

# **FRANKLIN PROGRESS ASSOCIATION INCORPORATED**

## **CONSTITUTION (as amended 25<sup>th</sup> September 2006)**

### **Name of association**

1. The name of the Association is as follows:

**THE FRANKLIN PROGRESS ASSOCIATION INCORPORATED**

### **Interpretation**

2. In these rules –

"Act" means the *Associations Incorporation Act 1964*;

"Association" means the association referred to in rule 1;

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

"basic objects of the Association" means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of that Association;

"committee" means a committee as defined by the Act;

"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 committee member" means a member of the committee to whom rule 23(1)(b) relates;

"special general meeting" means any general meeting other than the annual general meeting.

### **Association's office**

3. The office of the Association is to be at the address of the Public Officer or any other place the committee determines.

### **Objects and purposes of Association**

4. The objects and purposes of the association are:

- (1) To develop civic pride in the township of Franklin which shall throughout the constitution be interpreted to mean the township of Franklin and beyond the township as far south as the boundary between the old Municipality of Huon and the old Municipality of Esperance ad running north to the old Cemetery Road
- (2) To encourage a more progressive spirit in Municipal and Government affairs concerning Franklin
- (3) To take any measures considered advisable for the betterment of Franklin
- (4) To avoid matters party political or sectarian in nature

In addition to the basic objects of the Association, 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 committee 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 committee 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 committee thinks fit; or
  - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the committee 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 granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the purchase or acquisition, and 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 provisions of the Act and the rules of the Association;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.

## **Membership of 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 fixed under these rules.

- (2) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted to membership –
- (a) unless the person is nominated in accordance with subrule (3); and
  - (b) the admission as a member is approved by the committee.
- (3) A nomination of a person for membership of the Association is to be –
- (a) made in writing and signed by 2 members of the Association; and
  - (b) accompanied by the written consent of the person nominated; and
  - (c) lodged with the public officer of the Association.
- (4) The consent referred to in subrule (3) may be endorsed on the nomination.
- (5) As soon as practicable after the receipt of a membership application, the public officer is to refer the application to the committee
- (6) On an application being approved by the committee, the public officer –
- (a) is to notify the applicant, in writing, that he or she has been approved for membership of the Association; and
  - (b) upon receipt of the sum payable as the first year's subscription, is to enter the applicant's name in a register of members.
- (7) 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.
- (8) On receipt of a notice from a member under subrule (7), the public officer is to remove the name of the member from the register of members.
- (9) A person –
- (a) becomes a member of the Association when his or her name is entered in the register of members; and
  - (b) ceases to be a member of the Association when his or her name is removed from the register of members.
- (10) Any right, privilege or obligation of a person as a member of the Association –
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the cessation of the membership.
- (11) 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.
- (12) The maximum liability of members on winding up shall not exceed ten dollars (\$10.00).
- (13) A former member is not liable to contribute under subrule (11) in respect of any debt or liability of the Association contracted after he or she 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.
- (2) No portion of the income and property of the Association is to be paid or transferred to any member of the Association.
- (3) The Association is not to –
  - (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.
- (4) 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.

## **Accounts of receipts and expenditure**

- 7. (1) True 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) 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 committee directs.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the committee decides.

## **Banking and finance**

- 8. (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 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)** No payment of a sum exceeding fifty dollars (\$50.00) shall be made from the funds of the Association otherwise than by cheque drawn down on the Associations bank account.
- (5)** The committee may provide the treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the committee 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 committee.
- (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 committee the committee nominates for that purpose; and
  - (b) countersigned by any other member or members of the committee the committee nominates for that purpose.

## **Auditor**

- 9 (1)** At each annual general meeting of the Association, the members present are to appoint a person 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 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 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 –

(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) 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 –

(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 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 his or her 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.

## **Special general meetings**

- 12 (1) The committee may convene a special general meeting of the Association at any time.
- (2) The number of members required to requisition a special general meeting shall be; no less than five (5).
- (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 requisitionists; and
  - (c) is to be deposited at the office of the Association; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within 21 days 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, at least 14 days before the date fixed for holding a general meeting of the Association, is to cause to be inserted in at least one newspaper published in this State an advertisement –

- (a) specifying the place, day and time for the holding of the meeting; and
- (b) the nature of the business to be transacted at the meeting.

### **Business and quorum at general meetings**

**14. (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) The number of members required to constitute a quorum at a general meeting shall be; five (5).

