

1. Name of Association

The name of the Association is as follows:

Connect42

2. Interpretation

In these rules –

“Act” means the *Associations Incorporation Act 1964*;

“attendance” at Board meetings, annual general meetings or special general meetings can be via electronic means, for example e-mail or video conferencing.”
ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*;

“Association” means the association referred to in Rule 1;

“auditor” means the person appointed as the auditor of the Association under rule 9;

“objects of the Association” means the objects and purposes of the Association as stated in rule 4;

“Board” means a committee as defined by the Act;

“educator” refers to a person whose job it is to teach, train, instruct, or facilitate the learning and development of others.

“educational services” are those services provided by an educator

“educational institutions” includes schools, TAFE, Universities, youth justice facilities and any other professional learning organisations.

“general meeting” includes –

- (a) The annual general meeting; and
- (b) Any special general meeting

“ordinary business of the annual general meeting” means the business specified in rule 11(5)

“ordinary Board member” means a member of the Board to whom rule 21(2)(b) relates;

“public officer” means the person who is, under section 14 of the Act, the public officer of the Association;

“Special Advisor to the Board” means a member of the organisation who is invited by the Board to provide advice based on their expertise, including but not limited to attending Board meetings as an observer and providing advice;

“special general meeting” means any general meeting other than the annual general meeting.

“therapist” refers to a person whose job it is to treat specific physical, mental or emotional disability, illness or trauma based on a particular type of therapy.

“therapy” are those services provided by a therapist.

3. Association’s office

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

C/- Emma Sells and Associates

29 Salamanca Place, Hobart 7000

4. Objects and purposes of Association

- 1) Connect42 will provide speech pathology and educational services which fill the gaps for persons with specific language, social communication and learning disabilities and/or disadvantages, by providing theoretically well-founded interventions, and supporting therapists and educators to implement these approaches. In particular, its work will centre on literacy, and the language, social communication and relationship precursors to literacy development. In support of this, its objects include:
 - a) To train educators in theoretically-supported methodology for remediation of specific language, social communication and learning disabilities and disadvantages.
 - b) To provide affordable long term, intensive, systematic, theoretically-sound and sustainable remediation to persons with specific language, social communication and learning disabilities and disadvantages, in order to bring their skills in communication and literacy up to their potential.
 - c) To make trained personnel, who are able to administer such remediation, available to various public, private and non-government institutions and facilities which support persons with specific language, social communication and learning disabilities and disadvantages.
 - d) To be recognised by educational institutions, educators and other public, private and non-government institutions in Tasmania as a source of theoretically sound

- professional development and support for intervention for persons with specific language, social communication and learning disabilities and disadvantages.
- e) To develop theoretically sound and affordable resources that can be used in the interventions for persons with specific language, social communication and learning disabilities and disadvantages.
 - f) To develop a state-wide service that supports rural populations as well as urban populations.
 - g) To seek benevolent funding to support families, educational institutions and other public, private and non-government institutions to provide the indicated interventions.
- 2) In addition to the objects of the Association set out above, the objects and purposes of the Association include the following:
- a) 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;
 - b) The buying, selling and supplying of and, dealing in, goods of all kinds;
 - c) The construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
 - d) The accepting of any gift for any one or more of the objects or purposes of the Association.
 - e) The taking of any step the Board or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;
 - f) The printing and publishing of any newspapers, periodicals, books, leaflets or other documents the Board or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association.
 - g) The borrowing and raising of money in any manner and on terms –
 - i) The Board thinks fit; or
 - ii) Approved or directed by resolution passed at a general meeting;
 - h) Subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the Board determines;
 - i) 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;
 - j) The establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes, a decision to provide such support as aid needs to be unanimously agreed by the Board and confirmed each annual general meeting;
 - k) The establishment and support, or aiding in the establishment or support, of any other association formed for any of the objects of the Association

- l) 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 provision 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 and purposes specified in this rule.

