



***RULES OF ASSOCIATION***

***TASMANIAN MEN'S  
SHEDS ASSOCIATION***

**Revised 18 August 2022**



**Tasmanian Men's Shed Association Inc.**  
**Rules of Association**

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## **1 NAME OF ASSOCIATION**

The name of the Association is the Tasmanian Men's Sheds Association Inc. known from here on in as TMSA or the Association.

## **2 INTERPRETATION**

2.1 In these rules:

- 2.1.1 "Act" means the Associations Incorporation Act 1964;
- 2.1.2 "Association" means TMSA as referred to in rule 1;
- 2.1.3 "auditor" means the person appointed as the auditor of the Association under rule 11;
- 2.1.4 "basic objects of the Association" means the objects and purposes of the Association as stated in an application under Section 1 of the Act for the incorporation of the Association;
- 2.1.5 "Committee" means the Committee of Management of the Association as referred to in rule 9.1;
- 2.1.6 "general meeting" includes:
  - 2.1.6.1 the annual general meeting; and
  - 2.1.6.2 any special general meeting;
- 2.1.7 "ordinary business of the annual general meeting" means the business specified in sub-rule 8.1.2;
- 2.1.8 "ordinary Committee Member" means a member of the Committee to whom sub-rule 9.1.5 relates;
- 2.1.9 "special general meeting" means any general meeting other than the annual general meeting and as more particularly referred to in sub-rule 8.2;
- 2.1.10 "Member or Member Shed" means any Men's Shed, Community Shed, or community facility that operates as a not-for-profit organization;
- 2.1.11 "representative" means such person nominated from time to time by a member to be a representative of the Member and as particularly referred to in sub-rule 5.5.
- 2.1.12 "Public Officer" means such person appointed by the Committee to fulfil the roles and responsibilities of public officer as set out herein and more broadly, in accordance with the Act.

## **3 ASSOCIATION'S OFFICE**

3.1 The office of the Association is to be at the following place or any other place the Committee determines:

- 3.1.1 Care of the Secretary's residence.

## **4 OBJECTS AND PURPOSES OF ASSOCIATION**

4.1 The objects and purposes of the Association include the following:

- 4.1.1 provide State Peak Body representation in a fair and unbiased manner to:
  - 4.1.1.1 Members;

- 4.1.1.2 the State and Local Government; and
- 4.1.1.3 other State and National Peak Bodies, businesses and community organisations.
- 4.1.2 provide information, practical support and assistance for the sustainable development of new and existing Member Sheds in Tasmania.
- 4.1.3 build and contribute to policy development, strategy and communications between our Member Sheds and also with relevant other state and national associations.
- 4.1.4 act as a collective body to source commercial sponsorship, funding from business, government and the private sector for the ongoing support of Member Sheds;
- 4.1.5 support the promotion and development of activities and programs through Member Sheds to the Tasmanian community as deemed appropriate by the Committee;
- 4.1.6 advance the self- esteem, confidence and well-being of all individuals within Member Sheds in Tasmania by promoting, advancing, and supporting an effective and sustainable men's shed movement;
- 4.1.7 the conducting of any other business that the Committee deems appropriate, for any of the objects or purposes of the Association, that any association may legally carry out.

#### **4.2 Powers of the Association**

The powers of the Association are those conferred by the Associations Incorporation Act, 1964 (Tas). In addition to the basic objects and purposes of the Association, the powers of the Association include the following:

- 4.2.1 the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- 4.2.2 the buying, selling and supplying of, and dealing in, goods of all kinds.
- 4.2.3 the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association.
- 4.2.4 the accepting of any gift for any one or more of the objects or purposes of the Association.
- 4.2.5 the taking of any step the Committee or the Members in a general meeting consider expedient for the purpose of procuring contributions to the funds of the Association.
- 4.2.6 the printing and publishing of any newspapers, periodicals, books, leaflets or other documents the Committee or the Member Sheds in general meeting consider desirable for the promotion of the objects and purposes of the Association.
- 4.2.7 the borrowing and raising of money in any manner and on terms:
  - 4.2.2.1 the Committee thinks fit; or
  - 4.2.2.2 approved or directed by resolution passed at a general meeting;

- 4.2.8 subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the Committee determines.
- 4.2.9 the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which section 78(1)(a) of the Income Tax Assessment Act 1936 of the Commonwealth relates.
- 4.1.10 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.
- 4.2.11 the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association.
- 4.1.11 the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.

