



Flinders Island Business Incorporated

Reg No: IA10173

Revised and Approved Annual General Meeting – 24 September 2025

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1. Name of association

The name of the association is as follows:

Flinders Island Business Incorporated, hereinafter referred to as “the Association”.

2. Interpretation

In these rules, unless the context otherwise requires:

Clause, word	Means
Accounting records	Has the same meaning as in the Act;
ACT	Associations Incorporation Act 1964 ;
To Adjourn Meeting	To adjourn to another time or place means to suspend proceedings until a later stated time or place.
Annual General Meeting	Means an annual general meeting of the Association;
Arbitration	the settling of disputes (especially labour disputes) between two parties by an impartial third party, whose decision the contending parties agree to accept. Arbitration is often used to resolve conflict diplomatically to prevent a more serious confrontation.
Association	has the same meaning as in the Act
Auditor	The person appointed as the auditor of the Association
Bank	Authorised Deposit-Taking Institution (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	objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;
Board	Has the same meaning as the Board of Management
Court	The Tasmanian Supreme Court;
Sub-Committee	Refers to sub-committee of the Board or by other names such as Working Party, Focus Group or as the Board may from time to time determine
Financial Year	has the same meaning as in the Act;
Meetings	a) an annual general meeting; or
	b) a special general meeting; or
	c) General Meetings; or
	d) Board Meetings

**Flinders Island Business Incorporated
Constitution**

<i>Officer of the Association</i>	A person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association;
<i>Ordinary Business of an Annual General Meeting</i>	Means the business of the AGM
<i>Public Officer</i>	Means the person who is, under section 14 of the Act, the public officer of the Association;
<i>Requisition</i>	The act of formally requiring or calling upon someone to perform an action
<i>Special Board Meeting</i>	The Board Meeting that is convened by the Chair or any 4 of members of the Board
<i>Special General Meeting</i>	Special general meeting of the Association;
<i>Special Resolution</i>	Has the same meaning as in the Act.
<i>Surplus Assets</i>	The assets of an incorporated association remaining on the winding up of the association after payment of the debts and liabilities of the association and the costs, charges, and expenses of the winding up.

3. Association's office

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

Flinders Council Chambers, 4 Davies Street Whitemark Tasmania 7255 or such other place as the Board may from time to time determine.

4. Values of the Association

The following values (identified by Members) will direct the operations of the Association:

- 4.1. Mutual respect
- 4.2. Appreciation
- 4.3. Accountability
- 4.4. Honesty
- 4.5. Transparency
- 4.6. Equity and inclusion
- 4.7. Caring

5. Objectives and Purposes

The purpose of FIBI is to develop and market businesses of the Furneaux Islands while supporting the environment and the community through activities including:

- 5.1. Creating a highly desirable destination that protects its environment
- 5.2. Effective marketing of the Furneaux Islands' products and services
- 5.3. Facilitating improved access to the Islands for both freight and people
- 5.4. Enhancing customer satisfaction for all visitors to the Furneaux Group
- 5.5. Continuous development of industry knowledge and skills
- 5.6. Working with other business groups and Government agencies
- 5.7. Facilitating working relationships between members of all sectors for the benefit of the Island economy.

6. Powers of the Association

The powers of the Association include the following:

- 6.1. 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.
- 6.2. The purchase, sale or supply of, or other dealing in goods and services.
- 6.3. The construction, maintenance or alteration of any building or works necessary or convenient for any of the objectives or purposes of the Association.
- 6.4. The acceptance of a gift for any of the objectives or purposes of the Association.
- 6.5. The taking of any step that the Board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association.
- 6.6. The printing or publication of any newspaper, periodical, book, leaflet or other document that the Board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objectives or purposes of the Association.
- 6.7. The borrowing and raising of money in any manner, and on terms:
 - 6.7.1. the Board thinks fit;
 - 6.7.2. approved or directed by a resolution passed at a general meeting.
- 6.8. 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 objectives or purposes of the Association.
- 6.9. 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.
- 6.10. 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.
- 6.11. The establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objectives of the Association.
- 6.12. 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.
- 6.13. The doing of any lawful thing incidental or conducive to the attainment of the objectives or purposes of the Association.

- 6.14. Delegations are a key element in effective governance and management of the association and provide formal authority to particular staff, Board members, sub-committees and volunteers to commit the organisation and/or incur liabilities for the organisation through specific resolution of the Board with or without conditions in accordance with the following objectives:
- 6.14.1. to ensure the efficiency and effectiveness of the organisation's administrative processes;
 - 6.14.2. to ensure that the appropriate officers have been provided with the level of authority necessary to discharge their responsibilities; and
 - 6.14.3. to ensure that delegated authority is exercised by the most appropriate and best-informed individuals within the organisation; and to ensure internal controls are effective.

