

## **CONSTITUTION**

### **THE ALCOHOL, TOBACCO AND OTHER DRUGS COUNCIL (TASMANIA) INCORPORATED**

Date: Amended September 2020

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1. **NAME**

1.1 The name of the association shall be The Alcohol, Tobacco and Other Drugs Council (Tasmania) Incorporated (**Council**).

1.2 The office of the Council shall be at such a place as the Council may, from time to time, determine.

2. **PURPOSE AND OBJECTS**

**Purpose**

The Council is the Tasmanian peak body representing the alcohol, tobacco and other drug sector at a local and national level.

**Objects**

The objects of the Council are to:

2.1 Participate at a local and national level in the development, monitoring and analysis of alcohol, tobacco and other drug policy, structures, services, resource allocation process and outcomes.

2.2 Facilitate the development and operation of partnerships and collaborations to support joint actions and to strengthen organisational and individual capacity (to improve services).

2.3 Promote the concept and practice of consumer participation (in decision making, planning, policy development, priority setting and quality issues) in alcohol, tobacco and other drug services.

2.4 Facilitate sustainability and advocate for adequate resourcing, capacity building and workforce development of the alcohol, tobacco and other drug sector.

2.5 Engage in and support the development of research and the use of evidence informed best practice in the Tasmanian alcohol, tobacco and other drug sector.

2.6 Auspice alcohol, tobacco and other drug related organisations where appropriate.

2.7 In addition to the objects of the Council stated in **clauses 2.1 to 2.6**, the objects, purposes and powers of the Council shall be deemed to include doing all such other lawful things as are incidental or conduce to the attainment of these objects of the Council.

3. **MEMBERSHIP**

3.1 Membership of the Council shall be open to individuals and organisations that accept the purpose, objects and rules of the Council. Neither membership nor this constitution gives rise to any:

3.1.1 proprietary right of a member in, to or over any of the Council or its property or assets; and

3.1.2 automatic right of a member of renewal of membership of the Council; and

3.1.3 subject to any relevant law, any right to natural justice, unless expressly provided for in this Constitution.

- 3.2 The Board has the power to determine eligibility criteria for each membership category and has the right and absolute discretion to reject or accept any application.
- 3.3 There will be 2 categories of membership: Member and Associate Member, as follows:
- 3.3.1 Member
- Legally constituted non-government and not-for-profit associations whose prime function includes the delivery of alcohol, tobacco or other drug services and who support the purpose and objects of the Council.
- 3.3.2 Associate member
- (a) Organisations that do not qualify for full membership of the Council but who are committed to, and able to contribute to, the purpose and objects of the Council, and who have an interest in the reduction of harms associated with alcohol, tobacco and other drug use;
- (b) an individual who is not less than 18 years of age at the date of application, who have an interest in the reduction of harms associated with alcohol, tobacco and other drug use;
- (c) Life Members; or
- (d) any person elected to government office.
- 3.4 Life members are individuals acknowledged by the Council to have rendered outstanding service to the Council and/or Alcohol, Tobacco and Drug sector over a long period of time. Life membership shall be granted only by a General Meeting on the express recommendation of the Board.
- 3.5 At any General Meeting of the Council, Members (under **clause 3.3.1**) shall be entitled to one (1) vote. Associate members (under **clause 3.3.2**) are not entitled to vote.
- 3.6 An application for membership of the Council shall be:
- 3.6.1 in writing in a form determined by the Board from time to time;
- 3.6.2 lodged with the Public Officer or such person identified on the application form;
- 3.6.3 considered by the directors within a reasonable time; and
- 3.6.4 accompanied by such membership fee(s) as are determined by the Board from time to time.
- 3.7 A register of members shall be kept by the Council showing the name, address, the name of the appointed representative and the dates membership started and ended.
- 3.7.1 The Council must give current members access to the register of members. A member can only access the register of members in good faith and for a proper purpose. Any information in the register accessed must only be used in good faith and a manner relevant to the interests or rights of members and of the Council.
- 3.8 The rights and obligations which an organisation or individual has by reason of being a member of the Council:

3.8.1 are not capable of being transferred or transmitted to another organisation or individual; and

3.8.2 terminate upon cessation of the organisation's or individual's membership.

3.9 The Board may from time to time prescribe a policy or policies setting out additional information and/or requirements on membership fees, application, rights and entitlements.

### **Expulsion of Members**

3.10 The Board may expel a member from the Council if, in the reasonable opinion of the Board, the member has committed conduct detrimental or prejudicial to the interests of the Council.

