



# **CONSTITUTION AND RULES**

**OF**

**AGED & COMMUNITY SERVICES TASMANIA  
INC.**

**As amended and registered October 2008**

## Name of association

1. The name of the Association is as follows:

**AGED & COMMUNITY SERVICES TASMANIA INC.**

## Interpretation

2. In these rules –

"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 9](#);

"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 the committee as defined by the Act;

"CACP" means Community Aged Care Package, provided by an Approved Provider, an organisation which has been approved by the Secretary of the Department of Health and Ageing to provide Commonwealth-funded aged care under the *Aged Care Act 1997*.

"director" means a member of the board elected as provided under [rule 24](#);

"EACH" means Extended Aged Care at Home program which enables frail aged people to remain in their homes, supported by high level care through an approved service provider under the *Aged Care Act 1977*.

"executive officer" means the person appointed by the Board to manage the day to day affairs of the Association in accordance with its resolutions from time to time and this Constitution.

"general meeting" includes –

(a) the annual general meeting; and

(b) any special general meeting.

"Honorary Life Member" means a person who has been granted the honour pursuant to [rule 5\(2\)\(c\)](#) in recognition of special services to the Association.

"ILU" means self-care or independent living units.

"Licensed high-care, low-care or respite beds" means nursing home beds licensed under the *Aged Care Act 1997*

"member" means an entity which has been admitted as a member under [rule 5](#).

"member's representative" means the representative from time to time nominated by the member.

"Northern Region" means that area in Tasmania which has the telephone zone 0363;

"North West Region" means that area in Tasmania which has the telephone zone 0362;

"ordinary business of the annual general meeting" means the business specified in [rule 11\(5\)](#);

**"Southern Region"** means that area in Tasmania which has the telephone zone 0362;

**"special general meeting"** means any general meeting other than the annual general meeting.

### **Association's office**

3. The office of the Association shall be at such location as may be decided from time to time by the board and until any such further decision shall be at 27 Kirksway Place, Batter Point, Tasmania.

### **Objects and purposes of Association**

4. (1) The basic objects of the Association are to assist members in their tasks of providing care and services for frail, aged and disabled persons, by:

- (a) seeking to influence and develop philosophies, policies, services and programs for the care and well-being of frail, aged and disabled persons in Tasmania;
- (b) promoting the work of and encouraging cooperation between members of the Association and facilitating effective action on a State basis;
- (c) providing a forum for exchange of information and ideas to assist members in fulfilling their role;
- (d) preparing and presenting on behalf of members, such submissions to governments and other authorities as may be necessary to further the objects and work of the Association; and
- (e) receiving and disbursing funds and all other activities which are incidental to and consistent with the objects of the Association.

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

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of 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 for any one or more of the objects or purposes of the Association;
- (e) 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;
- (f) 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;
- (g) the borrowing and raising of money in any manner and on terms –
  - (i) the board thinks fit; or
  - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the [Trustee Act 1898](#), the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the board determines;

(i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which [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 dependants, 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 basic 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 is amalgamated in accordance with the provisions of the Act and the rules of the Association;

(m) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.

## Membership of Association

5. (1) An entity which is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.

(2) The membership of the Association shall comprise the following classes of member:

(a) Member

A Member must be a legal entity which conducts, a Commonwealth, State or Local Government licensed, personal or nursing care services for frail, aged and/or disabled persons, in either residential or community settings in Tasmania.

Members shall be entitled to the following voting rights at general meetings:

- for each licensed high-care bed, low-care bed or respite bed, as at December 31 in the previous financial year – one vote
- for each 2.5 CACP license & EACH license or part thereof, as at December 31 in the previous financial year – one vote
- for each 2.5 ILUs or part thereof, as at December 31 in the previous financial year – one vote

(b) Associate Member

An Associate Member is an entity or person who supports and/or believes in the objects of the Association.

An Associate Member shall not be entitled to vote at general meetings and shall not be eligible for election to the Board.

(c) Honorary Life Member

An Honorary Member shall be a person selected by ballot at a general meeting, who has rendered special service to the Association.

The Board shall approve and present a certificate, which certifies that person as a Life Member of the Association.

An Honorary Life Member shall pay no membership fees and shall not be entitled to vote at general meetings.

**(3)** Where a member is a legal entity such as a company, a not for profit organisation, etc and not an individual person, the personal representative (voter) of the legal entity must be nominated in writing by the owner or owners of the legal entity and must be either a full time employee or a board member thereof.

This nominated personal representative may be changed from time to time by written notification to the Executive Officer of the Association. The nominated representative is eligible for election or appointment to the Board of the Association.

