



# Tasmanian Association of State School Organisations Inc.

## Constitution

Adopted: 16 September 2020

Amended: 16 August 2021

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## History of Changes

Alterations	Effective Date	Rule Number	Page Number	Changed from	Changed to
<b>This Constitution was adopted on September 16, 2020, and replaces all previous versions of the Tasmanian Association of State School Organisations Inc. Constitutions</b>	16/09/2020	--	--	--	--
<b>Inclusion of <i>family</i> and a definition in the interpretation, to add clarity.</b>	16 /8/21	2	4	N/A	
<b>The substitution of the word parent or parents to family or families in rules 4.1 (c) and 4.1 (f).</b>	16/8/21	4.1 (c) & 4.1 (f)	6	Parents	Families
<b>That Rule 4 sub-rule (1)(e) of the Tasmanian Association of State School Organisations Inc Constitution has the word <i>all</i> deleted.</b>	16/8/21	4(1)(e)	6	Promote communication and cooperation between TASSO and all organisations pursuing objectives that are in the interests of families and students of state schools and senior secondary colleges; and	Promote communication and cooperation between TASSO and organisations pursuing objectives that are in the interests of families and students of state schools and senior secondary colleges; and

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## 1. Name of Association

The name of the association is as follows:  
Tasmanian Association of State School Organisations Inc.  
(also known as TASSO)

## 2. Interpretation

In these rules, unless the context otherwise requires:

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

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

**Annual General Meeting** means an annual general meeting of the Association held under [rule 12.2](#);

**Association** means the association referred to in [rule 1](#);

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

**auditor** means the person appointed as the auditor of TASSO under [rule 10](#);

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

**basic objects of TASSO** mean the objects and purposes of TASSO as stated in an application under section 7 of the Act for the incorporation of the Association;

**Board** means the board of management referred to in [rule 13](#);

**Community Member** means a person, who does not have children enrolled at a school, and who has been accepted, in accordance with this Constitution, for membership of the Association as a Community Member;

**family** means all primary and other caregivers involved in the lives of children and young people. This includes people who are related through marriage, de facto partnerships, kindred relationships and includes adoption and fostering relationships, sibling and extended family;

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

**General Meeting** means:

- a. an Annual General Meeting; or
- b. a Special General Meeting.

**Officer of TASSO** means a person elected as an officer of the Association at an Annual General Meeting or appointed as an officer of the Association under [rule 14](#);

**ordinary Board member** means an individual who is a member of the Board, other than an Officer of TASSO;

**ordinary business of an Annual General Meeting** means the business specified in [rule 12.2\(5\)](#);

**Parent Member** means each person, for time being, recorded in a school's records as a parent or guardian of a school student currently enrolled at a school;

**Principal** means the principal of a school for the purposes of the *Education Act 2016*;

**Public Officer** means the person who is, under section 14 of the Act, the public officer of TASSO;

**school** has the meaning given in the *Education Act 2016*;

**school association** has the meaning given in the *Education Act 2016*;

**school association committee** has the meaning given in the *Education Act 2016*;

**special Board meeting** means a meeting of the Board that is convened under [rule 18 \(4\)](#) by the President or any 4 of the members of the Board;

**Special General Meeting** means a special general meeting of TASSO convened under [rule 12.3](#);

**special resolution** has the same meaning as in the Act;

**Staff Member** means, a person who is, for the time being, a member of the State Service (as defined in the *State Service Act 2000* (Tas)) employed, on a permanent basis or fixed-term contract, at a school; and

**TASSO** means the association named Tasmanian Association of State School Organisations Inc. referred to in [rule 1](#).

### 3. Association's office

The office of TASSO is to be at Building 4, 30 Raminea Road, Lindisfarne or at such other place the Board determines.

