

**Constitution
of
No Turbine Action Group Inc**

Prepared by: NTAG Steering Committee

Adopted by: Special General Meeting of 29/07 /22

Constitution of No Turbines Action Group Inc

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GENERAL

1) Name of Association and office

- a) The name of the Association is No Turbine Action Group Inc.
- b) The office of the Association is the Secretary's home address or at any other place the Management Committee determines.

2) Definitions and Interpretation

"accounting records" has the same meaning as in the Act;

"Act" means the Associations Incorporation Act 1964 ;

"Annual General Meeting" means an Annual General Meeting of the Association held under Clause 13

"Association" means the Association referred to in Clause 1. And has the same meaning as in the Act;

"Association's office" is home of the Secretary or at any other place the Management Committee determines.

"auditor" means the annual auditor of accounts elected at an Annual General Meeting, qualified in accordance with the requirements of the Act and appointed under Clause 16.;

"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 Clause 3;

"Chairperson" means the person elected as such;

"constitution" means this constitution;

"electronic Communication" means that given by Section 5 of *Electronic Transactions Act 2000*

"financial year" shall run from 1 July in one year to 30 June in the following year;

"General Meeting" means a meeting to which all Members are invited;

"Management Committee" means the committee of management referred to in Clause 25;

"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 Clause 24 and 25;

"Member" means a Member accepted as such referred to in Clauses 6 to 12;

"ordinary committee Member" means a Member of the committee other than an officer of the Association;

"Public Officer" means the Secretary or Member appointed by the Association to perform the role of Public Officer as defined in Section 14 of the Act;

"Secretary" means the Member elected as such;

"Special General Meeting" means a Special General Meeting of the Association convened under Clause 19;

“Special Resolution” means a resolution as defined in Section 23 (Special resolutions) of the *Associations Incorporation Act 1964*.

“Treasurer” means the Member elected as such.

“Vice-Chairperson” means the Member elected as such.

In this Constitution:

- i) If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.
- ii) The singular includes the plural and vice versa.
- iii) The words ‘include’ and ‘including’ are not words of limitation and do not restrict the interpretation of a word or phrase.
- iv) A reference to a gender includes any gender.
- v) A reference to a Clause is a reference to a numbered clause in this document; and a reference to a Sub-clause is a reference to a sub-clause of a numbered Clause in which the reference occurs.
- vi) A reference to a document, includes a variation or replacement of it.
- vii) A reference to a statute includes its subordinate legislation and a modification or re-enactment of either.
- viii) A reference to person, includes a reference to an individual, a body corporate, a trust, a partnership, a joint venture, an unincorporated body or other entity, whether or not it is a separate legal entity.
- ix) A reference to a thing is a reference to either the whole thing or a part of the thing.
- x) Headings in this Constitution are used for convenience only and do not affect the interpretation of this Constitution.

3) Objectives of the Association

- a) The objects and purposes of the Association consist of the basic objects of the Association and the Powers outlined in Clause 5.

Basic Objects of the Association

- b) The “No Turbine Action Group Inc” is committed to:

ensuring the preservation of the scenic landscape, the cultural and heritage values of the region, the amenity of residents, shack-owners and tourists, and to ensure protection of threatened fauna and flora species;

by preventing construction of industrial wind farms on the Central Highlands of Tasmania;

such as Epuron’s plan for a wind farm at St Patricks Plains involving sixty-seven (67) turbines up to 240m in height.

- c) In particular, the Association will highlight matters such as:
 - i) Community opposition to turbines;
 - ii) Flora, fauna, landscapes and heritage values of the area;
 - iii) Poor consultation and communication practices;
 - iv) Protection of visual Gateways to the Central Highlands and Gateways to one of the world’s best fly fishing areas;
 - v) The need to protect the wild and rugged natural environment,
 - vi) Recognition of the cultural heritage of indigenous peoples of the Central Highlands;
 - vii) The impact of turbines on threatened and endangered flora and fauna;

