

Save Your Leatherwood Honey, Incorporated Constitution

Adopted April 2005

Name of association

1. The name of the association shall be "Save Your Leatherwood Honey, Incorporated" (in these rules called "the Association").

Interpretation

2. (1) In these rules unless the contrary intention appears: "**committee**" means the Committee of management of the Association; "**general meeting**" means a general meeting of members convened in accordance with rule 13; "**ordinary committee member**" means a member of the committee to whom paragraph (b) of sub-rule (1) of rule 23 relates; "**special resolution**" means a written resolution which has been submitted to the Secretary **30** days before a general meeting and must be passed by a 3/4 majority of those present and entitled to vote; "**writing**" or "**written**" shall be construed as including references to printing, lithography, photography, email and other modes of representing or reproducing words in a visible form.
(2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.

Association's office

3. The office of the Association is to be at the address of the secretary or any other place the committee may determine.

Objects and purposes of the Association

4. The objects of the association are:
 - (1) The principal object of the association is to stop the clearfelling and burning of the accessible Leatherwood Resource in Tasmania.
 - (2) The principal object will be achieved by pursuing the further objects of the Association, which are:
 - (a) Increase community awareness of the value of the Leatherwood nectar resource to Tasmania.
 - (b) To research, advocate, and increase community awareness of,

sustainable alternatives to clearfelling and burning that protect and enhance the Leatherwood nectar resource.

(c) To establish and maintain a public fund, to be called the “Save Your Leatherwood Honey Gift Fund” for the specific purpose of supporting the objects/purposes of the association.

(d) Work with any other institution or association to secure the objects/purposes of the association.

(3) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include -

(a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed 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 accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;

(d) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;

(f) the borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting;

(g) 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 and Social Services Contribution Assessment Act* 1936 of the Commonwealth relates;

(h) 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 dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes;

(i) 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;

(j) 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 may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and

(k) the doing of all such other lawful things are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

Membership of the Association

5. (1) 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 prescribed in, or fixed under, these rules.

(2) A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership:

(a) unless they are nominated as provided in sub-rule (3) of this rule; and

(b) their admission is approved by the committee.

(3) A nomination of a person for membership of the Association:

(a) shall be made in writing, signed by two members of the Association;

(b) shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination); and

(c) shall be lodged with the public officer of the association.

(4) As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee and the committee may in its absolute discretion decline to approve any nomination for membership without being required to give any reason therefore.

(5) On a nomination being approved by the committee, the public officer shall, with as little delay as possible, notify the nominee, in writing, that they have been approved for membership of the Association; and upon receipt of the sum payable as the first year's subscription, shall enter the nominee's name in a register of members to be kept by the public officer, whereupon the nominee becomes a member of the association.

(6) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the public officer a written notice of resignation.

(7) On receipt of a notice from a member under sub-rule (6) of this rule, the public officer is to remove the name of the member from the register of members, whereupon that member ceases to be a member of the Association.

(8) 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.

(9) In the event of the Association being 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 to the assets of the Association for payment of the debts or liabilities of the Association; and for the costs, charges and expenses of the winding up; and for the adjustment of the rights of the contributories among themselves.

(10) Any liability under sub-rule (9) of this rule is not to exceed **\$10** but a former member is not liable to contribute in respect of any debt or liability of the Association contracted after they ceased to be a member.

Income and property of Association

6. (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof is to be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any member of the Association.
- (2) The Association shall not -
 - (a) appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.
- (3) 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 on monies lent to the Association at a rate not exceeding the rate being charged by its bank to the Association on an overdraft or which would be charged by the bank to the Association if it had an overdraft; or
 - (c) a reasonable and proper sum by way of rent for premises let to the Association.

Accounts of receipts and expenditure

7. (1) True and fair accounts are to be kept of -
 - (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) All general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association shall faithfully be kept in the form and manner the committee directs.
- (4) The accounts, books and records referred to in sub-rules (1), (2) and (3) are to be kept at the Association's office or at any other place the committee decides.

