

# Tasmanian Brick Enthusiasts Inc.

Constitution – 2016/2017

Last updated – 11th September 2016



## INDEX

<b>1. Name of Association</b>	<b>3</b>
<b>2. Interpretation</b>	<b>3</b>
<b>3. Association's Office</b>	<b>4</b>
<b>4. Objects and Purposes of Association</b>	<b>4</b>
<b>5. Membership of Association</b>	<b>5</b>
<b>6. Income and Property of Association</b>	<b>7</b>
<b>7. Accounts of Receipts and Expenditure</b>	<b>8</b>
<b>8. Banking and Finance</b>	<b>9</b>
<b>9. Auditor</b>	<b>9</b>
<b>10. Audit of Accounts</b>	<b>10</b>
<b>11. Annual General Meeting</b>	<b>11</b>
<b>12. Special General Meetings</b>	<b>12</b>
<b>13. Notices of General Meetings</b>	<b>12</b>
<b>14. Business and Quorum at General Meetings</b>	<b>13</b>
<b>15. Chairperson at General Meetings</b>	<b>13</b>
<b>16. Adjournment of General Meetings</b>	<b>14</b>
<b>17. Determination of questions arising at General Meetings</b>	<b>14</b>
<b>18. Votes</b>	<b>14</b>
<b>19. Taking of poll</b>	<b>14</b>
<b>20. When poll to be taken</b>	<b>15</b>
<b>21. Affairs of Association to be managed by a Committee</b>	<b>15</b>
<b>22. Officers of the Association</b>	<b>15</b>
<b>23. Constitution of the Committee</b>	<b>16</b>
<b>24. Election of Members of Committee</b>	<b>16</b>
<b>25. Vacation of office</b>	<b>17</b>
<b>26. Meetings of the Committee</b>	<b>17</b>
<b>27. Disclosure of interests</b>	<b>19</b>
<b>28. Sub-Committees</b>	<b>19</b>
<b>29. Executive Committee</b>	<b>20</b>
<b>30. Annual subscription</b>	<b>20</b>
<b>31. Service of Notices and Requisitions</b>	<b>21</b>
<b>32. Expulsion of members</b>	<b>21</b>
<b>33. Appeal against expulsion</b>	<b>22</b>
<b>34. Disputes</b>	<b>22</b>
<b>35. Seal of Association</b>	<b>23</b>
<b>36 Minutes of Meetings</b>	<b>23</b>
<b>37 Alterations to the Constitution</b>	<b>24</b>
<b>38 Inspection of Records</b>	<b>24</b>
<b>39 Intellectual Property</b>	<b>24</b>
<b>40 Dissolution</b>	<b>25</b>
<b>41. Lego© Trademark</b>	<b>25</b>

## 1. Name of association

The name of the association and/or club is as follows:

**Tasmanian Brick Enthusiasts Inc.**

## 2. Interpretation

In these rules, unless the context otherwise requires –

**accounting records** has the same meaning as in the Act;

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

**Annual General Meeting** means an Annual General Meeting of the Association held under rule 11;

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

**association** has the same meaning as in the Act;

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

**authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

**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 the Association;

**Committee** means the Committee of Management referred to in rule 21;

**financial year** has the same meaning as in the Act;

**General Meeting** means –

- (a) An Annual General Meeting; or
- (b) A Special General Meeting;
- (c) General Meeting

**Officer of the Association** means a person elected as an officer of the Association at an Annual General Meeting or appointed as an officer of the Association under rule 22(5);

**Ordinary business of an Annual General Meeting** means the business specified in rule 11(5);

**Ordinary Committee Member** means a member of the Committee other than an officer of the Association;

**Special Committee Meeting** means a meeting of the Committee that is convened under rule 26(2) by the President or any 4 of the members of the Committee;

**Special General Meeting** means a meeting of the Association, other than an Annual General Meeting, convened under rule 12;

**Special resolution** has the same meaning as in the Act.

### **3. Association's office**

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

42 Hardwicke Street, Summerhill, Tasmania, 7250

### **4. Objects and Purposes of Association**

The Objects and Purposes of the Association consist of the **Key Objects** of the Association and the **General Objects and Purposes**:

