

**TASMANIAN MOTORCYCLE COUNCIL
INC.
CONSTITUTION**

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1. Name

The name of the Association shall be: Tasmanian Motorcycle Council Incorporated (hereinafter called “the Association”).

2. Objects and Purposes of the Association

The basic objects of the Association are:-

- (1) To promote and improve all aspects of road safety concerning motorcycling in Tasmania;
- (2) To promote, improve and protect the recreational use of motorcycles in Tasmania;
- (3) To promote and improve, at all levels, the full knowledge, awareness, understanding and acceptance of motorcyclists’ welfare and safety needs in Tasmania; and
- (4) To promote the safe and convenient use of motorcycles in Tasmania.
- (5) To provide a united voice for all motorcyclists in Tasmania.
- (6) To represent all motorcycling clubs, associations and individuals at State Government Board and Committee level.

3. Powers of the Association

In pursuance of its objects the powers of the Association shall be deemed to include:-

- (1) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (2) the buying and selling, and supplying of, and dealing in, goods of all kinds;
- (3) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (4) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;

- (5) the taking of such steps from time to time as the Executive Committee or the Members may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- (6) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Executive Committee or the Members may think desirable for the promotion of the objects or purposes of the Association;
- (7) the borrowing and raising of money in such manner and on such terms as the Executive Committee may think fit or as may be approved or directed by resolution passed by the Association, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (8) the investment of any money of the Association not immediately required for any of its objects or purposes in such manner as the Executive Committee may from time to time determine;
- (9) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection 78(1) of the Income Tax Assessment Act 1936 relates;
- (10) the establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, 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; and
- (11) 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.

4. Interpretation

In these rules, unless the contrary intention appears:-

- (1) (a) "The Act" means the Associations Incorporation Act 1964 as amended.
- (b) "Bank" means a bank or other financial institution and "banker" and "banking" have corresponding meanings.
- (c) "Days" means clear days.
- (d) "Executive Committee" means the members for the time being of the Executive Committee hereby constituted.

(e) "Meeting" means the Annual General Meeting of the Association or a Special General Meeting.

(f) "Member" means a person, organisation, association or club admitted to Membership of the Association pursuant to Rule 5.

(g) "Motorcycling" shall refer to and cover the self propelled locomotion of motorcycles and their derivatives and is deemed to include all transport by motorcycles.

(h) "Motorcyclist" means any person engaged or connected with any form of motorcycling.

(i) "Secretariat" means the office of the Secretary together with all staff and functions attached to it from time to time.

(j) "Secretary" means the Secretary of the Association and includes the person acting for the time being as such.

(2) Words importing the singular also include the plural and vice versa.

(3) Expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithography, photography, facsimile, and other modes of representing or reproducing words in a visible form.

(4) Words importing the masculine gender only, include the feminine gender also.

5. Membership of Association

(1) Any person with an interest in Motorcycling may make application in writing for admission as an Individual Member of the Association. Any commercial organisation associated with the motorcycle industry may make application in writing for admission as a Commercial Member of the Association. Any not for profit association or club representing motorcyclists may make application in writing for admission as an Affiliate Member. Such application shall be accompanied by the first year's annual subscription prescribed by Rule 28 hereof.

(2) A Member of the Association may, at any time, resign from the Association by delivering or sending by post to the Secretary a written notice of resignation giving one month's notice of his intention to do so, provided that no Member shall withdraw from the Association without paying all subscriptions falling due before the expiration of such notice.

(3) Upon the expiration of a period of one month from the receipt of a notice and the payment of all subscriptions payable under Sub-Rule (2) of this Rule, the Secretary shall remove the name of the Member by whom the notice was given from the

Register of Members, whereupon that member ceases to be a Member of the Association.

(4) A right, privilege, or obligation arising by virtue of membership of the Association:-

(a) is not capable of being transferred to another person, organization or association; and

(b) terminates upon the cessation of membership, whether by resignation, or otherwise.

(5) The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 28.

(6) The Secretary of the Association shall keep and maintain a Register of Members of the Association and shall enter any prescribed particulars in the Register.

