



## CONSTITUTION

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## 1. Name of association

The association will be named Independent Living Centre Tasmania Inc.

## 2. Purposes

The purposes of the Association are:

- 2.1 To provide services that promote capacity building for individuals and the community, particularly for people with disabilities and older people.
- 2.2 To provide a quality information, education and advisory service related to daily living equipment, assistive technology, environmental design and community resources.
- 2.3 To advocate for improved design, availability and supply of daily living equipment and assistive technology; accessible environments; and awareness of the needs of people with disabilities and their carers.
- 2.4 To be accountable to consumers, staff, funding bodies and the community.
- 2.5 To promote the services the Association offers to the broader community.

## 3. Interpretation

3.1. 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 12](#);

*Association* means the association referred to in [rule 1](#) ;

*auditor* means the person appointed as the auditor of the Association under [rule 10](#);

*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;

*Board* means the Board of management referred to in [rule 21](#);

*financial year* has the same meaning as in the Act;

*general meeting* means –

- (a) an annual general meeting; or
- (b) a special general meeting;

*Officeholders* 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 12\(5\)](#) ;

*ordinary business of an annual general meeting* means the business specified in

***other Board member*** means a member of the Board other than an officer of the Association;

***public officer*** means the person who is, under [section 14](#) of the Act, the public officer of the Association;

***special general meeting*** means a special general meeting of the Association convened under [rule 13](#);

***special resolution*** means a resolution passed by two thirds of the persons entitled to vote.

#### **4. Association's Office**

The office of the Association is to be at 275 Wellington Street, Launceston in Tasmania or at any other place the Board determines.

#### **5. Powers of Association**

The powers of the Association consist of the following:

- 5.1 To purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the other objects or purposes of the Association;
- 5.2 The lease, licence or other hire arrangement or real or personal property of the Association incidental to the proper operation of the Association;
- 5.3 The purchase, sale or supply of, or other dealing in, goods;
- 5.4 The construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- 5.5 The acceptance of a gift for any of the objects or purposes of the Association;
- 5.6 The taking of any step the Board determine expedient for the purpose of procuring contributions to the funds of the Association;
- 5.7 The doing of any lawful thing incidental or conducive to the attainment of the objects of the Association.

#### **6. Membership of Association**

##### **6.1 *Qualifications for Membership***

Membership shall be open to any person who is in agreement with the purposes the Association, is not a paid employee of the Association and has satisfied the procedure for membership specified below.

##### **6.2 *Procedure for Membership***

A person who wishes to become a member must:

- (a) Apply in writing on a membership form approved by the Board delivered to the registered office of the Association; and
- (b) Pay an annual membership fee as prescribed by the Board.

6.3 The Board reserves the right to reject an application for membership. The Board may reject an application for membership of the Association for any reason.

6.4 *Register of Members of the Association*

The Secretary shall cause to be kept and maintained a register of members showing the name, address, type of membership, the date membership commenced and the date membership expires.

The name of any person who dies or who ceases to be a member of the Association shall be removed from the register of members.

6.5 *Register of Members of the Board.*

The Secretary shall cause to be kept and maintained a register of members of the Board showing the name, address, position held, the date membership of the Board commenced and the date membership ceased.

6.6 *Membership Fees*

The Board shall determine the amount of the annual membership fee.

Membership fees for existing members are due and payable by July 1 each year. Members may pay their fees up until the start of the Association's AGM. Memberships not renewed by this time will cease and the member will have no right to vote at the AGM. New members shall pay the annual membership fee within 14 days of their application for membership of the Association.

6.7 *Cessation of Membership*

- (a) A member can resign from the Association by giving notice in writing to a member of the Board. Their membership ceases on the delivery of the notice and they will be removed from the register of members. Membership is not transferable.
- (b) A member can be expelled by the Board pursuant to the provisions in rule 25 hereof.

6.8 *Liability of members*

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 when the person ceases to be a member of the Association.

## **7. Income and Property of Association**

- 7.1 The income and property of the Association is to be applied solely towards the promotion of the objects of the Association.
- 7.2 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.
- 7.3 The Association may –
- (a) pay a person 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 person or member; or
    - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person 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 person or member; or
    - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
  - (b) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and
  - (c) pay a member of a Subcommittee remuneration in return for carrying out the functions of a member of the Subcommittee; and
  - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- 7.4 Despite [subrule 7.3\(a\)](#), [\(b\)](#) and [\(c\)](#), the Association is not to pay a person any amount under that subrule unless the Association or the Board has first approved that payment.
- 7.5 Despite [subrule 7.3\(d\)](#), 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 the Board has first approved –
- (a) that appointment or nomination; and
  - (b) the receipt of that remuneration by that member.