- viii) Threats to iconic species such as Wedge-tailed eagles and Tasmanian devils;
 - ix) Impacts of wind farms on remoteness, wildlands and tourism;
 - x) Recognition of historical and cultural values of the area;
 - xi) Health impacts of turbines including noise, shadow flicker, infrasound, and radiation;
 - xii) Concerns by surrounding villages and shack owner such as visual, health and reduced aerial access for fire-fighting;
 - xiii) The creation of social problems (such as increased rents for locals);
 - xiv) Promotion of viable alternatives to turbines for renewable energy;
 - xv) The absence of a proper justification and need for turbines;
 - xvi) Project problems (e.g setbacks distances, over-subscribed network/Basslink capacity);
 - xvii) The level of taxpayer subsidies involved;
 - xviii) Cumulative impacts;
 - xix) High investor risk; and
 - xx) Other issues as they arise.
- d) To achieve these Objectives the No Turbine Action Group Inc will:
- i) Raise community awareness and objections about turbines;
 - ii) Oppose inappropriate wind farm developments;
 - iii) Advocate for protection of threatened species;
 - iv) Provide co-ordination and oversight to help other stakeholders;
 - v) Promote viable alternatives and foster appropriate investments;
 - vi) Engage in research to inform understandings;
 - vii) Provide information about the impact of turbines;
 - viii) Make input into the EIS and Approval processes;
 - ix) Keep Euron honest;
 - x) Work with decision-makers;
 - xi) Empower all community Members to make representations to Local, State and Commonwealth authorities, Councils, Agencies, and any non-Government entities so as to promote the Objectives of the Association;
 - xii) Make potential investors aware of the risks and the lack of a social licence; and
 - xiii) Carry out such other activities consistent with the Objectives, endorsed in accordance with the procedures set out in this Constitution.

4) Property and income

- a) The property and income of the Association shall be applied solely towards the promotion of the Objectives of the Association; and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects and in accordance with Clause 15.
- b) The Association may pay a person or Member of the Association for goods supplied to the Association or out-of-pocket expenses incurred for any of the objects or purposes of the Association.
- c) The Association is not to pay a person any amount unless the Management Committee has first approved that payment.
- d) If, upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members.

- e) The surplus property must be given or transferred to another association incorporated under the Act which has similar Objectives, and which is not carried out for the purposes of profit or gain to its individual Members, and which Association shall be determined by resolution of the Members present at the General Meeting where the winding up is being conducted.

5) Powers of the Association

- a) The powers conferred on the Association are exercised through the Management Committee and, inclusive of those in the Act, are the following:
 - i) to do all things incidental or conducive to the attainment of the Objectives of the Association;
 - ii) to collect and raise funds by subscription or otherwise and to receive gifts of real or personal property for the purpose of the promotion of the Objectives of the Association;
 - iii) to effect such insurances as the Management Committee may from time to time deem appropriate including, without derogating from the generality of the foregoing, insurances in relation to the property of the Association, public liability insurance and insurance of the nature of directors insurance in respect of the Management Committee Members;
 - iv) to invest, subject to the provisions of the Trustee Act 1898, in any manner the Management Committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
 - v) to establishment, aid, and support, any other Association formed for any of the basic objects of the Association;
 - vi) printing or publication of any newspaper, periodical, book, leaflet or other document the Management 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 doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association; and
 - viii) to regulate who may be a Member.

MEMBERSHIP

6) Eligibility for Membership

- a) Membership of the Association is open to individuals who share the Objectives of the Association.
- b) Any person wishing to become a Member shall apply to the Secretary in writing and agree that they have read and understood the Constitution and have agreed to be bound thereby, including the obligations listed in Clause 7.
- c) The Management Committee shall consider each Membership application at the next Management Committee meeting and shall in its sole unfettered discretion accept or reject the Membership application and notify the applicant as soon as possible thereafter.
- d) If a nomination is approved by the Management Committee, the Public Officer is to:
 - i) notify the nominee, in writing, that the nominee has been approved for Membership of the Association; and
 - ii) on receipt of the amount payable by the nominee, enter the nominee's name in the Register of Members.

- e) A person who is approved for Membership in accordance with this Clause is eligible to be a Member of the Association on payment of the subscription specified in Sub-clause 8 b).
- f) A person becomes a member of the Association when his or her name is entered in the register of members; and ceases to be a member of the Association when his or her name is removed from the register of members under Clause 9.
- g) Upon admission as a Member that Member shall be:
 - i) entitled to exercise one vote in the affairs of the Association when voting is invited by the Management Committee or otherwise required by this Constitution; and
 - ii) entitled to all other rights and privileges of Membership; and
 - iii) be bound by the Member obligations set out in Clause 7 below.

