



RULES of OPTOMETRY TASMANIA INC

Adopted AGM

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RULES OF OPTOMETRY TASMANIA INCORPORATED

1 Name of Association

The name of the Association shall be Optometry Tasmania Incorporated (in these rules called “**the Association**”).

2 Interpretation

2.1 In these Rules, unless the contrary intention appears:-

“**The Act**” means the *Associations Incorporation Act 1964* (Tasmania).

“**Board**” means the Board of Management of the Association.

“**Division**” means Optometry Tasmania.

“**Financial year**” means the year ending on 30 June.

“**General Meeting**” means a General Meeting of members convened in accordance with Rule 11.

“**Life Member**” means a person who is elected as a Life Member by the Association or on whom life membership has been conferred by the Association.

“**Membership**” - Two classes of membership (Voting Member and Non-Voting Member). The Board may determine the names of those categories under each membership category and the eligibility requirements of those categories.

“**National Association**” means Optometry Australia being a company limited by guarantee under the *Companies Act 1961* of the State of Victoria.

“**National Board**” means the National Board of Optometry Australia.

“**Non-Voting Member**” means:

- (a) a Student Member;
- (b) a Retired Member; or
- (c) a person holding a category of non-voting membership as determined by the Board.

“Ordinary Member of the Board” means a member of the Board who is not an officer of the Association under Rule 23.

“The Regulations” means regulations under the Act.

“Retired Member” means a genuinely retired optometrist who no longer practises optometry.

“Voting Member” means the following category of voting members:

- (a) a person holding a category of voting membership as determined by the Board.

2.2 In these Rules, a reference to the Secretary of an Association is a reference to the Public Officer of the Association.

2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act (Tasmania) 1931* as amended.

3 Association’s Office

The office of the Association shall be at 295 Sandy Bay Road, Sandy Bay, or such other place as the Board may, from time to time, determine.

4 Objects and Purposes of the Association

4.1 Objects

- (a) The Objects of the Organisation are to:
 - (i) advocate to government, health care professionals and the Tasmanian community, on behalf of the optometry profession, to advance the understanding of the optometry profession and its role in providing eye health care;
 - (ii) provide professional services, advice and guidance to support the professional activities of individual member optometrists or optometry students practicing or studying optometry in Tasmania;
 - (iii) provide continuing professional development, resources and disseminate professional knowledge to optometrists;

- (iv) promote knowledge and understanding of the importance of eye care, vision care and optometry services to members of the public in Tasmania;
- (v) work and collaborate with Optometry Australia and its State bodies to advance and protect the interests of optometrists and optometry through means including policy, education and resource development.
- (vi) enter into arrangements with government and other bodies for the purposes of strengthening and improving the access to and delivery of high quality eye and vision care in Tasmania; and
- (vii) anything ancillary to the Objects referred to in Rule 4.1(a)(i) to Rule 4.1(a)(vi).

4.2 Income and Property

- (a) The income and property of the Organisation will only be applied towards the promotion of the Objects of the Organisation.
- (b) No income or property of the Organisation will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Organisation. However nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Organisation;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Organisation; or
 - (iii) of reasonable and proper rent for premises leased by any Member to the Organisation.

Provided that such purposes shall not be so construed so that they are contrary to any provisions of the *Associations Incorporation Act 1964* (Tasmania).

5 Membership of Association

5.1 Eligibility for Membership

Any person is entitled to become a Member if the person:

- (a) Satisfies in the Board's opinion, the criteria for the relevant class of Membership set out in this Constitution;
- (b) agrees to abide by the Organisation's code(s) (including the Optometry Australia Code of Ethics), guidelines and Rules which are in force from time to time;

- (c) lodges an application form in accordance with Rule 5.2; and
- (d) subject to Rule 6(c), pays the Membership Fee in accordance with Rule 6.