5. Membership and patronage of Association

5.1 Members

- 1) The purpose of Association membership is advocacy, philanthropy and affiliation.
- 2) Association members will be:
 - a) the founder of the Association Rosalie Martin;
 - b) any life members appointed as per sub rule (3) below; and
 - c) any corporate members appointed as per sub rule (4) below.
- 3) The Board may appoint a person who has provided significant support to the Association as an honorary life member by following the process outlined in this rule. A life member is not required to pay subscription to the Association and will be treated like a member except that they have no member voting rights except with respect to rule 34.
- 4) The Board may appoint an incorporated body, whether incorporated or established in Australia or otherwise, to become a corporate member of the Association by following the process outlined in this rule. A corporate member will be treated like a member except that they have no member voting rights other than with respect to rule 34 and that their membership may be discontinued at the end of any financial year if the Association wishes to restructure its membership structure.
- 5) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription fixed under these rules.
- 6) A nomination of a person or organisation for membership of the Association is to be –
 - a) made in writing by the person or organisation; and
 - b) accompanied by the written consent of the person or organisation nominated; and
 - c) lodged with the public officer of the Association.
- 7) The public officer is:
 - a) to notify the nominee, in writing, that his or her nomination has been received; and
 - b) provide the nomination to the Chair for consideration at the next meeting of the Board of the Association; and
- 8) (c)upon approval of a person or corporate to become a member and receipt of the sum payable as the first year's subscription (where applicable), is to enter the nominee's name in the register of members. The Board is to consider and determine any membership nominations received.

- 9) A member of the Association may resign from the Association by delivering or sending by post to the public officer a written notice of resignation.
- 10) On receipt of a notice from a member under subrule 9), the public officer is to remove the name of the member from the register of members.
- 11) If Rosalie Martin proposes to resign as a member, she must first nominate a person to fulfil her role of founder and member and propose amendments to the Constitution to a general meeting to reflect this change.
- 12) A person –
 - a) becomes a member of the Association when their name is entered in the register of members; and
 - b) subject to subrule 11) ceases to be a member of the Association when their name is removed from the register of members.
- 13) Any right, privilege or obligation of a person as a member of the Association –
 - a) is not capable of being transferred or transmitted to another person; and
 - b) terminates on the cessation of the membership.
- 14) If the Association is wound up –
 - a) every member of the Association; and
 - b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association – is liable to contribute –
 - c) to the assets of the Association for payment of the debts or liabilities of the Association; and
 - d) for the costs, charges and expenses of the winding up; and
 - e) for the adjustment of the rights of the contributories among themselves.
- 15) Any liability under subrule 14 is not to exceed \$nil.
- 16) A former member is not liable to contribute under subrule 14 in respect of any debt or liability of the Association contracted after they ceased to be a member.

5.2 Patrons

Distinguished individuals may be appointed as Patrons to the Association at the recommendation of the Board and approved at a General Meeting of the members of the Association. A Patron is not a member and shall cease to hold such position upon resignation or by special resolution of the members in a General Meeting.

6. Income and property of Association

- 1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 2) A servant or member of the Association may be paid –
 - a) Remuneration in return for services rendered to the Association or for Goods supplied to the Association in the ordinary course of business; or
 - b) interest at a rate not exceeding 7¼% on money lent to the Association; or

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

7. Accounts of receipts and expenditure

- 1) A servant or member of the Association may be paid –
 - a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - b) the property, credits and liabilities of the Association.
- 2) The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.
- 3) The Treasurer of the Association is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board directs.
- 4) The accounts, books and records are to be kept at the Association's office or at any other place the Board decides.

8. Banking and Finance

- 1) The Treasurer of the Association, on behalf of the Association, is to –
 - a) receive all money paid to the Association; and
 - b) immediately after the receipt issue official receipts.
- 2) The Board is to cause to be opened with any bank, building society or credit union the Board selects, an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.
- 3) The Board may –
 - a) receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and
 - b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.
- 4) Except with the authority of the Board, a payment of any sum exceeding \$2 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account.
- 5) The Board may provide the Treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Board may impose.
- 6) Cheques are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the Board.
- 7) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be –
 - a) signed by the Treasurer or, in his or her absence, by any other member or members of the Board the Board nominates for that purpose; and
 - b) countersigned by the public officer or his/her nominee who is not to be the same person as the other signatory.

