



Going Places. Going Strong.

Dress for Success – Hobart

ABN 61769 200 885

CONSTITUTION

**Updated December 2021 to replace “Secretary”
with “Chair of the Board and/or the public officer”
in clause 33.1 approved at the Annual General
Meeting on 25 November 2021**

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1. NAME OF ASSOCIATION

1.1. The name of the Association is Dress for Success Hobart Inc.

2. OFFICE

2.1. The office of the Association shall be at Level 4, 24 Davey Street Hobart TAS., 7000.

3. REPLACABLE RULES

3.1. The Association will be governed by this Constitution and replaceable rules contained in the Act do not apply.

4. DEFINITIONS

In this Constitution, unless the context otherwise requires -

Act means the Associations Incorporation Act (Tas) 1964.

Annual general meeting means an annual general meeting of the Association held under clause 15.

Association means Dress for Success Hobart Inc.

Board means the Board of Directors of the Association.

Chairperson means the person elected from time to time as the chairperson in accordance with clause 29.

Cheques shall also include such forms of electronic transfers of funds as may be approved by the Board from time to time.

Deputy Chairperson means the person elected from time to time as the deputy chairperson in accordance with clause 29.

Director means a person appointed to the office of director of the Board of this Association.

Financial year means the year ending 30 June.

General meeting means an annual general meeting or a special general meeting convened in accordance with clause 20.

Officer bearer of the Association means a person elected by the Board as an officer bearer of the Association.

Public officer means the person who is, under section 14 of the Act, appointed the public officer of the Association.

Rules means the rules of the Association prescribed by the Board from time to time to give effect to any provision of this Constitution or generally for the purposes of carrying out the objects of the Association and managing the Association.

Special Board meeting means a meeting of the Board that is convened under clause 34 by the Chairperson or any 4 of the members of the Board.

Special Business means business other than the Ordinary Business to be transacted at an Annual General Meeting and all business to be transacted at any other General Meeting.

Special general meeting means a meeting of the Association, other than an annual general meeting, convened under clause 34.

Special resolution has the same meaning as in the Act.

Treasurer means the person elected from time to time as treasurer in accordance with clause 29.

5. OBJECTS AND PURPOSES OF ASSOCIATION

- 5.1.** The objects and purposes of the Association are as follows:
To help long term unemployed and disadvantaged women in Hobart and around Tasmania obtain work and maintain employment by, without limitation, providing business clothing, self-confidence, training in presentation and interview skills, training to assist in maintaining employment and resume advice.

6. POWERS

Solely for carrying out the association's objects, the Association may:

- 6.1.** 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.
- 6.2.** the purchase, sale or supply of, or other dealing in, goods.
- 6.3.** the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association.
- 6.4.** the acceptance of a gift for any of the objects or purposes of the Association.
- 6.5.** the taking of any step the Board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association.
- 6.6.** the production of any material the Board, 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.
- 6.7.** the borrowing and raising of money in any manner and on terms – (a) the Board thinks fit; or (b) approved or directed by resolution passed at a general meeting.

- 6.8.** 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.
- 6.9.** 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.
- 6.10.** the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependents, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes; 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.
- 6.11.** 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.
- 6.12.** the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

7. MEMBERSHIP OF ASSOCIATION

- 7.1.** A person who is nominated and approved for membership in accordance with this clause is eligible to be a member of the Association.
- 7.2.** A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless –
- (a) the person is nominated for membership in accordance with clause 7.3; and
 - (b) the person is approved for membership by the Board.
- 7.3.** A nomination of a person for membership is to be –
- (a) made in writing and signed by 2 members of the Association;
 - (b) accompanied by the written consent of the person nominated; and
 - (c) lodged with the public officer of the Association.
- 7.4.** The consent referred to in clause 7.3(b) may be endorsed on the nomination.
- 7.5.** As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the Board.
- 7.6.** If a nomination is approved by the Board, the public officer is to notify the nominee, in writing, that the nominee has been approved for membership of the Association and enter the nominee's name, contact details and date of

membership commencement in a register of members as per clause 7.10.

- 7.7.** A member of the Association may resign by serving on the public officer a written notice of resignation.
- 7.8.** On receipt of a notice from a member of the Association under sub-clause 7.7, the public officer is to remove the name of the member from the register of members.
- 7.9.** Renewal of membership is to be in accordance with any Rules the Board may determine from time to time in accordance with clauses 40 and 45.1.
- 7.10.** A person becomes a member of the Association when his or her name is entered in the register of members; and ceases to be a member of the Association when his or her name is removed from the register of members.
- 7.11.** Any right, privilege or obligation of a person as a member of the Association is not capable of being transferred to another person; and terminates on the cessation of the membership.