### 4. Objects and Purposes of TASSO

- (1) The basic objects and purposes of TASSO are to:
  - (a) promote and protect the interests of families and students in Tasmanian state schools and senior secondary education facilities; and
  - (b) promote family engagement in the education of students; and
  - (c) promote family and community involvement in schools; and
  - (d) act in an advisory capacity to school associations, families, communities and stakeholders; and
  - (e) promote communication and cooperation between TASSO and organisations pursuing objectives that are in the interests of families and students of state schools and senior secondary colleges; and
  - (f) promote and recognise the educational skills of students and the commitment of families to their school community; and
  - (g) be apolitical on all issues; and
  - (h) campaign on state and national education issues whilst remaining apolitical:
    - (i) in the development and promotion of education policies and the strategies necessary to achieve the goals implicit in that policy; and
    - (ii) in the monitoring and provision of information, analysis, research and reports on education issues; and
- (i) take such steps as considered necessary to achieve the implementation of these objects and purposes.
- (2) In addition to the basic objects and purposes of TASSO, the objects and purposes of TASSO include the following:
  - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of TASSO; and

- (b) the purchase, sale or supply of, or other dealing in, goods; and
- (c) the construction, maintenance, or alteration of any building or works necessary or convenient for any of the objects or purposes of TASSO; and
- (d) the acceptance of a gift, for any one of the objects or purposes of TASSO; and
- (e) the taking of any step the Board, or the members of TASSO at a General Meeting, determine expedient for the purpose of procuring contributions to the funds of TASSO; and
- (f) the publication of any document, in either a digital format or hardcopy the Board, or the members of TASSO at a General Meeting, determine desirable for the promotion of any of the objects or purposes of TASSO; and
- (g) the borrowing and raising of money in any manner and on terms:
  - (i) the Board thinks fit; or
  - (ii) approved or directed by resolution passed at a General Meeting; and
- (h) subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the Board determines, of any money of TASSO not immediately required for any of the objects or purposes of TASSO; and
- (i) 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; and
- (j) 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 TASSO and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of TASSO and their dependants, and the making of payments towards insurance in relation to any of those purposes; and
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of TASSO; and
- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities, or engagements of any association with which TASSO is amalgamated in accordance with the provisions of the

Act and the rules of TASSO; and

- (m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of TASSO.

## 5. Membership of Association

(1) Membership of TASSO may fall into either of four categories:

- (a) All School Associations as defined by the Education Act 2016. Each School Association will have one vote and will be sent notification of General Meetings, which they can attend and may speak, unless:
  - (i) the School Association notifies the Board in writing that they do not want to be a Member of Tasmanian Association of State School Organisations Inc. and have chosen to opt out; or
  - (ii) a person who qualifies as either a Parent Member, a Staff Member, the Principal or a Community Member, whichever the case may be, notifies the Board in writing that they do not want to be a Member of the Tasmanian Association of State School Organisations Inc. and have chosen to opt out.
- (b) Life Member – a person who has been awarded Life Membership of TASSO in accordance with [rule 28](#). A Life Member does not have voting rights but are entitled to:
  - (i) be sent notification of and invited to General Meetings; and
  - (ii) may speak at General Meetings.
- (c) Individual Member – a person who supports the objectives and purposes of TASSO and are not eligible to be a member of a School Association, shall be eligible to apply for Individual Membership. If the application is accepted in accordance with [sub-rule 2](#), an Individual Member does not have voting rights but are entitled to:
  - (i) be sent notification of and invited to General Meetings; and
  - (ii) may speak at General Meetings.
- (d) Organisational Member – an organisation, association etc. that supports the objectives and purposes of TASSO and are not eligible to be a School Association Member or an Individual Member, shall be eligible to apply for Organisational Membership. If the application is accepted in accordance with [sub-rule 2](#), an Organisational Member does not have voting rights but are entitled to:



- (i) be sent notification of and invited to General Meetings; and
  - (ii) may speak at General Meetings.
- (2) An individual or Organisational applicant shall be granted Membership of TASSO upon:
  - (a) completion of the application form; and
  - (b) approval by Public Officer with oversight from the Board; and
  - (c) payment of the annual subscription in accordance with [Schedule 2](#).
- (3) The Public Officer is to ensure that a Register of Members is maintained or established and maintained. The register of members must contain:
  - (a) the name of each member of TASSO and the date on which they became a member; and
  - (b) the member's nominated postal address; and
  - (c) an email address, if any, that the member has nominated as the email address to which notices from TASSO may be sent; and
  - (d) the name of each person who has ceased to be a member of TASSO and the date on which the person ceased to be a member of TASSO.