3.11 The expulsion of a member under **clause 3.10** does not take effect until the later of:

- (a) the fourteenth day after the day on which a notice is served on the member under **clause 3.12**; or
- (b) if the member exercises their right of appeal under **clause 3.13**, the conclusion of the Special General Meeting convened to hear the appeal.

3.12 If the Board expels a member from the Council, the Public Officer, without undue delay, will serve on the member a notice in writing:

- (a) stating that the Board has expelled the member;
- (b) specifying the grounds for the expulsion; and
- (c) informing the member of the right to appeal against the expulsion under **clause 3.13**.

Subject to this Constitution, an expulsion of a member by the Board under this clause is a termination of the membership contract with the member.

### **Appeal Against Expulsion**

3.13 A member may appeal against expulsion under **clause 3.10** by serving on the Public Officer, within 14 days after the service of a notice under **clause 3.12**, a requisition in writing demanding the convening of a Special General Meeting to hear the appeal.

3.14 On receipt of a requisition under **clause 3.13**, the Public Officer will as soon as practicable immediately notify the Board of the receipt.

3.15 The Board will hold a Special General Meeting within 21 days after the day on which the requisition is received under **clause 3.13**.

3.16 At a Special General Meeting convened to hear an appeal under this rule:

- (a) no business other than the question of the expulsion is to be considered;
- (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
- (c) the expelled member must be given an opportunity to be heard; and

- (d) the members of the Council who are present and entitled to vote will vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.

3.17 If at the Special General Meeting a majority of the members vote to lift the expulsion:

- (a) the expulsion is immediately lifted; and
- (b) the expelled member is entitled to continue as a member of the Council.

3.18 If at the Special General Meeting a majority of the members vote to confirm the expulsion:

- (a) the expulsion takes effect immediately; and
- (b) the expelled member ceases to be a member of the Council.

#### 4. **MEMBERS LIABILITY**

The members of the Council shall have no liability to contribute towards the payment of debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council except for the amount of any unpaid membership fees.

#### 5. **INCOME AND PROPERTY**

5.1 The income and property of the Council will be applied solely towards the promotion of the objects and purpose of the Council.

5.2 No portion of the income or property of the Council will be paid or transferred to any member of the Council unless the payment or transfer is made in accordance with this rule.

5.3 The Council may:

5.3.1 pay an employee or member of the Council:

- (a) remuneration in return for services rendered to the Council, or for goods supplied to the Council, in the ordinary course of business of the employee or member; or
- (b) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the employee or member for any of the objects or purpose of the Council; or
- (c) a reasonable amount by way of rent for premises, or a part of premises, let to the Council by the employee or member; and

5.3.2 pay a Director remuneration in return for carrying out specific functions of a Director;

5.3.3 pay a member of a subcommittee remuneration in return for carrying out specific functions of a member of the subcommittee; and

5.3.4 despite **clauses 5.3.1, 5.3.2 and 5.3.3**, not pay a person any amount under those clauses for the specific functions required of their relevant role unless the Council or Board has first determined the specific functions and approved that payment.

## 6. DIRECTORS

### Number of Directors

- 6.1 The Board is responsible for providing governance oversight of the affairs of the Council and shall comprise no more than 7 Directors, including up to 4 Directors elected by the membership and up to 3 Directors appointed by the Board.
- 6.2 The Directors shall, upon election or appointment, become members in their own right and shall not, in their capacity as Board members, act or be eligible to act as representatives of another organisation.
- 6.3 The Board will:
- (a) act in good faith in the best interests of the Council;
  - (b) ensure that the financial affairs of the Council are managed responsibly;
  - (c) support the setting of strategic directions and monitor progress of these priorities; and
  - (d) appoint its members to Executive Committee positions.
- 6.4 No employee of a government department whose principal function is the:
- 6.4.1 provision of alcohol, tobacco and other drug services;
  - 6.4.2 funding of non-government organisation alcohol, tobacco and other drug organisations; or
  - 6.4.3 development of government alcohol, tobacco and other drug policy;
- is eligible to nominate for election to the Board, and any Director elected to a government office as outlined in **clause 3.3.2(d)** subsequent to election shall cease to hold office.
- 6.5 No employee of the Council is eligible for election or appointment as a Director notwithstanding anything in this Constitution including but not only **clause 5.3**.

