



# **SUSTAINABLE LIVING TASMANIA INC.**

## **CONSTITUTION AND RULES**

**(Revised 26<sup>th</sup> September 2017)**

**SUSTAINABLE LIVING TASMANIA INCORPORATED)**  
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**(REVISED 2017)**

**PREAMBLE**

Sustainable Living Tasmania is a not-for-profit, community environmental organisation devoted to promoting and supporting environmentally sustainable living. Our organisation is based in Hobart and was established in 1972 as the Tasmanian Environment Centre Incorporated. In 2006 it was renamed Sustainable Living Tasmania in recognition of our core focus on sustainable living philosophies and activities.

SLT's vision is to support a community within which government, business, industry, educators, community groups and individuals work in partnership to continually improve Tasmania's environmental and social sustainability. This vision is based on a fundamental belief that there is a need for Tasmanians to adopt more sustainable living practices if the quality of the community as measured in environmental, social and economic terms is to be preserved for future generations. SLT provides this support as an educator, a facilitator, and as a catalyst.

**1. NAME**

The name of the association is to be Sustainable Living Tasmania Incorporated.

**2. INTERPRETATION**

In these rules –

- (1) **"Act"** means the *Associations Incorporation Act 1964*;
- (2) **"auditor"** means the person appointed as the auditor of SLT under rule 9;
- (3) **"basic objects of SLT"** means the objects and purposes of SLT as stated in an application under section 7 of the Act for the incorporation of the association;
- (4) **"Board"** means a committee as defined by the Act and is the Board of Management of SLT referred to in rule 21;
- (5) **"executive Board member"** means a member of the Board to whom rule 22(1) relates;
- (6) **"financial officer"** is a person appointed by the Board to perform the functions in the rules 7 and 8.
- (7) **"general meeting"** includes –
  - (a) the annual general meeting; and
  - (b) any special general meeting;
- (8) **"in writing"** includes digital records and communications.
- (9) **"ordinary Board member"** means a member of the Board to whom rule 23(1)(b) relates;
- (10) **"ordinary business of the annual general meeting"** means the business specified in rule 11(5);
- (11) **"present"** includes digital presence such as video or web conferencing.
- (12) **"special general meeting"** means any general meeting other than the annual general meeting;
- (13) **"SLT"** means the association referred to in rule 1;

**3. OFFICE**

The office of SLT is to be at the following place or any other place the Board determines: 1/71 Murray Street, Hobart, Tasmania.

**4. OBJECTS AND PURPOSES OF SLT**

- (1) The basic objects of SLT include the following:
  - (a) To promote and encourage education within the community for the appreciation, enhancement and protection of the environment;
  - (b) To establish, manage and carry on a community education centre which will facilitate the attainment of any of the foregoing purposes or any like purpose;
  - (c) To promote and support environmentally sustainable living practices;
  - (d) To support a community within which government, business, industry, education, community groups and individuals work in partnership to continually improve Tasmania's environmental and social sustainability; and
  - (e) To function as an educator, a facilitator, and as a catalyst for environmentally and socially sustainable living practices.
- (2) In addition to the basic objects of SLT, the objects and purposes of SLT 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 SLT;

- (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 SLT;
- (d) the accepting of any gift for any one or more of the objects or purposes of SLT;
- (e) the taking of any step the Board or the members in a general meeting consider expedient for the purpose of procuring contributions to the funds of SLT;
- (f) the printing and publishing, either in hard copy or digitally, of newsletters, periodicals, books, leaflets, or other documents the Board or the members in general meeting consider desirable for the promotion of the objects and purposes of SLT;
- (g) the borrowing and raising of money in any manner and on terms –
  - (i) the Board thinks fit; or
  - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the Trustee Act 1898, the investment of any monies of SLT not immediately required for any of its objects or purposes in any manner the Board determines;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which section 78(1)(a) of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit employees or past employees of SLT and their dependents, and the granting of pensions, allowances or other benefits to employees or past employees of SLT and their dependents, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of SLT;
- (l) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which SLT is amalgamated in accordance with the provisions of the Act and rules of SLT;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of SLT or of any of the objects and purposes specified in this rule.
- (n) the establishment and maintenance of a public fund to be operated on a not-for-profit basis and to be called the Sustainable Living Tasmania Public Fund, as a distinct entity from Sustainable Living Tasmania, for the specific purpose of supporting the environmental objects/purposes of Sustainable Living 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. Rule 6(5) further clarifies the Public Fund.

