

Coal River Products Association

Rules of the Association (revised 11 August 2020)

1. Name of the Association

- 1.1. The name of the Association shall be Coal River Products Association (in these rules called "The Association")

2. Interpretation

- 2.1. In these rules, unless the contrary intention appears: "Executive" means the Committee of Management of the Association,
"General Meeting" means a General Meeting of members convened in accordance with Rule 14;
"Ordinary Committee member" means a member of the Executive to whom rule 18.1.2 relates.
- 2.2. In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photocopying and other modes of representing or reproducing words in a visible form, on paper or via electronic messaging (email, texts).
- 2.3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act, 1931, and the Act as in force on the date on which these rules are adopted by the association.
- 2.4. Any use of the singular male pronoun should be taken to refer to either a male or female person.

3. Associations Office

- 3.1. The office of the Association shall be at the personal address of the elected Secretary or such other place as the Executive may, from time to time, determine.

4. Objects and Purposes of the Association

- 4.1. The objects of the Association shall be:
 - 4.1.1. to foster development of South Eastern Tasmania with emphasis on primary industries and related activities;
 - 4.1.2. to improve the well-being of the people of South Eastern Tasmania with emphasis on the Coal River Valley and adjacent areas, and
 - 4.1.3. to protect and improve the rural environment of South Eastern Tasmania.
- 4.2. In addition to the basic objects of the Association, the objects and purposes of the Association 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 of the Association;
 - 4.2.2. The construction, maintenance or alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;

- 4.2.3. The buying, selling and supplying of, and dealing in, goods of all kinds;
- 4.2.4. The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- 4.2.5. The taking of such steps from time to time as the Executive or the members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
- 4.2.6. The printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Executive or the members in General Meeting may think desirable for the promotion of the objects and purposes of the Association;
- 4.2.7. The borrowing and raising of money in such manner and on such terms as the Executive may think fit and as may be approved or directed by resolution passed at a General Meeting;
- 4.2.8. The investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Executive may from time to time determine or as may be approved or directed by resolution passed at a General Meeting;
- 4.2.9. The making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which subsection (2) of Section 78A 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 any other association formed for any of the basic objects of the Association;
- 4.2.11. The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association, and
- 4.2.12. The doing of all other such lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

5. Membership of the Association

- 5.1. A person who is nominated and approved for membership as provided in these rules is eligible to become a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.
- 5.2. A person who is not a member of the Association at the time of incorporation of the Association shall not be admitted to membership unless that person is nominated as provided in rule 5.3 and the Executive approves admission of the person as a member.
- 5.3. A nomination of a person for membership of the Association: shall be made in writing, signed by two members of the Association:
 - 5.3.1. shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination), and

- 5.3.2. shall be lodged with the Secretary of the Association.
- 5.4. As soon as is practicable upon receipt of a nomination, the Secretary shall refer the nomination to the Executive.
- 5.5. Upon a nomination being approved by the Executive, the Secretary shall, with as little delay as possible, notify the nominee, in writing, that he has been approved for membership of the Association, and upon receipt of the sum payable by or on behalf of the nominee as his first year's subscription, shall enter the nominee's name in a register of members to be kept by the Treasurer, whereupon the nominee becomes a member of the Association.
- 5.6. A member of the Association may, at any time, resign from the Association by delivering or sending to the Secretary, a written notice of resignation.
- 5.7. Upon receipt of a notice under rule 5.6, the Secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- 5.8. A right, privilege, or obligation of a person by virtue of his membership of the Association:
 - 5.8.1. is not capable of being transferred or transmitted to another person other than to a business partner, or other employee of the same business and
 - 5.8.2. terminates upon the cessation of his membership, whether by death, resignation or otherwise.
- 5.9. in the event of the Association being wound up:
 - 5.9.1. every member of the Association, and
 - 5.9.2. every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute a sum not exceeding \$1.00 to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after he ceased to be a member.

6. Income and property of the Association

- 6.1. The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association, and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Association.
- 6.2. The Association shall not:
 - 6.2.1. appoint a person who is a member of the Executive 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
 - 6.2.2. 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).