## **5 QUALIFICATIONS FOR MEMBERSHIP OF THE ASSOCIATION**

- 5.1 Membership of the Association is open to Tasmanian Member Sheds either:
  - 5.1.1 incorporated; or
  - 5.1.2 un-incorporated, but auspiced to another incorporated not-for-profit organisation.
- 5.2 Membership applications must be made on the Association's membership application form (as approved from time to time by the Committee) duly completed and signed by an authorised representative of the applicant and forwarded to the Association.
- 5.3 The Committee must consider each application made under sub-rule 5.2 at a committee meeting and must at that Committee meeting or the next Committee meeting accept or reject that application. The decision of the Committee (reasons for which need not be provided) is final and binding.
- 5.4 Upon the approval or rejection of an application for membership, the Secretary:
  - 5.4.1 Is to notify the authorised representative of the applicant of the approval or rejection of the application for membership;
  - 5.4.2 is, if approval is granted, to request the authorised representative to cause the applicant to pay the joining fee and the first year's subscription (or such pro rata proportion thereof) within twenty one (21) days;
  - 5.4.3 shall upon receipt of the joining fee and the first year's subscription (or such pro rata proportion thereof) enter the applicant's name in the register of Members; and
  - 5.4.4 shall in the event of an applicant failing to pay either the joining fee or the first year's subscription (or such pro rata proportion thereof) within twenty-one (21) days, advise the authorised representative that the application for membership has lapsed.
- 5.5 Each Member shall from time to time provide the Association with written details of the person whom is to be the Member's representative. No person other than the Member's representative, whom has been nominated by the Member in writing and so advised to the Association, may

represent the Member at any meeting of the Association. The name of each Member's representative shall be noted in the register of Members as the Member's representative.

- 5.6 A Member of the Association may resign from the Association by delivering electronically or sending by post to the Secretary, a written notice of resignation. Upon written notice of resignation from a Member, the representative of that Member shall have no authority, right or power to represent the Member under or pursuant to these rules.
- 5.7 On receipt of a notice from a Member under sub-rule 5.6, the Secretary is to remove the name of the Member and the representative of that Member from the register of Members.
- 5.8 A Member becomes a member of the Association when the name of the Member is entered in the register of Members.
- 5.9 A Member ceases to be a member of the Association when the Member:
- 5.9.1 resigns;
  - 5.9.2 makes an arrangement with its creditors;
  - 5.9.3 has an administrator, receiver or liquidator appointed;
  - 5.9.4 is wound up (either voluntarily or otherwise);
  - 5.9.5 fails to pay its annual subscription within fourteen (14) days of demand (as referred to in sub-rule 6.4).
  - 5.9.6 Upon ceasing to be a Member, the Member's name and the representative of that Member shall be removed from the register of Members.
- 5.10 Any right, privilege or obligation of a Member is not capable of being transferred or transmitted to another Member, entity or association and terminates on the cessation of the membership.

## **6 MEMBERSHIP FEES**

- 6.1 The annual membership fee and joining fees will be determined annually at the Annual General Meeting and will apply for the following financial year.
- 6.2 The annual membership fee is due and payable on the first day of the financial year of the association (1 July).
- 6.3 The annual membership fee and joining fee may only be altered by the Members of the Association by special resolution.
- 6.4 Should a Member fail to pay the membership fee within sixty (60) days of the due date, the Committee shall notify the "unfinancial" Member in writing, that unless it is paid within a further fourteen (14) days, the Member will cease to be a Member of the Association and will be removed from the register of Members referred to in sub-rule 5.8 and 5.9.6
- 6.5 Voting rights at any general meeting ceases if the Member has failed to pay the Membership Fee prior to the general meeting.
- 6.6 Should the Committee be advised by a Member or representative that a Committee person is an unfinancial member of a Member whose constitution or rules requires members to pay a membership fee and the Committee person has failed to do so, then the Committee person will be advised in writing to correct the situation within fourteen (14) days, otherwise the Committee person ceases to be a member of the Committee and the position shall be declared vacant and sub-rule 9.17 shall apply.

