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Tasmanian Council of Social Service

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## Constitution of the Tasmanian Council of Social Service Inc.

**As approved at a General Meeting of  
members in Hobart on 25 August 2022**

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*Authorised by*  
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# Constitution

## The Tasmanian Council of Social Service Inc.

### Part I – Preliminary

#### 1. Name

- 1.1. The name of the Association shall be the Tasmanian Council of Social Service Inc. (“the Council”).

#### 2. Interpretation

- 2.1. In this Constitution, unless the contrary intention appears:

- (a) “ACNC” means the Australian Charities and Not-for-Profits Commission;
- (b) “ACNC Act” means the Australian Charities and Not-for-Profits Commission Act 2012;
- (c) “ACOSS” means the Australian Council of Social Service;
- (d) “Act” means the Associations Incorporation Act 1964;
- (e) “Annual General Meeting” means the annual general meeting of Members convened in accordance with clause 19 and conducted in accordance with Part V of this Constitution.
- (f) “ASIC” means the Australian Securities & Investments Commission;
- (g) “Board” means the Board of Directors of the Council;
- (h) “business day” means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Council has its registered office;
- (i) “COSS network” means the network of Councils of Social Service which operate throughout Australia;
- (j) “Corporations Act” means the Corporations Act 2001 and includes any amendment or re- enactment of it or any legislation passed in substitution for it;
- (k) “Directors” means the directors for the time being of the Council or the directors assembled as a board;
- (l) “General Meeting” means a general meeting of Members convened in accordance with clause 20 and conducted in accordance with Part V of this Constitution;
- (m) “Financial year” means the year ending 30 June;
- (n) “Member” means a member of the Council admitted to membership;
- (o) “Ordinary Resolution” means in the case of a vote or resolution, one passed by more than 50% of persons eligible to vote.
- (p) “Organisation” or “Organisations” means not for profit non government, community service organisations;

- (q) "Peak Body" or "Peak Bodies" means a non-government organisation or organisations (as the case may be) whose major category of membership is other non-government organisations and whose primary purpose is not service provision;
- (r) "Public Officer" means the person appointed as the public officer according to the Act;
- (s) "Responsible Person" means an individual who:
  - (i) performs a significant public function; or
  - (ii) is a member of a professional body having a code of ethics or rules of conduct; or
  - (iii) is officially charged with spiritual functions by a religious institution; or
  - (iv) is a director of a company whose shares are listed on the Australian Stock Exchange; or
  - (v) has received formal recognition from government for services to the community; or
  - (vi) is approved as a Responsible Person by the Commissioner of Taxation;
- (t) "Special Resolution" means in the case of a vote or resolution, one passed by more than 75% of the persons eligible to vote.
- (u) For the purposes of this Constitution, "Government" shall be defined as Local, State and Federal Government Departments, Agencies or Authorities.
- (v) Words or expressions contained in these rules shall be interpreted in accordance with the provision of the Tasmanian Acts Interpretation Act 1931 and the Act as in force from time to time;

### 3. Objects

3.1. The objects of the Council shall be:-

- (a) to contribute to the relief of poverty, sickness and other misfortune and to the promotion of the wellbeing of individuals, groups and communities who are disadvantaged and vulnerable either socially, physically, intellectually or emotionally;
- (b) to advocate with and on behalf of low income and vulnerable members of the community to prevent or relieve injustice, poverty, disadvantage and/or social exclusion;
- (c) to inform the public of the causes and effects of poverty, injustice, disadvantage and/or social exclusion and to champion a vision of a fair, just and inclusive Tasmania;
- (d) to act as the peak body within the State of Tasmania for non-government community service organisations to ensure strong, diverse and effective organisations are accessible in local communities across Tasmania;

- (e) to support non-government organisations to strengthen their capacity to provide their services
- (f) to liaise and co-operate with Federal, State and Local government, government departments, statutory authorities and other organisations as necessary to further the objects of the Council;
- (g) to work in partnership with Aboriginal and Torres Strait Islander agencies, individuals and community stakeholders to promote self-determination and address the level of poverty and disadvantage in the Aboriginal and Torres Strait Islander community and the consequences of such poverty;
- (h) to work collaboratively with ACOSS, the COSS network in every other state and territory, and other national and international organisations promoting the interests and objects of non-government organisations;
- (i) In addition to the basic objects of the Council, as stated in clause 3.1, the objects, purposes and powers of the Council shall be deemed to include the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Council.