#### **Key Objects**

- (1)** Provide an opportunity for adults (over 18), and their families, with an interest in LEGO® bricks/elements/products or similar brick product to socialise, share and discuss ideas as well as create and build together, using LEGO® bricks/elements/products or similar brick product.
- (2)** To promote LEGO® bricks/elements/products or similar brick product, as a hobby in Tasmania.
- (3)** To organise meetings and Association events for members as well as shows to display members' models to the public.
- (4)** To promote and encourage social activities amongst members as well as other organisations.
- (5)** To apply the assets and income of the Association solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses, provided prior approval has been granted by the Committee, incurred on behalf of the Association.
- (6)** To apply excess funds to the benefit of community charities, as determined by the Committee of the Association from time to time.

#### **General Objects and Purposes**

- (1)** The purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association.
- (2)** The purchase, sale or supply of, or other dealing in, goods.
- (3)** The construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association.
- (4)** The acceptance of a gift for any of the objects or purposes of the Association.
- (5)** The taking of any step the Committee or the members of the Association at a General Meeting determine expedient for the purpose of procuring contributions to the funds of the Association.

- (6) The printing or publication of any newspaper, periodical, book, leaflet or other document the Committee or the members of the Association at a General Meeting determine desirable for the promotion of any of the objects or purposes of the Association;
  - (a) the borrowing and raising of money in any manner and on terms – the Committee thinks fit; or
  - (b) approved or directed by resolution passed at a General Meeting;
- (7) Subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the Committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (8) The making of a gift, subscription or donation to any of the funds, authorities or institutions to which *section 78A of the Income Tax Assessment Act 1936* of the Commonwealth relates;
- (9) The establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or 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;
- (10) 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;
- (11) The purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (12) The doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

## 5. Membership of Association

- (1) A person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in [rule 30](#). Three classes of membership are offered:
  - (a) **Full Member** – over the age of 18, satisfying the activity level set by the Executive Committee, this membership has voting rights.
  - (b) **Associate Member** - over the age of 18, this membership has no voting rights.
  - (c) **Junior Member** – Between the age of 5 and 18, a parent or guardian must be at least an Associate Member themselves. At Association events junior members under 15 must be accompanied at all times by their associate member. This membership has no voting rights.

- (d) Provisional Member** – Provisional Members must follow all Association rules and conventions as if their membership had been ratified by the Committee. Any provisional membership has no voting rights.
  - (e) Volunteer Member** – This membership has no voting rights.
- (2)** DELETED (2015)
- (3)** A nomination of a person for membership is to be –
  - (a)** Made in the format prescribed by the Committee of Management
  - (b)** lodged with the an Officer of the Association – at this point the applicant is deemed to be a Provisional Member.
- (4)** As soon as practicable after the receipt of an application, the receiving officer must convey the application to the Public Officer who then refers the application to the Committee for ratification
- (5)** If an application is approved by the Committee, the Public Officer is to:
  - (a)** notify the nominee, in writing (email to suffice), that the nominee has been approved for membership of the Association; and
  - (b)** on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in a register of members.
- (6)** A member of the Association may resign by serving on the Public Officer a written notice of resignation.
- (7)** On receipt of a notice from a member of the Association under subrule (6), the Public Officer is to remove the name of the member from the register of members.
  
- (8)** A person –
  - (a)** becomes a member of the Association when his or her name is entered in the register of members;
  - (b)** DELETED (2015)
- (9)** Any right, privilege or obligation of a person as a member of the Association –
  - (a)** is not capable of being transferred to another person; and
  - (b)** terminates on the cessation of the membership.

- (10)** If the Association is wound up, each member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –
- (a)** to the assets of the Association for payment of the liabilities of the Association; and
  - (b)** for the costs, charges and expenses of the winding-up; and
  - (c)** for the adjustment of the rights of the contributors among themselves.
- (11)** Any liability under subrule (10) is not to exceed \$2.
- (12)** Despite subrule (10), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.
- (13)** A member who fails to pay all arrears of subscription within 14 days, after receiving a notice in writing signed by the Public Officer of the Association stating that the member has ceased to be a financial member of the Association, shall be removed from the Membership Register.