## 5. MEMBERSHIP OF SLT

- (1) A person who is approved for membership as provided in these rules is eligible to be a member of SLT on payment of the annual or multi-year subscription provided for under these rules.
- (2) An organisation or a person who is not a member of SLT at the time of the incorporation of SLT is not to be admitted to membership unless --
  - (a) the admission as a member is approved by the Board; and
  - (b) the person or organisation is committed to the objectives of the organisation.
- (3) Application for membership to SLT is open to persons and organisations supporting SLT's basic objects.
- (4) Application for membership of SLT is to be –
  - (a) made in writing in the SLT membership application process approved by the Board; and
  - (b) lodged with the public officer of SLT.
- (5) As soon as practicable after the receipt of an application for membership, the public officer is to refer the application to the Board.
- (6) The Board may, at its sole discretion, approve or refuse any application for membership of SLT.
- (7) On an application being approved by the Board, the public officer –
  - (a) Is to notify the applicant, in writing that the applicant has been approved for membership of SLT; and
  - (b) upon receipt of the sum payable as the first year's subscription, is to enter the applicant's name in a register of members.

- (8) A member of SLT may resign from SLT by the lodging notice of resignation in writing with the public officer
- (9) On receipt of a notice from a member under subrule (7), the public officer is to remove the name of the member.
- (10) A person –
  - (a) becomes a member of SLT when his or her name is entered in the register of members; and
  - (b) ceases to be a member of SLT when his or her name is removed from the register of members.
- (11) Honorary Membership
  - (a) A person who has made a significant contribution towards the object of SLT may be elected an honorary member by the Board for such period as is determined by the Board, which may include life membership.
  - (b) An honorary member is to have the same rights and privileges under these Rules as an ordinary member
- (12) Any right, privilege, or obligation of a person as a member of SLT --
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership.
- (13) If SLT is wound up –
  - (a) every member of SLT, and
  - (b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of SLT –
    - is liable to contribute –
    - (c) to the assets of SLT for payment of the debts or liabilities of SLT; and
    - (d) for the costs, charges, and expenses of the winding up; and
    - (e) for the adjustment of the rights of the contributories among themselves.
- (14) Any liability under subrule (12) is not to exceed the sum of the annual subscription.
- (15) A former member is not liable to contribute under subrule (12) in respect of any debt or liability of SLT contracted after ceasing to be a member.

## 6. INCOME AND PROPERTY OF SLT

- (1) The income and property of SLT is to be applied solely towards the promotion of the objects and purposes of SLT.
- (2) No portion of the income or property of SLT is to be paid or transferred to any member of SLT unless the payment or transfer is made in accordance with this rule.
- (3) SLT is not to –
  - (a) appoint a person who is a member of the Board to any office in the gift of SLT 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.
- (4) An employee or member of SLT may be paid –
  - (a) remuneration in return for services rendered to SLT or for goods supplied to SLT in the ordinary course of business of the employee or member;
  - (b) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by an employee or member for any of the objects or purposes of SLT; or
  - (c) interest on money lent to SLT at a rate at the time of lending, not exceeding the variable rate of interest as set by the Reserve Bank of Australia; or
  - (d) a reasonable and proper sum by way of rent for premises let to SLT by an employee or member.
- (5) Public Fund
  - (a) Tax deductible donations received by SLT will be paid into the Sustainable Living Tasmania Public Fund which will not be used as a conduit for the donation of money or property to other organisations, bodies or persons nor be influenced by the preference of the donor.