3.2. The Council must pursue charitable purposes only and must apply its income in promoting those purposes.

#### 4. Income and Property

4.1. The income and property of the Council, however derived, shall be applied solely towards the promotion of the objects, purposes and powers of the Council and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Council.

4.2. Clause 4.1 does not prevent the Council from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Council, or
- (b) making a payment to a member in carrying out the Council's charitable purpose(s).

## Part II – Council Membership

### 5. Membership

5.1. All Members agree to abide by the Council's rules and commit to the objects of the Council.



- 5.2. Conditions of membership of the Council shall be in accordance with the Board's relevant policies, as amended from time to time.
- 5.3. The Council shall have the following categories of membership available:
- (a) Peak membership— which shall be offered to Peak Bodies.
  - (b) Organisational membership—which shall be offered to Organisations.
  - (c) Individual membership—which shall be offered to individuals. However, any individual elected to Federal, State or Local Government office will be offered Associate membership.
  - (d) Associate membership—which shall be offered to those organisations or individuals who the Board deems otherwise ineligible to be members and which carries no voting rights.
  - (e) Government instrumentalities whose principal function is the provision of community services or the funding of community services are excluded from all but Associate membership.
  - (f) Honorary Life Members—which may be offered to any person who has rendered outstanding service to the community or the Council. For the purposes of voting at elections, Honorary Life Members are to be treated as Individual Members.
- 5.4. Application for membership and categories of membership shall be made in writing to the Public Officer appointed by the Council and admission to membership shall be by a simple majority vote of the Board.
- 5.5. The Board shall have the power to determine which individuals and organisations are eligible for each membership category.
- 5.6. The Public Officer is to be responsible for maintaining a Register of Members.
- 5.7. Persons shall be admitted as Honorary Life Members on the invitation of the Council, such invitation to be on the recommendation of the Board.
6. **Annual subscription**
- 6.1. The annual subscription payable by each class of Member shall be determined from time-to-time by the Board. The annual subscription is due and payable on or before the first day of the financial year.

## Part III – The Board

### 7. Board Powers

7.1. The affairs of the Council shall be directed by a Board of Directors constituted as provided in this Part III.

7.2. The Board –

- (a) will control and manage the business and affairs of the Council;
- (b) may, subject to these rules, exercise all such powers and functions as may be exercised by Council, other than those powers and functions that are required by these rules to be exercised by General Meeting of Members of the Council;
- (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Council; and
- (d) may delegate any of its powers to committees consisting of such Directors or such other person or persons as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any directions that may from time to time be imposed upon it by the Board.

7.3. the Board may convene regional committee meetings which shall operate in accordance with clause 7.2.

### 8. Officers of the Council

8.1. The officers of the Council shall be—

- (a) The President
- (b) The Deputy-President; and
- (c) The Treasurer.

8.2. No employee of a Government department responsible for the provision of community services or the funding of non-Government organisations, shall be elected an officer of the Council and any office bearer appointed to such Government position subsequent to election shall cease to hold office, provided always that at the discretion of the Board, the officer may remain in office until the next Annual General Meeting.

### 9. Composition and Election of the Board

9.1. Subject to clause 9.2 and 9.3 and the transitional clauses in clause 31 of this Constitution, the Board shall consist of a maximum of nine (9) Directors but not less than seven (7) directors.



- 9.2. Up to six (6) Directors of the Board may be elected pursuant to the election process set out in the relevant Board policies, as amended from time to time.
- 9.3. Up to three (3) Directors may be appointed by the Board. Such Directors will be appointed at the first meeting of the Board after the Annual General Meeting pursuant to election process set out in the relevant Board policies, as amended from time to time.

