

**CONSTITUTION OF**  
**HUON VALLEY GOLF CLUB INC**

Incorporated under the *Associations Incorporation Act 1964 (TAS)*

**ADOPTED 11 SEPTEMBER 2021**

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| <b>1. INTRODUCTORY PROVISIONS.....</b>                                   | <b>4</b>  |
| 1.1. DEFINITIONS.....  | 4         |
| 1.2. NAME .....  | 5         |
| 1.3. ASSOCIATIONS INCORPORATION ACT 1964 .....                           | 5         |
| 1.4. INTERPRETATION.....   | 5         |
| <b>2. OBJECTS AND POWERS .....</b>                                       | <b>5</b>  |
| 2.1. OBJECTS .....   | 5         |
| 2.2. POWERS.....   | 6         |
| <b>3. MEMBERSHIP .....</b>   | <b>6</b>  |
| 3.1. CLASSES OF MEMBERSHIP .....   | 6         |
| 3.2. SUBSCRIPTION FEES, APPLICATION FEES AND LEVIES .....                | 7         |
| 3.3. ADMISSION AND REJECTION OF NEW MEMBERS.....                         | 8         |
| 3.4. REGISTER OF MEMBERS.....  | 8         |
| 3.5. USE OF INFORMATION ON REGISTER OF MEMBERS .....                     | 8         |
| <b>4. RESIGNATION, DISCIPLINE, APPEALS AND GRIEVANCES .....</b>          | <b>9</b>  |
| 4.1. RESIGNATION OF A MEMBER .....                                       | 9         |
| 4.2. DISCIPLINARY PROCEDURE.....   | 9         |
| 4.3. APPEAL AGAINST TERMINATION OR SUSPENSION OF MEMBERSHIP.....         | 10        |
| 4.4. APPEALS PANEL TO DECIDE APPEAL .....                                | 10        |
| 4.5. GRIEVANCE PROCEDURE.....  | 10        |
| <b>5. THE COMMITTEE, SUBCOMMITTEES AND DELEGATION .....</b>              | <b>11</b> |
| 5.1. MEMBERSHIP OF COMMITTEE .....                                       | 11        |
| 5.2. TERMS OF OFFICE.....  | 11        |
| 5.3. FUNCTIONS OF COMMITTEE .....  | 11        |
| 5.4. DELEGATION .....  | 12        |
| 5.5. APPOINTMENT OF SUBCOMMITTEES .....                                  | 12        |
| 5.6. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.....              | 13        |
| <b>6. ELECTION, APPOINTMENT AND VACANCIES ON THE COMMITTEE.....</b>      | <b>13</b> |
| 6.1. ELECTING THE COMMITTEE.....   | 13        |
| 6.2. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF COMMITTEE MEMBER..... | 14        |
| 6.3. VACANCIES ON COMMITTEE .....  | 15        |
| <b>7. MEETINGS OF THE COMMITTEE.....</b>                                 | <b>15</b> |
| 7.1. COMMITTEE MEETINGS.....   | 15        |
| 7.2. MINUTES OF COMMITTEE MEETINGS .....                                 | 16        |
| 7.3. QUORUM FOR, AND ADJOURNMENT OF, COMMITTEE MEETING .....             | 16        |
| 7.4. RESOLUTIONS OF COMMITTEE WITHOUT MEETING .....                      | 16        |
| 7.5. REGISTER OF COMMITTEE MEMBERS' INTERESTS .....                      | 17        |
| <b>8. MEETINGS OF MEMBERS.....</b>                                       | <b>17</b> |
| 8.1. ANNUAL GENERAL MEETINGS.....  | 17        |
| 8.2. GENERAL MEETINGS .....  | 18        |
| 8.3. NOTICE OF GENERAL MEETINGS.....                                     | 19        |
| 8.4. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETINGS.....               | 19        |
| 8.5. PROCEDURE AT GENERAL MEETINGS .....                                 | 19        |
| 8.6. VOTING AT GENERAL MEETINGS.....                                     | 20        |
| 8.7. MINUTES OF GENERAL MEETINGS .....                                   | 21        |
| <b>9. PUBLIC OFFICER .....</b>   | <b>21</b> |
| 9.1. PUBLIC OFFICER.....   | 21        |
| <b>10. GENERAL MANAGER.....</b>  | <b>22</b> |
| 10.1. APPOINTMENT OF GENERAL MANAGER .....                               | 22        |
| 10.2. POWERS, DUTIES AND AUTHORITIES OF GENERAL MANAGER.....             | 22        |

