

Golf Tasmania Incorporated

# Rules of Association

Updated 23 October 2016

## 1. Name of association

The name of the association is Golf Tasmania Incorporated

## 2. Interpretation

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\*](#);

"**affiliated member**" means **an affiliated** member of the Association per the requirements of Rule 5;

"**annual general meeting**" means an annual general meeting of the Association held under rule 13;

"**appointed board member**" means a member of the Board appointed by the Board in accordance with these rules and includes any person acting in that capacity from time to time

"**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 the Association;

"**board**" means the board as constituted in accordance with rule 24;

"**board member**" means a member of the board elected or appointed in accordance with these rules and includes any person acting in that capacity from time to time;

"**member delegate**" means a representative of a **Member** appointed by that **Member** in accordance with rule 6;

"**districts**" means each of the Northern, North Western, Southern Country and Southern Metropolitan **member** districts. Districts being representative of their affiliated district members are in their own right members of the Association;

"**financial year**" is the period beginning on the first day of July in one year and ending on the thirtieth day of June in the following year;

"**general manager**" means the general manager as outlined in rule 22 (3);

"**general meeting**" means –

(a) an annual general meeting; or

(b) a special general meeting;

"**golf club**" means a club with members who hold or aspire to hold a current golf handicap;

"**member**" means an association, club, body or other organisation having as its sole or principal object the promotion, playing and conduct of the game of golf;

**“northern member district”** means that part of the State of Tasmania that has been allocated the 63 telephone directory area in the Tasmanian telephone directory;

**“north west member district”** means that part of the State of Tasmania that has been allocated the 64 telephone directory area in the Tasmanian telephone directory;

**"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(4);

**"ordinary business of an annual general meeting"** means the business specified in rule 12;

**“public officer”** means the public officer appointed as provided in rule 23;

**“southern country member district”** means that part of the State of Tasmania that has been allocated the 62 telephone directory area in the Tasmanian telephone directory excepting those golf clubs comprising the southern metropolitan **member** district;

**“southern metropolitan member district”** means the golf clubs known as the Claremont Golf Club, the Kingston Beach Golf Club, the Royal Hobart Golf Club and the Tasmania Golf Club;

**"special general meeting"** means a meeting of the Association, other than an annual general meeting, convened under rule 13;

### **3. Association's office**

The office of the Association is to be at 2 Queen Street, Bellerive or at any other place the board determines.

### **4. Objects and purposes of Association**

(a) The basic objects and purposes of the Association are to:

(i) provide for the encouragement, conduct, promotion and administration of golf in the State of Tasmania;

(ii) participate as a member of a single uniform entity through and by which golf is conducted, encouraged, promoted and administered;

(iii) affiliate and otherwise liaise with peak national and/or international bodies and other strategically aligned bodies, in pursuit of these basic objects;

(iv) encourage, conduct, promote, advance and control golf in any form;

(v) adopt and implement the current course rating for Australian golf courses and the uniform system of handicapping based on such course rating;

(vi) assist, as necessary or appropriate, in the organisation and conduct of the golf championships of Australia in the State of Tasmania or elsewhere;

(vii) participate, as necessary or appropriate, in the conduct of interstate, national and international golf tournaments, championships, competitions, matches, events and displays in

the State of Tasmania or elsewhere and regulate the same under the appropriate rules and regulations;

**(viii)** co-operate with national golf organizations and/or state organizations in the conduct of research and development for improvements in the game of golf and golf equipment generally;

**(ix)** use and protect the intellectual property of the Association;

**(x)** promote the importance of golf standards, techniques, awards and education to bodies involved in golf;

**(xi)** strive for and maintain government, commercial and public recognition of the Association as the authority on golf in the State of Tasmania;

**(xii)** participate to secure uniformity in such rules as may be necessary for the management and control of golf and related activities;