### Election and Appointment

- 6.6 The Board may appoint up to 3 Directors in addition to the 4 elected Directors:
- (a) Where the Board determines that the skills required are present amongst those Directors already elected or appointed, it need not fill any or all of the available vacancies.
  - (b) Where the Board determines that the skills required are not present amongst those Directors already elected or appointed, it must fill 1 or more available vacancies with Board members possessing the skills identified as being absent from the Board.
  - (c) Directors appointed by the Board may be appointed until either the conclusion of the next Annual General Meeting or the conclusion of the second Annual General Meeting following their appointment.
  - (d) Once so appointed, a Director's appointment remains in force until conclusion of next Annual General Meeting or second Annual General Meeting following

appointment (depending upon which term duration they were appointed to). An appointment may be terminated earlier under **clause 6.21**.

- (e) In determining term durations for appointed Directors, the Board must preserve potential Board turnover to as close to half the Board at each Annual General Meeting as possible.
  - (f) Should any adjustment to the term of Directors elected or appointed become necessary to ensure rotational terms as per **clause 6.6(e)**, this shall be determined by the Board.
- 6.7 No organisation which is a member shall have delegates occupying more than 1 Director position regardless of its membership category.
  - 6.8 Each Director shall, subject to this Constitution, hold office until the conclusion of the second Annual General Meeting following the date of the Director's election or appointment, but shall be eligible for re-election, subject to **clause 6.18**.
  - 6.9 The Board shall ensure an election for 2 Director positions is held annually, in time to announce results at the Annual General Meeting and in accordance with the election procedures in this Constitution.
  - 6.10 The election procedure shall be determined by the Board and advised to the voting membership no later than the day nominations are called for. The election procedure must ensure that all voting Members have a reasonable opportunity to vote in relation to all candidates.
  - 6.11 The Board shall determine the skills required to meet the governance and strategic needs of the Council from time to time, and must advise members of the skills required when calling for nominations.
  - 6.12 To be eligible to stand for election, candidates must possess 1 or more of the skills identified by the Board and must indicate those skills, in such form as may be determined by the Board from time to time, at the time of nominating for election.
  - 6.13 The Board shall review all candidates' nominations and either endorse or not endorse each candidate as having 1 or more of the identified skills required to stand for election.
    - (a) Only those candidates so endorsed shall be eligible for election to the Board.
    - (b) Candidates not endorsed will be notified of this decision no later than 14 days prior to the opening of polling.
  - 6.14 The Board shall appoint the Public Officer, or some other person or organisation independent of the Council or its members, as Returning Officer to conduct an election in accordance with this Constitution.

#### **Executive Committee/Office Bearers**

- 6.15 The Chairperson, Deputy Chairperson and Treasurer constitute the Executive Committee. The method of nomination and election of office bearers shall be determined by the Board (namely elected and appointed Directors) at its first meeting following the Annual General Meeting.

- 6.16 During the period between meetings of the Board, the Executive Committee may issue instructions to the Public Officer and employees of the Council in matters of urgency connected with the management of the affairs of the Council.
- 6.17 The Executive Committee will report on any instructions issued under **clause 6.16** to the next Board meeting.

#### **Term of Office**

- 6.18 Directors shall only be eligible to be on the Board for a maximum of 3 consecutive terms, following which they will be ineligible to serve on the Board for 10 months before becoming eligible again for election or appointment to the Board.
- (a) Where a Director is elected to, or appointed to serve, part of a 2 year term, for the purposes of **clause 6.188** the part-term to which they are appointed or elected shall be counted as being 1 full term.
- (b) Prior terms, including part-terms, for Directors holding office at the time of adoption of this constitution, shall be counted as though this Constitution was in force since their initial election or appointment to the Board.

#### **Casual Vacancy**

- 6.19 The Board may appoint a person as a Director to fill a casual vacancy in any position subject to this Constitution until the conclusion of the term for which they were appointed as though it were held continuously by 1 person. The Board shall ensure that any such appointment maintains or enhances the appropriate balance of skills required on the Board as identified by the Board and publicised to members from time to time.

#### **Vacation of Office**

- 6.20 A Director ceases being a Director and a vacancy occurs if they:
- (a) die;
- (b) become a represented person under the *Guardianship and Administration Act 1995*;
- (c) become a person of unsound mind or a patient administered under laws relating to mental health;
- (d) give written notice of resignation as Director;
- (e) are absent for 2 consecutive Board meetings without the consent of the Board or fail to attend a minimum of 75% of meetings (either in person or by teleconference) over a 12 month period;
- (f) cease to be a member of the Council (excluding Board appointed Directors);
- (g) are removed as a Director by a resolution of members under **clause 6.21**;
- (h) become ineligible to be a Director under the Act or the *Corporations Act*;
- (i) commence employment with a government agency as specified in **clause 6.4**;
- (j) cease to be a resident of Tasmania; and/or

- (k) fail to abide by any code of conduct created by the Board from time to time.