(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. (1)** The president, or in his or her absence, the senior vice-president, or in the absence of both the president and the senior vice-president, the other vice-president, is to preside as chairperson at every general meeting of the Association.

(2) If the president and both vice-presidents are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

### **Adjournment of general meetings**

**16. (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.



## **Determination of questions arising at general meetings**

- 17. (1)** A question arising at a general meeting of the Association is to be determined on a show of hands.
- (2)** Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson 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, a member has one vote only.
- (2)** All votes are to be given personally.
- (3)** In the case of an equality of voting on a question, the chairperson has a second or casting vote.

## **Taking of poll**

- 19.** If at a meeting a poll on any question is demanded –
- (a) it is to be taken at that meeting in the manner the chairperson directs; and
  - (b) the result of the poll is taken to be the resolution of the meeting on that question.

## **When poll to be taken**

- 20. (1)** A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2)** A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

## **Affairs of 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) 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;
- (b) 2 vice-presidents;
- (c) a treasurer;
- (d) a secretary.

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

(3) The provisions of rule 24(2), (3) and (4), 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 subrule (1).

(4) 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.

(5) If a casual vacancy in any office referred to in subrule (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) The number of members to be general committee members of the committee of management shall be ; one (1).

(2) An ordinary 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 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 are to be –

- (a) made in writing signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and

- (b) delivered to the public officer of the Association at least 10 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee –
  - (a) the candidates nominated are taken to be elected; and
  - (b) further nominations are to 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 the usual manner as directed by the committee.

## **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 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 and of subcommittees**

- 26. (1)** The committee is to meet at least once in each month at any place and time the committee determines.
- (2)** Special meetings of the committee may be convened by the president or any 4 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) The number of members of the committee required to constitute a quorum shall be ; three (3 ).
- (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 is to be dissolved.
- (7) At a meeting of the committee, the following is to preside:
- (a) the president, or in his or her absence the senior vice-president, or in the absence of both the president and the senior vice-president, the other vice-president;
  - (b) if the president and the 2 vice-presidents are absent, any one of the remaining members of the committee as may be chosen by the members present.
- (8) Any question arising at a meeting of the committee or of any subcommittee appointed by the committee 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 committee or of any subcommittee appointed by the committee (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.
- (11) Written notice of each committee meeting is to be served on each member of the committee by –
- (a) delivering it at a reasonable time before the meeting; or
  - (b) 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.

## **Subcommittees**

**28. (1)** The committee may –

- (a) appoint a subcommittee from the committee; and
- (b) prescribe the powers and functions of that subcommittee.

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

**(3)** A quorum at a meeting of the subcommittee is 3 appointed members.

**(4)** The member of a sub-committee nominated as chair of a sub-committee by the committee of management 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 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.

## **Executive committee**

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

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

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

## **Annual subscription**

**30. (1)** The annual subscription to be payable by members shall be; the sum of ten dollars (\$10.00).

**(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**

**31.** The beginning and ending of the financial year of the Association; shall end on the 30<sup>th</sup> day of June and begin on the 1<sup>st</sup> day of July.

## Notices

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

- (a) personally; or
- (b) by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address; or
- (c) By electronic message delivery such as e-mail to the member at his or her usual or last-known electronic address.

## Expulsion of members

**33. (1)** The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.

**(2)** The expulsion of a member under subrule (1) does not take effect until 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 (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 public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –

- (a) stating that the committee has expelled the member; and
- (b) specifying the grounds for the expulsion; and
- (c) informing the member of a right to appeal against the expulsion under rule 34.

## Appeal against expulsion

**34. (1)** A member may appeal against an expulsion under rule 33 by delivering or sending by post to the public officer of the Association, within 14 days after the service of a notice under rule 33(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

**(2)** On receipt of a requisition –

- (a) the public officer 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**

35. (1) A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.
- (2) This rule does not affect the operation of rule 34.

## **Seal of Association**

36. (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 is to be attested by the signatures of –
- (a) 2 members of the committee; or
  - (b) 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 subrule (3) 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.

## **Alteration of the Rules**

37. (1) These Rules may not be altered unless at a special general meeting when notice of the proposed alteration is included in the notice of the special general meeting given to members, such notice to be given at least one calendar month prior to the special general meeting.

(2) No motion for alteration will be deemed to have been carried unless supported by seventy-five percent of the votes cast on such motion. If the Chairperson of the special general meeting shall at his/her discretion so determine, voting in respect of any alteration to the rules shall be by secret ballot.