## **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 or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- (3)** The Association may –
- (a)** pay a servant or member of the Association –
    - (i)** remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or
    - (ii)** remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or
    - (iii)** interest at a rate not exceeding 7.25% on money lent to the Association by the servant or member; or
    - (iv)** a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member

- (v) an advance for an approved level of expenditure
  - (b) pay a member of the Committee remuneration in return for carrying out the functions of a member of the Committee; and
  - (c) pay a member of a Sub-Committee remuneration in return for carrying out the functions of a member of the Sub-Committee; and
  - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- (4) Despite subrule (3)(a), (b) and (c), the Association is not to pay a person any amount under that subrule unless the Association or Committee has first approved that payment.
- (5) Despite subrule (3)(d), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or Committee has first approved –
- (a) that appointment or nomination; and
  - (b) the receipt of that remuneration by that member.
- (6) The Treasurer of the Association is to keep an Asset Register inclusive of financial, property and intellectual property.

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

- (1) True accounts are to be kept of the following:
- (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
  - (b) each asset or liability of the Association.
- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Committee.
- (3) The Treasurer of the Association is responsible for ensuring that the accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Committee determines.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the Committee determines.

## **8. Banking and finance**



- (1)** On behalf of the Association, the Treasurer of the Association is to –

  - (a)** receive any money paid to the Association; and
  - (b)** immediately after receiving the money, issue an official receipt in respect of the money; and
  - (c)** cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.
- (2)** The Committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- (3)** The Committee may –

  - (a)** receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
  - (b)** release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque
- (4)** Except with the authority of the Committee, a payment of an amount exceeding \$0 is not to be made from the funds of the Association otherwise than by cheque drawn or direct electronic funds transfer on the Association's account.
- (5)** A cheque or direct electronic funds transfer is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the Committee.
- (6)** A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be – (any 2 of the designated signatories)

  - (a)** signed by the Treasurer or, in the Treasurer's absence, by any other member, or members, of the Committee the Committee nominates for that purpose
  - (b)** countersigned by the Public Officer of the Association or by any other member, or members, of the Committee the Committee nominates for that purpose
  - (c)** for direct electronic funds transfer they must also be counter authorised by the methods described in (a) or (b).
  - (d)** Signatories cannot live in same household or be related.

## **9. Auditor**

- (1)** At each Annual General Meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.

- (2)** If an auditor is not appointed at an Annual General Meeting under subrule (1), the Committee is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting.
- (3)** The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- (4)** The first auditor –
  - (a)** may be appointed by the Committee before the first Annual General Meeting; and
  - (b)** if so appointed, holds office until the first Annual General Meeting unless earlier removed by a resolution of the members of the Association at a General Meeting.
- (5)** If the first auditor is appointed by the Committee under subrule (4)(a) and subsequently removed at a General Meeting under subrule (4)(b), the members of the Association, at that General Meeting, may appoint an auditor to hold office until the first Annual General Meeting.
- (6)** Except as provided in subrule (4)(b), the auditor may only be removed from office by special resolution.
- (7)** If a casual vacancy occurs in the office of auditor, the Committee is to appoint a person to fill the vacancy until the next Annual General Meeting.

## **10. Audit of accounts**

- (1)** The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association Being: 1 July to 30 June the following year.
- (2)** The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
  - (a)** certify as to the correctness of the accounts of the Association; and
  - (b)** at the next Annual General Meeting, provide a written report to the members of the Association present at that meeting.
- (3)** In the report and in certifying to the accounts, the auditor is to –
  - (a)** specify the information, if any, that he or she has required under subrule (5)(b) and obtained; and
  - (b)** state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
  - (c)** state whether the rules relating to the administration of the funds of the Association have been observed.

- (4)** The Treasurer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5)** The auditor may –
  - (a)** have access to the accounting records, books and accounts of the Association; and
  - (b)** require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and
  - (c)** employ any person to assist in auditing the financial affairs of the Association; and
  - (d)** examine any member of the Committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

## **11. Annual General Meeting**

- (1)** The Association is to hold an Annual General Meeting each year.

