



Rules for Sustainable Production and Research Training Inc

(Last amended 18.09.2022)

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1 Name of Association

The name of the Association is Sustainable Production Research and Training Inc (ABN 77 001 889 484).

2 Interpretation

In these rules, unless the context requires otherwise:

Accounting Records means has the same meaning as set out in the Act.

Act means the *Associations Incorporation Act 1964* (Tas).

Annual General Meeting means an annual general meeting of the Association held under rule 14 (Annual General Meeting).

Association means the Association referred to in rule 1 (Name of Association).

Auditor means the person appointed as the auditor of the Association under rule 12 (Auditor).

Board means the board of the Association referred to in rule 23 (Board to govern the Association).

Board Member means any member of the Board that is elected at the Annual General Meeting in accordance with rule 26 (Election of Board).

Chairperson means either a person elected in accordance with rule 24.2 (Appointment of positions) or an Independent Chairperson.

Chief Executive Officer or CEO means the person appointed as chief executive officer from time to time (if any) in accordance with rule 24.3 (Appointment of Chief Executive).

Financial Year means the period of 12 months ending at 30 June in each year.

Founding Members means the first 50 members of the Association who paid a one-off fixed fee of \$5.00 to become a member of the Association.

General Meeting includes:

- (a) the Annual General Meeting; and
- (b) any Special General Meeting.

Independent Chairperson means a person appointed by the Board in accordance with rule 24.4 (Independent Chairperson).

Independent Officers means officers appointed by the Board in accordance with rule 27 (Appointment of Independent Chairperson).

Member means a person entered in the Members' Register as a member of the Association (including a Founding Member).

Membership Fee means the amount set annually by the Board and notified to each Member by email, post or on the Association's website.

Members' Register means the register of Members of the Association.

Objects means the objects and purposes of the Association set out in rule 4 (Objects and purposes of the Association).

Officers means the officers of the Association referred to in rule 24.1 (Officers).

Ordinary Business of the Annual General Meeting means the business specified in sub-rule 14(e) (Annual General Meeting).

Patron means a person appointed under rule 6 (Patron).

Public Officer means the person who is, under section 14 of the Act, the public officer of the Association appointed in accordance with the rule 24.2 (Appointment of positions).

Secretary means the person appointed as the secretary of the Association in accordance with rule 24.2 (Appointment of positions).

Special Board Meeting means a meeting of the Board that is convened under sub-rule 29(b) (Meetings of the Board) by the Chairperson or any 2 of the members of the Board.

Special General Meeting means any general meeting other than the Annual General Meeting.

Special Resolution has the same meaning as in the Act.

Treasurer means the person appointed as the treasurer of the Association in accordance with rule 24.2 (Appointment of positions).

3 Association's office

The office of the Association is to be at any place as the Board may, from time to time, determine.

4 Objects and purposes of the Association

The Objects of the Association are:

- (a) Educate, support and empower farmers to farm sustainably, protecting and enhancing their natural assets in soil, water and landscape.
- (b) Support and foster the growing sector of farmers who are dedicated to farming in ways that support climate change mitigation and the local food system.
- (c) Support and empower individuals, governments and stakeholders to make the changes necessary to build a robust, sustainable and climate resilient local food system.

The above outcomes are achieved through:

- (i) Sprout Producer Program
- (ii) Events and workshops
- (iii) Representing our members,
- (iv) Networking & collaboration; and
- (v) any other programs determined by the Board from time to time;

5 Capacity and powers of the Association

The Association has the legal capacity and powers of an individual including (without limitation) to undertake the following:

- (a) the purchase, taking on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying, selling and supplying of and dealing in goods of all kinds;
- (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of any gifts, of real or personal property, funds or services, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (e) the taking of such steps from time to time as the Association or the Members in General Meeting determine expedient for the purposes of procuring contributions to the funds of the Association whether by way of donations, subscriptions or otherwise;
- (f) the printing or publishing of such newspapers, periodicals, books, leaflets or other document as the Board or the Members in General Meetings may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a General Meeting;
- (h) the investment of any monies of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- (i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to

which section 78A of the *Income Tax Assessment Act 1936* (Cth) relates;

- (j) the establishment and support or aiding in the establishment and support of association, institution funds, trusts, schemes and conveniences calculated to benefit 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 and support of any other association formed for any of the Objects;
- (l) the purchase or acquisition and undertaking of all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (m) the doing of all such other lawful things as are incidental or conducive to the attainment of the Objects or of any of the objects and purposes specified in the foregoing provisions of this sub-rule; and
- (n) the Association may establish sub-committees and define their membership, powers and functions and duration.

