

**CONSTITUTION
OF
THE TASMANIAN COUNCIL
OF SOCIAL SERVICE INC.**

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Constitution

The Tasmanian Council of Social Service Inc.

1.0 Name

- 1.1 The name of the association shall be the Tasmanian Council of Social Service Inc. ("the Council").

2.0 Interpretation

- 2.1 In these rules, unless the contrary intention appears
- a. **"Board"** means the Board of management of the Council;
 - aa. **"Chief Executive Officer" shall mean and include** Executive Director **and/or** Executive Officer;
 - b. **"General Meeting"** means a general meeting of members convened in accordance with clause 13.1;
 - c. **"Financial year"** means the year ending 30th June;
 - d. **"Ordinary Board member"** means a member of the Board to whom clause 21.1 relates;
 - e. **"The Act"** means the *Associations Incorporation Act 1964*;
 - f. Words or expressions contained in these rules shall be interpreted in accordance with the provision of the *Tasmanian Acts Interpretation Act 1931* and the Act as in force from time to time;
 - g. **"Organisation" or "Organisations"** means not for profit non government, community service organisations.
 - h. **"Peak Body" or "Peak Bodies"** means a non-government organisation or organisations (as the case may be) whose major category of membership is other non-government organisations and whose primary purpose is not service provision.
 - i. **"Regions"** means the geographical regions covered by the respective telephone number prefixes 62, 63 and 64 , or North, North West, and South of Tasmania.;
 - j. **"Responsible Person"** means an individual who:
 - (i) performs a significant public function; or
 - (ii) is a member of a professional body having a code of ethics or rules of conduct; or
 - (iii) is officially charged with spiritual functions by a religious institution; or
 - (iv) is a director of a company whose shares are listed on the Australian Stock Exchange; or
 - (v) has received formal recognition from government for services to the community; or
 - (vi) is approved as a Responsible Person by the Commissioner of Taxation.
 - k. **"Voting card"** means a card signed by the President and according to membership category at a general meeting.

- I. For the purposes of this Constitution, “**Government**” shall be defined as Local, State and Federal Government Departments, Agencies or Authorities.

3.0 Office

- 3.1 The office of the Council shall be at such a place as the Board may, from time to time, determine.

4.0 Objects

- 4.1 The objects of the Council shall be:-
 - 4.1.1 to act as the peak body within the State of Tasmania for non-government community service organisations;
 - 4.1.2 to advocate with and on behalf of low income and vulnerable members of the community to prevent or relieve injustice, poverty, disadvantage and/or social exclusion;
 - 4.1.3 to inform the public of the causes and effects of poverty, injustice, disadvantage and/or social exclusion and to champion a vision of a fair, just and equitable Tasmania;
 - 4.1.4 to support non-government organisations to strengthen their capacity to improve their services;
 - 4.1.5 to liaise and co-operate with Federal, State and Local government, government departments, statutory authorities and other organisations as necessary to further the objects of the Council; and
 - 4.1.6 to co-operate with the Australian Council of Social Service, the Councils of Social Service in every other state and territory, and other national and international organisations promoting the interests and objects of non-government organisations.
- 4.2 In addition to the basic objects of the Council, as stated in clause 4.1, the objects, purposes and powers of the Council shall be deemed to include:-
 - 4.2.1 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 and powers of the Council;
 - 4.2.2 the buying, selling and supplying of, and dealing in goods of all kinds;
 - 4.2.3 the construction, maintenance and alteration of buildings or works necessary or convenient
 - 4.2.4 the accepting of any gift, whether subject to a special trust or not, for one or more of the objects or purposes and powers of the Council;
 - 4.2.5 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 Council, whether by way of donations, subscriptions, government funding or otherwise;
 - 4.2.6 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 Council;

- 4.2.7 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;
- 4.2.8 subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Council not immediately required for any of its objects or purposes or powers in such manner as the committee from time to time determine;
- 4.2.9 the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of sub-section (1) of section 78 of the Income Tax Assessment Act of the Commonwealth relates;
- 4.2.10 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 Council and their dependants and the granting of pensions, allowances, or other benefits to servants or past servants of the Council and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- 4.2.11 the establishment and support, or aiding in the establishment or support, or any other association formed for any of the basic objects of the Council;
- 4.2.12 the purchase or acquisition, and undertaking, of all or part of the property, assets, liabilities and engagements of any association with which the Council may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Council; and
- 4.2.13 the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Council or of any of the objects and purposes specified in the foregoing provisions of this sub-clause.

