

# **Kingborough Community Enterprise Centre Inc**

**Trading as:**

**Kingborough and Huon Business Enterprise  
Centre**

**& Business South.**



**Constitution**

**Version 2.0 October 2025**



## Table of Contents

<b>SCHEDULE 1 – MODEL RULES FOR AN ASSOCIATION .....</b>	<b>4</b>
1. Name of Association.....	4
2. Interpretation.....	4
3. Association's office .....	5
4. Objects and purposes of Association .....	5
5. Membership of Association .....	7
6. Liability of members.....	8
7. Income and property of Association .....	9
8. Accounts of receipts and expenditure .....	10
9. Banking and finance .....	10
10. Auditor .....	12
11. Audit of accounts .....	13
12. Exemptions under the Act .....	14
13. Annual general meeting.....	14
14. Special general meetings .....	16
15. Notices of general meetings .....	17
16. Business and quorum at general meetings.....	17
17. The Chair at general meetings .....	18
18. Adjournment of general meetings .....	18
19. Determination of questions arising at general meetings .....	19
20. Votes .....	19
XX21. Taking of poll.....	19
XX22. When poll to be taken .....	19
21. Affairs of Association to be managed by a board.....	19
22. Officers of the Association .....	19
23. Constitution of the board .....	20
24. Election of board members .....	21
25. Vacation of office .....	21
26. Meetings of the board .....	22
27. Disclosure of interests.....	23



28. Subcommittees .....	23
29. Executive board .....	24
30. Annual subscription .....	24
31. Service of notices and requisitions .....	25
32. Expulsion of members .....	25
33. Disputes.....	25
34. Seal of Association .....	25

## SCHEDULE 1 – MODEL RULES FOR AN ASSOCIATION

Regulation 3

### 1. Name of Association

The name of the Association is as follows:

Kingborough Community Enterprise Centre Inc.,

**Trading as:** Kingborough and Huon Business Enterprise Centre & Business South.

### 2. Interpretation

In this constitution and any By-Laws, 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 13;

**Association** means the Association referred to in rule 1;

**Association** has the same meaning as in the Act;

**auditor** means the person appointed as the auditor of the Association under rule 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;

**basic objects of the Association** means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

**board** means the committee 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;



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

**ordinary business of an annual general meeting** means the business specified in rule 13(5);

**ordinary 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 board meeting** means a meeting of the board that is convened under rule 26(2) by the Chair or any 4 of the members of the board;

**special general meeting** means a special general meeting of the Association convened under rule 14;

**special resolution** has the same meaning as in the Act.

### 3. Association's office

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

11 Hutchins Street, Kingston Library, Kingston Tas 7050,

Postal address: PO Box 48, Kingston TAS 7051

### 4. Objects and purposes of Association

#### (1) Basic objects

The basic object and purpose of the Association is to promote, enhance and develop business and employment in southern Tasmania.

#### (2) Further objects and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods;

- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing or publication of any newspaper, periodical, book, leaflet, electronic communication or other document the board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
  - (i) the 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, in any manner the board determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the *Income Tax Assessment Act 1936* of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of Associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;

- (k) the establishment and support, or aiding in the establishment or support, of any other Association formed for any of the basic objects of the Association;
- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any Association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

## 5. Membership of Association

- (1) A person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in the By-Laws promulgated by the Board from time to time.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless –
  - (a) the person is nominated for membership in accordance with sub-rule (3); and
  - (b) the person is approved for membership by the board.
- (3) A nomination of a person for membership is to be –
  - (a) accompanied by the written consent of the person nominated; and
  - (b) lodged with the manager or employee of the Association.
- (4) The nomination is to be referred to the board in the timeframe outlined in the By-Laws as promulgated by the Board from time to time.
- (5) If a nomination is approved by the board, the manager or employee is to –
  - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and

- (b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in the register of members.
- (6) If a nomination is not approved by the board, the manager or employee is to notify the nominee, in writing, that the nominee has not been approved for membership of the Association (no reason is required).
- (7) A member of the Association may resign by serving on the manager or employee a written notice of resignation.
- (8) On receipt of a notice from a member of the Association under sub-rule (7), the manager or employee is to remove the name of the member from the register of members.
- (9) A person –
  - (a) becomes a member of the Association when their name is entered in the register of members; and
  - (b) ceases to be a member of the Association when their name is removed from the register of members under the applicable rules in the By-Laws.
- (10) The manager or employee is to maintain, or establish and maintain, a register of members containing –
  - (a) the name of each member of the Association and the date on which they became a member; and
  - (b) the member's postal or residential address or address of business or employment; and
  - (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
  - (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

## 6. Liability of members

- (1) 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.
- (2) If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –
  - (a) to the assets of the Association for payment of the liabilities of the Association; and
  - (b) for the costs, charges and expenses of the winding-up; and
  - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under sub-rule (2) is not to exceed the amount equivalent to the annual subscription amount (refer to By-Law 2: Annual Subscription).
- (4) Despite sub-rule (2), a former member of the Association is not liable to contribute under that sub-rule in respect of any liability of the Association incurred after they ceased to be a member.