|            |  |           |
|------------|--|-----------|
| 10.3.      | DELEGATION TO GENERAL MANAGER .....              | 22        |
| 10.4.      | DISMISSAL OF GENERAL MANAGER.....                | 22        |
| <b>11.</b> | <b>FINANCE .....</b>                             | <b>23</b> |
| 11.1.      | FUNDS AND ACCOUNTS .....                         | 23        |
| 11.2.      | FINANCIAL RECORDS, AUDIT AND ANNUAL RETURN ..... | 23        |
| 11.3.      | GENERAL FINANCIAL MATTERS.....                   | 24        |
| 11.4.      | FINANCIAL YEAR .....                             | 24        |
| <b>12.</b> | <b>DOCUMENTS AND LEGAL.....</b>                  | <b>25</b> |
| 12.1.      | DOCUMENTS .....                                  | 25        |
| 12.2.      | ALTERATION OF CONSTITUTION .....                 | 25        |
| 12.3.      | BYLAWS.....                                      | 25        |
| 12.4.      | COMMON SEAL .....                                | 25        |
| 12.5.      | LIABILITY AND INDEMNITY .....                    | 25        |
| 12.6.      | INSURANCE .....                                  | 26        |
| <b>13.</b> | <b>WINDING UP.....</b>                           | <b>26</b> |
| 13.1.      | SURPLUS ASSETS ON WINDING UP .....               | 26        |

|                                      |  |
|--------------------------------------|--|
| Date of adoption                     |  |
| Date of registration by Commissioner |  |

## 1. Introductory provisions

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### 1.1. Definitions

#### 1.1.1. In this constitution:

- a. **act** means the *Associations Incorporation Act 1964 (TAS)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **application fee** means a fee payable to the association upon submission of an application for membership;
- c. **association** means Huon Valley Golf Club Inc, the incorporated association to which this constitution applies;
- d. **authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959 (Cth)*;
- e. **bylaws** means the bylaws of the association;
- f. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- g. **casual vacancy**, on the committee, means a vacancy that occurs when a committee member resigns, dies or otherwise stops holding office;
- h. **Commissioner** means the Commissioner for Corporate Affairs, as per the Act;
- i. **committee** means the committee of management of the Association;
- j. **constitution** means rules as defined in the Act;
- k. **general meeting** means a meeting of the association's eligible voting members and includes all general meetings (annual general meetings, general meetings, special general meetings and extraordinary general meetings) called at the direction of the committee under clause 8.2.1.a and on the request of members under clause 8.2.1.b;
- l. **majority** means more than half of all eligible voting members present and voting at a committee meeting or a general meeting;
- m. **member** means a person who has been duly accepted as such by the committee in accordance with this constitution and who has paid any fees and levies due to the association;
- n. **present** means:
  - i at a committee meeting, see clause 7.1.3; or
  - ii at a general meeting, see clause 8.5.2
- o. **signed** means agreed in writing;

- p. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present and voting;
  - q. **surplus assets** means the assets and property after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up;
  - r. **subscription fee** means a fee payable to the association for the receipt of membership rights and privileges;
  - s. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

## **1.2. Name**

- 1.2.1. The name of the incorporated association is Huon Valley Golf Club Inc.

## **1.3. Associations Incorporation Act 1964**

- 1.3.1. In this constitution, unless the context requires otherwise, a word or expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2. The model rules created under the Act are displaced by this constitution and accordingly do not apply to the association.

## **1.4. Interpretation**

- 1.4.1. The committee has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

## **2. Objects and powers**

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### **2.1. Objects**

- 2.1.1. The objects of the association are to:
- a. foster, encourage, promote, support and manage the game of golf;
  - b. abide by the rules regulating the conduct of golf;
  - c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
  - d. ensure that all members receive equal treatment and access;

- e. establish and maintain facilities and amenities for the benefit, enjoyment and advancement of golf, the association, its members and visitors;
- f. affiliate with Golf Australia, Golf Tasmania and such other bodies as the association deems fit;
- g. ensure environmental considerations and the public interest are taken into account in all golf and related activities conducted by the association;
- h. do such things as are incidental or conducive to the attainment of any or all of these objects.