5.2 Applications for Membership

- (a) With the exception of Life Members, applicants for Membership must complete an application form.
- (b) An application for Membership of the Organisation must be:
 - (i) made in writing in the form prescribed by the Board from time to time;
 - (ii) accompanied by any other documents required by the application form; and
 - (iii) lodged with the Public Officer.
- (c) As soon as practicable after receiving an application for Membership, the Public Officer must assess whether the applicant satisfies the eligibility criteria in Rule 5.1 and determine whether to approve or reject the application.
- (d) As soon as practicable after the Public Officer makes that determination, they must:
 - (i) notify the applicant, in writing, that the Public Officer approved or rejected the application (whichever is applicable); and
 - (ii) if the Public Officer approved the application, enter the applicant's name and class of Membership in the Register and, on the name being so entered and the membership subscription paid, the applicant becomes a Member of the Organisation; or
 - (iii) if the Public Officer rejected the application, comply with the notification requirements in Rule 5.2(e).
- (e) If the Public Officer determines under Rule 5.2(c) to reject an application for Membership, they must serve the applicant with a notice in writing:
 - (i) setting out the determination of the Public Officer;
 - (ii) stating that the applicant may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than sixty (60) days after service of the notice:
 - (A) stating the date, place and time of that meeting; and

- (B) informing the applicant that the applicant may do either or both of the following:
 - (1) attend and speak at that meeting;
 - (2) submit to the Board at or prior to the date of the meeting, written representations relating to the determination.

5.3 Right of Appeal where Membership Application Rejected

- (a) An applicant may appeal to the Board against a resolution of the Public Officer. Written notice of such an appeal must be lodged with the Public Officer within seven (7) days of service of the notice required under Rule 5.2(e).
- (b) The Board must convene a meeting in accordance with the timing set out in Rule 5.3(e)(ii).
- (c) At the Board meeting convened under Rule 5.3(b):
 - (i) the applicant must be given the opportunity to state their case orally or in writing, or both using any technology (reasonably available to the Board) that gives the applicant a reasonable opportunity to do so; and
 - (ii) the Board must vote by ballot on the question of whether the resolution will be confirmed.
- (d) The Board's decision pursuant to Rule 5.3(c)(ii) is final. The applicant is not entitled to appeal the Board's decision.
- (e) The applicant the subject of these proceedings is entitled to:
 - (i) subject to Rule 5.3(e)(ii), bring a support person to any meeting with the Board, which meetings are being held pursuant to this Rule 5; and
 - (ii) if the support person is legally qualified, the applicant must notify the Board (as the case may be) at least five (5) business days before the meeting that the support person attending the meeting will be legally qualified.
- (f) Natural justice will be applied during every Membership process under this Rule 5, requiring the Board to act fairly, in good faith and without bias or conflict of interest when making its decision.

5.4 No Liability

- (a) Each applicant who is the subject of a determination by the Board:
 - (i) agrees to abide by the decisions of the Board; and
 - (ii) acknowledges that it will not be entitled to bring any action or suit against the Organisation or the Directors as a consequence of or arising out of any decision, determination or action of the Board.
- (b) Each applicant acknowledges that no matter or thing done or omitted by the Board subjects the Directors or Organisation to any liability. Each applicant hereby releases the Organisation and Directors from any such liability.

5.5 Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a Member of the

Organisation:

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates on cessation of the person's Membership.

6 Membership Fees

- (a) There shall be a Membership Fee payable by each Member to the Organisation (except by Life Members).
- (b) Subject to Rule 6(c), the amount of the Membership Fee shall be payable by Members at such times and in such manner as determined by the Board from time to time.
- (c) The Board may in its discretion:
 - (i) determine that no Membership Fee is payable by a Member or Members (in whole or in part) in a given year; and
 - (ii) extend the time for payment of the Membership Fee by any Member.
- (d) Membership Fees may be refunded to a Member who ceases to be a Member in accordance with Rule 8 as determined by the Board from time to time.

7 Register of Members

The Secretary shall keep and maintain a register of members in which shall be entered the full name, qualifications, residential and practice addresses, date of birth, Health Practitioner Regulation (administration arrangements) National Law Act 2008, class of membership and date of membership of each member and the register shall be available for inspection by members at the address of the Association.

8 Cessation of Membership

- (a) A Member's Membership will cease:
 - (i) on the date that the Public Officer receives written notice of resignation from that Member or if the notification specifies a later date, on that date;
 - (ii) upon that Member dying;
 - (iii) upon that Member no longer satisfying the criteria for his or her respective class of Membership (unless transferred to another class of Membership);
 - (iv) upon that Member being transferred to another Division;
 - (v) if the Member is expelled from the Organisation pursuant to Rule 9; or
 - (vi) if the Organisation in general meeting resolves by Special Resolution to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Organisation renders it undesirable that that Member continue to be a Member of the Organisation. The Member must be given at least twenty one (21) days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed.
- (b) A Member may at any time, pursuant to Rule 8(a)(i), resign as a Member but shall continue to be liable for any monies due by the Member to the Organisation.
- (c) Subject to Rule 6(c), a Member will cease to be a Financial Member, and become a Non-Financial Member if that Financial Member fails to pay the Membership Fee:
 - (i) within sixty (60) days after it falls due; and

- (ii) then fails to rectify this default before being notified in writing of the default and cessation of the Member's Financial Membership, by the Organisation.