5.0 Membership –

All members agree to abide by the Council’s rules and commit to the objects of the Council.

5.1 The Council shall have the following categories of membership available:

- 5.1.1 Peak membership— which shall be offered to Peak Bodies.
- 5.1.2 Organisational membership—which shall be offered to Organisations.
- 5.1.3 Individual membership—which shall be offered to individuals. However, any individual elected to Federal, State or Local Government office with be offered Associate Membership
- 5.1.4 Associate membership—which shall be offered to those otherwise ineligible to be members and which carries no voting rights.
- 5.1.5 Government instrumentalities whose principal function is the provision of community services or the funding of community services are excluded from all but Associate membership.
- 5.1.6 The Board shall have the power to determine which organisations are eligible for each membership category.

- 5.1.7 Honorary Life members—which may be offered to any person who has rendered outstanding service to the community or the Council. For the purposes of voting at elections, Honorary Life Members are to be treated as Individual Members.
- 5.2 Application for membership and categories of membership shall be made in writing to the Public Officer appointed by the Council and admission to membership shall be by a simple majority vote of the Board.
- 5.2A The Public Officer is to be responsible for maintaining a Register of Members.
- 5.3 Persons shall be admitted as Honorary Life members on the invitation of the Council, such invitation to be on the recommendation of the Board.

6.0 Income and Property

- 6.1 The income and property of the Council, however derived, shall be applied solely towards the promotion of the objects, purposes and powers of the Council and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Council.
- 6.2 No servant of the Council shall be eligible for election or appointment to membership of the Board.
- 6.3 Nothing in the foregoing provisions of this clause prevents the payment in good faith to a servant or member of the Council (including a member of the Board) of -
 - 6.3.1 remuneration in return for services actually rendered to the Council by the servant or member or for goods supplied to the Council by the servant or member in the ordinary course of business;
 - 6.3.2 interest on moneys lent to the Council by the servant or member at a rate not exceeding the rate being charged by its bank to the Council on an overdraft or which would be charged by the bank to the Council if it had an overdraft; or
 - 6.3.3 a reasonable and proper sum by way of rent for premises let to the Council by the servant or member.

7.0 Accounts

- 7.1 True and fair accounts shall be kept—
 - 7.1.1 of all sums of money received and expended by the Council and the matter in respect of which the receipt or expenditure takes place; and
 - 7.1.2 of the property, assets, and liabilities of the Council, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Council for the time being, those accounts shall be open to the inspection of the members of the Council.
- 7.2 The Treasurer of the Council shall keep or cause to be kept all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Council in such form and manner as the Committee may direct.
- 7.3 The accounts, books, and records referred to in clauses 7.1 and 7.2 shall be kept at the Council's office or at such other place as the Board may decide.

8.0 Banking and Finance

- 8.1 The Treasurer of the Council or the Treasurer's nominee shall, on behalf of the Council, receive all moneys paid to the Council and promptly after receiving any payments in cash issue an official receipt.
- 8.2 The Board shall cause to be opened with such bank as the Board selects a banking account in the name of the Council into which all moneys received shall be paid by the Treasurer or the Treasurer's nominee, as soon as possible after receipt thereof.
- 8.3 Except with the authority of the Board, no payment of a sum exceeding fifty dollars or as the Board shall from time to time determine shall be made from the funds of the Council otherwise than by cheque or electronic funds payment drawn on the Council's bank 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.
- 8.4 Cheques and/or electronic funds payments shall be drawn on the Council's bank accounts only for the payment of expenditure to be authorised by the Board
- 8.5 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed, drawn, accepted or endorsed (as the case may be) for and on behalf of the Council in such manner and by any two of the following, so long as at least one of the signatories is a Board member: President, Vice-President, Treasurer, (1) one other member of the Board so appointed, CEO, Manager and Finance Officer.