## **2.2. Powers**

- 2.2.1. Solely for furthering the objects, the association, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

## **3. Membership**

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### **3.1. Classes of membership**

- 3.1.1. The membership of the association consists of the following classes:
  - a. Full Members:

Shall have full playing and voting rights and are eligible to serve on the committee. This category may consist of various sub-categories as prescribed in the associations bylaws.
  - b. Five Day Members

Full playing rights other than on Saturdays and Tuesdays. May play on Saturday or Tuesday including entering competitions by remitting the full rate of green fees on the day. Eligible to vote and serve on the Committee.
  - c. Junior Members

Members under 18 years of age. Not entitled to vote at meetings.
  - d. Social Members

A non playing category that entitles members to partake in social activities at the Club. No playing or voting rights.
  - e. Life Members

Membership granted in accordance with the Bylaws and shall have full playing and voting rights.

- 3.1.2. The committee shall have the power to limit the number of members in any class of membership, other than life membership, from time to time.
- 3.1.3. There shall be no more than 10 life members at any one time.
- 3.1.4. The committee may, in accordance with bylaws determined from time to time, on the request of a member, transfer that member from any class of membership to another class of membership. The committee may, at its absolute discretion, make an adjustment in the application fee and subscription fee paid or payable by that member so transferred for the membership year in which the transfer takes place.
- 3.1.5. A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person.
- 3.1.6. Notwithstanding the membership rights and privileges listed in clause 3.1.1 any person who is a current employee of the association shall not be entitled to vote at any general meeting or committee meeting and shall not be eligible to hold office as a committee member.

### **3.2. Subscription fees, application fees and levies**

- 3.2.1. The subscription fees for each class of membership, other than life membership, are:
  - a. the amounts decided by the members at a General Meeting; and
  - b. payable when, and in the way, prescribed in the bylaws.
  - c. Members elected after the first day of the membership year may be charged pro rata fees as prescribed in the bylaws.
- 3.2.2. The committee may determine that an application fee shall be payable by any class of member.
- 3.2.3. The committee may, subject to a special resolution at a General Meeting, impose a levy upon all or any members in any amount and upon such payment terms as the meeting decides.
- 3.2.4. Subscription fee are due and payable on October 1 each year.
- 3.2.5. A member who has any subscription fee, application fee, other fee or levy in arrears for a period of two months may have their membership terminated or suspended.
- 3.2.6. A member who resigns or who has their membership terminated or suspended under clause 3.2.5 continues to be liable to pay any unpaid subscription fee, application fee, other fee or levy.

#### Application for membership

- 3.2.7. An application for membership must be:
  - a. in writing; and
  - b. in the form decided by the committee;

- c. accompanied by any other documents or evidence of qualification for membership, as determined by the committee from time to time.

### **3.3. Admission and rejection of new members**

- 3.3.1. The committee must consider an application for membership as soon as practicable after it receives:
  - a. the application for membership; and
  - b. the appropriate application fee for the application.
- 3.3.2. The committee must decide, in its absolute discretion, whether to accept or reject the application.
- 3.3.3. If a majority of the committee members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for, subject to any waiting period.
- 3.3.4. If the committee decides to reject an application, the secretary of the association must, as soon as possible, give the applicant notice of the decision in a manner determined by the committee.
- 3.3.5. If a person's application for membership is rejected, the secretary must, as soon as possible, refund any application fee paid by the person.
- 3.3.6. The secretary shall promptly forward to every admitted applicant an account for payment of subscription fees and will enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 3.3.7. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.
- 3.3.8. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join shall be subject to the same process of admission to membership as any new member who has not previously been a member of the association. The committee has the right to determine what, if any, application fee is required of a member re-joining under this clause.

### **3.4. Register of members**

- 3.4.1. The committee must keep a register of members of the association containing such particulars as the committee may decide.
- 3.4.2. Having regard to privacy and confidentiality considerations, inspection of the register may be available to members of the association.

### **3.5. Use of information on register of members**

- 3.5.1. Subject to the Act, confidentiality considerations and privacy laws, the register of members may be used solely to further the objects of the association, as the committee considers appropriate.



## **4. Resignation, discipline, appeals and grievances**

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### **4.1. Resignation of a member**

- 4.1.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 4.1.2. The resignation takes effect at:
  - a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice, the later time.