(7) The Secretary shall make the Register of Members available for inspection by Members at reasonable times at the address of the Public Officer of the Association, or at the registered office of the Association, or at any other place in Tasmania nominated by the Executive Committee.

(8) An entry in the Register of Members with the name of any Member shall constitute proof of membership and the entry of the address of any Member shall constitute the address for service of that Member for all notices to be served pursuant to these Rules.

(9) Membership entitles the Member to one vote at any general meeting attended by the Member. Commercial Members and Affiliate Members must nominate one person each to exercise their vote at any meeting, such nomination to be conveyed to the Secretary prior to the commencement of the meeting, and to be recorded by the Secretary in the minutes of the meeting.

6. Income and Property of Association

(1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any Member of the Association.

(2) The Executive Committee shall not:-

(a) appoint a person who is a member of the Executive Committee to any office of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or

(b) pay to any such person any remuneration or other benefit in money or money's worth (other than repayment of out-of-pocket expenses).

(3) Nothing in the foregoing provisions of this Rule prevents the payment in good faith to a person who is a servant or an Officer of the Association of:-

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

(b) interest at current bank overdraft rate on money lent; or

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

(4) If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed amongst Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Sub-Rule (1) of this Rule, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Tasmania as may have or acquire jurisdiction in the matter.

(5) The income of the Association will be derived from:-

(a) subscriptions pursuant to Rule 28 hereof,

(b) sponsorship, if any,

(c) donations from Members, if any,

(d) grants, advances or subsidies provided by the Government or any statutory authority.

(e) any other sources from time to time decided by the Executive Committee.

(6) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

(7) The Association shall, as soon as practicable, after receiving any money issue an appropriate receipt.

7. Accounts of Receipts, Expenditure

(1) True accounts shall be kept:-

(a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and

(b) of the property, credits, and liabilities of the Association,

and, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the Members of the Association.

(2) The Association shall keep and maintain accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association.

(3) The Association shall keep its accounting records in such a way that:-

(a) true and fair accounts of the Association can be prepared from time to time; and

(b) a statement of the accounts of the Association can conveniently and properly be audited in accordance with the Act.

(4) The Association shall retain its accounting records for at least seven (7) years after the transactions to which they relate were completed.

(5) The accounts, books and records referred to in this Rule and in Rule 21 shall be kept at the Association's office or at such other place as the Executive Committee may decide.

8. Banking and Finance

(1) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefore.

(2) The Executive Committee shall cause to be opened with such bank as the Executive Committee selects a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

(3) The Executive Committee may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank

or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.

(4) Except with the authority of the Executive Committee, no payment of a sum exceeding ten dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the Executive Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Executive Committee may impose.

(5) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Executive Committee.

(6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in his absence, by such other Member or Members of the Executive Committee as the Executive Committee may nominate for that purpose and shall be countersigned by a nominee of the Executive Committee.

9. Auditor

(1) At each Annual General Meeting of the Association, the Members present shall appoint a suitably qualified person who is not a Member of the Association as the Auditor of the Association.

(2) A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed, and is eligible for re-appointment.

(3) The first Auditor of the Association may be appointed by the Executive Committee before the first Annual General Meeting, unless previously removed by a resolution of the Members in which case the Members 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 Executive Committee shall appoint an Auditor of the Association for the then current financial year of the Association.

(5) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Executive Committee may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

10. Audit of Accounts

- (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the Auditor.
- (2) The Auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the Members present at the Annual General Meeting.
- (3) In his report, and in certifying as to the accounts, the Auditor shall state:-
 - (a) whether he has obtained the information required by him;
 - (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) Within six weeks of the close of the financial year of the Association, the Treasurer of the Association shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Association.
- (5) The Auditor:-
 - (a) has a right of access to the accounts, books, records, vouchers, and documents of the Association.
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as Auditor;
 - (c) may employ persons to assist him in investigating the accounts of the Association; and
 - (d) may, in relation to the accounts of the Association, examine any Member of the Executive Committee or any servant of the Association.

11. Annual General Meetings

- (1) The Association shall, in each year, hold an Annual General Meeting.
- (2) The Annual General Meeting shall be held on such day (being not later than four months after close of the financial year of the Association) as the Executive Committee may determine, subject to such direction as the Association may give by resolution of the Members.
- (3) The Annual General Meeting shall be in addition to any other meetings that may be held in the same year.

