

**RULES OF ANGLICARE TASMANIA INC.
(AS AMENDED DECEMBER 2017)**

- Name of Association** 1. The name of the association shall be ANGLICARE TASMANIA INC. (in these rules called “the Association”).
- Interpretation** 2. (1) In these rules, unless the contrary intention appears,
“Bishop” means the Bishop of Tasmania
“Board” means the Board or governing body of the Association or a quorum of the governing body assembled at any place in accordance with these Rules.
“Chief Executive Officer” means the person from time to time appointed pursuant to Rule 21(3)
“General Meeting” means a general meeting of members convened in accordance with rule 13.
“Ordinary Board Member” means a member of the Board to whom paragraph (b) of sub-rule (1) of rule 23 relates other than the three members appointed by the Diocesan Council of the Diocese of Tasmania.
(2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
(3) 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 shall be at 159 Collins Street, Hobart in Tasmania or such other place as the Board may from time to time determine.
- Objects and Purposes** 4. (1) The objects and purposes of the Association are –
(a) To love and serve this community.
(b) To ensure that individuals, families and communities have increased competence, strength, and confidence in dealing with life events.
(c) To prevent poverty, homelessness, relationship breakdown, domestic violence or other destructive social situations from developing.
(d) To assist Tasmanians living in poverty.
(e) To provide services to individuals, families and communities in a compassionate, respectful and holistic manner.
(f) To advocate so that all Tasmanians will experience social justice and an equal opportunity to reach fullness of life.
(g) To engage in advocacy in pursuit of social justice.
(h) To ensure governments, decision-making bodies, clergy, parishes and the community are sensitive and responsive to people in need.
(2) 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 for the objects and purposes of the Association;
- (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, whether subject to a special trust or not, for one or more of the objects or purposes of the Association;
- (e) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise.
- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
- (h) the investment in securities authorised by law for the investment of trust funds or upon deposit with the Trustees of the Diocese of Tasmania (for investment by the Trustees in any such manner as they may from time to time determine and not with standing that any such deposit or investment is not so authorised as aforesaid) of any monies of the Association not immediately required for any of its objects or purposes.
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 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 dependents, and the granting of pensions, allowances, of 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;
- (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 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
- (m) the appointment of such servants by whatever name called for reward to manage the various activities and undertakings of the Association on terms and conditions of employment determined by the Board.
- (n) the Association may pay a premium in respect of a contract insuring a person who is or has been, a member of the Board, the Association's public officer, the Association's chief executive officer or other officer of the Association, against a liability incurred by the person as a member of the Board, public officer, chief executive officer or other officer of the Association, except in circumstances prohibited by law.
- (o) the doing of all such other lawful things as are incidental or

conducive to the attainment of basic objects of the Association or any of the objects and purposes specified in the foregoing provisions of this sub-rule.

- 4A** (1) Submissions for the funding of new programs shall not be made by the Chief Executive Officer or other employees of the Association without first obtaining the approval of the Board or officers of the Association.

Membership of Association

- 5.** (1) The Bishop shall be a Member of the Association ex Officio.
(2) Membership shall be open to any person who is approved by the board and who pays the annual subscription as provided by clause 29.
(2a) A Person who wishes to apply for membership of the association shall be nominated by an existing member and will submit in writing to the board their name and address and their intention to be bound by the rules of the association.
(3) Once approved by the board the members name will be entered in the register of all members kept by the secretary and available to the board at all times.
(4) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the Secretary a written notice of resignation.
(5) Upon receipt of a notice under sub-rule (4) of this rule, the Secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
(6) A right, privilege, or obligation of a person by virtue of his membership of the Association -
(a) is not capable of being transferred or transmitted to another person; and
(b) terminates upon the cessation of his membership, whether by death, resignation, or otherwise.
(7) In the event of the Association being wound up -
(a) every member of the Association; and
(b) every person who, within the period of twelve 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 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 contributors among themselves such sum, not exceeding Twenty Dollars (\$20.00) as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after he ceased to be a member.
(8) The Association may appoint from time to time such life members as it may determine and such members shall be exempt from paying the annual subscription.

Income and property of Association

- 6.** (1) The income and property of the Association however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.
(2) No servant of the Association shall be eligible for election or appointment to membership of the Board.
(3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association (including a member of the Board) of

- (a) remuneration or reimbursement in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
- (b) interest on moneys lent to the Association by the servant or member 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 by the servant or member.