- (b) The purpose of the Public Fund is to support the basic objects of SLT stated in rule 4(1).
- (c) Members of the public are to be invited to make gifts of money or property to the Public Fund for the purpose of the Public Fund. [Model clause 2 for public funds]
- (d) The Public Fund is to be managed by a committee appointed by the Board consisting of three persons, the majority of whom must be persons of responsibility in accordance with Australian Taxation Office criteria and defined by the Guidelines to the Register of Environmental Organisations.
- (e) A separate account with a bank or building society will be opened and maintained for the purpose of dealing with monies paid into the Public Fund, into which all donations, any interest earned from the donations, income derived from donated property, and money from the realization of such property will be paid.
- (f) Receipts are to be issued in the name of the Public Fund and proper accounting records and procedures are to be kept and used for the fund.
- (g) The Public Fund will be operated on a not-for-profit basis.
- (h) SLT will accept any rule the Commonwealth Treasurer and the Environment Minister make to ensure that gifts made to the Public Fund will only be used for its principal purpose.
- (i) In the event of the winding up of the Public Fund or in the event of the winding up of SLT, any surplus assets in the Public Fund are to be transferred to another fund which has similar objectives and that is on the Register of Environmental Organisations.
- (j) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year. An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.
- (k) SLT must inform the Department responsible for the environment as soon as possible if:
  - (i) SLT changes its name or the name of the Public Fund; or
  - (ii) there is any change to the membership of the management committee of the Public Fund; or
  - (iii) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations

## **7. ACCOUNTS OF RECEIPTS AND EXPENDITURE**

- (1) True accounts are to be kept of –
  - (a) all money received and expended by SLT and the matter in respect of which the receipt or expenditure takes place; and
  - (b) the property, credits, and liabilities of SLT.
- (2) The accounts are to be open to inspection by the members of SLT subject to any reasonable restrictions as to time and manner of inspecting that the Board of SLT may impose.
- (3) The financial officer of SLT is to keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of SLT in the form and manner the Board directs.
- (4) The treasurer is responsible for inspecting all general records, accounting books, and records of receipts and expenditure connected with the operations and business of SLT.
- (5) The accounts, books and records are to be kept at SLT's office or at any other place the Board decides.

## **8. BANKING AND FINANCE**

- (1) The financial officer of SLT or other person(s) appointed by the Board, on behalf of SLT is to –
  - (a) receive all money paid to SLT; and,
  - (b) immediately after receiving such money, issue official receipts.
- (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 SLT into which all money received is to be paid as soon as possible after receipt.
- (3) No payment shall be made from the funds of SLT except with the authority of the Board or other person(s) delegated by the Board.
- (4) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments are to be –
  - (a) signed by the treasurer or, in the treasurer's absence, by any other member or members of the Board the Board nominates for that purpose; and

- (b) countersigned by the public officer or in the public officer's absence such other person or persons as the Board may nominate.

## 9. AUDITOR

- (1) At each annual general meeting of SLT, the members present are to appoint a person as the auditor of SLT.
- (2) The auditor is to hold office until the annual general meeting next after that which the auditor was appointed, and is eligible for re-appointment.
- (3) If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of SLT.
- (4) The auditor may only be removed from office by resolution of the Board.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of SLT, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

## 10. AUDIT OF ACCOUNTS

- (1) The auditor is to examine the accounts of SLT at least once in each financial year of SLT.
- (2) The auditor is to –
  - (a) certify as to the correctness of the accounts of SLT; and
  - (b) report to the annual general meeting.
- (3) In the report and in certifying the accounts the auditor is to state if –
  - (a) The auditor has obtained the required information; and
  - (b) in the auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of SLT –
    - (i) according to the information at the auditor's disposal and the explanations given; and
    - (ii) as shown by the books of SLT; and
    - (iii) the rules relating to the administration of the funds of SLT have been observed.
- (4) The public officer of SLT is to cause to be delivered to the auditor a list of all the accounts, books and records of SLT.
- (5) The auditor may –
  - (a) have access to the accounts, books, records, vouchers and documents of SLT;
  - (b) require from the employees of SLT any information and explanations he or she considers necessary for the performance of the duties as auditor; and
  - (c) employ persons to assist in investigating the accounts of SLT; and
  - (d) in relation to the accounts of SLT, examine any member of the Board or any employee of SLT.

## 10A . EXEMPTIONS UNDER THE ACT

- (1) For any financial year that SLT is exempt from the requirement to be audited by virtue of section 24(1B) of (1C) of the Act-
  - (a) an auditor is not required to be appointed for that financial year under rule 9 unless the Board elects to have the financial affairs of SLT for that financial year audited in accordance with the Act and these rules; and,
  - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a)-
    - (i) rules 9 and 10 do not apply in respect of SLT for that financial year; and,
    - (ii) rule (11)(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
    - (iii) rule 11(5)(d) does not apply in respect to the annual general meeting held by SLT in respect of that financial year.
- (2) For any financial year that SLT is exempt from the requirement to provide an annual return by virtue of section 24B(1B) of the Act, the Board must provide, as part of the ordinary business of the annual general meeting of that financial year, a copy of the annual financial report given under the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth in respect of that financial year.

