
CONSTITUTION FOR ADVOCACY TASMANIA INC.

(as amended 29 August, 2019)

1. NAME

The name of the Association shall be Advocacy Tasmania Inc. (in these rules called the “**Association**”).

2. DEFINITIONS

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

“**Act**” means the Associations Incorporation Act 1964;

“**Annual General Meeting**” means the annual general meeting of the Association;

“**Objects**” means the objects and purposes of the Association as stated in Part 4 (1);

“**Board**” means the board which governs the Association;

“**Chairperson**” means a person elected as Chairperson of a general meeting in accordance with rule 15;

“**Chief Executive Officer**” means the person employed by the Board to carry out the day to day activities of the Association;

“**General Meeting**” means a general meeting of members convened in accordance with rule 13;

“**Ordinary Board Member**” means a member of the Board described under rule 23(1)(b);

“**President**” means a person appointed as the president of the Association in accordance with these rules;

“**Public Officer**” means a person appointed by the Board to hold the role of public officer pursuant to section 14 of the Act. That person must be at least 18 years old and a resident of Tasmania;

“**Register of Members**” means a register in accordance with rule 5(12);

“**Secretary**” means a person appointed as the secretary of the Association in accordance with these rules;

“**Special Resolution**” means a resolution passed by a majority of not less than three-quarters of such members of the Association entitled under these rules to vote as may be present in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance these rules;

“**Treasurer**” means a person appointed as the secretary of the Association in accordance with these rules; *and*

“**Vice President**” means a person appointed as the vice president of the Association in accordance with these rules.

- (2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form or appropriate alternative, including electronic format.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.

3. ASSOCIATION’S OFFICE

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

4. OBJECTS:

- (1) The Objects of the Association are:
 - (a) To provide an equitable, high quality service to all people who use the service across the State.
 - (b) To assist clients to exercise their rights and responsibilities by providing information and support to self advocate and individual advocacy representation.
 - (c) To protect and enhance the rights and interests of our client group through promotion, education and community development.
 - (d) To identify systemic issues affecting our client group and to take effective action.
 - (e) To manage the human and financial resources of the organisation efficiently and effectively, overseen by good governance.
- (2) In addition to the Objects of the Association, the objects and purposes of the Association shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying, selling and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association.
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (e) the taking of such steps from time to time as the Board or the Members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or the Members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78A 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 servants or past servants of the Association and their dependents and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the Objects of

the Association;

- (l) the purchase or acquisition and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; *and*
- (m) the doing of all such other lawful things as is incidental or conducive to the attainment of the Objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

5. MEMBERSHIP

- (1) There shall be three categories of membership:
 - (a) **Member.** Members shall have all rights and entitlements provided in these Rules.
 - (b) **Associate Member.** Associate membership shall be open to individuals whose roles may create conflicts of interest with respect to the work of the Association. Associate members shall have all rights and entitlements provided to members except that they shall not be eligible to nominate to be officers of the Association or for an Ordinary Board Member position and shall not vote at General Meetings or in other deliberations of the Association.
 - (c) **Life Member.** The Board may, by unanimous resolution, offer Life Membership to individuals acknowledged by the Board to have rendered outstanding service to the Association and/or its Objects over a long period of time. Life members shall not be liable for any fees or subscriptions payable by other members of the Association but shall have all rights and entitlements provided to members.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership:
 - (a) unless they completes a nomination form for membership as provided in sub-rule (3) of this rule; *and*
 - (b) their admission as a member is approved by the Board;
- (3) A nomination of a person for membership of the Association:
 - (a) shall be made in writing by the applicant for membership; and
 - (b) shall be lodged with the Public Officer of the Association.

- (4) At the following Board meeting after the receipt of a nomination, the Public Officer or delegate shall refer the nomination to the Board who shall determine whether the nomination shall be accepted and indicate whether full or associate membership status shall apply.
- (5) Upon a nomination being approved by the Board, the Public Officer or their delegate shall, with as little delay as possible, notify the nominee, in writing, that they have been approved for membership of the Association and shall enter the nominee's name in a Register of Members to be kept by the Public Officer whereupon the nominee becomes a member of the Association.
- (6) A member of the Association may, at any time, resign from the Association by delivering or sending to the Public Officer a written notice of resignation.
- (7) Upon receipt of a notice under sub-rule (6) of this rule, the Public Officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- (8) A right, privilege, or obligation of a person by virtue of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; *and*
 - (b) terminates upon the cessation of membership, whether by death, resignation, or otherwise.
- (9) In the event of the Association being wound up:
 - (a) every member of the Association; *and*
 - (b) every person who, within the period of twelve months immediately preceding the commencement of the winding up was a member of the Association,

is liable to contribute to
 - (c) the assets of the Association for payment of the debts or liabilities of the Association; and
 - (d) the costs, charges and expenses of the winding up; and
 - (e) for adjustment of the rights of the contributories among themselves ,
provided that any liability must not exceed \$2.00 (two dollars).