7. Membership

7.1. Minimum Members

The Association must have at least 5 members.

7.2. Who is eligible to be a Member?

Any person, business, Government body or organisation that supports the values, objectives, purposes and rules of the Association is eligible for membership.

7.3. Classes of Membership

- 7.3.1. Full Membership
- 7.3.2. Associate membership
- 7.3.3. Not for Profit membership

7.4. Full Membership

- 7.4.1. A Full member shall have only one vote, but may have more than one representative.

7.5. Associate membership

- 7.5.1. An Associate member will have access to all materials but no voting rights.

7.6. Not for profit membership

- 7.6.1. A not-for-profit organisation shall have one vote, but may have more than one representative.

7.7. Admission to Membership

- 7.7.1. An eligible member (nominee) must complete and give a prescribed application form either in writing to a member of the Board or Representative with payment of the annual subscription.
- 7.7.2. The application must include the member's postal or residential address or address of business or employment, and an email address that the member has nominated as the email address to which notices from the Association may be sent.
- 7.7.3. All applications must be considered by the Board as soon as practicable after receipt of the nomination.
- 7.7.4. Upon an application being approved by the Board:
 - 7.7.4.1. notify the applicant that he or she has been approved for membership of the Association,
 - 7.7.4.2. following receipt of membership payment enter the applicant's name in a register of members to be kept by the Treasurer or Membership Representative.

8. Resigning as a member or ceasing membership

- 8.1. The membership of a member ceases on resignation, expulsion or death.
- 8.2. A member may resign by serving to the Association a written notice of his/her resignation.
- 8.3. A member is taken to have resigned if the member's annual subscription is more than 3 months in arrears and the Treasurer has made an enquiry to the member to confirm that he or she wishes to remain a member or resign.
- 8.4. On receipt of a notice from a member of the Association, the member's name is to be removed from the register of members with the date on which the membership ceased.
- 8.5. Any ex member will be removed from all member mailing lists.

9. Liability of members

- 9.1. Any right, privilege or obligation of a person as a member of the Association:
 - 9.1.1. is not capable of being transferred to another person; and
 - 9.1.2. terminates when the person ceases to be a member of the Association.
- 9.2. 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:
 - 9.2.1. to the assets of the Association for payment of the liabilities of the Association; and
 - 9.2.2. for the costs, charges and expenses of the winding-up; and
 - 9.2.3. for the adjustment of the rights of the contributors among themselves.
- 9.3. Any liability is not to exceed \$10.00 per member.
- 9.4. A former member of the Association is not liable to contribute in respect of any liability of the Association incurred after he or she ceased to be a member.

10. Income and Property of Association

- 10.1. The income and property of the Association are to be applied solely towards the promotion of the objects and purposes of the Association.
- 10.2. 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.
- 10.3. The Association may pay a person or member of the Association:
 - 10.3.1. 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
 - 10.3.2. 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
 - 10.3.3. interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
 - 10.3.4. a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
- 10.4. The Association may, 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.
- 10.5. The Association is not to pay a person any amount unless the Association or Board has first approved that payment.

11. Accounts of receipts and expenditure

- 11.1. True accounts are to be kept of the following:
 - 11.1.1. each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - 11.1.2. each asset or liability of the Association.
- 11.2. 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.
- 11.3. The Treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Board determines.
- 11.4. The accounts, books and records are to be kept at the Association's office or at any other place the Board determines.

12. Banking and Finance

- 12.1. The Board is to open at least one account in the name of the Association with a bank.
- 12.2. The Board must approve the opening of any account in the name of the Association.
- 12.3. The Board must appoint at least 2 signatories to any account.
- 12.4. The Association accounts can receive deposits in cash or deposits by electronic transfer.
- 12.5. The Board must authorise the payment of any amount or automatic debit from the Association's accounts.
- 12.6. On request, the Treasurer will issue receipts on monies received.

13. Auditor

- 13.1. 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.
- 13.2. If an auditor is not appointed at an annual general meeting, the Board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 13.3. The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- 13.4. The first auditor:
 - 13.4.1. may be appointed by the Board before the first annual general meeting; and
 - 13.4.2. if so appointed, holds office until the end of the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- 13.5. If the first auditor is appointed by the Board and subsequently removed at a general meeting the members of the Association, at that general meeting, may appoint an auditor to hold office until the end of the first annual general meeting.
- 13.6. The auditor may only be removed from office by special resolution.
- 13.7. 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.