### **Removal of Directors**

- 6.21 The Council in any General Meeting may by resolution, subject to the Act, remove any Director from the office of member of the Board before the expiration of the Director's term of office.

### **Powers of Directors**

- 6.22 The Directors are responsible for the governance of the Council to achieve the purpose and objects in **clause 2**.
- 6.23 The Directors must decide on the responsible financial management of the Council including any suitable written delegations of power under **clause 6.24** notwithstanding financial management of the Council shall be vested in the Chief Executive Officer who will provide detailed reports on income and expenditure and the financial status of the Council to each Board meeting for ratification.

### **Delegation of Directors' Powers**

- 6.24 Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Council or any other person, as they consider appropriate. **Clauses 6.26 to 6.28** apply to a delegation under this **clause 6.24**.

### **Subcommittees**

- 6.25 The Board may at any time:
- (a) appoint a subcommittee from the Board; and
  - (b) prescribe the powers and functions of that subcommittee.
- 6.26 The Board may, in writing, revoke wholly or in part any delegation under this clause.
- 6.27 Notwithstanding any delegation under this clause, the Board may continue to exercise any function delegated.
- 6.28 Any act or thing carried out by a subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 6.29 A subcommittee shall meet and adjourn as it thinks proper given adequate notice.

### **Payments to Directors**

- 6.30 In line with **clause 5.3.2**, the Council may pay a Director for work they do for the Council, other than for acting as a Director, and reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Council.

### **Execution of Documents**

- 6.31 The Board may execute a document without using a common seal if the document is signed by:
- (a) 2 Directors;

- (b) 1 Director and the Public Officer.

### **Duties of Directors**

- 6.32 Directors must comply with their duties as Directors under legislation and common law.

### **Conflict of Interest**

- 6.33 All Directors must abstain from voting or representing on issues where there is a material conflict of interest between their role as a Director and any other interest or role they may have. A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered by Directors. Any such disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting. If a Director considers a matter is not a material conflict of interest they should disclose the interest and seek the views of the Directors on the matter. If the issue of the interest cannot be resolved the matter the subject of the interest cannot be voted on at that meeting and further investigation on the conflict be undertaken.
- 6.34 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not:
- (a) be present at the meeting while the matter is being discussed; and
  - (b) vote on the matter.

6.35

### **Board meetings**

- 6.36 The Board shall meet as often as necessary, as notified by the Chairperson, where and when, to conduct the business of the Council and not less than 6 times annually, excluding any General Meeting.
- 6.37 Directors may attend meetings in person, via telephone or through such other technology that gives all Directors a reasonable opportunity to participate, including to hear and be heard.

### **Quorum**

- 6.38 The quorum for a Board meeting shall be half the number of the filled Board member positions plus 1; so if there are 7 Directors the quorum will be 5.
- 6.39 No business may be conducted unless a quorum is present during a Directors meeting.

## **7. AUDITOR**

- 7.1 At each Annual General Meeting, the members of the Council present at the meeting are to appoint a person as the auditor of the Council.
- 7.2 If an Auditor is not appointed at an Annual General Meeting, or a casual vacancy occurs in the office of Auditor, the Board will appoint a person to fill the vacancy until the next Annual General Meeting.
- 7.3 The Auditor will hold office until the next Annual General Meeting and may be reappointed.
- 7.4 The auditor may only be removed from office by special resolution.

- 7.5 Duties of the appointed Auditor are regulated in accordance with the Act and the *Corporations Act*.
- 7.6 The Auditor shall examine the Council's financial records and accounts for a particular financial year of the Council, certify as to the correctness of those records and accounts and furnish a report to members at the Annual General Meeting.

## 8. **INSURANCE AND INDEMNITY**

### **Insurance**

- 8.1 The Board shall effect and maintain such insurance as may be required under relevant legislation or other law, or by contract or as regarded as necessary by the Board.

### **Indemnity**

- 8.2 To the extent permitted by law, the Council indemnifies every Director, the Public Officer and employee out of the assets of the Council against any liability incurred by that person in their capacity as a Director or officer to a person other than the Council arising out of claims first made against the Director or officer by reason of wrongful acts committed or alleged to have been committed, unless the liability arises out of conduct on the part of the Director or officer which involves a lack of good faith.

