



MONTAGU COMMUNITY LIVING INC.

# CONSTITUTION

ACN: 2118C  
ABN: 93552037118



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## 1. NAME

The name of the incorporated Association is Montagu Community Living Inc. (in these rules called "the Association").

## 2. PHILOSOPHY

The Association's philosophy is to provide person centred supports for people with disabilities in line with the Purposes and Objectives of Montagu Community Living.

In working towards the Purposes and Objectives, the Association will uphold the principles and objectives of the State and Federal Disability Acts, as amended from time to time.

## 3. OBJECTIVES

- (1) Provide supports that promote and develop independence and self-confidence of Service Users.
- (2) Support Service Users' participation in the activities of their general community.
- (3) Implement strategies that maximise opportunities for Service Users to exert greater control over their life.
- (4) Provide individualised support that focuses on each person's aspirations, interests and abilities.

## 4. PURPOSES

- (1) To establish and maintain quality shared supported accommodation and community supports for Service Users.
- (2) To provide Service Users with opportunities for involvement in a range of relationships in their home and the community.
- (3) To provide Service Users with opportunities to participate in the general life of the community.
- (4) To provide Service Users with opportunities to develop greater self reliance and self confidence.

- (5) To promote and develop an awareness of the philosophy of the Association and encourage the support of the community in achieving the other Purposes and the Objectives of Montagu Community Living.
- (6) To commit to the professional development of staff and Board Members.
- (7) To accept any gift that supports the objects and purposes of the Association and invest any monies in accordance with appropriate legislation.
- (8) To borrow or raise funds for the Association when deemed necessary by the Board.
- (9) To enter into any contract or other arrangement with any government or non-government body which is advantageous to the objects and purposes of the Association.
- (10) To subscribe to, become a member of, and liaise with any organisation which, or any person who, reflects the objectives and purposes of the Association.

## 5. INTERPRETATION

- (1) In these rules, unless the contrary intention appears:

“**Act**” means the Associations *Incorporation Act 1964* (Tasmania).

“**Advocate**” means a person who has been nominated by a Service User or the Association to offer independent support and assistance to enable a person to access information and services; to ensure that their opinions are taken seriously; and that their rights are respected.

“**Authorised Representative**” means an appointed Guardian, Administrator, or Attorney.

“**Bank**” means an approved Australian financial institution.

“**Board**” means the Board of Directors of the Association.

“**Board Meeting**” means a meeting of the Board.

“**Board Members**” means members of the Board of Directors, including the Executive Board.

“**CEO**” means the person appointed to the role of Chief Executive Officer of the Association by the Board.

“**Due Date**” means the date determined by the Board.

“**Executive Board**” means the Chairperson, the Deputy Chairperson, the Public Officer and the Treasurer.

**“Financial Year”** means the year commencing on 1 July and ending on 30 June.

**“General Meeting”** means a general meeting of members convened in accordance with rule 15.

**“Grandfathered member”** means a person other than a Board Member or Life Member who was qualified to be a member immediately prior to the adoption of this Constitution.

**“Impaired Capacity”** means where a person is unable to adequately understand the nature and implications of a decision, or who lacks the ability to make or implement a decision at a particular point in time.

**“Meeting of Members”** means an Annual General Meeting, a General Meeting and/or a Special General Meeting.

**“Person Responsible”** has the same meaning as described in the Guardianship and Administration Act 1995 (Tasmania).

**“Regulations”** means the regulations under the Act.

**“Service User”** means a person with a disability who receives supports from the Association.

**“Special General Meeting”** means a meeting of members for the purposes of rules 7, 8(8), 8(12)(b), 12(4) and 15(4) that is convened in accordance with rule 15; and

(2) In these rules a reference to:

(a) the Secretary is a reference:

- (i) to the person who holds office under these rules as Secretary of the Association, and
- (ii) in the event of the office of Secretary being vacant to the Public Officer of the Association;

(b) the Chair is a reference:

- (i) to the person who holds office under these rules as Chairperson of the Association, and
- (ii) in the event of the office of Chairperson being vacant to the Deputy Chairperson of the Association;

(3) In these rules (unless the contrary intention is clear) any reference to the female or male gender shall also include all other genders.

- (4) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1931* (Commonwealth) as in force from time to time. The Board shall have the sole right of determining the interpretation of the Constitution and by-laws and their decision shall be binding on all members.

## 6. ASSOCIATION'S OFFICE

The registered office of the Association shall be at 1 Bowen Road, Moonah in Tasmania, or such other place as the Board may from time to time determine.