9.0 Auditor

- 9.1 At each annual general meeting of the Council, the members present shall appoint a person, registered by Corporate Affairs as a company auditor, as the auditor of Council.
- 9.2 A person so appointed shall hold office until the annual general meeting next after that at which appointed, and is eligible for re-appointment.
- 9.3 If an appointment is not made at an annual general meeting the Board shall appoint an auditor of the Council for the then current financial year of the Council.
- 9.4 The auditor may only be removed from office by special resolution.
- 9.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Council, the committee may appoint a suitably qualified person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

10.0 Audit of Accounts

- 10.1 Once at least in each financial year of the Council the accounts of the Council shall be examined by the auditor.
- 10.2 The auditor shall report as to the truth and fairness of the accounts of the Council to the members at annual general meeting.
- 10.3 In reporting, the auditor shall state—
 - 10.3.1 whether the information required for the purposes of the audit has been obtained;

- 10.3.2 whether the rules relating to the administration of the funds of the Council have been observed; and
- 10.3.3 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 Council according to the information available and explanations given and as shown by the books of the Council.
- 10.4 The public officer of the Council shall cause to be delivered to the auditor a list of all the accounts, books and records of the Council.
- 10.5 The auditor—
 - 10.5.1 has a right of access to the accounts, books, records, vouchers and documents of the Council;
 - 10.5.2 may require from the servants of the Council such information and explanations as may be necessary for the performance of the audit;
 - 10.5.3 may employ persons to assist in investigating the accounts of the Council; and
 - 10.5.4 may, in relation to the accounts of the Council, examine any member of the Board or any servant of the Council.

11.0 Annual General Meeting

- 11.1 The Council shall, in each year, hold an annual general meeting.
- 11.2 The annual general meeting shall be held on such day as the Board determines, being within 6 months of the close of the financial year.
- 11.3 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 11.4 The annual general meeting shall be specified as such in the notice convening it.
- 11.5 The ordinary business of the annual general meeting shall be -
 - 11.5.1 to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - 11.5.2 to receive from the Board, auditor and servants of the association reports upon the transactions of the Council during the last preceding financial year;
 - 11.5.3 to receive from the Returning Officer a certificate of the result of any election held since the last Annual General Meeting;
 - 11.5.4 to appoint the auditor; and
 - 11.5.5 any other special business of which notice is given in accordance with these rules.

12.0 Other General Meetings

- 12.1 The Board may whenever it thinks fit, convene a general meeting of the Council.
- 12.2 The Board shall, on the request in writing of not less than ten members, convene a general meeting of the Council to be held no later than one month after receipt of the request.

13.0 Notice and Business of General Meetings

- 13.1 At least twenty one (21) days notice in writing of every general meeting shall be given to every member at the address appearing in the register of members by prepaid post stating the time, place and the business to be transacted. No business other than that set out in the notice convening the meeting shall be transacted at any general meeting.
- 13.2. The accidental omission to give due notice of a meeting or the non-receipt of notice of a meeting by any person entitled to receive it does not invalidate the proceedings at that meeting.

14.0 Quorum

- 14.1 At all general meetings fifteen (15) members present in person shall constitute a quorum.
- 14.2 If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened by request 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 Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and at such adjourned meeting those present shall form a quorum for the purpose of considering the business set out in the notice of meeting convening the adjourned meeting.

15.0 Chairperson to Preside at General Meetings

- 15.1 The Chairperson of the Board shall preside at every general meeting of the Council.
- 15.2 If the Chairperson is absent from a general meeting, the members present shall elect one of their number to preside as Chairperson thereat.

16.0 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 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.
- 16.2 Where a meeting is adjourned for twenty-one days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 16.3 Except as provided in the foregoing provisions of this clause, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17.0 Determination of Questions Arising at General Meetings

- 17.1 A question arising at a general meeting of the Council shall be determined on a show of voting cards and unless before or on the declaration of the result of the show of voting cards, a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of voting cards, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

18.0 Votes

18.1 At general meetings –

- peak members shall have one (1) vote each.
- organisation members (as defined) shall have one (1) vote each.
- individual members (as defined) shall have one (1) vote each.
- associate members shall not have a vote.