## 9. **GENERAL MEETINGS OF MEMBERS**

### **General Meetings**

- 9.1 The Board may also from time to time call General Meetings.
- 9.2 Items for discussion at General Meetings must be submitted in writing to the Public Officer, and provided that such submissions are received no later than 10 working days prior to the next General Meeting, the Board shall place such items on the agenda at the next General Meeting.

### **Special General Meeting**

- 9.3 Council may, whenever it thinks fit, requisition a Special General Meeting. A Special General Meeting must be convened by the Board within 1 month of receiving a written request to do so from at least 10% of voting Members (under **clause 3.3.1**), stating the purpose(s) for the meeting.
- 9.4 The only business at any General Meeting shall be the business in the agenda for that specific meeting in accordance with **clause 9.10**.

### **Annual General Meeting**

- 9.5 The Annual General Meeting of the Council shall be held within 3 months of the end of each financial year upon a date and at a time to be fixed by the Board.
- 9.6 The Annual General Meeting shall, subject to the Act, be convened on such date and at such location and time as the Board thinks fit, in accordance with **clause 5**.
- 9.7 In addition to any other business which may be transacted at the Annual General Meeting, the business shall be to:

- (a) confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- (b) receive from the Board, auditor and employees of the Council reports on the transactions of the Council during the last preceding financial year of the Council;
- (c) receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act;
- (d) receive the report of the Returning Officer notifying results of election of Directors; and
- (e) appoint the auditor.

9.8 An Annual General Meeting may only transact special business of which notice is given under **clauses 9.10**.

**Notice of General Meetings**

9.9 Notice of a General Meeting must be provided in writing to:

- (a) each member entitled to vote;
- (b) each Director; and
- (c) the Auditor (if any);

at least 21 days before the meeting.

9.10 Notice of a General Meeting must include:

- (a) the place, date and time for the meeting;
- (b) the general nature of the meeting's business;
- (c) if applicable, that a special resolution is to be proposed and the wording of the proposed resolution; and
- (d) a statement that members have the right to appoint proxies under **clauses 12** and Error! Reference source not found..

9.11 If a General Meeting is postponed or adjourned for 1 month or more, the members must be given new notice of the resumed meeting.

**Business and Quorum at General Meetings**

9.12 All business transacted at a General Meeting, other than the ordinary business of an Annual General Meeting, is special business.

9.13 Business is not to be transacted at a General Meeting unless a quorum of half the Members plus one, is present at the time the meeting considers that business.

9.14 If a quorum is not present within 1 hour after the time appointed for the commencement of a General Meeting, the meeting if convened:

- (a) on the requisition of members of the Council, is dissolved; or

- (b) by the Board, is to be adjourned to the same day in the next week at the same time and at the same place or at any other place specified by the Chairperson:
  - (i) at the time of the adjournment; or
  - (ii) by notice in a manner determined by the Chairperson.

### **Auditor's Right to Attend Meetings**

- 9.15 The Auditor is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the Auditor in their capacity of Auditor.
- 9.16 The Council must give the Auditor any communications relating to the General Meeting that a member of the Council is entitled to receive.

### **Using Technology to Hold Meetings**

- 9.17 The Council may hold a General Meeting at more than one venue using any technology that gives members a reasonable opportunity to participate, including to hear and be heard.
- 9.18 Anyone using this technology is taken to be present in person at the meeting.

### **Chairperson at General Meetings**

- 9.19 The Chairperson, or in the absence of the Chairperson, the Deputy Chairperson, shall preside at each General Meeting.
- 9.20 If the Chairperson and the Deputy Chairperson are absent from a General Meeting, the members present shall elect one of their number to preside at the meeting.

## **10. RESOLUTION**

- 10.1 Any member wishing to submit a resolution at a General Meeting shall submit this in writing to the Public Officer not less than 21 days before the date of such meeting.
- 10.2 All questions and resolutions shall be decided by a majority of votes except where this Constitution or the Act provide otherwise.

## **11. ADJOURNMENT**

- 11.1 If a quorum is present, a General Meeting must be adjourned if a majority of members present, and entitled to vote, direct the Chairperson to adjourn it as per **clause 9.14**.
- 11.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.
- 11.3 If at an adjourned general meeting a quorum is not present within 1 hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

## **12. VOTING**

- 12.1 Questions arising at a Board or General Meeting shall be determined by a majority of the votes of members eligible to vote present at the meeting.
- 12.2 Subject to **clause 3.5** in the case of equality of votes, the person presiding may exercise a casting vote.

