



SUPPORT • ADVOCACY • WELLBEING

CONSTITUTION

Families Tasmania Incorporated

Formerly 'Child Health Association Inc.'

Inc. 1997

ABN: 92406937439

Association Incorporated	1997 as Child Health Association Inc.
Amendments and review	2013
Amendments and review	2018 - updating of Board Terms
Amendments and review	2021 - Name change of Association to Families Tasmania Incorporated - Updating of objectives - Removal of annual subscription - Review table
Amendment and review	2022 - Update in accordance with staff roles - Updates to board to mature the Association structures - Update to seek possible DGR Status -
Review Schedule	Annually in accordance with AGM

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Preliminary

1. Name of association

The name of the Association is as follows:

FAMILIES TASMANIA INCORPORATED

(Formerly Child Health Association Incorporated)

2. NFP organisation and promotion of Objectives of Association

2.1. The Association is a non-profit organisation. All monies, in particular all grants, subsidies, donations and subscriptions shall be applied to the promotion of the Objectives of the Association, and there shall be no distribution of any part thereof to members, other than for meeting an urgent need approved as deserving by a majority Association vote.

3. Interpretation

3.1. In these rules, unless the context otherwise requires –

“Accounting records” has the same meaning as in the Act

"Act" means the *Associations Incorporation Act 1964*;

“Association” means the association referred to in rule 1;

“auditor” means the person appointed as the auditor of the Association under rule 10;

“authorised deposit-taking institution” means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth

“basic objects of the Association" means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of that Association;

“Board" means a Board of governance as defined by the Act;

“general meeting” includes –

- a) the annual general meeting; and
- b) any special general meeting;

“officer of the Association’ means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 24(5)

“ordinary business of the annual general meeting” means the business specified in rule 12.5;

“ordinary Board member” means a member of the Board to whom rule 24.1 relates;

“special Board meeting” means a meeting of the Board that is convened under rule 28(2) by the president or any 4 of the members of the Board

“special general meeting” means any general meeting other than the annual general meeting;

“special resolution” has the same meaning as in the Act.

“winding up” means the process to be undertaken when the Association ceases to exist for whatever reason. Information on the requirements regarding winding up can be obtained from Corporate Affairs

4. Association's office

The office of the Association is to be at the following place or any other place the Board determines:

Level 1, McDougall Building
9 Ellerslie Road
Battery Point 7004

5. Winding up the organisation

- 5.1. The Board may call a Special General Meeting of the Association, in accordance with rule 27, upon receiving the written requisition of eight (8) members, calling for the dissolution of the Association and stating the grounds upon which such requisition is made.
- 5.2. The requisition to dissolve the Association shall be duly passed and adopted by the meeting if it is approved by 75% of the members present and voting.
- 5.3. Upon the passing of a resolution to wind up the Association the meeting shall resolve that the debts and liabilities of the Association and the expenses of the winding up shall be paid and discharged by the assets of the Association. Any surplus of assets of the Association may be subject to any order of the Court which may be made under S.33 of the Act.

Charitable Purposes and Powers

6. Objectives

- 6.1 Provide services and support that boost wellbeing for Tasmanian families and children
- 6.2 Develop and maintain a supportive network with other service providers in the Tasmanian community to support Tasmanian Families

6.3 To advocate on primary health issues affecting Tasmanian families

7. Additional objects and purposes

In addition to the basic objects of the Association, the objects and purposes of the Association include the following:

- 7.1. the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- 7.2. the buying, selling, and supplying of, and dealing in, goods of all kinds;
- 7.3. the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- 7.4. the accepting of any gift for any one or more of the objects or purposes of the Association;
- 7.5. the taking of any step the Board or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;
- 7.6. the printing and publishing of any newspapers, periodicals, books, leaflets, or other documents the Board or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;
- 7.7. the borrowing and raising of money in any manner and on terms the Board thinks fit; or is approved or directed by resolution passed at a general meeting;
- 7.8. 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 any manner the Board determines;
- 7.9. the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which section 78(1)(a) of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- 7.10. 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 dependants, and the granting of pensions;
- 7.11. 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 purposes;
- 7.12. the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- 7.13. 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 is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- 7.14. the doing of any lawful thing incidental or conducive to the attainment of the objects of the Association or of any of the objects and purposes specified in this rule.

