**CONSTITUTION**

**CHILD HEALTH ASSOCIATION**

**Inc. 1997**

**ABN: 92406937439**

[Preliminary 4](#_Toc431332702)

[1. Name of association 4](#_Toc431332703)

[2. NFP organisation and promotion of Objectives of Association 4](#_Toc431332704)

[3. Interpretation 4](#_Toc431332705)

[4. Association's office 5](#_Toc431332706)

[5. Winding up the organisation 5](#_Toc431332707)

[6. Limited liability of members 5](#_Toc431332708)

[Charitable Purposes and Powers 5](#_Toc431332709)

[7. Objectives 5](#_Toc431332710)

[8. Additional objects and purposes 6](#_Toc431332711)

[9. Not-for-profit 7](#_Toc431332712)

[Members 7](#_Toc431332713)

[10. Membership and register of members 7](#_Toc431332714)

[11. Full Membership and Associate Membership applications 8](#_Toc431332715)

[12. Acceptance by the Organisation 9](#_Toc431332716)

[13. Right, privileges and obligations of members 9](#_Toc431332717)

[14. Annual subscription 10](#_Toc431332718)

[Dispute Resolution and Disciplinary Procedures 11](#_Toc431332719)

[15. Expulsion of members 11](#_Toc431332720)

[16. Appeal against expulsion 11](#_Toc431332721)

[17. Disputes 13](#_Toc431332722)

[Income, Property and Accounts 13](#_Toc431332723)

[18. Income and Property of Association 13](#_Toc431332724)

[19. Special resolution on property 13](#_Toc431332725)

[20. Remaining property and assets on winding up of organisation 14](#_Toc431332726)

[21. Appointment of Board members to staff and payment of Board members 14](#_Toc431332727)

[22. Accounts of receipts and expenditure 14](#_Toc431332728)

[23. Banking and finance 15](#_Toc431332729)

[24. Auditor 16](#_Toc431332730)

[25. Audit of accounts 17](#_Toc431332731)

[Meetings of the Board 19](#_Toc431332732)

[26. Annual general meeting 19](#_Toc431332733)

[27. Special Resolutions 20](#_Toc431332734)

[28. Notices of general meetings 22](#_Toc431332735)

[29. Business and quorum at general meetings 23](#_Toc431332736)

[30. President to preside at general meetings 23](#_Toc431332737)

[31. Adjournment of general meetings 23](#_Toc431332738)

[32. Determination of questions arising at general meetings 24](#_Toc431332739)

[Voting at General Meetings 24](#_Toc431332740)

[33. Votes 24](#_Toc431332741)

[34. Taking of poll 25](#_Toc431332742)

[35. When poll to be taken 25](#_Toc431332743)

[The Board 25](#_Toc431332744)

[36. Affairs of Association to be managed by a Board 25](#_Toc431332745)

[37. Officers of the Association 26](#_Toc431332746)

[38. Constitution of the Board 27](#_Toc431332747)

[39. Election of members of Board 28](#_Toc431332748)

[40. Vacation of office 29](#_Toc431332749)

[Board Meetings 29](#_Toc431332750)

[41. Meetings of the Board and of subcommittees 29](#_Toc431332751)

[42. Disclosure of interest in contracts 31](#_Toc431332752)

[43. Subcommittees 32](#_Toc431332753)

[44. Executive Board 33](#_Toc431332754)

[Financial Year 33](#_Toc431332755)

[45. Financial year 33](#_Toc431332756)

[46. Seal of Association 34](#_Toc431332757)

[47. Public Officer 34](#_Toc431332758)

[By-Laws 36](#_Toc431332759)

[48. Changes to bylaws 36](#_Toc431332760)

[Insurance 36](#_Toc431332761)

[49. Insurance 36](#_Toc431332762)

[Service of documents 36](#_Toc431332763)

[50. Service of documents 36](#_Toc431332764)

# Preliminary

# Name of association

The name of the Association is as follows:

CHILD HEALTH ASSOCIATION Inc

# NFP organisation and promotion of Objectives of Association

The Association is a non-profit organisation. All monies, in particular all grants, subsidies, donations and subscriptions shall be applied to the promotion of the Objectives of the Association, and there shall be no distribution of any part thereof to members, other than for meeting an urgent need approved as deserving by a majority Association vote.