8. LIABILITIES

- 8.1.** 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 to the assets of the Association for payment of the liabilities of the Association; for the costs, charges and expenses of the winding-up; and for the adjustment of the rights of the contributors among themselves.
- 8.2.** Any liability under these rules is not to exceed ten dollars (\$10.00).

9. MEMBERSHIP CATEGORIES

- 9.1.** The Board may from time to time determine categories and procedures for admission of Members not inconsistent with this Constitution in the Rules.
- 9.2.** The Board shall inform Members of any changes made within 21 days of making such changes, by publishing any new categories and procedures in the Rules and on the Association's website or other electronic platform.

10. FUNDS AND ACCOUNTING

- 10.1.** The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Board.
- 10.2.** The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.
- 10.3.** All moneys received by the Association shall be deposited in the Association's name in such account or accounts with a deposit taking institution as nominated by the Board.

- 10.4.** All cheques, transactions and documents relating to the account(s) shall be signed or administered in person and/or electronically by any directors and employees, as approved by the Board, and consistent with legal obligations.

11. GIFT FUND

- 11.1.** Gifts of money or property, or any money received by the association because of such gifts, must be identified and held in a gift fund.
- 11.2.** Money in the gift fund must only be applied for the principal objects of the Association.

12. TREASURER

The Treasurer shall:

- 12.1.** Oversee the collection and receipt of all moneys due to the Association and the payment of monies authorised by the Association.
- 12.2.** Ensure that correct accounts and books showing the financial affairs of the Association are kept and that these show full details of all receipts and expenditure connected with the activities of the Association.
- 12.3.** Submit to each meeting of the Board a statement on the financial affairs of the Association.
- 12.4.** Prepare an annual financial report in accordance with the Act.
- 12.5.** The accounting records and books referred to in this clause shall be available for inspection by members.

13. AUDITOR

- 13.1.** At each Annual General Meeting the members present shall appoint an auditor of the Association if revenue is over \$250,000 or as otherwise prescribed by the Act.
- 13.2.** If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor of the Association for the then current financial year of the Association.
- 13.3.** The auditor may only be removed from office by special resolution by the Association at a Special General Meeting.
- 13.4.** If a casual vacancy occurs in the office of auditor during the course of a financial year, the Board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

14. AUDIT OF ACCOUNTS

- 14.1.** The auditor is to audit the financial affairs of the Association at least once every financial year if clause 13.1 applies.

- 14.2.** After auditing the financial affairs of the Association, the Auditor 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 Board present at that meeting.
- 14.3.** In the report and in certifying to the accounts, the auditor is to:
- (a) specify the information, if any, that they required under these provisions; and
 - (b) state whether, in their 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.
- 14.4.** The public officer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- 14.5.** The auditor may have access to the accounting records, books and accounts of the Association; and require from any employee of the Association any information the auditor considers necessary for the performance of his or her duties and examine any Director of the Board, or any employee of the Association, in relation to the accounting records, books and accounts of the Association.

15. ANNUAL GENERAL MEETING

- 15.1.** The Association is to hold an annual general meeting each year.
- 15.2.** An annual general meeting is to be held on any day the Board determines but not later than 5 months after the close of the Association's financial year.
- 15.3.** An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- 15.4.** The notice convening an annual general meeting is to specify the purpose of the meeting.
- 15.5.** The ordinary business of an annual general meeting is to be as follows:
- (a) to confirm the minutes of the preceding Annual General Meeting and of any general meeting held since that meeting;
 - (b) to present the Annual Report and audited financial statements for the preceding financial year; and
 - (c) to appoint an auditor if necessary, in accordance with clause 13.1.
 - (d) to consider any Constitutional changes.
 - (e) consideration of any matter within the objects of, or relating to the affairs of the Association which are considered appropriate to raise at the meeting.
- 15.6.** Minutes of proceedings of an annual general meeting are to be kept by an officer of the Association who is nominated by the Chairperson of the meeting.

16. SPECIAL GENERAL MEETINGS

- 16.1.** The Board may convene a special general meeting of the Association at any time.
- 16.2.** All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 16.3.** The Board, on the requisition in writing of at least 5 members of the Association, is to convene a special general meeting of the Association.
- 16.4.** 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 lodged with the Public Officer; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- 16.5.** 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 general meeting would be convened by the Board.

16.A. SPECIAL RESOLUTION

- 16.A.1** Written notice of the intention to propose a special resolution must be given at least 21 days prior to the meeting.
- 16.A.2** In order for a special resolution to be passed, three quarters of members entitled to vote under this Constitution must vote at the meeting at which it is presented.

