



**DRESS FOR<sup>®</sup>**  
**SUCCESS**  
TASMANIA

## **Dress for Success – Tasmania Inc.**

**ABN 61769 200 885**

### **CONSTITUTION**

Main updates September 2024:

- Clarify that the Members of the Association are the Directors & make amendments to the Constitution to reflect this change.
- Define & clarify the different types of Directors - Full Term, Fixed Term & Casual Directors & their periods of appointment/re-appointment.
- Add provision for Full Term Directors to fulfill their Maximum Tenure & after a defined period nominate for a Director position.
- Specify transitional arrangements applicable to current Directors.
- Remove references to Gift Fund.

Approved at a Special General Meeting on 25 September 2024.

**Version 4.0**  
**September 2024**

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## **1. NAME OF ASSOCIATION**

**1.1.** The name of the Association is Dress for Success Tasmania 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 pursuant to clause 12.

**Association** means Dress for Success Tasmania Inc.

**Board** means the Board of Directors of the Association.

**Casual Director** means a member of the Board of Directors who is appointed for a fixed period specifically for the purpose of filling in for a Full Term Director who has taken a Leave of Absence.

**Chairperson** means the person elected from time to time as the chairperson in accordance with clause 31.

**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 31.

**Director** means a person who is appointed as a Director of the Board and includes Full Term Directors, Fixed Term Directors and Casual Directors.

**Financial year** means the year ending 30 June.

**Fixed Term Director** means a Director appointment for a set period which is less than two (2) years, in accordance with clause 29.

**Fixed Term** means a term of less than two (2) years, commencing on the date a Fixed Term Director is appointed and concluding on a date to be determined by the Board at the time the Fixed Term Director is appointed.

**Full Term Director** means a Director who is appointed for a Full Term.

**Full Term** means a period of two years, commencing on the date on which a Full Term Director is appointed and concluding two (2) years later.

**General Meeting means** an Annual General Meeting or a Special General Meeting convened in accordance with clause 16.

**Leave of Absence** means a period of time taken by a Full Term Director with the approval of the Board during which they are not required to fulfill any of the obligations or responsibilities of a Director, including attendance at Board Meetings or General Meetings.

**Maximum Tenure** means the maximum amount of time a Director may serve on the Board, being three (3) consecutive Full Terms.

**Member** means a member of the Association.

**Officer bearer** means a Director 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 Directors 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 13.

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

**Term** means either a Fixed Term, a Full Term.

**Treasurer** means the person elected from time to time as treasurer in accordance with clause 31.

## **5. MEMBERSHIP OF ASSOCIATION**

**5.1.** The Members of the Association are the Directors.

## **6. OBJECTS AND PURPOSES OF ASSOCIATION**

**6.1.** The objects and purposes of the Association are as follows:  
To help long term unemployed and disadvantaged women in 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.

## **7. POWERS**

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

- 7.1.** 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.
- 7.2.** the purchase, sale or supply of, or other dealing in, goods.
- 7.3.** the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association.
- 7.4.** the acceptance of a gift for any of the objects or purposes of the Association.
- 7.5.** the taking of any step the Board, determines expedient for the purpose of procuring contributions to the funds of the Association.
- 7.6.** the production of any material the Board, determines desirable for the promotion of any of the objects or purposes of the Association.
- 7.7.** 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.
- 7.8.** subject to the provisions of the Trustee Act 1898, the investment, in any manner the Board determines, of any money of the Association not immediately required for any of the objects or purposes of the Association.
- 7.9.** 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.
- 7.10.** 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.
- 7.11.** 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.
- 7.12.** the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

## **8. FUNDS AND ACCOUNTING**

- 8.1.** The funds of the Association shall be derived from gifts, sponsorships, donations, grants, fundraising activities and such other sources approved by the Board.
- 8.2.** 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 Directors or staff by way of dividend, bonus or profit.
- 8.3.** 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.
- 8.4.** 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.

## **9. TREASURER**

The Treasurer shall:

- 9.1.** Oversee the collection and receipt of all moneys due to the Association and the payment of monies authorised by the Association.
- 9.2.** 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.
- 9.3.** Submit to each meeting of the Board a statement on the financial affairs of the Association.
- 9.4.** Prepare an annual financial report in accordance with the Act.
- 9.5.** The accounting records and books referred to in this clause shall be available for inspection by Directors.