6 Patron

- (a) The Patron of the Association will be:
 - (i) appointed by the Board;
 - (ii) removed by the Board,as the Board determines from time to time in the Board's absolute discretion.
- (b) The Patron is an ambassador for the Association.
- (c) The Board will select the Patron in their sole discretion and may base their decision on, amongst other items, the following:
 - (i) their good standing
 - (ii) shared values and visions with the Association; and
 - (iii) their association with the Association.
- (d) The Patron may also concurrently be a member of the Board but is not required to be a Board member.
- (e) To recognise the special position that the Patron holds, the Patron is also deemed to be a Founding Member.
- (f) For the avoidance of doubt, rule 28 (Board membership termination) applies to the Patron as if a reference to a "Board member" in that clause refers to the "Patron".

7 Membership of Association

- (a) A person may apply for membership in accordance with this rule.
- (b) An application for membership is to be:
 - (i) made in writing on an appropriate form; or
 - (ii) submitted online at www.sprout.org.au/membership; and
- (c) Any application for membership must be accompanied by the Membership Fee.
- (d) When an application for membership is received under clause 7(b), the Public Officer (or their delegate) is to:
 - (i) enter the applicant's name in the Members Register; or
 - (ii) if the application is received under rule 7(b)(i), notify the applicant that their application has been approved for membership of the Association.
- (e) Other than Founding Members, each Member must pay the Membership Fee by 1 July each year to renew their membership.
- (f) Membership is for a Financial Year.

- (g) A Member may resign by giving notice to the Association that they resign as a Member.
- (h) On receipt of notice from a Member under sub-rule 7(g) the Public Officer (or their delegate) is to mark the status of the Member on the Members' Register as an inactive member and any such Member will no longer receive any communications from the Association.
- (i) A Member who has resigned from the Association may request in writing for their personal information to be permanently deleted from the Members' Register including the Association's membership database.
- (j) An applicant:
 - (i) becomes a Member when their name is entered in the Members' Register; and
 - (ii) ceases to be a Member when their status is marked as 'inactive' on the register of members under sub-rule 7(h).
- (k) The Public Officer, the Chief Executive Officer (if any) or their delegate is to maintain, or establish and maintain, a Members Register containing:
 - (i) the name of each Member and the date on which they became a Member; and
 - (ii) the Member's postal or residential address or address of business employment; and
 - (iii) an email address, if any, that the Member has nominated as the email address to which notices from the Association may be sent; and
 - (iv) the name of each person who has ceased to be a Member and the date on which the person ceased to be a Member.
- (l) The benefits of being a Member (if any) will be reviewed and set by the Board.

8 Liability of members

- (a) Any right, privilege, or obligation of a person as a Member:
 - (i) is not capable of being transferred to another person; and
 - (ii) terminates when the person ceases to be a Member.
- (b) If the Association is wound up, each person who was, immediately before the Association is wound up, a Member, and each person who was a Member within the period of 12 months immediately preceding the commencement of the winding-up, is not liable to contribute:
 - (i) to the assets of the Association for payment of the liabilities of the Association; and
 - (ii) for the costs, charges and expenses of the winding-up; and
 - (iii) for the adjustment of the rights of the contributors among themselves.

9 Income and property of the Association

- (a) The income and property of the Association is to be applied solely in the promotion of the Objects and in the exercise of the powers of the Association as set out in these rules.
- (b) No portion of the income or property of the Association is to be paid or transferred directly or indirectly to any Member unless the payment or transfer is made in accordance with this rule.
- (c) The Association may:
 - (i) pay an employee or Member of the Association:
 - (i) remuneration in return for
 - (X) services rendered to the Association by that employee or Member; or
 - (Y) for goods supplied to the Association by that employee or Member in the ordinary course of business of that employee or Member; or
 - (ii) interest at a rate not exceeding such rate as the Board may from time to time determine on monies lent to the Association by that employee or Member; or
 - (iii) a reasonable amount by way of rent for premises let to the Association by that employee or Member; or