## 10. Term of office and Casual Vacancies

- 10.1. The term of office for all Directors of the Board shall be three (3) years.
- 10.2. Each Director shall not serve more than two (2) successive terms. This limitation shall not apply to any Directors already serving at the commencement of this Constitution, and in this case any such Directors must not serve more than three (3) successive terms, subject to the remaining clauses of this Constitution.
- 10.3. Where a term of office is to expire under clause 10.1, that expiry is to occur at the close of the Annual General Meeting that year.
- 10.4. The Board at its complete discretion may extend a Director's term of office for a maximum period of one (1) year beyond the expiry of the term. A Director's term of office must not be extended pursuant to this clause on more than one occasion during their service.
- 10.5. The Board at its complete discretion may appoint a Director or call an election to fill a casual vacancy.
- 10.6. Any person so appointed in accordance with clause 10.4 shall hold office for the remainder of the term of office of the former Office Holder who caused the casual vacancy.
- 10.7. The Board may make an appointment pursuant to clause 10.5 even if that means the appointed Director shall hold office in excess of two (2) successive terms.

## 11. Vacation of Office

- 11.1. For the purposes of these rules, the Board may decide that the office of a Director has become vacant if the Director –
  - (a) ceases to be a Member of the Council;
  - (b) becomes an insolvent under administration within the meaning of the Corporations Act;

- (c) fails to attend two consecutive meetings of the Board without leave of absence granted by the Board.

## 12. Meetings of the Board

- 12.1. The Board shall endeavour to meet at least six (6) times per calendar year at such places and at such times as the Board may determine provided that the Board shall elect the officers of the Council at the meeting immediately following the Annual General Meeting.
- 12.2. The President or any three (3) Directors may at any time summon a meeting of the Board.
- 12.3. Notice shall be given to Directors of the Board of any meeting at least five days before that meeting setting out at least the time and place of the meeting.
- 12.4. At meetings of the Board -
  - (a) the President shall preside
    - i. in the absence of the President, the Deputy-President shall preside
    - ii. in the absence of the President and the Deputy-President, the Directors of the Board will choose one of their number to be the chairperson of the meeting;
  - (b) questions arising at meetings of the Board shall be decided by an Ordinary Resolution of Directors unless otherwise requested by a Director of the Board. If a ballot is requested, the question will be decided by a simple majority of votes cast in the ballot, and in the case of an equality of votes on any motion the motion shall be deemed lost.
- 12.5. At all Board meetings a quorum shall be a majority of the current Directors present in person or present via telephone or video conferencing facilities.
- 12.6. The Board may pass a resolution without a meeting being held if all the Board members entitled to vote on the resolution state in writing (including by email) that they are in favour of passing the resolution.

## 13. Disclosure of Interest

- 13.1. A Director of the Board who has a pecuniary interest in any contract or arrangement made or proposed to be made with the Council shall disclose such interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists, or in any other case, at the first meeting of the Board after the acquisition of interest.

- 13.2. No Director of the Board shall vote in respect of any contract or arrangement in which they have a pecuniary interest.

## Part IV – Administration

### 14. Chief executive officer

#### 14.1. Power to appoint

- (a) The Board may appoint any person, not being a Director, to the position of chief executive officer for the period and on the terms (including as to remuneration) the Board sees fit;
- (b) The chief executive officer must not be a Director of the Board of the organisation but may attend meetings of the Board except where the Board otherwise requests;
- (c) If a chief executive officer becomes incapable of acting in that capacity the Board may appoint any other person, not being a Director, to act temporarily as chief executive officer.

#### 14.2. Powers

- (a) The Board may, upon terms and conditions and with any restrictions it sees fit, confer on a chief executive officer any of the powers that the Board can exercise;
- (b) Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors;
- (c) The Board may revoke or vary an appointment; or any of the powers conferred on a chief executive officer by the Board.

### 15. Accounts

#### 15.1. True and fair accounts shall be kept—

- (a) of all sums of money received and expended by the Council and the matter in respect of which the receipt or expenditure takes place; and
- (b) of the property, assets, and liabilities of the Council, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Council for the time being, those accounts shall be open to the inspection of the members of the Council.