## **8. Accounts of Receipts and Expenditure**

- 8.1 The Treasurer of the Association is to cause for all accounting books, and general records and records of receipts and payments, connected with the

business of the Association to be kept, in the form and manner the Board determines.

- 8.2 The accounts, books and records are to be kept at the Association's office or at any other place the Board determines.
- 8.3 The Association must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- 8.4 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

## **9. Banking and Finance**

- 9.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 9.2 Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 9.3 The Board may authorise the employees of the Association to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit (including by approval as part of an annual budget) without requiring approval from the Board for each item on which the funds are expended.
- 9.4 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 9.5 With the approval of the Board, the employees of the Association may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- 9.6 The Board will, from time to time, appoint from among their number and the employees of the Association the persons who will be the authorised signatories on the Association's account.
- 9.7 A cheque, draft, bill of exchange, promissory note or electronic transfer of an amount from the Association's account is to be signed or authorised by 2 of the authorised signatories on the Association's account from time to time.

## **10. Auditor**

- 10.1 If the Association is either legally obliged to undertake an audit or voluntarily chooses to undertake an audit, the members are to appoint at the annual general meeting a person as the auditor of the Association.

- 10.2 If an auditor is not appointed at an annual general meeting under [subrule 10.1](#), when required to do so, the Board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 10.3 The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- 10.4 The auditor may only be removed from office by special resolution.
- 10.5 If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the end of the next annual general meeting.

## **11. Financial Statements**

- 11.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 11.2 Without limiting subrule 11.1, those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **12. Annual General Meeting**

- 12.1 The Association is to hold an annual general meeting each year.
- 12.2 An annual general meeting is to be held on any day (being not later than 4 months after the end of the financial year of the Association) the Board determines.
- 12.3 An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- 12.4 The notice convening an annual general meeting is to specify the purpose of the meeting.
- 12.5 The ordinary business of an annual general meeting is to be as follows:
  - (a) The receipt of the Chairman's report for the previous financial year.
  - (b) The receipt of the Treasurer's report and the audited financial statements for the previous financial year.
  - (c) Presentation of the Annual Report.
  - (d) The election of the officeholders and other Board members.

- (e) If required, the appointment of an Auditor for the following financial year.
- (f) Any other business placed on the agenda not less than 14 days prior to the commencement of the meeting.

12.6 Minutes of proceedings of an annual general meeting are to be kept.

### **13. Special General Meetings**

- 13.1 The Secretary shall call a Special General Meeting of the Association within fourteen (14) days of receiving a directive from the Board, or the written request of three (3) Board Members, or from six (6) members, or one half of the members, whichever is less.
- (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.
- 13.2 Not less than fourteen (14) days notice shall be given to the members, of any Special General Meeting. The notice shall specify the place, date and time of the Special General Meeting and nature of the business to be carried out at that meeting.
- 13.3 If a Special General Meeting is not convened within 30 days the members who made the request may themselves convene a Special General Meeting as if they were the Board within 3 months of the date on which the requisition is deposited at the offices of the Association. In such a circumstance, the Association shall send notices to all members on behalf of the member or members convening the Special General Meeting and the Association shall pay the reasonable expenses of convening and holding the Special General Meeting. The meeting must comply with these Rules of the Association.
- 13.4 All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

### **14. Notices of General Meetings**

- 14.1 At least 14 days before the day on which a general meeting of the Association is to be held, the public officer is to publish a notice specifying –
- (a) the place, day and time at which the meeting is to be held; and
  - (b) the nature of the business that is to be transacted at the meeting.
- 14.2 A notice is published for the purposes of



- (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
- (b) appears on a website, or at an electronic address, of the Association; or
- (c) is sent to each member of the Association at –
  - (i) the member's postal or residential address or address of business or employment; or
  - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
- (d) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

## **15. Business and Quorum at General Meetings**

- 15.1 All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 15.2 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 when the meeting considers that business.
- 15.3 A quorum for the transaction of the business of a general meeting is 10 members or 50% of the members of the Association entitled to vote, whichever is the lesser, present in person or by proxy.
- 15.4 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 Board, 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.
- 15.5 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.

## **16 Chairperson at General Meetings**

- 16.1 At each general meeting of the Association, the chairperson is to be –

- (a) the Chairman; or
- (b) in the absence of the Chairman, the vice Chairman; or
- (c) in the absence of the Chairman and vice Chairman, 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.

## **17. Adjournment of General Meetings**

- 17.1 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.
- 17.2 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.
- 17.3 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.