**(xiii)** pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association in the State of Tasmania;

**(xiv)** further develop golf into an organized institution in the State of Tasmania;

**(xv)** having regard to the objects, foster, regulate, organise and manage tournaments, competitions, displays and other activities and issue certificates and award trophies to successful members and others;

**(xvi)** ensure that environmental considerations are taken into account in all golf and related activities conducted by the Association;

**(xvii)** promote the health and safety of members;

**(xviii)** act as arbiter on matters pertaining to the conduct of golf in the State of Tasmania, including disciplinary matters, and refer matters to the national golf organisations as the final arbiter as appropriate;

**(xix)** in consultation with national golf organizations and/or other state organizations, formulate or adopt and implement appropriate policies, including in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in golf;

**(xx)** represent the interests of members and of golf generally in any appropriate forum;

**(xxi)** have regard to the public interest in its operations;

**(xxii)** encourage members to realise their potential and athletic abilities;

**(xxiii)** encourage and promote performance-enhancing drug free competition;

(xxiv) give, and where appropriate seek, recognition for members to obtain awards or public recognition in fields of endeavour other than golf;

(xxv) seek and obtain improved facilities for the enjoyment of golf;

(xxvi) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these basic objects; and

(xxvii) co-operate and comply with the rules and policies of such National controlling body or bodies as are responsible for the control and administration of golf in Australia.

(b) The following objects and purposes are included in addition to the basic objects and purposes of the Association:

(i) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;

(ii) the purchase, sale or supply of, or other dealing in, goods;

(iii) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;

(iv) the acceptance of a gift for any of the objects or purposes of the Association;

(v) the taking of any step the board or the members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;

(vi) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee or the members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association;

(vii) the borrowing and raising of money in any manner and on terms –

(1) the Board thinks fit; or

(2) approved or directed by resolution passed at a general meeting;

(viii) subject to the provisions of the [Trustee Act 1898](#), the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;

(ix) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which [section 78A of the Income Tax Assessment Act 1936](#) of the Commonwealth relates;

(x) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or 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;

**(xi)** 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;

**(xii)** the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;

**(xiii)** the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

## **5. Membership of Association**

**(a)** An association, club, body or other organization may apply for membership of the Association. An application must be submitted in writing to the Secretary of the Association in such form as required by the Board from time to time

**(b)** The Board will consider the eligibility of the applicant for admission to the Association as a Member.

**(c)** An application for membership of the Association is to be accompanied by:

**(i)** a copy of the constitution of the applicant;

**(ii)** a copy of the register of members of the applicant;

**(iii)** the application fee for membership (if any) determined by the board from time to time; and

**(iv)** such other information or documentation as may be required by the secretary of the Association in connection with the application.

**(d)** As soon as practicable after the receipt of an application for Membership the secretary of the Association is to refer the application for Membership to the board.

**(e)** On the application for Membership being approved by the board the secretary of the Association:

**(i)** is to notify the applicant in writing that the Membership has been approved; and

**(ii)** upon receipt of the sum payable as the first year's subscription enter the applicant's name in the register of Members.

**(f)** The secretary of the Association shall keep and maintain a register in which shall be entered (as a minimum) the full name, address and date of entry of each affiliated Member.

**(g)** An Association, club, body or organisation becomes a Member of the Association when its name is entered in the register of Members.

**(h)** Members shall provide a notice of any change in required details to the Association within one (1) month of such change.

**(i)** A Member may resign from the Association by delivering or sending by post to the secretary of the Association a written notice of resignation.

(j) On receipt of a notice from a Member under sub-rule 5(i), the secretary of the Association is to remove the name of the Member from the register of Members.

(k) Any right, privilege or obligation as a Member of the Association –

(i) is not capable of being transferred or transmitted to any other entity; and

(ii) terminates on the cessation of the Membership.

(l) If the Association is wound up –

(i) every Member of the Association; and

(ii) every former Member who, within the period of 12 months immediately preceding the commencement of the winding up, was a Member of the Association –

is liable to contribute –

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

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

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

(m) Any liability under sub-rule (l) is not to exceed the sum of one dollar (\$1.00).

