name of the association is as follows:

Christian Counsellors Association of Australia (Tasmania) inc

2. Interpretation

In these rules, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

Act means the *Associations Incorporation Act 1964*;

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

Association 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 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 an application under section 7 of the Act for the incorporation of the Association;

committee means the committee of management referred to in rule 21;

financial year has the same meaning as in the Act; means each and every year ending on 30 June

general meeting means –

(a) an annual general meeting; or

(b) a special general meeting;

officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 22(5);

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

ordinary committee member means a member of the committee other than an officer of the Association;

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

special general meeting means a meeting of the Association, other than an annual general meeting, convened under rule 12;

special resolution has the same meaning as in the Act.

National Association means Christian Counsellors Association of Australia Inc

3. Association's office

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

P.O. Box 246, Lindisfarne 7015

4. Objects and purposes of Association

4.1 The purposes for which the proposed association is incorporated are:

To promote, develop and oversee counselling that is in accordance with the teachings of Jesus Christ and the principles of the Kingdom of God in order to bring spiritual, psychological and emotional healing to individuals, families and groups.

In particular to:

- (a) assess and accredit persons seeking membership of the Association as being persons who have demonstrated ethical skilled commitment to the purposes described above.
- (b) provide opportunities for professional and spiritual development and reflection for Christian counsellors in order to enhance practice through meetings, conferences, a newsletter and other means as opportunity arises.
- (c) to administer a code of ethics for members of the Association and provide a framework of accountability for members where their practice can be evaluated by their peers.
- (d) To participate as a full member of the Christian Counsellors Association of Australia and to fulfil all obligations that membership requires.
- (e) liaise with the National Association to maintain a referral list of accredited members for the benefit of potential clients and church organisations.
- (f) to engage in such other activities in accordance as are consistent with the purpose of the Association.

4.2 In addition to the primary purpose outlined in 4.1 the objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the committee or the members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;

(f) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee or the members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association;

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

(i) the committee thinks fit; or

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

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

(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 servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits 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 the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;

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

5.1 Rules for Membership

(a) Only those persons who have been approved for membership by the Association's Committee of Management of the Association in accordance with the following rules shall be members of the Association.

(b) Only those persons who have fulfilled all the training requirements established by the National Association for the levels of Registered Member or such nomenclature current at the time of application for the equivalent level of membership shall be permitted to apply for membership. Presently, a Registered Member refers to:

- (i) Intern Member, or
- (ii) Graduate Member, or
- (iii) Clinical Member; or
- (iv) Supervisor

(c) Only persons who are admitted as Members pursuant Clause 5. (b) are permitted to make reference to their membership of the Christian Counsellors' Association of Australia Inc., or the Christian Counsellors' Association of Australia (Tas) Inc. in any manner which may be deemed to infer a

professional standing as a counsellor. Any such reference shall be in the manner approved by the National Association.

(d) Other persons may be admitted as

- (i) Associates or
- (ii) Student Associates

of the Association by application in accordance with these rules; however, such members shall not refer to their association with the Christian Counsellors' Association of Australia Inc., or the Christian Counsellors' Association of Australia (Tas) Inc. in any manner which may be deemed to infer a professional standing as a counsellor.

5.2. Application for Membership

(a) Applications for membership of the Association must be made either in writing or electronically using the application form available from the National Association web site or by request from the Association Secretary; and must be sent to the Secretary of the Association at the postal address on the application form, with payment of the application fee as set out on the application form.

(b) The Committee and/or Membership Sub-Committee may admit to membership any person who meets the criteria for membership established by the National Association (as amended from time to time), and who accepts the Constitution and Rules of Association and pays the current Application fee.

(c) If the Committee and/or Membership Sub-Committee determines to approve an application for membership, the Secretary must notify the applicant of that approval as soon as practicable and request that he or she pay within 28 days of receipt of notification, the sum payable as an annual subscription fee.

(d) A certificate of membership for a Registered Member only shall be forwarded to the person on receipt of the said payment and completed paperwork.

(e) Upon receipt of application fee as referred to in Clause 5.2 (c) and within the period referred to in the clause, the Committee shall enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

(f) The Committee and/or Membership Sub-Committee may refuse any application for membership and shall not be required to give reasons for such refusal.

5.3 Membership - other rules

(1) A person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription due on or before 30th June specified in rule 30.

(2) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless –

- (a) the person is nominated for membership in accordance with clauses 5.1 & 5.2 and

(6) If a nomination is approved by the committee, the public officer is to –

(a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and

(b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in a register of members.

(7) A member of the Association may resign by serving the public officer a written notice of resignation.

(8) On receipt of a notice from a member of the Association under subrule (7), the public officer is to remove the name of the member from the register of members.

(9) A person –

(a) becomes a member of the Association when his or her 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.