- 15.2. The Treasurer of the Council shall ensure that all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Council shall be kept in such form and manner as the Board may direct.

15.3. The accounts, books, and records referred to in clauses 15.1 and 15.2 shall be kept at the Council's office or at such other place as the Board may decide.

## 16. Banking and finance

16.1. The Treasurer of the Council or the Treasurer's nominee shall, on behalf of the Council, receive all monies paid to the Council and promptly after receiving any payments issue an official receipt.

16.2. The Board shall cause to be opened with such bank as the Board selects a banking account or accounts in the name of the Council into which all monies received shall be paid by the Treasurer or the Treasurer's nominee, as soon as possible after receipt thereof.

16.3. Except with the authority of the Board, no payment of a sum exceeding one hundred dollars (\$100.00) or such amount as the Board shall from time to time determine shall be made from the funds of the Council otherwise than by cheque or electronic funds payment drawn on the Council's bank account.

16.4. Cheques and/or electronic funds payments shall be drawn on the Council's bank accounts only for the payment of expenditure to be authorised by the Board.

16.5. All expenditure or incurring of liabilities will be authorised for and on behalf of the Council in such manner and by any two of the following, so long as at least one of the signatories is a Director, Chief Executive Officer or Senior Manager:

- (a) President,
- (b) Deputy-President,
- (c) Treasurer,
- (d) Chief Executive Officer
- (e) Senior Manager; and
- (f) another member of staff being, Business and Finance Manager or Finance Officer (as authorised by the Chief Executive Officer).

## 17. Auditor

17.1. At each Annual General Meeting of the Council, the Members present shall appoint a person, registered by Corporate Affairs as a company auditor, as the auditor of Council.

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

- 17.3. If an appointment is not made at an Annual General Meeting the Board shall appoint an auditor of the Council for the then current financial year of the Council.
- 17.4. The auditor may only be removed from office by Special Resolution of the Board.
- 17.5. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Council, the Board may appoint a suitably qualified person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

## 18. Audit of accounts

- 18.1. Once at least in each financial year of the Council the accounts of the Council shall be examined by the auditor.
- 18.2. The auditor shall report as to the truth and fairness of the accounts of the Council to the Members at Annual General Meeting.
- 18.3. In reporting, the auditor shall state—
  - (a) whether the information required for the purposes of the audit has been obtained;
  - (b) whether the rules relating to the administration of the funds of the Council have been observed; and
  - (c) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of the Council according to the information available and explanations given and as shown by the books of the Council.
- 18.4. The Public Officer of the Council shall deliver to the auditor a list of all the accounts, books and records of the Council.

## Part V – Members’ Meetings

### 19. Annual General Meeting

- 19.1. The Council shall, in each year, hold an Annual General Meeting.
- 19.2. The Annual General Meeting shall be held on such day as the Board determines, being within six months of the close of the financial year.
- 19.3. The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.



19.4. The Annual General Meeting shall be specified as such in the notice convening it.

19.5. The ordinary business of the Annual General Meeting shall be -

- (a) to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) to receive from the Board, auditor and staff of the audited financial accounts of the Council for the last preceding financial year;
- (c) to declare the ballot for elected directors
- (d) to appoint the auditor; and
- (e) any special business of which notice is given in accordance with these rules.

## 20. Other General Meetings

20.1. The Board may whenever it thinks fit, convene a General Meeting of the Council.

20.2. The Board shall, on the request in writing of not less than ten (10) Members, convene a General Meeting of the Council to be held no later than one month after receipt of the request.

## 21. Notice and Business of General Meetings

21.1. At least twenty-one (21) days' notice in writing of every General Meeting shall be given to every Member at the address appearing in the register of members at –

- (a) the Member's postal or residential address or address of business or employment; or
- (b) an email address that the Member has nominated as the email address to which notices from the Council may be sent; or
- (c) is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of the Council will be notified of the notice

stating the time, place and the business to be transacted. No business other than that set out in the notice convening the meeting shall be transacted at any General Meeting.