## 11. ANNUAL GENERAL MEETING

- (1) SLT is to hold an annual general meeting each year.
- (2) The annual general meeting is to be held on any day (being not later than 4 months after the close of the financial year of SLT) the Board determines.
- (3) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- (4) The notice convening the annual general meeting is to specify the purpose of the meeting.
- (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 employees of SLT, reports on the transactions of SLT during the last preceding financial year;
  - (c) to elect members of the Board to positions that are open for election;
  - (d) to appoint the auditor and determine the auditor's remuneration;
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the annual general meeting are to be called special general meetings.

## **12. SPECIAL GENERAL MEETINGS**

- (1) The Board may convene a special general meeting of SLT at any time.
- (2) The Board, on the requisition in writing of at least 10 members of SLT, is to convene a special general meeting of SLT.
- (3) A requisition for a special general meeting –
  - (a) is to state the objects of the meeting; and
  - (b) is to be signed by the requisitionists; and
  - (c) is to be deposited at the office of SLT; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the Board does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of SLT, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Board.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by SLT.

## **13. NOTICES OF GENERAL MEETINGS**

The public officer of SLT, at least 14 days before the date fixed for holding a general meeting of SLT, is to publish, on the SLT website, and in an electronic mail to members, an advertisement –

- (1) specifying the place, day and time for the holding of the meeting; and
- (2) the nature of the business to be transacted at the meeting.

## **14. BUSINESS AND QUORUM AT GENERAL MEETINGS**

- (1) All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.
- (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.
- (3) A quorum for the transaction of the business of a general meeting is 10 members present and entitled to vote.

- (4) If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting –
  - (a) if convened on the requisition of members, is to be dissolved; or
  - (b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned).
- (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.
- (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.

#### **15. PRESIDENT TO PRESIDE AT GENERAL MEETINGS**

- (1) The president, or in the president's absence, the senior vice-president, or in the absence of both the president and the senior vice-president, the other vice-president, is to preside as chairperson at every general meeting of SLT.
- (2) If none of the above are present, the members present may elect one of their number to preside as chairperson.

#### **16. ADJOURNMENT OF GENERAL MEETINGS**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **17. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

- (1) A question arising at a general meeting of SLT is to be determined by consensus.
- (2) If consensus cannot be reached or the Chairperson views consensus to be uncertain, the question is to be determined on:
  - (a) a show of hands; or,
  - (b) the Chairperson may determine that, if practicable, the question be deferred to a committee or working group to assist in reaching consensus.
- (3) 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 SLT is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### **18. VOTES**

- (1) On any question arising at a general meeting of SLT, a member has one vote only.
- (2) All votes are to be cast personally.
- (3) In the case of an equality of voting on a question, the chairperson has a second or casting vote.

#### **19. TAKING OF POLL**

- If at a meeting a poll on any question is demanded –
- (a) it is to be taken at that meeting in the manner the chairperson directs; and
  - (b) the result of the poll is taken to be the resolution of the meeting on that question.

#### **20. WHEN POLL TO BE TAKEN**



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

#### **21. AFFAIRS OF SLT TO BE MANAGED BY A BOARD**

- (1) The affairs of SLT are to be managed by a Board of Management constituted as provided in rule 23.
- (2) The Board –
  - (a) is to control and manage the business and affairs of SLT; and
  - (b) may exercise all the powers and perform all the functions of SLT, other than those powers and functions that are required by these rules to be exercised by general meetings of members of SLT;
  - (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of SLT; and,
  - (d) is to determine the remuneration of employees of SLT.

#### **22. EXECUTIVE OF SLT**

- (1) The executive of SLT is as follows:
  - (a) a president;
  - (b) 2 vice-presidents;
  - (c) a treasurer;
  - (d) a secretary.
- (2) One of the vice-presidents is to be known as the senior vice-president.
- (3) The provisions of rule 24(2), (3) and (4), so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in subrule (1).
- (4) Each member of the executive of SLT is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.
- (5) No member of the executive of SLT is to hold the same office for more than 4 consecutive terms.
- (6) If a casual vacancy in any office referred to in subrule (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.