7) Obligations of Members

- a) Members engaged in any Association activity are at all times to conduct themselves in a manner that brings respect to the Association and in accordance with the Constitution in force from time to time and any Clause, policy or by-laws adopted by the Management Committee
- b) The Association and Management Committee Members, collectively or individually, shall accept no responsibility whatsoever for the safety of any Member or their invitees present or taking part in activity of the Association regardless of the cause of any accident or injury. The personal safety of any Member, or invitees, shall be the sole responsibility of that person.
- c) All Members indemnify and agree to hold harmless the Association and its Management Committee Members in respect of any event that may occur whilst any Member is participating in any of the activities of the Association including any event that may occur (to the extent that this can be the subject of indemnity) arising from the negligence of the Association or any Management Committee Member and, without derogating from the foregoing, from whatsoever other cause and which event results in any damage to property or any injury or any loss being suffered by or occasioned to a Member.
- d) It is the responsibility of each Member to provide the Secretary with details of all changes of status including postal and email address.

8) Membership fee and renewal

- a) The Management Committee shall, from time to time, determine the amount of the Membership fee. The Membership will continue from the date of entry on the Register of Members unless removed according to Clauses 11 or 12.
- b) The Membership fee that is payable by Members of the Association is \$10 subject to Clause 8 a).
- c) Each Member shall pay to the Treasurer a full fee at the time of joining the Association.

9) Register of Members of Association

- a) The Secretary shall keep and maintain a Register of Members, containing, for each Member, name, address, phone numbers, email, and Membership status.

- b) The Association will ensure that this information is not available to non-Management Committee Members, or Members of the public, and that it is not used for any non-Association activity.
- c) A person becomes a Member of the Association when his or her name is entered in the Register of Members; and ceases to be a Member of the Association when his or her name is removed from the Register of Members under Clause 8, 11 or 12.

10) Liability of Members

- a) Any right, privilege or obligation of a person as a Member of the Association –
 - i) is not capable of being transferred to another person; and
 - ii) terminates when the person ceases to be a Member of the Association.
- b) If the Association is wound up, each person who was a Member of the Association immediately before the Association is wound up, and each person who was a Member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute:
 - i) to the assets of the Association for payment of the liabilities of the Association; and
 - ii) for the costs, charges and expenses of the winding-up; and
 - iii) for the adjustment of the rights of the contributors among themselves.
- c) Any liability under Sub-clause b) above is not to exceed **\$15**.
- d) A former Member of the Association is not liable to contribute under Sub-clause b) above in respect of any liability of the Association incurred after he or she ceased to be a Member.

11) Ceasing to be a Member

- a) A Member of the Association may resign by serving on the Public Officer a written notice of resignation.
- b) On receipt of a notice from a Member of the Association, the Public Officer is to remove the name of the Member from the Register of Members.

12) Expulsion of Members

- a) The Management Committee may, by simple majority, vote to expel a Member because the Member failed to observe this Constitution or any policy or by-law made hereunder or the Act, or has engaged in conduct which in the opinion of the Management Committee is likely to injure or discredit the Association and the Members thereof or to undermine the Objectives of the Association.
- b) A Member who is so expelled may issue a written notice of appeal with the Secretary within 14 days of receiving the notice of expulsion. If no notice of appeal is received, the Member shall cease to be a Member 14 days after the date of the expulsion notice.
- c) If a Notice of Appeal is received by the Secretary within 14 days, the Secretary shall convene a General Meeting of the Association as soon as reasonable.
 - i) Once a date for that General Meeting has been fixed the Secretary shall notify the Member who issued the notice ('the Appellant') of the time, date and place of that meeting and advise them that they will have the opportunity to be heard at that meeting and to make written representations before the meeting.

- ii) Any written representations received from the Appellant are to be circulated to all Members prior to the meeting.
- iii) At the meeting the Association shall, by majority decision of those present including Management Committee Members and the Appellant, confirm or set aside the decision of the Management Committee to expel the Member.

13) In the event of expulsion, the expelled Member:

- a) shall not be entitled to any refund of any monies paid to the Association and shall have no further right of appeal under the Constitution;
- b) shall return to the Association any books, papers or other Association property in their possession within seven (7) days of the date of expulsion; and
- c) shall automatically cease to be a Member of the Association immediately following the General Meeting at which the determination to expel the Member was made.