8. Not-for-profit

- 8.1. The Association must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 18.
- 8.2. Clause 8.1 does not stop the **Association** from doing the following things, provided they are done in good faith:
 - a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association, or
 - b) making a payment to a member in carrying out the Association's charitable purpose(s).

Members

9. Membership and register of members

- 9.1. A person or organisation –
- a) becomes a member of the Association on receipt by the Association of the approved application form, and
 - b) ceases to be a member of the Association when his or her name, or the organisation's name, is removed from the register of members.
- 9.2. A person is eligible to be a member of the Association on completion of the approved membership form, under these rules.
- 9.3. Full Membership –
- being a person (or persons) who is interested in promoting and/or maintaining the aims and interests of the Association, and who may be interested individuals or parents or carers of children, and who have completed the approved memberships form, as determined by the Board. Full members are entitled to one vote per member.
- 9.4. Member and Supporter
- being a person (or persons) who is interested in promoting and/or maintaining the aims and interests of the Association, and who may be interested individuals or parents or carers of children, and who have completed the approved membership form, as determined by the Board and made a voluntary, financial, contribution to the association in that financial year. Full members are entitled to one vote per member.
- 9.5. Associate Member –
- being a group or organisation interested in promoting and/or maintaining the objectives and interests of the Association, and who have paid all subscriptions or fees reviewed and determined by the Association Board members at each AGM. Associate members are to be non-voting.
- 9.6. Honorary Life Member –
- being such person who is elected as Honorary Life Member at an Annual General Meeting or Special General Meeting on the recommendation of the Board in accordance with criteria and benefits as established by the Board. Honorary Life Members are entitled to one vote per member, as per full members.
- 9.7. Any other category of membership which the Board determines. Noting that paid staff cannot be a member of the organisation while employed by the organisation.
- 9.8. A register of members is to be kept by the Association showing, at a minimum, the name, address, and date of commencement of membership.
- 9.9. On receipt of a notice from a member under subrule 12.2, the public officer is to remove the name of the member from the register of members.

10. Full Membership and Associate Membership applications

- 10.1. An application for Full Membership and Associate Membership of the Association is to be –
- a) made in writing on the application form of the Association, and
 - b) lodged with the Association.

11. Life Membership

- 11.1. A member of the Association may nominate another member of the Association for Life Membership provided –
- a) that the nomination is made in writing and is endorsed by a second member of the Association; and
 - b) that the nomination is based on a minimum of 5 years continuous service to the Association to the benefit families in the member's local area; and
 - c) that the nomination be granted at the discretion of the Board of the Association.

12. Acceptance by the Association

- 12.1. On a membership application being accepted by the Association, the Association –
- a) is to notify the nominee that she or he has been approved for membership of the Association, and
 - b) upon receipt of the membership form, is to enter the nominee's name in a register of members.

13. Right, privileges and obligations of members

- 13.1. Any right, privilege or obligation of a person or an organisation as a member of the Association –
- a) is not capable of being transferred or transmitted to another person or organisation, and
 - b) terminates on the cessation of the membership.
- 13.2. Applications for membership are to be made on the prescribed form, which will be due at a date to be determined by the Association. The prescribed fee is to be \$0 or an amount as determined by the membership at the Annual General Meeting each year.
- 13.3. A member of the Association may resign from the Association by notifying the State Office or upon removal from the membership database.
- 13.4. Where a member of the Association resigns from the Association, they are not entitled to a refund of donations made.

- 13.5. A person becomes a member of the Association when his or her name is entered in the register of members.
- 13.6. A person ceases to be a member of the Association when his or her name is removed from the register of members
- 13.7. A member of the Association may resign from the Association by emailing or sending by post to the public officer a written notice of resignation.

14. Annual subscription

- 14.1. The annual subscription payable by members is \$0 and shall be set by the members at the Annual General Meeting or by special resolution from time to time as and when required.
- 14.2. The annual subscription may be altered by the members by special resolution.
- 14.3. Where an annual subscription fee of a member is determined it is due and payable on or before the first day of the financial year of the Association and must be accompanied by the approved membership form.

Dispute Resolution and Disciplinary Procedures

15. Expulsion of members

- 15.1. The Board may expel a member from the Association if; in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association. This includes but is not limited to a breach of the Constitution or any policy or procedure of the Association.
- 15.2. The expulsion of a member under rule 15 does not take effect until whichever of the following is the later date:
 - a) the expiration of 14 days after the service on the member of a notice under subrule 15.3;
 - b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 15.3. If the Board expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing:
 - a) stating that the Board has expelled the member;
 - b) specifying the grounds for the expulsion; and
 - c) informing the member of a right to appeal against the expulsion under rule 16.