#### **23. CONSTITUTION OF THE BOARD OF SLT**

- (1) The Board consists of the following members elected at the annual general meeting of SLT in each year:
  - (a) The members of the executive of SLT;
  - (b) Seven other members; plus,
  - (c) Up to and including three additional members being members of SLT who have been co-opted by the Board for the purpose of its acquiring particular expertise.
- (2) Except as provided in subrule (3), all members of the Board are to be elected by the annual general meeting and hold office until the second occurring annual general meeting next after the date of election, and are eligible for re-election.
- (3) For the first annual general meeting immediately after the commencement of operation of this subrule, and to promote continuity on the Board by staggering the election of its members, half the Board members, as determined by lot (or in the event of an odd number of Board members, the number immediately greater than one half) shall hold office until the annual general meeting next after the date of election.
- (4) If a casual vacancy occurs in the office of ordinary Board member, the Board may appoint a member of SLT to fill the vacancy until the conclusion of the term of office provided in subrule (2).

#### **24. ELECTION OF THE BOARD**

- (1) Nominations of candidates for election as ordinary Board members are to be --
  - (a) be made in writing signed by two members of SLT and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and

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

- (2) If insufficient nominations are received to fill all vacancies on the Board –
  - (a) the candidates nominated are taken to be elected; and
  - (b) unfilled positions are to be taken as casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of ordinary Board members is to be conducted at the annual general meeting in the usual manner as directed by the Board.

## 25. ELECTION OF MEMBERS OF THE EXECUTIVE OF THE BOARD

- (1) Members of the executive of the Board of SLT are to be elected by the Board, being members of the Board at the time of their election.
- (2) The election is to be held at a meeting of the Board immediately following the annual general meeting.
- (3) Members of the executive are to hold office until the Board meeting following the next occurring annual general meeting after the date of election and are eligible for re-election.
- (4) The meeting is to elect a Chairperson for the purpose of conducting the election of members of the executive.
- (5) The Chairperson is to declare all offices vacant and conduct the election.
- (6) Nominations of candidates for election as members of the Executive of the Board of SLT are to be received at the meeting of the Board.
- (7) If more than one nomination is received for any vacancy to be filled, a ballot for the election of an officer to that vacancy is to be conducted in the usual manner as the Chairperson may direct.
- (8) If one nomination only is received for any vacancy, the Chairperson is to declare that officer elected.
- (9) If no nominations are received for any vacancy, the Chairperson is to direct that the Board is to meet within fourteen days of the annual general meeting for the purpose of filling that vacancy.

## 26. VACATION OF OFFICE

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

- (1) dies;
- (2) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with Board member's creditors, or makes any assignment of the Board member's estate for their benefit; or
- (3) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
- (4) becomes of unsound mind; or
- (5) resigns office in writing addressed to the Board; or
- (6) ceases to be resident in the State; or
- (7) fails to attend 3 consecutive meetings of the Board
  - (a) without leave granted by the Board, or
  - (b) an apology for non-attendance at a board meeting is not leave as in subrule (6)(a): or ceases to be a member of SLT

## 27. MEETINGS OF THE BOARD

- (1) The Board is to meet not less than every two months at any place and time the Board determines.
- (2) Special meetings of the Board may be convened by the president or any four of its members.
- (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.
- (4) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) Business is not to be transacted at a meeting of the Board unless a quorum is present.
- (6) If half an hour after the time appointed for the meeting a quorum is not present and there are matters as decided by the chairperson that cannot wait until the next Board meeting, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it is to be dissolved.
- (7) At a meeting of the Board, the following is to preside as chairperson:
  - (a) the president, or in the absence of the president, the senior vice president, or in the absence of both the president and the senior vice president, the other vice-president or,
  - (b) if the president and two vice-presidents are absent, any one of the remaining members of the Board as may be chosen by the members present.
- (8) Any question arising at a meeting of the Board or of any committee appointed by the Board is to be determined in the same manner as provided in rule 17
- (9) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- (10) If there is an equality of votes on any question, the chairperson has a second or casting vote.
- (11) Written notice of each Board meeting is to be served on each member of the Board by –
  - (a) delivering it at a reasonable time before the meeting; and
  - (b) sending it by post in a prepaid letter addressed to each Board member's usual or last-known address in time to reach the Board member in due course of post before the date of the meeting; or
  - (c) sending it by electronic mail to each Board member's usual or last-known electronic mail address in time to reach the Board member before the date of the meeting. If a return email is received advising the message is undeliverable, then Rule 27 (11) (b) will be used.