18.2 Proxy votes shall not be accepted.

18.3 In the case of an equality of voting on a question the motion shall be deemed lost.

19.0 Management by Board

19.1 The affairs of the Council shall be directed by a Board of management constituted as provided in clause 21.19.2

19.2 The Board –

19.2.1 shall control and manage the business and affairs of the Council;

19.2.2 may, subject to these rules, exercise all such powers and functions as may be exercised by Council, other than those powers and functions that are required by these rules to be exercised by general meeting of members of the Council; and

19.2.3 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 Council;

19.2.4 may delegate any of its powers to committees consisting of such member or members of the Board or such person or persons as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any directions that may from time to time be imposed upon it by the Board;

19.2.5 the Board may convene regional committee meetings which shall operate in accordance with clause 19.2.4.

20.0 Officers of the Council

20.1 The officers of the Council shall be—

20.1.1 a President, as Chairperson

20.1.2 one Vice-President; and

20.1.3 a Treasurer.

20.1.4 No employee of a government department whose principal function is the provision of community services or the funding of non government organisations, shall be elected an officer of the Council and any office bearer appointed to such government position subsequent to election shall cease to hold office, provide always that at the discretion of the Board, the officer may remain in office until the next Annual General Meeting.

20.2 **Election of Officers**

20.2.1 The President shall be elected by those members of the Council entitled to vote.

- 20.2.2 All other officers of the Council shall be elected by the members of the Board at the first Board meeting following election of the Board.
- 20.3 The provisions of clause 22C so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in clauses 20.1.2, 20.1.3 and 20.1.4.
- 20.4 The term of office for all members of the Board shall be two (2) years.
- 20.5 Where a term of office is to expire under clause 20.4, that expiry is to occur at the close of the Annual General Meeting that year.
- 20.6 In the event of a casual vacancy in any of the offices mentioned in clauses 20.1.1, 20.1.2, 20.1.3 and 20.1.4, the Board may appoint one of its members to the vacant office, and the member so appointed shall hold office until the close of the annual general meeting next following the date of their appointment.
- 20.7 Each Board member shall not serve more than three (3) successive terms.

21.0 Constitution of the Board

- 21.1 Subject to clause 21.2, the Board shall consist of nine (9) members and shall comprise:
- 21.1.1. The President of the Council;
 - 21.1.2 Two (2) members who represent Peak Bodies;
 - 21.1.3 Two (2) members who represent Organisations;
 - 21.1.4 Two (2) representatives from Regions **PROVIDED THAT** those representatives shall not come from the geographical region covered by the telephone number prefix "62" and known as the South or Southern region;
 - 21.1.5 Two (2) members holding Individual membership
- 21.2 No more than one (1) employee of any member organisation shall be elected to the Board.

21A.0 Role of Chief Electoral Officer

- 21A.1 The Board may appoint the Chief Electoral Officer for the State of Tasmania or some other person or organisation independent of TasCOSS or its members as Returning Officer to conduct an election in accordance with these Rules.
- 21A.2 The Chief Electoral Officer may appoint another person as Returning Officer to conduct the election on his or her behalf.

21B.0 Notice of Nomination

- 21B.1 The Returning Officer in an election must fix the day on which nominations for the election open and the time and date for the close of nominations.
- 21B.2 Nominations are to be open for at least 14 days.
- 21B.3 The Returning Officer in an election must, no later than 14 days before the date fixed for the close of nominations, cause notice of the election and a nomination form to be sent to every member at the postal address nominated by that member on his or her Membership application and renewal form.
- 21B.4 The notice is to—
- 21B.4.1 specify the vacancy or vacancies to be filled; and
 - 21B.4.2 call for nominations; and

21B.4.3 specify the place at which, and the time and date by which, nominations must be received; and

21B.4.4 contain such other information as the Returning Officer determines

21B.5 Nomination forms for an election are to be prepared and printed in a form approved by the Returning Officer and include provision for Candidate's statements.

22.0 Nomination of candidates

22.1 A person eligible under these Rules may be nominated as a candidate for election as President or an ordinary Board Member.