(n) A former Member is not liable to contribute under sub-rule (l) in respect of any debt or liability of the Association contracted after the former Member ceased to be a Member.

## **6. Delegates**

(a) Each affiliated Member may appoint in such manner as that member may determine one (1) delegate to represent that Member at general meetings of the Association Except for where a District association amalgamation occurs in which case that District may appoint two (2) delegates to represent that Member at general meetings of the Association.

(b) A person appointed as a club delegate shall remain such until his or her death, retirement, resignation or removal by the member by whom he or she was appointed.

(c) Where a delegate of a member dies, retires, resigns or is removed then the member which he or she represented must appoint a replacement delegate as soon as practical after the death, retirement, resignation or removal of the said delegate.

(d) Every member entitled to vote must notify the Association in writing of the appointment or change in the appointment of a delegate. The Association shall provide to each 'Member' a Delegate nomination form on which shall bear the printed name and signature of the Member Delegate. The Secretary of the Association shall file the signed form in the register of Members as is required under Rule 5 sub-rule (f) of these rules.

(e) Each member that is entitled to appoint a Delegate may appoint the Delegate of another member as proxy by notice given to the association no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## **7. Income and property of Association**

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

(2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.

(3) The Association may –

(a) pay a servant or member of the Association –

(i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or

(ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or

(iii) interest at a rate not exceeding 7.25% on money lent to the Association by the servant or member; or

(iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and

(b) pay a member of the board remuneration in return for carrying out the functions of a member of the board; and

(c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and

(d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.

(4) Despite subrule (3) (a), (b) and (c), the Association is not to pay a person any amount under that subrule unless the Association or board has first approved that payment.

(5) Despite subrule (3) (d), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or board has first approved –

(a) that appointment or nomination; and

(b) the receipt of that remuneration by that member.

## **8. Accounts of receipts and expenditure**

(1) True accounts are to be kept of the following:

(a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;



(b) each asset or liability of the Association.

(2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the board.

(3) The treasurer of the Association is to keep all accounting books, and 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 are to be kept at the Association's office or at any other place the board determines.

## **9. Banking and finance**

(1) On behalf of the Association, the treasurer of the Association is to –

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

(b) immediately after receiving the money, issue an official receipt in respect of the money; and

(c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.

(2) The board is to open with an authorised deposit-taking institution an account in the name of the Association.

(3) The board may –

(a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and

(b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

(4) Except with the authority of the board, a payment of an amount exceeding \$100 is not to be made from the funds of the Association otherwise than by credit card or electronic banking or cheque drawn on the Association's account.

(5) The board may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the board may impose in relation to the expenditure.

(6) A credit card or electronic banking transaction or a cheque is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the board.

(7) A cheque, credit card statement or reconciliation, draft, bill of exchange, promissory note or other negotiable instrument is to be;

(a) signed by the treasurer and one board member or, in the treasurer's absence, by any other two members of the board the board nominates for that purpose; and

(b) countersigned by the public officer of the Association.

## **10. Auditor**

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

(2) If an auditor is not appointed 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.

(3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.

(4) The first auditor –

(a) may be appointed by the committee before the first annual general meeting; and

(b) if so appointed, holds office until the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.

(5) If the first auditor is appointed by the committee under subrule (4) (a) and subsequently removed at a general meeting under subrule (4) (b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the first annual general meeting.

(6) Except as provided in subrule (4) (b), the auditor may only be removed from office by special resolution.

(7) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the next annual general meeting.

## **11. Audit of accounts**

(1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.

(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 present at that meeting.

(3) In the 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; and

(b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her 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 may –

(a) have access to the accounting records, books and accounts of the Association; and

(b) require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and

(c) employ any person to assist in auditing the financial affairs of the Association; and

(d) examine any member of the committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

## **12. Annual general meeting**

(1) The Association is to hold an annual general meeting each year.