(4) The Annual General Meeting shall be specified as such in the notice convening it.

(5) The ordinary business of the Annual General Meeting shall be:-

(a) to confirm the minutes of the last preceding Annual General Meeting;

(b) to receive from the Executive Committee, Auditor, and servants of the Association reports upon the activities of the Association during the last preceding financial year;

(c) to elect the Officers of the Association;

(d) to appoint the Auditor;

(e) to determine the remuneration of servants of the Association; and

(f) to consider resolutions, notice of which has been given.

(6) The Annual General Meeting of the Association shall be held at such place as from time to time shall be approved by the Association.

(7) Nothing in this Rule shall prevent an Annual General Meeting being adjourned to a date later than four months after the close of the financial year of the Association, provided that an adjourned Annual General Meeting, if it is adjourned for more than one day, shall commence no later than 10 o'clock in the forenoon of the last Saturday of the financial year of the Association.

12. Special General Meetings

(1) The Executive Committee shall, at the direction of the President or on the requisition in writing of not less than three of the Members, convene a Special General Meeting of the Association.

(2) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and be delivered to the Secretary of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.

(3) If the Executive Committee fails to convene a Special General Meeting within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

(4) A Special General Meeting convened by a Member or Members referred to in sub-rule (3) shall be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the President and any Member who

thereby incurs expenses shall be entitled to be reimbursed by the Association for any reasonable expense so incurred.

(5) All Meetings other than the Annual General Meeting shall be called Special General Meetings.

13. General Meetings: Notice, Business and Quorum

(1) The Public Officer shall, at least 14 days before the date fixed for the holding of either a Special General Meeting or the Annual General Meeting cause to be inserted in the three major Tasmanian daily newspapers an advertisement specifying the date, time and place for the holding of the Meeting, and the business to be transacted thereat.

(2) No item of business shall be transacted at a Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the Meeting is considering that item.

(3) If within one hour after the appointed time for the commencement of a Special General Meeting a quorum is not present, the Meeting shall be dissolved.

(4) If within one hour after the appointed time for the commencement of an Annual General Meeting a quorum is not present, the Meeting shall stand adjourned to a place and time to be determined by the Chairman of the Meeting.

(5) The Chairman of a 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.

(6) Any ten (10) Members constitute a quorum for the transaction of the business of a Meeting.

14. Chairman to Preside at General Meetings

(1) The Chairman, or in his absence the Vice President, shall preside as Chairman at every Meeting of the Association.

(2) If the President and the Vice President are both absent from a Meeting, the Members present shall elect a person present to preside as Chairman thereat.

15. Adjournment of Meetings

(1) Where a Meeting is adjourned for more than one day, but for less than fourteen days, the Chairman of the Meeting shall notify each Member, orally or in writing and

before the day to which the Meeting is adjourned, of the time and place to which the Meeting has been adjourned.

(2) Where a Meeting is adjourned for fourteen days or more, the Secretary shall notify each Member of:-

(a) the time and place to which the Meeting has been adjourned; and

(b) all unfinished business on the agenda paper prepared for the original Meeting, such notice to be served in accordance with Rule 30 at least 7 days before the date to which the Meeting is adjourned.

(3) Except as provided in the foregoing provisions of this Rule, it is not necessary to give any notice of an adjourned Meeting.

(4) If at an adjourned Meeting a quorum is not present within one hour after the time appointed for the commencement of the Meeting, the Members there present shall constitute a quorum.

16. Determination of Questions Arising at Meetings

A question arising at a Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the result of the show of hands a poll, whether by secret ballot or otherwise, is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minute book at 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.

17. Votes

(1) Each Member is entitled to one vote.

(2) Questions arising at any Meeting of the Association shall be determined by a majority of votes of Members voting thereat.

18. Taking of Poll

If at a Meeting a poll on any question is demanded it shall be taken at that Meeting in such manner, subject to any demand for a secret ballot, as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the Meeting on that question.

19. When Poll to be Taken

A poll that is demanded on the election of a Chairman in accordance with Rule 14, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may direct.