### **4.2. Disciplinary procedure**

- 4.2.1. The committee may take action to terminate or suspend a member's membership if it is determined that the member has:
  - a. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the committee or any duly authorised subcommittee;
  - b. refused to support the objects of the association;
  - c. acted in a manner unbecoming of a member, or prejudicial to the character and interests of the association; and/or
  - d. brought themselves, the association, any other member or the sport into disrepute;
  - e. been convicted of an indictable offence;
  - f. has subscription fees in arrears for at least two months under clause 3.2.5.
- 4.2.2. If the committee decides to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
  - a. setting out the decision of the committee and the grounds on which it is based;
  - b. stating that the member may address the committee at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
  - c. stating the date, place and time of that meeting;
  - d. informing the member that the member may do either or both of the following:
    - i attend and speak at that meeting;
    - ii submit to the committee at or before the date of that meeting written representations relating to the decision.
  - e. setting out the member's appeal rights under clauses 4.3 and 4.4.
- 4.2.3. Before the committee terminates or suspends a member's membership, the committee must:

- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;
  - b. give due consideration to any written representations submitted to the committee by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the committee decides by resolution to terminate or suspend the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.

#### **4.3. Appeal against termination or suspension of membership**

- 4.3.1. A person whose membership has been terminated or suspended may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be given to the secretary within seven days after the person receives written notice of the decision.
- 4.3.3. Within seven days of the secretary receiving a notice of intention to appeal, an appeals panel shall be constituted by the committee of up to three people, other than committee members.

#### **4.4. Appeals panel to decide appeal**

- 4.4.1. The appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 4.4.2. At the meeting, the member must be given a full and fair opportunity to show why the membership should not be terminated or suspended.
- 4.4.3. Also, the committee must be given a full and fair opportunity to show why the membership should be terminated or suspended.
- 4.4.4. An appeal must be decided by a majority vote of the members of the appeals panel.
- 4.4.5. Where a decision of the committee to terminate or suspend a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.

#### **4.5. Grievance procedure**

- 4.5.1. The Committee shall prescribe in the association's bylaws a grievance procedure to apply to disputes between:
  - a. a member and another member;
  - b. a member and the committee;
  - c. a member and the association.

- 4.5.2. The grievance procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 4.2.

## **5. The committee, subcommittees and delegation**

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### **5.1. Membership of committee**

- 5.1.1. The committee of the association comprises 11 members, each of whom must be at least 18 years of age.
- 5.1.2. The committee comprises the following positions:
- a. president;
  - b. vice president;
  - c. secretary;
  - d. treasurer;
  - e. captain;
  - f. vice captain; and
  - g. 5 members of the association elected at a general meeting.
- 5.1.3. A committee member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.1.4. A person is not eligible to be a committee member if they have served as the association's general manager within the preceding three years.

### **5.2. Terms of office**

- 5.2.1. The term of office for committee members is 2 years.
- 5.2.2. Committee members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.
- 5.2.3. The committee shall have the power to determine the sequence of retirements for committee members to ensure rotational terms, whereby approximately one half of the committee members retire in each year.
- 5.2.4. There is no maximum number of consecutive terms for which a committee member may hold office.

### **5.3. Functions of committee**

- 5.3.1. The business of the association is to be managed by or under the direction of the committee.

- 5.3.2. The committee must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 5.3.3. Subject to this constitution, the committee has the general control and management of the administration of the affairs, property and funds of the association.
- 5.3.4. The committee may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 5.3.5. The committee has power to enforce the observance of all clauses in this constitution and any bylaws made by the committee.

#### **5.4. Delegation**

- 5.4.1. The committee may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
  - a. the power to delegate; and
  - b. a function that is a duty imposed on the committee by the Act or by any other law.
- 5.4.2. Despite any delegation under this clause, the committee may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.
- 5.4.3. The President (or if absent, the Vice-President), the Captain (or if absent, the Vice-Captain), and the Secretary (or if absent, the Treasurer) shall constitute a three Member committee which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association arising during the interval between meetings of the committee. Where any such instructions were issued, they shall report thereon to the next meeting of the committee.

#### **5.5. Appointment of subcommittees**

- 5.5.1. The committee may create and dissolve any subcommittee, considered appropriate by the committee to help with the conduct of the association's operations. The committee may co-opt as members of a sub-committee such persons as they think fit, whether or not those persons are members of the association.
- 5.5.2. Subcommittees shall have such powers and duties as the committee shall confer on them, or which the committee shall delegate to them.
- 5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as directed by the committee.
- 5.5.4. Subject to the committee's absolute control and supervision, each subcommittee of the association may manage its own affairs but must make regular reports to the committee (or otherwise as the committee may require from time to time). Each subcommittee must promptly and

regularly produce its minutes and records for inspection by or on behalf of the committee.

- 5.5.5. A subcommittee of the association must in the exercise of those powers delegated to it, conform to any regulation or restriction that the committee may impose upon it from time to time. The president may by virtue of their office be an ex-officio member of any subcommittee.