Accounts of receipts 7. and expenditure

- (1) True and fair accounts shall be kept -
 - (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) of the property, assets, and liabilities of the Association, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of members of the Association.
- (2) The treasurer of the Association shall ensure that all general records accounting records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association are faithfully kept in such form and manner as the Board may direct.
- (3) The accounts, books, and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Board may decide.

Banking and finance 8.

- (1) The Treasurer of the Association, or his nominee who shall at that time be a member or servant of the Association, shall; on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts for any payments in cash.
- (2) The Board shall cause to be opened with such banks as the Board selects such banking accounts in the name of the Association into which all monies received shall be paid by the Treasurer or his nominee as aforesaid as soon as possible after receipt thereof.
- (3) The Board may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Except with the authority of the Board no payment of a sum exceeding fifty dollars (\$50.00) or such sum as the Board may from time to time determine shall be made from the funds of the Association otherwise than by cheque drawn on the Association's banking account but the Board may provide the Treasurer with a sum to meet minor expenditure subject to the observance of such conditions in relation to the use and expenditure thereof as the Board may impose.
- (5) No cheques shall be drawn on the Association's accounts except for the payment of expenditure that has been authorised by the Board.
- (6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by two persons authorised by the Board.

Auditor

9. (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the Board 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 auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the next annual general meeting.

Audit of accounts

10. (1) Once at least in each financial year of the Association the accounts of the Association shall be examined by the auditor.
- (2) The auditor shall report as to the truth and fairness of the accounts of the Association to the members at the annual general meeting.
- (3) In his report, the auditor shall state -
 - (a) whether he has obtained the information required by him;
 - (b) whether in his opinion the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Treasurer of the Association shall cause to be delivered to the Auditor a list of all accounts, books and records of the Association.
- (5) The auditor -
 - (a) has a right of access to the accounts, books, records, vouchers, and documents of the Association;
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
 - (c) may employ persons to assist him in investigating the accounts of the Association; and
 - (d) may, in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.
- (6) The Auditor shall send a copy of the audited accounts and the Auditor's Report to the Diocesan Secretary who shall present them at the next meeting of the Diocesan Council.

Annual General Meeting

11. (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the Board may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be -
 - (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 upon the transactions of the Association during the last preceding financial year;
 - (c) to elect the Ordinary Board Members; and

- (d) to determine the remuneration of the auditor.
- (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 Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and handed to the secretary of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the Board does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

Notices of General Meetings

- 13.** (1) The secretary of the Association, if the Board so requires, shall at least fourteen days before the date fixed for holding a general meeting of the Association cause to be inserted in at least one newspaper published in this State an advertisement specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.
- (2) If the Board has not required that notice of a general meeting is to be given by advertisement, the Secretary shall give written notice of a general meeting to each member of the Association by delivering it to each at least 14 days before the meeting or by posting it at least 14 days before the meeting in a prepaid letter addressed to each at their usual or last known place of abode. Such notice shall set out the time, date and place of the meeting and the nature of the business to be transacted at the meeting.

Business and Quorum at General Meetings

- 14.** (1) All business that is transacted at special general meeting and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at the annual general meeting unless a quorum of members entitled under these rules to vote is in person or electronically present, including but not limited to, telephone or videolink, during the time when the meeting is considering that item.
- (3) Ten members in person or electronically present, including but not limited to, telephone or videolink, (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.

- (4) If within fifteen minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case, it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

**Chairman to
preside at
General Meetings**

15. (1) The Chairman, or in his absence the Deputy Chairman shall preside as Chairman at every General Meeting of the Association provided that the Chairman or Deputy Chairman in his absence may invite the Bishop to preside thereat.
- (2) If the Chairman and Deputy Chairman are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.

**Adjournment
of General
Meetings**

16. (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business set out in the notice of meeting and left unfinished or not dealt with at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, 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 shall be determined on the voices unless before or on the declaration of the result of voices a poll is demanded, a declaration by the chairman that a resolution has, on the voices, 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) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

Taking of poll

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

**When poll to
be taken
sub-committee**

20. A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question, shall be taken at such time before the close of the meeting as the chairman may direct.

**General Meeting
may appoint**

- 20A. A general meeting may appoint a sub-committee for the purpose of reporting back to the meeting.

Unless otherwise determined by the general meeting a quorum for a meeting of such a sub-committee shall be one more than half the number of members appointed to it (or in the event of a sub-committee of uneven numbers the next highest number in excess of half its number) and its procedure shall be the same as that laid down for sub-committees pursuant to Rule 28.