- (iv) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by that employee or Member for any of the Objects of the Association; and
 - (ii) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board;
 - (iii) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee;
 - (iv) pay an Independent Chairperson (if any) such amount as determined by the Board; and
 - (v) if so requested by or on behalf of any other association, organisation or body appoint or nominate a Member to an office in that other association, organisation or body.
- (d) Despite sub-rule 9(c) the Association is not to:
- (i) appoint a person who is a Member to any office of the Association the holder of which there is payable any remuneration by way of salary, fees or allowances; or
 - (ii) 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.
- unless the Board has first approved that payment.
- (e) Despite sub-rule 9(c)(v), the Association must not appoint or nominate a Member under that sub-rule to an office in respect of which remuneration is payable unless the Board has first approved:
- (i) the appointment of that nomination; and
 - (ii) the receipt of that remuneration by that Member.
- (f) The Association may be wound up in accordance with sections 32 and 33 of the Act. If, on the winding up of the Association, any property remains after satisfaction of all caveats, debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property is to be distributed:
- (i) to another organisation having objects similar to those of the Association; or
 - (ii) a registered charity under the Australian Charities and Not-for-profits Commission Act 2012 (*Cth*),
- which incorporated association or purposes, as the case requires, is to be determined by a resolution passed by at least two-thirds of the members directing the Association to apply to the court for an order pursuant to section 33 of the Act for the distribution of the surplus property of the Association.

10 Accounts of receipts and expenditure

- (a) True accounts are to be kept of the following:
 - (i) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid; and
 - (ii) each asset or liability of the Association.
- (b) The Treasurer of 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.

11 Banking and finance

- (a) On behalf of the Association, the Treasurer of the Association or an approved employee of the Association is to:
 - (i) receive any money paid to the Association; and
 - (ii) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (iii) cause the money to be paid into the account opened under sub-rule 11(b) as soon as practicable after it is received.

- (b) The Association is to use a bank account or accounts the name of the Association to be held at a financial institution approved by the Board from time to time.
- (c) A payment of an amount exceeding 20% of an item approved in the Association's budget (or such other amount as determined by the Board from time to time) is not to be made from the funds of the Association until written approval has been gained by the majority of the Board and must be paid by the electronic transfer of funds from the Association's account.
- (d) Any payment below the threshold stated in sub-rule 11(c) made from the funds of the Association must be consistent with the budget approved by the Board for that period and the project (if any).
- (e) All payments drawn on the Association's account must be processed using the online banking function of a financial institution which enables 'two sign processing'.
- (f) The Board may provide the Treasurer of the Association (or such other approved person) with an amount of money to meet urgent expenditure, subject to any conditions the Board may impose in relation to the expenditure.
- (g) The Treasurer must provide the Board with a budget progress report at least quarterly.

12 Auditor

- (a) At each Annual General Meeting of the Association the Members present are to appoint a qualified person as the Auditor of the Association.
- (b) If an Auditor is not appointed at an Annual General Meeting under sub-rule 12(a), the Board is to appoint a person as the Auditor of the Association as soon as practicable after that Annual General Meeting.
- (c) The Auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- (d) The Auditor may only be removed from office by Special Resolution.
- (e) If a casual vacancy occurs in the office of Auditor, the Board is to appoint a person to fill the vacancy until the end of the next Annual General Meeting.

13 Audit of accounts

- (a) The Auditor is to audit the financial affairs of the Association at least once in each Financial Year.
- (b) The Auditor, after auditing the financial affairs of the Association for a particular Financial Year, is to:
 - (i) certify as to the correctness of the accounts of the Association; and
 - (ii) at the next Annual General Meeting, provide a written report to the members of the Association who are present at that meeting.
- (c) In the report and in certifying to the accounts, the Auditor is to:
 - (i) specify the information, if any, that he or she has required under sub-rule 13(e) and obtained; and
 - (ii) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - (iii) state whether the rules relating to the administration of the funds of the Association has been observed.
- (d) The Public Officer is to deliver to the auditor read only access to all online Accounting Records, books and accounts of the Association.
- (e) The Auditor may:
 - (i) have read only access to the Accounting Records, books and accounts of the Association; and
 - (ii) 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
- (iii) employ any person to assist in auditing the financial affairs of the Association; and
 - (iv) 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.