# Interpretation

In these rules -

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

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

"auditor" means the person appointed as the auditor of the Association under rule 10;

'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 that Association;

“Board" means a Board as defined by the Act;

"general meeting" includes -

(a) the annual general meeting; and

(b) any special general meeting;

"ordinary business of the annual general meeting' means the business specified in rule 12.5;

“ordinary Board member” means a member of the Board to whom rule 24.1 relates;

“special general meeting” means any general meeting other than the annual general meeting;

# Association's office

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

Level 1, McDougall Building

9 Ellerslie Road

Battery Point 7004

# Winding up the organisation

If the Association is wound up -

(a) every member of the Association; and

(b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association:

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

 (ii) for the adjustment of the rights of the contributories among themselves.

# Limited liability of members

(a) Any liability under sub rule 5 is not to exceed $10

(b) A former member is not liable to contribute under sub rule 5 in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

# Charitable Purposes and Powers

# Objectives

**Objective 7.1**

A safe, welcoming and inclusive environment is provided for parents and all stakeholders accessing CHAT services.

**Objective 7.2**

Develop and maintain a supportive network with other service providers in the Tasmanian community

**Objective 7.3**

To advocate on primary health issues affecting the Tasmanian community

# Additional objects and purposes

In addition to the basic objects of the Association, the objects and purposes of the Association include the following:

(a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property 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 for any one or more of the objects or purposes of the Association;

(e) the taking of any step the Board or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;

 (f) the printing and publishing of any newspapers, periodicals, books, leaflets or other documents the Board or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;

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

(i) the Board 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 of any moneys of the Association not immediately required for any of its objects or purposes in any manner the Board determines;

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

(j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the association and their dependants, and the granting of pensions;

(k) 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 purposes;

(l) 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;

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

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

# Not-for-profit

9.1 TheAssociation must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 19.

9.2 Clause 9.1 does not stop the **Association** from doing the following things, provided they are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association, or

(b) making a payment to a member in carrying out the Association’s charitable purpose(s).

# Members

# Membership and register of members

10.1 A person or organisation –

a) becomes a member of the Association on payment of the prescribed fee and receipt by the Association of the application form, and

b) ceases to be a member of the Association when his or her name, or the organisation’s name, is removed from the register of members.

A person is eligible to be a member of the Association on payment of the annual subscription fixed under these rules.

10.2 Full Membership –

being a person (or persons) who is interested in promoting and/or maintaining the aims and interests of the Association, and who may be interested individuals or parents or carers of children, and who have paid all due fees as fixed Association reviewed annually and determined by the Association Board members at each AGM. Full members are entitled to one vote per member.

10.3 Associate Member –

being a group or organisation interested in promoting and/or maintaining the objectives and interests of the Association, and who have paid all subscriptions or fees reviewed and determined by the Association Board members at each AGM. Associate members are to be non-voting.

10.4 Honorary Life Member –

being such person who is elected as Honorary Life Member at an Annual General Meeting or Special General Meeting on the recommendation of the Board in accordance with criteria and benefits as established by the Board. Honorary Life Members shall entitled to one vote, as per full members.

10.5 Any other category which the Board determines.

10.6 A register of members is to be kept by the Association showing, at a minimum, the name, address and date of commencement of membership.

10.7 On receipt of a notice from a member under subrule 13.2, the public officer is to remove the name of the member from the register of members.

# Full Membership and Associate Membership applications

An application for Full Membership and Associate Membership of the Association is to be –

a) made in writing on the application form of the Association, and

b) accompanied by the prescribed fee, and

c) lodged with the Association.