20. Affairs of Association to be Managed by Executive Committee

(1) The affairs of the Association shall be managed by the Executive Committee constituted as provided in Rule 22.

(2) The Executive Committee:-

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

(b) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by Members of the Association;

(c) subject to the Act and these Rules, has power to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Association; and

(d) shall appoint a Member or an Officer of the Association, who shall be a resident of Tasmania, to be the Public Officer. The Public Officer shall act until he resigns or his successor is appointed by the Executive Committee.

21. Officers of the Association

(1) The Offices and Officers of the Association shall be:-

(a) The President;

(b) The Vice President;

(c) The Secretary; and

(d) The Treasurer

(2) An Officer of the Association need not be a Member of the Association.

(3) The provisions of sub-Rules (2), (3) and (4) of Rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the Offices mentioned in sub-Rule (1) of this Rule.

(4) Each Officer of the Association shall hold Office until the conclusion of the Annual General Meeting next after the date of his election or appointment or until a successor is elected, whichever first occurs.

(5) In the event of a casual vacancy in any Office mentioned in sub-Rule (1) of this Rule, the remaining Members of the Executive Committee elected in accordance with Rule 23 shall call for nominations (to be signed by two Members) of persons to fill the vacant office and may appoint a person so nominated to fill the vacant Office.

(6) Nothing in this Rule shall prevent an elected or appointed Officer of the Association from being eligible for re-election.

(7) The President of the Association shall:-

(a) be responsible for the general direction of the Association and for putting into effect the Association's policies and resolutions.

(b) be the Association's primary point of contact with outside organisations.

(c) except as otherwise determined by the Executive Committee, be the Association's sole media spokesperson.

(8) The Vice President of the Association shall:-

(a) deputise as required for the President; and

(b) perform such other duties as the Executive Committee determines.

(9) The Secretary of the Association shall:-

(a) keep minutes of:-

(i) all elections and appointments of Officers;

(ii) the names of all persons present at an Executive Committee Meeting, Annual General Meeting or an Special General Meeting.

(iii) all proceedings at Executive Committee Meetings, Special General Meetings and Annual General Meetings.

(iv) the names of Members present at an Annual General Meeting.

(b) ensure that minutes of proceedings at a Meeting shall be signed by the person presiding at the Meeting or by the person presiding at the next succeeding Meeting.

(c) conduct the correspondence of the Association.

(d) maintain contact with the bodies with which the Association is affiliated and shall inform the Association of all matters relating to such bodies.

(e) maintain a register of applications of the seal of the Association in accordance with Rule 34.

(f) as soon as possible after being appointed as Secretary notify the Association of his or her address and thereafter notify the Association forthwith of any change of address.

(10) The Treasurer of the Association shall:-

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association.

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(c) be responsible for the custody and safe keeping of all instruments and securities of the Association.

22. Constitution of the Executive Committee

(1) The Executive Committee shall consist of:-

(a) the Officers of the Association; and

(b) three (3) ordinary Committee Members each of whom shall be elected pursuant to Rule 23 or appointed in accordance with sub-rule (3) hereof.

(2) Each ordinary Committee Member shall subject to these Rules hold office until the conclusion of the Annual General Meeting following the date of the Member's election but is eligible for re-election.

(3) In the event of a vacancy in the membership of any ordinary Committee Member, the Executive Committee may appoint any person to fill the vacancy and the person so appointed shall hold office subject to these Rules until the conclusion of the Annual General Meeting next following the date of the appointment.

23. Election of Members of Executive Committee

(1) Nominations of candidates for election as Officers of the Association:-

(a) shall be made in writing signed by two Members accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

(b) shall be delivered to the Secretary at least one week before the date fixed for the holding of the Annual General Meeting; and

(c) shall be circulated to Members at the commencement of the Annual General Meeting.

(2) If insufficient nominations are received to fill all vacancies on the Executive Committee, further nominations shall be received at the Annual General Meeting for the purpose of filling the remaining vacancies.

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

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

(5) The ballot for the election of Officers shall be taken by secret ballot which shall be under the control of a Returning Officer appointed by the Association.