## 6. Liability of Members

- (1) Any right, privilege or obligation of as a member of TASSO:
  - (a) is not capable of being transferred to another; and
  - (b) terminates when membership with TASSO ceases.
- (2) If TASSO is wound up, each member who was immediately before the Association is wound up, a member of TASSO, and each person who was a member of TASSO within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute:
  - (a) to the assets of TASSO for payment of the liabilities of TASSO; and
  - (b) for the costs, charges and expenses of the winding-up; and
  - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under [sub-rule \(2\)](#) is not to exceed \$1.00.
- (4) Despite [sub-rule \(2\)](#), a former member of TASSO is not liable to contribute under that sub-rule in respect of any liability of TASSO incurred after they ceased to be a member.

## 7. Income and Property of TASSO

- (1) The income and property of TASSO is to be applied solely towards the promotion of the objects and purposes of TASSO.
- (2) No portion of the income or property of TASSO is to be paid or transferred to any member of TASSO unless the payment or transfer is made in accordance with this rule.
- (3) TASSO may:
  - (a) pay a person or member of TASSO:
    - (i) remuneration in return for services rendered to TASSO, or for goods supplied to TASSO, in the ordinary course of business of the person or member; or
    - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of TASSO; or
    - (iii) interest at a rate not exceeding 7.25% on the money lent to TASSO by the person or member; or
    - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to TASSO by the person or member; and
  - (b) pay a member of the Board an honorarium in return for carrying out the functions as a member of the Board; and
  - (c) pay a member of a Sub-Board remuneration in return for carrying out the functions of a member of the Sub-Board; and
  - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of TASSO to an office in that other association, organisation or body.
- (4) Despite [sub-rule \(3\)\(a\)](#), [\(b\)](#) and [\(c\)](#), TASSO is not to pay a person any amount under that sub-rule unless TASSO or Board has first approved that payment.
- (5) Despite [sub-rule \(3\)\(d\)](#), TASSO is not to appoint or nominate a member of TASSO under that sub-rule to an office in respect of which remuneration is payable unless TASSO or Board has first approved:
  - (a) that appointment or nomination; and
  - (b) the receipt of that remuneration by that member.

## 8. Accounts of Receipts and Expenditure

- (1) True accounts are to be kept of the following:

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

## 9. Banking and Finance

- (1) On behalf of TASSO, the Treasurer or a person authorised by the TASSO Board is to:
  - (a) receive any money paid to TASSO; and
  - (b) as soon as practicable after receiving the money, issue an official receipt in respect of the money; and
  - (c) cause the money to be paid into the account opened under [sub-rule \(2\)](#) as soon as practicable after it is received.
- (2) The Board is to open with an authorised deposit-taking institution an account in the name of TASSO.
- (3) The Board may:
  - (a) receive from an authorised deposit-taking institution a cheque drawn by TASSO or electronic transfer on any of TASSO's accounts with the authorised deposit-taking institution; and
  - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) All expenditure drawn on, and withdrawals from TASSO's accounts is to be in accordance with TASSO's Expenditure Instructions.
- (5) A cheque, draft, bill of exchange, promissory note or another negotiable instrument is to be:
  - (a) signed by the Treasurer of TASSO; and
  - (b) countersigned by one of two other people authorised by the Board to be signatories; or

- (c) in the Treasurer's absence, by both of the other two people authorised by the Board to be signatories.
- (6) An electronic transfer of an amount from TASSO's account to another account at an authorised deposit-taking institution:
  - (a) may only be authorised by the Treasurer of TASSO; and
  - (b) by one of the other two people authorised by the Board as an authority for an electronic transfer; or
  - (c) in the Treasurer's absence, by both of the other two people authorised by the Board as authorities for an electronic transfer.

## 10. Auditor

- (1) At each Annual General Meeting, the members of TASSO present at the meeting are to appoint a person as the auditor of TASSO.
- (2) If an auditor is not appointed at an Annual General Meeting under [sub-rule \(1\)](#), the Board is to appoint a person as the auditor of TASSO as soon as practicable after that Annual General Meeting.
- (3) The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- (4) Except as provided in [sub-rule \(3\)](#), the auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the end of the next Annual General Meeting.

