

# **CONSTITUTION FOR ADVOCACY TASMANIA INC.**

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(as amended 17 April, 2014)

## **1. NAME**

The name of the Association shall be Advocacy Tasmania Inc., (in these rules called the Association).

## **2. DEFINITIONS**

(1) In these rules, unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 1964;

“**Annual General Meeting**” means the annual general meeting of the Association;

“**Basic Objects of the Association**” means the objects and purposes of the Association as stated in Part 4 (1);

“**Board**” means the board which governs the Association;

“**Chairperson**” means a person elected as Chairperson of a general meeting in accordance with rule 15;

“**Chief Executive Officer**” means the person employed by the Board to carry out the day to day activities of the Association;

“**General Meeting**” means a general meeting of members convened in accordance with rule 13;

“**Ordinary Board Member**” means a member of the Board described under rule 23(1)(b) relates;

“**Public Officer**” means a person appointed by the Board to hold the role of public officer pursuant to section 14 of the Act. That person must be at least 18 years old and a resident of Tasmania;

(2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form or appropriate alternative, including electronic format.

(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act

1931 and the Act as in force on the date on which these rules are adopted by the Association.

### **3. ASSOCIATION'S OFFICE**

The office of the Association shall be at Suite 6/236-244 Sandy Bay Road, Sandy Bay Tas. 7005 or such other place as the Board may, from time to time determine.

### **4. OBJECTS:**

(1) The Basic Objects of the Association are:

- To provide an equitable, high quality service to all people who use the service across the State.
- To assist clients to exercise their rights and responsibilities by providing information and support to self advocate and individual advocacy representation.
- To protect and enhance the rights and interests of our client group through promotion, education and community development.
- To identify systemic issues affecting our client group and to take effective action.
- To manage the human and financial resources of the organisation efficiently and effectively, overseen by good governance.

(2) In addition to the Basic Objects of the Association, 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 meeting 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 meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money 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 1898, the investment of any moneys 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 subsection (1) of 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 and conveniences calculated to benefit servants or past servants of the Association and their dependents 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 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 the rules of the Association; *and*
- (m) the doing of all such other lawful things as is 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.

## 5. MEMBERSHIP

- (1) There shall be three categories of membership:
  - (a) Member. Members shall have all rights and entitlements provided in these Rules.
  - (b) Associate Member. Associate membership shall be open to individuals whose roles may create conflicts of interest with respect to the work of the Association. Associate members shall have all rights and entitlements provided to members except that they shall not be eligible to nominate to be officers of the Association or for an Ordinary Board Member position and shall not vote at General Meetings or in other deliberations of the Association.
  - (c) Life Member. The Board may, by unanimous resolution, offer Life Membership to individuals acknowledged by the Board to have rendered outstanding service to the Association and/or its Objects over a long period of time. Life members shall not be liable for any fees or subscriptions payable by other members of the Association but shall have all rights and entitlements provided to members.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership:
  - (a) unless she/he completes a nomination form for membership as provided in sub-rule (3) of this rule; *and*
  - (b) her/his admission as a member is approved by the Board;
- (3) A nomination of a person for membership of the Association:
  - (a) shall be made in writing by the applicant for membership;  
and
  - (b) shall be lodged with the Public Officer of the Association;
- (4) As soon as is practicable after the receipt of a nomination, the Public Officer shall refer the nomination to the Board who shall determine whether the nomination shall be accepted and indicate whether full or associate membership status shall apply.
- (5) Upon a nomination being approved by the Board, the Public Officer shall, with as little delay as possible, notify the nominee, in writing, that he/she has been approved for membership of the Association and shall enter the nominee's name in a Register of Members to be kept by the

Public Officer whereupon the nominee becomes a member of the Association.