14 Annual General Meeting

- (a) The Association is to hold an Annual General Meeting each year.
- (b) The Annual General Meeting is to be held on such day (being not later than 6 months after the close of the Financial Year) as the Board may determine.
- (c) The Annual General Meeting is to be in addition to any other General Meetings that may be held in the same year.
- (d) The purpose of the Annual General Meeting is to be specified as such in the notice convening it.
- (e) The Ordinary Business of the Annual General Meeting is:
 - (i) to confirm the minutes of the last preceding Annual General Meeting; and
 - (ii) 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; and
 - (iii) to elect the Board Members of the Association; and
 - (iv) to appoint the Auditor and determine his or her remuneration.
- (f) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (g) The minutes of a General Meeting are to be approved at the next succeeding General Meeting following a motion at the General Meeting.

15 Special General Meetings

- (a) The Board may convene a Special General Meeting of the Association at any time.
- (b) The Board will, on the requisition in writing of:
 - (i) the Chairperson; or
 - (ii) at least 50% of all Members,convene a Special General Meeting of the Association.
- (c) A requisition for a Special General Meeting:
 - (i) is to state the objects of the meeting; and
 - (ii) is to be signed by each of the requisitionists;
 - (iii) is to be deposited at the office of the Association; and
 - (iv) may consist of several documents in the like form each signed by one or more of the requisitionists.
- (d) If the Board does not cause a Special General Meeting to be held within 21 days from the date on which a requisition is deposited at the Association's office, any one or more of the requisitionists may convene the meeting, but any meeting so convened shall not be held after 3 months from the date of the deposit of the requisition.
- (e) A Special General Meeting convened by requisitionists in pursuance of these rules is to be convened in the same manner, or as nearly as practicable to the manner in which a Special General Meeting would be convened by the Board.
- (f) All reasonable expenses incurred in convening the meeting are to be refunded by the Association to the persons incurring them.

16 Notice of General Meetings

- (a) At least 14 days before the day on which a General Meeting of the Association is to be held, the Chairperson is to publish a notice 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.
- (b) A notice is published for the purposes of sub-rule 16 if the notice:
 - (i) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
 - (ii) appears on a website, or at an electronic address, of the Association; or
 - (iii) is sent to each Member of the Association at:
 - (i) the Member's postal or residential address or address of business or employment or;
 - (ii) an email address that the Member has nominated as the email address to which notices from the Association may be sent; or
 - (iii) is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of the Association will be noticed of the notice.

17 Business and quorum at General Meetings

- (a) All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting with the exception of the business specially referred to in these rules as being Ordinary Business of the Annual General Meeting is to be deemed to be special business.
- (b) No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) At least 50% of the Board members present (being Members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a General Meeting. For clarity a Board member can be present in accordance with rule 30 (Telecommunication meetings of the Association).
- (d) If within one (1) hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within one (1) hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- (e) The Association may with the concurrence of all Members present at a General Meeting permit any person who is not a Member to observe the proceedings of the meeting and participate in any discussion at such a meeting but any such person is to have no vote in respect of any business transacted at such a meeting.

18 Chairperson at General Meetings

At each General Meeting of the Association, the chairperson is to be:

- (a) the Chairperson; or
- (b) in the absence of the Chairperson, the Treasurer and in the absence of the Chairperson and Treasurer, the Secretary ; or
- (c) in the absence of the Chairperson, the Treasurer and Secretary, a Member elected to preside as chairperson by the Members present and entitled to vote at the General Meeting.

19 Adjournment of General Meetings

- (a) 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 business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, the like notice of the adjourned meeting is to be given as in the case of the original meeting.
- (c) Except as provided in the foregoing provisions of this rule 19 (Adjournment of General Meetings), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20 Determination of questions arising at General Meetings

- (a) Upon any question arising at a General Meeting of the Association a member has one vote only.
- (b) Each Member present in person and each other person present as a proxy or attorney of a Member has one vote. Members can also vote in accordance with rule 30 (Telecommunication meetings of the Association).
- (c) Voting is to be by a show of hands, unless not less than two of the members present demand a ballot, in which event there is to be a secret ballot. The Chairperson is to appoint two scrutineers (neither of whom need be members of the Association) to conduct the secret ballot in such manner as the Chairperson is to determine and the result of the ballot as declared by the Chairperson is to be deemed to be the resolution of the meeting at which the ballot was demanded.
- (d) In the case of equality of voting the Patron has a second or casting vote.

21 Taking of poll

If at a General 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.

22 When poll to be taken

- (a) A poll that is demanded on the election of a Chairperson, or on a question of adjournment, is to be taken immediately.
- (b) 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.