## **18. Determination of Questions Arising at General Meetings**

- 18.1 A question arising at a general meeting of the Association is to be determined on a show of hands. However, a secret ballot shall be held if a request is made by a financial member present. The Chairman shall determine the manner in which the secret ballot will be conducted, and the result as declared by the Chairman, shall be deemed to be a resolution of the matter concerned.
- 18.2 A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minutes of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.
- 18.3 A member may appoint in writing another member to be their proxy and to attend, and vote on their behalf at any General Meeting. The written appointment of another member to act as proxy must be delivered to the registered office of the Association or tabled at the General Meeting prior to the commencement of the meeting. An instrument to appoint a proxy:
  - (a) need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney; and

- (b) may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- 18.4 Each member, present in person or by proxy, is entitled to one vote on any question arising at a General Meeting.
- 18.5 A proxy is entitled to a separate vote for each member the person represents
- 18.4 The Chairman shall have a second or casting vote at a General Meeting in the event of a tied vote.

## **19. When Secret Ballot is to be Taken**

- 19.1 A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 19.2 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.

## **20. Affairs of Association to be Managed by the Board**

- 20.1 The affairs of the Association are to be managed by a Board of management constituted as provided in [rule 21](#).
- 20.2 The Board –
  - (a) is to control and manage the business and affairs of the Association; and
  - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
  - (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

## **21. Constitution of the Board**

### 21.1 Board

- (a) The Association shall be governed by a voluntary Board comprising of:
  - Chairman
  - Vice Chairman
  - Secretary
  - Treasurer

- 3-5 other Board members.

(b) The Board shall ideally comprise at least one representative from each of the three regions of the state.

21.2 The Board shall be responsible for:

- (a) Upholding and advancing the objects of the Association and the proper exercise of the powers of the Association.
- (b) Meeting the requirements of the Associations Incorporation Act, 1964.
- (c) Overseeing the management and administration of the Association and any services it provides including the employment and dismissal of staff consistent with any contractual and legal obligations.
- (d) Directing the financial management of the Association including the financial management of any services it provides and meeting the requirements of any funding or other agreements into which the Association has entered.
- (e) Undertaking statutory, fiduciary and other duties determined by the Board.
- (f) Maintaining membership of and community support for the Association.

21.3 *Board Meetings*

- (a) The Board shall meet at least 6 times in each financial year or as often as is required to complete the business of the Association.
- (b) Written notice of each Board meeting is to be served on each member of the Board by –
  - (i) giving it to the member during business hours before the day on which the meeting is to be held; or
  - (ii) 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
  - (iii) 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
  - (iv) faxing it to the member's fax number; or

(v) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

(c) The Chairman or two members of the Board shall have the power to call a special meeting of the Board.

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

21.4 At each meeting of the Board, the chairperson is to be –

(a) the Chairman; or

(b) in the absence of the Chairman, the Vice-Chairman; or

(c) in the absence of the Chairman and the Vice-Chairman, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.

21.5 *Quorum for Board Meetings*

The quorum for a meeting shall be 50% of Board members, one of which must be the Chairman, Vice-Chairman, Secretary or Treasurer. If a quorum is not present within half an hour after the time appointed for the commencement of –

(a) a meeting of the Board (other than a special Board 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 meeting, the meeting is dissolved.

21.6 *Use of technology*

(a) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that committee member and the Board members present at the meeting to clearly and simultaneously communicate with each other.

(b) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule 21.6(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

21.7 *Voting at Board Meetings*

(a) Each Board Member including the Chairman has one vote.

(b) All voting shall be in person and all decisions at Board Meetings will be deemed to be passed if a majority vote is obtained.

(c) The Chairman shall have a second or casting vote at a Board meeting in the case of a tied vote.

- (d) Any member of the Board who has a direct or indirect financial interest or other interest in any matter to be considered by the Board shall as soon as they are aware of their interest disclose it to the Board and cease to be involved in the decision.
- (e) The Board may invite any person to address the meeting, but that person shall have no right to vote.

#### 21.8 *Staff Representation at Board Meetings*

- (a) A staff member nominated by the Board will attend each Board meeting in an ex-officio capacity and shall not have a vote.

The staff member will:

- (i) Present a report on the strategic implementation of the operational plan, in a format determined by the Board.
  - (ii) Bring to the attention of the Board any issues which require Board consideration.
  - (iii) Provide information and advice to assist the Board in its deliberations.
  - (iv) Provide feedback to other staff of the considerations and deliberations of the Board.
- (b) The Board may, by a majority vote, require that no staff member be present for all or part of a Board meeting.

#### 21.9 *Election of Board Members*

- (a) Board members shall be elected at the Annual General Meeting of the Association for a term of 3 years in office.
- (b) One third of Board members, or the number nearest to one third if Board numbers are not a multiple of 3, must retire from office at each AGM.
- (c) Retiring Board members are eligible for re-election for a period not exceeding 3 terms of office. A member may be nominated for subsequent terms by special resolution.
- (d) Nominations for Board Positions
  - (i) Only financial members of the Association can nominate for election.
  - (ii) Retiring Board members may nominate for re-election.
  - (iii) Nominations for vacant positions on the Board must be:
    - made in writing in a form approved by the Board;

- be seconded by another member and;
  - be delivered to the Secretary at least 14 days prior to the AGM.
- (iv) If fewer nominations are received than there are vacancies on the Board, nominations may be received at the Annual General Meeting.
  - (v) If any Board positions are not filled at the Annual General Meeting the Board shall endeavour to fill the positions as soon as possible from the membership of the Association.
  - (vi) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting.