- (6) A member of the Association may, at any time, resign from the Association by delivering or sending to the Public Officer a written notice of resignation.
- (7) Upon receipt of a notice under sub-rule (6) of this rule, the Public Officer 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 of the Association.
- (8) A right, privilege, or obligation of a person by virtue of membership of the Association:
  - (a) is not capable of being transferred or transmitted to another person; *and*
  - (b) terminates upon the cessation of membership, whether by death, resignation, or otherwise.
- (9) In the event of the Association being wound up:
  - (a) every member of the Association; *and*
  - (b) every person 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 the costs, charges and expenses of the winding up and for adjustment of the rights of the contributories among themselves such sum, not exceeding \$2.00 (two dollars) as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after ceasing to be a member.
- (10) The Board may, at its absolute discretion:
  - (a) change an existing member's membership category (for example, by changing a member's membership category from a Member to an Associate Member); or
  - (b) direct which membership category a person's membership should fall under prior to the person becoming a member of the Association.

- (11) Without limiting rule 5(10) in any way, the Board may consider the following when determining a member's membership category:
- (a) protection of the rights and interests of the Association's clients;
  - (b) the ability of the Association to maintain its independence in providing direct service delivery to its clients; *and*
  - (c) ensuring that the Association avoids any real or perceived conflict of interests between the Association and a member.

## **6. NON-PROFIT**

- (1) The property and income of the Association, however derived, shall be applied solely towards the promotion of the objects or 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 shall not:
- (a) appoint a person who is a member of the Board to any office of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; *or*
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out of pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member in the ordinary course of business;
- (a) remuneration in return for services actually rendered to the Association by the servant or member in the ordinary course of business;
  - (b) interest at a rate not exceeding seven and one quarter percent on moneys lent to the Association by the servant or member; *or*
  - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

## **7. ACCOUNTS/TREASURER**

- (1) True 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; *and*
  - (b) of the property, credits 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 members of the Association.
- (2) The Treasurer of the Association or their delegate is to keep all accounting books, general records and records of receipts and payments, connected with the business of the Association in the form and manner the Board determines.
  - (3) The accounts, books and records referred to in sub-rules (1) and (2) of these rules shall be kept at the Association's office or at such other place as the Board may decide.

## **8. BANKING**

- (1) The Treasurer of the Association or their delegate shall, on behalf of the Association, receive all moneys paid to the Association and after the receipt of such moneys, issue official receipts.
- (2) The Board shall cause to be opened with such banks as the Board selects, banking accounts in the name of the Association into which all moneys received shall be paid as soon as possible after receipt thereof.
- (3) The Board may receive from the Association's bank or bankers for the time being, the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.

- (4) Except with the authority of the Board, no payment of a sum exceeding \$250.00 (two hundred and fifty dollars) shall be made from the funds of the Association otherwise than by cheque or electronic transfer drawn on the Association's bank account. The Board may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure as the Board may impose.
- (5) No cheques or electronic payments shall be drawn or made on the Association's bank account except for the payment of expenditure that has been authorised by the Board.
- (6) All cheques, drafts, bills of exchange, and other negotiable instruments shall be signed by two of the authorised signatories, being the Treasurer, President, Vice President, Secretary and Chief Executive Officer.

## **9. AUDITOR**

- (1) At each Annual General Meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- (2) A person so appointed shall hold office until the Annual General Meeting next after that at which he/she is appointed and is eligible for reappointment.
- (3) If an appointment is not made at an Annual General Meeting, a special general meeting shall be convened for that purpose.
- (4) The auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board shall convene a special general meeting for the purpose of appointing an auditor.

## **10. AUDIT OF ACCOUNTS**

- (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.



- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
- (3) In the auditor's report and in certifying to the accounts, the auditor shall state whether:
  - (a) the information required by the auditor has been obtained;
  - (b) in the auditor's 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 her/his disposal and the explanations given to her /him and 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 shall 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 servants of the Association such information and explanations as may be necessary for the performance of duties as auditor;
  - (c) may employ persons to assist in investigating the accounts of the Association;
  - (d) may, in relation to the accounts of the Association, examine any member of the Board or any servant of the Association; *and*
  - (e) will observe normal accounting practices.