Banking and finance

8. (1) The Treasurer or Secretary of the Association shall, on behalf of the Association:
 - (a) receive all money paid to the Association; and
 - (b) immediately after the receipt issue official receipts.

- (2) The committee is to cause to be opened with any bank, building society or credit union the committee 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 committee 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 committee, a payment of any sum exceeding \$50 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account but the committee may provide the Treasurer or Secretary with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the committee may impose.
- (5) Cheques are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the committee.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be -
- (a) signed by the President or, in his or her absence, by any other member or members of the committee as the committee nominates for that purpose; and
 - (b) countersigned by the Public Officer.

Auditor

9. (1) At each annual general meeting of the Association, the members present are to appoint a person or company as the auditor of the Association.
- (2) The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- (3) The first auditor may be appointed by the committee 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 committee is to appoint an auditor for the current financial year of the Association.
- (5) Except as provided in sub-rule (3) of this rule, 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 committee may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

Audit of accounts

- 10.(1) The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- (2) The auditor is to certify as to the correctness of the accounts of the Association; and

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) he or she has 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 according to the information at their disposal and the explanations given and 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 Treasurer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (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 he or she considers necessary for the performance 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 committee or any servant of the Association.

Annual general meeting

- 11.(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 committee 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 committee, 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 committee members;
 - (d) to appoint the auditor and determine their remuneration;
 - (e) to determine the remuneration of servants of the Association.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.

(7) All general meetings other than the annual general meeting shall be called special general meetings.

Special general meetings

- 12.(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, may convene a special general meeting of the Association.
- (3) A requisition for a special general meeting is to state the objects of the meeting; and is to be signed by the requisitionists; and is to be deposited at the office of the Association; and 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 from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from 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 possible as meetings are convened by the committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

Notices of general meetings

13. The Public Officer of the Association shall at least 14 days before the date fixed for holding a general meeting, cause to be delivered to or posted to each member of the Association a notice specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

Business and quorum at general meetings

- 14.(1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of the ordinary business of the annual general meeting as defined by these rules, 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 10 members present and entitled to vote.
- (4) If a quorum is not present one hour 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 one hour 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 place to which a meeting is to be adjourned.

President to preside at general meetings

15. The President, or in his or her absence, the Vice-President, or in the absence of both, a person chosen by a simple majority of those members present, is to preside at every general meeting of the Association.

Adjournment of general meetings

16.(1) The President 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.

Determination of questions arising at general meetings

17. A question arising at a general meeting of the Association is to be determined on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by any member present and entitled to vote, a declaration by the President that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

Votes

18.(1) On any question arising at a general meeting of the Association, all members have one vote only.
(2) All votes are to be given personally.
(3) In the case of an equality of voting on a question, the President has a second or casting vote.

Taking a poll

19. If at a meeting a poll on any question is demanded it shall be taken at that meeting as the President may direct, and the result of the poll shall be deemed the resolution of the meeting on that question.

When a poll is to be taken

20. A poll that is demanded on the election of a President, or on a question of adjournment, is to be taken immediately and 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 directs.

Affairs of the Association to be managed by a committee

21.(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 by general meetings of members of the Association; and
- (c) subject to the Act and these rules, 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.

Officers of the Association

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

- (a) a President and a Vice-President;
 - (b) a Secretary;
 - (c) a Treasurer who shall be Public Officer (as defined by the Act).
- (2) The provisions of rule 24, so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in sub-rule (1) of this rule.
- (3) Each officer of the Association is to hold office until the close of 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 sub-rule (1) occurs, the committee 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.

Constitution of the committee

23.(1) The committee consists of the following members elected at the annual general meeting of the Association in each year:

- (a) the officers of the Association;
 - (b) four other members (ordinary committee members), all of whom shall be elected at the annual general meeting of the Association in each year.
- (2) A committee member is to hold office until the annual general meeting next

after the date of election, and is eligible for re-election.