6.3. Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:

- 6.3.1. honoraria and remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
- 6.3.2. interest on moneys lent to the Association by the servant or member at a rate not exceeding the rate being charged by its bank to the Association on an overdraft or which would be charged to the Association if it had an overdraft, or
- 6.3.3. a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

7. Keeping of accounts

7.1. The Association shall:

- 7.1.1. keep such accounting records as correctly record and explain the transactions of the Association (including any transactions as trustee) and the financial position of the Association;
- 7.1.2. keep its accounting records in such a manner as will enable the preparation from time to time of true and fair accounts of the Association to be conveniently and properly audited in accordance with these Rules, and
- 7.1.3. make its accounting records available for inspection by members of the Association at all reasonable times.

7.2. The accounts, books, records, documents and securities of the Association shall be kept at the office of the Association or such other place as the Executive may from time to time determine.

8. Banking and finance

8.1. The Treasurer of the Association shall, on behalf of the Association, receive and account for all moneys paid to the Association.

8.2. The Executive shall cause to be opened with such bank as the Executive selects a banking account in the name of the Association into which the Treasurer shall deposit all moneys received by the Association.

8.3. The Executive may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.

8.4. Except with the authority of the Executive, no payment of a sum exceeding \$200.00 shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the executive may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Executive may impose.

8.5. No cheques shall be drawn or electronic withdrawal made on the Association's bank account except for the payment of expenditure that has been authorised by the Executive.

8.6. All cheques, drafts, bills of exchange, promissory notes, and any other negotiable instruments shall be signed by any two officers of the Association from time to time.

9. Auditor

9.1. At each Annual General Meeting of the Association, the members present shall appoint a person as the auditor of the Association.

9.2. A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed, and is eligible for re-appointment.

9.3. The first auditor of the Association may be appointed by the Executive before the first Annual General Meeting, and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the members at a General Meeting, in which case the members at that meeting may appoint an auditor to act until the first Annual General Meeting.

9.4. If an appointment is not made at an Annual General Meeting the Executive shall appoint an auditor of the Association for the then current financial year of the Association.

9.5. Except as provided in rule 9.3, the auditor may only be removed from office by a special resolution.

9.6. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Executive may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

10. Annual Financial Statements

10.1. The financial year of the Association shall be each year ended 30 June or such other period (not in any case being longer than a calendar year) as the Executive may decide.

10.2. The officers of the Association shall, not less than 14 days before an Annual General Meeting of the Association, cause to be made out a statement of revenue and expenditure for the last financial year of the Association and a statement of financial position as at the end of the last financial year which give a true and fair view respectively of the revenue and expenditure of the Association for that financial year and of its financial position as at the end of that financial year.

10.3. The officers of the Association shall cause to be attached to the statements provided for in rule 10.2 the auditor's report relating to those statements.

10.4. The officers of the Association shall cause to be attached to any statements provided for in rule 10.2 and required to be laid before the Annual General Meeting of the Association a statement made in accordance with a resolution of the Executive and signed by not less than two officers stating whether in the opinion of the Executive:

10.4.1. the statement of revenue and expenditure is drawn up so as to give a true and fair view of the revenue and expenditure of the Association for the financial year;

- 10.4.2. the statement of financial position is drawn up so as to give a true and fair view of the state of affairs of the Association as at the end of the financial year, and
- 10.4.3. there are reasonable grounds to believe that the Association will be able to pay its debts as and when they fall due.

11. Audit of Accounts

11.1. The auditor appointed under rule 9 shall report to members on the financial statements required to be laid before the Annual General Meeting and on the Association's accounting records and other records relating to those accounts.

11.2. The auditor shall in his report state:

- 11.2.1. whether in his opinion the statements of revenue and expenditure and of financial position are properly drawn up so as to give a true and fair view respectively of the revenue and expenditure of the Association for the financial year and of financial position as at the end of the financial year to which the statement relates;
- 11.2.2. whether in his opinion the accounting records and other records to be kept by the Association have been properly kept;
- 11.2.3. any defect or irregularity in the financial statements and any matter not set out in the financial statements without regard to which a true and fair view of the matters dealt with by the financial statements would not be obtained, and
- 11.2.4. if he is not satisfied as to any matter referred to in rules 11.2.1 and 11.2.2, his reasons for not being so satisfied.