## 7 INCOME AND PROPERTY

- 7.1 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid, transferred or otherwise distributed, directly or indirectly, to members, except in good faith for reimbursement of "out of pocket expenses" to any officer or employee of the Association or to any person other than a member, in return for services actually rendered to the Association.
- 7.2 Subject to sub-rule 7.1, income received for a specific purpose by funding contract, will be dispersed according to that contract.

## 8 GENERAL MEETINGS

### 8.1 AGMs

- 8.1.1 **The Annual General Meeting** will be convened by the Committee each year, within three (3) months of the end of the financial year.
- 8.1.2 The ordinary business of the annual general meeting is to be as follows:
- 8.1.2.1 To confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
  - 8.1.2.2 To receive from the Committee, auditor and servants of the Association, reports on the transactions of the Association during the preceding financial year;
  - 8.1.2.3 To elect the officers of the Association (as referred to in sub-rules 9.1.1~9.1.5) and the ordinary Committee Members (as referred to in sub-rule 9.1.6);
  - 8.1.2.4 To appoint the auditor and determine his or her remuneration;
  - 8.1.2.5 To determine the remuneration of servants of the Association;
  - 8.1.2.6 To set the membership fee and joining fee of the Association.
  - 8.1.2.7 To receive and vote upon any changes to the Rules of Association. Such changes of the Rules of Association shall be forwarded to the Member's representatives no later than 21 days prior to the Annual General Meeting for the inclusion as an item of Special Business within the general meeting.

### 8.2 Special General Meetings

- 8.2.1 A special general meeting of the Association may be convened at any time by:
- 8.2.1.1 the Committee; or
  - 8.2.1.2 the Committee, on the request in writing of at least ten percent (10%) of the financial Members,
- 8.2.2 A request for a special general meeting:
- 8.2.2.1 is to state the objects of the meeting; and
  - 8.2.2.2 is to be signed by those making the request; and
  - 8.2.2.3 is to be deposited with the Secretary of the Association, or sent electronically; and

8.2.2.4 may consist of several documents, each signed by one or more of those making the request.

8.2.3 If the Committee does not cause a special general meeting to be held within twenty one (21) days from the day on which a request is deposited at the office of the Association, those making the request, or any of them, may convene the meeting within two (2) months from the day of the deposit of the request.

8.2.4 A special general meeting required by requisition of Members is to be convened in the same manner as meetings are convened by the Committee of its own volition.

8.2.5 The Members at the meeting convened by the Committee may by ordinary resolution approve that all reasonable expenses incurred by those making the request in convening a special general meeting are to be refunded by the Association.

### **8.3 Notices of General Meetings**

The Secretary of the Association, at least twenty-one (21) days before the date fixed for holding a general meeting of the Association, is to notify all Members in such manner as the Committee shall from time to time agree (and failing agreement by advertising in at least one newspaper published in Tasmania) of the following:

**8.3.1** the place, day and time for the holding of the meeting; and

**8.3.2** the nature of the business to be transacted at the meeting.

### **8.4 Business and Quorum at General Meetings**

8.4.1 All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.

8.4.2 A quorum for the transaction of the business of a general meeting is ten (10) representatives present and entitled to vote.

8.4.3 Business is not to be transacted at a general meeting unless a quorum of ten (10) representatives entitled to vote are present at the time the meeting is considering that business.

8.4.4 If a quorum is not present thirty (30) minutes after the appointed time for the commencement of a general meeting, the meeting:

8.4.4.1 If convened on the request of Members is to be dissolved; or

8.4.4.2 In any other case, is to be adjourned to the same day in the next week at the same time at a place set in accordance with sub-rule 8.4.6

8.4.5 If at an adjourned meeting a quorum is not present thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

8.4.6 The Chairman, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

### **8.5 Adjournment of General Meetings**

8.5.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.



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

#### 8.6 Determination of Questions Arising at General Meetings

8.6.1 A question arising at a general meeting of the Association is to be determined on a show of hands.

8.6.2 Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### 8.7 **Votes**

8.7.1 On any question arising at a general meeting of the Association, a member has one (1) vote only.

8.7.2 All votes are to be given personally by the representatives of the Members.

8.7.3 In the case of an equality of voting on a question, the Chairman has a second or casting vote.

#### 8.8 Taking of Poll

8.8.1 A poll that is demanded on the election of a chairman, or on a question of adjournment, is to be taken immediately.