**(4)** An entity which is not a member of the Association at the time of the incorporation of the Association is not to be admitted to membership –

**(a)** unless the entity is nominated in accordance with [subrule \(5\)](#); and

**(b)** the admission as a member is approved by the board

**(5)** A nomination of an entity for membership of the Association is to be –

**(a)** made in writing and signed by two members of the Association; and

**(b)** accompanied by the written consent of the proposed entity nominated; and

**(c)** lodged with the public officer of the Association.

**(6)** The consent referred to in [subrule \(5\)](#) may be endorsed on the nomination.

**(7)** As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the board.

**(8)** On a nomination being approved by the board, the public officer –

**(a)** is to notify the nominee, in writing, that the entity has been approved for membership of the Association; and

**(b)** upon receipt of the sum payable as the first year's subscription, is to enter the nominee in a register of members.

**(9)** A member of the Association may resign from the Association by delivering or sending by post to the public officer a written notice of resignation.

**(10)** On receipt of a notice from a member under [subrule \(9\)](#), the public officer is to remove the name of the member from the register of members.

**(11)** An entity–

**(a)** becomes a member of the Association when the entity is entered in the register of members; and

**(b)** ceases to be a member of the Association when the entity is removed from the register of members.

**(12)** Any right, privilege or obligation of an entity as a member of the Association –

**(a)** is not capable of being transferred or transmitted to another entity; and

**(b)** terminates on the cessation of the membership.

**(13)** If the Association is wound up every member, which was a member of the Association within the period of 12 months immediately preceding the commencement of the winding up, is liable to contribute –

(a) to the assets of the Association for payment of the debts or liabilities of the Association; and

(b) for the costs, charges and expenses of the winding up; and

(c) for the adjustment of the rights of the contributories among themselves.

(14) Any liability under [subrule \(13\)](#) is not to exceed \$100.

(15) A former member is not liable to contribute under [subrule \(13\)](#) in respect of any debt or liability of the Association contracted after the entity ceased to be a member.

## **Income and property of Association**

6. (1) The income and property of the Association is to be applied solely towards the promotion and performance of the objects and purposes of the Association.

(2) No portion of the income and property of the Association is to be paid or transferred to any member of the Association.

(3) The Association is not to –

(a) appoint a person who is a director of the Association to any office in the gift of the Association to the holder of which office 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 reasonable out-of-pocket expenses.

(4) A servant or member of the Association may be paid –

(a) remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business; or

(b) interest at a rate not exceeding 7¼% on money lent to the Association; or

(c) a reasonable and proper sum by way of rent for premises let to the Association.

## **Accounts of receipts and expenditure**

7. (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.

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

(3) The treasurer of the Association is to keep all 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.

(4) The accounts, books and records are to be kept at the Association's office or at any other place the board decides.

## **Banking and finance**

8. (1) The treasurer of the Association, on behalf of the Association, is to –

(a) receive all money paid to the Association; and

(b) immediately after the receipt issue official receipts.

(2) The board is to cause to be opened with any bank, building society or credit union the board selects an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.

(3) The board may –

(a) receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and

(b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.

(4) Except with the authority of the board, a payment of any sum exceeding \$2 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's 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 the board may impose.

(6) Cheques are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the board.

(7) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by a director and the executive officer or two directors the board nominates for that purpose.

## **Auditor**

9. (1) At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.

(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.

(3) The first auditor may be appointed by the board before the first annual general meeting, and, holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.

(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.

(5) Except as provided in [subrule \(3\)](#), the auditor may only be removed from office by special resolution.

(6) 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.

## **Audit of accounts**

10. (1) The auditor is to examine the accounts of the Association at least once in each financial year of the Association.

(2) The auditor is to –

(a) certify as to the correctness of the accounts of the Association; and

(b) report to the members present at the annual general meeting.

- (3)** In the report and in certifying to the accounts, the auditor is to state if –
- (a)** he or she has obtained the required information; and
  - (b)** in his or her 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 his or her disposal and the explanations given; and
    - (ii)** as shown by the books of the Association; and
  - (c)** the rules relating to the administration of the funds of the Association have been observed.
- (4)** The public officer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (5)** The auditor may –
- (a)** have access to the accounts, books, records, vouchers and documents of the Association; and
  - (b)** require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
  - (c)** employ persons to assist in investigating the accounts of the Association; and
  - (d)** in relation to the accounts of the Association, examine any director or any servant of the Association.