## 7. ALTERATION OF THE CONSTITUTION

These rules may only be altered or amended by at least a three quarters (3/4) majority resolution of a Special General Meeting. Notice of the proposed amendment(s) shall be given in accordance with rule 22.

## 8. MEMBERSHIP

- (1) Membership of the Association.

Membership of the Association is open to:

- (a) Service Users who:

(i) have received support from the Association for any continuous twelve (12) week period during the preceding twelve (12) months;

(ii) apply for membership of the Association by completing an "Application for Membership" form (as set out in Appendix 1) and lodging it with the Board;

(iii) have their application for membership approved by the Board;

(iv) pay the Annual Subscription; and,

(v) have not had their membership revoked by the Board under rule 8 (12).

Once received, an application for membership is to be tabled at the next scheduled Board meeting for determination. Membership of the Association will commence from the payment of the annual subscription following Board approval.

- (b) Any person whose membership is grandfathered with the written approval of the Board and who pays the annual subscription;



- (c) Life Members as set out in rule 8 (2);
- (d) Board Members as set out in rule (25)

(2) Life Membership

(a) “Life Membership” of the Association may be granted at the discretion of the Board following completion and lodgement of a “Life Member Nomination” form (as set out in Appendix 2).

Once received, a nomination for Life Membership is to be tabled at the next scheduled Board Meeting for consideration. Life Membership to the Association will commence from the date of Board approval.

(b) Life Membership affords the recipient life time status as a member of the Association, including voting rights at any Meeting of Members and with no obligation to pay the Annual Subscription.

(3) Members with Impaired Capacity and Members under the age of eighteen (18) years.

(a) If a member:

- (i) has Impaired Capacity; or
- (ii) is under the age of eighteen (18) years,

then the member’s Authorised Representative or, in their absence and with their consent, a Person Responsible may, subject to rule 8(3)(b) exercise all the rights of the member in relation to a Meeting of Members as if they were the member.

(b) Any person with rights under rule 8(3)(a) cannot exercise those rights unless the person has provided the Public Officer with satisfactory evidence of their appointment and status.

(4) The Public Officer will keep and maintain a register of members which contains the full name, address and date of entry of each member. The register will be available for inspection by members at the address of the Association.

(5) Resignation as Member

(a) All members:

- (i) may resign from membership of the Association by lodging written notice of their resignation to the Board; or
    - (ii) are deemed to have resigned as a member of the Association upon their death.
  - (b) All members (other than Life Members and Board Members) are deemed to have resigned as a member of the Association by non-payment of the Annual Subscription as provided for in rule 8(11).
  - (c) Members who are Service Users are deemed to have resigned as a member of the Association at the date that occurs four (4) weeks after the cessation of supports from the Association.
  - (d) Directors are deemed to resign as members of the Association in their capacity as a Board Member at the time they cease to be a Director for any such reason as provided for by the Rules of the Association.
- (6) Upon the resignation of a member as provided for in rule 8(5), the Public Officer will record in the register of members the date the person ceased to be a member.
- (7) A right, privilege, or obligation of a person by virtue of their membership of the Association:
- (a) is not capable of being transferred to, transmitted to, or otherwise exercised by, another person, except as provided in rules 8(3) and 19(3); and
  - (b) terminates upon the cessation of their membership, whether by resignation, non-payment of the Annual Subscription, death, cessation of support from the Association or otherwise as provided in rule 8(5).
- (8) In the event of at least three-quarters of the members at an Annual General Meeting or a Special General Meeting, resolving to wind-up the affairs of the Association, every member, and every person who, within the period of twelve (12) months immediately preceding the commencement of winding-up, was a member of the Association, is liable to contribute to the assets of the Association for the payment of the debts or liabilities of the Association, and for costs, charges and expenses of the winding-up and for the adjustments of the rights of the contributors among themselves, such sum, not exceeding one dollar, as may be required. A former member is not liable to contribute in respect of any debt or liability of the Association contracted after that person ceased to be a member.
- (9) Subject to the appropriate sections of the *Associations Incorporation Act 1964* (Tasmania), in the event of the winding-up of the Association, the remaining assets of the Association, after reparation for all outstanding liabilities, including all Commonwealth and/or State Government equity, shall not be paid to or distributed among the members of the Association, but shall be given or transferred, as

determined by a simple majority vote of the membership, to some other organisation or organisations having objects similar to the objects of the Association and which is an organisation approved by the Commissioner of Taxation as an organisation referred to in section 30-B of the *Income Tax Assessment Act 1997* (Commonwealth).