## 11. Audit of Accounts

- (1) The auditor is to audit the financial affairs of TASSO at least once in each financial year, as defined in [rule 30](#), of TASSO.
- (2) The auditor, after auditing the financial affairs of TASSO for a particular financial year of TASSO, is to:
  - (a) certify as to the correctness of the accounts of TASSO; and
  - (b) at the next Annual General Meeting, provide a written report to the members of TASSO who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to:
  - (a) specify the information, if any, they have required under [sub-rule \(5\)\(b\)](#) and obtained; and
  - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of TASSO according to the information at

- their disposal; and
- (c) state whether the rules relating to the administration of the funds of TASSO have been observed.
- (4) The Public Officer is to deliver to the auditor a list of all the accounting records, books, and accounts of TASSO.
- (5) The auditor may:
  - (a) have access to the accounting records, books and accounts of TASSO; and
  - (b) require from any employee of, or person who has acted on behalf of, TASSO any information the auditor considers necessary for the performance of their duties; and
  - (c) employ any person to assist in auditing the financial affairs of TASSO; and
  - (d) examine any member of the Board, or any employee of, or person who has acted on behalf of, TASSO, in relation to the accounting records, books and accounts of TASSO.

## 12. Association Meetings

### 12.1 General Meetings

- (1) General Meetings may be conducted via the use of any technological means allowing people to participate from various locations.

### 12.2 Annual General Meeting

- (1) TASSO is to hold an Annual General Meeting each year.
- (2) An Annual General Meeting is to be held on any day (being not later than 3 months after the end of the financial year of TASSO) the Board determines.
- (3) An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
- (4) The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an Annual General Meeting is to be as follows:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting; and
  - (b) to receive from the Board, auditor, employees, and other persons acting on behalf of TASSO reports on the transactions of TASSO during the last preceding financial year of TASSO; and

- (c) to elect the Officers of TASSO and the ordinary Board members;  
and
- (d) to appoint the auditor.
- (6) An Annual General Meeting may transact business of which notice is given in accordance with [rule 12.4](#).
- (7) Minutes of proceedings of an Annual General Meeting are to be taken by a person authorised by the Board and kept in a format and location determined by the Board.
- (8) The Board shall have the power to confer Life Membership in accordance with [rule 28](#).

### 12.3 Special General Meeting

- (1) The Board may convene a Special General Meeting of TASSO at any time.
- (2) The Board, on the requisition in writing of at least 10 members of TASSO, is to convene a Special General Meeting of TASSO.
- (3) A requisition for a Special General Meeting:
  - (a) is to state the objects of the meeting; and
  - (b) is to be signed by each of the requisitionists; and
  - (c) is to be deposited at the office of TASSO; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the Board does not cause a Special General Meeting to be held within 21 days after the day on which a requisition is deposited at the office of TASSO, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of TASSO.
- (5) A Special General Meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a Special General Meeting would be convened by the Board.
- (6) All reasonable expenses incurred by requisitionists in convening a Special General Meeting are to be refunded by TASSO.

## 12.4 Notice of General Meetings

- (1) At least 14 days before the day on which a General Meeting of TASSO is to be held, the Public Officer is to publish a notice specifying:
  - (a) the place, day and time at which the meeting is to be held; and
  - (b) the nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of [sub-rule \(1\)](#) if the notice:
  - (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
  - (b) appears on a website, or at an electronic address, of TASSO; or
  - (c) is sent to each member of TASSO at:
    - (i) the member's postal or residential address or address of business or employment; or
    - (ii) an email address that the member has nominated as the email address to which notices from TASSO may be sent; or
  - (d) is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of TASSO will be notified of the notice.

## 12.5 Business and Quorum at General Meetings

- (1) All business transacted at a General Meeting, other than the ordinary business of an Annual General Meeting, is special business.
- (2) Business is not to be transacted at a General Meeting unless a quorum of members of TASSO entitled to vote is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a General Meeting is 11 members of TASSO entitled to vote.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a General Meeting, the meeting:
  - (a) if convened on the requisition of members of TASSO, is dissolved; or
  - (b) if convened by the Board, is to be adjourned to the same day in the next week at the same time and:

- (i) at the same place; or
  - (ii) at any other place specified by the chairperson:
    - i. at the time of the adjournment; or
    - ii. by notice in a manner determined by the chairperson.
- (5) 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.

## 12.6 Chairperson at General Meetings

At each General Meeting of TASSO, the chairperson is to be:

- (1) the President; or
- (2) in the absence of the President, the Vice President; or
- (3) in the absence of the President and Vice President, a member of TASSO elected to preside as chairperson by the members of TASSO present and entitled to vote at the General Meeting.