At least 28 days before the day on which the Annual General Meeting of the Association is to be held, the Public Officer of the Association is to publish by email to all members an advertisement specifying –

  - (a)** the place, day and time at which the meeting is to be held; and
  - (b)** the nature of the business that is to be transacted at the meeting.
- (2)** An Annual General Meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the Committee determines.
- (3)** An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
- (4)** The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- (5)** The ordinary business of an Annual General Meeting is to be as follows:
  - (a)** to confirm the minutes of the last preceding Annual General Meeting;
  - (b)** to receive from the President, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
  - (c)** to elect the officers of the Association and the ordinary Committee Members that are due for election – Rule 22;
  - (d)** to appoint the auditor and determine his or her remuneration;

- (e) to determine the remuneration (if any) of servants of the Association.
- (f) to vote on any tabled constitutional changes
- (g) to set the Annual Subscription to be paid by the members for the year
- (6) An Annual General Meeting may consider motions from the membership of which notice is given by the Public Officer at the time of communication of the Annual General Meeting details.
- (7) Voting at the Annual General Meeting is to proceed according to the rules governing General Meetings
- (8) A quorum at an Annual General Meeting is the same as for a General Meeting ; 8 Full Members of the Association entitled to vote.
- (9) If a quorum is not present at the time of opening of the meeting Rule 14 (4) is to be followed so that the meeting can attempt to proceed.

## **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 10 members of the Association, is to 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 each of 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 14 days after the day on which a requisition is deposited at the office of the Association, the Public Officer must convene the meeting within another 14 days.
- (5) A Special General Meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a Special General Meeting would be 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**

At least 14 days before the day on which a General Meeting of the Association is to be held, the Secretary of the Association is to publish by email to all members an advertisement specifying –

- (a) the place, day and time at which the meeting is to be held; and
- (b) the nature of the business that is to be transacted at the meeting.

#### **14. Business and quorum at General Meetings**

- (1) All business transacted at a General Meeting, other than the ordinary business of an Annual General Meeting, is special business.
- (2) Business is not to be transacted at a General Meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business. Members may be deemed to be present if attending in person, by phone or real time electronic means (e.g. Skype).
- (3) A quorum for the transaction of the business of a General Meeting is **8 Full Members** of the Association entitled to vote.
- (4) If a quorum is not present within 20 minutes after the time appointed for the commencement of the meeting the meeting -
  - (a) if convened on the requisition of members of the Association, is dissolved; or
  - (b) shall proceed as if a quorum is present. However; the decisions of that meeting are to be then communicated via email to all Members giving 7 calendar days for a response from non-present Members.
  - (c) if proceeding from (b), the additional Member opinion represents a majority of response in the affirmative then the decisions of the meeting attracting this majority are ratified.
  - (d) If proceeding from (b) any decision(s) attracting an overall non-majority must be put again to the next General Meeting or be subject to a Special Meeting.

#### **15. Chairperson at Meetings**

At any Meeting of the Association, the Chairperson is to be –

- (a) the President; or
- (b) in the absence of the President, the Senior Vice-President;
- (c) DELETED (2015)
- (d) in the absence of the President and other Vice-Presidents, a full member of the Association elected to preside as Chairperson by the members of the Association present and entitled to vote at the General Meeting.

## 16. Adjournment of General Meetings

- (1) The Chairperson of a General Meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, 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, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the 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 an individual verbal response, unless it is the resolution of the meeting to do otherwise.
- (2) A declaration by the Chairperson that a resolution has, on an individual verbal response, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

## 18. Votes

- (1) On any question arising at any Meeting of the Association, a **Full Member** (only) of the Association (including the Chairperson) has one vote only.
- (2) All votes are to be given personally – virtual attendance in real time is permitted.
- (3) Despite subrule (1), in the case of an equality of votes, the Chairperson has a second or casting vote.
- (4) No proxy voting is permitted.

## 19. Taking of poll

If at a General Meeting a poll on any question is demanded –

- (a) the poll is to be taken at that meeting in the manner the Chairperson determines;  
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 determines.