(10) Providing that where the Australian or State Government has made a capital grant towards the cost of erecting, purchasing or converting any building or towards the cost of providing any necessary equipment it shall be the prerogative of the nominees of the heads of the Federal and State Government agencies which provided the funds and whosoever is appropriate, to determine the disposal of such buildings or equipment having due regard to the part of the capital cost which may have been defrayed by the Association.

(11) Annual Subscription

- (a) An "Annual Subscription" is payable by all members of the Association, unless otherwise provided.
- (b) The Annual Subscription shall be set by a majority vote at each Annual General Meeting and shall be payable on a Due Date.
- (c) The annual subscription must be paid within one (1) calendar month of the Due Date.
- (d) Life Members and Board Members are not required to pay the Annual Subscription.

(12) Removal of Members

- (a) Subject to this rule, the Board may suspend or expel any member of the Association (including a Life Member) if, in the opinion of the Board, the member:
  - (i) has committed any breach of any rule or by-law of the Association; or
  - (ii) has acted in a manner which is detrimental to the interests of the Association.
- (b) The member shall be informed of any allegation and invited to present a verbal or written explanation to the Board Meeting at which the matter is to be considered.
  - (i) Any member of the Association who feels aggrieved by any decision of the Board under this rule may appeal this decision to a Special General Meeting in writing to the Chair within one calendar month of being informed. Such notice shall state the grounds of the appeal.

- (ii) An appeal shall be heard at a Special General Meeting, which must be held no later than one month from the giving of the notice to the Chair in rule 8(12)(b)(i).
  - (iii) On the hearing of any such appeal the member who feels aggrieved shall be given the opportunity of being heard by the Special General Meeting.
  - (iv) Until the hearing of any such appeal the decision of the Board shall have full force and effect.
  - (v) The decision of the Special General Meeting shall be final.
- (c) Upon the removal or resignation, the Annual Subscription paid by the member (if any) is not to be repaid or reimbursed to the member.

## 9. INCOME AND PROPERTY

- (1) The funds of the Association shall be derived from annual subscriptions, donations, government funding and any other sources as the Board determines and will be audited annually.
- (2) 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 will be paid or transferred, directly or indirectly by dividend, bonus or otherwise, to any member of the Association.
- (3) The Association shall not appoint a person who is a member of the Board, to any paid position in the Association (excluding any elected staff or Service User's representative). This does not exclude the Association from repaying out-of-pocket expenses.
- (4) Nothing in the foregoing provisions of this rule prevents the payment in good faith to an employee or member of the Association:
  - (a) for services actually rendered to the Association and/or for goods supplied to the Association in the ordinary course of business; or
  - (b) for rent of premises let to the Association, provided it is a reasonable and proper amount.

## 10. ACCOUNT OF RECEIPTS, EXPENDITURE, ETC.

- (1) True accounts shall be kept of:
  - (a) all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place;

(b) the property, credits, and liabilities of the Association,

and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board for the time being, those accounts shall be open to the inspection of the members of the Association.

- (2) The Treasurer or other person designated by the Board shall faithfully:
  - (a) supervise the collection and receipt of monies due to the Association and make all payments for services rendered to the Association; and
  - (b) keep correct accounts, books and records showing the financial affairs of the Association with full details of all receipts and expenditures connected with the operations and business of the Association in such form and manner as the Board may direct.
- (3) The accounts, books and records referred to in rules 10(1) and 10(2) shall be kept at the Association's office or such other place as the Board may determine.

## 11. BANKING AND FINANCE

- (1) The Board shall cause to be opened with such Bank(s) as the Board selects, banking accounts in the name of the Association into which all monies received shall be paid as soon as possible after receipt thereof.
- (2) Except with authority of the Board, no payment of a sum exceeding an amount determined from time to time shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, or by Electronic Funds Transfer. The Board may provide the Treasurer or other person designated by the Board with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Board may impose.
- (3) Payments of a routine nature by cheque or by Electronic Funds Transfer may be effected by persons authorised to do so by the Board and ratified by the Board at a subsequent Board Meeting.
- (4) No capital item shall be purchased outside of the Delegation Schedule of the Association, without prior permission of the Executive Board.
- (5) All cheques, Electronic Funds Transfers, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the persons nominated by the Board and registered with the Association's bank or bankers for the time being.