## **Annual general meeting**

- 11. (1)** The Association is to hold an annual general meeting each year.
- (2)** The annual general meeting is to be held on any day (being not later than 3 months after the close of the financial year of the Association) the board determines.
- (3)** The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- (4)** The notice convening the annual general meeting is to specify the purpose of the meeting.
- (5)** The ordinary business of the annual general meeting is to be as follows:
- (a)** to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b)** to receive from the board, auditor and 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 directors;
  - (d)** to appoint the auditor and determine his or her remuneration;
  - (e)** to determine the remuneration of servants of the Association.
- (6)** The annual general meeting may transact special business of which notice is given in accordance with these rules.

## **Special general meetings**

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

## **Notices of general meetings**

- 13.** The public officer of the Association, at least 14 days before the date fixed for holding a general meeting of the Association, is to cause to be inserted in at least one newspaper published in this State an advertisement –
- (a)** specifying the place, day and time for the holding of the meeting; and
  - (b)** the nature of the business to be transacted at the meeting.

## **Business and quorum at general meetings**

- 14. (1)** All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.
- (2)** Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.
- (3)** A quorum for the transaction of the business of a general meeting is 10 members present and entitled to vote.
- (4)** If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting –
- (a)** if convened on the requisition of members, is to be dissolved; or
  - (b)** in any other case, is to be adjourned to the same day in the next week at the same time at the same place.
- (5)** If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

(6) The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

### **President to preside at general meetings**

15. If the president and the vice-president are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

### **Adjournment of general meetings**

16. (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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

(3) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Determination of questions arising at general meetings**

17. (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 chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, 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.

### **Votes**

18. (1) On any question arising at a general meeting of the Association, a member is entitled to the number of votes as provided for in [Rule 5.2](#).

(2) All votes are to be given personally.

(3) The result of any poll will be carried by the majority of members and by the majority of votes.

(4) In the case of an equality of voting on a question, the motion is lost.

### **Taking of poll**

19. If at a meeting a poll on any question is demanded –

(a) it is to be taken at that meeting in the manner the chairperson directs; and

(b) the result of the poll is taken to be the resolution of the meeting on that question.

### **When poll to be taken**

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

(2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

### **Affairs of Association to be managed by a board**

21. (1) The affairs of the Association are to be managed by the board constituted as provided in rule 23.

(2) The board –

(a) is to control and manage the business and affairs of the Association; and

(b) 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

(c) 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.

### **Officers of the Association**

22. (1) The officers of the Association are as follows:

(a) a president;

(b) vice-president;

(c) a treasurer.

(2) The provisions of [rule 24\(2\)](#), [\(3\)](#) and [\(4\)](#), so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in [subrule \(1\)](#).

(3) Each officer of the Association shall hold office for the term of his election but is eligible for re-election.

(4) If a casual vacancy in any office referred to in [subrule \(1\)](#) occurs, the board may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

(5) All officers shall hold office, subject to these Rules, up to and including the conclusion of the annual general meeting at the end of the officer's two year term.

### **Constitution of the board**

23. (1) The board consists of the following members, half of who will be elected at the annual general meeting of the Association in each year:

(a) the officers of the Association;

(b) two other members who live and primarily work in the Southern Region as at the date on which the nomination is delivered to the public officer;

(c) two other members who live and primarily work in the Northern Region as at the date on which the nomination is delivered to the public officer;

(d) two other members who live and primarily work in the North West Region as at the date on which the nomination is delivered to the public officer.

(e) the Board may, from time to time, as the need arises co-opt to membership of the Board no more than two additional Directors. Any Director co opted to the Board pursuant to this sub rule must retire from the Board at the Annual General meeting held next after that Director was co-opted to the Board.

(2) A director is to hold office until the annual general meeting for two years after the date of election, and is eligible for re-election.

(3) If a casual vacancy occurs on the board, 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.

## **Election of the board**

**24. (1)** Nominations of candidates for election as the president of the Association or as directors 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 nomination); and

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

(2) If insufficient nominations are received to fill all vacancies on the board –

(a) the candidates nominated are taken to be elected; and

(b) further nominations are to be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

(5) The ballot for the election of the president and the board is to be conducted at the annual general meeting in the usual manner as directed by those present at the meeting.

## **Vacation of office**

**25.** For the purpose of these rules, the office of president of the Association or of a director becomes vacant if the president or director –

(a) dies; or

(b) 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; or

(c) becomes of unsound mind; or

(d) resigns office in writing addressed to the board; or

(e) ceases to be resident in the State; or

(f) fails, without leave granted by the board, to attend 3 consecutive meetings of the board; or

(g) ceases to be a member of the Association; or

(h) fails to pay all arrears of subscription due, within 14 days after receiving a notice in writing signed by the public officer stating that he or she has ceased to be a financial member of the Association.