## 28. DISCLOSURE OF INTEREST IN CONTRACTS ETC.

- (1) If a member of the Board or any committee of the Board has a direct or indirect pecuniary or other interest in a matter being considered, or about to be considered by the Board or committee, the member is to disclose the nature of the interest to the Board or committee as soon as practicable after becoming aware of the relevant facts.
- (2) If a member of the Board or any committee becomes interested in a contract or arrangement after SLT has entered into the same, then he or she is to disclose the interest to the Board or committee as soon as practicable after becoming aware of the relevant facts.
- (3) A member of the Board or any committee must disqualify him or herself from voting in respect of any question relating to the matter in which he or she has an interest and any such vote will not be counted.

## 29. COMMITTEES

- (1) The Board is to –
  - (a) appoint the following standing committees
    - (i) finance
    - (ii) governance, audit and risk management
    - (iii)
  - (b) appoint other ad hoc committees as required;

- (c) ensure that any committee has a Board member as the chair;
  - (d) co-opt committee members from the financial membership;
  - (e) prescribe the powers and functions of that committee.
- (2) The Board may co-opt any person as a member of a committee without voting rights, whether or not the person is a member of SLT.
  - (3) A quorum at a meeting of a committee is 3 appointed members.
  - (4) The standing committees are to meet as directed by the Board.
  - (5) The committee chair is to convene meetings of any committee.
  - (6) The Treasurer is the chair of the finance committee. In other cases, or in the absence of the Treasurer, at every meeting of a committee appointed by the Board, the committee members are to choose one of their number as Chairperson of that particular meeting
  - (7) All committees are to keep minutes of all committee meetings.
  - (8) All committees are to report back to the next Board meeting.
  - (9) No committee can usurp the powers of the Board.
  - (10) Written notice of each committee meeting is to be served on each member of the committee by –
    - (a) delivering it at a reasonable time before the meeting; or
    - (b) by sending it by post in a prepaid letter addressed to each committee member's usual or last known address in time to reach the committee member in due course of post before the date of the meeting; or
    - (c) sending it by electronic mail to each Board member's usual or last-known electronic mail address in time to reach the Board member before the date of the meeting. If a return email is received advising the message is undeliverable, then subrule 10) (b) will be used.
  - (11) Questions arising at any committee meeting referred to in this Rule are to be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson has a second or casting vote.
  - (12) A quorum and the procedure of any committee appointed at any general meeting is to be the same as a committee appointed by the Board.

### 30. EXECUTIVE COMMITTEE

- (1) The president, the 2 vice-presidents, the treasurer, and the secretary constitute the executive committee.
- (2) The executive committee is to meet as required.
- (3) A quorum at a meeting of the executive committee is 3 members.
- (4) The president or 3 officers may convene meetings of the executive committee.
- (5) Written notice of each committee meeting is to be served as required in rule 29 (10)
- (6) Questions arising at any meeting referred to in this Rule are to be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson has a second or casting vote.
- (7) The executive committee may issue instructions to the public officer and the employees of SLT in matters of urgency connected with the management of the affairs of SLT during the intervals between meetings of the Board.
- (8) The executive committee is to report any instructions issued under subrule (7) to the next meeting of the Board.

### 31. SOURCES OF INCOME

- (1) SLT may derive funds from any source including –
  - (a) Annual membership subscriptions;
  - (b) Public subscriptions, sponsorships and donations;
  - (c) Government, semi-government and private grants;
  - (d) Remuneration for services rendered to members, member organisations and other organisations;
  - (e) By charging fees for services provided by employees of SLT to third parties;
  - (f) Special fund raising functions; and
  - (g) Gifts.
- (2) SLT is to only accept funds from a source that meets SLT's ethical screening guidelines.

### 32. ANNUAL AND MULTI-YEAR SUBSCRIPTIONS

- (1) A subscription is to be payable by members, which may be annually or multi-year.
- (2) The amount of the subscription is determined by the Board and may be altered by the Board from time to time.
- (3) The subscription of a member, other than honorary members, is due and payable on the anniversary of the entry of their name in the register of members either:
  - (a) annually; or
  - (b) if a multi-year subscription has been paid, then at such time as the years that the multi-year payment represented have elapsed.
- (4) A member may be removed from the register of members if his or her subscription has not been paid within one month of the date of a notice to the member that subscription is due.]