RECEIPTS AND EXPENDITURE

14) Accounts of receipts and expenditure

- a) True accounts are to be kept of the following:
 - i) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid; and
 - ii) each asset or liability of the Association.
- b) 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 Management Committee.
- c) 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 Management Committee determines.
- d) The accounts, books and records are to be kept at the Treasurers residence or at any other place the Management Committee determines.

15) Banking and finance

- a) On behalf of the Association, the Treasurer of the Association is to:
 - i) receive any money paid to the Association; and
 - ii) immediately after receiving the money, issue an official receipt in respect of the money; and
 - iii) cause the money to be paid into the account opened under Sub-clause b) below as soon as practicable after it is received.
- b) The Management Committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- c) The Management Committee may provide the Treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the management Committee may impose in relation to the expenditure.

- d) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Management Committee.
- e) Payments can be made:
 - i) Either by cheque signed by the Treasurer of the Association and countersigned by the Secretary (or in the Treasurer's absence, by any other Member the Management Committee nominates for that purpose); or
 - ii) By electronic transfer of an amount from the Association's account to another account by the Treasurer of the Association following written agreement of the Secretary (or in the Treasurer's absence, by any other Member the Management Committee nominates for that purpose).

16) Audit of accounts

- a) The Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act.
- b) For any financial year that the Association is exempt from the requirement to provide an Annual return, the Management Committee must provide, as part of the business of the Annual General Meeting for that financial year, a copy of the Annual financial report given under the *Australian Charities and Not-for-Profits Commission Act 2012* of the Commonwealth in respect of that financial year.
- c) At each Annual General Meeting, the Members of the Association present at the meeting may appoint a person to act as the auditor of the Association in lieu of Sub-clause a) and b) above.
- d) The auditor so appointed, is to hold office until the next Annual General Meeting and is eligible for re-appointment. The auditor may only be removed from office by resolution at a General Meeting.
- e) If a casual vacancy occurs in the office of auditor, the Management Committee is to appoint a person to fill the vacancy until the end of the next Annual General Meeting.
- f) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- g) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to:
 - i) certify as to the correctness of the accounts of the Association; and
 - ii) at the next Annual General Meeting, provide a written report to the Members of the Association who are present at that meeting.
- h) In the report and in certifying to the accounts, the auditor is to:
 - i) specify the information, if any, that he or she has required under Sub-clause i) below;
 - ii) state whether, in his/her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his/her disposal; and
 - iii) state whether Clauses 14 and 15 relating to the administration of the funds of the Association have been observed.

- i) The auditor may:
 - i) have access to the accounting records, books and accounts of the Association;
 - ii) require from any person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of his or her duties; and
 - iii) examine any Member of the Management Committee, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

GENERAL MEETINGS AND BUSINESS

17) General Meetings and notices

- a) The Management Committee shall at any time convene a General Meeting; and must convene at least one Annual General Meeting each year as per Clause 18.
- b) The Secretary must give a notice by serving it on each Member personally or sending it by post or electronic means to each Member. When a notice is sent by post, or electronic communication, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed to the nominated representative of the Member recorded in the Register of Members and sent by ordinary prepaid mail, or by email.
- c) The Secretary shall give all Members not fewer than fourteen (14) days' notice of a General Meeting. The notice given shall specify when and where the General Meeting concerned is to be held; particulars of the business to be transacted, the order in which that business is to be transacted, and any resolutions proposed to be passed at the General Meeting.
- d) For the purposes of Sub-clause b) above, the notice is served if:
 - i) it appears on a website or at an electronic address of the Association; or
 - ii) is sent to each Member of the Association at the email address of the Register; or
 - iii) is given by another means determined by the Public Officer, that is reasonably likely to ensure that the Members of the Association will be notified of the notice
- e) Proxy votes on behalf of absent Members are not allowed at any General Meetings.

18) Annual General Meeting

- a) An Annual General Meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the Management Committee determines.
- b) An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
- c) The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- d) The ordinary business of an Annual General Meeting is to be as follows:
 - i) Apologies;
 - ii) Confirmation of Minutes of last previous Annual General Meeting and of any intervening General Meetings if not previously confirmed;
 - iii) Statistical report of Membership and attendances;
 - iv) Chairperson's Report on behalf of the Management Committee; ;
 - v) Treasurer's Report and Statement of Accounts;
 - vi) Appointment of Auditor subject to Clause 16;
 - vii) Sub-committee and other reports;

- viii) Election of the Management Committee Members;
 - ix) Business of which notice has been given by Secretary; and
 - x) Any other business.
- e) Minutes of proceedings of Annual General Meetings are to be kept in the minute book of the Association, by the Secretary or, in the absence from the meeting of the Secretary, by an officer of the Association who is nominated by the Chairperson of the meeting.