9. Auditor

- 1) At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association, if required by law.
- 2) The auditor is to hold office until the annual general meeting next after that at which they are appointed, and is eligible for re-appointment.
- 3) The first auditor may be appointed by the Board before the first annual general meeting, and, holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.
- 4) If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association.
- 5) Except as provided in subrule 3), the auditor may only be removed from office by special resolution.
- 6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

10. Audit of accounts

- 1) The auditor is to examine the accounts of the Association at least once in each financial year of the Association, if required by law.
- 2) The auditor is to –
 - a) certify as to the correctness of the accounts of the Association; and
 - b) report to the members present at the annual general meeting.
- 3) In the report and in certifying to the accounts, the auditor is to state if –
 - a) they have obtained the required information; and
 - b) 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 –
 - i) according to the information at his or her disposal and the explanations given; and
 - ii) as shown by the books of the Association; and
 - c) the rules relating to the administration of the funds of the Association have been observed.
- 4) The public officer of the Association is to cause to be delivered to the auditor a list of all accounts, books and records of the Association.
- 5) The auditor may –
 - a) have access to the accounts, books, records, vouchers and documents of the Association; and
 - b) require from the servants of the Association any information and explanations they consider necessary for the performances of the duties as auditor; and
 - c) employ persons to assist in investigating the accounts of the Association; and
 - d) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

11. Annual general meeting

- 1) The Association is to hold an annual general meeting each year.
- 2) The annual general meeting is to be held on any day (being not later than 3 months after the close of the financial year of the Association) the Board determines.
- 3) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- 4) The notice convening the annual general meeting is to specify the purpose of the meeting.
- 5) The ordinary business of the annual general meeting is to be as follows:
 - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Board, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year;
 - c) to elect the officers of the Association and the ordinary Board members; to appoint the auditor, if required by law..
- 6) The annual general meeting may transact special business of which notice is given in accordance with these rules.

12. Special general meetings

- 1) The Board may convene a special general meeting of the Association at any time.
- 2) The Board, on the requisition in writing of at least 1 member, may 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 the requisitionist; 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 requisitionist.
- 4) If the Board does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionist, may convene the meeting within 3 months from the day of the deposit of the requisition.
- 5) A special general meeting convened by requisitionist is to be convened in the same manner as nearly as possible as meetings are convened by the Board.
- 6) All reasonable expenses incurred by requisitionist in convening a special general meeting are to be refunded by the Association.

13. Notices of general meetings

All Association members will be advised of all general meetings with at least 14 days notice via electronic media. Shorter notice of a general meeting may be given where all members consent prior to the meeting to the shorter notice.

14. Business and quorum at general meetings.

- 1) All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.
- 2) Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.
- 3) A quorum for the transaction of the business of a general meeting is 1 member being Rosalie Martin.
- 4) If a quorum is not present 30 minutes after the appointed time for the commencement of a general meeting, the meeting –
 - a) if convened on the requisition of members, is to be dissolved; or
 - b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.
- 5) If at an adjourned meeting a quorum is not present 30 minutes after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- 6) The chairperson, by written notice or at the time of the adjournment, may specify another time and place to which a meeting is to be adjourned.

15. Chair to preside at general meetings

The Chair, or in their absence, the Deputy Chair is to preside as chairperson at every general meeting of the Association.

16. Adjournment of general meetings

- 1) The chairperson 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.
- 2) If a meeting is adjourned for 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.
- 3) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. Determination of matters arising at general meetings

- 1) A matter arising at a general meeting of the Association is to be determined by the only voting member Rosalie Martin.
- 2) A declaration by the chairperson that a resolution has, been passed, or not, and an entry to that effect in the minute book of the Association is evidence of that fact..