## 12.7 Determination of Questions Arising at General Meetings

- (1) A question arising at a General Meeting of TASSO is to be determined on a show of hands or by voice for those participating via the use of digital technology; and
- (2) A declaration by the chairperson that a resolution has, on a show of hands or by voice for those using digital technology, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minutes is evidence of that fact unless a poll is demanded on or before that declaration.

## 12.8 Voting at General Meetings

- (1) On any question arising at a General Meeting of TASSO, a member of TASSO (including the chairperson) who is entitled to vote has one vote only.
- (2) All votes are to be given personally by a show of hand or by voice for those participating via the use of digital technology, but if one third of members present so request, voting on any motion shall be conducted by secret ballot except for those participating via digital technology.



- (3) In the event of an equality of votes, a motion shall be deemed to have been lost.

#### 12.9 Taking a Poll

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

- (1) the poll is to be taken at that meeting in the manner that the chairperson determines; and
- (2) the result of the poll is taken to be the resolution of the meeting on that question.

#### 12.10 When a Poll is to be Taken

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

#### 12.11 Observers

General Meetings are open to all members of school associations and school students to attend as observers, unless they are excluded by the chairperson of the meeting or called as closed by the chairperson of the meeting. Observers can only speak at the meeting in accordance with any directions given by the chairperson of the meeting.

### 13. Affairs of TASSO to be managed by the Board

- (1) The affairs of TASSO are to be managed by a board of management constituted as provided in [rule 15](#).
- (2) The Board:
  - (a) is to control and manage the business and affairs of TASSO; and
  - (b) may exercise all the powers and perform all the functions of TASSO, other than those powers and functions that are required by these rules to be exercised and performed by members of TASSO at a General Meeting; 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 TASSO.

## 14. Officers of TASSO

- (1) The Officers of TASSO are as follows:
  - (a) the President;
  - (b) the Vice President;
  - (c) the Treasurer; and
  - (d) the Secretary.
  
- (2) Subject to [sub-rule \(4\)](#), the Officers of TASSO are to be elected in accordance with [rule 16](#) and must meet the following pre-requisites to be nominated:
  - (a) the President must have served a minimum of two years on the Board and been an Officer of TASSO for one year in the past four years; and
  - (b) the Vice President must have served a minimum of one year as an ordinary Board member in the past four years; and
  - (c) the Treasurer must have served a minimum of one year as an ordinary Board member in the past four years; and
  - (d) the Secretary must have served a minimum of one year as an ordinary Board member in the past four years.
  
- (3) Each Officer of TASSO is to hold office until the end of the next Annual General Meeting after that at which they were elected and is eligible for re-election.
  
- (4) Each Officer of TASSO must hold a current Working With Vulnerable People (Child Related Activity) Tasmania registration or the ability to obtain.
  
- (5) An Officer of TASSO shall not hold the same office for more than three consecutive years. They are eligible to nominate for another position if all pre-requisites are met.
  
- (6) If no one is able to meet the pre-requisites for one of the officers in [sub-rule \(2\)](#) the position becomes a casual vacancy and must be filled in accordance with [sub-rule \(8\)](#).
  
- (7) Any officer of the Board standing as a candidate in a State or Federal election must take a leave of absence from the Board, until the declaration of the poll. If the Officer of TASSO is a successful candidate they must resign from their position on the TASSO Board in accordance with [rule 17](#).

- (8) If a casual vacancy in an office referred to in [sub-rule \(1\)](#) occurs, the Board must appoint one of the Board to fill the vacancy until the end of the next Annual General Meeting after the appointment.