16.B ALTERATION OF CONSTITUTION

- 16.B.1** The Constitution may be amended only by a special resolution, as defined by clause 16, approved by three quarters majority of those members of the Association present and voting at an Annual General Meeting or at a Special General Meeting of the Association called for the purpose of dealing with such amendment.

17. NOTICES OF GENERAL MEETINGS

- 17.1.** At least 14 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to publish a notice specifying the place, day and time at which the meeting is to be held; and the nature of the business that is to be transacted at the meeting.
- 17.2.** A notice is published for the purposes of subclause 17.1 if the notice appears on a website or other electronic platform; or is sent to each member of the Association at the member's postal address or email address that appears on the member register, or is given by another means, determined by the public officer to be reasonably likely ensure that the members of the Association will be duly notified.

18. BUSINESS AND QUORUM AT GENERAL MEETINGS

- 18.1.** All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 18.2.** 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.
- 18.3.** A quorum for the transaction of the business of a general meeting is 4 members of the Association entitled to vote.
- 18.4.** If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting if convened on the requisition of members of the Association, is dissolved.
- 18.5.** If convened by the Board, is to be adjourned to the same day in the next week at the same time and – at the same place; or at any other place specified by the Chairperson at the time of the adjournment, or by notice in a manner determined by the Chairperson.
- 18.6.** If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

19. ELECTRONIC MEETINGS

- 19.1.** Meetings of members may be held by means of a conference telephone call or other electronic means so that all persons participating in the meeting can hear each other. Participation in a meeting held by conference call or other electronic means shall constitute presence in person at the meeting.

20. CHAIRPERSON AT GENERAL MEETINGS

- 20.1.** At each general meeting of the Association, the Chairperson is to be:
 - (a) the Chair; or
 - (b) in the absence of the Chairperson, the Deputy Chair; or
 - (c) in the absence of the Chair and Deputy Chair, the delegate of the Chair.

21. ADJOURNMENT OF GENERAL MEETINGS

- 21.1.** 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.
- 21.2.** 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.
- 21.3.** 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.

22. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS

- 22.1.** A question arising at a general meeting of the Association is to be determined by a simple majority.
- 22.2.** A declaration by the Chairperson that a resolution has, by a simple majority, 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.

23. VOTES

- 23.1.** On any question arising at a general meeting of the Association, a member of the Association (including the Chairperson) has one vote only.
- 23.2.** All votes are to be given personally or by electronic means as per clause 19.
- 23.3.** Despite sub-clause above, in the case of an equality of votes, the Chairperson has a casting vote.

24. TAKING OF POLL

- 24.1.** 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.

25. WHEN POLL TO BE TAKEN

- 25.1.** A poll that is demanded on the election of a Chairperson, or on a question of adjournment, is to be taken immediately.
- 25.2.** 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.

26. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD

- 26.1.** The affairs of the Association are to be managed by a Board of Directors constituted as provided in clause 27.
- 26.2.** The Board:
- (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; and
 - (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

27. THE BOARD

- 27.1.** The Board consists of the 3 office bearers of the Association outlined in clause 29, up to 5 other members elected at the Annual general meeting and a maximum of two co-opted members.

- 27.2.** A Director is to hold office for 2 years with the term of office expiring at the Annual general meeting two years after election.
- 27.3.** A Director, whether serving as a member or office bearer, is not eligible to serve more than 3 terms of two years each in duration.
- 27.4.** If a casual vacancy occurs in the office of a Director of the Board, the Board may appoint a member of the Association to fill the vacancy until the end of the term of office.

28. ELECTION OF BOARD

- 28.1.** A nomination of a candidate for election as a Director of the Board , is to be –
 - (a) made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate; and
 - (b) delivered to the public officer of the Association at least 10 days before the day on which the annual general meeting is to be held.
- 28.2.** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 28.3.** If the number of nominations received is equal to the number of vacancies on the Board, the persons nominated are taken to be elected.
- 28.4.** If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- 28.5.** If the number of further nominations received at the Annual general meeting exceeds the number of remaining vacancies on the Board to be filled, a ballot is to be held in relation to those further nominations.
- 28.6.** The ballot for the election of office bearers and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the Board.

29. OFFICE BEARERS

- 29.1.** The Office Bearers (officers) of Dress For Success Hobart Inc. shall be:
 - (a) Chair
 - (b) Deputy Chair
 - (c) Treasurer
- 29.2.** The Chair, Deputy Chair, and Treasurer are to be elected by the Board of the Association at the first Board meeting following the Annual General Meeting, immediately following the election of the Directors.
- 29.3.** Office Bearers shall hold office for a period of two years, with the term of office expiring at the Annual General Meeting two years after election by the Board.