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## **Meetings of the board and of subcommittees**

**26. (1)** The board is to meet at least once every two months at any place and time the board determines.

**(2)** Special meetings of the board may be convened by the president or any four of its members.

**(3)** Notice is to be given to directors of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.

**(4)** Any five members of the board constitute a quorum for the transaction of the business of a meeting of the board.

**(5)** Business is not to be transacted unless a quorum is present.

**(6)** If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.

**(7)** At a meeting of the board, the president, or in his or her absence any one of the remaining members of the board chosen by directors present is to preside.

**(8)** Any question arising at a meeting of the board or of any subcommittee appointed by the board is to be determined-

**(a)** on a show of hands; or

**(b)** if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.

**(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.

**(10)** If there is an equality of votes on any question, the person presiding has a second or casting vote.

**(11)** Written notice of each board meeting is to be served on each director by –

**(a)** delivering it at a reasonable time before the meeting; or

**(b)** sending it by post in a prepaid envelope addressed to his or her usual or last-known address or by electronic means in time to reach him or her before the date of the meeting.

## **Disclosure of interest in contracts**

**27. (1)** A director who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest –

**(a)** at the first meeting of the board at which the contract or arrangement is first taken into consideration, if the interest then exists; or

**(b)** in any other case, at the first meeting of the board after the acquisition of the interest.

**(2)** If a director 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.

**(3)** A director 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.

## **Subcommittees**

**28. (1)** The board may –

(a) appoint a subcommittee from the board; and

(b) prescribe the terms of reference of that subcommittee.

(2) The board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member's representative of the Association.

(3) A quorum at a meeting of the subcommittee is three appointed members.

(4) The public officer of the Association or the convenor is to convene meetings of a subcommittee.

(5) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –

(a) delivering it at a reasonable time before the meeting; or

(b) sending it by post in a prepaid envelope addressed to his or her usual or last-known address or by electronic means in time to reach him or her before the date of the meeting.

## **Executive**

29. (1) The president, vice president and the treasurer constitute the executive committee.

(2) The executive committee 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 board meetings.

(3) The executive committee is to report on any instructions issued under [subrule \(2\)](#) to the next meeting of the board.

## **Annual subscription**

30. (1) The amount of annual membership subscriptions to all grades of membership shall be determined by the Board in March each year for the next financial year, based on the number of licences and ILUs as at December 31 the previous year..

(2) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

## **Financial year**

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

## **Notices**

32. A notice may be served by or on behalf of the Association on any member –

(a) personally; or

(b) by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address

## Expulsion of members

**33. (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.

**(2)** The expulsion of a member under [subrule \(1\)](#) does not take effect until whichever of the following is the later date:

(a) the expiration of 14 days after the service on the member of a notice under [subrule \(3\)](#);

(b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

**(3)** If the board expels a member from 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; and

(b) specifying the grounds for the expulsion; and

(c) informing the member of a right to appeal against the expulsion under [rule 34](#).

## Appeal against expulsion

**34. (1)** A member may appeal against an expulsion under [rule 33](#) by delivering or sending by post to the public officer of the Association, within 14 days after the service of a notice under [rule 33\(3\)](#), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

**(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.

**(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; and

(b) the board may place before the meeting details of the grounds of the expulsion and the board's reasons for the expulsion; and

(c) the expelled member is to be given an opportunity to be heard; and

(d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

**(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; and

(b) the expelled member is entitled to continue as a member of the Association.

**(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.

## Disputes

**35. (1)** A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the [Commercial Arbitration Act 1986](#).

**(2)** This rule does not affect the operation of [rule 34](#).

## Seal of Association

**36. (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".

**(2)** The seal of the Association is not to 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 directors; or

(b) one director and the public officer of the Association or any other person the board may appoint for that purpose.

**(4)** Attestation under [subrule \(3\)](#) is sufficient for all purposes that the seal was affixed by authority of the board.

**(5)** The seal is to remain in the custody of the public officer.

## Dissolution

**37. (1)** The Association shall not be dissolved unless:

(a) by approval of not less than three-quarters of the members of the Association entitled to vote as may be present in person at a general meeting called for that purpose and of which at least fourteen (14) days notice has been given to all members;

(b) such notice included notice of the proposed dissolution; and

(c) a copy of the resolution to dissolve the Association is lodged with the Commissioner for Corporate Affairs within fourteen (14) days after passing the resolution.

**(2)** On the dissolution of the Association, any assets which remain after the satisfaction of all debts and liabilities shall not be paid or distributed among the members of the Association but shall be paid, given, transferred and applied by the Committee in accordance with their powers to any fund, institution or authority having objects similar to the objects of the Association:

(a) which is not carried out for the profit or gain of its individual members and which is a Gift Deductable Recipient as accepted by the Federal Deputy Commissioner of Taxation.