



**Blackmans Bay Childrens Services**

Blackmans Bay Childrens Services Inc  
**Constitution**  
Amended by Special Resolution of  
members on 9 May 2017

Please note: This Constitution has been specifically drawn to meet the requirements of the Association. It significantly departs from The Model Rules set out in the Associations (Model Rules) Regulations 2007 Tas, however where these rules are silent The Model Rules shall apply to this Constitution only in so far as Section 16 (3) of the Associations Incorporation Act 1964 requires such rules to apply.

1. NAME OF ASSOCIATION

The name of the Association shall be Blackmans Bay Childrens Services Inc.

2. INTERPRETATION

In this constitution: –

**"Act"** means the Associations Incorporation Act 1964 as amended.

**"Association"** means the association referred to in rule 1.

**"Auditor"** means the person appointed as the auditor of the Association under rule 11.

**"Board"** means a committee as defined by the Act.

**"CEO"** means the Chief Executive Officer appointed by the Board.

**"General meeting"** includes –

- (a) The annual general meeting; and
- (b) Any special general meeting;

**"Member"** means a natural person who has contracted membership of the Association in a manner specified in rule 5

**"Ordinary business of the annual general meeting"** means the business specified in rule 13.5.

**"Ordinary committee member"** means a member of the committee to whom rule 25 relates.

**"Special general meeting"** means any general meeting other than the annual general meeting.

**“Special Resolution”** see definition in rule 21.

3. ASSOCIATION'S OFFICE

The office of the Association is to be at 177B Roslyn Avenue, Blackmans Bay, Tasmania or any other place the Board may from time to time determine.

4. OBJECTS AND PURPOSES OF ASSOCIATION

Blackmans Bay Childrens Services is a non-profit organisation. The assets and income of the association shall be applied solely in furtherance of the objects mentioned below and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

4.1 The basic objects are: -

- (a) To provide childcare and related child and family services.
- (b) To provide for a Board to manage the administration of the affairs of Blackmans Bay Childrens Services that is drawn from a pool of Vision members of the Association as provided for in rule 5.1 herein.
- (c) To maintain at any given time a pool of at least twenty (20) Vision members comprising a sufficiently broad range of skills, experience and community interest to discharge the responsibilities of the Board should they be elected or appointed to serve.
- (d) To appoint such staff as the Board may consider necessary for the efficient working of Blackmans Bay Childrens Services
- (e) To promote and support the development of children and families using the services and resources offered by the Association tailored to the individual needs of families
- (f) To determine community needs and devise programs and strategies in response to those needs that fit within the framework of funding grants and governing legislation.

- (g) To modify services of the Association as the Board will approve from time to time in order to satisfy the changing needs of the Association.

4.2 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 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 committee in general meeting consider desirable for the promotion of the objects and purposes of the Board.
- (g) The borrowing and raising of money in any manner and on terms the Board thinks fit, or 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 or support, of any other association formed for any of the basic objects of the Association.
- (k) 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.

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

## 5. MEMBERSHIP OF ASSOCIATION

5.1 The Association has two classes of membership known as firstly Vision and secondly General. Members who were previously a Class A member will be deemed to be a Vision member, and those members previously a Class B member will be deemed to be a General member. A person shall become a Vision member of the Association by applying to the Board for Vision membership status and paying the prescribed fee.

- (a) Every Board member, whether elected or appointed must also be a Vision member prior to such election or appointment to the Board.
- (b) Vision memberships may be approved by the Board at any ordinary meeting or General meeting of the Board.

5.2 A person shall become a General member of the Association by being a user of any of the services offered by the Association and who has agreed to the terms and conditions of membership as determined by the Board from time to time and paid the nominal annual membership fee.

5.3 Membership Fees for Vision shall be determined by the Board from time to time, General shall have a nominal membership fee of one dollar which is deemed to be the first dollar a user pays to the Association for its services in each new financial year.

5.4 Membership is restricted to natural persons and does not include corporations or any other legal entity. Staff of the Association are entitled to full General

membership rights, and are entitled to apply for Vision membership but such membership is not a requirement of their employment .

