



LANDCARE TASMANIA INC CONSTITUTION



Landcare
Tasmania



Landcare Tasmania Incorporated

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1. Name of Association

The name of the Association shall be Landcare Tasmania Inc. (in these Rules referred to as “the Association”).

2. Definitions

(a) In these rules, unless the contrary intention appears:

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

(ii) Board means the group with the power to perform all such acts and do all such things as deemed by the Board to be necessary or desirable for the proper management of the affairs of the Association and to achieve the strategic direction of the Association.

(iii) By Law means a policy, procedure or rule made by the Board that is consistent with these rules and is made in accordance with rule 30.

(iv) Chair means the person elected by the Board pursuant to rule 14(b).

(v) Community Care Group means Landcare, Bushcare, Coastcare, Wildcare, ‘Friends of’ groups or other groups whose principal aim, in the opinion of the Board, is to improve the health of our natural and working landscapes.

(vi) Community Landcare means the community network including care groups, individuals and landowners and managers whom are committed to improving the health of our natural and working landscapes.

(vii) General Meeting means a general meeting of members convened in accordance with rule 20.

(viii) Group Representative means the individual nominated by the community care group to act on behalf of the Community Care Group at a General Meeting.

(ix) Individual means an individual who, in the opinion of the Board, is actively and regularly involved in practical activities that support the delivery of Community Landcare.

(x) Members Council means the group established under rule 16.

(xi) Public Officer means the person appointed in accordance with Section 14 of the *Associations Incorporations Act 1964 (Tas)*.

(xii) REO means the Register of Environmental Organisations maintained by the Department of Environment (Commonwealth) for tax deductibility enabled under the *Income Tax Assessment Act 1997 (Comm)*.

(b) In these rules, expressions referring to writing shall include references to printing, photography and other modes of representing or reproducing words in a visible form or appropriate alternative, including electronic format.

(c) Meeting venue means any place that may be determined by the Board or a sub-committee as appropriate or a meeting by teleconference, Skype or any other technology, provided all participants have an equal opportunity to participate.

3. Association's office

The office of the Association shall be at Level 2, 100 Elizabeth Street, Hobart in Tasmania, or such other place as the Board may, from time to time, determine.

4. Objects and purposes of Association

(a) The purpose of the Association is to represent, strengthen, support and grow Tasmania's community Landcare movement.

(b) In addition to the purpose of the Association, the objects of the Association are to:-

(i) promote Community Landcare;

(ii) connect people and organisations with an interest in landcare;

(iii) support landcarers with administration, information and funding;

(iv) represent Community Landcare as an advocacy body; and

(v) establish and maintain a public fund to be called the Tasmanian Landcare Fund for the specific purpose of supporting the environmental objects/purposes of Landcare Tasmania. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.

5. Public Fund

(a) A Public Fund called the Tasmanian Landcare Fund shall be maintained by the Association for purposes of receiving from the public gifts of money or property to be used in meeting the objectives of the Association.

(b) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.

(c) A separate bank account is to be maintained to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.

(d) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the fund.

(e) The fund will be operated on a not-for-profit basis.

(f) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Board. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the REO.

(g) Unless otherwise agreed by the Board, the committee of management will comprise all current members of the Board.

(h) The Association shall inform the Department responsible for the REO as soon as possible if:-

(i) it changes its name or the name of the Public Fund;

(ii) there is a change to the membership of the Committee of the Public Fund; or

(iii) there has been any departure from the model rules for Public Funds in the Guidelines to the REO.

(i) The Association shall comply with any rules that the Treasurer and the Minister with responsibility for the Environment may make to ensure that gifts made to the Public Fund are only used for its principal purpose.

(j) The Public Fund may be wound up at the discretion of the Board or in the event of the Association being wound up.

(k) If the Public Fund is wound up, or endorsement by the Australian Taxation Office of the Association as a Deductible Gift Recipient is revoked, any surplus assets of the Public Fund remaining after payment of liabilities attributable to it shall be transferred to another fund in Australia with similar objectives that is on the REO.

6. Membership of the Association

(a) Membership in the Association is open to all, however applicants must meet the relevant criteria to be eligible for the various forms of membership.

(b) A Community Care Group may become a member of the Association provided they satisfy the definition of a Community Care Group contained in rule 2. Each Community Care Group member is only entitled to one vote.