- 12.3 All votes are to be given personally or by proxy but no member may hold more than 2 proxies.
- 12.4 Members may appoint a proxy to vote on their behalf using an instrument approved by the Board.
- 12.5 Notice of proxy must be given to the Public Officer no later than the commencement of the meeting in respect of which the proxy is appointed.
- 12.6 Members may direct their proxy to vote on their behalf or may indicate that their vote may be cast at the discretion of the proxy holder.
- 12.7 A member or proxy is not entitled to vote at any General Meeting if any amount due and payable in respect of that Members' membership has not been paid.
- 12.8 Voting must be conducted and decided by a method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 12.9 Only the appointed delegate, or in that delegate's absence the proxy delegate, is entitled to vote at any such meeting on behalf of the organisation they are representing.

### 13. **MINUTES AND FINANCIAL RECORDS**

#### **Minutes and Records**

- 13.1 The Council shall make and keep records of:
  - (a) minutes of proceedings and resolutions of General Meetings;
  - (b) a copy of notice of each General Meeting; and
  - (c) a copy of any special resolution proposed.
- 13.2 The Board shall make and keep records and minutes of proceedings and resolutions of Board Meetings including meetings of subcommittees.
- 13.3 The minutes of a General Meeting or a Board meeting must be authorised as true and correct at the next relevant meeting.

#### **Financial Records**

- 13.4 The Directors must ensure that adequate and correct accounts of the financial transactions of the Council are kept in accordance with the Act.

### 14. **COMMON SEAL**

- 14.1 The common seal of the Council shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the Board.
- 14.2 The affixing of the seal is to be attested to by the signatures of 2 Directors or 1 Director and the Public Officer or any other person the Board may appoint for that purpose.

### 15. **WINDING UP**

- 15.1 On the winding up of the Council:

- (a) any unexpended grant monies received from statutory bodies shall be refunded to those bodies in full;
- (b) any capital items financed by statutory bodies shall be sold and an amount equal to the proportion of the value of the asset following depreciation that is equivalent to the proportion of the purchase price of the asset shall be refunded to those bodies;
- (c) any surplus assets that remain after satisfaction of all debts and liabilities, must be distributed to one or more bodies that have as their objects charitable purposes in Tasmania, excluding any individual member or former member of the Council.

15.2 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up.

## 16. PUBLIC OFFICER

16.1 Unless otherwise determined by resolution of the Board the Chief Executive Officer is appointed as the Council's Public Officer. Any appointment must comply with the Act.

16.2 If the position of Public Officer of the Council at any time becomes vacant, the Board must, within 14 days after it becomes vacant, appoint a person to fill the vacancy.

16.3 The office of Public Officer becomes vacant if the person holding that office:

- (a) dies;
- (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his or her estate for their benefit;
- (c) is unable to perform the duties of the office competently;
- (d) resigns his or her office by writing addressed to the Board; or
- (e) ceases to be resident in Tasmania.

## 17. INTERPRETATION

17.1 Words or actions contained in this Constitution shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1931* and the *Associations Incorporation Act 1964*.

In this constitution expressions referring to:

17.2 **Act** means the *Associations Incorporation Act 1964 (Tas)*.

17.3 **Board** means the board of Directors of the Council referred to in **clause 6**.

17.4 **capacity building** means a process of community development/engagement in which community leaders/groups engage in decision-making and action to enhance the capacity of communities to engage in health promotion, health protection, and harm minimisation.

17.5 **Council** means The Alcohol, Tobacco and Other Drugs Council (Tasmania) Incorporated.

17.6 **Financial Member** means a member who, at the relevant time, has paid all outstanding subscription and other fees owed to the Council.

- 17.7 **financial year** means the year ending 30 June.
- 17.8 **General Meeting** means a meeting of members convened in accordance with **clause 9** and includes any Annual or Special General Meeting.
- 17.9 **government** means Local, State and Federal government departments, agencies or authorities.
- 17.10 **in writing** shall, unless the contrary intention appears, be construed as including reference to printing, photography, photocopying, facsimile, e-mail and other modes of representing or reproducing words in a visible form.
- 17.11 **membership** means entities and people accepted and registered with the Council under **clause 3**.
- 17.12 **non-government** means groups, networks and organisations, funded or unfunded, who are not representing State and Federal government departments, agencies and authorities.
- 17.13 **peak body** means non-government organisations whose major category of membership is other non-government alcohol and other drug organisations and whose primary purpose is not service provision.