14. Audit of accounts

- 14.1. The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- 14.2. The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to:
 - 14.2.1. certify as to the correctness of the accounts of the Association; and;
 - 14.2.2. at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.
- 14.3. In the report and in certifying to the accounts, the auditor is to:
 - 14.3.1. specify the information, if any, that he or she has required and obtained;
 - 14.3.2. state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal;
 - 14.3.3. state whether the rules relating to the administration of the funds of the Association have been observed.
- 14.4. The Treasurer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- 14.5. The auditor may:
 - 14.5.1. have access to the accounting records, books and accounts of the Association; and
 - 14.5.2. 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 his or her duties; and
 - 14.5.3. employ any person to assist in auditing the financial affairs of the Association; and
 - 14.5.4. 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.

15. Annual General Meeting

- 15.1. The Association is to hold an annual general meeting each year.
- 15.2. The Annual General Meeting shall be held no later than three months after the close of the financial year of the Association as the Board may determine.
- 15.3. An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- 15.4. The notice convening an annual general meeting is to specify the purpose of the meeting.
- 15.5. The ordinary business of an annual general meeting is to be as follows:
 - 15.5.1. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - 15.5.2. 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;
 - 15.5.3. to elect the officers of the Association and;
 - 15.5.4. to appoint the auditor;
- 15.6. An annual general meeting may transact business of which notice is given.
- 15.7. Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the Secretary or, in the absence from the meeting of the Secretary, by an officer of the Association who is nominated by the chairperson of the meeting.

16. Special General Meetings

- 16.1. The Board may convene a special general meeting of the Association at any time.
- 16.2. The Board on the requisition in writing from at least 10 members (requisitioners) of the Association, is to convene a special general meeting of the Association.
- 16.3. A requisition for a special general meeting –
 - 16.3.1. is to state the objects of the meeting; and
 - 16.3.2. is to be signed by each of the requisitioners; and
 - 16.3.3. is to be addressed to the office of the Association; and
 - 16.3.4. may consist of several documents, each signed by one or more of the requisitioners.
- 16.4. If the Board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitioners may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.
- 16.5. A special general meeting convened by the requisitioners is to be convened in the same manner, as it would be convened by the Board.
- 16.6. All reasonable expenses incurred by requisitioners in convening a special general meeting are to be refunded by the Association.

17. Notices of general meetings

- 17.1. At least 14 days before the day on which a general meeting of the Association is to be held, the nominated officer is to publish a notice specifying:
 - 17.1.1. the place, day and time at which the meeting is to be held; and
 - 17.1.2. the nature of the business that is to be transacted at the meeting.
- 17.2. A notice is published, if the notice:
 - 17.2.1. is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
 - 17.2.2. appears on a website, or at an electronic address, of the Association; or
 - 17.2.3. is sent to each member of the Association at –
 - 17.2.3.1. the member's postal or residential address or address of business or employment; or
 - 17.2.3.2. an email address that the member has nominated as the email address to which notices from the Association may be sent; or
 - 17.2.4. is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

18. Business and quorum at general meetings

- 18.1. All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 18.2. Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- 18.3. A quorum for the transaction of the business of a general meeting is 5 members of the Association entitled to vote.
- 18.4. If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
 - 18.4.1. if convened on the requisition of members of the Association, is dissolved; or
 - 18.4.2. if convened by the board, is to be adjourned to a time, date, and place agreed to by those present.

19. Chairperson at general meetings

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

- 19.1. the Chair; or
- 19.2. in the absence of the Chair, the Deputy Chair, or
- 19.3. in the absence of the Chair and 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.

20. Adjournment of general meetings

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.

- 20.1. 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.
- 20.2. 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.

21. Determination of questions arising at general meetings

- 21.1. A question arising at a general meeting of the Association is to be determined on a show of hands.
- 21.2. A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact, unless a poll is demanded on or before that declaration.

22. Votes

- 22.1. On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- 22.2. A member may provide a proxy to act or vote on their behalf at any meeting, by filling out and signing a proxy form provided by the Association.
- 22.3. All votes are to be given personally or by a member attending electronically.
- 22.4. In the case of an equality of votes, the motion is declared lost and listed for future discussion.

23. Taking of poll

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

- 23.1. the poll is to be taken at that meeting in the manner that the chairperson determines; and
- 23.2. the result of the poll is taken to be the resolution of the meeting on that question.