16. Appeal against expulsion

- 16.1. A member may appeal against an expulsion under rule 15 by emailing or sending by post to the public officer of the Association, within 14 days after the service of a notice under

- rule 15.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 16.2. On receipt of a requisition:
- a) the public officer is to immediately notify the Board of its receipt; and
 - b) the Board is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
- 16.3. At a special general meeting convened for the purpose of this rule
- a) no business other than the question of the expulsion is to be transacted;
 - 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 is to be given all opportunity to be heard; and
 - d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 16.4. If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion:
- a) the expulsion is to be taken to have been lifted;
 - b) the expelled member is entitled to continue as a member of the Association.
- 16.5. 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.

17. Disputes

- 17.1. A dispute between a member of the Association and the Association is to be determined by the Grievance Policy of the Association.
- 17.2. This rule does not affect the operation of rule 15.

Income, Property and Accounts

18. Income and Property of Association

- 18.1. The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 18.2. No portion of the income and property of the Association is to be paid or transferred to any member of the Association.

19. Special resolution on property

19.1. The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with the *Associations Incorporation Act 1964*.

20. Remaining property and assets on winding up of organisation

20.1. On the winding up of the Association, any unexpended grant monies received from any statutory bodies are to be refunded to those bodies in full. All remaining property and assets are to be paid or transferred to a public benevolent institution and/or a charitable fund selected by the Association.

21. Appointment of Board members to staff and payment of Board members

21.1. The Association is not to:

- a) appoint a person who is a member of the Board to any office in the gift of the Association of which there is payable any remuneration by way of salary, fees, or allowances; or
- b) pay to any member of the Board any remuneration other than the out-of-pocket expenses per Reimbursement policy.

21.2. A servant or member of the Association may be paid:

- a) remuneration in return for services to the Association or for goods supplied to the Association in the ordinary course of business; or
- b) interest at a rate not exceeding 7.25% on money lent to the Association; or
- c) a reasonable and proper sum by way of rent for premises let to the Association.

22. Accounts of receipts and expenditure

22.1. True accounts are to be kept of:

- a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- b) the property, credits, and liabilities of the Association.

22.2. The accounts are to be open to inspection by members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.

22.3. The Treasurer of the Association is to oversee the keeping of general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board directs.

22.4. The accounts, books and records are to be kept the Association's office or at any other place the Board decides.

23. Banking and finance

- 23.1. The treasurer of the Association, or his or her nominated representatives from time to time determined by the Board, on behalf of the Association, is to:
- a) receive all money paid to the association; and
 - b) Immediately after the receipt issue official receipts.
- 23.2. The Board shall open with any bank, building society or credit union the Board selects, an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.
- 23.3. The Board may:
- a) receive from the Association's bank or financial institution the cheques drawn by the Association on any of its accounts with the bank or financial institution; and
 - b) release and indemnify the bank or financial institution from and against all claims, actions, suits or demands that may be brought against the bank or financial institution arising directly or indirectly out of those cheques.
- 23.4. Except with the authority of the Board, a payment of any sum exceeding \$100 or such other sum resolved by the Board from time to time, is not to be made from the funds of the Association otherwise than by cheque, credit card or electronic funds transfer drawn on the Association's account.
- 23.5. The Board may provide the Treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Board may impose.

24. Auditor

- 24.1. At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.
- 24.2. The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- 24.3. The auditor may only be removed from office by special resolution.
- 24.4. If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association.
- 24.5. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

25. Audit of accounts

- 25.1. The auditor is to examine the accounts of the Association at least once in each financial year of the association.
- 25.2. The auditor is to:
- a) certify as to the correctness of the accounts of the Association; and

- b) provide a report to be presented to the members at the annual general meeting.
- 25.3. In the report and in certifying to the accounts, the auditor is to state if:
- a) they have obtained the required information; and
 - b) in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association:
 - i. according to the information at their disposal and the explanations given; and
 - ii. as shown by the books of the Association.
 - c) the rules relating to the administration of the funds of the Association have been observed.
- 25.4. The public officer of the Association is to cause to be delivered to the auditor a list of all the accounts and records of the Association.
- 25.5. The auditor may:
- a) have access to the accounts, books, records, vouchers, and documents of the Association;
 - b) require from the servants of the Association any information and explanations they considers necessary for the performance of the duties as auditor;
 - c) employ persons to assist in investigating the accounts of the Association;
 - d) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association;
 - e) attend any general meeting and be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 25.6. The Association must give the auditor (if any) any communications relating to the general meeting that a member of the Association is entitled to receive.