5.5 All Vision members and all staff members must satisfy all legislative requirements and maintain at their own expense all current qualifications, memberships, registrations or licences that are required to allow them to work with children who use the Association's services. A Vision member shall at any time produce proof of such legislative compliance to the Board or its appointed agent upon demand, and shall immediately inform the Board in the event they no longer satisfy such compliance. Failure to maintain legislative compliance to work with children who use the Associations services will cause a Vision membership holder to immediately revert to General membership making them ineligible to continue as a Board member until such legislative compliance is restored.

5.6 Ongoing obligations and rights for Vision and B members:

- (a) A member is bound by the provisions of this Constitution
- (b) For so long as a member abides by the provisions of this constitution, the member shall enjoy the rights and privileges of membership under this constitution and the Act.
- (c) Vision and General Members have the right to:
  - i. Receive notices of, and to attend and be heard at any general meeting of the Members of Blackmans Bay Childrens Services
  - ii. Cast one vote in person or by proxy (refer clause 20) on each resolution proposed at Annual and Special General Meetings of the Members of Blackmans Bay Childrens Services.
  - iii. Enjoy and access the services and benefits there-from offered by the Association

## 6. MEMBERSHIP ANNUAL SUBSCRIPTION

- 6.1 The annual subscription payable by Vision members is to be set by the Board from time to time.
- 6.2 The annual subscription payable by General members may be altered by the members passing a special resolution at a General Meeting of the Association.
- 6.3 The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

## 7. WINDING UP

- 7.1 As stated in the Act a member of an incorporated association is not liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of a winding up of the association.
- 7.2 Any assets and income of the association that remain after a winding up and satisfaction of all debts and liabilities shall be transferred to any association with similar purposes, which is not carried on for the profit or gain of its individual members.

## 8. INCOME AND PROPERTY OF ASSOCIATION

- 8.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 8.2 No portion of the income and property of the Association shall be paid or transferred to any member of the Association except in payment for goods or services provided by the member or someone acting on the member's behalf in performance of an agreement approved by or on behalf of the Board in the conduct of the Association's business.
- 8.3 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 to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
  - (b) Pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.
  - (c) Notwithstanding 8.3 (a) above the Board may at any General Meeting present an ordinary resolution to pay each Board Member an annual fee as compensation for time, skill and expertise spent in the performance of Board duties

- 8.4 A servant or member of the Association may be paid –
- (a) Remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business; or
  - (b) Interest at a rate not exceeding the Westpac current prime lending rate on secured business overdrafts as varied from time to time on money lent to the Association; or
  - (c) A reasonable and proper sum by way of rent for premises let to the Association.

9. ACCOUNTS OF RECEIPTS AND EXPENDITURE

- 9.1 True accounts are to be kept of all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and the property, credits and liabilities of the Association.
- 9.2 All general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association shall be kept in the form and manner the Board directs.
- 9.3 The accounts, books and records are to be kept at the Association's office unless the Board determines they shall be kept elsewhere.

10. BANKING AND FINANCE

- 10.1 The Board or authorised member of staff on behalf of the Association is to receive all money paid to the Association and immediately after the receipt issue official receipts.
- 10.2 The Board is to cause to be opened 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.



- 10.3 The Board may receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.
- 10.4 Except with the authority of the Board, no payment of any sum exceeding \$50.00 is 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.
- 10.5 The Board may make such arrangements for the control of the funds of the Association as it, from time to time deems expedient. Any credit card limit needs to be approved by the Board.
- 10.6 Payments from the Association's account are not to be made except for the payment of legitimate operational expenditure that has been authorised by the Board.
- 10.7 All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments are to be signed by at least two persons who are so authorised from time to time, by the Board.

## 11. AUDITOR

- 11.1 At each annual general meeting of the Association, the members present are to appoint the auditor of the Association.
- 11.2 The Board is responsible to ensure that only suitably qualified auditors who are capable of being registered to practice as a public accountant in Tasmania are put forward for election by members at the General Meeting.

- 11.3 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.
- 11.4 The first auditor may be appointed by the Board before the first annual general meeting, and, holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.
- 11.5 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.
- 11.6 Except as provided in subrule (11.4), the auditor may only be removed from office by special resolution.
- 11.7 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.