## 15. Constitution of the Board

- (1) The Board consists of:
  - (a) the Officers of TASSO; and
  - (b) 9 ordinary Board members, comprising of three individuals who ordinarily reside in each of the following regions of Tasmania, as defined in [Schedule 1](#):
    - (i) North; and
    - (ii) North-West; and
    - (iii) South.
- (2) An ordinary Board member is to hold office until the end of the next Annual General Meeting after that at which they were elected and is eligible for re-election.
- (3) Each ordinary Board member of TASSO must hold a current Working With Vulnerable People (Child Related Activity) Tasmania registration or the ability to obtain.
- (4) A Board member standing as a candidate in a State or Federal election must take a leave of absence from the Board, until the declaration of the poll. If the Board member is a successful candidate they must resign from their position on the TASSO Board in accordance with [rule 17](#).
- (5) If a casual vacancy occurs in a position of an ordinary Board member, the Board may appoint a Member of TASSO to fill the vacancy until the end of the next Annual General Meeting after the appointment.
- (6) If a position of an ordinary Board member is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office and can be filled in accordance with [sub-rule \(5\)](#).

## 16. Election of Members of the Board

- (1) A nomination of a candidate for election as an Officer of TASSO, or as an ordinary Board member, is to be :
  - (a) made in writing, signed by two members of a school association who are members of TASSO and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
  - (b) delivered to the Public Officer at least seven days before the day on which the Annual General Meeting is to be held.

- (2) If insufficient nominations are received to fill all vacancies on the Board:
  - (a) the candidates nominated are taken to be elected; and
  - (b) further nominations are to be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies on the Board to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- (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.
- (6) The ballot for the election of Officers of TASSO and ordinary Board members is to be conducted at the Annual General Meeting in the manner determined by the Board.

## 17. Vacation of Office

For the purpose of these rules, the office of an Officer of TASSO or of an ordinary Board member, becomes casually vacant if the Officer or Board member:

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

## 18. Meetings of the Board

- (1) The Board is to meet at least six times in an Association Year:
  - (a) at any place and time, the Board determines, with Board Members being able to attend via the use of digital technology; or
  - (b) entirely via the use of digital technology.
- (2) A meeting of the Board, other than a meeting referred to in [sub-rule \(1\)](#), may be convened by the President or any 4 of the members of the Board.
- (3) Written notice of any special Board meeting is to be served on members of the Board and is to specify the general nature of the business to be transacted.
- (4) A special Board meeting may only transact business of which notice is given in accordance with [sub-rule \(3\)](#).
- (5) A quorum for the transaction of the business of a meeting of the Board is majority of elected members of the Board.
- (6) Business is not to be transacted at a meeting of the Board unless a quorum is present.
- (7) If a quorum is not present within one hour after the time appointed for the commencement of:
  - (a) a meeting of the Board (other than a special Board meeting), the meeting is to be adjourned to a date and time as determined by the chairperson; or
  - (b) a special Board meeting, the meeting is dissolved.
- (8) At each meeting of the Board, the chairperson is to be:
  - (a) the President; or
  - (b) in the absence of the President, the Vice President; or
  - (c) in the absence of the President and Vice-President, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.
- (9) Any question arising at a meeting of the Board is to be determined:
  - (a) on a show of hands or by voice; or
  - (b) if demanded by a Board member, by a poll taken at that meeting in the manner the chairperson determines.

- (10) On any question arising at a meeting of the Board, a member of the Board (including the chairperson) has one vote only.
- (11) Despite [sub-rule \(10\)](#), in the case of an equality of votes, the chairperson has a second or casting vote.
- (12) Written notice of each Board meeting is to be served no later than seven days prior to the meeting on each member of the Board by:
  - (a) emailing it to the email address of the member, that has been identified as the email address to which notices from TASSO should be sent; or
  - (b) in a manner determined by the Board.
- (13) Board Meetings are open to all members of TASSO and school students to attend as observers, unless they are excluded by the chairperson of the meeting or called as closed by the chairperson of the meeting. Observers can only speak at the meeting in accordance with any directions given by the chairperson of the Board Meeting.

## 19. Disclosure of Interests

- (1) If a member of the Board or a Sub-Board has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board or Sub-Board, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Board.
- (2) If a member of the Board or Sub-Board votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.
- (3) If a member of the Board develops a direct or indirect pecuniary interest in a contract or arrangement after it is made or entered into they shall disclose the interest immediately to all other Board members.

## 20. Circulating Resolution

- (1) The Board may pass a circulating resolution without a meeting being held in accordance with this rule 20.
- (2) A circulating resolution is passed if the majority of elected members of the Board entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in [sub-rule 3](#).
- (3) Board members entitled to vote on the resolution sign or agree by the closing date prescribed in the document:

- (a) a single document setting out the resolution, and containing a statement indicating that they agree to the resolution; or
- (b) separate copies of the same document setting out the resolution, and containing a statement indicating that they agree to the resolution; or
- (c) each member of the Board sends an email to all other members of the Board agreeing on the resolution as set out in the email.