Despite anything in this rule 5(9), a former member is not liable to contribute in respect of any debt or liability of the Association incurred

after they ceased to be a member.

- (10) The Board may, at its absolute discretion:
- (a) change an existing member's membership category (for example, by changing a member's membership category from a Member to an Associate Member); or
 - (b) direct which membership category a person's membership should fall under prior to the person becoming a member of the Association.
- (11) Without limiting rule 5(10) in any way, the Board may consider the following when determining a member's membership category:
- (a) protection of the rights and interests of the Association's clients;
 - (b) the ability of the Association to maintain its independence in providing direct service delivery to its clients; *and*
 - (c) ensuring that the Association avoids any real or perceived conflict of interests between the Association and a member.
- (12) The Public Officer is to maintain, or establish and maintain, a register of members containing:
- (a) the name of each member of the Association and the date on which he or she became a member; and
 - (b) the member's postal or residential address or address of business or employment; and
 - (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
 - (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

6. NON-PROFIT

- (1) The property and income of the Association, however derived, shall be applied solely towards the promotion of the Objects or purposes of the Association.
- (2) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association unless the payment or transfer is made in accordance with this rule.

- (3) The Association shall not:
- (a) appoint a person who is a member of the Board to any office of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; *or*
 - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out of pocket expenses).
- (4) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a person or member in the ordinary course of business:
- (a) remuneration in return for services actually rendered to the Association, or goods supplied to the Association, by the person or member in the ordinary course of business of the person or member;
 - (b) interest at a rate not exceeding seven and one quarter percent on moneys lent to the Association by the person or member; *or*
 - (c) a reasonable and proper sum by way of rent for premises, or a part of premises, let to the Association by the person or member.

7. ACCOUNTS/TREASURER

- (1) True accounts shall be kept:
- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; *and*
 - (b) of the property, credits and liabilities of the Association.
- (2) Subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.
- (3) The Treasurer of the Association or their delegate is to keep all accounting books, general records and records of receipts and payments, connected with the business of the Association in the form and manner the Board determines.
- (4) The accounts, books and records referred to in sub-rules 7(1) and (2) of these rules shall be kept at the Association's office or at such other place as the Board may decide.

8. BANKING

- (1) The Treasurer of the Association or their delegate shall, on behalf of the Association, receive all moneys paid to the Association and after the receipt of such moneys, issue official receipts.
- (2) The Board shall cause to be opened with such banks as the Board selects, banking accounts in the name of the Association into which all moneys received shall be paid as soon as possible after receipt thereof.
- (3) The Board may receive from the Association's bank or bankers for the time being, the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Except with the authority of the Board, no payment of a sum exceeding \$250.00 (two hundred and fifty dollars) shall be made from the funds of the Association other than
 - (a) by cheque; or
 - (b) electronic transfer of funds,drawn on the Association's bank account.
- (5) The Board may provide the Treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure as the Board may impose.
- (6) No cheques or electronic payments shall be drawn or made on the Association's bank account except for the payment of expenditure that has been authorised by the Board or their delegate.
- (7) All cheques, drafts, bills of exchange, and other negotiable instruments shall be signed by two of the authorised signatories, being the Treasurer, President, Vice President, Secretary and Chief Executive Officer.
- (8) An electronic transfer of an amount from the Association's account may only be authorised in accordance with the Board's approved delegation policy (as amended from time to time).

9. AUDITOR

- (1) At each Annual General Meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- (2) A person so appointed shall hold office until the next Annual General

Meeting and is eligible for reappointment.

- (3) If an appointment is not made at an Annual General Meeting, under subrule (1), the board is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting.
- (4) The auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board is to appoint a person to fill the vacancy until the end of the Annual General Meeting.