22.2 A nomination under subclause 22.1 shall be—

22.2.1 made in writing on a nomination form—

22.2.2 made by at least two members of the Council other than the person being nominated who are to sign the form;

22.2.3 accompanied by the written consent and signature of the candidate (which may be endorsed on the nomination form); and

22.2.3 include a statement agreeing to abide by the Council's rules and commit to the objects of the Council.

22.3 The nomination form must be lodged, posted or faxed so as to be received by the Returning Office by the time and date fixed for close of nominations.

22.4 The Returning Officer in an election may accept a nomination for the election if satisfied that –

22.4.1 the nomination has been made and lodged in accordance with these rules; and

22.4.2 the person nominated is eligible to be a candidate in the election.

22.5 The Returning Officer must reject a nomination if not satisfied as to the matters specified in this rule.

22.6 The Returning Officer is not to disclose information concerning any nominations received until after the time fixed for the close of nominations.

22A.0 Candidate statements

22A.1 A candidate in an election may supply the Returning Officer with a written statement to be distributed with ballot papers.

22A.2 The statement must be received by the Returning Officer in the election by the close of nominations.

22A.3 The statement is not to –

2A.3.1 exceed 150 words; or

2A.3.2 mention any other candidate unless the signed consent of that other candidate is received by the Returning Officer with the statement.

22A.4 The Returning Officer may, interfering as little as possible with the content of a candidate's statement, edit any or all of that statement to make it consistent in style and layout and to ensure compliance with subclause 21A.3.

22B.0 Withdrawal of nominations

22B.1 A candidate in an election may withdraw his or her nomination at any time by giving notice in writing of the withdrawal to the Returning Officer.

22C.0 When is a ballot required

22C.1 If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer is more than the number of positions to be filled at that election, the Returning Officer must conduct a ballot.

22C.2 If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer is equal to, or less than the number of positions to be filled, the Returning Officer is to declare those persons elected, and the order of election of those candidates is to be determined by the drawing or casting of lots.

22D.0 List of eligible electors

22D.1 The Returning Officer is to fix the date on which the list of electors is to close for an election.

22D.2 The Public Officer is to prepare a list of eligible electors in each of the following classes of membership—

22D.2.1 the nominated voting representative of each Peak Body and

22D.2.2 the nominated voting representative of each Organisation, and

22D.2.3 individual members, who are financial in respect of 1 July in the year of an election.

22D.3 The Public Officer is to certify as correct the list of electors and provide it to the Returning Officer.

22D.4 The Returning Officer in an election may require the Public Officer to provide any other information that the Returning Officer reasonably considers is necessary or expedient for clarifying eligibility to vote.

22E.0 Ballot papers

22E.1 Subject to this clause, ballot papers for an election are to be prepared and printed in a form approved by the Returning Officer.

22E.2 The order in which the names of candidates are to be printed on the ballot papers is to be drawn by lot.

22E.3 A ballot paper is to contain a direction to the effect that electors are to vote for all candidates in the order of their preference.

22F.0 Polling period

22F.1 The Returning Officer in an election must fix—

22F.1.1 the day on which ballot papers are posted to eligible electors, and

22F.1.2 the time and date of the close of the ballot, which is to be a date no less than 14 days prior to the Annual General Meeting.

22F.2 The ballot papers are to be posted to eligible electors at least 14 days before the close of the ballot.

22G.0 Ballot material to be posted to electors

22G.1 When conducting an election the Returning Officer must post or deliver the following ballot material to each elector at the postal address nominated by that elector—

22G.1.1 the ballot paper;

22G.1.2 instructions for the completion of the ballot paper and the manner in which the ballot paper is to be returned;

- 22G.1.3 the Reply Paid envelope or envelopes to be used for the return of the ballot paper;
- 22G.1.4 candidate statements
- 22G.1.5 such other material as the Returning Officer considers appropriate.
- 22G.2 An envelope to be used for the issue and return of a ballot paper is to make provision for the voter to sign a declaration authenticating the vote; and be designed to protect the secrecy of the vote.
- 22G.3 Except as provided by subclause 22G.2, the form of the envelope is to be determined by the Returning Officer.
- 22G.4 The declaration required under subregulation (2), is to be to the effect that the voter is the person named on the envelope; and that the voter voted on the ballot paper in the envelope.