11.3. the auditor has a right of access at all reasonable times to the accounts and other records of the Association and is entitled to require from any officer, ordinary Executive member or servant of the Association such information and explanations as he desires for the purpose of the audit.

11.4. The Auditor or his agent authorised by him in writing for the purpose is entitled to attend any General Meeting of the Association and to receive notices of any General Meeting that a member is entitled to receive and to be heard at any General Meeting that he attends on any part of the business of the meeting that concerns the auditor in his capacity as auditor, and is entitled to be heard notwithstanding that he retires at that meeting or a resolution to remove him from office is passed at that meeting.

12. Annual General Meeting

12.1. The Association shall, in each year, hold an Annual General Meeting.

12.2. The Annual General Meeting shall be held on such day (being not more than 4 months after the close of the financial year of the Association) as the Executive may determine.

12.3. The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

12.4. The Annual General Meeting shall be specified in the notice convening it.

12.5 The ordinary business of the Annual General Meeting shall be:

12.5.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting not otherwise confirmed;

12.5.2 to receive from the Executive and servants of the Association reports upon the transactions of the Association during the last financial year;

12.5.3 to receive the annual financial statements from the Executive and the auditor's report thereon;

12.5.4 to elect the officers of the Association and the ordinary Executive members;

12.5.6 to determine the remuneration of servants of the Association, and

12.5.7 to determine the annual subscription by members.

12.6 The Annual General Meeting may transact special business of which notice is given in accordance with these rules

13.0 Special General Meetings

13.1 The Executive may, whenever it thinks fit, convene a Special General Meeting of the Association.

13.2 The Executive shall, on the requisition in writing of not less than ten members, or one half of the members of the Association from time to time which ever number shall be the lesser, convene a Special General Meeting of the Association.

13.3 A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.

13.4 if the Executive does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

13.5 A special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

14.0 Notices of General Meetings

14.1 Notice of General Meetings may be given at any time within 21 days and 7 days of the meeting in writing to all members of the Association and all persons entitled to receive such notice provided that in the case of an Annual General Meeting or any meeting at which business requiring a special resolution of the Association is to be considered, 14 days notice in writing shall be given to all members of the Association and all persons entitled to receive notice of General Meeting.

15.0 Quorum, Chairman and business at General Meetings

15.1 Fifteen members or one half of the members of the Association from time to time whichever number shall be the lesser being personally present and entitled to vote at such

meeting shall constitute a quorum for the transaction of the business of the General Meeting.

15.2 Any member elected by the members present at a meeting may be chairman of the meeting.

15.3 Upon any question arising at a General Meeting of the Association:

15.3.1 a member has one vote only;

15.3.2 all votes shall be given personally, and

15.3.3 in the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

16.0 Affairs of the Association to be managed by the Executive

16.1 The affairs of the Association shall be managed by the Executive constituted as provided in rule 18.

16.2 The Executive:

16.2.1 shall control and manage the business and affairs of the Association;

16.2.2 may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by General Meetings of members of the Association, and

16.2.3 subject to the Act and these rules, has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of the Association.

17.0 Officers of the Association

17.1 The officers of the Association shall be:

17.1.1 a President

17.1.2 a Vice-President

17.1.3 a Treasurer

17.1.4 a Secretary (who shall also be the Public Officer).

17.2 The provisions of rule 19 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 rule 17.1 of this rule.

17.3 Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.

17.4 In the event of a casual vacancy in any office mentioned in rule 17.1, the Executive may appoint one of its members to the vacant office, and the members so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

18.0 Constitution of the Executive

18.1 the Executive shall consist of:

18.1.1 the officers of the Association, and

18.1.2 such other number of members not exceeding seven as may be determined by the Annual General Meeting, all of whom shall be elected at the Annual General Meeting of the Association in each year.

18.2 Each ordinary Executive member shall, subject to these rules, hold office until the Annual General Meeting next after the date of his election, but is eligible for re-election.

18.3 In the event of a casual vacancy occurring in the office of ordinary Executive member, the Executive may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting next following the date of his appointment.

19.0 Election of members of the Executive

19.1 Nominations of candidates for election as officers of the Association or as ordinary Executive member:

19.1.1 shall be made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), or

19.1.2 shall be made and seconded at the Annual General Meeting.