(2) An annual general meeting is to be held on any day (being not later than 6 months after the end of the financial year of the Association) the board determines.

(3) An 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 an 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 of the Association;

(c) to announce the election of the board members;

(d) to appoint the auditor and determine his or her remuneration;

(6) An annual general meeting may transact special business of which notice is given in accordance with rule 14.

### **13. Special general meetings**

- (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 one-third of the members of the Association, 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
  - (b) is to be signed by each of 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 after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after 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 practicable, 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.

### **14. Notices of general meetings**

At least 21 days written notice (not including the day on which the notice is served or deemed to be served, but including the day of the general meeting for which notice is given) must be given of any general meeting.

The notice must be given to all members, board members and the auditor, and must:

- (a) set out the place, date and time for the general meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- (b) state the general nature of the general meeting's business; and
- (c) if a special resolution is to be proposed at the general meeting, set out an intention to propose the special resolution and state the resolution.

The notice may be given by any of the means provided by these rules.

The association may hold a general meeting at two or more venues using any technology that gives the members who are entitled to attend the meeting a reasonable opportunity to participate.

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

(1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.

(2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.

(3) A quorum for the transaction of the business of a general meeting is 20% of the members entitled to vote being represented by their club delegate or a proxy appointed per the requirements of rule 6(e)

(4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –

(a) if convened on the requisition of members of the Association, is 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 notice in a manner determined by the chairperson.

(5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

## **16. Chairperson at general meetings**

At each general meeting of the Association, the chairperson is to be –

(a) the chairperson of the board; or

(b) in the absence of the chairperson of the board, another board member; or

(c) in the absence of the chairperson of the board and other board members, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

## **17. Adjournment of general meetings**

(1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to

vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a meeting is adjourned for 14 days or more, 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 the adjournment or of the business to be transacted at the adjourned meeting.

### **18. Determination of 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) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

### **19. Votes**

(1) On any question arising at a general meeting of the Association each delegate representing a golf club shall have one (1) vote.

(2) On any question arising at a general meeting of the Association each delegate representing a District Association shall have one (1) vote except for where a District association amalgamation occurs in which case that District will have two (2) votes.

### **20. Taking of poll**

If at a general meeting a poll on any question is demanded –

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

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

### **21. When poll to be taken**

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

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

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

(1) The affairs of the Association are to be managed by a board constituted as provided in rule 24.

(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 and performed by members of the Association at a general meeting; and

(c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

(3) The Board may appoint a General Manager on such terms and conditions, as to remuneration and otherwise, as the Board decides.

(a) Subject to the terms and conditions of the appointment, the Board may at any time terminate the appointment of the General Manager.

(b) The Board may, on the terms and conditions and with any restrictions the board thinks fit, confer on the General Manager any of the powers exercisable by the Board.

(c) Any powers so conferred may be concurrent with the powers of the Board.

(d) The board may at any time withdraw or vary any of the powers conferred on the General Manager.

(e) The General Manager will act as Secretary and Public Officer for the purposes of the Act.

### **23. Officers of the Association**

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

(a) one chairperson;

(b) one public officer (the General Manager)

(c) one treasurer;

(d) one secretary (the General Manager).

### **24. Constitution of the board**

(1) The board consists of six persons who shall be elected in accordance with rule 25, each of whom must be members of an Golf Club and up to three appointed board members who may be appointed by the Board

(2) A board member is to hold office for a three year term, until the annual general meeting three years after the date of election. A board member is eligible for re-election but shall not serve more than three consecutive terms. Appointed board members may serve a maximum term of nine consecutive years

(3) If a casual vacancy occurs in the office of board member, the board may appoint a member of the Association to fill the vacancy until the expiry of the term which the board member would have completed had the vacancy not occurred.