10. AUDIT OF ACCOUNTS

- (1) Once at least in each financial year of the Association, the financial affairs of the Association shall be audited by the auditor.
- (2) The auditor after auditing the financial affairs of the Association for a particular financial year of the Association, is to:
 - (a) certify as to the correctness of the accounts of the Association;
and
 - (b) at the next Annual General Meeting provide a written report to the members of the Association who are present at that meeting.
- (3) In the auditor's report and in certifying to the accounts, the auditor is to:
 - (a) specify the information, if any, that he or she has required under subrule (5)(b) and obtained;
 - (b) state whether, in the auditor's opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at her/his disposal; *and*
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Public Officer of the Association is to deliver to the auditor, a list of all the accounting records, books and accounts of the Association.
- (5) The auditor:
 - (a) has a right of access to the accounting record, books, records, vouchers and documents of the Association;
 - (b) may require from any employee of, or person who has acted on behalf of, the Association such information and explanations as may be necessary for the performance of duties as auditor;

- (c) may employ any person to assist in investigating the financial affairs of the Association;
- (d) may, in relation to the accounts of the Association, examine any member of the Board or any employee of, or person who has acted on behalf of, the Association; *and*
- (e) examine any member of the Board, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association;

11. ANNUAL GENERAL MEETING

- (1) The Association is to hold an Annual General Meeting each year.
- (2) The Annual General Meeting is to be held on such day (being not later than five months after the close of the financial year of the Association) as the Board may determine.
- (3) The Annual General Meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an 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, employees and other persons acting on behalf of the Association, reports on the transactions of the Association during the last preceding financial year;
 - (c) to elect the officers of the Association and the Ordinary Board Members; *and*
 - (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 shall be called special general meetings.
- (8) Voting at the Annual General Meeting shall be done by members present and eligible to vote, or by members eligible to vote using a postal ballot

in accordance with the Governance Policy for postal ballot methodology.

- (9) Minutes of proceedings of an Annual General Meeting are to be kept, in the minute book of the Association, by the Public Officer or, in the absence from the meeting of the Public Officer, by an officer of the Association who is nominated by the chairperson of the meeting.

12. SPECIAL GENERAL MEETINGS

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board, on the requisition in writing of not less than ten members entitled to vote at a general meeting, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting:
 - (a) is to state the objects of the meeting; and
 - (c) is to be signed by the requisitionists; and
 - (d) is to be deposited at the office of the Association; and
 - (e) 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 date on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting. Any meeting so convened shall not be held after three months from the date 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 the manner in which a special general meeting would be convened by the Board
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13. NOTICES OF GENERAL MEETINGS

- (1) The Public Officer of the Association shall, at least fourteen days before the date fixed for holding a General Meeting of the Association, publish a notice specifying:
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business to be transacted at the meeting.
- (2) A notice is published for the purposes of subrule (1) if the notice:

- (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
- (b) appears on a website, or at an electronic address, of the Association; or
- (c) is sent to each member of the Association at:
 - (i) the member's postal or residential address or address of business or employment; or
 - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
- (d) is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

14. BUSINESS & QUORUM AT GENERAL MEETINGS

- (1) All business that is transacted at a General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (2) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) A quorum for the transaction of the business of a General Meeting is 50% of the Board members of the Association entitled to vote.
- (4) If within one hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) if convened upon the requisition of members, shall be dissolved; or
 - (b) if convened by the Board is to be adjourned to the same day in the next week, at the same time and:
 - (i) at the same place; or
 - (ii) at any other place specified by the chairperson:
 - (a) at the time of the adjournment; or
 - (b) by written notice to members given before the day to which the meeting is adjourned).
- (5) If at the adjourned meeting a quorum is not present within one

hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

15. PRESIDING AT MEETINGS

- (1) The President, or in their absence, the Vice-President, is to preside as Chairperson at every general meeting of the Board.
- (2) If the President and Vice-President are both absent from a general meeting, the members present are to elect one of their members 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 from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, 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 the adjourned meeting.

17. QUESTIONS ARISING AT GENERAL MEETINGS

- (1) A question arising at a General Meeting of the Association is to be determined on a show of hands.
- (2) Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the President that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost and an entry to that effect in the Minute Book of the Association is evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. VOTES

- (1) On any questions arising at a General Meeting of the Association, a member of the Association (including the Chairperson) has one vote only.
- (2) All votes shall be given personally or by postal ballot at the discretion of

the Board.

- (3) Despite sub-rule (1), in the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.

19. TAKING OF A POLL

If at a General Meeting a poll on any question is demanded:

- (a) the poll is to be taken at that meeting in such manner as the Chairperson may determine; *and*
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

20. WHEN A POLL IS 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 such time before the close of the meeting as the Chairperson may direct.