22H.0 Voting

- 22H.1 In accordance with the instructions issued by the Returning Officer, an elector in an election is to –
 - 22H.1.1 mark the ballot paper; and
 - 22H.1.2 place it in the envelope or envelopes provided; and
 - 22H.1.3 sign the voter's declaration; and
 - 22H.1.4 send it by post or deliver it so that it is received by the Returning Officer before the close of the ballot.

22I.0 Supplementary issue of ballot material

- 22I.1 Where an elector whose name appears in the list of electors provided under clause 22D claims in an application made to the Returning Officer before the close of the ballot that he or she has not received the ballot paper or that the ballot paper received has been accidentally defaced or destroyed, the Returning Officer may forward by post or deliver a second set of ballot material to that elector.

22J.0 Ballot papers not to be accepted

- 22J.1 The Returning Officer in an election must not accept a ballot paper that is –
 - 22J.1.1 received by the Returning Officer after the close of the ballot; or
 - 22J.1.2 contained in an envelope where the declaration has not been signed as required under clause 22G; or
 - 22J.1.3 received from a person who is not eligible to vote in the election; or
 - 22J.1.4 received from a person who has already voted in the election.

22K.0 Informal ballot papers

- 22K.1 A ballot paper in an election is informal if—
 - 22K.1.1 there is no vote recorded on the ballot paper; or
 - 22K.1.2 in respect of an election of a single Member of the Board or the President—the elector has not placed the number 1 in the square next to the name of one and only one candidate; or
 - 22K.1.3 in respect of an election of more than one member to the Board - the elector has not marked the ballot paper by placing consecutive numbers without repetition, starting from number 1, in the squares next to the names of at least as many candidates as there are candidates to be elected;

- 22K.1.4 the ballot paper contains a mark or writing which identifies the elector who marked the ballot paper.
- 22K.2 If on a ballot paper that is otherwise formal under subclause 22K.1, a number is repeated or omitted, the elector's preferences on that ballot paper are to be counted up to but not including that repetition or omission.
- 22K.3 A ballot paper is not to be treated as informal at the counting of votes if, in the opinion of the Returning Officer, the elector's intention is clearly indicated on the ballot paper.

23.0 Election of President and other Board Members

- 23.1 Members may be nominated for the position of President and another position of Board member but may not hold both positions.
- 23.2 The counting of votes shall proceed in the following order of ballots—
 - 23.2.1 President;
 - 23.2.2 Peak Body Members;
 - 23.2.3 Members representing Regions
 - 23.2.4 Organisational Members;
 - 23.2.5 Individual Members
- 23.3 Votes cast in elections for President and other Members of the Board are to be counted in accordance with the processes contained in Schedule 7 (Counting of Votes) of the Tasmanian Local Government Act 1993.
- 23.4 Where a candidate becomes ineligible for election due to being—
 - 23.4.1 elected as President at that general election, or
 - 23.4.2 elected to another position on the Board at that general election, then votes cast for that candidate in a further ballot are to be transferred to the next remaining candidate in the order of the elector's preference.

23A.0 Certificate of Election

- 23A.1 The Returning Officer is to issue and forward to the Public Officer a certificate of the result of the election.

23B.0 Casual Vacancies

- 23B.1 In the event of a casual vacancy in any representative category of Board membership except for the position of President and office bearers, a recount is to be conducted in accordance with the processes contained in Schedule 8 (Recount to fill a Casual Vacancy) of the Local Government Act 1993.
- 23B.2 If it is not possible to conduct a recount in accordance with subclause 23.10, the Board may either—
 - 23B.2.1 appoint any person from the same representative category to fill the vacancy and the member so appointed shall hold office until the close of the Annual General Meeting next following the date of appointment, or
 - 23B.2.2 order that a by-election to fill the vacancy be conducted.
- 23B.3 If a by-election is conducted, the term of office of a Member elected at that by-election is to be the remainder of the term of office of the Member who caused the casual vacancy.
- 23B.4 If—

- 23B.4.1 a person is appointed to a position under clause 23B.2.1; and
- 23B.4.2 that appointment expires in the year before which the term of office of the Member who caused the casual vacancy would normally have expired, then a by-election is to be held to fill the vacancy and the provisions of clause 23B are to apply.