- 29.4.** In the event of a casual vacancy in any office referred to in sub-clause 27.4, the Board may appoint one of its members or another person deemed appropriate to the vacant office and the person so appointed shall continue to hold office up to and including the conclusion of the term of office of the Officer that the person replaced.

30. ELECTED ORDINARY MEMBERS

- 30.1.** There shall be up to 8 Members of the Board elected by the members at the Annual General Meeting.
- 30.2.** Elected Members shall hold office for a period of two years, with the term of office expiring at the Annual General Meeting two years after election.
- 30.3.** The positions of half of the elected members shall fall vacant each year and Members are eligible to nominate for re-election.
- 30.4.** In the event of a casual vacancy occurring in the office of an elected Member of the Board, the Board may if deemed necessary appoint a member of the Association or other person considered appropriate to fill the vacancy until the conclusion of the retiring member's term of office.

31. PUBLIC OFFICER

- 31.1.** The Board shall ensure that a person is appointed as Public Officer.
- 31.2.** The Board may at any time remove the Public Officer and appoint a new Public Officer.
- 31.3.** The Public Officer shall be deemed to have vacated their position in the following circumstances: death; resignation; removal by the Board or at a general meeting; insolvency; development of an incapacity which prevents the discharge of their duties; residency outside Tasmania.
- 31.4.** When a vacancy occurs in the position of Public Officer the Board shall within 14 days cause notification in accordance with the Act by the prescribed form and appoint a new Public Officer.

32. CO-OPTED MEMBERS OF THE BOARD

- 32.1.** The Board has the power to co-opt up to two additional members, each of whom shall have full voting rights on the Board.
- 32.2.** When co-opting members, the Board shall attempt to ensure that the Board has adequate representation of relevant stakeholders; although this provision shall not preclude the Board from co-opting persons who in its view most competently shall be able to serve the interests of the Board.
- 32.3.** Co-option of members to the Board shall take place at the Board Meeting after the Annual General Meeting or at such other time as deemed appropriate.
- 32.4.** In the event of a casual vacancy occurring in the office of a co-opted member, the Board may appoint a member or other person considered appropriate to fill

the vacancy until the expiry of the term of the original co-option.

- 32.5.** The term of office for co-opted members shall be two years, expiring at the Annual General Meeting two years after co-option.
- 32.6.** The positions of half of the Members who have been co-opted shall fall vacant each year and Members are eligible to be re co-opted for up to 2 terms.

33. VACATION OF OFFICE

- 33.1.** The position of a Director on the Board of the Association becomes casually vacant if they die; become insolvent; develop an incapacity which prevents them from discharging duties as a Director; resign office in writing addressed to the Chair of the Board and/or the public officer; or in the opinion of the Board, behaves in a manner contrary to the interests of the Association.

34. MEETINGS OF THE BOARD

- 34.1.** The Board is to meet at least once every three months at any place and time the Board determines.
- 34.2.** A meeting of the Board, other than a meeting referred to in this Constitution, may be convened by the Chairperson or any 4 Directors of the Board.
- 34.3.** Written notice of any special Board meeting is to be served on the Directors of the Board and is to specify the general nature of the business to be transacted.
- 34.4.** A quorum for the transaction of the business of a meeting of the Board is 4 Directors of the Board.
- 34.5.** Business is not to be transacted at a meeting of the Board unless a quorum is present.
- 34.6.** If a quorum is not present within half an hour after the time appointed for the commencement of a meeting of the Board (other than a special Board meeting), the meeting is to be adjourned to the a time and place to be determined within 14 working days; or a special Board meeting, the meeting is dissolved.
- 34.7.** At each meeting of the Board, the Chairperson is to be the Chair of the Association; or the delegate of the Chair of the Association.
- 34.8.** Any question arising at a meeting of the Board is to be determined by a simple majority; or
if demanded by a Director, by a poll taken at that meeting in the manner the Chairperson determines. Subject to clause 34.9, on any question arising at a meeting of the Board, a Director of the Board (including the Chairperson) has one vote only.
- 34.9.** In the case of an equality of votes, the Chairperson has a second or casting vote.

- 34.10.** Written notice of each Board meeting is to be served on each Director of the Board by –
- (a) giving it to the Director during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, sending or emailing it to the contacts address entered into the member register in sufficient time for it to be delivered to that address in the ordinary course of business before the day on which the meeting is to be held.