19) Special General Meetings

- a) The Management Committee may convene a Special General Meeting of the Association at any time.
- b) The Management Committee shall, within fourteen (14) days of receiving a request in writing to do so from not fewer than ten (10) Members, call a Special General Meeting for the purpose specified in that request; or to deal with a notice under Clause 12 b).
- c) The Members making a request referred to in Sub-clause b) above, shall state in that request the purpose for which the Special General Meeting concerned is required; and sign that request.
- d) When a requested Special General Meeting is convened, the Management Committee shall ensure that the Members calling the Special General Meeting are provided proof that the notice of Meeting has been sent to all Members.
- e) If a Special General Meeting is not called within 21 days of receiving the notice, the Members who made the request concerned may themselves convene a Special General Meeting within three (3) months after the day the request was deposited at the office of the Association.
- f) The Management Committee is bound by any motion passed by a Special General Meeting

20) Minutes of General Meetings

- a) The Secretary shall take proper minutes of all proceedings of all General Meetings and Management Committee Meetings. These minutes are to be approved at the next General Meeting or Management Committee meeting as appropriate, and following approval, inserted in a minute book kept for that purpose.
- b) The Chairperson shall ensure that the minutes taken of a General Meeting or Management Committee Meeting are checked and signed as correct at the next General Meeting or Management Committee Meeting.
- c) When minutes have been entered and signed as correct, they shall, until the contrary is proved, be evidence that:
 - i) The General Meeting or Management Committee Meeting to which they relate was duly convened and held;
 - ii) All proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - iii) All appointments or elections purporting to have been made at the meeting have been validly made.

21) Quorum and Business at General Meetings

- a) 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 when the meeting considers that business.
- b) At a General Meeting six (6) Members present consistent with Clause 23 b) shall constitute a quorum.
- c) If within 30 minutes after the time specified for the holding of a General Meeting, there is no quorum, the General Meeting lapses and the lapsed meeting can be reconvened by the Management Committee by notice. If the adjourned General Meeting does not have a quorum after 30 minutes, then the meeting is dissolved.

22) Adjournment of General Meetings

- a) 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.
- b) Notice to reconvene the adjourned meeting is to be given by the Secretary.

23) Voting at General Meetings

- a) At a General Meeting, a resolution put to the vote shall be decided by a simple majority of votes cast by eligible Members at the meeting on a show of hands.
- b) Eligible Members present at the meeting include those present at the meeting and/or those by face to face (visual) electronic means (such as Zoom).
- c) On any question arising at a General Meeting of the Association, a Member of the Association has one vote only.
- d) A declaration by the Chairperson at a General Meeting that a resolution has been passed shall be evidence of that fact unless a poll is immediately demanded.
- e) A poll may be demanded by the Chairperson or by three or more Members present in person and, if so demanded, shall be taken in such a manner as the Chairperson directs.
- f) If a poll is demanded and taken, a declaration by the Chairperson of the results of the poll is evidence of the matter so declared.
- g) In the case of an equality of votes, the Chairperson has a second or casting vote.

24) Officers of the Association

- a) The officers of the Association are as follows:
 - i) Chairperson;
 - ii) Vice-Chairperson;
 - iii) Treasurer;
 - iv) Secretary (Public Officer)
- b) Each officer of the Association is to be elected in accordance with Clause 26 and holds office until the end of the next Annual General Meeting after that at which he/she is elected and is eligible for re-election.

- c) If a casual vacancy in an office referred to in Clause 28 occurs, the Management Committee may appoint one of its Members to fill the vacancy until the end of the next Annual General Meeting after the appointment.
- d) If an office referred to in Sub-clause a) above is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.

Chairperson and Vice Chairperson

- e) The Chairperson shall preside at all General Meetings and Management Committee Meetings. If the Chairperson is absent from a General Meeting or Management Committee Meeting, the Vice-Chairperson shall preside at that meeting.
- f) If the Chairperson and Vice-Chairperson are both absent from a General Meeting, the Members present at the meeting shall vote on the Management Committee Member who shall preside at the meeting.