## **5.6. Acts not affected by defects or disqualifications**

- 5.6.1. An act performed by the committee, a subcommittee or a person acting under the direction of the committee is taken to have been validly performed.
- 5.6.2. Clause 5.6.1 applies even if the act was performed when:
- a. there was a defect, informality or irregularity in the appointment of a committee member, subcommittee member or person acting under the direction of the committee; or
  - b. there was an irregularity in the convening or conduct of any committee meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
  - c. a committee member, subcommittee member or person acting under the direction of the committee was disqualified from being a member.

## **6. Election, appointment and vacancies on the committee**

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### **6.1. Electing the committee**

- 6.1.1. A committee member may only be elected as follows:
- a. the secretary calls for nominations for committee positions at least 42 days before the annual general meeting;
  - b. any two members of the association, who are eligible to vote at general meetings, may nominate another eligible member (the candidate) to serve as a committee member;
  - c. nominations must be:
    - i in writing; and
    - ii signed by the candidate and the members who nominated them; and
    - iii received by the secretary at least 21 days before the annual general meeting.
  - d. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and a casual vacancy is deemed to have occurred in those positions where insufficient nominations were received. Any casual vacancies created shall be filled after the closure of the annual general meeting in accordance with 6.3.

- e. If the number of nominations exceed the number of vacancies to be filled, a ballot shall be held for those positions in accordance with 6.1.1.f to j.
  - f. balloting lists must be prepared, containing the names of the candidates in order determined by lot, and made available to members of the association at least 18 days before the annual general meeting;
  - g. each member, who is eligible to vote at general meetings, may vote for their preferred candidate for each vacant committee position;
  - h. votes must be received by the secretary no later than 3:00 pm on the last business day before the annual general meeting;
  - i. elections shall be conducted by secret ballot;
  - j. if there are two or more candidates for a vacant committee position and two or more candidates receive an equal number of votes, the successful candidate is determined by lot.
  - k. the results of committee elections are announced at the commencement of the annual general meeting, with the members elected taking office upon conclusion of the annual general meeting.
- 6.1.2. A person may be a candidate only if the person:
- a. is at least 18 years of age; and
  - b. is eligible to be elected as a committee member under the Act; and
  - c. has not served as the association's general manager for at least three years.

## **6.2. Resignation, removal or vacation of office of committee member**

- 6.2.1. A committee member may resign from the committee by giving written notice of resignation to the secretary.
- 6.2.2. The resignation takes effect at:
  - a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice, the later time.
- 6.2.3. A committee member may be removed from office at a general meeting of the association if a majority of the members present and voting at the meeting vote in favour of removing the member.
- 6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 6.2.5. The office of a committee member may be vacated, and a casual vacancy thereby created, if that person:
  - a. dies; or
  - b. ceases to be a member of the association;

- c. becomes disqualified from being a committee member under the Act; or
  - d. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or
  - e. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - f. is absent from three consecutive committee meetings without leave of the committee; or
  - g. becomes an employee of the association; or
  - h. is convicted of an indictable offence or is made bankrupt; or
  - i. does not agree to undergo a criminal history check or is disqualified as a result of such a check; or
  - j. does not otherwise comply with the requirements of this constitution.
- 6.2.6. A committee member has no right of appeal against their removal from office under this clause.
- 6.2.7. Any committee member who has their membership of the association terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.8. Clause 6.2.7 does not apply in the case of any decision of the committee to terminate or suspend a member's membership, which is subsequently set aside by the appeals panel.

### **6.3. Vacancies on committee**

- 6.3.1. If a casual vacancy occurs on the committee, the continuing members of the committee may appoint another member of the association to fill the vacancy for the remainder of the term for that position.
- 6.3.2. If the number of committee members is less than the number fixed under clause 7.3.1 as a quorum of the committee, the continuing members of the committee may act only to:
- a. increase the number of committee members to the number required for a quorum; or
  - b. call a general meeting of the association.

## **7. Meetings of the committee**

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### **7.1. Committee meetings**

- 7.1.1. The committee may meet for the transaction of business, call, adjourn and otherwise regulate its meetings as it thinks fit, provided that the committee will meet at least once every two months.

