

## FLORENTINE PROTECTION SOCIETY INC. – Rules of the Association

### 1. Name of association

The name of the Association is as follows:

Florentine Protection Society Inc.

### 2. Interpretation

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;

"**in writing**" includes written communication via electronic means such as via email or a website

"**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.

### 3. Association's office

The office of the Association is to be at the following place or any other place the committee determines:

Environment Tasmania, 1st floor, 100 Elizabeth Street, Hobart, Tasmania

### 4. Objects and purposes of Association

The basic objects of the association are:

(a) To preserve, conserve and protect old growth forests situated in Tasmania, including the forests of the Upper Florentine Valley, for the benefit of the community.

**(b)** To preserve and protect native fauna and flora whose natural habitat is Tasmanian old growth forests, including those fauna and flora living in the Upper Florentine Valley.

**(c)** To educate the public about Tasmania's natural environment and environmental issues, particularly in relation to old growth forests.

**(d)** To protect and promote the environmental, social, cultural and economic qualities of old growth forests in Tasmania, including the old growth forests of the Upper Florentine Valley.

**(e)** To educate the public about wise use of Tasmanian resources, including high conservation value forests.

**(f)** To support the activities of other groups with like objects to the Association, such as organisations which conserve Tasmania's natural environment or national parks.

In addition to the basic objects of the Association, the objects and purposes of the Association include the following:

**(g)** 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;

**(h)** the buying, selling and supplying of, and dealing in, goods of all kinds;

**(i)** the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;

**(j)** the accepting of any gift for any one or more of the objects or purposes of the Association;

**(k)** 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;

**(l)** 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;

**(m)** the borrowing and raising of money and upon such security (if any) in any manner and on terms –

**(i)** the committee thinks fit; or

**(ii)** approved or directed by resolution passed at a general meeting;

**(n)** 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;

**(o)** the payment of expenses incurred in furthering the objects of the Association;

**(p)** 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;

**(q)** 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;

**(r)** 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;

**(s)** 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;

**(t)** the conduct of commercial activities, including tourism and promotional activities, provided such activities do not conflict with the purposes of the Association;

**(u)** the conduct of non-commercial activities to further the objects of the Association.

**(v)** 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.

## **5. Membership of Association**

**(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 self-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 the applicant; and

**(b)** lodged with the Association.

**(4)** As soon as practicable after the receipt of a nomination,

**(5)** On a nomination being approved by the committee, a member of the committee –

**(a)** a member of the committee is to notify the nominee, 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, the public officer or any other person authorised by the committee is to enter the nominee's name in a register of members.

**(6)** A member of the Association may resign from the Association by emailing, personally delivering or sending by post to the committee a written notice of resignation.

**(7)** On receipt of a notice from a member under subrule (6), the public officer or any other person authorised by the committee is to remove the name of the member from the register of members.

(8) (a) Membership of the Association will lapse if the annual subscription is not received by 30 September, or other date as determined by the committee.

(b) On membership lapsing through non-payment of annual subscription, the public officer or other person authorised by the committee, 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) Any liability under subrule (10) is not to exceed \$10.00.

(13) A former member is not liable to contribute under subrule (10) in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

## **6. Income and property of Association**

(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 the standard variable home loan rate of the ANZ Banking Corporation during the time the money is lent to the Association; or

(c) a reasonable and proper sum by way of rent for premises let to the Association.

## **7. Accounts of receipts and expenditure**

(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.

## **8. Banking and finance**

(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) Except with the authority of the committee, a payment of any sum exceeding \$20 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's 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 the public officer or any other member of the executive committee who is authorised by the committee for that purpose.

## **9. Auditor**

- (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.

## **10. Audit of accounts**

- (1) Unless otherwise determined by the Association in accordance with the Act, the auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- (2) Following any such examination, 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 any such 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) In any financial year in which the auditor is to examine the accounts of the Association, 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) In any financial year in which the auditor is to examine the accounts of the Association, 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.

## **11. Annual general meeting**

- (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.

## **12. Special general meetings**

(1) The committee may convene a special general meeting of the Association at any time.

(2) The committee, on the requisition in writing of at least 5 members, may convene a special general meeting of the Association.

(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.

## **13. Notices of general meetings**

A committee member of the Association, at least 5 days before the date fixed for holding a general meeting of the Association, is to notify members of the Association –

(a) the place, day and time for the holding of the meeting; and

(b) the nature of the business to be transacted at the meeting.

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

(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) A quorum for the transaction of the business of a general meeting is 5 members present and entitled to vote.

(4) If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting –

- (a) if convened on the requisition of members, is to be dissolved; or
  - (b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.
- (5) If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- (6) The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

#### **15. President to preside at general meetings**

- (1) The president or in their absence a 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.

#### **16. Adjournment of general meetings**

- (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.

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

- (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.

#### **18. Votes**

- (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.

## **19. Taking of poll**

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.

## **20. When poll to be taken**

- (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.

## **21. Affairs of Association to be managed by a committee**

- (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.

## **22. Officers of the Association**

- (1) The officers of the Association are as follows:
  - (a) a president;
  - (b) two vice presidents
  - (c) a treasurer;
  - (d) a secretary;
  - (e) a public officer.
- (2) The public officer can also hold another office concurrently, except for the office of treasurer.
- (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.

### **23. Constitution of the committee**

- (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) up to 3 other members.
- (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.

### **24. Election of members of committee**

- (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 3 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.

### **25. Vacation of office**

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.

## **26. Meetings of the committee and of subcommittees**

- (1) The committee is to meet at least ten times in each financial year at any place and time the committee determines.
- (2) Special meetings of the committee may be convened by the president or any 3 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) 50% of members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) Business is not to be transacted unless a quorum is present.
- (6) If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
- (7) At a meeting of the committee, the following is to preside:
  - (a) the president or a vice-president, or;
  - (b) if the president and both vice-presidents are absent any one of the remaining members of the committee as may be chosen by the committee 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.

## **27. Disclosure of interest in contracts**

- (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.

## **28. Subcommittees**

- (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 public officer of the Association or other member of the executive committee 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.

### **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.

### **30. Annual subscription**

- (1) The annual subscription payable by members is to be the following sum:

Ten Dollars (\$10.00).

- (2) The annual subscription for the next financial year is to be set by members at the Annual General Meeting.
- (3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

### **31. Financial year**

The financial year of the Association is the period beginning on 1 July in one year and ending on the 30 June the next following year.

### **32. Notices**

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 emailing it to the member at his or her usual or last-known email address.

### **33. Expulsion of members**

- (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);



### **35. Disputes**

- (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.

### **36. Seal of Association**

- (1)** The Association may, but need not, have a Seal.
- (2)** The seal of the Association, if it has one:
  - (a)** is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal",
  - (b)** is not to be affixed to any instrument except by the authority of the committee,
  - (c)** is to remain in the custody of the public officer.
- (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.

ADOPTED on 23 September 2010