Meetings of the Board

26. Annual General Meeting

- 26.1. The Association is to hold an annual general meeting each year.
- 26.2. The annual general meeting is to be held on any day (being not later than four (4) months after the close of the financial year of the Association) the Board determines.
- 26.3. The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- 26.4. The notice convening the annual general meeting is to specify the purpose of the meeting.
- 26.5. 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;

- b) to receive from the Board, auditor, and servants 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;
- d) to appoint the auditor and determine his or her remuneration;

26.6. The annual general meeting may transact special business of which notice is given in accordance with rule 28.

27. Special Resolutions

27.1. A special resolution must be passed by a General Meeting of the Association to effect the following changes:

- a) a change of the Association's name
- b) a change of the Association's rules
- c) a change of the Association's objects
- d) closure of the Association by:
 - i. an amalgamation with another incorporated Association
 - ii. voluntary wind up of the Association and distribution of its property, or
 - iii. voluntary cancellation of Association at the Association's request
- e) to apply for registration as an Association or a co-operative

27.2. A special resolution is to be passed in the following manner:

- a) a notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution
- b) the notice must give details of the proposed special resolution and give at least 10 days' notice of the meeting
- c) a quorum must be present at the meeting
- d) at least a three-quarter majority must vote in favour of the resolution
- e) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Office of Consumer Affairs & Fair Trading - Business Affairs Branch (or equivalent) for permission to pass the resolution in some other way.

27.3. The Office of Consumer Affairs & Fair Trading - Business Affairs Branch (or equivalent) shall be notified in the following circumstances (See also rule 36):

- a) a change of the Association's objects or rules (within one month)
- b) a change in the Association's name (within one month)

27.4. The Board may convene a special general meeting of the Association at any time.

27.5. The Board, on the requisition in writing of at least 10 members, may convene a special general meeting of the Association.

- a) A requisition for a special general meeting:

- b) is to state the objects of the meeting;
- c) is to be signed by the requisitionists;
- 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.

27.6. If the Board does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.

27.7. A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Board.

27.8. All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

28. Notices of general meetings

28.1. At least 10 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to:

28.2. Notify by email or post, and by publications in the media, as deemed appropriate by the Board:

- i. the place, day and time at which the meeting is to be held; and
- ii. the nature of the business that is to be transacted at the meeting; and

28.3. notify all members of the Association specifying:

- i. the place, day and time at which the meeting is to be held; and
- ii. the nature of the business that is to be transacted at the meeting, in accordance with rule 29.

29. Business and quorum at general meetings

29.1. All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.

29.2. Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.

29.3. A quorum for the transaction of the business of a general meeting is five (5) members present and entitled to vote.

29.4. If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting:

29.5. if convened on the requisition of members, is to be dissolved; or

29.6. in any other case, is to be adjourned to a later date, at the discretion of the President or Board.

29.7. in any other case any informal meeting may occur with business to be ratified at the next convened meeting

30. President to preside at general meetings

30.1. The President, or in his or her absence, the Vice-President, or in the absence of both the President and the Vice-President, another such Board member may preside as President at every general meeting of the Association.

31. Adjournment of general meetings

31.1. The President of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2. If a meeting is adjourned the notice is to be given in the same manner as the notice of the original meeting

32. Determination of questions arising at general meetings

32.1. A question arising at a general meeting of the Association is to be determined on a show of hands.

32.2. 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 the fact, without proof of the number or proportion of the votes recorded in favour of; or against, that resolution.

Voting at General Meetings

33. Votes

33.1. On any question arising at a general meeting of Association, a member has one vote only.

33.2. All votes are to be given personally by show of hands. Or, on the determination of the President, by secret ballot.

33.3. Voting may be undertaken by show of hands, in the event that a member is attending the meeting via electronic means (via video link or phone). In the event that members are attending via video link, voting may not be undertaken by secret ballot.

33.4. In the case of an equality of voting on a question, President has a second or casting vote.

34. Taking of poll

34.1. If at a meeting a poll on any question is demanded:

34.2. it is to be taken at that meeting in the manner the President directs; and

34.3. the result of the poll is taken to be the resolution of the meeting on that question.