9 Disciplining of Members

9.1 Complaints against Members

- (a) Any Member may lodge a complaint against a Member alleging that the Member has:
 - (i) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) persistently and willfully acted in a manner prejudicial to the interests of the Organisation; or
 - (iii) persistently and willfully refused or neglected to comply with the Optometry Australia Code of Ethics.
- (b) Complaints which relate to matters, which are the subject of pending legal proceedings, shall not be considered by the Public Officer, until those legal proceedings have concluded and a legal decision, determination or ruling has been made in respect of those matters.
- (c) Notwithstanding anything else herein contained, complaints which relate to:
 - (i) professional misconduct;
 - (ii) clinical optometry; or
 - (iii) any other matter covered by the Health Practitioner Act; shall not be considered by the Public Officer, nor the Board nor the Ethics Committee.
- (d) If the Public Officer receives a complaint relating to any matter listed in Rule 9.1(c), the Public Officer may refer the complaint to either:
 - (i) AHPRA; or
 - (ii) the Optometry Board of Australia; or
 - (iii) any other appropriate body.

9.2 Initial Processing of a Complaint

- (a) A complaint:
 - (i) must be lodged by the complainant with the Public Officer in the form and in the manner prescribed by the Public Officer from time to time;
 - (ii) must be signed by the complainant;
 - (iii) must set out all matters giving rise to the complaint; and
 - (iv) may be accompanied by a statement or other material relating to the matter giving rise to the complaint.
- (b) The complaint must be directed initially to the Public Officer who:
 - (i) must promptly acknowledge receipt of the complaint to the complainant; and
 - (ii) may request further information from the complainant if the Public Officer considers it necessary for the resolution of the complaint; and
 - (iii)
 - (A) if there is insufficient information to warrant investigation, or it appears, in the Public Officer's reasonable opinion, that the complaint is frivolous, vexatious or otherwise without merit as determined by the Public Officer, will reject the complaint; or
 - (B) if there is sufficient information to warrant investigation, must refer the complaint to the subject Member for a response.
 - (C) The Public Officer will provide the subject Member with a hard copy and/or a soft copy of:
 - (i) the latest Optometry Australia Code of Ethics (if relevant);
 - (ii) the complaint; and
 - (iii) further information obtained pursuant to Rule 9.2(b)(ii);
 - (iv) within fourteen (14) days of the Public Officer receiving the complaint, or the further information, whichever is the latter.

- (c) If any party to a complaint has any questions in relation to the complaint prior to its review by the Public Officer, these questions will be put to the Public Officer in writing, by hard and/or soft copy:
 - (i) if the party is the complainant, within fourteen (14) days of having lodged the complaint; or
 - (ii) if the party is the subject Member, within fourteen (14) days of the subject Member receiving the documents referred to in Rule 9.2(b)(iii)(C).
- (d) The subject Member may respond to the complaint by writing to the Public Officer, and if the subject Member chooses to do so, must submit his/her response within:
 - (i) twenty eight (28) days of receiving the complaint pursuant to Rule 9.2(b); (iii)(C); or
 - (ii) such longer time as notified by the Public Officer if further information is required from the complainant under Rule 9.2(b)(ii).
- (e) If the subject Member does not respond to the complaint within the permitted time pursuant to Rule 9.2(d), the Public Officer will continue processing the complaint and ensure that the subject Member is informed of the outcome.