Secretary (Public Officer)

- g) Unless otherwise delegated, the Secretary shall personally:
 - i) co-ordinate the correspondence of the Association;
 - ii) ensure that the Association is complying with the obligations under the Act in respect of the Register of Members of the Association, the Constitution and any other Clauses of the Association;
 - iii) record office holders of the Association;
 - iv) have custody of all books, documents, records and Registers of the Association, other than those required to be kept and maintained by the Treasurer;
 - v) Keep records of:
 - (1) the correspondence of the Association;
 - (2) Member Register referred to in Clause 9;
 - (3) Minutes of Management Committee Meetings and General Meetings; and
 - (4) this Constitution and any other Clauses or by-laws adopted by the Management Committee
- h) The Secretary of the Association is also the Public Officer and is responsible for:
 - i) duties as outlined in this Constitution;
 - ii) for supplying the Commissioner of Corporate Affairs with an annual return on the prescribed form; and
 - iii) informing the Commissioner of Corporate Affairs if:
 - (1) there is a change of Public Officer or a change of registered address;
 - (2) there is a change of name of the Association;
 - (3) the Association becomes a trustee; or
 - (4) if the Association is winding up.

Treasurer

- i) The Treasurer shall:
 - i) be responsible for the receipt of moneys paid to or received by, or by them on behalf of, the Association and shall personally issue receipts for those moneys in the name of the Association;
 - ii) pay all moneys referred to in Clauses 4, 8 and 15 into such account or accounts of the Association as the Management Committee may from time to time direct;
 - iii) make payments from the funds of the Association as authorised by the Management Committee and Clause 15 ;

- iv) comply on behalf of the Association with the Act in respect of accounting records of the Association, and with any obligations of the *Australian Charities and Not for Profits Commission Act 2012*;
- v) where an audit is required, prepare accounts for the appointed Auditor;
- vi) submit to the Management Committee and Annual General Meeting a report, balance sheet or financial statement; and
- vii) have custody of all securities, books and documents of a financial nature and accounting records of the Association.

25) Affairs of Association to be managed by a Management Committee

- a) The affairs of the Association shall be managed exclusively by the Management Committee comprising:
 - i) The officers of the Association being:
 - (1) Chairperson;
 - (2) Vice-Chairperson;
 - (3) Treasurer;
 - (4) Secretary (Public Officer); and
 - ii) two (2) general Members to be elected from the Membership.
- b) The Management Committee is the executive committee of the Association and:
 - i) is to control and manage the business and affairs of the Association; and
 - ii) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by this Constitution to be exercised and performed by Members of the Association at a General Meeting; and
 - iii) has power to do anything that appears to the Management Committee to be essential for the proper management of the business and affairs of the Association.
- c) The Management Committee may make a determination by way of circular email resolution or in writing. All such decisions, with documentation, shall be noted, and Minuted at the next Management Committee Meeting.
- d) The Management Committee may from time to time appoint a person to undertake a particular role on behalf of the Association, such as a coordinator, campaign officer or publicity officer.
- e) The Management Committee may from time to time appoint sub-committees to carry out any special duties for or on behalf of the Management Committee; or disband such sub-committees.
 - i) Each sub-committee must include at least one Management Committee Member, who may Chair the sub-committee and shall report back to the Management Committee.
 - ii) Sub-committees shall have and exercise such powers and duties as may be delegated by the Management Committee.
- f) The Management Committee may at any time and for any period co-opt other persons, whether a Member or not, to the Management Committee. Co-opted Members can participate in Management Committee discussions but are not entitled to vote.
- g) The Secretary also performs the duties of the Public Officer unless an alternate is appointed by the Management Committee and appointed according to the provisions in the Act;

26) Election of officers of the Management Committee

- a) A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be:
 - i) made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate; and
 - ii) delivered to the Public Officer at least 10 days before the day on which the Annual General Meeting is to be held.
- b) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected; and further nominations are received at the Annual General Meeting.
- c) If the number of nominations received is equal to the number of vacancies on the Management Committee, the persons nominated are taken to be elected.
- d) If the number of nominations received exceeds the number of vacancies on the Management Committee to be filled, a ballot is held.
- e) The ballot for the election of officers of the Association and ordinary committee members is to be conducted at the Annual General Meeting in the manner determined by the Management Committee.
- f) A Management Committee Member's "term" shall end at Annual General Meeting unless re-elected.
- g) Management Committee officers at the date of incorporation are deemed to be elected until the first full membership election which must be held within 6 months of the date of incorporation.
- h) Anyone who is eligible to stand for election or re-election at the Annual General Meeting concerned, may vote for themselves.