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

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

(b) terminates on the cessation of the membership.

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

(a) to the assets of the Association for payment of the liabilities of the Association; and

(b) for the costs, charges and expenses of the winding-up; and

(c) for the adjustment of the rights of the contributors among themselves.

(12) Any liability under subrule (11) is not to exceed the membership fee.

(13) Despite subrule (11), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.

(14) In order for National Association Membership requirements to be maintained

(a) On or before 31 March in each year the Association must forward to the Secretary of the National Association:

(i) a membership list; and

(ii) a notice of appointment of the National Association Committee Representatives for the following year on the form set out in Appendix

(b) And notify the Secretary of the National Association of any alteration or amendment to its constitution within fourteen days of its approval by the Member Association

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 committee remuneration in return for carrying out the functions of a member of the committee; 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 to pay a person any amount under that subrule unless the Association or committee 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 committee 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 the following:

- (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
- (b) each asset or liability of the Association.

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

(3) The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines.

(4) The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.

8. Banking and finance

(1) On behalf of the Association, the treasurer of the Association is to –

- (a) receive any money paid to the Association; and
- (b) immediately after receiving the money, issue an official receipt in respect of the money; and
- (c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.

(2) The committee is to open with an authorised deposit-taking institution an account in the name of the Association.

(3) The committee may –

- (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
- (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

(4) Except with the authority of the committee, a payment of an amount exceeding \$20 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account.

(5) The committee may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.

(6) A cheque is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the committee.

(7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –

(a) signed by the treasurer or, in the treasurer's absence, by any other authorised member of the committee the committee nominates for that purpose; and

(b) countersigned by one other authorised member of the committee of the Association.

9. Auditor

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

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

(3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.

(4) The first auditor –

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

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

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

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

(7) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the next annual general meeting.

10. Audit of accounts

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

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

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

(b) at the next annual general meeting, provide a written report to the members of the Association present at that meeting.

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

(a) specify the information, if any, that he or she has required under subrule (5)(b) and obtained; and

(b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and

(c) state whether the rules relating to the administration of the funds of the Association have been observed.

(4) The public officer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.

(5) The auditor may –

(a) have access to the accounting records, books and accounts of the Association; and

(b) require from any 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) An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the committee determines.

(3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.

(4) The notice convening an annual general meeting is to specify the purpose of the meeting.

(5) The ordinary business of an annual general meeting is to be as follows:

(a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

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

(c) to elect the officers of the Association and the ordinary committee members;

(d) to appoint the auditor and determine his or her remuneration;

(e) to determine the remuneration of servants of the Association.

(6) An annual general meeting may transact special business of which notice is given in accordance with rule 13.

12. Special general meetings

- (1) The committee may convene a special general meeting of the Association at any time.
- (2) The committee, on the requisition in writing of at least one third of members of the Association, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting –
 - (a) is to state the objects of the meeting; and
 - (b) is to be signed by each of the requisitionists; and
 - (c) is to be deposited at the office of the Association; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.
- (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 committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13. Notices of general meetings

At least 14 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to publish in at least one newspaper circulating in Tasmania an advertisement 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.

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 Association entitled to vote is present at the time the meeting considers that business.

(3) A quorum for the transaction of the business of a general meeting is two thirds of members of the Association entitled to vote.

(4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –

(a) if convened on the requisition of members of the Association, is dissolved; or

(b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and –

(i) at the same place; or

(ii) at any other place specified by the chairperson –

(A) at the time of the adjournment; or

(B) by notice in a manner determined by the chairperson.

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

15. Chairperson at general meetings

At each general meeting of the Association, 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 Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

16. Adjournment of general meetings

(1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

(3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

17. Determination of questions arising at general meetings

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

18. Votes

- (1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- (2) All votes are to be given personally.
- (3) Despite 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 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 Association to be managed by a committee

- (1) The affairs of the Association are to be managed by a committee of management constituted as provided in rule 23.
- (2) The committee –
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and

(c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

22. Officers of the Association

(1) The officers of the Association are as follows:

- (a) one president;
- (b) one vice-president;
- (c) one treasurer;
- (d) one secretary;
- (e) one public officer

(2) The public officer role may be held in conjunction with or separate to one of the other office bearing positions.

(3) Rule 24(2), (3) and (4) applies, with all necessary modifications, to the election of persons to any of the offices referred to in subrule (1).

(4) Each officer of the Association is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.

(5) If a casual vacancy in an office referred to in subrule (1) occurs, the committee may appoint one of its members to fill the vacancy until the next annual general meeting after the appointment.

23. Constitution of the committee

(1) The committee consists of –

- (a) the officers of the Association; and
- (b) a minimum of two to a maximum of four (to be eight members in total) other members elected at the annual general meeting.

(2) An ordinary committee member is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.