(c) An individual may become a member of the Association provided they satisfy the definition of an Individual contained in rule 2. Individual members do not have an entitlement to vote unless they are elected to the Board or Members Council, or otherwise are entitled to vote pursuant to this Constitution.

(d) A body corporate, government agency, other organisation established under the *Natural Resource Management Act 2002* or individual who does not satisfy the Community Care Group or Individual criteria outline in rule 2 may apply to be an Associate member of the Association. An Associate member has no voting rights within the Association.

(e) An individual, Community Care Group or Associate that makes application and is approved for membership as provided in these rules is eligible to become a member of the Association on payment of the annual subscription prescribed determined in accordance with rule 27.

(f) An application for membership of the Association shall be:

- (i) made in writing in the form prescribed by the Association; and
- (ii) lodged with the Public Officer of the Association.

(g) Following receipt of an application, the Public Officer will make a recommendation to the Board about acceptance or otherwise of the membership application.

(h) Where an application is approved by the Board, the Public Officer shall cause:

- (i) the nominee to be notified in writing that their application for membership of the Association has been approved; and
- (ii) the nominee's name to be entered in the register of members following receipt of the sum payable as the first year's subscription.

(i) A member of the Association may resign from the Association by delivering or sending by post or email to the Public Officer a written notice of resignation.

(j) Upon receipt of a resignation notice from a member, the Public Officer shall cause the name of the member to be removed from the register of members.

(k) A right, privilege or obligation of a member by virtue of membership of the Association:

- (i) is not capable of being transferred or transmitted to another group; and
- (ii) terminates upon the cessation of membership, whether by death, resignation or otherwise.

(l) In the event of the Association being wound up:

- (i) the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be repaid and applied by the Association in accordance with its powers to an organisation which is exempt from income tax under Section 23 of the *Income Tax Assessment Act 1997* and which is an environmental body with similar objectives to those on the REO; and
- (ii) every member of the Association and every person who, in the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves, such sum not

exceeding one dollar as may be required. A former member is not liable to contribute in respect of any debt or liability of the Association contracted after membership ceased.

7. Group Representatives

(a) Each Community Care Group member of the Association shall once in each year be invited to appoint one person to represent the Community Care Group. The appointed representative may represent the member group at the next ensuing annual general meeting and at every special meeting held during the 12 month period.

(b) The Community Care Group member shall notify the Public Officer of the Association at least 24 hours before the annual general meeting (and/or special meeting) of any changes to the group representative.

8. Income and property of the Association

(a) The income and property of the Association, however derived, shall be applied solely towards the objects and purposes of the Association.

(b) No portion of the income or property is to be paid or transferred, directly or indirectly, to any member of the Association, except where the payment or transfer is for:

(i) services or goods supplied to the Association in the ordinary course of business;

(ii) reimbursement for approved out-of-pocket expenses incurred for any of the objects of the Association;

(iii) interest at a rate not exceeding the benchmark interest rate determined under Division 7A part III of the *Income Tax Assessment Act 1934* on money lent to the Association; or

(iv) rent of a reasonable amount for premises occupied by the Association.

(c) In the event of the Association being wound up, no member shall by reason only of membership of the Association accept, receive or be entitled to any share in whole or part of the assets of the Association.

9. Accounts of financial affairs

(a) The financial year of the Association is the period beginning on the first day of July in one year and ending on the thirtieth day of June in the next year.

(b) The Board shall cause true accounts to be kept of the assets and liabilities of the Association, and any sums of moneys received and expended, together with the manner and purpose of such receipts and expenditure.

(c) The Board shall cause a report on financial transactions to be made to the Board at least once in each quarter year.

(d) After the end of each financial year, the Board shall cause to be prepared from the accounts an annual financial report, including statements of the Association's income and expenditure during the year and its financial position as at the end of that year. The financial report shall include notes explaining the basis of preparation of the statements and, where appropriate, shall provide further information on certain disclosures in the statements.

(e) The annual financial report prepared in accordance with sub-clause (d) shall be presented to members of the Association at the Annual General Meeting following the end of the financial year to which the report relates.

10. Banking and finance

(a) The Board shall cause to be opened such account or accounts, in the name of the Association, with any financial institution that is a bank, credit union or building society, as it determines.