11.1 Life Membership

A financial member of the Association may nominate another financial member of the Association for Life Membership provided –

a)that the nomination is made in writing and is endorsed by a second financial member of the Association; and

b) that the nomination is based on a minimum of 5 years continuous service to the Association to the benefit families in the member's local area; and

c) that the nomination be granted at the discretion of the Board of the Association.

#  Acceptance by the Organisation

On an Application being accepted by the Association, the Association –

a) is to notify the nominee that she or he has been approved for membership of the Association, and

b) upon receipt of the sum payable as the year’s subscription, is to enter the nominee’s name in a register of members.

#  Right, privileges and obligations of members

Any right, privilege or obligation of a person or an organisation as a member of the Association –

a) is not capable of being transferred or transmitted to another person or organisation, and

b) terminates on the cessation of the membership.

13.1 Members are to pay the prescribed fee, which will be due and payable at a date to be determined by the Association. The prescribed fee is to be determined at the Annual General Meeting each year.

13.2 Resignation of members

A member of the Association may resign from the Association by notifying the State Office or upon non-payment of membership fees.

1. Where a member of the Association resigns from the Association they are not entitled to a refund of the membership fee.

13.3 Membership and cease of membership

A person -

 (a) becomes a member of the Association when:

 (i) his or her name is entered in the register of members.

(b) ceases to be a member of the Association when:

 (i) his or her name is removed from the register of members, or

 (ii) he or she has failed for a period exceeding three (3) months to pay the annual membership fee

13.4 Written resignation

A member of the Association may resign from the Association by delivering or sending by post to the public officer a written notice of resignation.

# Annual subscription

14.1 Annual subscription

The annual subscription payable by members shall be set by the members at the Annual General Meeting or by special resolution from time to time as and when required.

14.2 Alteration of subscription

The annual subscription may be altered by the members by special resolution.

14.3 Annual subscription due

The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

# Dispute Resolution and Disciplinary Procedures

# Expulsion of members

15.1 Expulsion of members

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. This includes but is not limited to a breach of the Constitution or any policy or procedure of the Association.

15.2 Effect of rule 15

The expulsion of a member under does not take effect until whichever of the following is the later date:

(a) the expiration of 14 days after the service on the member of a notice under subrule 15.3;

(b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

15.3 Notice of expulsion

If the Board expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing

(a) stating that the Board has expelled the member; and

(b) specifying the grounds for the expulsion; and

(c) informing the member of a right to appeal against the expulsion under rule 15.

#  Appeal against expulsion

16.1 Appeal against expulsion generally

A member may appeal against an expulsion under rule 15 by delivering or sending by post to the public officer of the Association, within 14 days after the service of a notice under rule 15.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

16.2 Receipt of a requisition

On receipt of a requisition -

(a) the public officer is to immediately notify the Board of its receipt; and

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

16.3 Special general meeting for expulsion

At a special general meeting convened for the purpose of this rule -

(a) no business other than the question of the expulsion is to be transacted; and

(b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and

(c) the expelled member is to be given all opportunity to be heard; and

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

16.4 Lifting of expulsion

If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion -

(a) the expulsion is to be taken to have been lifted; and

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

16.5 Confirmation of expulsion

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.

#  Disputes

17.1 Grievance Policy

A dispute between a member of the Association and the Association is to be determined by the Grievance Policy of the Association.

17.2 Operation of rule 15

This rule does not affect the operation of rule 15.

# Income, Property and Accounts

# Income and Property of Association

18.1 Promotion of objects and purposes of CHAT

The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

18.2 Transfer of income and property

No portion of the income and property of the Association is to be paid or transferred to any member of the Association.

# Special resolution on property

The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with the *Associations Incorporation Act 1964*.

#  Remaining property and assets on winding up of organisation

On the winding up of the Association, any unexpended grant monies received from any statutory bodies are to be refunded to those bodies in full. All remaining property and assets are to be paid or transferred to a public benevolent institution and/or a charitable fund selected by the Association.