**Affairs of
Association to be
Managed by a Board**

- 21.** (1) The affairs of the Association shall be managed by a Board constituted as provided in rule 23.
- (2) The Board -
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by 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 perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (3) The Bishop of the Diocese of Tasmania may, on the recommendation of the Board, appoint the Chief Executive Officer of the Association.
- (4) The said Bishop may, on the recommendation of the Board, suspend or dismiss any servant of the Association appointed in accordance with sub-rule 21(3).
- (5) When the said Bishop has suspended any of the servants of the Association in accordance with sub-rule 21(4) he shall give that servant an opportunity to state his or her case and submit any evidence he or she considers to be relevant to the circumstances giving rise to the suspension.
- (6) On hearing any case put by or on behalf of the suspended servant and in reviewing any evidence submitted by that servant the said Bishop may determine that suspension or dismiss that servant from his or her employment with the Association.
- (7) No salary shall be paid to that servant in respect of any period of suspension under this rule unless and until that suspension is determined by the Bishop in accordance with sub-rule 21(6).

**Officers of the
Association**

- 22.** (1) The officers of the Association shall be
- (a) a Chairman;
 - (b) a Deputy Chairman;
 - (c) a Treasurer;
 - (d) a Secretary
- (2) The Chairman shall be appointed by the Bishop from among the members of the Board.
- (3) The Board shall elect from within its membership the Deputy Chairman, Treasurer and Secretary.
- (4) Officers shall hold office for the current term of membership of the Board provided that no person shall serve more than six successive years as Chairman.
- (5) A casual vacancy in the office of Chairman shall be filled by the Bishop from among the members of the Board. A casual vacancy in any other Officer's position shall be filled by appointment of the Board.

Constitution of the Board

- 23.** (1) Subject to Rule 25, the Board shall consist of
- (a) two members elected by the Synod of the Diocese of Tasmania at its triennial election Synod, for the three year life of the Synod;
 - (b) two members appointed by the Diocesan Council of the Diocese of Tasmania at the first meeting of the Council following the triennial election Synod, for the three year life of the Council;
 - (c) two members appointed by the Bishop of Tasmania no later than the first meeting of the Diocesan Council following the triennial election Synod, for the three year life of the Synod;
 - (d) three members (called ordinary board members) elected at the Annual General Meeting of the Association in each year, until the next Annual General Meeting of the Association.
- (1A) To be eligible for appointment under Rule 23(1)(a)(b)(c) a member must have signed the church electoral roll as defined from time to time by the Anglican Diocese of Tasmania.
- (2) In the event of a casual vacancy occurring in relation to Board members appointed under Rule 23 (1) -
- (a) or (b) by the Diocesan Council
 - (c) the Bishop
 - (d) the Board
- shall appoint a member of the Association to fill the vacancy and the member so appointed shall serve out the remainder of the vacant office.
- (3) Any board member elected or appointed after the 1 July 2003 will not serve more than 9 successive years as a board member.

Election of members Members Board

- 24.** (1) Nomination of candidates for election as ordinary Board Members
- (a) shall be 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 form of nomination); and
 - (b) Shall be delivered to the Secretary of the Association at least two days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, 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 shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of ordinary board members shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

Vacation of office

- 25.** 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;
 - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors or makes any assignment of his estate for their benefit;
 - (c) becomes of unsound mind;
 - (d) resigns his office by writing under his hand addressed to the Secretary;

- (e) ceases to be resident in the State;
- (f) fails, without leave granted by the Board, to attend four consecutive meetings of the Board;
- (g) ceases to be member of the Association; or
- (h) fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing by the Secretary stating that he has ceased to be a financial member of the Association.

Meetings of the Board and of sub-committees

- 26.** (1) The Board shall meet at least ten (10) times per annum at such times as the Board may determine.”
- (2) Special meetings of the Board may be convened by the Chairman, or any four of its members.
 - (3) Notice shall 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 shall be transacted at such a meeting.
 - (4) Any five members of the Board constitute a quorum for the transaction of business of a meeting of the Board.
 - (5) No business shall be transacted unless a quorum is present and if within fifteen minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand 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.
 - (5A) Members of the board can attend meetings of the board by telephone and the business of the board can also be transacted by electronic means including facsimile and email.
 - (6) At meetings of the Board subject to sub-rule 10
 - (a) the Chairman, or in his absence the Deputy Chairman; or
 - (b) if the Chairman and the Deputy Chairman are absent, such one of the remaining members of the Board as may be chosen by the members present, shall preside.
 - (7) Questions arising at meetings of the Board or of any sub-committee appointed by the Board shall 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.
 - (8) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote provided that the person is a member of the Board or sub-committee.
 - (9) The Secretary shall give notice of each Board meeting to each member of the Board and to the Bishop.
 - (10) Whenever the Bishop has signified his intention to be present at any meetings of the Board he may attend the same and preside thereat.
 - (11) The Secretary shall give each member of the Board and the Bishop a copy of the minutes of each meeting of the Board.