## **11. ANNUAL GENERAL MEETING**

- (1) The Association shall, in each year, hold an Annual General Meeting.
- (2) The Annual General Meeting shall be held on such day (being not later than five 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 meeting 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 shall be to:
  - (a) confirm the minutes of the last preceding Annual General meeting and of any general meeting held since that meeting;
  - (b) receive from the Board, auditor and servants of the Association, reports upon the transactions of the Association during the last preceding financial year;
  - (c) elect the officers of the Association and the Ordinary Board Members; *and*
  - (d) appoint the auditor and determine the auditor's remuneration.
- (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) Voting at the Annual General Meeting shall be done by members present and eligible to vote, or by members eligible to vote using a postal ballot in accordance with the Governance Policy for postal ballot methodology.

## **12. SPECIAL GENERAL MEETINGS**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than ten members entitled to vote at a general meeting, convene a special general meeting of the Association.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall 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 21 days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting. Any meeting so convened shall 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 shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and, at the Board's sole discretion, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the person incurring them.

### **13. NOTICES OF GENERAL MEETINGS**

The Public Officer of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association, cause to be placed on its website, an advertisement specifying the place, day and time for the holding of the meeting and the nature of the business to be transacted at the meeting. .

### **14. BUSINESS & QUORUM AT GENERAL MEETINGS**

- (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, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) A quorum for the transaction of the business of a general meeting is 50% of the Board members (being members entitled under these rules to vote thereat).
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present; the meeting convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the President 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. 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 shall be dissolved.

**15. PRESIDING AT MEETINGS**

- (1) The President, or in their absence, the Vice-President, is to preside as Chairperson at every general meeting of the Board.
- (2) If the President and Vice-President are both absent from a general meeting, the members present are to elect one of their members to preside as Chairperson.

**16. ADJOURNMENT OF GENERAL MEETINGS**

- (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 shall be transacted at an adjourned meeting other than the business left unfinished 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 shall 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.

**17. QUESTIONS ARISING AT GENERAL MEETINGS**

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands.
- (2) Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the President that a resolution has, on a show of hands, 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 that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**18. VOTES**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by postal ballot at the discretion of the Board.

- (3) In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.

## **19. TAKING OF A POLL**

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

- (a) it shall be taken at that meeting in such manner as the Chairperson may direct; *and*
- (b) the result of the poll shall be deemed to be the resolution of the meeting on that question.

## **20. WHEN A POLL IS TO BE TAKEN**

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

## **21. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD**

- (1) The affairs of the Association shall be managed by a Board constituted as provided in rule 23.
- (2) The Board:
  - (a) is to control and manage the business and affairs of the Association;
  - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meeting of members of 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 proper management of the business and affairs of the Association; and
  - (d) shall be responsible for:
    - i. upholding and advancing the objects of the Association;
    - ii. the proper exercise of the powers of the Association;

- iii. formulating and approving Association policies;
- iv. finances of the Association
- v. filling of any vacancy on the Board which may occur during the Board's term of office;
- vi. ensuring the Association complies with the terms and conditions of any legally binding contract between the Association and another party such as a funding body;
- vii. formulating and amending policies for the Association as are required;
- viii. employment and oversight of the Chief Executive Officer.

## **22. OFFICERS OF THE ASSOCIATION**

- (1) The officers of the Association shall be:
  - (a) A President;
  - (b) A Vice-President;
  - (c) A Treasurer; *and*
  - (d) A Secretary.
- (2) The provisions of sub-rules (2), (3) and (4) of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (1) of this rule.
- (3) Each officer of the Association shall hold office until the third Annual General Meeting next after the date of election but is eligible for re-election except as sub-rule (4) of this rule applies.
- (4) Officers of the Association may not serve in the same position for more than six consecutive years unless no other nominations for a given position are received.
- (5) Any officer of the Association who is appointed to a salaried position within the Association shall be deemed to have resigned from office.
- (6) 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 following the date of appointment.