8.8.2 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the Chairman directs.

8.8.3 If at a meeting a poll on any question is demanded:

8.8.3.1 it is to be taken at that meeting in the manner the Chairman directs; and

8.8.3.2 the result of the poll is taken to be the resolution of the meeting on that question.

#### 8.9 Proxies of Members of Association

8.9.1 A Member (in this rule called "the appointing Member") may appoint in writing another Member to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at, any general meeting. The representative of the Member appointed as proxy shall vote for and on behalf of the appointing Member.

8.9.2 Proxy votes shall be duly completed on a form prepared by the Secretary and be in the custody of the Secretary two (2) business days before the commencement of any meeting in which the proxy votes are to be applied.

### 9 Committee of Management

9.1 Subject to sub-rule 9.9, the affairs of the Association will be managed exclusively by a Committee of Management consisting of the following, all of whom must be financial members of Member Sheds which are Members of TMSA and be in compliance with that Member's respective Constitution:

#### **Committee Members:**

- 9.1.1 a President.
- 9.1.2 a Vice-President;
- 9.1.3 a Secretary;
- 9.1.4 a Treasurer; and
- 9.1.5 up to three (3) ordinary Committee Members from and for each of the three (3) regions of Tasmania within the areas of telephone prefix 62, 63 or 64 (or such other areas as the Committee may from time to time agree which replicates as near as possible those areas). Such ordinary Committee Members (being a maximum of nine (9) ordinary Committee Members) must reside in the respective area of Tasmania within which the Members they each represent operate.
- 9.1.6 Three (3) of the elected Ordinary Committee Members, one from each of the three (3) regions of Tasmania, as appointed by the Committee shall become the Voting Representatives of TMSA at any National Association election.

**9.1.7 Appointed Non Board positions:**

9.1.7.1 Director for the National Association.

The National Association Director shall be appointed from one of the TMSA Committee positions by the Committee and shall represent the interests of TMSA in the business of the National Association and shall report to TMSA any matters that have an impact on the TMSA and its Member Sheds.

- 9.2 Committee Members must be elected to membership of the Committee at an Annual General meeting or appointed under sub-rule 9.7.
- 9.3 Subject to sub-rule 9.7, a Committee Member's term will be from his or her election at an Annual General meeting until the election referred to in sub-rule 9.2 at the next Annual General meeting after his or her election, but he or she is eligible for re-election to membership of the Committee
- 9.4 Except for nominees under sub-rule 9.7, a person is not eligible for election or re-election to membership of the Committee unless a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
  - 9.4.1 the nominator;
  - 9.4.2 another Member as seconder to the nomination; and
  - 9.4.3 the nominee to signify his or her willingness to stand for election;
  - 9.4.4 to the Secretary not less than seven (7) days before the day on which the Annual General meeting concerned is to be held.
- 9.5 If the number of persons nominated in accordance with sub-rule 9.4 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
  - 9.5.1 the Secretary must report accordingly; and

- 9.5.2 the Chairman must declare those persons to be duly elected as members of the Committee at the Annual General meeting concerned.
- 9.6 If vacancies remain on the Committee after the declaration under sub-rule 9.5, additional nominations of positions may be accepted from the floor of the Annual General meeting. If such nominations from the floor do not exceed the number of vacancies the Chairman must declare those persons to be duly elected as members of Committee Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- 9.7 If a vacancy remains on the Committee after the application of sub-rule 9.6 or when a casual vacancy within the meaning of sub-rule 9.17 occurs in the membership of the Committee:
- 9.7.1 the Committee may appoint a person to fill that vacancy; and
- 9.7.2 a person appointed under this rule will:
- 9.7.2.1 hold office until the election referred to in sub-rule 8.1.2); and
- 9.7.2.2 subject to these rules, be eligible for election to membership of the Committee, at the next following annual general meeting.
- 9.8 The Committee may delegate, in writing, to one or more sub-committees (consisting of all of or a majority of such representatives of the Members as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
- 9.8.1 the power of delegation; and
- 9.8.2 a function which is a duty imposed on the Committee by the Act or any other law.
- 9.9 Any delegation under sub-rule 9.8 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 9.10 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 9.8.
- 9.11 The Committee may co-opt any person as a member of the Committee or a subcommittee without voting rights, whether or not the person is a member of the Association, for the specific purpose of utilising skills required by the Committee.
- 9.12 President and Vice-President**
- 9.12.1 Subject to this rule, the President (and in his/her absence, the Vice-President) must preside at all general meetings and Committee meetings (of which the President/Vice-President is a member).
- 9.12.2 In the event of the absence from a general meeting of the President and the Vice-President, a representative of a Member elected by the other Members present at the general meeting must preside at the general meeting.
- 9.12.3 In the event of the absence from a Committee Meeting of the President and the Vice-President, a representative of a Member elected by the other Members present at the Committee Meeting must preside at the Committee Meeting.