## **10. AUDITOR**

- 10.1.** At each Annual General Meeting the Directors present shall appoint an auditor of the Association if revenue is over \$250,000 or as otherwise prescribed by the Act.
- 10.2.** 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.
- 10.3.** The auditor may only be removed from office by special resolution by the Association at a Special General Meeting.
- 10.4.** 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.

## **11. AUDIT OF ACCOUNTS**

- 11.1.** The Board is to do all such things necessary to direct the auditor to audit the financial affairs of the Association at least once every financial year if clause 10.1 applies.
- 11.2.** After the auditor has audited the financial affairs of the Association, the Board is to do all such things necessary to direct the auditor to:
- (a) certify as to the correctness of the accounts of the Association; and
  - (b) provide a written report, which the Treasurer must present at the next Annual General Meeting, to the Directors of the Board present at that meeting.
- 11.3.** 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.
- 11.4.** 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.
- 11.5.** 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.

## **12. ANNUAL GENERAL MEETING**

- 12.1.** The Association is to hold an Annual General Meeting each year.
- 12.2.** An Annual General Meeting is to be held on any day the Board determines but not later than five (5) months after the close of the Association's financial year.
- 12.3.** An Annual General Meeting is to be in addition to any other general meeting that may be held in the same year.
- 12.4.** The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- 12.5.** 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 10.1.
- (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.
- (f) to appoint Office Bearers, Committee Members, and Committee Chairpersons.

**12.6.** Minutes of proceedings of an Annual General Meeting are to be kept by a person who is nominated by the Chairperson of the meeting.

### **13. SPECIAL GENERAL MEETINGS**

**13.1.** The Board may convene a Special General Meeting of the Association at any time.

**13.2.** All general meetings other than the Annual General Meeting and Board meetings shall be called Special General Meetings.

### **14. SPECIAL RESOLUTION**

**14.1.** Written notice of the intention to propose a special resolution must be given at least 14 days prior to the General Meeting.

**14.2.** In order for a special resolution to be passed, a quorum of three quarters of Directors entitled to vote under this Constitution must be present at the meeting at which it is presented.

### **15. ALTERATION OF CONSTITUTION**

**15.1.** The Constitution may be amended only by a Special Resolution, as defined by clause 14, approved by three quarters of the Directors of the Association at an Annual General Meeting or at a Special General Meeting of the Association called for the purpose of dealing with such amendment.

### **16. NOTICES OF GENERAL MEETINGS**

**16.1.** 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.

**16.2.** A notice is published for the purposes of subclause 16.1 if the notice appears on a website or other electronic platform; or is sent to each Director of the Association at the Director's postal address or email address that appears on the Director register, or is given by another means, determined by the Public Officer to be reasonably likely ensure that the Directors of the Association will be duly notified.

### **17. BUSINESS AND QUORUM AT GENERAL MEETINGS**

**17.1.** All business transacted at a general meeting, other than the ordinary business of an Annual General Meeting, is special business.

- 17.2.** Business is not to be transacted at a general meeting unless a quorum of Directors is present at the time the meeting considers that business.
- 17.3.** A quorum for the transaction of the business of a general meeting other than a Special Resolution is half of the appointed Directors.
- 17.4.** If a quorum is not present within 30 minutes after the time appointed for the commencement of a general meeting, the meeting 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.
- 17.5.** If at an adjourned general meeting a quorum is not present within one (1) hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

## **18. ELECTRONIC MEETINGS**

- 18.1.** Meetings of Directors 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.

## **19. CHAIRPERSON AT GENERAL MEETINGS**

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

## **20. ADJOURNMENT OF GENERAL MEETINGS**

- 20.1.** The Chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the Directors who are present, 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.
- 20.2.** 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.
- 20.3.** 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.

## **21. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

- 21.1.** A question arising at a general meeting of the Association is to be determined by a simple majority.
- 21.2.** 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 minutes of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

## **22. VOTES**

- 22.1.** On any question arising at a General Meeting of the Association, a Director (including the Chairperson) has one (1) vote only.
- 22.2.** All votes are to be given personally or by electronic means as per clause 18.
- 22.3.** Despite sub-clause above, in the case of an equality of votes, the Chairperson has a casting vote.

## **23. TAKING OF POLL**

- 23.1.** 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.

## **24. WHEN POLL TO BE TAKEN**

- 24.1.** A poll that is demanded on the election of a Chairperson, or on a question of adjournment, is to be taken immediately.
- 24.2.** 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.