18. Votes

- 1) On any matter arising at a general meeting of the Association that is to be resolved by voting, only Rosalie Martin has a vote.
- 2) All votes are to be given personally or by electronic media or post.

19. Affairs of Association to be managed by a Board

- 1) The affairs of the Association are to be managed by a Board of management constituted as provided in rule 21.
- 2) The Board –
 - a) is to control and manage the business and affairs of the Association; and
 - b) may exercise all the power and perform all the functions of the Association, excluding those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
 - c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

20. Officers of the Association

- 1) The officers of the Association are as follows:
 - a) a Chair;
 - b) a Deputy Chair;
 - a Treasurer.
- 2) The provisions of rule 20 (3) and (4) apply in relation to the election of persons to any of the offices referred to in subrule 1).
- 3) Each officer of the Association is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.
- 4) If a casual vacancy in any office referred to in subrule 1) occurs, the Board may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

21. Constitution of the Board

- 1) The Board consists of a minimum of three and up to seven members.
- 2) At the annual general meeting of the Association in each year, the voting member of the Association will elect:
 - a) the officers of the Association; and
 - b) up to three ordinary Board members.
- 3) All Board members are unless their position is vacated prior to hold office until the annual general meeting next after the date of election or nomination to the Board under subrule 4), and are eligible for re-election.
- 4) If there is a casual vacancy on the Board during the course of a financial year, the Board may after undertaking a good governance selection process and receiving the candidates written consent, resolve to appoint a person to act in the vacant position until the next annual general meeting.
- 5) If the number of Board members falls below the minimum number of three, the Board may still act without satisfying the minimum number and quorum requirements of the Board, to undertake basic monthly governance oversight of the Association while a

good governance selection process is undertaken to receive and approve candidates to increase the number of Board members as per subrule 4).

22. Election of officers and ordinary members of Board

- 1) Nominations of candidates for election as officers of the Association or as ordinary Board members at the annual general meeting are to be –
 - a) Put forward by the Board after undertaking a good governance selection process and accompanied by the written consent of the candidate (which may be included on the nomination or given separately); or
 - b) delivered to the public officer of the Association at least 10 days before the date fixed for the holding of the annual general meeting or the special general meeting.
- 2) If the number of nominations received is equal to or less than the number of vacancies to be filled, the persons nominated are taken to be elected.
- 3) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 4) The ballot for the election of officers and ordinary Board members is to be conducted at the annual general meeting in the usual manner as directed by the Board.

23. Vacation of office

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

- a) dies; or
- b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- c) becomes incapable of performing the duties of the office competently; or
- d) resigns office in writing addressed to the Board;
- e) is disqualified by the Australian Securities and Investments Commission or Australian Charities and Not for Profit Commission from being a member of the Board or responsible person; or
- f) fails, without leave granted by the Board, to attend 3 consecutive meetings of the Board.

24. Meetings of the Board and of subcommittees

- 1) The Board is to meet at least once in each month at any place and time the Board determines.
- 2) Special meetings of the Board may be convened by the Chair or any 2 of its members.
- 3) Notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.

- 4) Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 5) Business is not to be transacted unless a quorum is present.
- 6) If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
- 7) At a meeting of the Board, the following is to preside:
 - a) the Chair, or in his or her absence the Deputy Chair; or
 - b) if the Chair and the Deputy Chair are absent, anyone of the remaining members of the Board as may be chosen by the members present.
- 8) Any question arising at a meeting of the Board or of any subcommittee appointed by the Board is to be determined –
 - a) on a show of hands; or
 - b) if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.
- 9) Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 10) If there is an equality of votes on any question, the person presiding has a second or casting vote. In cases in which the person presiding stands out due to an interest in any contract or arrangement the person who takes over has a second or casting vote.
Written notice of each Board meeting is to be served on each member of the Board at a reasonable time before the meeting.
- 11) The Board may from time to time appoint a person as a Special Advisor to the Board.