**9.13 Secretary**

The Secretary must:

- 9.13.1 co-ordinate the correspondence of the Association;
- 9.13.2 keep full and correct minutes of the proceedings of the Committee and of the Association;
- 9.13.3 maintain the register of members of the Association, as referred to in rule 5.5;
- 9.13.4 keep and maintain in an up to date condition the rules of the Association;
- 9.13.5 upon the request of a Member, make available the rules of the Association to the Member and the Member may make a copy of the rules;
- 9.13.6 maintain a record of:
  - 9.13.6.1 the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 17;
  - 9.13.6.2 the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association;
  - 9.13.6.3 the names and residential or postal addresses of the representatives;
- 9.13.7 upon the request of a Member, make available the records referred to in sub-rule 9.13.6 for the inspection of the Member and the Member may make a copy of the record;
- 9.13.8 unless Members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in sub-rule 9.13, but other than those required by sub-rule 9.14 to be kept and maintained by, or in the custody of, the Treasurer; and
- 9.13.9 perform such other duties as are imposed by these rules on the Secretary.

**9.14 Treasurer**

The Treasurer must:

- 9.14.1 be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of the Association and must issue receipts for those moneys in the name of the Association;
- 9.14.2 pay all moneys referred to in paragraph 9.14.1 into such account or accounts of the Association as the Committee may from time to time direct;
- 9.14.3 make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques or EFT's are signed / authorised by himself or herself and at least one other

authorised Committee member, or by any two others as are authorised by the Committee;

9.14.4 comply on behalf of the Association with the Act with respect to the accounting records of the Association by:

9.14.4.1 keeping such accounting records as correctly recorded and explain the financial transactions and financial position of the Association;

9.14.4.2 keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

9.14.4.3 keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

9.14.4.4 submitting to Members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

9.14.5 whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

9.14.6 unless the Members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-rule 9.14.3; and

9.14.7 perform such other duties as are imposed by these rules on the Treasurer.

#### **9.15 Ordinary Committee**

Ordinary Committee Members shall represent the Members within the area of Tasmania which they represent by;

9.15.1 Bringing any concerns or feedback from Member sheds to the Committee;

9.15.2 Provide a report on Member sheds visited within their zone in writing;

9.15.3 Support the Executive Committee and the Executive Officer in the explanation of decisions made by the Committee, which may be of importance to Member Sheds;

9.15.4 Represent the Association (as delegated) at any meeting or function that promotes Men's Sheds; and

9.15.5 Provide unbiased input into the deliberations of the Committee.

#### **9.16 Immediate Past President**

9.16.1 For a term of one year, the Immediate Past President may be requested to provide advice and leadership to the Committee regarding past practices and other matters to assist the Committee in governing the Association and supports the President on an as-needed basis.

9.16.2 The Immediate Past President may be requested to:

- 9.16.2.1 attend and participate in meetings of the Committee and general meetings, but without voting rights, unless the Immediate Past President is also an officer or Committee Member of the Association;
- 9.16.2.2 be informed about the Association's objects and purpose;
- 9.16.2.3 assist the Committee in carrying out its fiduciary responsibilities;
- 9.16.2.4 review agenda and supporting materials prior to meetings;
- 9.16.2.5 represent the Association as required by the President; and
- 9.16.2.6 prepare and present information at meetings on behalf of the Association as needed.