## **Winding up**

- 38.** If upon winding up or dissolution of the association there remains after the satisfaction of all its debts and liabilities any property whatsoever it shall not be paid to or distributed among the members of the association but shall be given or transferred to some other association, company, institution or body having objects similar to the objects of the association and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed by the constitution of this association. Such other body shall be determined by the members of this association at or before the time of dissolution and in default of such determination by the Supreme Court of the state of Tasmania or a judge of that court and if and so far as effect cannot be given to these provisions as to distribution then the distribution shall be made to some charitable object determined by the members. The provisions of this clause are subject to Section 33 of the Associations Incorporation Act 1964.



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## APPENDIX 1:

The following material is provided as reference information that may be useful for members of the Association at some future time.

### Special Business of the Annual General Meeting held on Monday 25<sup>th</sup> September 2006 – Changes to the Constitution:

**The Chairman** (Ray Lyon) summarised the matters considered by the Constitution Review Task group in framing the recommendations for changes to the Constitution that forms the Special Business at this meeting. He drew particular attention to the difficulties caused by an inability to locate a complete copy of the FPA's Constitution previously adopted on 23<sup>rd</sup> November 1993. In now proposing that the FPA's Constitution be aligned with the Model Rules as prescribed under the *Associations Incorporation (Model Rules) Regulations 1997 – Statutory Rules 1997, No. 166*, the Chairman explained that this will overcome any future difficulties associated with not having a complete Constitutional document in which the Rules governing our Association are clearly set down.

The following Special Resolutions were presented to the meeting and all were adopted.

#### Resolution 1: Approval of addition to the name of the Association (Rule 1).

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That the word “Incorporated” be inserted after the words “Franklin Progress Association” in Rule (1)”.

Proposed by: David Sales  
Seconded by: Peter Lee and CARRIED

#### Resolution 2: Approval of change of address of the office of the Association (Rule 3).

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That the office of the Association is to be at the address of the Public Officer or any other place the Committee determines.”

Proposed by: David Sales  
Seconded by: Peter Lee and CARRIED

#### Resolution 3: Approval to delete one of the Objects and Purposes of the Association concerning the Palais Theatre (Rule 4).

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That 4 (5), namely, “To manage the Palais Theatre and promote its maintenance and restoration” be deleted from the Objects and Purposes of the Association.”

Proposed by: David Sales  
Seconded by: Allan Patman and CARRIED

#### Resolution 4: Approval to increase the cash amount allowed to be paid other than by cheque from the funds of the Association (Rule 8(4)).

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That Rule 8(4) be amended by deleting “ten (\$10)” and inserting “fifty (\$50)”

Proposed by: David Sales  
Seconded by: Allan Patman and CARRIED

#### Resolution 5: Approval to allow a person other than the Public Officer to counter-sign cheques (Rule 8(7)(b)).

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That in Rule 8(7)(b), the words “the Public Officer” be deleted and be replaced by the words “any other member or members of the committee the committee nominates for that purpose”

Proposed by: David Sales  
Seconded by: Allan Patman and CARRIED

#### Resolution 6: Approval to change words to ensure consistency of the name of the “committees” referred to in the constitution (Rule 23 (1)(b))

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That in Rule 23(1)(b) the word “executive” be deleted and replaced with the words “committee of management”

Proposed by: David Sales  
Seconded by: Peter Lee and CARRIED

#### Resolution 7: Approval to allow a person other than the Public Officer to convene meetings of subcommittees (Rule 28(4)).

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That in Rule 28(4) the words “public officer of the Association” be deleted and replaced with the words “member of a sub-committee nominated as chair of a subcommittee by the committee of management”

Proposed by: David Sales  
Seconded by: Peta Sales and CARRIED

#### Resolution 8: Approval to increase the annual subscription from \$2 as currently stated in the constitution, to \$10 (Rule 29(1))

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That in Rule 29(1) “Annual subscription” the words “two dollars (\$2)” be deleted and replaced by the words “ten dollars (10)”

Proposed by: Nonie Carr  
Seconded by: Loris Patman and CARRIED

#### Resolution 9: Approval to renumber Rule 29 “Annual subscription” as Rule 30.

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That the former Rule 29 “Annual subscription” be renumbered as Rule 30.

