

ASSOCIATIONS INCORPORATION (MODEL RULES) REGULATIONS 2007

SCHEDULE 1 - Model rules for an association

Regulation 3

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1. Name of association

The name of the association is as follows:

THE OLD NICK COMPANY INCORPORATED

2. Interpretation [\(page top\)](#)

In these rules, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

Act means the [Associations Incorporation Act 1964](#);

annual means calendar year, 1 January to 31 December inclusive;

annual general meeting means an annual general meeting of the Association held under [rule 11](#);

Association means the Association referred to in [rule 1](#);

association has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Association under [rule 9](#);

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;

authorised signatories means president, treasurer and public officer;

committee comprises of the executive committee and the general committee and means the committee of management referred to in [rule 21](#);

financial year has the same meaning as in the Act;

general meeting means –

(a) an annual general meeting; or

(b) a special general meeting;

officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under [rule 22\(1\)](#);

officers of the Association are made up of the executive committee and the general committee;

ordinary business of an annual general meeting means the business specified in [rule 11\(5\)](#);

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

ordinary committee members make up the general committee;

public officer means the person appointed by the committee under Rule 22(8) as required by the Act.

special committee meeting means a meeting of the committee that is convened under [rule](#)

[26\(2\)](#) by the president or any 4 of the members of the committee;

special general meeting means a meeting of the Association, other than an annual general meeting, convened under [rule 12](#);

special resolution has the same meaning as in the Act.

3. Association's office ([page top](#))

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

50A LETITIA STREET, NORTH HOBART

4. Objects and purposes of Association ([page top](#))

The objects and purposes of the Association consist of the following:

- (1) The basic objects (primary objectives) of the Old Nick Company is to provide quality live theatre in Tasmania, and provide the opportunity for artistic expression and development.
- (2) In pursuance of subrule (1), the Association will aim,
 - (a) to produce plays of merit and educational value either publicly or privately,
 - (b) to perform plays and revues in country districts where possible,
 - (c) to produce annually a University Revue,
 - (d) to cast, as far as possible, young and new players and to train them in the dramatic arts, to take part in all aspects of theatrical art, e.g. acting, make-up, set design, lighting, stage management, production and front of house management,
- (3) Having been set up in 1948 by the Students' Representative Council at the University of Tasmania in Hobart, the Association will encourage students in theatrical activity by recruiting them for its own productions and by supporting a drama society on the Hobart campus.
- (4) And the following objects and purposes:
 - (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 committee or the members of the Association at a general meeting determine expedient for procuring contributions to the funds of the Association;

(f) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee or the members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association;

(g) the borrowing and raising of money in any manner and on terms –
 (i) the committee 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 committee 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 servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;

(k) 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;

(l) 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;

(m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

5. Membership of Association [\(page top\)](#)

(1) A person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in [rule 31](#).

(2) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless –

- (a)** the person participates in a production or other similar activity of the Association; or
- (b)** the person who provides significant gratuitous service for the Association; or
- (c)** the person pays the annual subscription as set out in [rule 31](#); and
- (d)** the person is nominated for membership in accordance with subrule (3); and
- (e)** the person is approved for membership by the committee.

(3) A nomination of a person for membership is to be –

- (a)** made in writing and signed by 2 members of the Association; and

(b) accompanied by the written consent of the person nominated; and

(c) lodged with the public officer of the Association.

(4) The consent referred to in subrule (3)(b) may be endorsed on the nomination.

(5) As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee.

(6) If a nomination is approved by the committee, 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 a register of members; or

(c) if nominee is admitted under subrule (2)(a) or (b) the annual subscription is waived until the end of the following calendar year after commencement of said production/activity; or

(d) if nominee is admitted under subrule (2)(a) or (b) after the annual subscription waived time has ended, the nominee may continue membership by making payable to the Association the annual subscription as set out in [rule 31](#).

(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) A person –

(a) becomes a member of the Association when his or her name is entered in the register of members; and

(b) is responsible for keeping the public officer updated with their contact details for communication purposes.