(b) The Board shall cause all moneys received by the Association to be deposited into an account or accounts operated by the Association.

(c) The Board shall appoint two or more persons to authorise payments and other withdrawals from any account, or accounts, of the Association either by:

(i) signing cheques or other documents that enable financial institutions to make payments as instructed by such documents; and/or

(ii) accessing computerised systems that allow balances and transactions of accounts in the name of the Association to be viewed and can be used to give effect to electronic transfers of funds out of, or between, those accounts.

(d) Any payments or withdrawals under this clause shall be authorised by at least two of the appointed persons.

11. Auditor

(a) At each Annual General Meeting of the Association, the members present shall appoint a person as the auditor of the Association.

(b) A person so appointed shall hold office until the next Annual General Meeting and shall be eligible for reappointment.

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

(d) If an auditor is not appointed at an Annual General Meeting or a casual vacancy occurs in the office of the auditor, the Board shall appoint a person as the auditor as soon as practicable after that Annual General Meeting or the casual vacancy occurring.

(e) Where an appointment is made under rule 11(a), that person shall hold office until the next Annual General Meeting and then be eligible for reappointment.

12. Audit of accounts

(a) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.

(b) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members at the Annual General Meeting.

(c) In the auditor's report and in certifying the accounts, the auditor shall state whether:

(i) the information required by the auditor has been obtained;

(ii) in the auditor's opinion, the accounts are properly drawn up so as to show a true and correct view of the financial position of the Association according to all information supplied and explanations provided and as shown by the books of the Association; and

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

(d) The Public Officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

(e) For purpose of the audit, the auditor:

(i) shall have the right of access to the Association's accounts, records, books, vouchers and documents, whether in written, printed or electronic form;

(ii) may require from any member of the Board or employee of the Association such information and explanations as may be necessary for the performance of duties as auditor;

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

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

(v) will observe accepted accounting practices.

13. Election of Board

(a) The affairs of the Association shall be managed by the Board.

(b) The Board shall consist of 7 persons elected on the basis of the skills, qualifications and experience required for the proper management of the affairs of the Association, including knowledge and experience of community Landcare in Tasmania.

(c) The Board shall seek nominations from the members of the Association, and may seek nominations from the broader community, for election to the Board.

(d) The Board shall recommend for election at the Annual General Meeting the persons to be appointed to the Board, and such recommendation is to be put to the meeting as a single motion only.

(e) Each Board member so-elected shall be eligible to serve two terms of three years.

(f) The Board may recommend to the Annual General Meeting to extend the term of a Board member if needed to meet identified skills needs or for reasons of succession.

(g) The Board shall cause By-Laws to be made that specify the process for selecting nominees for election to the Board, and the range of skills, qualifications and experience to be held on the Board.

(h) The Association in general meeting may, by special resolution, remove any member of the Board for the remainder of their term of office.

14. Operation of the Board

(a) The Board:

(i) shall control and manage the business and affairs of the Association;

(ii) may exercise all of the powers and functions of the Association, other than those powers and functions that are required by this Constitution to be exercised and performed by members of the Association at a general meeting; and

(iii) may authorise, by delegation in writing, certain of its powers and functions to be exercised by its employees, members or by other persons.

(b) The Board shall appoint from among its members a Chair, or may choose to co-opt an Independent Chair.

(c) The Board shall meet at least four (4) times per year at such place and at such times as the Board may decide.

(d) Meetings of the Board may be convened by the Chair, or any four (4) of its members.

(e) The Board shall have the right to fill any casual vacancy on the Board until the next Annual General Meeting.

(f) The Board shall have the right to co-opt two people to fill any identified skills shortage or for reasons of succession planning, but such individuals shall have no voting rights.

(g) The quorum at a Board meeting shall be four of its voting members.

(h) At meetings of the Board, the Chair shall preside or, in their absence, such other member as may be determined.

(i) The Chair shall have a casting vote in the event of an equal vote by members of the Board.

(j) The Chair in consultation with Board may act or issue instructions to the employees of the Association to act in matters of urgency connected with the management of the affairs of the Association, in the event of the Executive Officer being unable to do so.

(k) The Board shall provide information to the Members Council on any action it has taken that may have a major impact on the operations of the Association.