# Appointment of Board members to staff and payment of Board members

21.1 Appointment of Board members to staff

The Association is not to -

(a) appoint a person who is a member of the Board to any office in the gift of the Association of which there is payable any remuneration by way of salary, fees or allowances; or

(b) pay to any member of the Board any remuneration other than the out of pocket expenses per Reimbursement policy.

21.2 Payment of Board Members

A servant or member of the Association may be paid-

(a) remuneration in return for services to the Association or for goods supplied to the Association in the ordinary course of business; or

(b) interest at a rate not exceeding 7¼% on money lent to the Association; or

(c) a reasonable and proper sum by way of rent for premises let to the Association.

# Accounts of receipts and expenditure

22.1 True accounts

True accounts are to be kept of -

(a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and

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

22.2 Accounts open to inspection

The accounts are to be open to inspection by members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.

22.3 Treasurer's Role

The Treasurer of the Association is to oversee the keeping of general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board directs.

22.4 Account keeping location

The accounts, books and records are to be kept the Association’s office or at any other place the Board decides.

# Banking and finance

23.1 Treasurer of Association

The treasurer of the Association, or his or her nominated representatives from time to time determined by the Board, on behalf of the Association, is to -

(a) receive all money paid to the association; and

(b) Immediately after the receipt issue official receipts.

23.2 Association Bank Account

The Board shall open with any bank, building society or credit union the Board selects, an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.

23.3 Cheques

The Board may -

(a) receive from the Association’s bank or financial institution the cheques drawn by the Association on any of its accounts with the bank or financial institution; and

(b) release and indemnify the bank or financial institution from and against all claims, actions, suits or demands that may be brought against the bank or financial institution arising directly or indirectly out of those cheques.

23.4 Payment outside of cheques

Except with the authority of the Board, a payment of any sum exceeding $100 or such other sum resolved by the Board from time to time, is not to be made from the funds of the Association otherwise than by cheque, credit card or electronic funds transfer drawn on the Association’s account.

23.5 Provision of funds to Treasurer

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

#  Auditor

24.1 Appointment

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

24.2 Office of auditor

The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.

24.3 Removal of auditor

The auditor may only be removed from office by special resolution.

24.4 Board appointment of auditor

If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association.

24.5 Casual vacancy of auditor

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

#  Audit of accounts

25.1 Yearly audit of accounts

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

25.2 Role of auditor

The auditor is to -

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

(b) report to the members present at the annual general meeting.

25.3 Auditor report

In the report and in certifying to the accounts, the auditor is to state if -

(a) he or she has obtained the required information; and

(b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association -

 (i) according to the information at his or her disposal and the explanations given; and

 (ii) as shown by the books of the Association; and

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

25.4 Public officer to deliver accounts and records to auditor

The public officer of the Association is to cause to be delivered to the auditor a list of all the accounts and records of the Association.

25.5 Rights of auditor

The auditor may -

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

(b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and

(c) employ persons to assist in investigating the accounts of the Association;

(d) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association; and

(e) attend any general meeting and be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

(f) The Association must give the auditor (if any) any communications relating to the general meeting that a member of the Association is entitled to receive.

# Meetings of the Board

#  Annual general meeting

26.1 Annual general meeting

The Association is to hold an annual general meeting each year.

26.2 Timing of annual general meeting

The annual general meeting is to be held on any day (being not later than four (4) months after the close of the financial year of the Association) the Board determines.

26.3 Held in addition to other meetings

The annual general meeting is to be in addition to any other general meetings that may be held in the same year.

26.4 Notice convening annual general meeting

The notice convening the annual general meeting is to specify the purpose of the meeting.

26.5 Ordinary business of annual general meeting

The ordinary business of the annual general meeting is to be as follows:

(a) to confirm the minutes of the last preceding annual general meeting;

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

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

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

26.6 Notice of special business at annual general meeting

The annual general meeting may transact special business of which notice is given in accordance with rule 14.