23C.0 Non-voting observer

- 23C.1 The Board may invite the servants of the Council to elect a non-voting observer to attend its meetings.

24.0 Vacation of Office

- 24.1 For the purposes of these rules, the office of an officer or of Board member becomes vacant if the officer or Board member -
 - 24.1.1 ceases to be a member of the Council or the nominated representative of a member organisation of the Council;
 - 24.1.2 becomes an insolvent under administration within the meaning of the Companies (Tasmania) code;
 - 24.1.3 fails to attend two consecutive meetings of the Board without leave of absence, granted by the Board.

25.0 Meetings of the Board and Committees

- 25.1 The Board shall endeavour to meet at least ten (10) times per calendar year but shall meet not less than six (6) times per calendar year at such places and at such times as the Board may determine **PROVIDED THAT** the Board shall meet immediately following the annual general meeting to elect the officers of the Council other than the President.
- 25.2. The President or any three (3) members of the Board may at anytime summon a meeting of the Board.
- 25.3 Notice shall be given to members of the Board of any meeting at least five days before that meeting setting out at least the time and place of the meeting.
- 25.4 At meetings of the Board -
 - 25.4.1 the Chairperson shall preside and in the absence of the Chairperson, the Vice-President shall preside and in the absence of the President and the Vice-President the members of the Board will choose one of their number to be the Chairperson of the meeting.
 - 25.4.2 questions arising at meetings of the Board shall be decided by the majority of votes and in the case of an equality of votes on any motion the motion shall be deemed lost.
- 25.5 At all Board meetings five (5) members present in person or present via telephone conferencing facilities or present by video conference link facilities shall constitute a quorum.

26.0 Disclosure of Interest

- 26.1 A member of the Board who has a pecuniary interest in any contract or arrangement made or proposed to be made with the Council shall disclose such interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists, or in any other case, at the first meeting of the Board after the acquisition of interest.

26.2 No member of the Board shall vote in respect of any contract or arrangement in which they have a pecuniary interest.

27.0 Board Committees

27A.0 Delegation to committees

27A.1 The Board members may delegate any of their powers to a committee or committees consisting of such of their number as they think fit and may authorise the delegate to sub-delegate all or any of the powers so delegated, and proscribe the method and frequency of reporting back to the Board.

27A.2 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Board and a power so exercised shall be taken to have been exercised by the Board.

27A.3 The members of such a committee may elect one of their number as chairperson of their meetings.

27A.4 Where such a meeting is held and:

(a) a chairperson has not been elected as provided by sub-rule 3; or

(b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,

Then the members present may elect one of their number to be chairperson of the meeting.

27A.5 A committee may meet and adjourn as it thinks fit.

27A.6 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.

27A.7 In the case of an equality of votes, the chairperson, in addition to his/her deliberative vote, has a casting vote.

27B.0 The Executive Committee

27B.1 The executive committee shall consist of—

27.1.1 the President

27.1.2 the Vice-President and Treasurer

27B.2 Any other Board member may attend Executive Committee meetings.

27B.3 A quorum for the executive committee shall be three (3).

27B.4 Having regard to the director's limitation policies imposed by the Board which stipulate and limit the powers delegated to the Chief Executive Officer, the executive committee may issue instructions to the Chief Executive Officer in relation to matters connected with the affairs of the Council during the intervals between meetings of the Board and where any such instructions are issued, the executive committee shall report thereon at the next meeting of the Board.

27C.0 Social Policy Council

27C.1 The Board shall determine the appointment and/or election of members of the Social Policy Council.