- 7.1.2. The committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 7.1.3. A committee member who participates in the meeting as mentioned in clause 7.1.2 is taken to be present at the meeting.
- 7.1.4. A question arising at a committee meeting is to be decided by a majority vote of committee members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.5. The president is to preside as chairperson at a committee meeting.
- 7.1.6. If there is no president or if the president is not present within 30 minutes after the time fixed for a committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

## **7.2. Minutes of committee meetings**

- 7.2.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each committee meeting are entered in a minute book, which may be in electronic format.
- 7.2.2. To ensure the accuracy of the minutes, the minutes of each committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next committee meeting, verifying their accuracy.

## **7.3. Quorum for, and adjournment of, committee meeting**

- 7.3.1. At a committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 7.3.2. If there is no quorum within 30 minutes after the time fixed for a committee meeting:
  - a. the meeting is to be adjourned for at least one day; and
  - b. the members of the committee who are present are to decide the day, time and place of the adjourned meeting.
- 7.3.3. If, at an adjourned meeting mentioned in clause 7.3.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **7.4. Resolutions of committee without meeting**

- 7.4.1. The committee may pass a resolution without a meeting of the committee being held if a majority of the committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution will be as valid and effectual as if it had been passed at a meeting of the committee duly called and held.



- 7.4.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.4.3. A resolution mentioned in clause 7.4.1 may consist of several documents in like form, each agreed in writing by one or more committee members.
- 7.4.4. Resolutions made without a meeting will be noted in the minutes at the next meeting of the committee.

## **7.5. Register of committee members' interests**

- 7.5.1. The secretary shall cause to be kept and updated from time to time a register of declared interests of committee members.
- 7.5.2. If a committee member has a material personal interest in a matter that relates to the affairs of the association:
  - a. the committee member must declare the interest;
  - b. the committee member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
  - c. the association cannot avoid the transaction merely because of the existence of the interest;
  - d. the interest must be recorded in the minutes of the committee meeting at which the disclosure is made and also in the register of declared interests of committee members.
- 7.5.3. Clause 7.5.2 does not apply to a material personal interest:
  - a. that exists only because the member belongs to a class of persons for whose benefit the association is established; or
  - b. that the member has in common with all, or a substantial proportion of, the members of the association.

## **8. Meetings of members**

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### **8.1. Annual general meetings**

- 8.1.1. The association's annual general meeting must be held:
  - a. at least once each year; and
  - b. within three months after the end date of the association's financial year.
- 8.1.2. The following ordinary business must be conducted at each annual general meeting of the association:
  - a. receiving from the committee, auditor, employees and other persons acting on behalf of the association reports on the transactions of the association during the preceding financial year of the association;
  - b. electing committee members;

- c. Setting the subscription fees and committee honorariums for the following year;
  - d. appointing an auditor for the present financial year, provided that
    - i if an auditor is not appointed at an annual general meeting, or if a casual vacancy occurs in the office of auditor, the committee is to appoint a person as the auditor of the association as soon as possible.
- 8.1.3 Any other special business, as determined by the committee, of which notice is given in accordance with these rules.

## **8.2. General meetings**

- 8.2.1. The secretary must call a general meeting by giving each member of the association written notice of the meeting within 14 days after:
  - a. being directed to call the meeting by the committee; or
  - b. being given a written request signed by at least 20 of the number of members of the association who are entitled to vote at general meetings when the request is signed.
- 8.2.2. A request mentioned in clause 8.2.1 must state any proposed resolution to be considered at the general meeting.
- 8.2.3. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- 8.2.4. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.
- 8.2.5. If the secretary is unable or unwilling to call the general meeting, the president must call the meeting.
- 8.2.6. If the secretary or president does not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 8.2.7. Any meeting called by the members under clause 8.2.6 must be called in the same manner as that in which meetings are called by the committee, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.
- 8.2.8. All reasonable expenses of convening and conducting such a meeting shall be borne by the association.
- 8.2.9. All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specifically referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

### **8.3. Notice of general meetings**

- 8.3.1. At least 14 days before the date of a general meeting, the Public Officer shall cause to be inserted in a newspaper published in Tasmania notice of such meeting.
- 8.3.2. Notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.

### **8.4. Quorum for, and adjournment of, general meetings**

- 8.4.1. The quorum for an annual general meeting and for a general meeting called at the direction of the committee under clause 8.2.1.a is at least 20 of the association's members who are entitled to vote at general meetings.
- 8.4.2. The quorum for a general meeting called on the request of members under clause 8.2.1.b is at least 20 of the association's members who are entitled to vote at general meetings.
- 8.4.3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 8.4.4. If the required quorum is not present within 30 minutes from the time fixed for a general meeting, the meeting:
  - a. if called upon the request of members under clause 8.2.1.b, lapses; or
  - b. in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the committee specifies.
- 8.4.5. If the required quorum is not present at the adjourned meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.4.6. The chairperson must adjourn a general meeting if a majority of members present at the meeting agree or direct that the chairperson must do so.
- 8.4.7. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.4.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.4.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

### **8.5. Procedure at general meetings**

- 8.5.1. An eligible voting member may only take part and vote in a general meeting in person.