9.3 Investigation of a Complaint

- (a) The Public Officer must investigate the complaint in such manner as he or she deems appropriate, and may delegate investigation of the complaint to staff members or another nominee of the Public Officer.
- (b) Within thirty (30) days of:
 - (i) receiving the subject Member's response to the complaint pursuant to Rule 9.2(d) (or such longer time as the Public Officer deems necessary); or
 - (ii) the deadline referred to in Rule 9.2(d) in the event that the subject Member did not respond; the Public Officer must:
 - (iii) review and investigate the complaint;
 - (iv) make a preliminary assessment of the complaint; and

- (v) seek such further information as may be necessary.
- (c) If the Public Officer makes a finding that the complaint is without substance, the Public Officer must:
 - (i) dismiss the complaint summarily; and
 - (ii) report the dismissal to the Board.
- (d) (i) Subject to Rule 9.1(d), if at any time both the complainant and the subject Member are satisfied with the resolution of the complaint, and acknowledge their satisfaction in writing to the Public Officer, the complaint will be deemed to be resolved as between them.
- (iii) When a complaint is resolved under Rule 9.3(d)(i), the Public Officer will report in writing the complaint and its resolution.

9.4 Review by the Board

- (a) The Public Officer will refer a complaint to the Board if the complaint has not been satisfactorily resolved pursuant to the process set out in Rule 9.3.
- (b) When a complaint is referred to the Board, the Public Officer will provide the following information about the complaint to the Board:
 - (i) the complaint;
 - (ii) the subject Member's response to the complaint (if any); and
 - (iii) the outcome of the Public Officer's investigation, together with any relevant documents.
- (c) The Public Officer will notify the complainant and the subject Member of the time and date at which the Board will review the complaint. The parties must inform the Public Officer of their intention to attend the review at least fourteen (14) days prior to the date scheduled for the review.
- (d) Parties may attend the review in person or via telephone link or such other means as may be available and approved (for example, by video link) by the Board.

- (e) The complainant and the subject Member may also be invited or directed by the Board to produce documents and provide witness statements relevant to the complaint. A party producing documents to the Board must provide copies of those documents to the other parties as well.
- (f) The Board must review the complaint as soon as practicable and may:
 - determine the complaint; or
 - (i) adjourn the complaint; or
 - (ii) refer the complaint to the Public Officer to undertake or arrange for further investigation on behalf of the Board.
- (g) The Board may adopt specific procedures for the review in order to provide a fair review. The complainant and the subject Member:
 - (i) must be given an opportunity to be heard and make submissions to the Board; or
 - (ii) may be directed by the Board to attend the review and/or make submissions.
- (h) Subject to the Board's approval, the Board and the subject Member may be given an opportunity to ask questions of the complainant. The Board will also have an opportunity to ask questions of the subject Member.
 - (i) The review referred to in Rule 9.4(f) is not subject to formal rules of evidence and a transcript will not be made of the review. Parties have a right to legal representation at the review. If a party decides to have legal representation at the review, that party must:
 - (ii) provide the Board with written notice at least fourteen (14) days prior to the review of the party's decision to have legal representation; and
 - (iii) pay his or her own costs of the legal representation; and
 - (iv) the Board must notify the other party of the first party's decision to have legal representation to allow the other party to organise their own legal representation if they wish to have such representation.

- (j) The Board may, at its discretion, allow one or more of the parties to apply to adjourn the review of the complaint being considered under the process set out in this Rule 9.4.

9.5 Findings and Disciplinary Action

- (a) In relation to a complaint, the Board, by majority vote, may:
- (i) dismiss the complaint;
 - (ii) uphold the complaint; or
 - (iii) refer the complaint to the relevant authority described under Rule 9.1(d).
- (b) Where the Board resolves to uphold the complaint, the Board may:
- (i) expel the Member from the Organisation;
 - (ii) suspend the Member from Membership of the Organisation for a specified period; or
 - (iii) implement any other sanction it decides is appropriate.
- (c) The subject Member must be notified in writing of the decision of the Board within seven (7) days.
- (d) A resolution by the Board to discipline the Member under Rule 9.5(b) does not take effect:
- (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period.

9.6 Natural Justice

Natural justice will be applied during every disciplinary process under this Rule 9, requiring the Board to act fairly, in good faith and without bias or conflict of interest when making its decision.

9.7 No Liability

- (a) Each Member who is the subject of a determination by the Board:
 - (i) agrees to abide by the decisions of the Board; and
 - (ii) acknowledges that it will not be entitled to bring any action or suit against the:
 - (A) Organisation;
 - (B) Directors;
 - (C) Board;
- (b) Each Member acknowledges that the Board is at liberty to publicly publish details of any matters heard by the Board, including the:
 - (i) name of the Member who is the subject of the matter being heard; and
 - (ii) reasons for any decisions made by the Board.
- (c) The Board may also maintain a public register of suspended and expelled Members.
- (d) Each Member acknowledges that no matter or thing done or omitted by the Board or the Ethics Committee subjects:
 - (i) the Directors; or
 - (ii) the Organisation; or
 - (iv) the Board;

To any liability. Each member hereby releases the organization, Directors and the Board from any such liability.