## 21. Sub-Boards

- (1) The Board may appoint one or more Sub-Boards, and in so doing the Board must state in writing the terms of reference and the powers and functions which are to be delegated to the Sub-Board
- (2) The Board may co-opt any person as a member of a Sub-Board without voting rights, whether or not the person is a member of TASSO.
- (3) The chairperson of the Sub-Board must be endorsed by the Board and:
  - (a) convene meetings of the Sub-Board in accordance with [sub-rule \(7\)](#); and
  - (b) report to the Board in a manner as determined by the Board; and
  - (c) report to the Sub-Board from the Board in a manner as determined by the Board.
- (4) A quorum for the transaction of the business of a meeting of the Sub-Board is 66% of the appointed members entitled to vote in accordance with [sub-rule \(2\)](#).
- (5) Any question arising at a meeting of a Sub-Board is to be determined by those eligible to vote, in accordance with [sub-rule \(2\)](#):
  - (a) on a show of hands or by voice; or
  - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a Sub-Board, a member of the Sub-Board (including the chairperson) who is eligible to vote, as determined by [sub-rule \(2\)](#), has one vote only.
- (7) Unless otherwise agreed by each Sub-Board member, written notice of each Sub-Board meeting is to be served no later than seven days on each member of the Sub-Board by:

- (a) emailing it to the email address of the member, that has been identified as the email address to which notices from TASSO should be sent; or
- (b) in a manner determined by the Board.

## 22. Executive Board

- (1) The President, Vice President, Treasurer and Secretary constitute the executive Board.
- (2) During the period between meetings of the Board, the executive Board may issue instructions to the Public Officer and employees of TASSO in matters of urgency connected with the management of the affairs of TASSO.
- (3) The Executive Board is to report on any instructions issued under [sub-rule \(2\)](#) to the next meeting of the Board.
- (4) If it is the opinion of the Board that it would be beneficial to include a senior staff member in the capacity of ex officio, then so be it.

## 23. Annual Subscription

- (1) The annual subscription that is payable by Individual or Organisational Members under [rule 5](#), is as prescribed in [Schedule 2](#).
- (2) The members of TASSO may alter by special resolution the annual subscription for a financial year of TASSO.
- (3) The annual subscription, for a financial year of TASSO, that is payable by members of TASSO is due and payable on or before the first day of the financial year.
- (4) If a member of TASSO has not paid the annual subscription for a financial year of the Association within 6 months after the first day of the financial year, their details will be removed from the Register of Members.

## 24. Service of Notices and Requisitions

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

- (a) giving it to the person; or



- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) emailing it to the person's email address.

## 25. Expulsion of Members

- (1) The Board may expel a member from TASSO if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of TASSO.
- (2) The expulsion of a member under [sub-rule \(1\)](#) 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 [sub-rule \(3\)](#); or
  - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the Special General Meeting convened to hear the appeal.
- (3) If the Board expels a member from TASSO, the Public Officer, without undue delay, is to cause to be served on the member a notice in writing:
  - (a) stating that the Board has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of the right to appeal against the expulsion under [rule 27](#).

## 26. Expulsion of Board Members

- (1) The Board may expel a member from the Board of TASSO if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of TASSO.
- (2) The expulsion of a Board member under [sub-rule \(1\)](#) 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 [sub-rule \(3\)](#);
  - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the Special General Meeting convened to hear the appeal.
- (3) If the Board expels a Board member from the Board, the Public Officer,

without undue delay, is to cause to be served on the member a notice in writing:

- (a) stating that the Board has expelled the member; and
- (b) specifying the grounds for the expulsion; and
- (c) informing the member of the right to appeal against the expulsion under [rule 27](#).