Disclosure of interest in contracts, etc.

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

interest at the first meeting of the Board after he becomes so interested.

- (3) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which he is interested and if he is interested and if he does so vote his vote shall not be counted.

Sub-committee and executive committee

- 28.** (1) The Board may at any time appoint a sub-committee from the Board as it may think fit and shall prescribe the powers and functions thereof.
- (2) The Board 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, and a person so co-opted is entitled to vote.
- (3) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) The convenor of the sub-committee is responsible for calling meetings of a sub-committee.
- (5) The convenor shall give notice of each sub-committee meeting to each member of the sub-committee.
- (6) The Chairman, the Deputy Chairman, the Treasurer, and two other persons appointed by the Board constitute an executive committee, which may issue instructions to the public officer, secretary, director, and other servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Board, and where any such instructions are issued shall report thereon to the next meeting of the Board.

Annual subscription

- 29.** (1) Until otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members and associate members shall be Thirty Dollars (\$30.00) with the exception of those claiming financial disadvantage or hardship, or pensioners, in which case the annual subscription shall be Twenty Dollars (\$20.00).
- (2) The amount of the annual subscription may be altered from time to time by the members by ordinary resolution.
- (3) The annual subscription of a member and an associate member is due and payable by the first day of the financial year of the Association.

Financial year

- 30.** That the period 1 January 1995 - 30 June 1995 be a financial year for the Association and thereafter the financial year of the Association is the period beginning on 1 July each year and ending on 30 June next following.

Notices

- 31.** A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his usual or last-known place of abode.

Expulsion of members

- 32.** (1) Subject to this rule, the Board may expel a member from the Association if, in the opinion of the Board the member has been guilty of conduct detrimental to the interests of the Association.
- (2) When the Board is considering expulsion of a member, the Secretary shall write to the members asking them to show, within 14 days, just case as to why the member ought not to be expelled.
- (3) When the Board proceeds with the expulsion of a member the Secretary shall, without undue delay, cause to be served on the

member a notice in writing stating that the Board has expelled the member.

Disputes

- 33.** Subject to this rule, a dispute between a member of the Association, in his capacity as a member, and the Association shall be determined by the President of the Law Society of Tasmania or his nominee and his decision shall be final and binding on the parties.

Seal of the Association

- 34.** (1) The seal of the Association shall be in form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal of the Association shall not be affixed to any instrument except by the authority of the Board, and the affixing thereof shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Secretary of the Association or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Board.
- (3) The seal shall remain in the custody of the Secretary.
- (4) The Secretary shall keep a register of documents to which the seal has been affixed.

Alterations to Rules

- 35.** These rules may not be altered without the approval of the Diocesan Council of the Diocese of Tasmania. The alterations shall be considered at a special general meeting specifically called for the purpose, and the notice for the meeting shall set out the changes proposed and the reasons therefore.

Distribution

- 36.** If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its 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 Association Incorporation Act 1964 be given or transferred to some other institution or institutions having objects similar to 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 Board of the Association at or before the time of dissolution and in default thereof by the Diocese of Tasmania.

Transitional Provisions

- for Board Membership 37.** The board will decide for all board members appointed or elected before 1 July 2003 the maximum period a member can serve as a board member.

Indemnity

- 38.** To the extent permitted by law, the Association may indemnify person who is or has been, a member of the Board, the public officer of the Association, the chief executive officer of the Association or other officer of the Association ("Persons Indemnified"), out of the assets of the Association against any and all liability incurred by that person in his or her capacity as public officer of the Association, chief executive officer of the Association, an officer of the association, or member of the Board:
- (1) to a person (other than the Association) unless such liability arises out of conduct on the part of the Person Indemnified which involves a lack of good faith; and

- (2) (a) in defending any proceedings, whether civil or criminal, provided that they are not criminal proceedings in which the Person Indemnified is found guilty; or
- (b) in connection with any application, in relation to such proceedings.”