(c) ceases to be a member of the Association when his or her name is removed from the register of members.

(10) 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 on the cessation of the membership.

(11) If the Association is wound up, each 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.

(12) Any liability under subrule (11) is not to exceed fifty dollars.

(13) Despite subrule (11), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.

(14) Life Membership [\(page top\)](#)

(a) a member may, from time to time, nominate in writing a member or ex-member for life membership of the Association. Such nominations must be endorsed by the committee (for presentation at the next Annual General Meeting of members) with the nomination being listed as an agenda item for the next scheduled meeting of the committee. A maximum of two nominations for life membership are to be presented at the Annual General Meeting of members in any calendar year.

(b) a person nominated for life membership must have rendered outstanding services to the Association.

(c) the public officer shall forthwith seek the nominee's acceptance.

(d) If the nominee accepts, the nomination is on the agenda for the next annual general meeting.

(e) the nomination is approved if two thirds of the members present at the annual general meeting so vote.

(f) A life member shall have all the privileges appertaining to an ordinary member without membership payment or further participation in any production or activity of the Association.

(g) A life member shall remain a member unless dismissed from membership under rule (33), expulsion of members.

(15) The register of members -

(a) The public officer of the Association shall cause a register to be kept of the names and contact details of all members and life members and of the date of commencement to membership or life membership, and the dates of their retirement or dismissal from membership under these Articles.

(b) The public officer shall record in the Register against the names of all members the details of the name and date of every production of the Association or theatrical activity in which each such member was engaged in a substantial way.

(c) The Register shall be available for inspection by any member during all meetings of the Committee and of the Association and shall be kept at all other times at the office for inspection by any member.

(d) The public officer shall be charged with the duty of maintaining archives of all details of the membership of the Association and its past members.

6. Income and property of Association ([page top](#))

(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) The Association exists as a 'not for profit' organisation with all the responsibilities and benefits that entails.

(3) 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.

(4) The Association may –

(a) pay a servant 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 servant or member; or

(ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or

(iii) interest at a rate not exceeding 7.25% on money lent to the Association by the servant or member; or

(iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and

(b) pay a member of the committee remuneration in return for carrying out the functions of a member of the committee; 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.

(5) Despite subrule (3)(a), (b) and (c), the Association is not to pay a person any amount under that subrule unless the Association or committee has first approved that payment.

(6) 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 committee has first approved –

(a) that appointment or nomination; and

(b) the receipt of that remuneration by that member.

7. Accounts of receipts and expenditure ([page top](#))

(1) True accounts are to be kept of the following:

(a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;

(b) each asset or liability of the Association.

(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 committee.

(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 committee determines.

(4) The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.

8. Banking and finance [\(page top\)](#)

(1) On behalf of the Association, the treasurer of the Association is to –

(a) receive any money paid to the Association; and

(b) immediately after receiving the money, issue an official receipt in respect of the money; and

(c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.

(2) The committee is to open with an authorised deposit-taking institution an account in the name of the Association.

(3) The committee may –

(a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and

(b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

(4) Except with the authority of the committee, a payment of an amount exceeding \$100 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account or through a bank transfer by two of the authorised signatories.

(5) The committee may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.

(6) A cheque or bank transfer is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the committee.

(7) A cheque, bank transfer, draft, bill of exchange, promissory note or another negotiable instrument is to be –

(a) signed by the treasurer or, in the treasurer's absence, by any other member, or members, of the committee the committee nominates for that purpose; and

(b) countersigned by the public officer of the Association.

9. Auditor [\(page top\)](#)

(1) At each annual general meeting, the members of the Association present at the meeting are to appoint a registered company auditor as the auditor of the Association.

(2) If an auditor is not appointed at an annual general meeting under subrule (1), the committee 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 first auditor –

(a) may be appointed by the committee before the first annual general meeting; and

(b) if so appointed, holds office until the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.

(5) If the first auditor is appointed by the committee under subrule (4)(a) and subsequently removed at a general meeting under subrule (4)(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the first annual general meeting.