## 7. Income and property of Association

- (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- (3) The Association may –
  - (a) pay a 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 prescribed in the By-Laws as promulgated by the Board from time to time.
- (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) if so requested by or on behalf of any other Association, organisation or body, appoint or nominate a member of the Association to an office in that other Association, organisation or body.

(4) Despite sub-rule (3)(a) and (b), the Association is not to pay a person any amount under that sub-rule unless the Association or board has first approved that payment.

(5) Despite sub-rule (3)(d), the Association is not to appoint or nominate a member of the Association under that sub-rule to an office in respect of which remuneration is payable unless the Association or 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**

- (1) True accounts are to be kept of the following:
  - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
  - (b) each asset or liability of the Association.
- (2) The treasurer of the Association, or an employee of the association, or a bookkeeper engaged by the Association, is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the board determines.
- (3) The accounts, books and records are to be kept at the Association's office or at any other place the board determines.

## **9. Banking and finance**

- (1) On behalf of the Association, the treasurer, or the manager, or an employee of the Association is to –

- (a) receive any money paid to the Association; and
- (b) after receiving the money, if requested by the payer, issue an official receipt in respect of the money in an electronic format or other format deemed applicable by the manager of the Association; and
- (c) cause the money to be paid into the account opened under sub-rule (2) as soon as practicable after it is received.

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

(3) The board may –

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

(4) Except with the authority of the board, a payment greater than the amount prescribed in the By-Laws, as promulgated by the Board from time to time, is not to be made from the funds of the Association other than –

- (a) by cheque drawn on the Association's account; or
- (b) by the associations credit card/s; or
- (c) by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution.

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

(6) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the board.

- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
  - (a) signed by any 2 authorised signatories of the Association;
- (8) Credit card expenditure, from the association's credit card account, is –
  - (a) To be within the card's pre-approved limit.
  - (b) To have a limit which has been approved by the board.
  - (c) Only used for business and direct expenses of the association,
  - (d) To be paid down to a zero balance as soon as practical so as not to incur ongoing credit fees.
- (9) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution –
  - (a) may only be authorised by 2 authorised signatories of the Association
  - (b) the signatories must provide written approval in any written or electronic format the association sees fit and has previously approved.
  - (c) In this case, the approval need not contain actual hand written signatures with electronic and recorded approval being enough.

## 10. Auditor

- (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- (2) If an auditor is not appointed at an annual general meeting under sub-rule (1), the board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for reappointment.

## 11. Audit of accounts

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
  - (a) certify as to the correctness of the accounts of the Association; and
  - (b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
  - (a) specify the information, if any, that they have required under sub-rule (5)(b) and obtained; and
  - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at their disposal; and
  - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The manager or employee of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may –
  - (a) have access to the accounting records, books and accounts of the Association; and
  - (b) require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of their duties; and
  - (c) employ any person to assist in auditing the financial affairs of the Association; and
  - (d) examine any member of the board, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

## 12. Exemptions under the Act

- (1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
  - (a) an auditor is not required to be appointed for that financial year under rule 10 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
  - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
    - (i) rules 10 and 11 do not apply in respect of the Association for that financial year; and
    - (ii) rule 13(10)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
    - (iii) rule 13(10)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the board must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth in respect of that financial year.

## 13. Annual general meeting

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting can be held in any format the board sees fit including, but not limited to:
  - (a) At a physical venue, office or other approved meeting space;
  - (b) Via video conferencing, other remote or virtual means approved by the board;
  - (c) Or any other means approved by the board provided:

11 Hutchins Street, Kingston 7050, 03 6229 9200, [kcec@live.com](mailto:kcec@live.com), ABN 78619431945

- (i) the rules described herein, and in the By-Laws are adhered to;
- (ii) the applicable legislative requirements are adhered to.

(3) Where circumstances outside the board's control, such as Global Pandemics, acts of God or other unforeseen circumstances occur, the board reserves the right to do what is necessary, be it in the constitution and By-Laws or not, to comply with changes in legislative requirements.