24. When poll to be taken

- 24.1. A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 24.2. A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

25. The Board of Management (Board)

- 25.1. The affairs of the Association are to be managed by a Board of Management (Board).
- 25.2. The Board:
 - 25.2.1. is to control and manage the business and affairs of the Association; and
 - 25.2.2. 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
 - 25.2.3. 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.
- 25.3. The officers of the Board are as follows:
 - 25.3.1. the Chair;
 - 25.3.2. Deputy Chair;
 - 25.3.3. the Treasurer;
 - 25.3.4. the Secretary,
 - 25.3.5. the Public Officer (non-voting)
 - 25.3.6. five other officers
- 25.4. The aim is that the Officers across the board represent the key industry sectors.
- 25.5. Each officer of the Association is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- 25.6. If a casual vacancy in an office 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.
- 25.7. If an office is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- 25.8. The Public Officer can concurrently hold any other office except the office of auditor.
- 25.9. During the period between meetings of the Board, the Board may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- 25.10. The Board is to report on any instructions to the next meeting of the committee.

26. Election of Board Members

- 26.1. A nomination of a candidate for election as an officer of the Association is to be:
 - 26.1.1. made in writing, supported by 2 members of the Association and accompanied by the consent of the candidate (which may be endorsed on the nomination); and
 - 26.1.2. state the eligibility of the person to serve on the Board;

- 26.1.3. delivered to the public officer at least 7 days before the day on which the annual general meeting is to be held.
- 26.2. If insufficient nominations are received to fill all vacancies on the Board
 - 26.2.1. the candidates nominated are taken to be elected; and
 - 26.2.2. further nominations are to be received at the annual general meeting.
- 26.3. 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.
- 26.4. If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- 26.5. 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.
- 26.6. The ballot for the election of officers of the Association and ordinary board members is to be conducted at the annual general meeting in the manner determined by the Board.

27. Vacation of Office

For these rules, the office of an officer of the Association, or of an ordinary member, becomes casually vacant if the officer or Board member:

- 27.1. dies; or
- 27.2. becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- 27.3. becomes a represented person within the meaning of the [Guardianship and Administration Act 1995](#) ; or
- 27.4. resigns office in writing addressed to the Board; or
- 27.5. ceases to be ordinarily resident in Tasmania; or
- 27.6. is absent from 3 consecutive meetings of the Board without the permission of the other members of the Board or
- 27.7. ceases to be a member of the Association; or
- 27.8. 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.

28. Meetings of the Board

- 28.1. The Board is to meet at least once in each month at any place and time the Board determines.
- 28.2. A meeting of the Board may be convened by the Chair or any 4 of members of the Board.
- 28.3. For each Board meeting, a written notice of the agenda and any reports are to be served (eg emailed) to each member of the Board at least a day before the meeting is to be held.
- 28.4. A meeting can be held by electronic means eg Zoom
- 28.5. Minutes of the meeting must be recorded in writing or by electronic means.
- 28.6. A quorum for the transaction of the business of a meeting of the board is 5 members of the Board.
- 28.7. Business is only to be transacted at a meeting of the board when a quorum is present.
- 28.8. If a quorum is not present within half an hour after the time appointed for the commencement of:
 - 28.8.1. a meeting of the board (other than a special Board meeting), the meeting is

to be adjourned to a time and place as agreed by those members present, or

28.8.2. a special Board meeting, the meeting is dissolved.

28.9. At each meeting of the Board, the chairperson is to be:

28.9.1. the Chair; or

28.9.2. in the absence of the Chair, the Deputy Chair; or

28.9.3. in the absence of the Chair and Deputy Chair, a member of the board elected to preside as chairperson by the members of the Board present at the meeting.

28.10. Any question arising at a meeting of the Board is to be determined:

28.10.1. on a show of hands; or

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

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

28.12. In the case of an equality of votes, the motion is lost.

29. Disclosure of Interests

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

29.2. If at a meeting of the Board or committee a member of the Board or committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

30. Committees

30.1. The Board may—

30.1.1. appoint a committee; and

30.1.2. prescribe the powers and functions of that committee.