(3) If a casual vacancy occurs in the office of an ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.

Election of numbers of committee

24.(1) Nominations of candidates for election as officers of the Association or as ordinary committee members -

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

(b) shall be delivered to the Public Officer of the Association at least 5 days prior to the date fixed for the annual general meeting

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

(5) The ballot for the election of officers and ordinary committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

Vacation of office

25. For the purpose of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or ordinary committee 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 of unsound mind; or

(d) resigns office in writing addressed to the committee; or

(e) ceases to be resident in the State; or

(f) fails, without leave granted by the committee, to attend 3 consecutive meetings of the committee; or

(g) ceases to be a member of the Association; or

(h) fails to pay all arrears of subscription due, within 14 days after receiving a notice in writing signed by the Public Officer stating

that he or she has ceased to be a financial member of the Association.

Meetings of the committee

- 26.(1) The committee is to meet at least once in every two months at any place and time the committee determines.
- (2) Special meetings of the committee may be convened by the President or any five of its members.
- (3) Notice is to be given to members of the committee 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 five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (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 place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (7) At a meeting of the committee, the President, or in their absence, the Vice-President shall preside.
- (8) Any question arising at a meeting of the committee is to be determined on a show of hands; or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (9) Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote and, if there is an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (10) Written notice of each committee meeting, together with a proposed agenda, is to be served on each member of the committee by delivering it at a reasonable time before the meeting; or by sending it 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.

Disclosure of interest in contracts

- 27.(1) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest -
 - (a) at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if the interest then exists; or
 - (b) in any other case, at the first meeting of the committee after the acquisition of the interest.
- (2) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the committee after he or she becomes so interested.

(3) A member of the committee is not to vote as a member of the committee in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

Sub-committees

28.(1) The committee may at any time appoint a sub-committee from the committee as it may think; and shall prescribe the powers and functions of that sub-committee.

(2) The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.

(3) A quorum at a meeting of the sub-committee is 2 appointed members.

(4) The Secretary of the Association is to convene meetings of a sub-committee.

(5) Written notice of each sub-committee meeting, together with an agenda, is to be served on each member of the sub-committee by delivering it at a reasonable time before the meeting; or by sending it 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.

Annual subscription

29.(1) The annual subscription payable by members shall be set at the annual general meeting.

(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.

Financial year

30. The financial year of the Association is the period beginning on the first day of May in one year and ending on the last day of April the next following year.

Notices

31. A notice may be served by or on behalf of the Association on any member personally; or by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address.

Expulsion of members

32.(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 pursuant to sub-rule (1) of this rule 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 section 32.3;
- (b) if the member exercises his 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 Secretary 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 a right to appeal against the expulsion under rule 33.

Appeal against expulsion

33.(1) A member may appeal against an expulsion by delivering or sending by post to the Secretary of the Association, within 14 days after the service of a notice under sub-rule (3) of rule 32, 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 -

- (a) the Secretary is to immediately notify the committee of its receipt; and
- (b) the committee 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 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 is to be given an opportunity to be heard; 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 to be taken to have been 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.

Disputes

34.(1) A dispute between a member of the Association in their capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the [Commercial Arbitration Act 1986](#).

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

Seal of the Association

35.(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 committee.

(3) The affixing of the seal as authorised by the committee is to be attested by the signatures of 2 members of the committee; or one member of the committee and the Public Officer of the Association or any other person the committee may appoint for that purpose.

(4) Attestation under sub-rule (3) of this rule is sufficient for all purposes that the seal was affixed by authority of the committee.

(5) The seal is to remain in the custody of the Public Officer.

Amendment to the rules

36. The rules of the Association may be amended only by special resolution at an annual general meeting.

Cancellation of Incorporation

37. The Association may, by special resolution, request the Commissioner to cancel the Incorporation.

Distribution of surplus assets on dissolution

38. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association, but shall subject to section 33 of the Associations Incorporation Act 1964 be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association, such institution or institutions to be determined by the committee of the Association at or before the time of dissolution.