- (6) The Board may receive from the Association's bank (or bankers) the cheques drawn by the Association on any of its accounts with the bank (or bankers). The Board 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.

## 12. AUDITOR

- (1) At each Annual General Meeting of the Association, the members present shall appoint a person as the Auditor of the Association.
- (2) A person so appointed shall hold office until the Annual General Meeting next after that at which that person is appointed and is eligible for re-appointment.
- (3) If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor of the Association for the current financial year of the Association.
- (4) Except as provided in rule 12(3), the auditor may only be removed from office by a resolution at a Special General Meeting.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

## 13. AUDIT OF ACCOUNTS

- (1) The financial report of the Association, which will be prepared for each financial reporting period in accordance with requirements of the applicable financial reporting framework, shall be subject to an audit carried out by the auditor of the Association.
- (2) The audit shall be performed pursuant to the requirements of the relevant regulations applicable to the financial reporting period, with the objective of obtaining reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes the auditor's opinion.
- (3) The auditor's report shall state whether in the opinion of the auditor, the financial report gives a true and fair view of the Association's financial position as at the reporting date and of its financial performance for the year then ended, and the auditor shall report thereon to the members present at the Annual General Meeting.
- (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 and/or employees of the Association such information and explanations as may be necessary for the performance of their duties as auditor;
  - (c) may employ persons to assist 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) Where the auditor has insufficient time to prepare and submit to the Annual General Meeting a report on the financial affairs of the Association, the Treasurer of the Association must instead present a statement of income and expenditure of the Association; the auditor's report will then be received at the next general meeting of the Association.

#### 14. ANNUAL GENERAL MEETING

- (1) The Association shall in each calendar year convene an "Annual General Meeting" of its members.
- (2) The Annual General Meeting shall be held at an appropriate time and location, but not later than four months after the close of the financial year of the Association, except in extraordinary circumstances as determined by the Board.
- (3) The Annual General Meeting shall be specified as such in the notice convening it. The notice given shall comply with rule 22.
- (4) The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting, and any Special General Meeting or General Meeting held since that meeting;
  - (b) to receive from the Board, Auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year;
  - (c) to elect the Executive Board as provided in rule 24;
  - (d) to elect the ordinary members of the Board as provided in rule 25; and
  - (e) to appoint the Auditor.

- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (6) The Annual General Meeting shall be in addition to any other Special General Meeting and General Meetings that may be held in the same year.

## 15. GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

### (1) Calling General Meeting and Special General Meetings

#### (a) General Meetings of all members may be called:

- (i) by resolution of the Board; or
- (ii) by requisition in accordance with rule 15(2) to (6) inclusive.

Unless otherwise provided, the notice given shall comply with rule 22.

#### (b) Special General Meetings of all members may be called:

- (i) by resolution of the Board for the purposes of rules 7, 8(8) and 12(4);  
and
- (ii) by a member for the purposes of rules 8(12)(b) and 15(4).

Unless otherwise provided, the notice given shall comply with rule 22.

- (2) The Board shall, on the requisition in writing of not less than five (5) members, convene a General Meeting.
- (3) The request for a General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Board does not cause a General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (5) No other business than that set out in the notice convening the meeting shall be transacted at the meeting.



- (6) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

## 16. QUORUM AT MEETINGS OF MEMBERS

- (1) Unless otherwise provided, a quorum for a General or Special Meeting of Members shall be a minimum of five (5) members of the Association at the time of the meeting. If a quorum is not present, then:
  - (a) if within thirty (30) minutes from the time appointed for the Meeting of Members a quorum is not present the meeting, if convened by request of members, shall be dissolved; and
  - (b) if not so convened, it shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those present shall comprise a quorum for all purposes.

## 17. CHAIRPERSON AT MEETINGS

- (1) At every Meeting of Members, the Chairperson shall preside.
- (2) In the absence of the Chairperson, the Deputy Chairperson shall preside at each Meeting of Members.
- (3) When the Chairperson and Deputy Chairperson are either absent from or unwilling to chair the Meeting of Members, the members present shall elect one of their number to preside as Chairperson of that Meeting of Members.

