



Constitution
Of the Incorporated Association:
Playgroup Tasmania Inc.

Version 1.a: Reviewed and Ratified:
29 October 2024

It is intended these rules set out herein ("the Constitution") form the entire rules of the Association, and as far as is permissible by law, the Model Rules referred to in the Associations Incorporations Act 1964 (Tas) (or its equivalent) and set out in the Associations Incorporation (Model Rules) Regulations 2017 (Tas) Schedule 1 (or its equivalent) are excluded in their entirety

Initialed: _____

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Board Chair

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1. Name of association

The name of the Association is as follows: **Playgroup Tasmania Incorporated**

2. Interpretation

In these rules, unless the context otherwise requires –

accounting records includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers, and other documents of prime entry, and also includes such working papers and other documents as are necessary to explain the methods and calculations by which accounts are made up;

Act means the Associations Incorporation Act 1964 ;

annual general meeting means an annual general meeting of the Association held under rule 14;

association means the association referred to in rule 1 ; that is **Playgroup Tasmania Incorporated**

auditor means the person appointed as the auditor of the Association under rule 12;

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 of management referred to in rule 21;

Chief Executive Officer (CEO) means the most senior employee responsible for the Association's operations and performance. They are the leader of the organisation and serve as the main link between the Board and the organisation;

financial year means the period of 12 months commencing 1 July in each year;

general meeting means –

(a) an annual general meeting; or

(b) a special general meeting;

life member means a natural person appointed as a Life Member of the Association under rule 7;

officer of the Association means a person elected as an ordinary board member of the Association at an annual general meeting and appointed as an officer of the Association under rule 22;

ordinary business of an annual general meeting means the business specified in rule 16(7);

ordinary board member means a member of the Board other than an officer of the Association;

public officer means the person who is, under appointed as per section 14 of the Act, the Public Officer of the Association;

playgroups: Playgroups are supported, child-focussed and inclusive groups of young children (birth-to school age) and their parents who meet regularly to play and socialise together;

surplus assets means assets of the Association remaining on the dissolution of the association after payment of the debts and liabilities of the association and the costs, charges, and expenses of the winding up.

special board meeting means a meeting of the Board that is convened under rule 26(3) by the Chair or any 3 of the members of the Board;

special general meeting means a special general meeting of the Association convened under rule 15;

special resolution means a resolution passed by a majority of not less than three-quarters of such members of the Association entitled under the Constitution to vote as may be present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

3. Association's office

The office of the Association is at **35 Holbrook Street, Invermay** or at any other place the Board determines.

4. Objects and purposes of Association

- (1) The objects and purposes of the Association consist of the basic objects of the Association which are to:
 - (a) provide inclusive services and advocacy to promote the social, physical, and emotional wellbeing and cognitive development of young children, their families and carers;
 - (b) facilitate and/or promote the establishment and ongoing availability of supported and community playgroups on a non-profit basis and encourage their development;
 - (c) promote the rights of all children and their adults to access localised play and socialisation opportunities via safe and affordable playgroups that are developmentally and culturally appropriate;
 - (d) advocate for the accessibility and availability of venues that support the fair and equitable participation of all children and families in playgroups according to their unique circumstances, needs and abilities;
 - (e) enable participation by reducing barriers particularly for those who are vulnerable or facing disadvantage;
 - (f) collaborate in achieving these objects with members and other relevant organisations, agencies and government departments;
 - (g) meet the requirements of the Funding Bodies, being those organisations with which the Association has legal contracts to achieve specified outcomes utilising funds provided by those organisations;
 - (h) do all such other things as are, in the opinion of the Board, incidental and conducive to the attainment of any objects described in this sub-rule.

- (2) In addition, the objects and purposes of the Association include:
- (a) 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;
 - (b) the purchase, sale or supply of, or other dealing in, goods;
 - (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
 - (d) the acceptance of a gift for any of the objects or purposes of the Association;
 - (e) the taking of any step the Board, or the members of the Association at a general meeting, determined expedient for the purpose of procuring contributions to the funds of the Association;
 - (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the Board, 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;
 - (g) the borrowing and raising of money in any manner and on terms –
 - i. the Board thinks fit; or
 - ii. approved or directed by resolution passed at a general meeting;
 - (h) subject to the provisions of the Trustee Act 1898 , the investment, in any manner the Board determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
 - (i) 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;
 - (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
 - (k) effecting and maintaining insurance as is required under the relevant Act together with any other insurance which may be required by law or regarded as necessary by the Association;
 - (l) 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;
 - (m) 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;
 - (n) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

5. Not for profit

- (1) The Association is a not-for-profit organisation. The assets and income of the Association shall be applied solely to the achievement of the purpose and objects as set out above.
- (2) No portion of the profits shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Organisation.