15. Sub-committees

(a) The Board may, by resolution, create one or more sub-committees to undertake or administer designated matters in relation to the objectives of the Association.

(b) Members of a sub-committee are to be appointed by the Board and shall include at least two members of the Board or Members Council, one of whom shall preside and one of whom shall be a member of the Board.

(c) The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.

(d) No meeting of a sub-committee shall be conducted unless there is present at least one half of its membership, or at least two of its members if the sub-committee is comprised of fewer than five persons.

(e) A sub-committee shall provide a report to the Board following every sub-committee meeting.

(f) All sub-committees shall be dissolved at the completion of the purpose for which they were created, and may be dissolved at any time by a resolution of the Board.

16. Members Council

(a) There is to be a sub-committee called the Members' Council for the purposes of:

(i) providing a forum for Members to discuss matters of strategic direction and Landcare policy;

(ii) providing advice to the Board and making recommendations to the Board on matters of strategic direction and Landcare policy; and

(iii) implementing, or assisting in and/or facilitating the implementation of policies, strategies and projects as approved by the Board.

(b) The Members Council shall consist of a minimum of 8 members, including at least one person from each telephone region in Tasmania (62, 63, 64).

(c) The Members Council shall consist only of persons who are members of the Association.

(d) Nominations for election as members of the Members Council must be made in writing, signed by a Community Care Group member and accompanied by the written consent of the candidate.

- (e) Nomination for membership of the Members Council must be received by the Public Officer at least seven (7) days prior to the Annual General Meeting.
- (f) A secret ballot to elect members of the Members Council shall be conducted at the Annual General Meeting each year.
- (g) Each Community Care Group member present at the Annual General Meeting will have one vote in the ballot to elect members of the Members Council.
- (h) The number of nominees required to fill the vacancies on the Members Council with the highest number of votes, will be declared elected.
- (i) Each member of the Members Council shall, subject to these rules, hold office until the second annual general meeting next after the date of his election, but is eligible for re-election, provided that, a member who has previously been elected to the Members Council shall only be eligible for election for three further terms.
- (j) Should a casual vacancy occur in the office of Members Council, the Board may appoint a person to fill the vacancy and such person shall hold office, subject to these rules, upon such terms and conditions and for such period as the Board determines.
- (k) The Association in general meeting may, by special resolution, remove any member of the Members Council for the remainder of their term of office and appoint another member to hold office until the expiration of the term of the first mentioned member.
- (l) Subject to these rules the Board may make By-Laws for the Members Council that may include:
 - (i) the size and composition of the Members Council;
 - (ii) the process for nomination and election to the Members Council at an Annual General Meeting;
 - (iii) the appointment of a Chair of the Members Council;
 - (iv) the appointment of additional persons to the Members Council by the Board;
 - (v) the filling of casual vacancies on the Members Council;
 - (vi) the frequency, timing and format for meetings of the Members Council; and
 - (vii) procedures for the operation of the Members Council.

17. Employment of members of Board and Members Council

- (a) A member of the Members Council or Board may be employed by the Association only under exceptional circumstances.
- (b) A decision relating to the employment of a member of the Members Council or Board by the Association (“the Employment Decision”) is to be made by the Board.
- (c) A member the subject of the Employment Decision (“the Employed Member”) must declare an interest in any discussion relating to the Employment Decision.

(d) The Employment Decision will be subject to the following restrictions:

- (i) the position in which the Employed Member is employed will be clearly referred to as an “Acting” position;
- (ii) the term of employment will not exceed 3 months, unless otherwise agreed by the Board;
- (iii) the Employed Member will take a leave of absence from the Board or Members Council, as the case may be, for the duration of the employment;
- (iv) unless otherwise agreed, the Employed Member will report to, and act under the direction of, the Board; and
- (v) any other terms or restrictions the Board consider appropriate.

18. Vacation of Office

(a) For the purpose of these rules, a member of the Members Council or Board becomes vacant if the member:

- (i) dies;
- (ii) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
- (iii) becomes of unsound mind;
- (iv) resigns their office by delivering or sending by post or email to the Public Officer a written notice of resignation;
- (v) ceases to be resident in the State;
- (vi) fails, without leave granted by the committee, to attend three consecutive meetings of the Members Council or Board (as the case may be);
- (vii) ceases to be a member of the Association; or
- (viii) fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing signed by the public officer stating that he has ceased to be a financial member of the Association.