19.2 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

19.3 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

19.4 The ballot for the election of officers and ordinary Executive member shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive may direct.

20.0 Vacation of Office

20.1 For the purposes of these rules, the office of an officer of the Association or of an ordinary Executive member becomes vacant if the officer or Executive member:

20.1.1 dies;

20.1.2 becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors or makes any assignment of his estate for their benefit;

20.1.3 becomes of unsound mind:

20.1.4 resigns his office by writing under his hand addressed to the Executive;

20.1.5 ceases to be a resident in the State;

20.1.6 fails, without leave granted by the Executive, to attend three consecutive meetings of the Executive;

20.1.7 ceases to be a member of the Association, or

20.1.8 fails to pay all arrears of subscription due by him within 14 days after he has received a notice in writing signed by the secretary stating that he has ceased to be a financial member of the Association.

21.0 Meetings of the Executive

21.1 The Executive shall meet from time to time at such place and at such times as the Executive may determine, but not less than once in each calendar year.

21.2 Any six members or one-half of the members of the Executive from time to time whichever number shall be the lesser shall constitute a quorum for the transaction of the business of a meeting of the Executive.

21.3 Any Executive member elected by the members of the Executive present at a meeting may be chairman of the meeting.

22.0 Disclosure of interest in contracts

22.1 a member of the Executive who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the Executive at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Executive after the acquisition of his interest.

22.2 If a member of the Executive becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Executive after he becomes so interested.

22.3 No member of the Executive shall vote as a member of the Executive in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

23.0 Sub-committees

23.1 The Executive may at any time appoint a sub-committee from the Executive as it may think fit and shall prescribe the powers and functions thereof.

23.2 The Executive may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to any vote.

23.3 Any three appointed members or one-half of the appointed members of a sub-committee from time to time whichever number shall be the lesser shall constitute a quorum at a meeting of the sub-committee.

24.0 Expulsion of members

24.1 Subject to this rule, the Executive may expel a member from the Association if, in the opinion of the Executive the member has been guilty of conduct detrimental to the interests of the Association.

24.2 The expulsion of a member pursuant to rule 24.1 does not take effect:

24.2.1 until the expiration of 14 days after the service on the member of a notice under rule 24.3, or

24.2.2 if the member exercises his right of appeal under this rule until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.

24.3 Where the Executive expels a member from the Association, the Secretary of the Association shall, without undue delay, cause to be served on the member a notice in writing:

24.3.1 stating that the Executive has expelled the member;

24.3.2 specifying the grounds for the expulsion, and

24.3.3 informing the member that if he so desires he may, within fourteen days after the service of the notice on him, appeal against the expulsion as provided in this rule.

24.4 A member on whom a notice under rule 23.3 is served may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the Secretary of the Association, within 14 days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.

24.5 Upon receipt of a requisition under rule 24.4, the Secretary shall forthwith notify the Executive of its receipt and the Executive shall thereupon cause a Special General Meeting of members to be held within 21 days after the date on which the requisition is received by the Secretary.

24.6 At a Special General Meeting convened pursuant to rule 24.5:

24.6.1 no business other than the question of the expulsion shall be transacted;

24.6.2 the Executive may place before the meeting details of the grounds of the expulsion and the Executive's reason for the expulsion;

24.6.3 the expelled member shall be given an opportunity to be heard, and

24.6.4 the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

24.7 If at the Special General Meeting a majority of the members present votes in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association.

24.8 If at the Special General Meeting a majority of the members present votes in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

25.0 Disputes

25.1 Subject to this rule 25, a dispute between a member of the Association, in his capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986

25.2 Nothing in this rule effects the operation or effect of rule 24

26.0 Seal of the Association

26.1 The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".

26.2 The seal of the Association shall not be affixed to any instrument except by the authority of the Executive, and the affixing thereof shall be attested by the signatures either of two members of the Executive or of one member of the Executive and of the Secretary of the Association or other such person as the Executive may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Executive.

26.3 The seal shall remain in the custody of the Secretary.

27.0 Distribution of surplus assets on dissolution

27.1 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debt and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association but subject to Section 33 of the Associations Incorporations Act 1964 be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association, such institution or institution to be determined by the Executive of the Association at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Tasmania and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.