- (e) The Board can continue to:
 - (i) deal with any investigation of a Member's conduct;
 - (ii) exercise any of their respective powers; and
 - (iii) make any determination; pursuant to this Rule 9 notwithstanding the fact that the Member ceases to be a Member (for any reason contained in Rule 8) part way through the disciplinary process.

10 Annual General Meeting

- (a) The Association shall in each calendar year convene a General Meeting of its members so that it shall not be necessary to hold an Annual General Meeting in the year of incorporation.
- (b) The Annual General Meeting shall be held on such days as the Board determines.
- (c) The Annual General Meeting shall be specified as such in the notice convening it.
- (d) The ordinary business of the Annual General Meeting shall be:-
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (ii) to receive from the Board reports from the transactions of the Association during the last preceding financial year;
 - (iii) to elect the members of the Board;
 - (iv) to appoint the Auditor;
- (e) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (f) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- (g) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

11 Special General Meetings

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this rule, more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- (b) The Board shall, on the requisition in writing of not fewer than 10 voting members of the total number of voting members, convene a Special General Meeting of the Association.

- (c) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the voting members making the requisition and be sent to the address of the Public Officer and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (d) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Public Officer, the voting members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by voting members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

12 Notice Of Meeting

- (a) The Public Officer of the Association shall, at least 21 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member of the Association at his or her address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (c) A member desiring to bring any business before a meeting may give notice of that business in writing to the Public Officer, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

13 Audit of Accounts

- (a) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- (b) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.

- (c) In his report, and in certifying to the accounts, the auditor shall state:
 - (i) whether he has obtained the information required by him;
 - (ii) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him as shown by the books of the Association; and
 - (iii) whether the Rules relating to the administration of funds of the Association have been observed.
- (d) The Treasurer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (e) The auditor:
 - (i) has a right of access to the accounts, books, records, vouchers, and documents of the Association;
 - (ii) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
 - (iii) may employ persons to assist him in investigating the accounts of the Association;
 - (iv) may, in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

14 Business and Quorum at General Meetings

- (a) All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (b) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (c) 10 members personally present (being members entitled under these Rules to vote thereat) constitute a quorum for the transaction of the business of a General Meeting.

- (d) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition 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 Chairman 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 if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting may proceed or if those present resolve, it may be dissolved in the absence of a quorum.
- (e) No persons other than the following persons may attend a General Meeting of the Association;
 - (i) a member who has paid the annual subscription as provided in Rule 6;
 - (ii) a person properly appointed as a proxy as provided in Rule 21; and
 - (iii) such other persons as the Chairman may direct.
- (f) Unless the Chairman otherwise directs, electronic recording devices shall not be used at a General Meeting.

15 President to Preside at General Meetings

- (a) The President, or in the President's absence, the Vice-President shall preside as Chairman at each General Meeting of the Association.
- (b) If the President or the Vice-President are absent from a General Meeting, the voting members present shall elect one of their number to preside as Chairman at the meeting.

16 Adjournment of General Meetings

- (a) The Chairman 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 left unfinished at the meeting at which the adjournment took place.

- (b) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (c) Except as provided in the foregoing provisions of this Rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17 Determination of Questions Arising at General Meetings

A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on the show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18 Votes

- (a) Upon any question arising at a General Meeting of the Association, a member has one vote only.
- (b) All votes shall be given personally or by proxy.
- (c) In the case of an equality of voting on a question the question is resolved in the negative.
- (d) Only voting members are entitled to vote at any General Meeting, and only if all moneys due and payable by such a voting member to the Association have been paid.

19 Taking of Poll

If at a meeting a poll on any question is demanded by not fewer than 3 voting members, it shall be taken at that meeting in such manner as the Chairman may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting as the Chairman may direct.

20 When Poll to be Taken

A poll that is demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before

the close of the meeting as the Chairman may direct.

21 Proxy Votes

- (a) Each voting member shall be entitled to appoint another voting member as his or her proxy by notice given to the Secretary no later than before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix 2.