(6) Except as provided in subrule (4)(b), the auditor may only be removed from office by special resolution.

(7) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the next annual general meeting.

10. Audit of accounts [\(page top\)](#)

(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 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 he or she has required under rule 11, subrule (5)(b) and obtained; and

- (b) 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; and
- (c) state whether the rules relating to the administration of the funds of the Association have been observed.

(4) The public officer of the Association is to deliver 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 servant of the Association any information the auditor considers necessary for the performance of his or her duties; and
- (c) employ any person to assist in auditing the financial affairs of the Association; and
- (d) examine any member of the committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

11. Annual general meeting [\(page top\)](#)

(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 four months after the end of the financial year of the Association) the committee 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) The notice convening an annual general meeting is to include an agenda, the minutes of the previous annual general meeting and any relevant documents.

(5) The ordinary business of an annual general meeting is to be as follows:

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
- (c) to elect the ~~officers of the Association and the ordinary committee members~~;
- (d) to appoint the auditor ~~and determine his or her remuneration~~;
- ~~(e) to determine the remuneration of servants of the Association.~~

(6) An annual general meeting may transact special business of which notice is given in accordance with [rule 13](#).

12. Special general meetings [\(page top\)](#)

- (1) The committee may convene a special general meeting of the Association at any time.
- (2) The committee, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting –
 - (a) is to state the objects of the meeting; and
 - (b) is to be signed by each of the requisitionists; 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 requisitionists.
- (4) If the committee 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 requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists 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 committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13. Notices of general meetings [\(page top\)](#)

At least 14 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to publish a notice on the Association's official website; and by email to the membership; and on the Association's social media accounts specifying –

- (a) the place, day and time at which the meeting is to be held; and
- (b) the nature of the business that is to be transacted at the meeting.

14. Business and quorum at general meetings [\(page top\)](#)

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (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 the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is 15 members of the Association entitled to vote.
- (4) If a quorum is not present within one hour after the time appointed for the commencement

of a general meeting, the meeting –

(a) if convened on the requisition of members of the Association, is dissolved; or

(b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and –

(i) at the same place; or

(ii) at any other place specified by the chairperson –

(A) at the time of the adjournment; or

(B) by notice in a manner determined by the chairperson.

(5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

15. Chairperson at general meetings [\(page top\)](#)

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

(a) the president; or

(b) in the absence of the president, the senior vice-president; or

(c) in the absence of the president and the senior vice-president, the other vice-president:
or

(d) in the absence of the president and both vice-presidents, 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.

16. Adjournment of general meetings [\(page top\)](#)

(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.

17. Determination of questions arising at general meetings [\(page top\)](#)

(1) A question arising at a general meeting of the Association is to be determined on a show of

hands.

(2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or 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.

18. Votes [\(page top\)](#)

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

(2) Every member whose name stands on the membership register as a current member of the Association at time of meeting shall be entitled to attend and vote.

(3) All votes are to be given personally.

(4) Despite subrule (1), in the case of an equality of votes, the chairperson has a second or casting vote.

19. Taking of poll [\(page top\)](#)

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

(a) the poll is to be taken at that meeting in the manner the chairperson determines; and

(b) the result of the poll is taken to be the resolution of the meeting on that question.

(c) a returning officer can be delegated by the chairperson from the members in attendance, to run the taking of poll.

(i) the returning officer shall, if eligible to vote, cast his vote forthwith upon the commencement of the ballot and not thereafter.

20. When poll to be taken [\(page top\)](#)

(1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

(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.

21. Affairs of Association to be managed by a committee [\(page top\)](#)

(1) The affairs of the Association are to be managed by a committee of management constituted as provided in [rule 23](#).

(2) The committee –

- (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 committee to be essential for the proper management of the business and affairs of the Association.

22. Officers of the Association [\(page top\)](#)

(1) The executive officers of the Association are as follows:

- (a)** one president;
- (b)** two vice-presidents;
- (c)** one treasurer;
- (d)** one secretary.