(6) The ballot for the election of Officers and ordinary Committee Members of the Executive Committee shall be conducted at the Annual General Meeting in such manner as the Meeting may direct.

(7) A person is not eligible to simultaneously hold more than one position of Officer of the Association.

(8) A person is ineligible for election or appointment to the Executive Committee if he or she has been convicted, whether in or outside the state of Tasmania, of:-

(a) an indictable offence in relation to the promotion, formation or management of a body corporate; or

(b) an offence involving fraud or dishonesty punishable by imprisonment for a period of three (3) months or more; within the preceding five (5) years.

24. Vacation of Office

For the purposes of these Rules a vacancy in the Office of a Member of the Executive Committee occurs if the Member:-

(a) dies;

(b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;

(c) becomes of unsound mind;

(d) resigns his office by writing under his hand addressed to the Executive Committee; or

(e) ceases to be resident in Australia;

(f) is absent without the consent of the Executive Committee from three (3) consecutive Meetings of the Executive Committee.

(g) if at a Special General Meeting of the Association, a special resolution of the Members resolves that the Member be removed from Office,

(h) if the Executive Committee removes the Member from Office pursuant to Rule 31 and thereafter carries into effect the process required pursuant to that Rule pertaining to the removal of a Member from Office.

25. Meetings of the Executive Committee

(1) The Executive Committee shall meet at such places and at such times as the Executive Committee may determine.

(2) Any four (4) Members of the Executive Committee constitute a quorum for the transaction of the business of a Meeting of the Executive Committee.

(3) No business shall be transacted at a Meeting of the Executive Committee unless a quorum is present.

(4) At Meetings of the Executive Committee the President, or in his absence the Vice President shall preside.

(5) Questions arising at Meetings of the Executive Committee shall be determined on a show of hands or, if demanded by a Member thereof, by a poll taken in such manner as the person presiding at the Meeting may determine.

(6) Each Member of the Executive Committee present at a Meeting of the Executive Committee is entitled to one (1) vote and, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.

(7) Oral or written notice of a Meeting of the Executive Committee shall be given by the Secretary to each Member of the Executive Committee at least forty eight (48) hours (or such other period as may be unanimously agreed on by the Members of the Executive Committee) before the time appointed for the holding of the meeting.

(8) Notice of a Meeting given under sub-rule (7) shall specify the general nature of the business to be transacted at the Meeting and no business other than that business shall be transacted at the Meeting except business which the Members of the Executive Committee present at the Meeting unanimously agree to treat as urgent business.

(9) If within half an hour after the time appointed for the Meeting a quorum is not present, the Meeting stands adjourned to the same place and the same hour of the following day.

(10) If at the adjourned Meeting a quorum is not present within half an hour after the time appointed for the Meeting the Meeting shall be dissolved.

(11) A resolution of the Executive Committee reduced to writing and signed by all Members of the Executive Committee shall be deemed to be a resolution passed at a duly constituted and convened Meeting of the Executive Committee whether the Members concerned actually attended at a duly convened Meeting or not.

(12) For the purposes of the preceding sub-rule facsimile transmissions may be combined to constitute a resolution reduced to writing and signed by the Members of the Executive Committee.

(13) Attendance by telephone by some or all Members of the Executive Committee if convened in accordance with sub-rule (7) hereof shall be deemed to constitute a Meeting of the Executive Committee.

(14) Any act or thing done or suffered or purporting to have been done or suffered by the Executive Committee or by a sub-committee appointed by the Executive Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or disqualification of any Officer or the want of due process in the convening of any Meeting or the passing of any resolution thereat if the same be ratified and confirmed in writing by the Members concerned or at a Special General Meeting or Annual General Meeting by a majority of the Members of the Association attending and voting thereat.

26. Disclosure of Interest in Contracts, etc.

(1) A Member of the Executive Committee who has any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party shall:-

(a) as soon as the interest becomes apparent to him or her - disclose the nature and extent of the interest to the Executive Committee, and

(b) disclose the nature and extent of the interest at the next Special General Meeting or Annual General Meeting of the Association whichever shall be the sooner.