(i) A board member appointed to fill a casual vacancy under rule 24(3) must have their position as replacing a retired 'elected' board member confirmed by resolution at the next general meeting of the association; and

(ii) If the position of a board member appointed to fill a casual vacancy is confirmed per rule 24(3)(i) this board member holds office until the end of the term of the elected board member in whose place they were appointed; or

(iii) If the position of a board member appointed to fill a casual vacancy is not confirmed per rule 24(3)(i) this person shall no longer be a board member from the date of the general meeting. In this instance the board may appoint another board member to fill the casual vacancy. This appointment must comply with rule 24(3) and fills the vacancy until the expiry of the term of the board member who was originally elected. This appointment must be confirmed at the next general meeting of the association per rule 24(3)(i)

## **25. Election of board members**

(1) The election of board members is conducted by the delegates entitled to vote as noted in rule 19

(2) The association will call for nominations for persons to be considered for election as board members 60 days prior to that annual general meeting

(3) A nomination of a candidate for election as a board member, is to be –

(a) made in writing, signed by a representative of the candidate's affiliated golf club and the candidate; and

(b) delivered to the public officer of the Association at least 45 days before the day on which the annual general meeting is to be held.

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

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

(i) further nominations may be received at the annual general meeting.

(ii) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the board to be filled the Chairman of the meeting shall conduct a preferential secret ballot on papers prepared by the association. If there is still an equality of votes, the result shall be determined by lot.

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

(6) If the number of nominations received exceeds the number of vacancies on the board to be filled, a ballot is to be taken under Rule 26.



## 26. Election Procedure

If a ballot for the election of board members is necessary, it shall be taken as follows:

- (a) the board must fix a time not less than twenty eight (28) days before the date of the Annual General Meeting for the opening of the ballot which shall remain open until 5.00 p.m.(Eastern Standard Time) on the day two days before the date of the Annual General Meeting;
- (b) the board must appoint a returning officer (“Returning Officer”) to be responsible for placing a secure locked ballot box in the Company’s premises to receive ballot papers on the opening of the ballot;
- (c) a ballot paper showing the names in alphabetical order of the candidates nominated for each vacancy in respect of which an election is necessary must be prepared by the Returning Officer together with notices setting out the qualifications and experience of each candidate and the time and date when voting closes;
- (d) each affiliated member entitled to vote by its delegate as set out in Rule 19 is to receive a ballot paper from the Association;
- (e) the ballot paper and notices must be dispatched by the association in accordance with these rules;
- (f) if a ballot paper is lost or not received by a affiliated member, that member may orally or in writing request the Returning Officer to issue a replacement ballot paper.
- (g) each member Delegate voting must vote on the ballot paper by placing a mark against the name of each candidate for whom the member Delegate wishes to vote. The member Delegate must vote for the full number of candidates required to be elected, otherwise the vote must not be counted;
- (h) the ballot paper must be placed in an envelope marked “Ballot Paper” and sealed and then placed in another envelope addressed to the Returning Officer, the inside flap of which must bear the signature and printed name of the Club Delegate before sealing. The envelope must then be deposited in the ballot box on the Association’s premises or posted to the Returning Officer. Envelopes received by the Returning Officer must be placed immediately in the ballot box;
- (i) votes must be received before the time and date when voting closes failing which the vote will not be counted;
- (j) immediately after the closing time of the ballot, the Returning Officer must remove the ballot box to a safe place. The ballot box must be opened in the presence of at least two independent scrutineers appointed by the Board and the votes counted;
- (k) the Returning Officer must report in writing the result of the ballot to the Chairman of the Annual General Meeting who must announce the result and declare elected those candidates obtaining the most votes; and
- (l) in the case of an equality of votes for any position the Chairman of the meeting shall at the Annual General Meeting conduct a preferential secret ballot on papers prepared by the association at the Annual General Meeting. If there is still an equality of votes, the result shall be determined by lot.