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

24. Election of numbers of committee

(1) A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be –

(a) made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and

(b) delivered to the public officer of the Association at least 10 days before the day on which the annual general meeting is to be held.

(2) If insufficient nominations are received to fill all vacancies on the committee –

(a) the candidates nominated are taken to be elected; and

(b) further nominations are to be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations received exceeds the number of vacancies on the committee to be filled, a ballot is to be held.

(5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.

(6) The ballot for the election of officers and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the committee.

25. Vacation of office

For the purpose of these rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member –

(a) dies; or

(b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or

(c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or

(d) resigns office in writing addressed to the committee; or

(e) ceases to be ordinarily resident in Tasmania; or

(f) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or

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

(h) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or committee member has ceased to be a financial member of the Association.

26. Meetings of the committee

(1) The committee is to meet at least six times per annum at any place and time the committee determines.

(a) A meeting of the Committee may be held as a telephone, email or video conference and the procedure for such meetings is the same as for a normal Committee meeting except that it is not necessary for the participating members to be present in the same room

(b) If a draft resolution is circulated in writing to all Committee members and is signed by not less than three quarters of the Committee such resolution shall be deemed a valid and effectual resolution as if it had been passed at a meeting of the Committee duly convened and held. Such resolution may consist of several documents in like form each signed by one or more committee members.

(2) A meeting of the committee, other than a meeting referred to in subrule (1), may be convened by the President or any 4 of the members of the committee.

(3) Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.

(4) A special committee meeting may only transact business of which notice is given in accordance with subrule (3).

(5) A quorum for the transaction of the business of a meeting of the committee is 5 members of the committee.

(6) Business is not to be transacted at a meeting of the committee unless a quorum is present.

(7) If a quorum is not present within half an hour after the time appointed for the commencement of –

(a) a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or

(b) a special committee meeting, the meeting is dissolved.

(8) At each meeting of the committee, the chairperson is to be –

(a) the president; or

(b) in the absence of the president, the vice-president; or

(c) in the absence of the president and vice-presidents, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.

(9) Any question arising at a meeting of the committee is to be determined –

(a) on a show of hands; or

(b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

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

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

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

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

(b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or

(c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or

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

(e) emailing it to the member's email address.

27. Disclosure of interests

(1) If a member of the committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the committee 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 committee.

(2) If at a meeting of the committee or a subcommittee a member of the committee or subcommittee 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. Subcommittees

(1) The committee may –

(a) appoint a subcommittee from the committee; and

(b) prescribe the powers and functions of that subcommittee.

(2) The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

- (3) A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members entitled to vote.
- (4) The public officer of the Association is to convene meetings of a subcommittee.
- (5) Any question arising at a meeting of a subcommittee is to be determined –
- (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.
- (7) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –
- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number; or
 - (e) emailing it to the member's email address.

29. Executive committee

- (1) The president, the vice-presidents, the treasurer and the secretary constitute the executive committee.
- (2) During the period between meetings of the committee, the executive committee may issue instructions to the public officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
- (3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the committee.
- (4) The Association shall appoint two of its Executive Committee members to the offices of Councillor of the National Association and the Councillors so appointed shall hold office from the conclusion of the Annual General Meeting of the National Association next following their appointment for a two year period. The two appointments will be made on alternate years. No person shall be appointed to the office of Councillor for a Members Association unless he or she is a full member of that Member Association.

30. Annual subscription

- (1) The annual subscription payable by members of the Association is set by the National Association according to membership levels and notified to members via email and web pages well in advance of the end of financial year. This subscription is to be invoiced by the Association to members.
- (2) The members of the Association may alter the annual subscription by special resolution.
- (3) The annual subscription of a member of the Association is due and payable on or before the first day of each financial year of the Association.

31. Service of notices and requisitions

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

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

32. Expulsion of members

- (1) The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under subrule (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 subrule (3);
 - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the committee expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –
- (a) stating that the committee has expelled the member; and
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member of the right to appeal against the expulsion under rule 33.

33. Appeal against expulsion

- (1) A member may appeal against an expulsion under rule 32 by serving on the public officer of the Association, within 14 days after the service of a notice under rule 32(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the public officer is to immediately notify the committee of the receipt.
- (3) The committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this rule –
 - (a) no business other than the question of the expulsion is to be transacted; and
 - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
 - (c) the expelled member must be given an opportunity to be heard; and
 - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
 - (a) the expulsion is lifted; and
 - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
 - (a) the expulsion takes effect; and
 - (b) the expelled member ceases to be a member of the Association.

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 2011.
- (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 is not to be affixed to any instrument except by the authority of the committee.
- (3) The affixing of the seal is to be attested by the signatures of –

 - (a) two members of the committee; or
 - (b) one member of the committee and the public officer of the Association or any other person the committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- (5) The seal is to remain in the custody of the public officer of the Association.