## **23. CONSTITUTION OF THE BOARD**

- (1) The Board shall consist of:
  - (a) the officers of the Association;
  - (b) up to five other members, whom are elected in accordance with rule 23(2) ; *and*
  - (c) the Chief Executive Officer of the Association as an ex-officio member in an advisory capacity.
- (2) Each Ordinary Board Member shall, subject to these rules, hold office until the Annual General Meeting occurring three years after the date of her /his election, and is eligible for re-election excepting that they shall not serve more than six consecutive years.
- (3) In the event of a casual vacancy occurring in the office of the Ordinary Board Member, the Board may appoint a member of the Association or co-opt an individual who is also willing to apply for membership in the Association to fill the vacancy. The person so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting next following the date of appointment.
- (4) The Association's membership shall strive to ensure that Board membership reflects the diversity of the membership base and the Association's programs with a balance of skills and experience, including lived experience of the Association's client groups.

## **24. ELECTION OF BOARD MEMBERS**

- (1) Nomination of candidates for election as officers of the Association or as Ordinary Board Members are to be:
  - (a) made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); *and*
  - (b) delivered to the Public Officer of the Association at least twenty-two days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected.

- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot or postal ballot is to be held.
- (5) Unless otherwise determined by the Board, the ballot for the election of officers and Ordinary Board Members shall be conducted by a postal ballot in such usual and proper manner as the Board may direct.

## **25. VACATION OF OFFICE**

For the purposes 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;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with her/his creditors, or insolvent debtors or compounds with her/his creditors, or makes any assignment of her /his estate for their benefit;
- (c) resigns her/his office by writing addressed to the Board;
- (d) ceases to be resident in the State;
- (e) fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
- (f) ceases to be a member of the Association;
- (g) fails to pay all arrears of subscription due within fourteen days after receiving a notice in writing signed by the Public Officer stating that she or he has ceased to be a financial member of the Association; *or*
- (h) becomes a represented person within the meaning of the *Guardian and Administration Act 1995*.

## **26. MEETINGS OF THE BOARD AND SUB-COMMITTEES**

- (1) The Board shall meet at least six times in each calendar year at such place and at such times as the Board may determine.



- (2) Special meetings of the Board may be convened by the President, or any five of its members.
- (3) Notice is to be given to members of the Board 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) A quorum for the transaction of the business of a meeting of the Board is 50% of members of the Board (not being ex-officio members).
- (5) Business is not be transacted unless a quorum is present.
- (6) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, unless the meeting was a special meeting, in which case it lapses.
- (7) At meetings of the Board:
  - (a) the President, or in her/his absence the Vice-President; *or*
  - (b) if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present, shall preside.
- (8) Questions arising at meetings of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (9) 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 and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote.
- (10) Written notice and the agenda of each Board meeting shall be served on each member of the Board by delivering it seven days before the meeting date or by emailing it to the email address of the member or by sending it by post in a pre-paid letter addressed to the member at the usual or last-known place of address in time to reach the member in due course of post seven days before the date of the meeting.

## **27. DISCLOSURE OF INTEREST**

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

## **28. SUB-COMMITTEES & EXECUTIVE COMMITTEES**

- (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
- (2) The Board may co-opt as members of a sub-committee such person as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- (3) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering it at a reasonable time before the meeting or by sending it by post in a pre-paid letter addressed to the usual or last-known place of abode in time to reach the member in due course of post before the date of the meeting.
- (5) The President, the Vice-President, the Treasurer and the Secretary constitute an Executive Committee, which may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Board and where any such instructions are issued shall report thereon to the next meeting of the Board.
- (6) The Chief Executive Officer shall be responsible for the day-to-day

management and administration of the Association between Board meetings and general meetings.

## **29. ANNUAL SUBSCRIPTION**

- (1) Unless otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be nil.
- (2) The amount of the annual subscription may be altered by the Board.
- (3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

## **30. FINANCIAL YEAR**

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

## **31. NOTICES**

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

- (a) personally;
- (b) by emailing it to the member's email address;
- (c) by faxing it to the member's fax number; or
- (d) by sending it through the post in a prepaid letter addressed to the member at his or her usual or last known address.