(2) One of the vice-presidents is to be known as the senior vice-president.

(3) The general committee reports to the executive officers of the Association

(4) The general committee of the Association is as follows:

- (a)** productions chair-person
- (b)** wardrobe manager
- (c)** facilities manager
- (d)** asset manager
- (e)** marketing manager
- (f)** social media officer
- (g)** Association historian
- (h)** social coordinator

(5) If only one nomination is received for a position, the nominee is declared elected.

(6) If more than one nomination is received, a ballot is to be held.

(7) If the public officer receives no nominations for a position, nominations are to be received at the meeting and subrule (5) and (6) will apply.

(8) the ballots are to be conducted as determined by the committee.

(9) Subject to Rule 23(5) each committee member is to hold office until the annual general meeting in the second year after that at which he or she is elected and is eligible for re-election.

(10) If a position remains unfilled, the committee will appoint someone to fill it.

(11) elected officers are considered members of the association for the duration of their term and for the year following cessation of the occupancy of the position.

(12) The committee may appoint a public officer at any time in place of the incumbent, usually when there is a new senior vice-president, and the appointee must notify the Commissioner for Corporate Affairs within 14 days.

23. Constitution of the committee [\(page top\)](#)

(1) The committee consists of the officers listed in Rule 22(1) and (4)

(2) The Committee shall be elected in alternate years for their term as follows:

(a) president, secretary, vice-president, productions chairperson, wardrobe manager, facilities manager and asset manager. (Even Calendar years)

(b) senior vice-president, treasurer, marketing manager, social media officer, association historian and social coordinator. (Odd Calendar years)

(3) An ordinary committee member is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.

(4) At the first execution of these Articles of Association the committee members elected under subrule (2)(a) will serve for two years; and subrule (2)(b) for one year.

24. Election of members of committee [\(page top\)](#)

(1) A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be –

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and

(b) delivered to the public officer of the Association at least 10 days before the day on which the annual general meeting is to be held.

(2) If only one nomination is received for a position, the nominee is declared elected.

(3) if more than one nomination is received, a ballot is to be held.

(4) If the public officer receives no nominations for a position, nominations are to be received at the meeting and subrules (2) and (3) will apply.

(5) the ballots to be conducted as determined by the committee.

(6) If a position remains unfilled, the committee will appoint someone to fill it.

(7) elected officers are considered members of the association for the duration of their term and for the year following cessation of the occupancy of the position.

25. Vacation of office [\(page top\)](#)

For the purpose of these rules, the office of a committee member, becomes casually vacant if the officer or committee 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 his or her creditors or makes an assignment of his or her 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 committee; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or committee member has ceased to be a financial member of the Association.

26. Meetings of the committee [\(page top\)](#)

(1) The committee is to meet at least once in each month at any place and time the committee determines.

(2) A meeting of the committee, other than a meeting referred to in subrule (1), may be convened by the president or any 4 of the members of the committee.

(3) Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.

(4) A special committee meeting may only transact business of which notice is given in accordance with subrule (3).

(5) A quorum for the transaction of the business of a meeting of the committee is 5 members of the committee.

(6) Business is not to be transacted at a meeting of the committee unless a quorum is present.

(7) If a quorum is not present within half an hour after the time appointed for the commencement of –

(a) a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or

(b) a special committee meeting, the meeting is dissolved.

(8) At each meeting of the committee, the chairperson is to be –

(a) the president; or

(b) in the absence of the president, the senior vice-president; or

(c) in the absence of the president and the senior vice-president, the other vice-president;
or

(d) in the absence of the president and both vice-presidents, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.

(9) Any question arising at a meeting of the committee 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 chairperson determines.

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

(11) Despite subrule (10), in the case of an equality of votes, the chairperson has a second or casting vote.

(12) Written notice of each committee meeting will consist of an agenda, the minutes of the previous meeting and any other documents, to be served on each member of the committee by –

(a) emailing it to the member's email address before the day on which the meeting is to be held; or

(b) giving it to the member during business hours before the day on which the meeting is to be held; or

(c) 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

(d) 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.