19. Disclosure of interests

(a) If a member of the Board or a sub-committee has a direct or indirect pecuniary interest in a matter being, or about to be, considered at a meeting of the Board or sub-committee, the member is to disclose the nature of the interest to the Board or sub-committee as soon as practicable after the relevant facts come to the member’s knowledge.

(b) When a member of the Board or a sub-committee has made a disclosure in accordance with this clause, the disclosure shall be recorded in the minutes of the meeting and the member may be

required to leave the meeting for the duration of time that the matter in which the member has disclosed an interest is being considered.

(c) If at a meeting of the Board or of a sub-committee a member votes on a matter in which the member has a direct or indirect pecuniary interest, that member's vote is not to be counted.

20. General meetings

(a) A 'general meeting' is an Annual General Meeting or a special general meeting.

(b) Any business to be considered at a general meeting, other than the ordinary business of an Annual General Meeting referred to in rule 21(e), is special business.

(c) The Board shall cause written notice, of at least 14 days, to be given to all members specifying the time, date and place appointed by the Board for an Annual General Meeting or a special general meeting and describing the business to be considered at the meeting.

(d) The inadvertent omission to give such notice to, or the non-receipt of such notice by a member, shall not invalidate or otherwise affect the proceedings at any such meeting.

(e) The particulars of any motion or motions to be put at general meetings by way of special business shall be delivered in writing to the Board at least 21 days before the meeting at which the motion or motions are intended to be considered, and shall accompany the notice convening the meeting.

(f) No item of business shall be transacted at a general meeting unless a quorum of 10 members of the Association entitled under these rules to vote is present during the time when the meeting is considering that item.

(g) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a time and place determined by the Board but not more than four weeks later, unless the meeting was a special meeting in which case it lapses.

(h) At each meeting of the Association, the Chair of the Board is to be the chairperson or, in the absence of the Chair, an alternative Board member elected to preside by the members of the Association present at the general meeting.

(i) A question arising at a general meeting of the Association is to be determined by a show of hands and a declaration by the chairperson that a question has been lost or carried is evidence of that fact unless a poll is demanded by no less than two members present, on or before that declaration.

(j) If a poll is demanded, it shall be taken in such manner as the chairperson directs and the result of such poll shall be deemed to be the resolution of the Association in the general meeting.

(k) Upon any question arising at a general meeting of the Association, each member including the chairperson has one vote only. All votes shall be given personally, and in the case of an equality of votes, the chairperson of the meeting is entitled to exercise a casting vote.

(l) 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 shall be

transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(m) Where a meeting is adjourned for 14 days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

21. Annual General Meeting

(a) The Association shall once a year hold an Annual General Meeting.

(b) The Annual General Meeting shall be in addition to any other general meetings held in the same year.

(c) The Annual General Meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the Board may determine.

(d) The Annual General Meeting shall be specified as such in the notice convening it.

(e) The ordinary business of an Annual General Meeting is to:

(i) confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;

(ii) receive a report from the Board on the activities of the Association for the preceding financial year;

(iii) receive the Board's report on the Association's financial transactions during the preceding financial year and the financial position at the end of that year, together with the auditor's opinion on that report;

(iv) elect the members of the Members Council or Board (where terms of existing appointments have expired); and

(v) appoint the auditor for the ensuing financial year.

(f) Special business may be transacted at an Annual General Meeting provided notice of that business is provided with the notice of that meeting.

(g) A quorum for an Annual General Meeting shall be 10 members entitled to vote.

22. Special general meetings

(a) The Board may call a special general meeting of the Association as it considers necessary.

(b) The Board shall, upon receipt at the Association's office of a written requisition for a special general meeting setting out the objects of the meeting and signed by not less than ten members, convene within 21 days a special general meeting of the Association.

(c) A quorum for a special general meeting shall be 10 members entitled to vote.

(d) If the Board does not cause a special general meeting to be convened within 21 days from the date of the deposit of the requisition, the requisitionists may themselves convene the meeting, provided it is held not later than three months from the date of the deposit of the requisition.

(e) All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring such expenses.