21.2. The accidental omission to give due notice of a meeting or the non-receipt of notice of a meeting by any person entitled to receive it does not invalidate the proceedings at that meeting.

## 22. Quorum

- 22.1. At all General Meetings fifteen (15) Members present in person shall constitute a quorum.
- 22.2. If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened by request of members, shall be dissolved; and in any other case, it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and at such adjourned meeting those present shall form a quorum for the purpose of considering the business set out in the notice of meeting convening the adjourned meeting.

## 23. President to preside at General Meetings

- 23.1. The President of the Board shall preside as chairperson at every General Meeting of the Council.
- 23.2. If the President is absent from a General Meeting, the Members present shall elect one of their number to preside as chairperson for that meeting.

## 24. Adjournment of General Meetings

- 24.1. The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business set out in the notice of meeting and left unfinished or not dealt with at the meeting at which the adjournment took place.
- 24.2. Where a meeting is adjourned for twenty-one (21) days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 24.3. Except as provided in the foregoing provisions of this clause, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 25. Voting at Meetings

- 25.1. Voting shall be by a show of hands, unless a simple majority of members present call for a secret ballot.
- 25.2. Motions, other than special motions, shall be passed by a simple majority. A motion resulting in a tied vote shall be taken as lost.

- 25.3. Special motion for Change of Constitution shall be passed if approved by a Special Resolution of the Members present in person at the meeting.
- 25.4. Proxy votes shall not be accepted.

## Part VI - Miscellaneous

### 26. Notices

- 26.1. A notice may be served by or on behalf of the Council upon any Member either personally or by sending it through the post in a prepaid letter addressed to the address of the Member last notified to the Council.

### 27. Disputes

- 27.1. Subject to this clause, a dispute between a Member and the Council shall be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*.
- 27.2. Nothing in this clause affects the operation or effect of clause 30.

### 28. Common Seal

- 28.1. The seal shall remain in the custody of the Public Officer.
- 28.2. The seal of the Council shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures either of two Directors OR of one Director and of the Public Officer of the Council.

### 29. Alteration to Constitution

- 29.1. The Constitution of the Council may be altered by Special Resolution of the Members of the Council. The alterations shall be considered at a General Meeting of the Council the notice for which shall set out all changes proposed and the reasons therefore.

### 30. Winding up or dissolution

- 30.1. If upon winding up or dissolution of the Council there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Council, but shall be given or transferred to some other charitable institution having objects similar to the objects of the Council which is a charity authorised to fundraise and which shall prohibit the distribution of its or their income or property among its or their Members to an extent at least as great as is imposed on the Council under of by virtue of the incorporation legislation,

such institution or institutions to be determined by the Members of the Council at or before the time of dissolution or winding up, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

### 31. Transitional Provisions

- 31.1. As and from the date of the Annual General Meeting held for the calendar period 2021, any Directors elected pursuant to the terms of the previous constitution of the Council approved on 12 August 2019, shall remain validly elected Directors under this Constitution. Such Directors will continue to act as Directors for the remainder of the term for which they were elected prior to the introduction of this Constitution PLUS ONE additional year so that the term in which they currently serving shall extend to a three (3) year term, consistent with the terms of this Constitution.
- 31.2. Any elected Directors referred to in clause 31.1 that hold any offices described in clause 8 shall also retain such office for the remainder of the term described in clause 31.1 unless otherwise removed pursuant to the terms of this Constitution.
- 31.3. For the avoidance of doubt, the Directors named below will remain validly elected following the Annual General Meeting in 2021 until the Annual General Meeting in the year specified below unless that Director otherwise advises the Board that he or she does not wish to serve an additional year:

(a) Alexander McKenzie	2024
(b) Connie Digolis (VP)	2024
(c) Penny Egan	2024
(d) Ann Hughes	2024
(e) Rodney Greene	2024
(f) Kathy Brown	2024
(g) Emily Briffa	2023
(h) Bruce Levett	2023