21. AFFAIRS OF ASSOCIATION TO BE GOVERNED BY A BOARD

- (1) The affairs of the Association shall be governed by a Board constituted as provided in rule 23.
- (2) The Board:
- (a) is to control the business and affairs of the Association;
- (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meeting of members of the Association;
- (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for proper governance of the business and affairs of the Association; and
- (d) shall be responsible for:
- i. upholding and advancing the Objects of the Association;
- ii. the proper exercise of the powers of the Association;

- iii. formulating, amending and approving Association policies;
- iv. finances of the Association;
- v. filling of any vacancy on the Board which may occur during the Board's term of office;
- vi. ensuring the Association complies with the terms and conditions of any legally binding contract between the Association and another party such as a funding body;
- vii. employment and oversight of the Chief Executive Officer and their responsibilities under rule 21 (3).

(3) The Board may:

- (a) appoint a Chief Executive Officer of the Association for a period and on the terms they think fit;
- (b) subject to the terms of any contract between the Chief Executive Officer and the Association, at any time remove or dismiss any Chief Executive Officer’;
- (c) confer on a Chief Executive Officer such of the powers exercisable by them, on such terms and conditions and with such restrictions, as they think fit; and
- (d) withdraw or vary any of the powers conferred on a Chief Executive Officer.

(4) Without limiting rule 21(3), the Board may appoint a Chief Executive Officer to:

- (a) manage the day to day business and affairs of the Association;
- (b) subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meeting of members of the Association or are reserved for the Board or the officers of the Association;
- (c) subject to the Act and these rules, to perform all such acts and things as appear to the Chief Executive Officer to be essential for proper operational management of the business; *and*
- (d) be responsible under rule 21(2)(d)(i-vii) for the operational

aspects of each matter.

22. OFFICERS OF THE ASSOCIATION

- (1) The officers of the Association are as follows:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; *and*
 - (d) a Secretary.
- (2) Subject to subrule (6), the officers of the Association are to be elected in accordance with rule 24.
- (3) Each officer of the Association is to hold office until the third Annual General Meeting next after the date of election but is eligible for re-election except as sub-rule (6) of this rule applies.
- (4) Officers of the Association may not serve in the same position for more than six consecutive years unless no other nominations for a given position are received.
- (5) Any officer of the Association who is appointed to a salaried position within the Association shall be deemed to have resigned from office.
- (6) At any time, the Board may appoint a member of the Association or co-opt an individual who agrees to apply for membership in the Association to any office in sub-rule (1) of this rule. The member so appointed may continue in office up to and including the conclusion of the Annual General Meeting following the date of appointment, or such other period as otherwise agreed by the Board.
- (7) An officer of the Association can hold multiple offices described in sub-rule (1) of this rule.

23. CONSTITUTION OF THE BOARD

- (1) The Board shall consist of:
 - (a) the officers of the Association;
 - (b) five other members (or such number as the Board determines in accordance with sub-rule(5)), whom are elected in accordance with rule 23(2); *and*

- (c) the Chief Executive Officer of the Association as an ex-officio member in an advisory capacity.
- (2) Each Ordinary Board Member shall, subject to these rules, hold office until the Annual General Meeting occurring three years after the date of their election, and is eligible for re-election excepting that they shall not serve more than six consecutive years.
- (3) At any time, the Board may appoint a member of the Association or co-opt an individual who agrees to apply for membership in the Association as an Ordinary Board Member. The person so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting next following the date of appointment, or such other period as otherwise agreed by the Board.
- (4) The Association's membership shall strive to ensure that Board membership reflects the diversity of the membership base and has a balance of skills and experience, including lived experience of the Association's client groups.
- (5) The Board can determine at any time how many Ordinary Board Members are eligible to be elected under rule 23(2), provided that such a determination cannot apply retrospectively to already elected Ordinary Board Members.
- (6) With approval from the Board, an officer of the Association or Ordinary Board Member can take a leave of absence from their role on any terms and conditions that are agreed. The Board can manage a leave of absence however they deem fit in the circumstances, including but not limited to:
 - (i) formally removing the officer of the Association or Ordinary Board Member for a fixed or flexible period of time;
 - (ii) providing for conditional reappointment after the leave of absence; and
 - (iii) changing or restricting the officer of the Association or Ordinary Board Member's access to information, responsibilities, and ability to make some or all decisions.