## **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 (the Committee) 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 and performed by members of the Association at a General Meeting; 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)** one President
  - (b)** up to three Vice-Presidents - one from the southern, northern and north western geographical areas of Tasmania;
  - (c)** one Treasurer
  - (d)** one Secretary
  - (e)** one Vice Secretary
  - (f)** one Public Officer
- (2)** One of the Vice-Presidents is to be then elected as the Senior Vice-President.
- (3)** Rule 24(2), (3) and (4) applies, with all necessary modifications, 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 next Annual General Meeting after that at which he or she is elected and is eligible for re-election.

- (5) If a casual vacancy in an office referred to in subrule (1) occurs, the Committee may appoint one of its full members to fill the vacancy until the next Annual General Meeting after the appointment.
- (6) The Committee of Management, as defined by rule 23, will develop and keep current a written role description of each Committee office bearer position that is concordant with this constitution and all Acts that it must respond to.
- (7) The following office bearers so elected at the Annual General Meeting (every even numbered year) at which this subclause is adopted, shall be deemed elected for a 2 year term: The President, The Treasurer, The Secretary and Public Officer:  
  
The other officer bearers. so elected at the Annual General Meeting (every odd numbered year) at which this subclause is adopted, shall be deemed elected for a 2 year term:  
  
This will stagger the election of Office Bearers on a 2 year term rotational basis.
- (8) No executive committee member can hold the same position for more than four (4) consecutive years, unless there are no other nominations for that position.

### 23. Constitution of the Committee

- (1) The Committee consists of –
  - (a) the officers of the Association; and
  - (b) up to **4 other full members** elected at the Annual General Meeting.
- (2) An ordinary Committee Member is to hold office until the next Annual General Meeting after that at which he or she is elected and is eligible for re-election.
- (3) If a casual vacancy occurs in the office of ordinary Committee member, the Committee may appoint a full member of the Association to fill the vacancy until the next Annual General Meeting after the appointment.

### 24. Election of Members of Committee

- (1) A nomination of a candidate for election as an officer of the Association, or as an ordinary Committee member, is to be made verbally at 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 on the Committee to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the Committee 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 manner determined by the members at the meeting.
- (6) Only Full Members who are currently financial can stand for election as an office bearer or Ordinary Committee Member positions.
  - (a) They also must not be currently bankrupt, or taken the benefit of any law for the relief of bankruptcy or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
  - (b) or be a represented person within the meaning of the Guardianship and Administration Act 1995
  - (c) or have a criminal record in any state of Australia

## 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 casually vacant if the officer or Committee member –

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- (d) resigns office in writing addressed to the Committee; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the Committee without the permission of the other members of the Committee; or
- (g) ceases to be a member of the Association; or

**(h)** fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the Public Officer of the Association stating that the Officer or Committee member has ceased to be a financial member of the Association.

## **26. Meetings of the Committee**

- (1)** The Committee is to meet for a Regular Meetings at least once in each three months at any place and time the Committee determines.
- (2)** A Special Committee Meeting of the Committee, other than a meeting referred to in subrule (1), may be convened by the President or any 4 of the members of the Committee.
- (3)** Written notice of any Special Committee Meeting is to be served on members of the Committee at least 14 days prior and is to specify the general nature of the business to be transacted.
- (4)** A Special Committee Meeting may only transact business of which notice is given in accordance with subrule (3).
- (5)** A quorum for the transaction of the business of a meeting of the Committee is 5 members of the Committee.
- (6)** Business is not to be transacted at a meeting of the Committee unless a quorum is present. Members may be deemed to be present if attending in person, by phone or real time electronic means (eg Skype).
- (7)** If a quorum is not present within 20 minutes after the time appointed for the commencement of the meeting the meeting shall proceed as if a quorum is present. However; the decisions of that meeting are to be then communicated via email to all Committee Members giving 7 calendar days for a response from non-present Committee Members.
  - (a)** If the additional Committee opinion represents a majority of response in the affirmative then the decisions of the meeting attracting this majority are ratified.
  - (b)** If not the decision(s) attracting an overall non-majority must be put again to the next Committee Meeting or be subject to another Special Committee Meeting.
- (8)** At each meeting of the Committee, the Chairperson is to be –
  - (a)** the President; or
  - (b)** in the absence of the President, the senior Vice-President
  - (c)** DELETED (2015)
  - (d)** DELETED (2015)