## 12. AUDIT OF ACCOUNTS

- 12.1 The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 12.2 The auditor is to certify as to the correctness of the accounts of the Association and report to the members present at the annual general meeting.
- 12.3 In the report and in certifying to the accounts, the auditor is to state if he or she has obtained the required information and in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association. This is according to the information at their disposal, explanations given, and as shown by the books of the Association. The auditor is

also required to state whether the rules relating to the administration of the funds of the Association have been observed.

12.4 The Board of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

12.5 The auditor may have access to the accounts, books, records, vouchers and documents of the Association; and 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 employ persons to assist in investigating the accounts of the Association. In relation to the accounts of the Association, examine any member of the board or any servant of the Association.

### 13. ANNUAL GENERAL MEETING

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

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

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

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

13.5 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 and of any general meeting held since that 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 board members.
- (d) To appoint the auditor.

13.6 The annual general meeting may transact special business of which notice is given in accordance with these rules.

#### 14. SPECIAL GENERAL MEETINGS

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

14.2 The committee, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.

14.3 A request for a special general meeting –

- (a) Is to state the objects of the meeting; and
- (b) Is to be signed by each of the members who have requested it; and
- (c) Is to be deposited at the office of the Association; and may consist of several documents, each signed by one or more of the requester.

14.4 If the Board does not cause a special general meeting to be held within 21 days from the day on which a request is deposited at the office of the Association, those who requested the meeting may convene the meeting within 3 months from the day of the deposit of the request.

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

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

from the Requisitionists proving each expense claimed, the Board shall as soon as practicable at an ordinary meeting determine the reasonableness of each claim and reimburse the requisitionists. The Board's decision as to what is a reasonable expense claim shall be final and not subject to any appeal.

15. NOTICES OF GENERAL MEETINGS

The Public Officer of the Association, at least 14 days before the date fixed for holding a general meeting of the Association, is to inform the members in the manner the Board so determines specifying the place, day and time for the holding of the meeting; and the nature of the business to be transacted at the meeting.

16. BUSINESS AND QUORUM AT GENERAL MEETINGS

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

16.2 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.

16.3 A quorum for the transaction of the business of a general meeting is 10 members present and entitled to vote.

16.4 If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting if convened on the request of members, is to be dissolved; or in any other case, is to be adjourned to the same day in the next week at the same time at the same place.

16.5 If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

16.6 The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

17. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

17.1 The Chairperson is to preside at every general meeting of the Association.

17.2 If the Chairperson is absent from a general meeting, the Deputy Chairperson will preside as Chairperson. If the Chairperson and Deputy Chairperson are both absent from a general meeting, the members present are to elect one of their members to preside as Chairperson.

18. ADJOURNMENT OF GENERAL MEETINGS

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

18.2 If a meeting is adjourned for more than 7 days, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

18.3 If a meeting is adjourned in accordance with rule 16.4 above, namely it is adjourned to the same time and place seven days hence it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS

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

## 20. VOTES

20.1 On any question arising at a general meeting of the Association, a member, whether Vision or General, has one vote only, excepting where there is an exact equality of votes the Chairperson may cast a second vote to determine the resolution.

20.2 All votes are to be given personally or by proxy in a manner determined by the Board.

## 21. SPECIAL RESOLUTIONS

21.1 A Special Resolution is required to amend any of the Rules herein.

21.2 "Special Resolution" for the purposes of these rules a resolution is a special resolution if it is passed by a majority of not less than 75% of such members of the Association entitled under these rules entitled to vote as may be present in person (or by proxy under rule 20) at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

## 22. TAKING OF POLL

22.1 If at a general meeting a poll on any question is demanded either by the Chairperson or the majority of members in attendance it is to be taken at that meeting in the manner the Chairperson directs; and the result of the poll is taken to be the resolution of the meeting on that question.



23. WHEN POLL TO BE TAKEN

23.1 A poll that is demanded on the election of a Chairperson of a general meeting when the, or on a question of adjournment, is to be taken immediately.

23.2 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 directs.

24. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD OF DIRECTORS

24.1 The affairs of the Association are to be managed by a Board of Directors constituted as provided in rule 26.

24.2 The board is to control and manage the business and affairs of the Association; and 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. The board 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.

25. OFFICERS OF THE ASSOCIATION

25.1 The officers of the Association are as follows:

- (a) A Chairperson;
- (b) A Deputy Chairperson;
- (c) A Public Officer
- (d) A Treasurer

25.2 At the first meeting of the Board following the annual general meeting in each year, the Board shall elect from within their number by secret ballot the officers

of the association as determined in 25.1. The person will continue to hold the position of office until the first occurring:

- (a) the meeting of the Board following the next annual general meeting; or
- (b) the person ceases to be a Board member in accordance with these rules .

25.3 If a casual vacancy in any office referred to in subrule 25.1 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.

## 26. CONSTITUTION OF THE BOARD

26.1 The Board consists of not more than ten (10) members elected by the members of the Association provided that in the event there is insufficient elected members, there must be at least an six (6) members elected at any one time.

26.2 At each annual general meeting:

- (a) any Board member appointed by the Board to fill a casual vacancy under rule 26.8 , and
- (b) at least one-half of the remaining Board members must retire.

26.3 The Board members who must retire at each annual general meeting under rule 26.2(b) will be the Board members who have been longest in office since last being elected. Where Board members were elected on the same day, the member(s) to retire will be decided by lot unless they agree otherwise.

26.4 Other than a Board member appointed to fill a casual vacancy as an ordinary Board member, a Board member's term of office starts at the end of the annual general meeting at which they are elected and ends:

- (a) at the end of the annual general meeting at which they retire; or
- (b) at any earlier time the members determine by special resolution.

26.5 Each Board member must retire at least once every two years

26.6 A Board member who retires under rule 26.2(b) may nominate for election or re-election, subject to rule 27.

26.7 The members shall comprise of a minimum of 50% being a current user of the service.

26.8 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.

26.9 The CEO (or proxy if CEO is unavailable) shall attend each board meeting.

26.10 For the purposes of this rule 26 , a reference to a “year” refers to the period between annual general meetings.

27. ELECTION OF MEMBERS OF BOARD

27.1 Nominations for election to the board with the consent of the candidate shall be endorsed and seconded by existing members of the association in writing

27.2 Nominations for election to the Board will be subject to approval by the Board in accordance with legislative requirements of the services in which the Association is engaged and may be rejected by the Board should the nomination fail to meet those requirements.

27.3 If insufficient nominations are received to fill all vacancies on the board the candidates nominated are taken to be elected; and further nominations are to be received at the annual general meeting.

27.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected by resolution passed at the general meeting.

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

27.6 The ballot for the election of ordinary board members is to be conducted at the general meeting by way of a secret vote for each board vacancy. Only members present at the meeting are eligible to cast 1 vote for 1 candidate in writing and handed to the Public Officer who shall adjudicate the vote. If a written vote is illegible it is discarded at the Public Officer's sole discretion. Where two or more candidates hold equal votes for the remaining positions members must hold a second election and the process is repeated until all positions are decided.

## 28. CHIEF EXECUTIVE OFFICER

28.1 The board shall from time to time appoint a CEO who is responsible to the Board to manage the service delivery to members and also to manage the staff and resources to ensure best practice of service delivery in an efficient and legally compliant manner.

28.2 Prior to commencement the Board shall consult with the CEO and provide a comprehensive employment contract that includes a detailed position description and Key Performance Indicators that measure CEO performance against goals and outcomes planned by the Board together with responsibilities set out in the position description. The Board and the CEO may agree on the contract term which may be renewed for a further term provided each term does not exceed three years.

28.3 The Board shall review the CEO position and contract on matters of performance, review of position description and review of compensation whenever it sees fit to do so, provided it is done at least annually.

28.4 The Board shall adjust compensation annually having regard to comparable positions in the market, performance under clause 28.3 above and the experience, qualifications and skills set of the CEO.

28.5 The Board may withdraw the CEO employment contract at any time it is satisfied the contract has been fundamentally breached or that such ongoing breach is incapable of being rectified by training or other support for the CEO. Such breach may include implied terms relating to professional and personal conduct as well as criminal activity.