24. ELECTION OF BOARD MEMBERS

- (1) Nomination of candidates for election as officers of the Association or as Ordinary Board Members are to be:
 - (a) made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); *and*

- (b) delivered to the Public Officer of the Association at least twenty-two 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, the candidates nominated are taken to be elected.
- (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 or postal ballot is to be held.
- (5) Unless otherwise determined by the Board, the ballot for the election of officers and Ordinary Board Members shall be conducted by a postal ballot in such usual and proper manner as the Board may direct.

25. VACATION OF OFFICE

For the purposes of these rules, the office of an officer of the Association or of an Ordinary Board Member becomes vacant if the officer or Board member:

- (a) dies;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, or insolvent debtors or compounds with her/his creditors, or makes any assignment of her /his estate for their benefit;
- (c) resigns their office by writing addressed to the Board;
- (d) ceases to be resident in Tasmania;
- (e) fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
- (f) ceases to be a member of the Association;
- (g) fails to pay all arrears of subscription due within fourteen days after receiving a notice in writing signed by the Public Officer stating that she or he has ceased to be a financial member of the Association; *or*
- (h) becomes a represented person within the meaning of the *Guardian and Administration Act 1995*.

26. MEETINGS OF THE BOARD AND SUB-COMMITTEES

- (1) The Board shall meet each calendar year at such places and at such times

as the Board may determine

- (2) Special meetings of the Board may be convened by the President, or any five 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 shall be transacted at such a meeting.
- (4) A quorum for the transaction of the business of a meeting of the Board is 50% of members of the Board (not being ex-officio members), excluding any members on a leave of absence.
- (5) Business is not to be transacted unless a quorum is present.
- (6) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand 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 lapses.
- (7) At meetings of the Board:
 - (a) the President, or in their absence the Vice-President; *or*
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present, shall preside.
- (8) Questions arising at meetings of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (9) Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote.
- (10) Written notice and the agenda of each Board meeting shall be served on each member of the Board by delivering it seven days before the meeting date by emailing it to the email address of the member, or as otherwise unanimously agreed.
- (11) Notwithstanding anything in these rules, the Board may unanimously meet urgently, out of session, or informally at any time, or in accordance with its agreed policies and procedures.
- (12) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board members a reasonable opportunity to participate. A Board member who participates in a Board

using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

- (13) Subrules 26(3), 26(6), 26(8) and 26(10) do not apply to meetings that occur via technology or under subrule 26(11), with the Board having discretion to determine appropriate requirements regarding notice, the counting of members for a quorum, determination of questions, and other policies and procedures appropriate to the meeting.

27. DISCLOSURE OF INTEREST

- (1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose the interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if that interest exists, or, in any other case, at the first meeting of the Board after the acquisition of that interest.
- (2) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he or she shall disclose that interest at the first meeting of the Board after becoming so interested.
- (3) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which the member is interested and if the member does so vote that vote shall not be counted.

28. SUB-COMMITTEES & EXECUTIVE COMMITTEES

- (1) The Board may at any time appoint a sub-committee from the Board as it may think fit and shall prescribe the powers and functions of that sub-committee.
- (2) The Board may co-opt as members of a sub-committee such person as it thinks fit, whether or not those persons are members of the Association, and determine whether persons so co-opted are entitled to vote.
- (3) Half the appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering it at a reasonable time before the meeting by email or as otherwise agreed.
- (5) The President, the Vice-President, the Treasurer and the Secretary constitute an executive committee (**Executive Committee**). The Executive Committee may issue instructions to the Public Officer and the employees of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between

meetings of the Board. The Executive Committee is to report on any instructions issued under this sub-rule and where any to the next meeting of the Board.

- (6) Subject to Rule 21(3), the Chief Executive Officer shall be responsible for the day-to-day management and administration of the Association between Board meetings and general meetings.

29. ANNUAL SUBSCRIPTION

- (1) Unless otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be nil.
- (2) The amount of the annual subscription may be altered by the Board.
- (3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

30. FINANCIAL YEAR

The financial year of the Association is the period beginning on 1 July in one year and ending on 30 June the next following year.

31. NOTICES

A notice may be served by or on behalf of the Association upon any member:

- (a) personally;
- (b) by emailing it to the member's email address;
- (c) by faxing it to the member's fax number; or
- (d) by sending it through the post in a prepaid letter addressed to the member at his or her usual or last known address.