30.2. The committee may co-opt any person as a member, whether or not the person is a member of the Association.

30.3. A quorum for the transaction of the business of a meeting of the committee is 4 appointed members.

30.3.1. Any question arising at a meeting of a committee is to be determined —on a show of hands; or

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

30.4. On any question arising at a meeting of a committee;

30.4.1. A member of the committee including the chairperson has one vote only,

30.4.2. In the case of an inequality of votes, the motion is lost.

30.5. Written notice of each committee meeting is to be served on each member of the committee by:

30.5.1. giving it to the member during business hours before the day on which the meeting is to be held; or

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

30.5.3. sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time

for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or

- 30.5.4. 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.
- 30.5.5. Utilising social media

31. Annual Subscription Fee and Joining Fee

- 31.1. Before the end of the financial year, the Board must determine whether there should be any changes to the annual subscription fee which includes
 - 31.1.1. the process for setting the amount of the annual subscription (if any) for the following financial year; and
 - 31.1.2. the date for payment of the annual subscription.
- 31.2. The Board may determine different annual subscription payments for different classes of membership or by the services provided by the Association.
- 31.3. The Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Board.
- 31.4. If the member's annual subscription is more than 3 months in arrears, the Treasurer is required to contact the member to confirm their status as member. If the member has not, confirmed that he or she wishes to remain a member they will be removed from the membership list.
- 31.5. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

32. Service of Notices and Requisitions

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

- 32.1. giving it to the person; or
- 32.2. 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
- 32.3. emailing it to the person's email address.

33. Expulsion of Members

- 33.1. 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.
- 33.2. The expulsion of a member does not take effect until whichever of the following occurs later:
 - 33.2.1. the fourteenth day after the day on which a notice is served on the member;
 - 33.2.2. if the member exercises his or her right of appeal under this rule, the conclusion of the special board meeting convened to hear the appeal.
- 33.3. 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 –
 - 33.3.1. stating that the board has expelled the member; and
 - 33.3.2. specifying the grounds for the expulsion; and
 - 33.3.3. informing the member of the right to appeal against the expulsion.

34. Appeal Against Expulsion

- 34.1. A member may appeal against an expulsion by serving on the public officer, within 14 days after the service of a notice, a requisition in writing demanding the convening of a special general meeting for hearing the appeal.
- 34.2. On receipt of a requisition, the public officer is to immediately notify the board of the receipt.
- 34.3. the Board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 34.4. At a special general meeting convened for the purpose of hearing an appeal under this rule:
 - 34.4.1. no business other than the question of the expulsion is to be transacted; and
 - 34.4.2. the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
 - 34.4.3. the expelled member must be given an opportunity to be heard; and
 - 34.4.4. 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.
 - 34.4.5. If at the special general meeting of the Board a majority of the members present vote in favour of the lifting of the expulsion –the expulsion is lifted; and
 - 34.4.6. the expelled member is entitled to continue as a member of the Association.
- 34.5. If at the special general meeting of the Board a majority of the members present vote in favour of the confirmation of the expulsion:
 - 34.5.1. the expulsion takes effect; and
 - 34.5.2. the expelled member ceases to be a member of the Association.

35. Disputes

- 35.1. 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](#).

36. Executive committee

- 36.1. The Chair, the Deputy Chair, the Treasurer and the Secretary constitute the Executive Committee.
- 36.2. During the period between meetings of the **Board**, the Executive Committee may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- 36.3. The Executive Committee is to report on any instructions issued under subrule (2) to the next meeting of the Board.

37. Common seal and Signing on Behalf of Association

- 37.1. Any Common Seal, if required by required by a Grantor, shall be held by either the Secretary or the Treasurer.
- 37.2. Any document that needs to be signed on behalf of the Association requires the authority of the Board; and has the signatures of two Board members; and must be tabled at the next meeting of the Board.

38. Winding up and cancellation

- 38.1. The Association may be wound up voluntarily by special resolution passed by a majority of at least two-thirds of its members.
- 38.2. In the event of the winding up or the cancellation of the incorporation of the Association,

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the surplus assets of the Association must not be distributed to any members or former members of the Association.

- 38.3. Subject to the Act or any court order made under section 32 of the Act, the surplus assets shall be transferred to one or more not-for-profit associations on Flinders Island with similar Objectives and Purposes as per Clause 5 of the Rules.
- 38.4. The body or bodies to which the surplus assets are to be given must be decided by a special resolution passed by a majority of at least two-thirds of its members.
- 38.5. The Court shall make an order for the distribution of those assets in accordance with the resolutions above unless it considers
 - 38.5.1. that a distribution of the surplus assets of an incorporated association under the resolutions would not be just; or
 - 38.5.2. (b) such resolutions have not been passed.

39. Alteration of Rules

- 39.1 These Rules may only be altered by special resolution of a general meeting of the Association.