## **25. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A BOARD**

- 25.1.** The affairs of the Association are to be managed by a Board of Directors constituted as provided in clause 26.
- 25.2.** 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.

## **26. THE BOARD**

- 26.1.** The Board consists of a minimum of eight (8) and a maximum of ten (10) Directors, as follows:
  - (a) The 3 Office Bearers of the Association outlined in clause 31; and
  - (b) A minimum of five (5) and a maximum of seven (7) other Directors.
- 26.2.** Subject to clause 28.4, there shall be a minimum of eight (8) and up to ten (10) Full Term Directors of the Board.

## **27. ELECTION OF BOARD**

- 27.1.** 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.

- 27.2.** If the number of nominations received is equal to the number of vacancies on the Board, the persons nominated are taken to be elected.
- 27.3.** If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- 27.4.** 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.
- 27.5.** 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.

## **28. APPOINTMENT OF FULL TERM DIRECTORS**

- 28.1.** A Full Term Director is to hold office for a Term.
- 28.2.** A Full Term Director may serve more than one (1) Maximum Tenure on the Board provided that they are not a Director (either Full Term or Fixed Term) for at least two (2) years between ending their Maximum Tenure and beginning a new Term.
- 28.3.** A Full Term Director may take a Leave of Absence during their Term, pursuant to the following:
  - (a)** The Full Term Director must give notice in writing to the Chairperson of their request to take a Leave of Absence including the length of time of the proposed Leave of Absence, or if the Full Term Director requesting to take a Leave of Absence is the Chairperson then notification in writing must be made to the Deputy Chairperson.
  - (b)** The Board must approve, by a simple majority, the Director's request for a Leave of Absence, and
  - (c)** The period of the Leave of Absence is not counted as time served as part of the Director's Term.
- 28.4.** If a Full Term Director is approved to take a Leave of Absence, the Board may appoint a Casual Director to fill the Full Term Director's position, pursuant to clause 29 below, for the same length of time as the Leave of Absence.
- 28.5.** If a casual vacancy occurs in the office of a Full Term Director of the Board, the Board may appoint another person to fill the vacancy in accordance with clause 28.8.
- 28.6.** If a Full Term Director vacates their position before the expiry of their Term and the Board appoints a new person to fill the vacancy, the Term of the incoming Full Term Director will commence on the date of their appointment and will conclude on the date calculated with reference to clause 28.12 below.

- 28.7.** The Board is not obliged to appoint a new Full Term Director to fill a casual vacancy if there are at least eight (8) other Full Term Directors remaining on the Board (except where one or more of the remaining Full Term Directors are on a Leave of Absence at the time of the Casual Vacancy).
- 28.8.** The Board may appoint a Full Term Director at any Board Meeting or General Meeting by a vote of the Board.
- 28.9.** A simple majority is required for the appointment of a Full Term Director.
- 28.10.** In the event of an equality of votes, the appointment is taken to have failed.
- 28.11.** A person who is standing for appointment as a Full Term Director of the Board (including a Full Term Director who is standing for the appointment of a further Term) is not eligible to vote on their appointment.
- 28.12.** A Full Term Director's Term commences on the date they are appointed and concludes:
- (a) on the date two (2) years after their appointment, or
  - (b) If the Director has taken a Leave of Absence during their term, on the date which is two (2) years after their appointment plus the length of the Leave of Absence (for example, if the Leave of Absence is three (3) months long, the Term will conclude two (2) years and three (3) months after the date of appointment).
- 28.13.** At the time this Constitution is adopted, all persons who are Directors of the Board shall be deemed to be Full Term Directors, and for this purpose:
- (a) The calculation of the Term of each of the Directors will be based on the date on which each Director was most recently appointed (or re-appointed) to the Board prior to the adoption of this version of the Constitution.
  - (b) The calculation of the Maximum Tenure for each of the Directors will be based on the date on which each Director was first appointed to the Board prior to the adoption of this version of the Constitution.
  - (c) This clause will only apply for the purposes of existing Directors and will not have application to Directors who are appointed following the adoption of this version of the Constitution.