## 18. ADJOURNMENT

- (1) The Chairperson of a Meeting of Members 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 left unfinished at the meeting at which the adjournment took place.
- (2) Where a Meeting of Members is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the Meeting of Members.
- (3) Except as provided in rules 18(1) and 18(2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 19. VOTING

- (1) Membership of the Association entitles a person to one vote irrespective of the number of membership categories they hold. A duly appointed representative as outlined in rule 8(3) (a) and/or a person holding a valid proxy vote is entitled to cast those votes in addition to their own vote if they are a current member.
- (2) Each member shall be entitled to appoint another member as their proxy by notice given to the Secretary prior to the meeting in respect of which the proxy is appointed.
- (3) The notice appointing the proxy shall be on the "Proxy Voting" form (as set out in Appendix 3).
- (4) In the case of an equality of voting on a question the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) With the exception of proposed changes to the Constitution of the Association, resolutions put to a General Meeting shall be carried by a simple majority of the members present and voting. Proposed changes to the Constitution of the Association and all resolutions put to a Special General Meeting shall be carried by a three-quarters (3/4) majority of the members present and voting.

## 20. DIVISION

- (1) At any meeting of members, a declaration by the Chair that a resolution has been carried or not carried shall be sufficient evidence of members' voting intention unless not fewer than three (3) members call for a poll.
- (2) When a poll is taken the number of votes in favour and against the resolution shall be recorded.

## 21. MINUTES

- (1) Minutes of the proceedings of every Meeting of Members and Board Meeting shall be kept at the Association's official address.

## 22. NOTICE OF MEETING

- (1) The Secretary shall ensure that all members receive at least fourteen (14) days notice of the Meeting of Members, stating the place, date and time of the meeting and nature of the business to be transacted at the meeting.

- (2) 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 their usual or last known place of abode.

## 23. AFFAIRS OF THE ASSOCIATION

- (1) The Affairs of the Association shall be managed by the Board constituted as provided in rule 25.
- (2) The Board:
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these rules, the regulations and the Act, 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 Annual General Meeting, Special General Meeting and General Meetings; and
  - (c) subject to these rules, the regulations and the Act, 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.

## 24. EXECUTIVE BOARD

- (1) The Chairperson, a Deputy Chairperson, a Public Officer and a Treasurer constitute the Executive Board.
- (2) The Public Officer will not concurrently hold the position of any other member of the Executive Board.
- (3) Each member of the Executive Board shall hold office until the conclusion of the next Annual General Meeting after the date of their appointment.
- (4) Each member of the Executive Board shall hold that office for a period not exceeding five (5) consecutive terms in accordance with rule 25(4).
- (5) In the event of a casual vacancy in any office mentioned in rule 24(1), the Board may appoint another of its members to the vacant office, and the member so appointed shall hold office as provided in rule 24(3).
- (6) During the period between meetings of the Executive Board, the Executive Board may issue instructions to the public officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.

- (7) The Executive Board is to report on any instructions issued under rule 24(6) to the next Board Meeting.

## 25. CONSTITUTION OF THE BOARD

- (1) The Board shall consist of at least seven (7) members and no more than twelve (12) members. Board members are exempt from payment of the annual subscription.
- (2) Nominations of candidates for election as members of the Board shall be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate, on the "Nomination of Board of Directors Member" form (as set out in Appendix 4), and delivered to the Secretary at least ten (10) working days before the date fixed for the holding of the Annual General Meeting.
- (3) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held.
- (4) Term of office of a Board member will expire at the conclusion of the Annual General Meeting next after the date of their election .
- (5) In the event of a Board member foreseeing a period during which that person will not be able to attend regular Board meetings that member shall apply for leave of absence from those meetings for the required period. Any Board Member who fails to attend three (3) consecutive Board meetings without notification to the Association shall be deemed to have resigned from the Board.
- (6) The Board shall have power to co-opt persons with particular skills who are not members of the Association for limited periods and specified purposes, but they shall not be entitled to vote.

## 26. REMOVAL OF A MEMBER OF THE BOARD

- (1) The Association in General Meeting may by resolution remove any member of the Board before the expiration of their term of office and appoint another member in their place to hold office until the expiration of the term of the first mentioned member in accordance with rules 24(3) and 24(4).
- (2) The member may require the Secretary or Chairperson to send a copy of the reasons to each member of the Association or, if they are not sent, the member may require that they be read out to the meeting.