- (9) Any question arising at a meeting of the Committee is to be determined –
- (a) verbal response
  - (b) if demanded by a Committee Member, by a poll taken at that meeting in the manner the Chairperson determines.
- (10) On any question arising at a meeting of the Committee, a member of the Committee (including the Chairperson) has one vote only.
- (11) Despite subrule (10), in the case of an equality of votes, the Chairperson has a second or casting vote.
- (12) Written notice of each Committee Meeting is to be served on each member of the Committee by -
- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
  - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
  - (c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
  - (d) faxing it to the member's fax number; or
  - (e) emailing it to the member's email address – this is to be the preferred method.
- (13) The Committee may invite guests to any meeting, or section of meeting, as it sees necessary to advance the interests of the Association. They have no voting rights.

## **27. Disclosure of interests**

- (1) If a member of the Committee or a member of a Sub-Committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Committee or Sub-Committee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Committee.
- (2) If at, or subsequent to, a meeting of the Committee or a Sub-Committee a member of the Committee or Sub-Committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

## **28. Sub-Committees**

- (1)** The Committee may –
  - (a)** appoint a Sub-Committee from the Committee; and
  - (b)** prescribe the powers and functions of that Sub-Committee.
- (2)** The Committee may co-opt any person as a member of a Sub-Committee without voting rights, whether or not the person is a member of the Association.
- (3)** A quorum for the transaction of the business of a meeting of the Sub-Committee is 3 appointed members entitled to vote.
- (4)** The Public Officer of the Association, or other Member appointed by the Committee, is to convene and chair meetings of a Sub-Committee.
- (5)** Any question arising at a meeting of a Sub-Committee is to be determined –
  - (a)** verbal response; or
  - (b)** if demanded by a member, by a poll taken at that meeting in the manner the Chairperson determines.
- (6)** On any question arising at a meeting of a Sub-Committee, a member of the Sub-Committee (including the Chairperson) has one vote only.
- (7)** Written notice of each Sub-Committee meeting is to be served on each member of the Sub-Committee by –
  - (a)** giving it to the member during business hours before the day on which the meeting is to be held; or
  - (b)** leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
  - (c)** sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
  - (d)** faxing it to the member's fax number; or
  - (e)** emailing it to the member's email address this is the preferred method.

## **29. Executive Committee**

- (1)** The President, the Vice-Presidents, the Treasurer, the Public Officer and the Secretary constitute the Executive Committee

- (2) During the period between meetings of the Committee, the Executive Committee may issue instructions to the servants of the Association in matters of urgency connected with the management of the affairs of the Association.
- (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 of the Association is the following amount:

Full Member	\$ 24 p.a.
Associate Member	\$ 12 p.a.
Junior Member	\$ 12 p.a.
Volunteer Member	\$ 0 p.a.
Family Membership	\$ 48 p.a.
- (2) The Committee of the Association may alter the annual subscription by passing of a motion at an AGM
- (3) The annual subscription of a member of the Association is due and payable on the 1<sup>st</sup> Oct each year. Pro rata rates apply during the first year of joining for the portion of year remaining.
- (4) The Committee may, at its absolute discretion, decide to waive or reduce a member(s) Annual Subscription. The reason for any such decision will be recorded in the Committee Meeting Minutes.
- (5) The maximum annual subscription for any family will be restricted to twice the subscription amount payable for a Full Member.

For the purposes of this clause, a family includes a person, plus:

- a) the spouse of the person (includes de facto and same sex spouses); and
- b) any children between the age of 5 and 18 (biological, adopted and ex-nuptial);
- c) any person with whom the person has an interdependency relationship.

Applications for clause (c) interdependency relationship, must be ratified by the Committee.

### 31. Service of notices and requisitions

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address – this is the preferred method.

### 32. 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.

For example, and not limited to: Verbal abuse, unwanted physical contact, sexual advance or sexualised language, race based comments and any act or comment covered under the relevant Anti-Discrimination Act, or disclosing confidential information of the Association to a third party without the prior consent or approval of the Committee.

- (2) The expulsion of a member under subrule (1) does not take effect until the later of the following; and **ONLY** after mediation has been attempted and/or deemed not possible in the circumstance:

(a) the fourteenth day after the day on which a notice is served on the member under subrule (3);

(b) if the member exercises his or her right of appeal under this rule, the conclusion of the Special General Meeting convened to hear the appeal.