#  Special Resolutions

27.1 Special resolutions

A special resolution must be passed by a General Meeting of the Association to effect the following changes:

(a) a change of the Association's name

(b) a change of the Association's rules

(c) a change of the Association's objects

(d) closure of the Association by:

 (i) an amalgamation with another incorporated Association

 (ii) voluntary wind up of the Association and distribution of its property, or

 (iii) voluntary cancellation of Association at the Association’s request

(e) to apply for registration as a Association or a co-operative

27.2 Special resolutions to be passed

A special resolution is to be passed in the following manner:

(a) a notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution

(b) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting

(c) a quorum must be present at the meeting

(d) at least a three quarter majority must vote in favour of the resolution

(e) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Office of Consumer Affairs & Fair Trading - Business Affairs Branch (or equivalent) for permission to pass the resolution in some other way.

27.3 Notification of changes

The Office of Consumer Affairs & Fair Trading - Business Affairs Branch (or equivalent) shall be notified in the following circumstances (See also rule 37.5):

(a) a change of the Association’s objects or rules (within one month)

(b) a change in the Association's name (within one month)

27.4 Special general meeting

The Board may convene a special general meeting of the Association at any time.

27.5 Requisition of special general meeting by members

The Board, on the requisition in writing of at least 10 members, may convene a special general meeting of the Association.

27.6 Requirements of requisition of special general meeting

A requisition for a special general meeting -

(a) is to state the objects of the meeting; and

(b) is to be signed by the requisitions; 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.

27.7 Failure to cause special general meeting on requisition

If the Board does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.

27.8 Manner of special general meetings on requisition

A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Board.

27.9 Expenses of requisitionists

All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

#  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:

(a) publish in at least one newspaper circulating in Tasmania an advertisement specifying –

 (i) the place, day and time at which the meeting is to be held; and

 (ii) the nature of the business that is to be transacted at the meeting; and

(b) notify all members of the Association specifying:

 (i) the place, day and time at which the meeting is to be held; and

 (ii) the nature of the business that is to be transacted at the meeting, in accordance with rule 32.

#  Business and quorum at general meetings

29.1 Special business at general meetings

All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.

29.2 General meeting quorum

Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.

29.3 Five members for general meeting quorum

A quorum for the transaction of the business of a general meeting is five (5) members present and entitled to vote.

29.4 Quorum not present

If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting -

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

(b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.

(c) in any other case any informal meeting may occur with business to be ratified at the next convened meeting

#  President to preside at general meetings

The president, or in his or her absence, the vice-president, or in the absence of both the president and the vice-president, another such Board member may preside as chairperson at every general meeting of the Association.

#  Adjournment of general meetings

31.1 Adjournment of meetings

The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 Notice of adjournment

If a meeting is adjourned the notice is to be given in the same manner as the notice of the original meeting

#  Determination of questions arising at general meetings

32.1 Show of hands

A question arising at a general meeting of the Association is to be determined on a show of hands.

32.2 Declaration of resolution

Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson 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 the fact, without proof of the number or proportion of the votes recorded in favour of; or against, that resolution.

#  Voting at General Meetings

#  Votes

33.1 Member votes

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

33.2 Votes to be given personally

All votes are to be given personally.

33.3 Chairperson vote

In the case of an equality of voting on a question, chairperson has a second or casting vote.

#  Taking of poll

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

(a) it is to be taken at that meeting in the manner the chairperson directs; and

(b) the result of the poll is taken to be the resolution of the meeting on that question.

#  When poll to be taken

35.1 Election of chairperson or adjournment

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

35.2 Polls in other circumstances

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 directs.

# The Board

#  Affairs of Association to be managed by a Board

36.1 Board of management

The affairs of the Association are to be managed by a Board of management constituted as provided in rule 22.