## 27. PROCEEDINGS OF THE BOARD

- (1) The Board shall meet at least six (6) times in each year at such places and times as the Board may determine.
- (2) A quorum shall be four (4) Board members.
- (3) At every Board Meeting, the Chairperson shall preside and in the absence of the Chairperson the Deputy Chairperson shall chair the meeting. In the absence of these officers a chairperson will be elected by the members present.
- (4) At all Board Meetings the Chairperson shall conduct the business in a manner aimed at achieving consensus.
- (5) Questions which arise at any meeting and are unable to be decided by consensus shall be decided by a simple majority of votes and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- (6) The Chairperson or any two Board members may at any time summon a Board Meeting.
- (7) Verbal or written notice of Board Meetings shall be served on each member of the Board at a reasonable time.
- (8) The Board may at any time appoint a sub-committee and shall prescribe the powers and functions thereof.

## 28. DISPUTES

- (1) Subject to this rule, a dispute between a member of the Association, in their capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the *Arbitration Act 1892* (Tasmania).
- (2) Nothing in this rule affects the operation or effect of rule 8(10).

## 29. COMMON SEAL

- (1) The Common Seal of the Association shall be kept in the custody of the Public Officer.
- (2) The Common Seal shall not be used without the authority of the Board. The affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Board or of one (1) Member of the Board and of the Public Officer of the Association.

## 30. BY-LAWS

This Constitution adopts and incorporates the Model Rules under the *Associations Incorporation Act 1964* (Tasmania) except where they are inconsistent herewith.

## 31. INDEMNITY

Every person who is or has been a director of the Association or employee of the Association is entitled to be indemnified out of the property of the Association against any liability incurred by that person while acting in good faith in that capacity (including any legal costs incurred in defending any civil or criminal proceedings, in which that person becomes involved by reason of their acting in that capacity) unless the Association is prevented from giving that indemnity in a particular case, or the proceedings have been brought against that person by or on the complaint of the Association.

The prescribed forms referred to in the Rules of the Association are as follows:

## APPENDIX 1

### APPLICATION FOR MEMBERSHIP

I \_\_\_\_\_

of \_\_\_\_\_

apply for membership of Montagu Community Living Inc.

SIGNED \_\_\_\_\_

*Must be a Service User or a Service User's appointed Attorney, Administrator or Person Responsible (with the consent of the Service User's appointed Attorney or Administrator).*

Application for membership was approved by the Board on : \_\_\_\_/\_\_\_\_/\_\_\_\_

SIGNED: \_\_\_\_\_ DATE: \_\_\_\_/\_\_\_\_/\_\_\_\_

Annual Subscription of \$ \_\_\_\_\_ was received on : \_\_\_\_/\_\_\_\_/\_\_\_\_

APPENDIX 2

NOMINATION FOR LIFE MEMBERSHIP

I hereby nominate \_\_\_\_\_

of \_\_\_\_\_

as a Life Member of Montagu Community Living Inc.

SIGNED \_\_\_\_\_

*Must be a Board Member of Montagu Community Living*

Nomination Seconded By \_\_\_\_\_

*Must be a Board Member of Montagu Community Living*

I accept nomination for Life Membership:

SIGNED: \_\_\_\_\_ DATE: \_\_\_\_/\_\_\_\_/\_\_\_\_

Admission as Life Member was approved by the Board on: \_\_\_\_/\_\_\_\_/\_\_\_\_



**APPENDIX 3**

**PROXY VOTING**

I \_\_\_\_\_

of \_\_\_\_\_

being a member of MONTAGU COMMUNITY LIVING INC. do appoint

\_\_\_\_\_ as my proxy to

vote for me on my behalf at the Annual/General/Special General Meeting of MONTAGU

COMMUNITY LIVING INC. to be held on the \_\_\_\_\_ day of \_\_\_\_\_

or any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

SIGNED: \_\_\_\_\_

*Must be signed by a Service User or a Service User's appointed Attorney, Administrator or Person Responsible (with the consent of the Service User's appointed Attorney or Administrator).*

My vote is to be cast:            in favour of\*  
  against the resolution\*

\* Strike out whichever is not desired.

**(Unless otherwise instructed, the proxy may vote as that person thinks fit).**

APPENDIX 4

NOMINATION OF BOARD OF DIRECTORS MEMBER

I hereby nominate \_\_\_\_\_

for the position of member of the Board of Directors.

SIGNED \_\_\_\_\_

*Must be a current member of Montagu Community Living*

Nomination Seconded By \_\_\_\_\_

*Must be a current member of Montagu Community Living*

I accept nomination for membership of the Board:

SIGNED: \_\_\_\_\_ DATE: \_\_\_\_/\_\_\_\_/\_\_\_\_

Nomination considered at Board Meeting held on \_\_\_\_/\_\_\_\_/\_\_\_\_

Elected/Not Elected

\* \* \* \*