23 Board to govern the Association

- (a) The affairs of the Association are to be managed by a Board comprised of the persons set out in rule 24 (Officers of the Association).
- (b) The Board:
 - (i) is to control and manage the business and affairs of the Association;
 - (ii) may, subject to these rules, exercise all such power and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of members of the Association;
 - (iii) subject to the Act and these rules, has power to perform all such acts and things as appear to the Association to be essential for the proper management of the business and affairs of the Association;
 - (iv) may delegate to a person (including an Officer) the power to do specified things on behalf of the Association, whether by power of attorney or not, including the power to execute documents on behalf of the Association; and

- (v) is to determine the remuneration of the employees of the Association.

24 Officers of the Association

24.1 Officers

The Officers of the Association are as follows and will be appointed or elected in accordance with rule 24.2 (Appointment of positions):

- (a) a Chairperson;
- (b) a Secretary;
- (c) a Public Officer;
- (d) a Treasurer; and
- (e) an Independent Chairperson, if appointed in accordance with rule 24.4 (Independent Chairperson).

24.2 Appointment of positions

Subject to rule 24.4 (Independent Chairperson):

- (a) immediately following the election of Board Members at the Annual General Meeting, the Board shall meet to appoint from their number Board Members to the positions set out in rule 24.1 (Officers).
- (b) if any of the positions of Chairperson, Secretary, Treasurer and Public Officer become vacant, that position shall be appointed by the Board from amongst its number as soon as practicable after the vacancy.

24.3 Appointment of Chief Executive Officer

The Board may:

- (a) appoint a person as a Chief Executive Officer for a period and on the terms they think fit;
- (b) subject to the terms of any contract between the Chief Executive Officer and the Association, at any time remove or dismiss any Chief Executive Officer.

24.4 Independent Chairperson

Despite rule 24.2 (Appointment of positions), the Board may by ordinary resolution:

- (a) appoint a person to be the independent chairperson (**Independent Chairperson**) for such term as the Board thinks fit;
- (b) the Independent Chairperson must not be a Member; and
- (c) pay the Independent Chairperson an amount as determined by the Board from time to time.

24.5 Term of appointment

- (a) At each Annual General Meeting:
 - (i) person appointed by the Board to fill a casual vacancy must retire, and
 - (ii) at least one third of the remaining Board members must retire excluding the Independent Chairperson (if any).
- (b) The Board members who must retire at each Annual General Meeting under rule 24.5(a) 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 Board members to retire will be decided by lot unless they agree otherwise.
- (c) Other than a person appointed under rule 25(c), a Board member's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.
- (d) Each Board member must retire at least once every three years.
- (e) A Board member who retires under rule 24.5(a) (Term of Appointment) may nominate for election or re-election provided that a Board member can serve a maximum of 3 terms.

25 Members of the Board

- (a) The Board consists of:
 - (i) a maximum of 10 Board Members;
 - (ii) the Independent Board Members (if any) appointed under clause 27.
- (b) A Board Member is to hold office for three years after that at which he or she is elected and is eligible for re-election.
- (c) If a casual vacancy occurs in the office of a Board member, the Board may appoint a person to become a member of the Board to fill the vacancy until the next Annual General Meeting after the appointment. A person who retires under this rule may nominate for election at the Annual General Meeting.

26 Election of Board

- (a) A nomination of a candidate for election to the Board, must be:
 - (i) made in writing, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (ii) received by the Public Officer of the Association at least 21 days before the day on which the Annual General Meeting is to be held.
- (b) If insufficient nominations are received to fill all vacancies on the Board the candidates nominated are taken to be elected.
- (c) If the number of nominations received is equal to the number of vacancies on the Board to be filled, the persons nominated are taken to be elected.
- (d) If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- (e) The ballot for the election of Board Members is to be conducted at the annual general meeting in the manner determined by the Board.

27 Appointment of Independent Board Member

- (a) Subject to these rules, the Board may determine from time to time to appoint any person to be an Independent Board Member.
- (b) An Independent Board Member is not required to be a Member.
- (c) The maximum number of Independent Board Members is 2.
- (d) The Board is not required to appoint any Independent Officers.

28 Board membership termination

For the purposes of these rules, the office of a Board member becomes vacant if the Board member:

- (a) dies;
- (b) becomes bankrupt or applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit;
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*;
- (d) resigns office by writing addressed to the Board;
- (e) is absent from 3 consecutive meetings of the Board without agreement of the Board by a resolution;
- (f) in the case of an Independent Chairperson, if the Board resolves by at least 75% by number of the Board to remove that person as an Independent Chairperson;
- (g) other than an Independent Chairperson or an Independent Officer, ceases to be a member of the Association;

- (h) ceases to be a member of the Association; or
- (i) is the subject of a no confidence vote from either the majority of the Board or the majority of the members of the Association that are entitled to vote.