22 Affairs Of Association To Be Managed By A Board

- (a) The affairs of the Association shall be managed by a Board of Management constituted as provided in Rule 24.
- (b) The Board:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of members of the Association; and
 - (iii) 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 Association.
- (c) Any Code of Ethics or By-Laws made by the Board shall have immediate force and effect when approved by the Board.
- (d) Any Code of Ethics or By-Laws made by the National Association or the National Board shall have paramount force and effect over any Code of Ethics or By-Laws of the Association.

23 Officers of the Association

- (a) The Officers of the Association shall be:
 - (i) a President;
 - (ii) a Vice-President;
 - (v) a National Director;
 - (vi) a Treasurer; and
 - (vii) a Public Officer.

- (b) The existing office bearers of the former Association shall remain in office as the office bearers of the Association until the first Annual General Meeting of the Association is held when office bearers shall be appointed as specified in Rule 23(c) by the members of the Board elected in accordance with Rule 24.
- (c) Each Officer of the Association shall be appointed by the Board from among the Association members within one month following each Annual General Meeting of the Association with the exception of the Public Officer.
- (d) In the event the National President or the Immediate Past President of the National Association is a member of the Association and is elected by the members of the Association to the Board under Rule 24, the number of members of the Board shall be increased to nine while and so long as he or she continues to hold such office with the National Association.
- (e) In the event of a casual vacancy in any office referred to in Rule 23(a), the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment.
- (f)
 - (i) The Board may from time to time appoint any person to be an Associate Board Member and may from time to time terminate such appointment.
 - (ii) The Board may from time to time determine the powers and duties of any persons so appointed.
 - (iii) A person so appointed is not required to be a voting member and;
 - (A) shall have the right to attend but not to vote at any meeting of the Board;
 - (B) (if so determined by the Board) shall have the right to attend and vote at any meeting of a sub-committee of the Board.

24 Officers of the Board

- (a) Subject to the Act, the Board shall (except in the circumstances provided for in Rule 23(d) consist of eight members, each of whom must be:
 - (i) entitled to vote in accordance with Rule 18(d); and

- (ii) either elected at the Annual General Meeting of the Association in each year or have been appointed pursuant to Rule 24(d) to fill a casual vacancy or pursuant to Rule 29(a) to replace a member removed from office under that Rule; except for those members appointed by the Board in accordance with Rule 28 who will not be entitled to vote unless they are otherwise entitled to vote.
- (b) At the first Annual General Meeting of the Association, all office bearers and members of the Board shall retire from office and, at the Annual General Meeting in each subsequent year, one-half of the members of the Board for the time being, or if their number is not a multiple of two then the lesser number nearest one-half, shall retire from office, but any retiring member of the Board shall be eligible for re-election.
- (c) The members of the Board to retire at any Annual General Meeting, other than the first General Meeting, are those who have been longest in office since their last election save for a member appointed to fill a casual vacancy of a member appointed under Rule 24(d) or Rule 29(a), but, as between persons who were elected as members of the Board on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- (d) In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules for the balance of the term of office of the elected ordinary member of the Board whose death, retirement or loss of office has caused the casual vacancy.

25 Election of Members of the Board

- (a) Nominations of candidates for election as Member of the Board:
 - (i) shall be made in writing signed by two voting members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the Public Officer of the Association before the start of the Annual General Meeting.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

- (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (e) The ballot for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

26 Vacation of Office

For the purpose of these Rules, the office of an Officer of the Association or of a member of the Board becomes vacant if the Officer or member:-

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law;
- (c) resigns his office by notice in writing given to the Public Officer;
- (d) dies;
- (e) becomes of unsound mind; or
- (f) loses office pursuant to a resolution passed under Rule 29.

27 Procedure of the Board

- (a) The Board shall meet at least 3 times in each year at such place or by telephone conference and at such times as the Board may determine.
- (a1) A meeting of the Board may be held as a telephone conference. The procedure set out in these Rules for a meeting of the Board shall apply except that the members participating are not required to be present in the same room.
- (b) Special Meetings of the Board may be convened by the President, or any four of its members.
- (c) Notice shall be given to members of the Board of any Special Meeting, specifying the general nature of the business to be transacted.