## **27. Vacation of office**

For the purpose of these rules, the office of a board member, becomes casually vacant if the officer or board member –

- (1) dies; or
- (2) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (3) becomes a represented person within the meaning of the [Guardianship and Administration Act 1995](#); or
- (4) resigns office in writing addressed to the board; or
- (5) ceases to be ordinarily resident in Tasmania; or
- (6) is absent from 3 consecutive meetings of the board without the permission of the other members of the committee; or
- (7) ceases to be a member of the Association; or
- (8) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the board member has ceased to be a financial member of the Association.

## **28. Meetings of the board**

- (1) The board is to meet at least once in every two month period at any place and time the board determines.
- (2) A meeting of the board, other than a meeting referred to in subrule (1), may be convened by the Chairperson or any two of the members of the board.
- (3) Written notice of any special board meeting is to be served on members of the board and is to specify the general nature of the business to be transacted.
- (4) A special board meeting may only transact business of which notice is given in accordance with subrule (3).
- (5) A quorum for the transaction of the business of a meeting of the board is four members of the board.
- (6) Business is not to be transacted at a meeting of the board unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –

(a) a meeting of the board (other than a special board meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or

(b) a special board meeting, the meeting is dissolved.

(8) At each meeting of the board, the chairperson is to preside; or

(b) in the absence of the chairperson, a member of the board elected to preside as chairperson by the members of the board present at the meeting.

(9) Any question arising at a meeting of the board is to be determined –

(a) on a show of hands; or

(b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

(10) On any question arising at a meeting of the board, a member of the board (including the chairperson) has one vote only.

(11) Despite subrule (10), in the case of an equality of votes, the chairperson has a second or casting vote.

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

(a) giving it to the member during business hours before the day on which the meeting is to be held; or

(b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or

(c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or

(d) faxing it to the member's fax number; or

(e) emailing it to the member's email address.

## **29. Disclosure of interests**

(1) If a member of the board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the board or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the board or subcommittee.

(2) If at a meeting of the board or a subcommittee a member of the board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

### **30. Subcommittees**

(1) The board may –

(a) appoint a subcommittee from the board; and

(b) prescribe the powers and functions 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 of the Association.

(3) A quorum for the transaction of the business of a meeting of the subcommittee is three appointed members entitled to vote.

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

(5) Any question arising at a meeting of a subcommittee is to be determined –

(a) on a show of hands; or

(b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

(6) On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.

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

(a) giving it to the member during business hours before the day on which the meeting is to be held; or

(b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or

(c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or

(d) faxing it to the member's fax number; or

(e) emailing it to the member's email address.

### **31. Executive committee**

(1) The chairperson, the treasurer and the secretary constitute the executive committee.

(2) During the period between meetings of the board, the executive committee may issue instructions to the public officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.

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

### **32. Annual subscription**

(1) The annual subscription payable by members of the Association shall be such a sum and shall be payable at such time and in such manner as the board shall from time to time determine.

### **33. Service of notices and requisitions**

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

(a) giving it to the person; or

(b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or

(c) faxing it to the person's fax number; or

(d) emailing it to the person's email address.

### **34. Expulsion of members**

(1) The committee may expel a member from the Association if, in the opinion of the committee, 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 the later of the following:

(a) the fourteenth day after the day on which a notice is served on the member under subrule (3);

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

(3) If the committee 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 the right to appeal against the expulsion under rule 35.

### **35. Appeal against expulsion**

(1) A member may appeal against an expulsion under rule 34 by serving on the public officer of the Association, within 14 days after the service of a notice under rule 34(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, the public officer is to immediately notify the board of the receipt.

(3) The board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.

(4) At a special general meeting convened for the purpose of hearing an appeal under 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 committee's reasons for the expulsion; and

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

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

(5) 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.

(6) 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.

### **36. Disputes**

(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 35.

### **37. Seal of Association**

- (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 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 members of the board; or
  - (b)** one member of the committee and the public officer of the Association or any other person 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 to that instrument by the authority of the board.
- (5)** The seal is to remain in the custody of the public officer of the Association.