29 Meetings of the Board

- (a) The Board is to meet at least bi-monthly at any place and time the Board determines.
- (b) A meeting of the Board, other than a meeting referred to in sub-rule 29(a), may be convened by the Chairperson or the Secretary or any 2 voting members of the Board.
- (c) A Special Board Meeting may only transact business of which notice is given in accordance with sub-rule 29.
- (d) A quorum for the transaction of the business of a meeting of the Board is to be at least half of all members of the Board. For clarity, a Board member can be present in accordance with rule 30 (Telecommunication meetings of the Association).
- (e) No business is to be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting of the Board a quorum is not present the meeting is to stand adjourned to a time and place to be determined.
- (f) Each Board member present at a meeting of the Board is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.
- (g) Any question arising at a meeting of the Board is to be determined:
 - (i) on a show of hands; or
 - (ii) if demanded by a Board member, by a poll taken at that meeting in the manner the Chairperson determines.
- (h) Notice of each Board meeting is to be served on each member of the Board by emailing it to the member during business hours 5 business days before the day on which the meeting is held and is to specify the general nature of the business to be transacted.

30 Telecommunication meetings of the Association

30.1 Telecommunication meeting

- (a) A General Meeting or a Board Meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of members or Board (as applicable) participating is not less than a quorum required for a General Meeting or Board meeting (as applicable);
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this rule 30.

30.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chairperson;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously

- notified the Chairperson of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chairperson.

31 Disclosure of interests

31.1 Disclosure of interests

- (a) If a Board member who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose that interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if that interest then exists or in any case at the meeting of the Board after the acquisition of that interest.
- (b) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which that person is interested and if that person does so vote the vote shall not be counted.

31.2 Register

A register of declared conflicts of interest is maintained. The register is treated as privileged information and is not made publicly available unless it is required under law.

32 Executive Committee

- (a) The Chairperson, the Treasurer and the Secretary constitute the executive committee (**Executive Committee**).
- (b) During the period between meetings of the Board, the Executive Committee may issue instructions to the Public Officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- (c) The Executive Committee is to report on any instructions issued under rule 32(b) to the next meeting of the Board.

33 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) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

34 Expulsion of members

- (a) 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.
- (b) The expulsion of a member under rule 34(a) does not take effect until whichever of the following occurs later:
- (i) the fourteenth day after the day on which a notice is served on the member under rule 34;
- (ii) if the member exercises his or her right of appeal under this rule, the conclusion of the Special General Meeting convened to hear the appeal.
- (c) If the Board expels a member from the Association, the Public Officer, without undue delay, is to cause to be served on the member a notice in writing:
- (i) stating that the Board has expelled the member; and
- (ii) specifying the grounds for the expulsion; and

- (iii) informing the member of the right to appeal under the expulsion under rule 35 (Appeal against expulsion).

35 Appeal against expulsion

- (a) A member of the Association may appeal against an expulsion under rule 34 (Expulsion of members) by serving on the Public Officer within 14 days after the service of a notice under rule (Service of notices and requisitions), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (b) On receipt of a requisition, the Public Officer is to immediately notify the Board of the receipt.
- (c) The Board is to cause a Special General Meeting to be held within 21 days after the day on which the requisition is received.
- (d) At a Special General Meeting convened for the purpose of hearing an appeal under this rule:
 - (i) no business other than the question of the expulsion is to be transacted; and
 - (ii) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
 - (iii) the expelled member must be given an opportunity to be heard; and
 - (iv) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (e) If at the Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion:
 - (i) the expulsion is lifted; and
 - (ii) the expelled member is entitled to continue as a member of the Association.
- (f) If at the Special General Meeting a majority of members present vote in favour of the confirmation of the expulsion:
 - (i) the expulsion takes effect; and
 - (ii) the expelled member ceases to be a member of the Association.

36 Disputes

- (a) A dispute between a member of the Association, in their capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011* (Tas).
- (b) Nothing in this rule affects the operation or effect of rule 35 (Appeal against expulsion).

37 Amendment of rules

These rules may be added to, repealed, or amended by resolution at a General Meeting provided that the notice of changes are submitted to the Secretary at least 14 days before the meeting.