(2) A Member of the Executive Committee of the Association who has an interest in a contract or proposed contract referred to in sub-rule (1) shall not take part in making any decision with respect to the contract or proposed contract but may participate in any deliberations of the Executive Committee with respect to the contract or proposed contract.

27. Sub-Committees and Executive Committee

(1) The Executive Committee may at any time appoint sub-committees as it may think fit and shall prescribe the powers and functions thereof.

(2) Unless otherwise prescribed by the Executive Committee the procedures for Meetings of sub-committees shall be as specified in Rule 25 with the Chairman of each sub-committee appointed by the Executive Committee.

(3) The Executive Committee may co-opt as Members of a sub-committee such persons as it thinks fit, whether or not those persons are Members of the Association.

(4) Three (3) appointed Members of a sub-committee constitute a quorum at a meeting of the sub-committee.

(5) The President of the Association is responsible for calling Meetings of any sub-committee, unless this responsibility is delegated to the appointed Chairman of the sub-committee.

(6) Written notice of each sub-committee Meeting shall be served on each Member of the sub-committee by delivering it to him at a reasonable time before the Meeting or by sending it by post in a prepaid letter addressed to him at his usual or last known place of abode in time to reach him in due course of post before the date of the Meeting.

(7) The Members of a sub-committee shall appoint one of their number who may be the Chairman of the sub-committee to minute the proceedings of the sub-committee, and those minutes shall be provided to the Secretary of the Association.

28. Annual Subscription

(1) Each Member shall make annual subscription towards the funds of the Association, in such amount and in such manner as the Association may determine.

(2) Annual subscriptions shall, subject to such installment arrangements as are approved by the Executive Committee of the Association, fall due one month after the issue to a Member of written notification of the amount, manner and such approved installment arrangements as apply to subscriptions payable by that Member.

(3) Where a Member fails to pay his annual subscriptions or an approved installment thereon within two (2) months of the due date, that Member shall forfeit his rights as a Member.

(4) Upon receipt of an amount payable by a Member as arrears of annual subscriptions or an approved installment thereon, the Association shall restore that Member to his former status.

(5) Any person admitted as an Individual Member of the Association shall pay a minimum annual subscription of two (2) dollars or such amount as the Association may by resolution from time to time determine.

(6) Any organisation admitted as a Commercial Member of the Association shall pay a minimum annual subscription of fifty (50) dollars or such amount as the Association may by resolution from time to time determine.

(7) Any club or association admitted as an Affiliate Member of the Association shall pay a minimum annual subscription of five (5) dollars or such amount as the Association may by resolution from time to time determine.

29. Financial Year

The financial year of the Association is the period beginning on the first day of July in each year and ending on the thirtieth day of June next following.

30. Notices

(1) A notice may be served by or on behalf of the Association upon a Member either personally or by sending it through the post in a prepaid letter addressed to the Member at his usual or last known place of abode.

(2) Where a document is sent to a Member by properly addressing prepaying and posting the same in an envelope that document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the addressee at the time at which the same would have been delivered in the ordinary course of post.

31. Expulsion of Members

Disciplining of Members, Officers and ordinary Committee Members of the Executive Committee:-

(1) Where the Executive Committee is of the opinion that a Member, Officer or ordinary Committee Member of the Executive Committee (all of them are for the purposes of this Rule included in the expression "the Member") has:-

- (a) persistently refused or neglected to comply with a provision of these Rules; or
- (b) persistently and wilfully acted in a manner prejudicial to the interests of the Association

the Executive Committee may by resolution:-

- (c) expel the Member from the Association;

(d) suspend the Member from such rights and privileges of Membership of the Association as the Executive Committee may determine for a specified period; or
(e) if an Officer of the Association, remove the Officer from Office.

(2) A resolution of the Executive Committee under sub-rule (1) is of no effect unless the Executive Committee at a Meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the Member of a notice under sub-rule (3) confirms the resolution in accordance with this Rule.

(3) Where the Executive Committee passes a resolution under sub-rule (1) the Secretary (or a designated Member of the Executive Committee) shall as soon as practicable cause a notice in writing to be served on the Member:-

(a) setting out the resolution of the Executive Committee and the grounds upon which it is based;

(b) stating that the Member may address the Executive Committee at a Meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service of the notice;

(c) stating the date place and time of that Meeting; and

(d) informing the Member that he or she may do either or both of the following:-

(i) attend and speak at that meeting personally or by delegate or delegates;

(ii) submit to the Executive Committee at or prior to the date of that Meeting written representations relating to that resolution.