**9.17 Casual Vacancies in Membership of Committee**

9.17.1 A casual vacancy occurs in the office of a committee member and that office becomes vacant if the Committee member:

- 9.17.1.1 dies;
- 9.17.1.2 resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President;
- 9.17.1.3 is convicted of an offence under the Act;
- 9.17.1.4 is permanently incapacitated by mental or physical ill-health;
- 9.17.1.5 is absent from more than three (3) consecutive Committee meetings, or three (3) Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; providing the member received notice, and the Committee has resolved to declare the office vacant;
- 9.17.1.6 ceases to be a registered financial member of a Member Shed of the Association;
- 9.17.1.7 is the subject of a resolution passed by a general meeting of Members terminating his or her appointment as a Committee member; or
- 9.17.1.8 fails to pay his or her membership fees of the Member Shed of which he or she is a member.

**9.18 Proceedings of Committee**

- 9.18.1 The Committee must meet together for the dispatch of business not less than four (4) times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 9.18.2 By resolution of the Committee a meeting may be held by teleconference, audio-visual link or other means of instantaneous communication provided that all other provisions of the Constitution relating to these meetings are observed including:

- 9.18.2.1 required notice
- 9.18.2.2 entitlement to vote
- 9.18.2.3 quorum
- 9.18.2.4 the taking of minutes
- 9.18.2.5 adjournment;
- 9.18.2.6 that each Committee member taking part in the meeting announces his or her presence at the commencement of the meeting and:
  - 9.18.2.6.1 remains in contact throughout the whole of the meeting;
  - 9.18.2.6.2 is able to participate in and to hear all discussion taking place at all times;
  - 9.18.2.6.3 is able to vote on any resolutions; and
  - 9.18.2.6.4 announces his or her departure at the close of the meeting.
- 9.18.3 Each Committee member has a deliberative vote.
- 9.18.4 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 9.18.5 At a Committee meeting fifty percent (50%) of the Committee members constitute a quorum.
- 9.18.6 Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- 9.18.7 A Committee member having any pecuniary or non-pecuniary interest in any matter before the Committee, or in the contemplation of the Committee, must:
  - 9.18.7.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - 9.18.7.2 not take part in any deliberations or decision of the Committee with respect to that matter.
- 9.18.8 Sub-rule 9.18.7.1) does not apply with respect to an interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- 9.18.9 The Secretary must cause every disclosure made under sub-rule 9.18.7.1) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## **9.19 Executive Committee**

- 9.19.1 The President, the Vice-President, the Treasurer and the Secretary constitute the Executive Committee. In the event an Officer of the Association holds two (2) positions within the Executive Committee, that person only has one (1) vote.
- 9.19.2 The Executive Committee may issue instructions to the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Committee.
- 9.19.3 The Executive Committee is to report on any instructions issued under sub-rule 9.19.2 to the next meeting of the Committee.

## **10 FINANCIAL YEAR**

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

## **11 AUDITOR**

- 11.1 At each annual general meeting of the Association, the Members present are to appoint a person as the auditor of the Association.
- 11.2 The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- 11.3 If an appointment is not made at an annual general meeting, or if a casual vacancy occurs in the office of Auditor, the Committee is to appoint an auditor for the current financial year of the Association.
- 11.4 The auditor may only be removed from office by special resolution of the Association.

## **12 AUDIT OF ACCOUNTS**

- 12.1 The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 12.2 The auditor is to:
- 12.2.1 certify as to the correctness of the accounts of the Association; and
  - 12.2.2 provide a report to the Members present at the Annual General meeting.
- 12.3 In the report certifying the accounts, the auditor is to state if:
- 12.3.1 he or she has obtained the required information, and
  - 12.3.2 in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association, according to the information at his or her disposal and the explanations given; and
    - 12.3.2.1 as shown by the books of the Association; and
    - 12.3.2.2 the rules relating to the administration of the funds of the Association have been observed.
  - 12.3.3 The Treasurer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
  - 12.3.4 The auditor may:



- 12.3.4.1 have access to the accounts, books, records, vouchers and documents of the Association; and
- 12.3.4.2 require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
- 12.3.4.3 employ persons to assist in investigating the accounts of the Association; and
- 12.3.4.4 in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

### **13 NOTICES**

A notice may be served by or on behalf of the Association on any Committee member, Representative or Member:

- 13.1 personally; or
- 13.2 by sending it through the post in a prepaid envelope addressed to the Committee member, Representative and/or Member at its usual or last-known address; or
- 13.3 electronically through email or other electronic mechanism agreed by the submission of such contact information to the secretary.