6. Membership of Association

- (1) There are two types of membership of the Association:
 - (a) Ordinary members; and
 - (b) Life members,
- (2) Ordinary Members are any person who supports the aims and objects of the Association, and whose application for membership is approved by the Board or their delegate.
- (3) A person who is nominated and approved for membership in accordance with subrule (2) is eligible to be a member of the Association on payment of the annual subscription specified in rule 29.
- (4) Applications for membership are to be made in writing to the Board in such a form as the Board from time to time determines. However, a nomination must be signed by two members of the Association and be accompanied by the written consent of the person nominated.
- (5) A nomination is to be lodged with the Public Officer.
- (6) If a nomination is approved by the Board or their delegate, the Public Officer is to –
 - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
 - (b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in the register of members.
- (7) A member of the Association may resign by serving on the Public Officer a written notice of resignation.
- (8) On receipt of a notice from a member of the Association under subrule (7), the Public Officer is to remove the name of the member from the register of members.
- (9) For clarity, a person –
 - (a) becomes a member of the Association when their name is entered in the register of members; and
 - (b) ceases to be a member of the Association when their name is removed from the register of members under subrule (8) or rule 29(4).
- (10) The Public Officer is to maintain, or establish and maintain, a register of members containing –
 - (a) the name of each member of the Association and the date on which they became a member; and

- (b) the member's postal or residential address or address of business or employment; and
- (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
- (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

7. Life Members

- (1) The Board may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Association be appointed as a Life Member.
- (2) A resolution of the annual general meeting to confer life membership on the recommendation of the Board must be a *special resolution*
- (3) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details will be entered in the register of members.
- (4) Life Members, subject to this Constitution, have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings, and are exempted from any membership fee as prescribed from time to time.

8. Liability of members

- (1) Any right, privilege or obligation of a person as a member of the Association –
 - (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member of the Association.
- (2) If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, 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 –
 - (a) to the assets of the Association for payment of the liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under subrule (2) is not to exceed \$2 per member.
- (4) Despite subrule (2), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after they ceased to be a member.

9. 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 person 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 person or member; or
 - ii. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
 - iii. interest at a rate not exceeding the Current Cash Rate set by the Reserve Bank of Australia plus 2% as at the date of the loan on money lent to the Association by the person or member; or
 - iv. a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person 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 subrules (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.
- (6) The Association may at any time pass a special resolution determining how any surplus financial and property assets are to be distributed in the event that the Association should be wound up. The distribution of surplus assets shall be in accordance with the dissolution provisions outlined in rule (35).

10. Accounts of receipts and expenditure

- (1) The accounts of the Association are to be managed in the form and manner the Board determines, provided always that the Association will:
- (a) Keep such accounting records and explain the transactions of the Association and the financial position of the Association, including details of each asset and liability of the Association; and
 - (b) Keep the accounting records in such manner as will enable –
 - i. The preparation from time to time of true and fair accounts of the Association; and

- ii. The accounts of the Association to be conveniently and properly audited in accordance with the Act
 - iii. demonstration that deductible gifts of money and property, contributions and related funding received has been used for the principal purpose of the organisation.
- (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 Board may delegate the role of keeping all accounting records and general records connected with the business of the Association.
 - (4) The accounts and accounting records are to be kept at the Association's office or at any other place the Board determines from time to time.

11. Banking and finance

- (1) The funds of the Association are to be derived from the fees of members, and participating families, donations, grants and such other sources approved by the Association.
- (2) The Board shall arrange for the receipt of all monies paid to the Association and for the issue of receipts for same.
- (3) All monies received by the Association are to be deposited, at the earliest possible date to the credit of the Association's bank account(s).
- (4) The Board is to ensure that the Associations bank accounts are with an authorized deposit taking institution and in the name of the Association.
- (5) The Board may authorise an employee or employees of the Association to expend funds on behalf of the Association (including by electronic funds transfer, credit or debit card) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (6) The Board may make such arrangements for the control of the funds of the Association as it, from time to time, deems expedient.
- (7) All payments made by the Association, paid by whatever mechanism, are to be authorised by two persons in accordance with Board delegations.