### 33. 33. FINANCIAL YEAR

The financial year of SLT is the period beginning on 01 July in one year and ending on 30 June the following year.

### 34. 34. NOTICES

A notice may be served by or on behalf of SLT upon any member –

- (1) personally; or
- (2) by sending it through the post in a prepaid letter addressed to the member at the members usual or last-known address; or
- (3) by sending it by electronic mail to each member's usual or last-known electronic mail address . If a return email is received advising the message is undeliverable, then Rule 34 (2) will be used.

### 35. 35. EXPULSION OF MEMBERS

- (1) The Board may expel a member from SLT if, in the opinion of the Board, the member has been guilty of conduct detrimental to the interests of SLT.
- (2) The expulsion of a member pursuant to subrule (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 (3);
  - (b) if the member exercises right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the Board expels a member from SLT, the public officer of SLT, without undue delay, is to cause to be served on the member a notice in writing –
  - (a) stating that the Board has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of a right of appeal against the expulsion as provided in this rule.
- (4) A member may appeal against the expulsion by delivering or sending by post or electronic mail to the public officer of SLT, within 14 days after the service of a notice, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (5) On receipt of a requisition –

- (a) the public officer is to immediately notify the Board of its receipt; and
  - (b) the Board is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
- (6) At a special general meeting convened for the purpose of this rule –
- (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
  - (c) the expelled member is to be given an opportunity to be heard; and
  - (d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
- (a) the expulsion is to be deemed to have been lifted; and
  - (b) the expelled member is entitled to continue as a member of SLT.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
- (a) the expulsion takes effect, and
  - (b) the expelled member ceases to be a member of SLT.

### 36. DISPUTES

- (1) A dispute between a member of SLT in the capacity as a member and SLT is to be determined in accordance with the *Commercial Arbitration Act 2011* or its equivalent.
- (2) This rule does not affect the operation of rule 35.

### 37. SEAL OF SLT

- (1) The seal of SLT is to be in the form of a rubber stamp, inscribed with the name of SLT encircling the word "Seal".
- (2) The seal of SLT is to not be affixed to any instrument except by the authority of the Executive.
- (3) The affixing of the seal is to be attested by the signatures of –
  - (a) 2 members of the Executive;
  - (b) or one member of the Executive and of the public officer of SLT or any other person the Executive may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Executive.
- (4) The seal is to remain in the custody of the public officer.

### 38. ALTERATION TO OBJECTS AND RULES

- (1) The objects, purposes, constitution, or rules of SLT may only be altered, or rescinded, or additional objects, purposes or rules made, by a three-quarters majority of members present at a special general meeting called for that purpose.
- (2) Notice of motion to alter, rescind or add to the objects, purposes or rules is to only be made in writing by –
  - (a) at least 15 members of SLT, notwithstanding the provisions of rule 12 (2); or
  - (b) at least 6 members of the Board.
- (3) The notice of motion is to be accompanied by a requisition for a special general meeting signed by the same members of SLT, or Board members, as appropriate, and is to also be accompanied by an explanation of the purpose of the proposed alteration. The notice is to be deposited at SLT and may consist of several documents in the like form each signed by one or more of the requisitionists.
- (4) A special general meeting of SLT to consider the motion is to be convened by the Board.
- (5) If the Board does not cause a special general meeting to be held within 21 days from the date on which the requisition was deposited, the requisitionists may proceed to convene the meeting in accordance with rule 12 (4) and 12 (5).

- (6) Objects, purposes or rules thus altered, rescinded or added to is to remain in force unless further altered, rescinded or added to in accordance with this rule.

**39. POLICIES, STANDING ORDERS AND GUIDELINES**

- (1) The Board has power to make policies, standing orders or guidelines not inconsistent with the Act or these rules for the efficient working of SLT and to alter or rescind or add to such policies, standing orders or guidelines that are binding on the organisation while they are in operation.
- (2) A copy of all policies, standing orders, guidelines or amendments made in accordance with this rule are to be placed on the Notice Board of SLT within 7 days after the making of any policies, standing orders, guidelines or amendments.

**40. WINDING UP**

In the event of the winding up of SLT, its surplus assets are to be transferred in the manner provided in rule 6(5)(i).