## **29. APPOINTMENT OF FIXED TERM & CASUAL DIRECTORS**

- 29.1.** The Board may appoint Fixed Term Directors at any Board Meeting or General Meeting provided that the total number of Directors on the Board at any time (including Fixed Term Directors) does not exceed ten (10).
- 29.2.** The Board may appoint a Casual Director at any Board Meeting or General Meeting to fill a Leave of Absence taken by a Full Term Director.
- 29.3.** When appointing a Fixed Term Director or Casual Director, the Board will attempt to ensure that the Board has adequate representation of relevant stakeholders; although this provision shall not preclude the Board from appointing persons who in its view most competently shall be able to serve the

interests of the Board.

- 29.4.** When appointing a Fixed Term Director, the Board must stipulate the expiry date of the Fixed Term Director's appointment, and if no date is stipulated the expiry date is the date two (2) years from the Fixed Term Director's appointment.
- 29.5.** When appointing a Casual Director, the expiry date of the Casual Director's appointment is the expiry date of the Leave of Absence which the Casual Director is appointed to fill (even in the event that the Director who has taken a Leave of Absence resigns from the Board before the expiry of the Leave of Absence.).
- 29.6.** Fixed Term Directors and Casual Directors have full voting rights for the period of the Fixed Term Director's Term.
- 29.7.** At the expiry of a Fixed Term Director's Term, they may be re-appointed as a Fixed Term Director or be appointed as a Full Time Director, with the maximum amount of time served on the Board (as either a Fixed Term Director or a Full Time Director) to be the Maximum Tenure.

### **30. REMOVAL OF DIRECTOR**

- 30.1.** Subject to clause 26.1, the Association may by a special resolution passed in a General Meeting remove a Director from office.

### **31. OFFICE BEARERS**

- 31.1.** The Office Bearers (officers) of Dress for Success Tasmania Inc. shall be:
  - (a) Chair
  - (b) Deputy Chair
  - (c) Treasurer
- 31.2.** The Chair, Deputy Chair, and Treasurer are to be elected by the Board at the Annual General Meeting.
- 31.3.** Office Bearers shall hold office until:
  - (a) The Annual General Meeting two (2) years from the date of their appointment; or
  - (b) The conclusion of their Maximum Term, whichever occurs sooner. In the event that an Office Bearer's Maximum Term ends less than two (2) years from the date the Office Bearer was appointed as an Officer, the Board will appoint another Director to fill the vacancy. Where this occurs, the newly appointed Office Bearer will hold this position until the next Annual General Meeting.
- 31.4.** A Fixed Term Director may not be an Office Bearer.

## **32. PUBLIC OFFICER**

- 32.1.** The Board shall ensure that a person is appointed as Public Officer.
- 32.2.** The Board may at any time remove the Public Officer and appoint a new Public Officer.
- 32.3.** 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.
- 32.4.** 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.

## **33. VACATION OF OFFICE**

- 33.1.** The position of a Director 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; take a Leave of Absence approved by the Board, 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 (3) 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 four (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 half the 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 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 (1) 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 contact address entered into the Director 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.** The ballot for the election or appointment of ordinary Committee members is to be conducted at the Annual General Meeting each year in the manner determined by the Board.
- 37.3.** An ordinary Committee member may be a Director of any kind.



- 37.4.** At the Annual General Meeting each year, following the appointment of ordinary committee members, the Board shall appoint a Full Term Director who shall be the Chairperson of each Committee.
- 37.5.** Each Committee shall have a set of aims and objectives ratified by the Board, provided that they are consistent with those of the Association.
- 37.6.** Each Committee shall operate in accordance with guidelines outlining the rights and responsibilities of the Committee. A quorum of the Committee shall be two (2) voting Directors.
- 37.7.** Where there is a casual vacancy in a Committee of either an ordinary member or a Committee Chairperson, the Board may appoint a Director to fill the vacancy at the next Board Meeting or by out-of-session resolution if the next Board meeting is not due to occur until after the next Committee meeting.

### **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 38.2 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 Director 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 Director 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. RULES**

- 40.1.** 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.
- 40.2.** Rules adopted under clause 40.1 shall be binding on the Directors and the Association, provided that to the extent of any inconsistency, this Constitution shall prevail over any Rules.

#### **41. SEAL OF ASSOCIATION**

- 41.1.** The seal of the Association shall contain the words Dress for Success Tasmania Inc.
- 41.2.** The seal is not to be affixed to any instrument except by the authority of the Board.
- 41.3.** The affixing of the seal is to be attested by two (2) Directors of the Board or one (1) Director of the Board and the Public Officer of the Association.
- 41.4.** The seal is to remain in the custody of the Public Officer of the Association.