(8) Gift Fund

- (a) The Board may establish an investment fund with the purpose of accumulating gifted funds and deductible contributions to support the long-term operations of the Association in alignment with the objects as laid out in these rules.
- (b) The Board may give the investment fund a name and may change that name from time to time.
- (c) All gifts and deductible contributions to the organisation will be made to the gift fund.
- (d) The gift fund will be oversighted by the Board who will ensure:
 - i. That the funds held in the investment fund are invested in accordance with the Association's investment policy;

- II. The keeping of proper accounts in respect of all receipts to and payments from the gift fund;
 - III. Disclosure in the notes to the audited financial statements of the financial position and performance of the gift fund for the financial year; and
 - IV. That the funds held in the gift fund are invested in accordance with the Association's investment policy.
- (9) On the dissolution of the Association, any unexpended grant monies received from any statutory bodies are to be refunded to those bodies in full.

12. 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 auditor may only be removed from office by a special resolution.
- (5) If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the end of the next annual general meeting.

13. 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 who are 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 they required under subrule (5)(b) and obtained; and
 - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at their disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Public Officer is to ensure delivery 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 employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of their duties; and
- (c) employ any person to assist in auditing the financial affairs of the Association; and
- (d) examine any member of the Board, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

14. Exemptions under the Act

(1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –

- (a) an auditor is not required to be appointed for that financial year under rule 10 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
- (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
 - i. rules 12 and 13 do not apply in respect of the Association for that financial year; and
 - ii. rule 16 (5)(b) to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
 - iii. rule 16(5)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.

(2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Board must provide, as part of the ordinary 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.

15. Special general meetings

(1) The Board may convene a special general meeting of the Association at any time.

(2) The Board, on the request in writing of at least 10% or 5 members (whichever is the greater) of the Association, is to convene a special general meeting of the Association within 28 days.

(3) A request for a special general meeting –

- (a) is to state the objects of the meeting; and
- (b) is to be signed by each of members making the request; 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 members

making the request.

- (4) If the Board does not cause a special general meeting to be held within 28 days after the day on which a request is deposited at the office of the Association, any one or more of the members making the request may convene the meeting within 3 months after the day on which the request is deposited.
- (5) A special general meeting convened by members making the request 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 members making the request in convening a special general meeting are to be refunded by the Association.

16. 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 5 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) Notice shall be provided in accordance with rule 16 and the annual general meeting may transact business of which notice has been given.
- (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 special/general meeting held since that meeting;
 - (b) to receive from the Board, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association including the balance sheet and statement of account.
 - (c) to elect the Board members;
 - (d) to appoint the auditor and determine their remuneration;
 - (e) to determine the prescribed membership fees.
- (6) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the Public Officer or, in the absence from the meeting of the Public Officer, by an officer of the Association who is nominated by the chairperson of the meeting.

17. Notice of general meetings

- (1) At least 14 days before the day on which a general meeting of the Association is to be held, the Public Officer is to publish a notice specifying –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) if the meeting is to be conducted using virtual meeting technology, the method of access; and
 - (c) the nature of the business that is to be transacted at the meeting.

- (2) Notice of the meeting, including time, place and purpose, is to be posted on the Playgroup Tasmania website and social media pages or be 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.

18. Chairperson at general meetings

- (1) At any general meeting of the Association, the chairperson is to be –
 - (a) the Chair; or
 - (b) in the absence of the Chair, the Deputy Chair; or
 - (c) in the absence of the Chair and the Deputy Chair, 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.

19. 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.

20. Voting and Polls

- (1) Subject to subsection (2), the chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll; and
 - (c) the vote must be recorded in the minutes.
- (3) Decisions other than matters that must be decided by special resolution, are to be made by a simple majority vote.

- (4) A resolution can be determined out of session by email response, on the basis of a simple majority, and confirmed at the next general meeting of the Association.
- (5) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (6) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
- (7) A member shall be entitled to appoint in writing a natural person, who is also a member of the association, to be their proxy, and attend and vote at any general meeting of the association, including the Annual General Meeting.
 - a. The form of the written notice of a proxy will be determined by the Board.