32. EXPULSION OF MEMBERS

- (1) Subject to this rule 32, the Board may expel a member from the Association if, in the opinion of the Board, the member has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:
 - (a) until the expiration of fourteen days after the service on the

member of a notice under sub-rule (3) of this rule; *or*

- (b) if the member exercises right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (3) Where the Board expels a member from the Association, the Public Officer of the Association shall, without undue delay, cause to be served on the member, a notice in writing:
- (a) stating that the Board has expelled the member;
 - (b) specifying the grounds for the expulsion; *and*
 - (c) informing the member of the right to appeal against the expulsion under sub-rule (4).
- (4) A member may appeal against the expulsion under sub-rule (3) of this rule by delivering or sending by post to the Public Officer, within fourteen days after the service of the notice under sub-rule (3) of this rule, a requisition in writing demanding the convening of such a meeting for the purpose of hearing that appeal.
- (5) On receipt of a requisition under sub-rule (4) of this rule, the Public Officer shall promptly notify the Board of its receipt.
- (6) The Board is to cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Public Officer.
- (6) At a special general meeting convened for the purpose of this rule:
- (a) no business other than the question of the expulsion shall be transacted;
 - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
 - (c) the expelled member shall be given an opportunity to be heard; *and*
 - (d) the members present shall 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 lifted; and
 - (b) the expelled member is entitled to continue as a member of the

Association.

- (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 the Association.

33. DISPUTES

- (1) A dispute between a member of the Association, in their capacity as a member of the Association, and the Association is to be determined by:
 - (a) arbitration in accordance with the provisions of the Commercial Arbitration Act 2011; or
 - (b) as otherwise determined by the Board at their absolute discretion.
- (2) Nothing in this rule affects the operation or effect of rule 32.

34. SEAL OF THE ASSOCIATION

- (1) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the "Seal".
- (2) The seal of the Association shall not be affixed to any instrument except by the authority of the Board.
- (3) The affixing of the seal is to be attested by the signatures of:
 - (a) two members of the Board; or
 - (b) one member of the Board and:
 - (i) the Public Officer; or
 - (iii) such other person or persons as the Board may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed by the authority of the Board.
- (3) The seal shall remain in the custody of the Chief Executive Officer of the Association or as directed by the Chief Executive Officer of the Association.

35. AMENDMENTS TO THE CONSTITUTION

- (1) Notice of any proposed amendment repeal or addition must be given in writing to the Secretary at least twenty-one days prior to the Annual General Meeting or special general meeting convened for the purpose.
- (2) At least twenty-one days notice of such meeting shall be given to any member entitled to vote by the Public Officer causing to be placed on the Association's website an advertisement specifying the place, day and time for the holding of the meeting and the nature of the business to be transacted at the meeting.
- (3) No rule shall be amended nor replaced nor shall any new rule be made except by the vote of three quarters of the members eligible to vote as may be present in person by special resolution.
- (4) The Commissioner of Corporate Affairs will be advised of changes to the Constitution by the Public Officer.

36. DISSOLUTION

- (1) A special general meeting called for the purpose may, by a two-third majority vote of members present and eligible to vote, resolve that application be made to the court to have the affairs of the Association wound up.
- (2) Where the Commonwealth of Australia/State of Tasmania provide grants or other forms of financial assistance to the Association and part or all of the moneys so provided are used by the Association in acquiring for use in connection with the Association's activities, then such plant and property shall at all times remain the property of the Commonwealth of Australia or State of Tasmania, as listed in the Association's inventory plant and equipment. Property in the said plant and equipment shall not pass to the Association. In the event of the Commonwealth of Australia/State of Tasmania having made grants or other forms of financial assistance to the Association which moneys have not been fully expended at the time of winding up, then such moneys shall immediately and without more revert to the Commonwealth of Australia or State of Tasmania.
- (3) If upon the winding up or dissolution of Advocacy Tasmania Inc. there remains, after satisfaction of all its debts and liabilities, any property whatsoever in the bank account opened to receive money other than government grants, the same shall not be paid to or distributed among the members of Advocacy Tasmania Inc., but shall be given or transferred to some other organisation or organisations having objects similar to the objects of Advocacy Tasmania Inc, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its

members.

I hereby certify that this is a true and correct copy of the constitution and rules of Advocacy Tasmania Inc.

Signed

A handwritten signature in cursive script, appearing to read "Benjamin Jones".

Benjamin Jones
Public Officer

Date

29 August, 2019