35. When poll to be taken

- 35.1. A poll that is demanded on the election of a President, or on a question of adjournment, is to be taken immediately.
- 35.2. A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the President directs.

The Board

36. Affairs of Association to be managed by a Board

- 36.1. The affairs of the Association are to be managed by a Board of management constituted as provided in rule 38.
- 36.2. The Board:
- 36.3. is to control and manage the business and affairs of the Association;
- 36.4. may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
- 36.5. has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

37. Officers of the Association

- 37.1. The officers of the Association are as follows:
- 37.2. President
- 37.3. Vice President
- 37.4. Secretary
- 37.5. Treasurer
- 37.6. 2-7 Board members
- 37.7. The provisions of rule 37.3, 37.4 and 37.5, so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in subrule 37.1.
- 37.8. The normal term of membership of the Board will be two years from the Board member's election at the Annual General Meeting. Board members are limited to not more than three consecutive terms.
- 37.9. Employees of Families Tasmania are not eligible to be a Board member until two years have elapsed since employment ceased.
- 37.10. Executive positions of the Board are determined by the Board, at the first general meeting of the board following the AGM. Each officer of the Association is to hold office until the annual general meeting next after the date of election and is eligible for re-election.

- 37.11. If a casual vacancy in any office referred to in subrule 37.1 occurs, the Board may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

38. Constitution of the Board

- 38.1. The Board consists of the following:
- 38.2. the officers of the Association, who are elected at the annual general meeting of the Association each year;
- 38.3. the Manager of Families Tasmania – non-voting
- 38.4. The normal term of membership of the Board will be two years from the Board member's election at the Annual General Meeting. Board members are limited to not more than three consecutive terms.
- 38.5. If a casual vacancy occurs in the office of ordinary Board member, the Board may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.

39. Election of members of Board

- 39.1. Nominations of candidates for election as officers of the Association or as ordinary Board members are to be:
- 39.2. made in writing signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination);
- 39.3. a candidate must be a member of the Association; and
- 39.4. delivered to the public officer of the Association at least 10 days before the date fixed for the holding of the annual general meeting.
- 39.5. The President and other officers shall be elected by the Board at the first meeting after the Annual General Meeting where the Board are appointed.
- 39.6. If insufficient nominations are received to fill all vacancies on the Board:
- 39.7. the candidates nominated are taken to be elected; and
- 39.8. further nominations are to be received at the annual general meeting.
- 39.9. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 39.10. If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 39.11. The ballot for the election of officers and ordinary Board members is to be conducted at the annual general meeting in the usual manner as directed by the Board (as determined by rule 33).

40. Vacation of office

- 40.1. For the purpose 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
- 40.2. dies;
- 40.3. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit;
- 40.4. becomes of unsound mind;
- 40.5. resigns office in writing addressed to the Board;
- 40.6. ceases to be resident in Australia;
- 40.7. fails, without leave granted by the Board, and without formal apology received and approved by the Board, to attend 3 meetings of the Board within a 12-month period;
- 40.8. ceases to be a member of the Association for any reason;
- 40.9. ceases to hold a current, valid Working with Vulnerable People certification

Board Meetings

41. Meetings of the Board and of subcommittees

- 41.1. The Board is to meet at least six (6) times per calendar year at any place and time the Board determines.
- 41.2. Special meetings of the Board may be convened by the president or any four (4) of its members.
- 41.3. Notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- 41.4. Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 41.5. Business is not to be transacted unless a quorum is present.
- 41.6. If half an hour after the time appointed for the meeting a quorum is not present, the meeting is adjourned and will take place at a later date, at the discretion of the president or Board.
- 41.7. At a meeting of the Board, the following is to preside:
- 41.8. the president, or in his or her absence the vice president, or in the absence of both the president and the vice president another Board member.
- 41.9. if the president and the vice president are absent, any one of the remaining members of the Board as may be chosen by the members present.
- 41.10. Absences must be accepted by the President in order to be recorded as a formal apology, in line with Board policies.

- 41.11. Any question arising at a meeting of the Board or of any sub-Board appointed by the Board is to be determined:
- 41.12. on a show of hands; or
- 41.13. if demanded by a member, by a poll taken any manner the person presiding at the meeting determines.
- 41.14. 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.
- 41.15. If there is an equality of votes on any question, the person presiding has a second or casting vote.
- 41.16. Notice of each Board meeting is to be served on each member of the Board under the provisions of subrule 41.3.
- 41.17. delivering it at a reasonable time before the meeting; or
- 41.18. sending it by post or email in time to reach him or her in due course of post before the date of the meeting.