#### 21.10 *Cessation of Office of Board Members*

- (a) A member of the Board shall cease to hold office if:
  - (i) They resign in writing as a Board member.
  - (ii) They resign, are suspended or expelled as a member of the Association.
  - (iii) A majority of the Board vote to expel a person from the Board.
  - (iv) The member ceases to be a financial member of the Association through failure to pay the membership fee by the date due for payment.
- (b) *Expulsion from the Board*
  - (i) A Board member can be expelled as a member of the Board if the Board considers the member's conduct is detrimental to the interests of the Association or the member is not performing their duties of office fully.
  - (ii) The Board member can appeal against their expulsion in accordance with rule 25.
- (c) *Absence from Meetings*

Absence from 3 Board meetings without notification or acceptable excuse is grounds for removal from office of a Board member.

#### 21.11 *Leave of absence*

- (a) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 1 year, determined on a case by case basis, subject to the needs of the Association.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

### 21.12 *Casual vacancies in Membership of Board*

When a position on the Board becomes vacant, the Board may second a member of the Association to fill the vacant position until the expiry of the current term of the position.

## **22. Disclosure of Interests**

- 22.1 If a member of the Board 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 Board or Subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Board.
- 22.2 If at a meeting of the Board or a Subcommittee a member of the Board or Subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

## **23. Subcommittees**

- 23.1 The Board may –
- (a) appoint a Subcommittee from the Board; and
  - (b) prescribe the powers and functions of that Subcommittee.
- 23.2 The Board 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.
- 23.3 A quorum for the transaction of the business of a meeting of the Subcommittee is 3 appointed members entitled to vote.
- 23.4 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.
- 23.6 On any question arising at a meeting of a Subcommittee, a member of the Subcommittee (including the chairperson) has one vote only.
- 23.7 Written notice of each Subcommittee meeting is to be served on each member of the Subcommittee specifying the date of the meeting.

## **24. Service of Notices and Requisitions**

- 24.1 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.

## **25. Expulsion of Members**

- 25.1 The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.
- 25.2 The expulsion of a member under [subrule 25.1](#) does not take effect until whichever of the following occurs later:
  - (a) the fourteenth day after the day on which a notice is served on the member under [subrule 25.3](#) ;
  - (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.
- 25.3 If the Board expels a member from the Association, the public officer, without undue delay, is to cause to be served on the member a notice in writing –
  - (a) stating that the Board has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of the right to appeal against the expulsion under [rule 26](#).

## **26. Appeal Against Expulsion**

- 26.1 A member may appeal against an expulsion under [rule 25](#) by serving on the public officer, within 14 days after the service of a notice under [subrule 25\(3\)](#) , a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 26.2 On receipt of a requisition, the public officer is to immediately notify the Board of the receipt.
- 26.3 The Board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 26.4 At a special general meeting convened for the purpose of hearing an appeal under this rule –
  - (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and

- (c) the expelled member must be given an opportunity to be heard; and
  - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- 26.5 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.
- 26.6 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.

## **27. Disputes**

- 27.1 A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the [Commercial Arbitration Act 2011](#) .
- 27.2 This rule does not affect the operation of [rule 26](#) .

## **28. Seal of Association**

- 28.1 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".
- 28.2 The seal is not to be affixed to any instrument except by the authority of the Board.
- 28.3 The affixing of the seal is to be attested by:
- (a) a member of the Board; and
  - (b) a member of the Board or an employee who has been duly authorised by the Board.
- 28.4 If a sealed instrument has been attested under [subrule 28.3](#) , it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.

## **29. Dissolution**

- 29.1 Every member who held membership in the 12 months immediately preceding the commencement of winding up of the Association, is liable to contribute \$2 to

the payment of debts, liabilities and costs associated with winding up of the Association.

- 29.2 If, on the winding up of the Association, any property of the Association that remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:
- (a) to another incorporated non-profit association having objects similar to those of the Association which is not carried on for the profit or gain of individual members, or
  - (b) for charitable purposes, determined by resolution of the members authorising and directing the Board under Section 33 of the Act in preparing a distribution plan for the distribution of the surplus property of the Association.
- 29.3 The Association shall not be voluntarily dissolved except by special resolution. A copy of the resolution to dissolve the Association will be lodged with the Commissioner for Corporate Affairs within fourteen (14) days after the passing of the resolution.