- 27C.2 The Social Policy Council shall be a sub-council of the Council and the key objectives of the Social Policy Council shall be the consideration and development of policies across the spectrum of social, economic and political issues that touch or concern the key objects, mission and vision of the Council.
- 27C.3 Formal policy positions proposed by the Social Policy Council shall not be endorsed and communicated as policy of the Tasmanian Council of Social Service Inc. unless and until endorsed by the Board.
- 27C.4 Membership of the Social Policy Council shall comprise:
- 27C.4.1 a member appointed by the Board or the Board's Chief Executive Officer in an ex-officio capacity who may be known as the Policy Officer;
 - 27C.4.2 the Chief Executive Officer of the Council whose membership shall be in an ex-officio capacity;
 - 27C.4.3 the President of the Board;
 - 27C.4.4 the Vice-President of the Board;
 - 27C.4.5 three (3) other members of the Board who are so nominated by the Board;
 - 27C.4.6 not more than ten (10) members who have Peak Body membership;
 - 27C.4.7 not more than fifteen (15) members who have either Organisational membership or Individual membership.
- 27C.5 Members of the Social Policy Council shall be appointed for a term of two (2) years and cannot serve for more than three (3) consecutive terms. In the event that the TasCOSS President or Vice-President has been a member of the Social Policy Council for three (3) consecutive terms they will retain their eligibility of the Social Policy Council until they no longer hold an Officers of the Council position on the TasCOSS Board.
- 27C.6 A quorum at meetings shall constitute twelve (12) members present in person or present via telephone conferencing facilities or present by video conference link facilities.
- 27C.7 Meetings of the Social Policy Council shall be chaired by the President and in the President's absence, the Vice-President. All questions shall be decided by the votes of the majority of members of the Social Policy Council present and voting at any meeting. Members must vote in person and proxies shall not be accepted.
- 27C.8 Subject to clause 27A.3 of this constitution, the Social Policy Council shall have the power from time to time to fill any vacancy and to co-opt members with the maximum of thirty (30).
- 27C.9 The Social Policy Council may, at its own discretion, agree to TasCOSS members, who are not members of Social Policy Council, attending Social Policy Council meetings as non-voting participants.

28.0 Annual Subscription

- 28.1 The annual subscription payable by each class of member shall be determined from time to time by the Board. The annual subscription is due and payable on or before the first day of the financial year.

29.0 Notices

29.1 A notice may be served by or on behalf of the Council upon any member either personally or by sending it through the post in a prepaid letter addressed to the address of the member last notified to the Council.

30.0 Termination of Membership

30.1 The Board may by two thirds majority of those present and voting at a meeting suspend or terminate the membership of any member of the Council.

30.2 The Board shall give one calendar month's notice in writing to the member stating the grounds for the proposed suspension or termination and shall provide a reasonable opportunity to the member of being heard.

30.3 A member on whom a notice pursuant to Clause 30.2 has been served may within one calendar month of receipt of the notice appeal to the Council.

30.4 The Board shall call a special general meeting of the Council within one month of receipt of a notice of appeal.

30.5 The Council shall decide whether such termination or suspension of membership shall be confirmed or lifted and may impose such conditions as it deems fit on the member as a condition for reversal of the decision of the Board.

31.0 Disputes

31.1 Subject to this clause, a dispute between a member of the Council as a member, and the Council shall be determined by arbitration in accordance with the provisions of the Arbitration Act 1892.

31.2 Nothing in this clause affects the operation or effect of clause 30.

32.0 Common Seal

32.1 The seal shall remain in the custody of the public officer.

32.2 The seal of the Council 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 public officer of the Council.

33.0 Alteration to Rules

33.1 The rules of the Council may be altered by special resolution. The alterations shall be considered at a general meeting of the Council the notice for which shall set out all changes proposed and the reasons therefore.

34.0 Winding Up or Dissolution

34.1 If upon winding up or dissolution of the Council there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Council, but shall be given or transferred to some other charitable institution having objects similar to the objects of the Council which is a charity authorised to fundraise and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Council under of by virtue of the incorporation legislation, such institution or institutions to be determined by the members of the Council at or before the time of dissolution or winding up, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

35.0 Non-Profit

35.1 The assets and income of the Council shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

36.0 Transitional Provisions

36.1 If at the time of adoption of this constitution there are sufficient Board members nominated and elected to fill all Board membership vacancies, then those members so elected shall be deemed to constitute the Board for its first term of office.

36.2 In the event that there are insufficient members elected to fill all Board positions then those members will be deemed to be elected to the Board, with any vacancies be deemed to be casual vacancies and the provisions of Clause 20.6 shall take effect.