35. DISSOLUTION AND REVOCATION

- 35.1.** If the Association is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, the following assets remaining after the payment of the Association's liabilities shall be transferred to a charitable fund, authority or institution to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the Association;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
 - (c) money received by the Association because of such gifts and contributions.

36. DISCLOSURE OF INTERESTS

- 36.1.** If a Director of the Board has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board at a meeting, the Director is to, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of the interest to the Board.
- 36.2.** If at a meeting of the Board a Director votes in respect of any matter in which the Director has a direct or indirect pecuniary interest, that vote is not to be counted.

37. COMMITTEES

- 37.1.** A standing or ad hoc committee can be formed by the Board perceiving the need for the creation of a committee to deal with a particular issue or issues;
- 37.2.** At the first meeting following each Annual General Meeting, the committee shall appoint a member who shall be the Chairperson.
- 37.3.** The committee shall have a set of aims and objectives ratified by the Board, provided that they are consistent with those of the Association.
- 37.4.** The committee shall operate in accordance with guidelines outlining the rights and responsibilities. A quorum of the committee shall be two voting members.

38. EXECUTIVE COMMITTEE

- 38.1.** The Chairperson, the Deputy Chairperson and the Treasurer constitute the executive committee.
- 38.2.** During the period between meetings of the Board, the executive committee may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.

38.3. The executive committee is to report on any instructions issued under clause 38 to the next meeting of the Board.

39. SERVICE OF NOTICES AND REQUISITIONS

39.1. Except as otherwise provided by these rules, a document may be served under this Constitution on a person 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, sending, faxing or emailing it to the contact address entered into the member register, or last known address, in sufficient time for it to be delivered to that address in the ordinary course of business before the day on which the meeting is to be held.

40. ANNUAL SUBSCRIPTION

40.1. The Association may determine an annual subscription and record the same in the Rules.

40.2. The members of the Association may alter by special resolution the annual subscription for a financial year of the Association.

40.3. The annual subscription, for a financial year of the Association, that is payable by members of the Association is due and payable on the first day of the financial year.

40.4. If -

- (a) a member of the Association has not paid their annual subscription for a financial year of the Association within 3 months after the first day of the financial year; and
- (b) there has been sent to the member, after the first day of the financial year, a notice in writing, signed by the public officer, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and
- (c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member, the public officer may remove the name of the member from the register of members maintained under rule 7.9.

40.5. If a member of the Association has not paid their annual subscription for a financial year of the Association within 3 months after the first day of the financial year, or within 14 days after receiving a notice under subrule 40.4(a) whichever is the later day, they are not entitled to attend, or vote at, the next annual general meeting of the Association.

41. REGISTER OF MEMBERS

41.1. The Public Officer shall keep and maintain a register of members in which shall be entered the full name, contact address/es, email, and date of entry of the name of each member, the date membership ceased.

41.2. The register shall be available for inspection by any member at the address of the Association.

42. EXPULSION OF MEMBERS

42.1. The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.

42.2. The expulsion of a member pursuant to clause 42.1 does not take effect until whichever of the following occurs later:

- (a) the fourteenth day after the day on which a notice is served on the member under this Constitution;
- (b) if the member exercises their right of appeal under this rule, the conclusion of a meeting convened to hear the appeal.

42.3. If the Board expels 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 stating that the Board has expelled the member; specify the grounds for the expulsion and inform the member of the right to appeal against the expulsion under this Constitution.

43. APPEAL AGAINST EXPULSION

43.1. A member may appeal against an expulsion by serving on the Public Officer of the Association, within 14 days after the service of a notice, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

43.2. On receipt of a requisition, the Public Officer is to immediately notify the Board of the receipt.

43.3. The Board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.

43.4. 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 Board may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
- (c) the expelled member must be given an opportunity to be heard; and
- (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.

43.5. If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion the expulsion is lifted and the expelled member is entitled to continue as a member of the Association.

43.6. If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion the expulsion takes effect and the expelled member ceases to be a member of the Association.

44. DISPUTES

44.1. 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 \(Tas.\)](#).

44.2. This rule does not affect the operation of clauses 42 and 43.

45. RULES

45.1. The Board of Directors may, by resolution of the Board, make or adopt Rules with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of the Association and managing the Association.

45.2. Rules adopted under clause 45.1 shall be binding on the Directors and the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over any Rules.

46. SEAL OF ASSOCIATION

46.1. The seal of the Association shall contain the words Dress For Success Hobart Inc.

46.2. The seal is not to be affixed to any instrument except by the authority of the Board.

46.3. The affixing of the seal is to be attested by two Directors of the Board or one Director of the Board and the Public Officer of the Association.

46.4. The seal is to remain in the custody of the Public Officer of the Association.