- 8.5.2. A member who participates in a meeting as mentioned in clause 8.5.1 is taken to be present at the meeting.
- 8.5.3. At each general meeting:
- a. the president is to preside as chairperson; and
  - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another committee member to be chairperson of the meeting; and
  - c. if there is no committee member present the members may choose one of their number to preside as chairperson at the meeting; and
  - d. the chairperson must conduct the meeting in a proper and orderly way; and
- 8.5.4. No business other than that stated on the notice of meeting may be conducted at a general meeting.

## **8.6. Voting at general meetings**

- 8.6.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting.
- 8.6.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.6.3. A member is not entitled to vote at a general meeting if the member has any subscription fee, application fee, other fee or levy in arrears at the date of the meeting.
- 8.6.4. A challenge to a member's right to vote at a general meeting:
- a. may only be made at the meeting; and
  - b. must be determined by the chairperson, whose decision is final.
- 8.6.5. A question arising at a general meeting shall be decided upon a show of hands unless before or on the declaration of the result a poll is demanded. If a poll is demanded, it will be taken in such manner as the chairman may direct.
- 8.6.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.6.7. If a secret ballot is held, the chairperson must appoint at least two members to conduct the secret ballot in the way the chairperson decides.
- 8.6.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

## **8.7. Minutes of general meetings**

- 8.7.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.
- 8.7.2. To ensure the accuracy of the minutes:
  - a. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy; and
  - b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.
- 8.7.3. If asked by a member of the association, the secretary must, within 28 days after the request is made:
  - a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b. give the member a copy of the minutes of the meeting.

## **9. Public officer**

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### **9.1. Public officer**

- 9.1.1. The association must have a public officer, who must be an individual who is:
  - a. at least 18 years of age; and
  - b. ordinarily resident in Tasmania; and
  - c. not disqualified from managing a corporation.
- 9.1.2. The public officer is appointed by the committee.
- 9.1.3. The position of public officer may, but need not be, held by a committee member.
- 9.1.4. The office of public officer may be vacated, and a casual vacancy thereby created, if that person:
  - a. dies; or
  - b. becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
  - c. is unable to perform the duties of the office competently;
  - d. resigns from office; or
  - e. ceases to be resident in Tasmania.
- 9.1.5. The association must within 14 days after any change in the identity or address of the public officer give notice to the Commissioner containing particulars of the change.

## **10. General manager**

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### **10.1. Appointment of general manager**

- 10.1.1. A general manager may be appointed by the committee.
- 10.1.2. A person currently serving as a committee member may not apply to fill the position of general manager.

### **10.2. Powers, duties and authorities of general manager**

- 10.2.1. The general manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the committee.
- 10.2.2. The exercise of those powers and authorities and the performance of those duties by the general manager are subject at all times to the control of the committee.

### **10.3. Delegation to general manager**

- 10.3.1. The committee may delegate to the general manager the power (subject to such reservations on the power as may be decided by the committee) to conduct the day-to-day management and control of the business and affairs of the association.

### **10.4. Dismissal of general manager**

- 10.4.1. Subject to any contract or legislation, the general manager may be dismissed by the committee on the grounds that they:
  - a. resign from office by notice in writing to the committee. Such resignation shall take effect at:
    - i the time the notice is received by the committee; or
    - ii if a later time is stated in the notice and is approved by the committee, the later time; or
  - b. have been guilty of persistent or gross neglect in the discharge of their duties; or
  - c. conduct themselves in a way considered by the committee to be injurious or prejudicial to the character or interests of the association; or
  - d. become disqualified from managing a corporation or being a responsible person for a legal entity; or
  - e. become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - f. are convicted of an indictable offence or is made bankrupt; or
  - g. do not otherwise comply with the requirements of this constitution.

- 10.4.2. Before the general manager can be dismissed under clause 10.4.1, the committee must:
- a. conduct a due and proper inquiry into the existence and sufficiency of the ground for dismissal;
  - b. give details on the ground for dismissal to the general manager, who shall be given full and fair opportunity to show cause why they should not be dismissed.