42. Disclosure of interest in contracts

- 42.1. A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest:
- 42.2. at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or
- 42.3. in any other case, at the first meeting of the Board after the acquisition of the interest.
- 42.4. If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Board after he or she becomes so interested.
- 42.5. A member of the Board is not to vote as a member of the Board in respect of any contract or arrangement in which he or she is interested, and any such vote is not to be counted.

43. Subcommittees

- 43.1. The Board may:
- 43.2. appoint a sub-board from the committee Board; and
- 43.3. prescribe the powers and functions of that sub-board.
- 43.4. The Board may co-opt any person as a member of a sub-Board without voting rights, whether or not the person is a member of the Association.
- 43.5. A quorum at a meeting of the sub-board is 3 appointed members.
- 43.6. Notice of each Board meeting is to be served on each member of the Board under the provisions of subrule 43.6.
- 43.7. The President of the Association is to convene meetings of a sub-Board.

- 43.8. Written notice of each sub-board meeting is to be served on each member of the sub-board by:
- 43.9. delivering it at a reasonable time before the meeting; or
- 43.10. by sending it by post or email in time to reach him or her in due course of post before the date of the meeting.

44. Executive Board

- 44.1. The President, the Vice-President, Secretary, and Treasurer constitute the executive Board.
- 44.2. The executive Board 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 during the period between meetings of the Board.
- 44.3. The executive Board is to report on any instructions issued under subrule 44.2 to the next meeting of the Board.

Financial Year

45. Financial year

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

Seal of Association

46. Seal of Association

- 46.1. 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".
- 46.2. The seal of the Association is not to be affixed to any instrument except by the authority of the Board.
- 46.3. The affixing of the seal is to be attested by the signatures of one member of the Board and the public officer of the Association or any other person the Board may appoint for that purpose.
- 46.4. Attestation under subrule 46.3 is sufficient for all purposes that the seal was affixed by authority of the Board.

Public Officer

47. Position of Public Officer

- 47.1. The Public Officer may be a Board member, the Chief Executive Officer, or any other person that is a financial member of the Association that is regarded as suitable for the position by the Association.
- 47.2. The Association may, at any time, remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older, a financial member of the Association and a resident of Tasmania.
- 47.3. The Public Officer is to be deemed to have vacated their position in the following circumstances:
 - 47.4. death;
 - 47.5. resignation;
 - 47.6. removal by the Association at a General Meeting;
 - 47.7. bankruptcy or financial insolvency;
 - 47.8. if incapacitated through illness or injury where such illness or injury prevent the Public Officer from fulfilling the requirements of the position;
 - 47.9. breach of the Code of Conduct;
 - 47.10. residency outside Tasmania; or
 - 47.11. ceases to hold a current, valid Working with Vulnerable People certification
- 47.12. When a vacancy occurs in the position of Public Officer the Association shall within 14 days notify the Office of Consumer Affairs & Fair Trading – Business Affairs Branch (or equivalent) and appoint a new Public Officer.
- 47.13. The Public Officer is required to notify the Office of Consumer Affairs & Fair Trading (or equivalent regulatory body) in the following circumstances:
 - 47.14. on appointment
 - 47.15. a change of residential address
 - 47.16. a change in the Association's objects or rules
 - 47.17. a change in the Association's name
 - 47.18. change in the membership of the Board.
 - 47.19. Other rules apply. For the purposes of this provision, rules 9, 11, 14 and 36 apply.

By-Laws

48. Changes to by-laws

- 48.1. The Association may make, repeal and amend Association by-laws as they shall deem expedient for the management and well-being of the Association. All by-laws made by the Association under this rule, are to remain lawful and operative until repealed, amended or rescinded by the Association.

Insurance

49. Insurance

- 49.1. The Association is to effect and maintain insurance as is required under the relevant Act together with any other insurance which may be required by law or regarded as necessary by the Association.

Service of documents

50. Service of documents

- 50.1. Service of documents on the Association is effected by serving them on the Chief Executive Officer or by serving them personally on two members of the Board.

Amendments to this Constitution

51. Amendments

- 51.1. Amendments to this Constitution will require a resolution passed by a majority of 75% of members present at any General Meeting of the Association.