36.2 Role of the Board

The Board -

(a) is to control and manage the business and affairs of the Association; and

(b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and

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

#  Officers of the Association

37.1 Officers of the Association

The officers of the Association are as follows:

(a) a President;

(b) Vice President

(c) Secretary

(d) Treasurer

(e) 2-4 Board members

37.2 Other provisions

The provisions of rule 37.3 and 37.4, so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in subrule 37.1.

37.3 Term of membership of the Board

The normal term of membership of the Board will be two years from the Board member’s election at the Annual General Meeting. Board members are limited to not more than three consecutive terms.

37.4 Employees of CHAT as Board members

Employees of CHAT are not eligible to be a Board member until two years have elapsed since employment ceased.

37.5 Board positions elected at general meeting

Each officer of the Association is to hold office until the annual general meeting next after the date of election and is eligible for re-election.

37.6 Board to fill casual vacancies as needed

If a casual vacancy in any office referred to in subrule 37.1 occurs, the Board may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

# Constitution of the Board

38.1 Constitution of the Board

The Board consists of the following:

(a) the officers of the Association, who are elected at the annual general meeting of the Association each year;

(b) the state executive officer – non voting

38.2 Board members term of office

An ordinary Board member is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.

38.3 Casual vacancies

If a casual vacancy occurs in the office of ordinary Board member, the Board may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.

#  Election of members of Board

39.1 Nominations

Nominations of candidates for election as officers of the Association or as ordinary Board members are 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);

(b) a candidate must be a financial member of the Association; and

(c) delivered to the public officer of the Association at least 10 days before the date fixed for the holding of the annual general meeting.

39.2 Board positions

The President and other officers shall be elected by the Board at the first meeting after the Annual General Meeting where the Board are appointed.

39.3 Insufficient nominations

If insufficient nominations are received to fill all vacancies on the Board -

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

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

39.4 Non-contested nominations

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

39.5 Contested nominations

If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

39.6 Ballot for nominations

The ballot for the election of officers and ordinary Board members is to be conducted at the annual general meeting in the usual manner as directed by the Board.

#  Vacation of office

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

(a) dies; or

(b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or

(c) becomes of unsound mind; or

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

(e) ceases to be resident in the State; or

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

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

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

# Board Meetings

#  Meetings of the Board and of subcommittees

41.1 Number of meetings

The Board is to meet at least 6 six times per calendar year at any place and time the Board determines.

41.2 Special meetings

Special meetings of the Board may be convened by the president or any 4 of its members.

41.3 Notice of meetings

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 is to be transacted at such a meeting.

41.4 Quorum

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

41.5 Requirement of quorum for transactions

Business is not to be transacted unless a quorum is present.

41.6 Adjournment of meetings

If half an hour after the time appointed for the meeting a quorum is not present, the meeting is 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 is dissolved.

41.7 Members at Board meetings

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

(a) the president, or in his or her absence the vice president, or in the absence of both the president and the vice president another Board member.

(b) if the president and the vice president are absent, any one of the remaining members of the Board as may be chosen by the members present.

41.8 Absences

Absences must be accepted by the President in order to be recorded as a formal apology.

41.9 Questions at meetings

Any question arising at a meeting of the Board or of any sub Board appointed by the Board is to be determined -

(a) on a show of hands; or

(b) if demanded by a member, by a poll taken any manner the person presiding at the meeting determines.

41.10 One vote per member

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

41.11 Equality of votes

If there is an equality of votes on any question, the person presiding has a second or casting vote.

41.12 Notice of Board meetings

Notice of each Board meeting is to be served on each member of the Board under the provisions of subrule 36.6.

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

(b) sending it by post in a prepaid envelope addressed to his or her usual or last-known address or email in time to reach him or her in due course of post before the date of the meeting.

#  Disclosure of interest in contracts

42.1 Disclosure of interests

A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest -

(a) at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or

(b) in any other case, at the first meeting of the Board after the acquisition of the interest.