## **11. Finance**

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### **11.1. Funds and accounts**

- 11.1.1. The funds of the association must be kept in one or more accounts in the name of the association with an authorised deposit-taking institution decided by the committee.
- 11.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 11.1.3. All amounts must be deposited in an authorised deposit-taking institution account as soon as possible after receipt.
- 11.1.4. Any cheque or electronic funds transfer must be signed or approved by:
- a. two committee members; or
  - b. one committee member and:
    - i the public officer; or
    - ii any other person who has been authorised by the committee to sign cheques issued or approve electronic funds transfers by the association.
- 11.1.5. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 11.1.6. Petty cash accounts may be kept by the treasurer, and the committee must decide the amount of petty cash to be kept in any such account.
- 11.1.7. All expenditure must be approved or ratified at a committee meeting.

### **11.2. Financial records, audit and annual return**

- 11.2.1. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- 11.2.2. The association must retain the financial records for seven years after the transactions covered by the records are completed.
- 11.2.3. The committee may make its accounting records available for inspection by members of the association.
- 11.2.4. On behalf of the committee, the treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for the association's last reportable financial year is prepared.

- 11.2.5. The committee must ensure that the association's financial statement is audited by an auditor and presented to the annual general meeting for adoption.

### **11.3. General financial matters**

- 11.3.1. The income and property of the association must be applied solely towards the promotion of the objects of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, provided that nothing herein prevents the payment in good faith of:
- a. remuneration of any person in return for services actually rendered to the association; or
  - b. repayment for out-of-pocket expenses incurred on behalf of the association; or
  - c. payment for sale or hire of goods or payment of rent for premises let to the association; or
  - d. interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:
    - i the financial institution of the association; or
    - ii if there is more than one financial institution of the association, the financial institution nominated by the committee.
- 11.3.2. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.
- 11.3.3. The committee shall not, without the sanction of a general meeting of the Association, sell, exchange, or otherwise dispose of, the whole or part of any real property of the Association.
- 11.3.4. The Committee may not authorise debts, borrowings or leases above an aggregate total of \$50,000 without a supporting resolution of members at a general meeting. For the purposes of the \$50,000 limit, amounts owing to ordinary trade creditors are not regarded as debts.

### **11.4. Financial year**

- 11.4.1. The association's financial year will commence on 1 July and end on 30 June in each year.



## **12. Documents and legal**

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### **12.1. Documents**

- 12.1.1. The committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **12.2. Alteration of constitution**

- 12.2.1. Subject to the Act, this constitution may be amended, repealed or added to, or a new constitution may be adopted, by a special resolution carried at a general meeting.
- 12.2.2. Any amendment, repeal or addition to this constitution or any new constitution must be registered with the Commissioner within one month of the special resolution being passed.
- 12.2.3. An amendment, repeal, addition or new constitution is valid only once it is registered by the Commissioner.

### **12.3. Bylaws**

- 12.3.1. The committee may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.
- 12.3.2. A bylaw may be set aside by a majority vote of members at a general meeting of the association.

### **12.4. Common seal**

- 12.4.1. The seal of the association is to be in the form of a rubber stamp inscribed with the name of the association encircling the word "Seal".
- 12.4.2. The seal is not to be affixed to any instrument except by the authority of the committee.
- 12.4.3. The affixing of the seal is to be attested by the signatures of:
  - a. two committee members; or
  - b. one committee member and:
    - i the public officer; or
    - ii any other person the committee may appoint for that purpose.
- 12.4.4. If a sealed instrument has been attested under clause 12.4.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- 12.4.5. The seal is to remain in the custody of the public officer of the association.

### **12.5. Liability and indemnity**

- 12.5.1. A member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of a winding-up of the incorporated association, beyond the property of the incorporated association in the

person's possession and the amount, if any, unpaid by the member in respect of membership of the association as required by clause 3.2.

- 12.5.2. The association will indemnify each committee member, public officer, secretary, other officer and employee against any liability incurred in good faith by the person in the course of performing their duties as an officer of the association.

## **12.6. Insurance**

- 12.6.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a public officer, secretary, committee member or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

## **13. Winding up**

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### **13.1. Surplus assets on winding up**

- 13.1.1. If upon winding up or cancellation of the association there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed among the members of the association.
- 13.1.2. Any surplus assets must be given up or transferred to one or more other institutions that have objects similar to the objects of the association and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the association under or by virtue of this constitution.
- 13.1.3. The institution or institutions will be determined by the members of the association at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then the surplus assets will be given to some charitable object.