27. Disclosure of interests [\(page top\)](#)

(1) If a member of the committee 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 committee 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 committee.

(2) If at a meeting of the committee or a subcommittee a member of the committee 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.

(3) A member of the committee or a member of a subcommittee must step down for the duration of the time of the direct or indirect pecuniary interest incident and have another registered member of the Association step up into their position.

(i) A member of the committee or a member of a subcommittee once stepped down from the position will not have voting rights but as for any other member of the Association may ~~can~~ attend the committee meetings as an observer.

(ii) A member stepping up to the position of a member of the committee or a member of a subcommittee will have full voting rights for the duration.

28. Subcommittees [\(page top\)](#)

(1) The committee may –

(a) appoint a subcommittee from the committee; and

(b) prescribe the powers and functions of that subcommittee.

(2) The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

(3) A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members entitled to vote.

(4) The public officer of the Association is to convene meetings of a subcommittee.

(5) 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 chairperson determines.

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

(7) Written notice of each subcommittee meeting will consist of an agenda, the minutes of the previous meeting and any other documents, to be served on each member of the subcommittee by –

(a) emailing it to the member's email address before the day on which the meeting is to be held; or

(b) giving it to the member during business hours before the day on which the meeting is to be held; or

(c) 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

(d) 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;

29. Executive committee ([page top](#))

(1) The president, the vice-presidents, the treasurer and the secretary constitute the executive committee.

(2) During the period between meetings of the committee, the executive committee may issue instructions to the public officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.

(3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the committee.

30. Use of Technology ([page top](#))

(1) A member of the committee or of a subcommittee not physically present at a meeting may take part using technology that allows that member and those members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of the section, a member participating in a meeting as permitted in subrule (1) is taken to be present at the meeting, is to be recorded as such and, if the member votes at the meeting, is taken to have voted in person.

31. Annual subscription ([page top](#))

(1) The annual subscription payable by members of the Association is set by the committee and shown in notice on the Association website.

(2) The annual subscription of a member of the Association is due and payable on or before the first day of each calendar year of the Association.

32. Service of notices and requisitions ([page top](#))

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) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

33. Expulsion of members [\(page top\)](#)

(1) The committee may expel a member from the Association if, in the opinion of the committee, 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 the later of the following:

- (a) the fourteenth day after the day on which a notice is served on the member under subrule (3);
- (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

(3) If the committee expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –

- (a) stating that the committee 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 34](#).

34. Appeal against expulsion [\(page top\)](#)

(1) A member may appeal against an expulsion under [rule 33](#) by serving on the public officer of the Association, within 14 days after the service of a notice under [rule 33\(3\)](#), 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 committee of the receipt.

(3) The committee is to cause a special general meeting to be held within 21 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 committee may place before the meeting details of the grounds of the expulsion and

the committee'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.

(7) If at the special general meeting the vote of the members present is a tie then the expulsion is to be lifted.

(a) The expulsion is lifted; and

(b) The expelled member is entitled to continue as a member of the Association.

35. Disputes [\(page top\)](#)

(1) A dispute between 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.

(2) This rule does not affect the operation of [rule 34](#).

36. Seal of Association [\(page top\)](#)

(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".

(2) The seal is not to be affixed to any instrument except by the authority of the committee.

(3) The affixing of the seal is to be attested by the signatures of –

(a) two members of the committee; or

(b) one member of the committee and either the public officer of the Association or any other person the committee may appoint for that purpose.

(4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the

contrary is shown, that the seal was affixed to that instrument by the authority of the committee.

(5) The seal is to remain in the custody of the public officer of the Association.

36. Ratification [\(page top\)](#)

These Articles of Association are ratified at a General Meeting of the Old Nick Company Incorporated on 8 October 2017 and supersedes and replaces all previous Articles of Association of the Old Nick Company Incorporated and is effective as of (date) Office holders as at (date) will continue in office for the remainder of the period for which they were originally elected.

Signed:

PRESIDENT

SECRETARY or PUBLIC OFFICER