## 27. Appeal Against Expulsion

- (1) A member of TASSO or a Board member of TASSO may appeal against an expulsion by serving on the Public Officer, within 14 days after the service of a notice of expulsion, a requisition in writing demanding the convening of a Special General Meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the Public Officer is to immediately notify the Board of the receipt.
- (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.
- (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 Board's reasons for the expulsion; and
  - (c) the expelled member or Board member must be given an opportunity to be heard; and
  - (d) the members of TASSO who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the Special General Meeting the majority of members present vote in favour of the lifting of the expulsion:
  - (a) the expulsion is lifted; and
  - (b) the expelled Association Member or Board member is entitled to continue as a member of TASSO or Board.
- (6) If at the Special General Meeting the majority of members present vote in favour of the confirmation of the expulsion:

- (a) the expulsion takes effect; and
- (b) the expelled:
  - (i) member ceases to be a member of TASSO; or
  - (ii) Board member ceases to be a Board Member of the Association.

## 28. Life Membership

- (1) Upon receiving recommendations from two (2) members of the Board that a person has rendered outstanding service in working for the objectives and purposes of TASSO, the Board shall consider and act upon the recommendation.
- (2) Nominees must:
  - (a) have shown a strong commitment to public education; and
  - (b) have provided meritorious service on behalf of TASSO.
- (3) Nominations forwarded to TASSO's Executive Board for consideration must be accompanied by a detailed outline of the work done, along with a curriculum vitae of the nominee.
- (4) Final confirmation of the acceptance of a nomination for Life Membership by TASSO Executive Board shall be made at the following Annual General Meeting where recipients will be formally acknowledged and presented with a certificate.
- (4) Once Life Membership is formally acknowledged the nominee will be bestowed membership under [rule 5 \(b\)](#).
- (5) Life Members of TASSO, like all members, are subject to [rule 25](#) and [27](#).

## 29. Disputes

- (1) A dispute between a member of TASSO, in their capacity as a member, and TASSO is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*.
- (2) This rule does not affect the operation of [rule 27](#).

### 30. Financial Year

The Financial Year of TASSO shall commence each July 1<sup>st</sup> and run to the subsequent June 30<sup>th</sup>.

### 31. Association Year

The Association Year of TASSO shall commence each July 1<sup>st</sup> and run to the subsequent June 30<sup>th</sup>.

### 32. Seal of TASSO

- (1) The seal of TASSO is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the Board.
- (3) The affixing of the seal is to be attested by the signatures of:
  - (a) two members of the Board; or
  - (b) one member of the Board and:
    - (i) the Public Officer; or
    - (ii) any other person the Board may appoint for that purpose.
- (4) If a sealed instrument has been attested under [sub-rule \(3\)](#), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.
- (5) The seal is to remain in the custody of the Public Officer of TASSO.

### 33. Dissolution of the Association

- (1) The Board shall call a Special General Meeting of TASSO in accordance with [rule 12.3](#) upon receiving the written requisition of at least ten members, calling for the dissolution of TASSO and stating the grounds upon which such requisition is made.
- (2) The requisition to dissolve TASSO shall be duly passed and adopted by the meeting if it is approved by 75% of the members present and eligible to vote.

- (3) If, on winding up of TASSO, any property that remains after satisfaction of the debts and liabilities of TASSO and the costs, charges and expenses of that winding up, that property shall be distributed for charitable, benevolent or research purposes to another organisation in Tasmania, with similar objectives, which is approved by the Commissioner of Taxation as a public benevolent institution.
- (4) Upon the passing of a resolution to wind up TASSO the meeting shall resolve that the debts and liabilities of TASSO and the expenses of the winding up shall be paid and discharged any surplus of assets of TASSO shall be subject to any order of the Court which may be made under *S.33 of the Act*.
- (5) The Board shall identify the institution for the purposes of sub-rule (3) at the time of dissolution. If the Board fail to identify the institution at the time of dissolution, the Supreme Court of Tasmania shall make the determination.

#### **34. Amendments to this Constitution**

Amendments to this Constitution can only be made by special resolution.

# Schedule 1



## TASSO MEMBERSHIP MAP



Contact Us  
TASSO Office: 15 Rowitta Road, Lindisfarne  
Postal: PO Box 183, Lindisfarne TAS 7015  
Phone: (03) 6243 7718  
Email: [info@tasso.org.au](mailto:info@tasso.org.au)



## Schedule 2

### **Annual Membership Fees:**

Individual Members as described in Section <a href="#">5.1(c)</a>	\$30.00 per annum
Organisational Members as described in Section <a href="#">5.1(d)</a>	\$80.00 per annum