21. 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 23.
- (2) The Board –
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
 - (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

22. Officers of the Association

- (1) The officers of the Association are as follows:
 - (a) the Chair:
 - (b) the Deputy Chair:
- (2) Subject to subrule (5), the officers of the Association are to be elected by the Board members at the first board meeting after the Annual General Meeting of the Association.
- (3) Each officer of the Association is to hold office until the end of the next annual general meeting after that at which they are elected and are eligible for re-election.
- (4) A board member of the Association may hold a position of officer of the Association for four (4) consecutive years but may only serve a maximum of six (6) years in total as an officer of any description.
- (5) If a casual vacancy in an office referred to in subrule (1) occurs, the Board may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- (6) The Chair and the Deputy Chair constitute the Executive Board.
- (7) During the period between meetings of the Board, the Executive Board may issue instructions to the Public Officer and, where they are not the same person, the Chief Executive Officer of the Association in matters of urgency connected with the management of the affairs of the Association.

- (8) The Executive Board is to report on any instructions issued under subrule (7) to the next meeting of the Board.

23. Constitution of the Board

- (1) The board consists of –
- (a) the officers of the Association; and
 - (b) at least 5, but not more than 7, other ordinary board members (as determined by the Board) elected at the annual general meeting or appointed in accordance with this rule; and
 - (c) the Chief Executive Officer as an ex-officio, non-voting member of the Board.
- (2) An ordinary board member is to hold office until the end of the next annual general meeting occurring two (2) years after that at which they are elected and are eligible for re-election for 4 (four) further periods of two (2) years or if otherwise determined by unanimous resolution of the Board.
- (3) Once a Board Member has served 10 years, they cannot be re-elected even after a period of time off the board, unless otherwise determined by unanimous resolution of the Board.
- (4) If a casual vacancy occurs in the office of an ordinary board member, the Board may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.
- (5) If an office of an ordinary board member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

24. Election of members of the board

- (1) A nomination of a candidate for election as an officer of the Association, or as an ordinary board member, is to be –
- (a) made in writing and identifying the skill set and experience the nominees can bring to the Board;
 - (b) delivered to the Public Officer at least 10 days before the day on which the annual general meeting is to be held;; and
 - (c) approved by the Board.
- (2) When considering whether to approve a nomination received in accordance with subrule (1), the Board shall endeavour to ensure that:
- (a) the Board is comprised of such persons as will provide a diversity of essential skills, knowledge and experience so that the objects and purposes of the Association can be met;
 - (b) nominees have relevant governance experience or training; and
 - (c) the nominee meets the following pre-requisites:
 - i. is a current financial member of the Association;
 - ii. is at least 18 years of age;

- iii. has a Working With Vulnerable Persons Registration or equivalent as defined in the [Registration to Work with Vulnerable People Act 2013](#).
 - iv. obtains a satisfactory national police check;
 - v. is not bankrupt, and/or has not applied to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, and/or to make any assignment of their estate for their benefit;
 - vi. is not a represented person within the meaning of the *Guardianship and Administration Act 1995*; and
 - vii. is able to perform the duties of the office competently.
- (3) Employees of Playgroup Tasmania, and their immediate family members, are not eligible to be a Board member until two years have elapsed since employment ceased.
- (4) If insufficient nominations are received to fill all vacancies on the Board –
- (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- (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 held.
- (7) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the Board to be filled, a ballot is to be held in relation to those further nominations.
- (8) 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.
- (9) If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- (10) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the Board to be filled, a ballot is to be held in relation to those further nominations.

25. Vacation of office

- (1) For the purpose of these rules, the office of an officer of the Association, or of an ordinary board member, becomes casually vacant if the officer or board member –
- (a) dies; or
 - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit; or
 - (c) becomes a represented person within the meaning of the [Guardianship and Administration Act 1995](#) ; or
 - (d) resigns office in writing addressed to the Board; or
 - (e) is absent from 3 consecutive meetings of the Board without the permission of the other members of the Board; or

- (f) ceases to be a member of the Association; or
- (g) fails to pay, within 14 days after receiving a notice in writing signed by the Public Officer stating that the officer or board member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