42.2 Disclosure of interests post contract or arrangements

If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Board after he or she becomes so interested.

42.3 Voting and disclosure of interests

A member of the Board is not to vote as a member of the Board in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

#  Subcommittees

43.1 SubBoard

The Board may -

(a) appoint a subBoard from the committee Board; and

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

43.2 Members of subBoard

The Board may co-opt any person as a member of a subBoard without voting rights, whether or not the person is a member of the Association.

43.3 Quorum of subBoard

A quorum at a meeting of the subBoard is 3 appointed members.

43.4 Notice of subBoard meetings and subrule 43.6

Notice of each Board meeting is to be served on each member of the Board under the provisions of subrule 43.6.

43.5 Convening meeting of subBoard

The President of the Association is to convene meetings of a subBoard.

43.6 Written notice of meetings

Written notice of each subBoard meeting is to be served on each member of the subBoard by -

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

(b) by sending it by post in a prepaid envelope addressed to his or her usual or last-known address or email in time to reach him or her in due course of post before the date of the meeting.

#  Executive Board

44.1 Executive Board

The President, the Vice-President, Secretary, and Treasurer constitute the executive Board.

44.2 Instructions from executive Board

The executive Board 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 period between meetings of the Board.

44.3 Reporting to meeting of the Board

The executive Board is to report on any instructions issued under subrule 44.2 to the next meeting of the Board.

# Financial Year

#  Financial year

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

#  Seal of Association

46.1 Rubber stamp

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".

46.2 Affixture of seal

The seal of the Association is not to be affixed to any instrument except by the authority of the Board.

46.3 Attesting to affixture of seal

The affixing of the seal is to be attested by the signatures of -

(a) one member of the Board and the public officer of the Association or any other person the Board may appoint for that purpose.

46.4 Authority of the Board

Attestation under subrule 46.3 is sufficient for all purposes that the seal was affixed by authority of the Board.

#  Public Officer

47.1 Position of Public Officer

The Public Officer may be a Board member, the Executive Officer, or any other person that is a financial member of the Association that is regarded as suitable for the position by the Association.

47.2 Removal of Public Officer

The Association may, at any time, remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older, a financial member of the Association and a resident of Tasmania.

47.3 Vacation of Public Officer

The Public Officer is to be deemed to have vacated their position in the following circumstances:

a) death

b) resignation

c) removal by the Association at a General Meeting

d) bankruptcy or financial insolvency

e) if incapacitated through illness or injury where such illness or injury prevent the Public Officer from fulfilling the requirements of the position

f) breach of the Code of Conduct

g) residency outside Tasmania.

47.4 Vacancy

When a vacancy occurs in the position of Public Officer the Association shall within 14 days notify the Office of Consumer Affairs & Fair Trading – Business Affairs Branch (or equivalent) and appoint a new Public Officer.

47.5 Office of Consumer Affairs & Fair Trading notification

The Public Officer is required to notify the Office of Consumer Affairs & Fair Trading - Business Affairs Branch in the following circumstances:

a) on appointment

b) a change of residential address

c) a change in the Association's objects or rules

d) a change in the Association's name

e) change in the membership of the Board.

47.6 Other rules apply

For the purposes of this provision, rules 9, 11, 14 and 35 apply.

# By-Laws

#  Changes to bylaws

The Association may make, repeal and amend Association by-laws as they shall deem expedient for the management and well-being of the Association. All bylaws made by the Association under this rule, are to remain lawful and operative until repealed, amended or rescinded by the Association.

# Insurance

# Insurance

The Association is to effect and maintain insurance as is required under the relevant Act together with any other insurance which may be required by law or regarded as necessary by the Association.

# Service of documents

# Service of documents

Service of documents on the Association is affected by serving them on the Executive Officer or by serving them personally on two members of the Board.

Printed and numbered in accordance with the Rules Publication Act 1953.

Notified in the Gazette on 24 December 1997.

These regulations are administered in the Department of Justice.