27) Proceedings of the Management Committee

- a) The Management Committee shall meet for the dispatch of business at least monthly.
- b) Subject to Clause 29 (pecuniary interests), each Management Committee Member including the Chairperson, is entitled to one vote on any decision.
- c) A question arising at a Management Committee Meeting shall be decided by simple majority. In the event of a tied vote, the Chairperson is entitled to cast a deciding vote. The deciding vote shall be additional to the vote cast in accordance with Sub- clause above..
- d) At a Management Committee Meeting, a quorum will be constituted by three (3) Members being present and business is not to be transacted unless a quorum is present.
- e) Where resolutions have been circulated to Management Committee Members in advance of a Management Committee Meeting, written confirmation from a Management Committee Member that they accept or reject the resolution will constitute a vote to that effect as if they had been present at the Management Committee Meeting.
- f) Subject to Sub-clause e), proxy votes are not permitted at Management Committee Meetings.

- g) The procedure and order of business followed at a Management Committee Meeting shall be determined by the Management Committee Members present at the Management Committee Meeting.
- h) A Management Committee Member having any direct or indirect pecuniary interest referred to in the Act shall comply with Clause 29 below.
- i) The Management Committee may refer any matter to the next General Meeting for a decision by the Members.

28) Vacation of office

- a) A casual vacancy occurs in the office of a Management Committee Member, and that office becomes vacant, if the Management Committee Member
 - i) dies; or
 - ii) resigns by notice in writing delivered to the Secretary; or
 - iii) is convicted of an offence under the Act; or
 - iv) is permanently incapacitated by mental or physical ill health; or
 - v) is declared bankrupt; or
 - vi) is absent without tendering an apology for more than three consecutive Management Committee Meetings; or
 - vii) is expelled from the Association; or
 - viii) ceases to be a Member of the Association for whatever reason.
- b) When a casual vacancy occurs in the Membership of the Management Committee:
 - i) the Management Committee may appoint a Member to fill that vacancy. Such Member shall have the same rights and obligations as if elected to Membership of the Management Committee at an Annual General Meeting; and
 - ii) a Management Committee Member so appointed shall hold office until the next Annual General Meeting and be eligible to stand for election to Membership of the Management Committee at that next Annual General Meeting.
- c) Irrespective of how a Management Committee Member is elected or appointed, the Management Committee may expel that Member in accordance with Clause 12.

29) Disclosure of interests

- a) Any Member who may have a pecuniary interest on any matter before the Association shall so declare such interest and the nature of such interests. This declaration shall be entered in the minutes and the Member declaring such interest shall not vote or debate on that matter and shall leave the room while that matter is debated.

30) Disputes

- a) A dispute between a Member of the Association, in his or her capacity as a Member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- b) This Clause does not affect the operation of Clause 12.

OTHER

31) Inspection of documents

- a) A person may inspect the documents kept by the Commissioner, in accordance with Section 29 (*Inspection of documents*) of the *Associations Incorporation Act 1964*.

32) Electronic communications

- a) Any act, matter or thing that under this constitution must be done in writing may be done by way of electronic communication and is deemed to satisfy this Constitution if done by way of electronic communication.

33) Amendment of Constitution

- a) The Constitution may be modified or repealed at an Annual General Meeting or a Special General Meeting following a Notice of a Special Resolution and with passing of this Special Resolution by a three-quarter of the members present at the Meeting.
- b) The Public Officer must notify Consumer, Building and Occupational Services Tasmania of the amendments within one month by lodging a Notice of Special Resolution and attaching a copy of the changes.

34) Seal of Association

- a) 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".
- b) The seal is not to be affixed to any instrument except by the authority of the Management Committee. The affixing of the seal is to be attested by the signatures of:
 - i) two Members of the Management Committee; or
 - ii) one Member of the Management Committee and the Public Officer.
- c) If a sealed instrument has been attested under Sub-clause b), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Management Committee.
- d) The seal is to remain in the custody of the Public Officer of the Association.

I, David Ridley, Chairperson, being duly authorised thereto, hereby certify that this page and the preceding seventeen (17) pages are a true copy of the Constitution of the Association as approved and varied by Special Meeting on 29/07/22.

Signed: *David Ridley*, Date: 29/07/22