## **32. EXPULSION OF MEMBERS**

- (1) Subject to this rule 32, the Board may expel a member from the Association if, in the opinion of the Board, the member has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:
  - (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; *or*
  - (b) if the member exercises right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (3) Where the Board expels a member from the Association, the Public Officer of the Association shall, without undue delay, cause

to be served on the member, a notice in writing:

- (a) stating that the Board has expelled the member;
  - (b) specifying the grounds for the expulsion; *and*
  - (c) informing the member that if desired within fourteen days after the service of the notice an appeal against the expulsion as provided in this rule can be made.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Public Officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purposes of hearing that appeal.
- (5) Upon receipt of a requisition under sub-rule (4) of this rule, the Public Officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Public Officer.
- (6) At a special general meeting convened for the purpose of this rule:
- (a) no business other than the question of the expulsion shall be transacted;
  - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
  - (c) the expelled member shall be given an opportunity to be heard; *and*
  - (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting, a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue membership of the Association.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

### **33. DISPUTES**

- (1) Subject to this rule, a dispute between a member of the Association, or capacity as a member of the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- (2) Nothing in this rule affects the operation or effect of rule 32.

### **34. SEAL OF THE ASSOCIATION**

- (1) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the "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 the Public Officer of the Association, or such other person as the Board may appoint for that purpose. That attestation is sufficient for all purposes that the seal was affixed by the authority of the Board.
- (3) The seal shall remain in the custody of the Chief Executive Officer of the Association or as directed by the Chief Executive Officer of the Association.

### **35. AMENDMENTS TO THE CONSTITUTION**

- (1) Notice of any proposed amendment repeal or addition must be given in writing to the Secretary at least twenty-one days prior to the Annual General Meeting or special general meeting convened for the purpose.
- (2) At least twenty-one days notice of such meeting shall be given to any member entitled to vote by the Public Officer causing to be placed on the Association's website an advertisement specifying the place, day and time for the holding of the meeting and the nature of the business to be transacted at the meeting.
- (3) No rule shall be amended nor replaced nor shall any new rule be made except by the vote of three quarters of the members eligible to vote.
- (4) A member eligible to vote may appoint a person as proxy to attend, speak and vote for that member. The rules for voting by proxy are set out in rule 37.

- (5) The Commissioner of Corporate Affairs will be advised of changes to the Constitution by the Public Officer.

### **36. DISSOLUTION**

- (1) A special general meeting called for the purpose may, by a two-third majority vote of members present and eligible to vote, resolve that application be made to the court to have the affairs of the Association wound up.
- (2) Where the Commonwealth of Australia/State of Tasmania provide grants or other forms of financial assistance to the Association and part or all of the moneys so provided are used by the Association in acquiring for use in connection with the Association's activities, then such plant and property shall at all times remain the property of the Commonwealth of Australia or State of Tasmania, as listed in the Association's inventory plant and equipment. Property in the said plant and equipment shall not pass to the Association. In the event of the Commonwealth of Australia/State of Tasmania having made grants or other forms of financial assistance to the Association which moneys have not been fully expended at the time of winding up, then such moneys shall immediately and without more revert to the Commonwealth of Australia or State of Tasmania.
- (3) If upon the winding up or dissolution of Advocacy Tasmania Inc. there remains, after satisfaction of all its debts and liabilities, any property whatsoever in the bank account opened to receive money other than government grants, the same shall not be paid to or distributed among the members of Advocacy Tasmania Inc., but shall be given or transferred to some other institution or institutions having objects similar to the objects of Advocacy Tasmania Inc. and which is a fund, authority or institution referred to in paragraph 78(1) (a) of the Income Tax Assessment Act, 1936.

### **37. PROXIES**

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) A proxy vote is only permitted for voting under rule 35.
- (2) The notice appoint the proxy must be in the form set out in Annexure A.

I/we hereby certify that this is a true and correct copy of the constitution and rules of Advocacy Tasmania Inc.

Signed

Date .....

**ANNEXURE A**

**FORM OF APPOINTMENT OF PROXY**

I, .....  
(name)

of .....  
(address)

being a member of .....  
(name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on

.....  
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....

Signed

Date

\* Delete if not applicable