(4) At a Meeting of the Executive Committee mentioned in sub-rule (2) the Executive Committee shall:-

(a) give to the Member mentioned in sub-rule (1) an opportunity to make oral representations,

(b) give due consideration to any written representations submitted to the Executive Committee by that Member at or prior to the Meeting; and

(c) by resolution determine whether to confirm or to revoke the resolution of the Executive Committee made under sub-rule (1).

(5) Where the Executive Committee confirms a resolution under sub-rule (4) the Secretary (or designated Member of the Executive Committee) shall within seven (7) days after that confirmation, by notice in writing inform the Member of that confirmation and of the Member's right of appeal under this Rule.

(6) A resolution confirmed by the Executive Committee under sub-rule (4) does not take effect:-

(a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or

(b) where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with sub-rule (7).

(7) A Member may appeal to the Association in General Meeting against a resolution of the Executive Committee which is confirmed under sub-rule (4) within seven (7) days after notice of resolution is served on the Member, by lodging with the Secretary a notice to that effect.

(8) Upon receipt of a notice under sub-rule (7) the Secretary shall notify the Executive Committee which shall convene a Special General Meeting of the Association to be held within two (2) months after the date on which the Secretary received the notice or as soon as possible after that date.

(9) At a Special General Meeting of the Association convened under sub-rule (8):-

(a) no business other than the question of the appeal shall be transacted,

(b) the Executive Committee and the Member shall be given the opportunity to make representations in relation to the appeal orally (by its Delegate in the case of a Member) or in writing, or both; and

(c) the Members present shall vote by secret ballot on the question of whether the resolution made under sub-rule (4) shall be confirmed or revoked.

(10) If the Meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule (4) that resolution is confirmed.

32. General

(1) Subject to sub-rule (4) hereof, all Annual General Meetings and Special General Meetings shall be summoned by notice printed in the three main newspapers published in Tasmania at least one (1) month before such Meeting and such notice shall give full details of the business to be brought before such Meeting.

(2) Subject to sub-rule (4) hereof, at all Meetings of the Association, no business of which due and proper notice has not been given shall be discussed until the agenda paper prepared for such Meeting has been exhausted, and then only by leave of the Meeting.

(3) Where any Member is of the opinion that any policy or resolution, action or proposed action of the Association in carrying out any of its objects will or may be inimical to the Member, such member shall have the right at any time to refrain from

endorsing such policy or resolution, action or proposed action of the Association. A Member shall not, however, make any public statement or take any action contrary to any action of the Association in carrying out its objects. A breach of this sub-rule may be dealt with under Rule 31 herein.

(4) The Members of the Association may abridge the time within which the notices referred to in sub-rules (1), (2) or (3) hereof are to be served or dispense with the giving of such notice altogether provided that a three-fourths majority of the Members entitled to attend and vote at any such Annual General Meeting or Special General Meeting so determine provided however that in the case of a Meeting at which a special resolution is to be considered and put to the vote not less than twenty one (21) days notice shall be given.

33. Alteration of the Constitution

(1) These Rules may be amended by special resolution of the Members of the Association passed at a Special General Meeting or an Annual General Meeting.

(2) An alteration of the objects, purposes or rules is of no effect until a copy of the alteration is lodged with the Commissioner for Corporate Affairs.

34. Seal of the Association

(1) The seal of the Association shall be in the form of a stamp, inscribed with the name of the Association encircling the word "Seal".

(2) The seal of the Association shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing thereof shall be attested by the signatures either of two Members of the Executive Committee or of one Member of the Executive Committee and of the Public Officer of the Association or such other person as the Executive Committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Executive Committee.

(3) The seal shall remain in the custody of the Secretary.

35. Inspection of Records

Records books and other documents of the Association shall be opened to inspection by any Member of the Association free of charge to that Member, and at any reasonable hour provided adequate notice of that inspection of books is given.