- (d) Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place or by telephone conference and at the same hour of the same day in the following week unless the meeting was a Special Meeting, in which case it lapses.
- (f) At meetings of the Board:
 - (i) the President or in the President's absence the Vice-President or the National Director shall preside; or
 - (ii) if the President or the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present, shall preside.
- (g) Questions arising at meetings of the Board or of any Sub-Committee appointed by the Board shall be determined on a show of hands or in the case of a telephone conference by each member present indicating in the affirmative or the negative or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (h) Each member present at a meeting of the Board or of any Sub-Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the question is resolved in the negative.
- (i) Notice of each Board meeting shall be served on each member of the Board by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to the member at the members usual or last known place of abode at least 2 business days before the date of the meeting. (Electronic or fax notification is acceptable).
- (j) Subject to Rule 27(d) the Board may act notwithstanding any vacancy on the Board.

28 Staff Officers

- (a) The Board must appoint a Public Officer of the Association from time to time. The Public Officer shall keep minutes of the resolutions and proceedings of each General Meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.
- (b) The Board shall appoint one of its elected members as Treasurer of the Association from time to time.
- (c) The Treasurer of the Association:-
 - (i) shall be responsible for the collection and receipt all moneys due to the Association all payments authorised by the Association; and
 - (ii) shall make all payments authorised by the Association either by cheque or electronic funds transfer as referred to in Rule 30.
 - (iii) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (d) The accounts and books referred to in sub-Rule 28(c)(ii) shall be available for inspection by members.

29 Removal of Member of the Board

- (a) The Association in General Meeting may by resolution remove any member of the Board before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.

- (b) Where the member to whom a proposed resolution referred to in Rule 29(1) makes representations in writing to the Public Officer or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Public Officer or President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

30 Payments

All cheques, drafts, bills of exchange, promissory notes, monthly electronic transfer registers and other negotiable instruments shall be signed by two persons being:-

- (a) any two of the President, the Vice-President or the Treasurer; or
- (b) either the President, the Vice-President or the Treasurer together with one of the persons appointed as a Staff Officer under Rule 28.
- (c) the monthly electronic transfer registers shall be in the form set out in Appendix 3.

31 Notices

- (a) A notice may be served by or on behalf of the Association upon any member either personally, electronically or by sending it by post to the member at his or her address shown in the Register of Members.
- (b) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is provided, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

32 Alteration of Rules and Statement of Purposes

These Rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

33 Seal

- (a) The Common Seal of the Association shall be kept in the custody of the Public Officer.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two persons being:
 - (i) any two of the President, the Vice-President or the Treasurer;
or
 - (ii) either the President, the Vice-President or the Treasurer,
together with one of the persons appointed as a Staff Officer
under Rule 28.

34 Relationship to National Association

The National Director appointed by the Board pursuant to Rule 23 shall be the representative of the Association at all meetings of the National Board.

35 Winding Up or Cancellation

In the event of the winding up or the cancellation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

36 Custody of Records

Except as otherwise provided in these Rules, the Public Officer shall keep in his or her custody or under his or her control, all books, documents and securities of the Association.

37 Funds

The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determines.

38 Code of Ethics and By-Laws

Subject to these Rules, all members shall be bound by and shall comply with any Code of Ethics or other By-Laws of the Association and the National Association.

39 Honorarium

- (a) Subject to the Act and the Regulations, the Board may authorise the payment of an annual honorarium to the President.
- (b) The amount of the honorarium shall not exceed any maximum amount determined by the Board from time to time.

APPENDIX 1

Application for membership of OPTOMETRY TASMANIA Inc

.....
(full name of applicant)

of

.....
(residential address)

desire to be a.....(specify class of membership) member of
 OPTOMETRY TASMANIA Inc

In the event of my admission as a member and subject to the Rules of the Association, I agree to be bound by the Rules of the Association for the time being in force and any Code of Ethics or other By-Laws adopted by the Association from time to time.

The following further information is supplied in accordance with Rule 8 of the Rules of the Association:

Qualifications:

Practice Address(es):

Date of Birth: / /

Optometry Board of Australia Registration Number:

Signature of Applicant: **Date:** / /

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,of

.....

.....being a.....(specify class of membership) of OPTOMETRY TASMANIA Inc hereby appoint of

being a (specify class of membership) member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or special General Meeting, as the case may be) to be held on the day of and at any adjournment of that meeting.

My proxy is authorised to vote in favour/against (delete as appropriate) the resolution (insert details). (Strike out if discretionary vote.)

Signed:

Dated theday of

Copies of all accounts can be provided on request. ¶

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