- (3) If the Committee moves to expel a member from the Association, the Public Officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –

(a) stating that the Committee has expelled the member; and

(b) specifying the grounds for the expulsion; and

(c) informing the member of the right to appeal against the expulsion under rule 33.

### 33. Appeal against expulsion

- (1) A member may appeal against an expulsion under rule 32 by serving on the Public Officer of the Association, within 14 days after the service of a notice under rule 32(3), a requisition in writing demanding the convening of a Special General Meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the Public Officer is to immediately notify the Committee of the receipt.
- (3) The Committee is to cause a Special General Meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a Special General Meeting convened for the purpose of hearing an appeal under this rule –
  - (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the Committee may place before the meeting details of the grounds of the expulsion, record of mediation and the Committee's reasons for the expulsion; and
  - (c) the expelled member must be given an opportunity to be heard; and
  - (d) the Full Members of the Association who are present (including by virtual means) are to vote by **Website Secret Ballot** on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the Special General Meeting a majority of the members vote in favour of the lifting of the expulsion –
  - (a) the expulsion is lifted; and
  - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the Special General Meeting a majority of the Full Members present vote in favour of the confirmation of the expulsion –
  - (a) the expulsion takes effect; and
  - (b) the expelled member ceases to be a member of the Association and shall be immediately removed from the Register of Members.

### 34. 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 33.

### 35. Seal of Association

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the Committee.
- (3) The affixing of the seal is to be attested by the Public Officer.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Committee.
- (5) The seal is to remain in the custody of the Public Officer of the Association.

### **36. Minutes of Meetings**

- (1) The Secretary must cause proper minutes of all proceedings of all General Meetings, Special Meetings, Annual general Meeting and any Committee Meetings to be taken and then to be published in the Members Only Section of the Association Website within 30 days after the holding of each General Meeting or Committee meeting, as the case requires.
- (2) The Chairperson must ensure that the minutes taken at any meeting, are checked and signed as correct by that Chairperson
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
  - (a) The Meeting to which they relate was duly convened and held;
  - (b) All proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) All appointments or elections purporting to have been made at the meeting have been validly made.
  - (d) The Treasurer must receive a copy of the signed and confirmed minutes each meeting of the association

### **37. Alterations to the Constitution:**



- (1) No change can be made to the Constitution except at an Annual General Meeting or at a Special General Meeting convened for that purpose.
- (2) All new clauses or alterations shall require a Special Resolution and be passed by **an enhanced majority of 75%** of members present and entitled to vote at the annual General Meeting.
- (3) Details of proposed Constitutional changes shall be published at least fourteen (14) days prior to the Annual General Meeting or Special General Meeting convened for the purpose.
- (4) As soon as practical after a constitutional change is approved the Public Officer must complete the applicable notification under the *Associations Incorporation Act 1964*;
- (5) An alteration of the Constitution of the Association does not take effect until sub-rule (4) is complied with.

### **38. Inspection of Records**

Any member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

### **39. Intellectual Property**

The Association asserts, through this constitution, its claimed rights to the names:

1. Brixhibiton
2. Tasmanian Brick Enthusiasts inc.
3. Brickcitement
4. Taz – Brick Collectors Club
5. Taslug

The Association also claims any logos, phrases, documents, signage, websites, photograph or any other representation of the above. The Committee is the only group that can determine the use of the Association's Intellectual Property.

The Association also claims intellectual property rights over all future work and/or representations of it, commissioned by it; unless such rights are released at the time of commissioning.

#### **40. Dissolution:**

If, on the winding up of the Association, any property of the Association that remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, the same shall not be paid to or distributed among the members or former members.

The surplus property shall be distributed to another association incorporated under the Act with similar objectives of the Association as determined by resolution of the members and /or charities the members resolve to support.

#### **41. Lego Trademark**

LEGO© is a trademark of the LEGO Group of Companies which does not sponsor, authorise or endorse the [tasbrick.com](http://tasbrick.com), [brixhibition.com](http://brixhibition.com) websites, Tasmanian Brick Enthusiasts Inc. club, Brixhibition or other related events.