## 29. VACATION OF OFFICE

29.1 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 an undischarged bankrupt; or
- (c) Becomes of unsound mind; or
- (d) Resigns office in writing addressed to the board.; or

- (e) Cannot meet or ceases to meet the legislative requirements to work with children who use the Association's services.

### 30. MEETINGS OF THE BOARD

- 30.1 The board is to meet at least 6 times a year.
- 30.2 Special meetings of the board may be convened by the Chair or the public officer and one other board member
- 30.3 Notice is to be given to members of the board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- 30.4 Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 30.5 Business is not to be transacted unless a quorum is present.
- 30.6 Members of the Board may attend a meeting in person or in any other manner agreed to by the Board prior to such meeting being held.
- 30.7 If half an hour after the time appointed for the meeting a quorum is not present, the meeting will continue but no decisions will be taken until ratified at the next meeting unless the meeting was a special meeting in which case it is to be dissolved.
- 30.8 At a meeting of the Board, the Chair is to preside and if the Chair is absent, the Deputy Chairperson will preside as Chairperson. If the Chairperson and Deputy Chairperson are both absent, any one of the remaining members of the Board may be chosen by the members present.

30.9 Any question arising at a meeting of the Board or of any subcommittee 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 in any manner the person presiding at the meeting determines.

30.10 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.

30.11 Written Notice of each Board meeting shall be given to each member of the Board a reasonable time before the meeting.

## 31. DISCLOSURE OF INTEREST

31.1 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 at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or in any other case, at the first meeting of the board after the acquisition of the interest.

31.2 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.

31.3 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.

## 32. SUBCOMMITTEES

32.1 The Board may –

- (a) Appoint a subcommittee from the Board; and
- (b) Prescribe in writing the powers and functions of that subcommittee.

32.2 The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association, staff member or qualified member of the public.

32.3 A quorum at a meeting of the subcommittee is one half of the appointed members.

32.4 Notice of each sub-committee meeting shall be given to each member of the subcommittee a reasonable time before the meeting as the Board determines.

### 33. FINANCIAL YEAR

33.1 The financial year of the Association is the period beginning on the 1st of January to the 31st December in the same year.

### 34. NOTICES

34.1 A notice may be served by or on behalf of the Association on any member personally or by mail at his or her usual or last known address or electronic means, using current contact details.

### 35. EXPULSION OF MEMBERS

35.1 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.



- 35.2 The expulsion of a member under subrule 35.1 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 35.3.
  - (b) If the member exercises the right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 35.3 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 by stating that the Board has expelled the member; specifying the grounds for the expulsion; and informing the member of a right to appeal against the expulsion under rule 35.

#### 36. APPEALS AGAINST EXPULSION

- 36.1 A member may appeal against an expulsion under rule 35 by delivering or sending by post to the public officer of the Association, within fourteen (14) days after the service of a notice under rule 35.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 36.2 On receipt of a requisition the public officer is to immediately notify the board of its receipt; and the board is to cause a special general meeting of members to be held within twenty one (21) days after the date on which the requisition is received.
- 36.3 At a special general meeting convened for the purpose of this rule no business other than the question of the expulsion is to be transacted; and the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion. The expelled member is to be given an

opportunity to be heard and the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

36.4 If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion the expulsion is to be taken to have been lifted; and the expelled member is entitled to continue as a member of the Association.

36.5 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion the expulsion takes effect; and the expelled member ceases to be a member of the Association.

### 37. DISPUTES

37.1 A dispute between a member of the Association in the capacity as a member and the Association is to be determined by the Board in accordance with the Board's Dispute Resolution Policy. If requested by a party to the dispute an independent mediator will be appointed to assist with the resolution of the dispute. Each party is to pay their own costs associated with the dispute.

### 38. SEAL OF ASSOCIATION

38.1 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".

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

38.3 The affixing of the seal is to be attested by the signatures of –

(a) Two (2) members of the Board; or

(b) One member of the Board and any other person the Board may appoint for that purpose.

38.4 Attestation under subrule 38.3 is sufficient for all purposes that the seal was affixed by authority of the Board.