Proposed by: David Sales  
Seconded by: Allan Patman and CARRIED

#### Resolution 10: Approval to renumber Rule 30 “Financial year” as Rule 31.

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That the former Rule 30 “Financial year” be renumbered as Rule 31

Proposed by: Allan Patman  
Seconded by: David Sales and CARRIED

**Resolution 11: Approval to adopt a new Rule titled “Executive committee” in accord with the list of prescribed rules under the Associations Incorporation (Model Rules) Regulations 1997**

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That a new Rule, numbered 29 be included in the constitution of the Association thus:

**29. Executive committee**

- (1) The president, the vice-presidents, the treasurer and the secretary constitute the executive committee.
- (2) The executive committee may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the committee.
- (3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the committee.

Proposed by: Betty Lyon

Seconded by: David Sales

and CARRIED

**Resolution 12: Approval to add electronic delivery to the methods by which Notices of the Association can be served (Rule 31).**

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That in Rule 31 “Notices” the following additional subrule(c) be inserted to read”

(c) by electronic message delivery such as e-mail to the member at his or her usual or last-known electronic address.”

Proposed by: Carol Ford

Seconded by: Peta Sales

and CARRIED

**Resolution 13: Approval to renumber Rule 31 “Notices” as Rule 32.**

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That the former Rule 31 “Notices” (as amended by Resolution 12) be renumbered as Rule 32

Proposed by: David Sales

Seconded by: Allan Patman

and CARRIED

**Resolution 14: Approval to include a new Rule describing the procedure for alteration of the Rules of the Association.**

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That a new Rule, numbered 37 be included in the constitution of the Association thus:

**37. Alteration of the Rules**

- (1) These Rules may not be altered unless at a special general meeting when notice of the proposed alteration is included in the notice of the special general meeting given to members, such notice to be given at least one calendar month prior to the special general meeting.
- (2) No motion for alteration will be deemed to have been carried unless supported by seventy-five percent of the votes cast on such motion. If the Chairperson of the special general meeting shall at his/her discretion so determine, voting in respect of any alteration to the rules shall be by secret ballot.

Proposed by: Peter Lee

Seconded by: David Sales

and CARRIED

**Resolution 15: Approval to renumber the existing Rule 35 “Winding up” as Rule 38.**

To consider, and if thought fit, to pass a Special Resolution in the following terms:

“That the existing Rule 35 “Winding up” be re-numbered Rule 38 in the constitution of the Association thus:

Proposed by: Allan Patman

Seconded by: Loris Patman

and CARRIED

**Resolution 16: Approval to bring the Association’s Constitution into alignment with the prescribed model rules as listed in Schedule 1 – Model Rules for an organisation in the 1997 Associations Incorporation (Model Rules) No. 166 sch.1 Regulations**

To consider, and if thought fit, pass a Special Resolution in the following terms:

- (a) Rescind the existing Rules titled “Expulsion of members”; “Appeal against expulsion”; “Disputes”; and “Seal of Association”; and
- (b) Adopt the Model Rules numbered 33 to 36 as listed in Schedule 1 –Model Rules for an organisation in the 1997 Associations Incorporation (Model Rules) No. 166 sch.1 Regulations, and titled as follows

Rule 33 “Expulsion of members”

Rule 34 “Appeal against expulsion”

Rule 35 “Disputes”

Rule 36 “Seal of Association”

Proposed by: David Sales

Seconded by: Martin Riddle

and CARRIED

The Chairman thanked all present for their attention and participation in dealing with the Special Business of this meeting. He also expressed special thanks and appreciation to Ruth Young for her time given and the work entailed in preparing the documentation needed for properly dealing with the Constitutional matters now approved.

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**APPENDIX 2:**

Alignment with the Model Rules under the Associations Incorporation (Model Rules) Regulations 1997 (Statutory Rules 1997, No. 166)

**Refer: SCHEDULE 1 - Model rules for an association** Regulation 3

[http://www.thelaw.tas.gov.au/tocview/index.w3p:cond=:doc\\_id=+166+1997+AT@EN+20040810150000:histon=:prompt=:rec=:term=](http://www.thelaw.tas.gov.au/tocview/index.w3p:cond=:doc_id=+166+1997+AT@EN+20040810150000:histon=:prompt=:rec=:term=)

**APPENDIX 3:****APPLICATION FOR INCORPORATION OF AN ASSOCIATION**

This is a copy of the document lodged with the Commissioner of Corporate Affairs on 25<sup>th</sup> November 1993 when the Association determined it should seek incorporation under the provisions of the Associations Incorporation Act 1964.

It is provided here for historical reference purposes.