23. Minutes of meetings

(a) The Board shall cause minutes to be kept of all proceedings at the Annual General Meeting, at general meetings of the Association and at meetings of the Board.

(b) The minutes shall include entries in respect of all questions put to a vote and whether they were carried or lost.

(c) When signed by the chairperson, such minutes shall be the conclusive record of the business transacted at the meetings.

24. Notices

(a) Unless otherwise provided under this Constitution, the service of a notice required to be given, or caused to be given, by the Board or by the Public Officer upon any member of the Association, may be made:

(i) personally;

(ii) by sending it through the post in a prepaid letter addressed to such member at their address, as recorded in the register of members; or

(iii) by means of electronic communication to the address provided to the Association for purpose of such communications.

25. Expulsion of members

(a) Subject to this rule, the Board may expel a member from the Association if, in the opinion of the Board, the member has been guilty of conduct detrimental to the interests of the Association.

(b) The expulsion of a member pursuant to sub-rule (a) of this rule does not take effect:

(i) until the expiration of 14 days after the service on the member of a notice under sub-rule (c) of this rule; or

(ii) if the member exercises right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, which ever is the later date.

(c) Where the Board expels a member from the Association, the Public Officer of the Association shall cause to be served on the member a notice in writing:

- (i) stating that the member has been expelled;
- (ii) specifying the grounds for the expulsion; and
- (iii) informing the member that, if desired within 14 days after the service of the notice, an appeal against the expulsion as provided in this rule can be made.

(d) A member on whom a notice under sub-rule (c) of this rule is served may appeal against the expulsion to a special general meeting by delivering, emailing or sending by post to the Public Officer of the Association within 14 days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing that appeal.

(e) Upon receipt of a requisition under sub-rule (d) of this rule, the Public Officer shall notify the Board of its receipt and the Board shall cause a special general meeting of members to be held within 21 days after the date on which the requisition is received by the Public Officer.

(f) At a special general meeting convened for the purpose of this rule:

- (i) no business other than the question of the expulsion shall be transacted;
- (ii) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
- (iii) the expelled member shall be given an opportunity to be heard; and
- (iv) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

(g) 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.

26. Disputes

(a) Subject to this rule, a dispute between a member of the Association and the Association shall be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*.

(b) Nothing in this rule affects the operation or effect of rule 25.

27. Annual subscriptions

(a) The amount of the annual subscription shall be determined by the Board each year.

(b) The annual subscription of a member shall be due and payable on or before a day determined by the Board and included in the By-Laws.

(c) If a subscription is not paid within 60 days, the member shall cease to be a member of the Association.

28. Seal of Association

(a) The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association, encircling the word 'seal'.

(b) The seal of the Association shall only be affixed to any instrument with the authority of the Board.

(c) The affixing of the seal shall be attested by the signatures of two members of the Board or of one member of the Board and of the Public Officer of the Association, or such other person as the Board may appoint for that purpose.

(d) If a sealed instrument has been attested under rule 28(c), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.

(e) The seal shall be kept secure at the Association's office.

29. Amendments to the Constitution

(a) Notice of any proposed amendment, repeal or addition to the Constitution must be given in writing to the Public Officer, or the Chair of the Board, at least 21 days prior to the Annual General Meeting or Special General Meeting convened for that purpose.

(b) At least 21 days' notice of such meeting shall be given to any member entitled to vote.

(c) No rule shall be amended or replaced, nor shall any new rule be made, except by the vote of 50 per cent or more of members eligible to vote present at the meeting.

(d) The Public Officer shall cause the Commissioner of Corporate Affairs to be advised of changes to the Constitution.

(e) To avoid doubt, any documentation produced in the name of the Association by the Board, the Members Council, a sub-committee, members of the Association or the Association's employees for the purpose of setting policies relating to risk management, service delivery, employees' performance and the like (referred to as 'codes', 'policies', 'instructions' or similarly described), shall not form part of this Constitution.

30. By-Laws

(a) The Board shall have the power to make, alter and rescind any by-laws that it considers necessary for the effective administration and operation of the Association, provided that no by-law may be inconsistent with the rules of Association.

(b) The Board shall ensure that members of the Association have access to the By-Laws upon request.

(c) Members of the Association may rescind a By-Law at a special general meeting convened in accordance with rule 22 or as special business at an Annual General Meeting in accordance with rule 21.