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

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

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

(7) The notice convening the meeting is to include applicable reports and documentation.

(8) The notice convening the AGM is to be sent no less than 14 days prior to the scheduled date of the AGM.

(9) The notice convening an annual general meeting is to notify members that questions for the AGM are to be received in writing no less than 7 days prior to the AGM –

- (d) So that sufficient time is available to determine and prepare answers for the meeting;
- (e) So that the duration and schedule for the meeting can be appropriately determined.
- (f) So that questions raised outside the prescribed timeframe may be deferred or answered as the chair of the meeting sees fit.

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

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

- (b) to receive from the board, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
- (c) to elect the officers of the Association and the ordinary board members as defined in the By-Laws as promulgated by the Board from time to time;
- (d) to appoint the auditor;

(11) An annual general meeting may transact business of which notice is given in accordance with rule 15.

(12) Minutes of proceedings of an annual general meeting are to be kept, in an electronic or other format deemed appropriate by the Association, by the manager or employee of the Association or, in the absence from the meeting of the manager or employee of the Association, by an officer of the Association who is nominated by the Chair of the meeting.

## **14. Special general meetings**

- (1) The board may convene a special general meeting of the Association at any time.
- (2) The board, on the requisition in writing of at least 10 percent of the members of the Association entitled to vote, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting –
  - (a) is to state the objects of the meeting; and
  - (b) is to be signed by each of the requisitionists; and
  - (c) is to be deposited at the office of the Association; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.

- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the board.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

## **15. Notices of general meetings**

- (1) At least 14 days before the day on which a general meeting of the Association is to be held, the manager or employee of the Association is to electronically publish a notice specifying –
  - (a) the place, day and time at which the meeting is to be held, be that physical or via appropriate electronic means; and
  - (b) the nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of sub-rule (1) if the notice –
  - (a) appears on a website, or at an electronic address, of the Association; or
  - (b) is sent to each member of the Association at a nominated email address; or
  - (c) is given by another means, determined by the manager or employee of the Association, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

## **16. Business and quorum at general meetings**

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is 10 percent of members of the Association entitled to vote.
- (4) If a quorum is not present within 30 minutes 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, be that physical or via appropriate electronic or virtual means; or
  - (ii) at any other place, be that physical or via appropriate electronic or virtual means, specified by the Chair –
    - (A) at the time of the adjournment; or
    - (B) by notice in a manner determined by the Chair.

(5) If at an adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting is dissolved.

## **17. The Chair at general meetings**

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

- (a) the previously elected Chair; or
- (b) in the absence of that person, the deputy Chair; or
- (c) in the absence of the elected Chair and the deputy Chair, a member of the Association elected to preside as Chair by the members of the Association present and entitled to vote at the general meeting.

## **18. Adjournment of general meetings**

- (1) The Chair of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

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

## **19. Determination of questions arising at general meetings**

- (1) Questions arising at a general meeting of the Association may be answered or deferred for subsequent investigation at the discretion of the chair.

## **20. Votes**

- (1) On any motion arising at a general meeting of the Association, a member of the Association (including the Chair) has one vote only.
- (2) All votes are to be given personally.
- (3) Despite sub-rule (1), in the case of an equality of votes, the Chair has a second or casting vote.

## **21. Affairs of Association to be managed by a board**

- (1) The affairs of the Association are to be managed by a board of management constituted as provided in rule 23.
- (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.

## **22. Officers of the Association**

- (1) The officers of the Association are as follows:
  - (a) the Chair;
  - (b) the deputy Chair;
  - (c) the Treasurer;



- (d) the Secretary,
- (2) Subject to sub-rule (5), the officers of the Association are to be elected in accordance with rule 24.
- (3) Each officer of the Association is to hold office until the end of their term as determined by the By-Laws. At which time they may be elected and may be eligible for re-election as defined in the By-Laws as promulgated by the Board from time to time.
- (4) If a casual vacancy in an office referred to in sub-rule (1) occurs, the board may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- (5) If an office referred to in sub-rule (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- (6) The positions of the Public Officer and the Secretary may be held by one board member i.e. the elected board member holds both positions. This in no way affects the number of board positions available as outlined elsewhere in this constitution and the By-Laws.
- (7) The duties of the Public Officer and The Secretary duties may be carried out by employees of the association in accordance with the rules outlined elsewhere in this constitution and in the By-Laws.