### **14 EXPULSION OF MEMBERS**

- 14.1 The Committee may expel a Committee member, Representative or a Member from the Association if, in the opinion of the Committee, the Committee member, Representative or Member is guilty of conduct detrimental to the interests of the Association.
- 14.2 The expulsion of a Committee member, Representative or Member under sub-rule 14.1 does not take effect until whichever of the following is the later date:
  - 14.2.1 the expiration of fourteen (14) days after the service on the Committee member, Representative or a Member of a notice under rule 13;
  - 14.2.2 if the Committee member, Representative or a Member exercises its right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 14.3 If the Committee expels a Committee member, Representative or a Member from the Association, the Secretary of the Association, without undue delay, is to serve a written notice on the Committee member, Representative or Member:
  - 14.3.1 stating that the Committee has expelled the Committee member, Representative or Member; and
  - 14.3.2 specifying the grounds for the expulsion; and
  - 14.3.3 thereby informing the Committee member, Representative or Member of a right to appeal against the expulsion under rule 15.
  - 14.3.4 If the Secretary is being expelled, then the President of the Association shall fulfil the duties of serving notice as prescribed in rule 13.

## **15 APPEAL AGAINST EXPULSION**

- 15.1 A Committee member, Representative or Member may appeal against an expulsion under rule 14 by delivering or sending by post or electronic mail to the Secretary of the Association, within fourteen (14) days after the service of a notice under sub-rule 14.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 15.2 On receipt of a request to convene a special general meeting as referred to in rule 15:
- 15.2.1 the Secretary is to immediately notify the Committee of its receipt; and
  - 15.2.2 the Committee is to cause a special general meeting of Members to be held within twenty-one (21) days after the date on which the request is received.
  - 15.2.3 If the Secretary has been served with a notice of expulsion and their appeal against expulsion has been received by the Association within fourteen (14) days of service of the notice, then the President of the Association shall fulfil the duties of notifying the Committee as set out in sub-rule 15.2.1.
- 15.3 At a special general meeting convened for the purpose of this sub-rule -
- 15.3.1 no business other than the question of the expulsion is to be transacted; and
  - 15.3.2 the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion; and
  - 15.3.3 the expelled Committee member, Representative or Member is to be given an opportunity to be heard; and
  - 15.3.4 Members (by their representatives present) are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 15.4 If at the special general meeting a majority of the Members present vote in favour of the lifting of the expulsion:
- 15.4.1 the expulsion is to be taken to have been lifted; and
  - 15.4.2 the expelled Committee member, Representative or Member is entitled to continue as a member of the respective Committee, or as a member of the Association.
- 15.5 If at the special general meeting a majority of the Members present vote in favour of the confirmation of the expulsion:
- 15.5.1 the expulsion takes effect; and
  - 15.5.2 the expelled Committee member, Representative or Member ceases to be a member of the respective committee, or a member of the Association.

## **16 DISPUTES**

- 16.1 A dispute between a Committee member or Representative or a Member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- 16.2 This rule does not affect the operation of or apply to the matters referred to in sub-rule 5.3 or rule 15.

## **17 SEAL OF ASSOCIATION**

- 17.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- 17.2 The seal of the Association is not to be affixed to any instrument except by the authority of the Committee.
- 17.3 The affixing of the seal is to be attested by the signatures of:
- 17.3.1 two (2) members of the Committee; or
  - 17.3.2 one (1) member of the Committee and the public officer of the Association or any other person the Committee may appoint for that purpose.
- 17.4 Attestation under sub-rule 17.3 is sufficient for all purposes that the seal was affixed by authority of the Committee.
- 17.5 The seal is to remain in the custody of the public officer.

## **18 WINDING UP THE ASSOCIATION**

- 18.1 If the Association is wound up, every Committee member of the Association and every Member Shed who, within the period of twelve (12) months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves.
- 18.2 Any liability under sub-rule 18.1 is not to exceed twenty five dollars (\$25.00).
- 18.3 A former member is not liable to contribute under sub-rule 18.1 in respect of any debt or liability of the Association contracted after he, she or Shed ceased to be a member.

## **19 ALTERATION OF THE OBJECTS AND RULES OF THE ASSOCIATION**

The alteration of the Objects or Rules of the Association may only be done through special resolution at a general meeting of the membership of the Association.