25. Conflicts of interest

- 1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association or has any other actual, perceived or potential conflict in relation to any item relevant to Connect 42 whatsoever (whether it be personal or business related) is to disclose this –
 - a) at the first meeting of the Board at which the contract or arrangement or other matter causing a conflict is first considered, if the interest or conflict then exists; or
 - b) in any other case, at the first meeting of the Board after the acquisition of the interest or other matter causing a conflict arises.

A member of the Board is not to be present, receive papers or vote as a member of the Board in respect of any contract or arrangement in which they are interested or have a conflict..

26. Subcommittees

- 1) the Board may –
 - a) appoint a subcommittee from the Board; and
 - b) prescribe the powers and functions of the subcommittee.

- 2) The Board 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 at a meeting of the subcommittee is 3 appointed subcommittee members.
- 4) The public officer of the Association is to convene meetings of a subcommittee.
- 5) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –
 - a) delivering it at a reasonable time before the meeting; or
 - b) by sending it by electronic communication or by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

27. Executive Sub-Committee

- 1) The Chair, Deputy Chair and the Treasurer constitute the Executive Sub-Committee.
- 2) The Executive Sub-Committee may issue instructions to the public officer and the employees of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Board.
- 3) The Executive Sub-Committee is to report on any instructions issued under subrule 2) to the next meeting of the Board.

28. Annual subscription

- 1) The annual subscription payable by members is to be determined at the AGM or by the Board as applicable. It may be different for different members, depending on the type of membership held, their size and structure.
- 2) The annual subscription may be altered by the members by special resolution.
- 3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

29. Financial year

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

30. Notices

A notice may be served by or on behalf of the Association on any member –

- a) personally; or
- b) by sending it through electronic communication or by the post in a prepaid envelope addressed to the member at his or her usual or last-known address.

31. Discipline and Expulsion of members

- 1) The Board can take disciplinary action against a member of the Association if it considers the member has breached this Constitution, if the member's behaviour is causing (or has caused) damage or harm to the Association or the member is not

meeting their obligations to the Association. Disciplinary action can include warning a member, suspending the member's membership or expulsion. The Board must follow the disciplinary process outlined in this rule.

- 2) The Board must write to the member to tell them why they propose to take disciplinary action and arrange a disciplinary procedure that meets these requirements:
 - a) the outcome must be determined by an unbiased decision-maker;
 - b) the member must have an opportunity to explain or defend themselves;
 - c) the disciplinary procedure must be completed as soon as reasonably practical; and
 - d) the Board must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.
- 3) Having complied with subclause 2), The Board may warn, suspend or expel a member from the Association if, in the opinion of the unbiased decision maker, the member has breached this Constitution, if the member's behaviour is causing (or has caused) damage or harm to the Association or the member is not meeting their obligations to the Association.
- 4) The expulsion of a member under subrule 3) does not take effect until whichever of the following is the later date:
 - a) the expiration of 14 days after the service on the member of a notice under subrule 2);
 - b) if the member exercises their right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 5) If the Board 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 Board has expelled the member; and
 - b) specifying the grounds for the expulsion; and
 - c) informing the member of a right to appeal against the expulsion under rule 32 except in the case where the member is Rosalie Martin.
- 6) If the Board expels Rosalie Martin as a member, and she either does not appeal under rule 32 6) or loses her appeal, the Association must be wound up in accordance with a resolution of the Board and surplus assets of the organisation distributed as outlined in rule 35.2.
- 7) There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith under this rule and rule 32.

32. Appeal against expulsion

- 1) A member, other than Rosalie Martin, may appeal against an expulsion under rule 31 by delivering or sending by post to the public officer of the Association with 14 days after the service of a notice under rule 31(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 under sub-rule 1)–