26. Meetings of the Board

- (1) Unless the Board shall otherwise decide, the Board is to meet at least six (6) times per calendar year at such places and times as the Board may determine.
- (2) Meetings are to be attended using virtual meeting technology unless alternative means have been approved prior to the meeting by the Chairperson.
- (3) A meeting of the Board, other than a meeting referred to in subrule (1), may be convened by the Chair or any 3 of the members of the Board.
- (4) 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.
- (5) A special board meeting may only transact business of which notice is given in accordance with subrule (4).
- (6) A quorum for the transaction of the business of a meeting of the Board is 4 members of the Board.
- (7) Business is not to be transacted at a meeting of the Board unless a quorum is present.
- (8) 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 meet again within 14 days, with the timing to be determined relative to availability of members.
 - (b) a special board meeting, the meeting is dissolved.
- (9) At each meeting of the Board, the chairperson is to be –
 - (a) the Chair; or
 - (b) in the absence of the Chair, the Deputy Chair; or
 - (c) in the absence of the Chair and the Vice Chair, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.
- (10) 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 Chair determines.
- (11) On any question arising at a meeting of the Board, a member of the Board (including the Chair) has one vote only.
- (12) In case of any equality of votes, the motion shall be deemed to have been lost so that the status quo remains.
- (13) Written notice of each board meeting is to be served on each member of the Board at least 3 days before when the meeting is to be held by –

- (a) giving it to the member during business hours; or
- (b) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

27. 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. This should be done in alignment with the Code of Conduct Policy.
- (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.

28. 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 whether or not the person is a member of the Association. The Board shall determine if any co-opted person shall have voting rights on the sub-committee.
- (3) A quorum for the transaction of the business of a meeting of the subcommittee will be defined in the Terms of Reference for that subcommittee.
- (4) The Board shall nominate the Chair of a subcommittee, or may delegate the determination of the position of Chair to the subcommittee.
- (5) The Public Officer is to convene meetings of a subcommittee.
- (6) 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 Chair determines.
- (7) On any question arising at a meeting of a subcommittee a member of the subcommittee (including the Chair) has one vote only.
- (8) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by at least 3 days before when the meeting is to be held by –
 - (a) giving it to the member during business hours; or
 - (b) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

29. Annual subscription

- (1) The annual subscription, for a financial year of the Association, that is payable by members of the Association is the following amount: \$2.
- (2) The members of the Association may alter by special resolution the annual subscription for a financial year of the Association.
- (3) The annual subscription, for a financial year of the Association, that is payable by members of the Association is due and payable on the first day of the financial year.
- (4) If –
 - (a) a member of the Association has not paid their annual subscription for a financial year of the Association within 3 months after the first day of the financial year; and
 - (b) there has been sent to the member, after the first day of the financial year, a notice in writing, signed by the Public Officer, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and
 - (c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member –

the Public Officer may remove the name of the member from the register of members maintained under rule 6 (10).
- (5) If a member of the Association has not paid their annual subscription for a financial year of the Association within 3 months after the first day of the financial year, or within 14 days after receiving a notice under subrule (4), whichever is the later day, they are not entitled to attend, or vote at, the next annual general meeting of the Association.

30. Service of notices and requisitions

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

31. Execution of Documents

- (1) The Association may execute a document if the document is signed by –
 - (a) two members of the Board; or
 - (b) one member of the Board and –
 - i. the public officer; or
 - ii. any other person the Board may appoint for that purpose

32. Expulsion of members

- (1) The board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under subrule (1) does not take effect until whichever of the following occurs later:
 - (a) the fourteenth day after the day on which a notice is served on the member under subrule (3);
 - (b) if the member exercises their right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the Board expels a member from the Association, the Public Officer, 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 32.

33. Appeal against expulsion

- (1) A member may appeal against an expulsion under rule 32 by serving on the Public Officer, within 14 days after the service of a notice under rule 32(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 28 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 Board'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.

34. Disputes

- (1) 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](#).
- (2) This rule does not affect the operation of rules 32 and 33.

35. Dissolution of the Association

- (1) This Association may be dissolved if:
 - (a) a special resolution as described in rule 2; or
 - (b) instructed by court order.
- (2) Subject to any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in rule 35 (5) that remain after the Association is dissolved must be distributed to one or more charities:
 - (a) with charitable purpose(s) similar to, or inclusive of, the objects and purposes in rule (4)
 - (b) which also prohibits the distribution of any surplus assets to its members to at least the same extent as the Association, and.
 - (c) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).
 - (d) .
- (3) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.
- (4) If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 2(a) – (c), as decided by the Board.
- (5) For the purpose of this sub-rule:
 - a. 'gift funds' means:
 - i. gifts of money or property for the principal purpose of the Association.
 - ii. contributions made in relation to a fund-raising event held for the principal purposes and objectives of the Association, and
 - iii. Money received by the Association because of such gifts and contributions.
 - b. 'contributions' and 'fund-raising event' has the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).