### **23. Constitution of the board**

- (1) The board consists of –
  - (a) the officers of the Association; and
  - (b) Additional members as defined in the By-Laws as promulgated by the Board from time to time.
- (2) An ordinary board member is to hold office until the end of their term and be eligible for re-election as determined in the By-Laws.
- (3) If a casual vacancy occurs in the office of an ordinary board member, the board may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.
- (4) If an office of an ordinary board member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

## 24. Election of board members

- (1) A nomination of a candidate for election as an officer of the Association, or as an ordinary board member, is to be –
  - (a) made in writing, and satisfy the criteria outlined in the By-Laws as promulgated by the Board from time to time; and
  - (b) delivered as defined in the By-Laws.
- (2) If insufficient nominations are received to fill all vacancies on the board the position is to be left vacant or filled as defined in the By-Laws.
- (3) The ballot for the election of officers of the Association and ordinary board members is to be conducted as defined in the By-Laws.

## 25. Vacation of office

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

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- (d) resigns office in writing addressed to the board; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent as defined in the By-Laws as promulgated by the Board from time to time; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay their annual subscription, as defined in the By-Laws.

## 26. Meetings of the board

- (1) The board is to meet at least five (5) times per year at any place and time the board determines. This includes video conferencing and other pertinent electronic or virtual meeting formats.
- (2) A meeting of the board, other than a meeting referred to in sub-rule (1), may be convened by the Chair or 40 percent of the members of the board.
- (3) 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.
- (4) A special board meeting may only transact business of which notice is given in accordance with sub-rule (3).
- (5) A quorum for the transaction of the business of a meeting of the board is 51 percent of the members of the board.
- (6) Business is not to be transacted at a meeting of the board unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –
  - (a) a meeting of the 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 board meeting, the meeting is dissolved.
- (8) At each meeting of the board, it is to be conducted (chaired) by –
  - (a) the Chair; or
  - (b) in the absence of the Chair, the deputy Chair; or
  - (c) in the absence of the Chair, the deputy Chair
  - (d) the Treasurer; or
  - (e) in the absence of the Chair, the deputy Chair and the Treasurer, a member of the board elected to preside as Chair by the members of the board present at the meeting.
- (9) Any motion arising at a meeting of the board is to be determined –

- (a) on a show of hands.
- (10) On any motion arising at a meeting of the board, a member of the board (including the Chair) has one vote only.
- (11) Despite sub-rule (10), in the case of an equality of votes, the Chair has a second or casting vote.
- (12) Written notice of each board meeting is to be served on each member of the board by –
  - (a) giving it to the member during business hours before the day on which the meeting is to be held; or
  - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
  - (c) sending it by email or other electronic format (nominated by the board member).

## **27. Disclosure of interests**

- (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.
- (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.

## **28. Subcommittees**

- (1) The board may –
  - (a) appoint a subcommittee from the board; and
  - (b) prescribe the powers and functions of that subcommittee.
- (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.

- (3) A quorum for the transaction of the business of a meeting of the subcommittee is 51 percent of appointed members entitled to vote.
- (4) The chair of the subcommittee is to convene meetings of a subcommittee.
- (5) Any motion arising at a meeting of a subcommittee is to be determined –
  - (a) on a show of hands.
- (6) On any motion arising at a meeting of a subcommittee, a member of the subcommittee (including the Chair) has one vote only.
- (7) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –
  - (a) giving it to the member during business hours before the day on which the meeting is to be held; or
  - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
  - (c) sending it by to the nominated address of the board member; or
  - (d) sending it by email or other electronic format (nominated by the board member).

## **29. Executive board**

- (1) The Chair, deputy Chair, the Treasurer and the Secretary constitute the executive board.
- (2) During the period between meetings of the board, the executive board may issue instructions to the manager and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- (3) The executive board is to report on any instructions issued under sub-rule (2) to the next meeting of the board.

## **30. Annual subscription**

- (1) The annual subscription is defined in the By-Laws promulgated by the Board from time to time, subject to the Corporations Law.



### **31. Service of notices and requisitions**

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

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

### **32. Expulsion of members**

- (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.
- (2) The expulsion of a member under sub-rule (1) takes immediate effect upon the execution of sub-rule (3).
- (3) If the board expels a member from the Association, the manager or employee of the Association, without undue delay, is to serve the member a notice in writing –
  - (a) stating that the board has expelled the member; and
  - (b) specifying the grounds for the expulsion.

### **33. Disputes**

- (1) Disputes will be handled by the Association in a fair and equitable manner as determined by the chairperson.

### **34. Seal of Association**

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the board.
- (3) The affixing of the seal is to be attested by the signatures of –
  - (a) two members of the board; or



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