- a) the public officer is to immediately notify the Board of its receipt; and
 - b) the Board is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
- 3) At a special general meeting convened for the purpose of subrule 2) –
 - a) no business other than the question of the expulsion is to be transacted; and
 - b) the Board may place before the meeting details of the grounds of the expulsion and the Board’s reason for the expulsion; and
 - c) the expelled member is to be given an opportunity to be heard and make submissions as to why they should not be expelled; and
 - d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 4) 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.
- 5) 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.
- 6) Rosalie Martin may appeal against her expulsion under rule 31, by delivering or sending by post to the public officer of the Association with 14 days after the service of a notice under rule 31(3), a notice in writing demanding the appointment of an independent person for the purpose of hearing her appeal.
- 7) On receipt of a notice under sub rule 6) –
 - a) the public officer is to immediately notify the Board of its receipt; and
 - b) the Board and Rosalie Martin are to agree upon an independent person to hear the appeal within 21 days after the date on which the notice is received.
- 8) At a hearing convened for the purpose of sub-rule 7) –
 - a) no issues other than the question of the expulsion is to be discussed; and
 - b) the Board may place before the hearing details of the grounds of Rosalie Martin’s expulsion and the Board’s reason for the expulsion; and
 - c) Rosalie Martin is to be given an opportunity to be heard and make submissions as to why she should not be expelled; and
 - d) the independent person is to decide on the question whether the expulsion should be lifted or confirmed.
- 9) If at the hearing convened under sub rule 7 the independent person determines in favour of the lifting of the expulsion –
 - a) the expulsion is lifted; and
 - b) Rosalie Martin is entitled to continue as a member of the Association.
- 10) If at the hearing convened under sub rule 7 the independent person determines in favour of the confirmation of the expulsion –
 - a) the expulsion takes effect; and

- b) Rosalie Martin ceases to be a member of the Association and Clause 31(6) will apply.

33. Disputes

- 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 provision of the *Commercial Arbitration Act 1986*.
- 2) This rule does not affect the operation of rule 31 and 32.

34. Seal of Association

- 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 of the Association is not to be affixed to any instrument except by the authority of the Board.
- 3) The affixing of the seal is to be attested by the signatures of –
 - a) 2 members of the Board; or
 - b) one member of the Board and the public officer of the Association or any other person the Board may appoint for that purpose.
- 4) Attestation under subrule 3) is sufficient for all purposes that the seal was affixed by authority of the Board.
- 5) The seal is to remain in the custody of the public officer.
- 6) Use of the seal is to be reported to each Board meeting.

35. Winding up and Revocation

35.1 Winding up

A motion to dissolve the Association may be taken at a special general meeting and must be approved by a special resolution of members present and voting at the meeting or by the Board in the circumstances of rule 31(6).

35.2 Distribution of surplus assets

- 1) Subject to the Associations Incorporation Act and the Corporations Act, the ACNC Act and any other applicable Act, and any court order, any surplus assets being assets that remain after paying all debts and other liabilities of the Association, including the costs of winding up (including 'gift funds' defined in rule 35.2(4)) that remain after the Association is wound up must be distributed to one or more charities:

(a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 4;

(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association, and

(c) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).

- 2) The decision as to the charity or charities to be given the surplus assets must be made by Rosalie Martin at or before the time of winding up. If Rosalie Martin does not make this decision, subject to law the Board may decide, or the Association may apply to the Supreme Court to make this decision.
 - 3) If the Associations' deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 35.1 (a), (b) and (c), as decided by the Board.
 - 4) For the purpose of this rule:
 - (a) 'gift funds' means:
 - (i) gifts of money or property for the principal purpose of the Association
 - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the Association, and
 - (i) money received by the Association because of such gifts and contributions.
- (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

36. Alteration of Constitution and change of Name

- 1) Subject to subrule 2 below, these rules may only be changed, added to, or replaced by a special resolution of the Association's voting members at a general meeting. This includes a change to the Association's name.
- 2) The members must not pass a special resolution that amends this Constitution if passing it causes the Association to no longer be a charity.

37. Merger, transfer, joint venture, amalgamation of Association

Where a proposal to merge, transfer, joint venture, amalgamate or make similar arrangements would fundamentally affect the nature of the Association or transfer a significant asset or assets of the Association to an unrelated party, entering into such an arrangement must be approved by a special resolution of the Association's voting members at a general meeting.