



TASMANIAN WHISKY & SPIRITS ASSOCIATION INCORPORATED

CONSTITUTION

Revised 15th July 2024
(2nd Revision)

Quick Reference Table:

<i>Question</i>	<i>Answer</i>	<i>Section</i>
Quorum for General Meetings	Not less than 20% or more than 40% of the Membership. Actual number set by Committee each year	16(3)
Quorum for Committee Meetings	4	28(5)
Financial year dates	1 July to 30 June	
Subscriptions issued & due date	Issued 1 July – due 30 September	32
Result if vote is tied	Chair has a casting vote, as well as a deliberative vote	20(3)
Votes required to amend the Constitution	75% of voting members present	2
Voting by proxy	In person and present. Proxy Form to be presented prior to meeting. Not valid after meeting commences.	21
When is the Annual General Meeting to be held by	31 October	13(2)
Notice of General Meetings	14 Days	15(1)
Quorum not present	After one hour – adjourned for one week	16(4)
Chair of meetings	(a) the President; or (b) in the absence of the President, the Vice-President; or (c) in the absence of the President and the Vice-President, the Secretary; or (d) in the absence of the President, the Vice-President and the Secretary, the Treasurer; or (e) in the absence of the officers of the Association, a person present, who is entitled to vote, nominated or agreed to, by a majority of members present.	17

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1. Name of association

The name of the association is the Tasmanian Whisky and Spirits Association Incorporated.

2. Interpretation

In this Constitution, unless the context otherwise requires –

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

Act means the Associations Incorporation Act 1964;

annual general meeting - means an annual general meeting of the Association held under Section 13;

Associate Member – means a person that the Committee from time to time determines to have an interest or association that warrants such appointment. An Associate Member does not have a right to vote

Association - means the association referred to in Section 1;

association - has the same meaning as in the Act;

auditor - means the person appointed as the auditor of the Association under Section 10;

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

basic objects of the Association - means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

Committee - means the Committee of management referred to in Section 24, and is also known as the Executive Committee;

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

general meeting means –

(a) an annual general meeting; or

(b) a special general meeting;

Member – means a natural person who owns, part owns, jointly owns, occupies a senior position or holds office in a corporation, business or entity that manufactures, produces, distils whisky or spirits in the State of Tasmania and that person can make binding decisions on behalf of such corporation, business or entity for the purposes of the deliberations, votes and operations of the Association. There shall be only one such person from any such business or entity. This does not preclude the right for more than one person from such business or entity attending any meeting or function of the Association that the Member so agrees to or approves of;

officer of the Association - means a person elected as an officer of the Association by the Committee;

ordinary business of an annual general meeting means the business specified in Section 13(5);

public officer - means the person who is, under section 14 of the Act, the public officer of the Association. The Secretary or Treasurer of the Association shall be the public officer unless the Committee resolves otherwise;

special Committee meeting - means a meeting of the Committee that is convened under Section 29(2) by the President or any 4 of the members of the Committee;

special general meeting - means a special general meeting of the Association convened under Section 14;

special resolution - has the same meaning as in the Act.

3. Association's office

The Association may have an office or business premises at a location, or locations, as the Committee determines:

4. Objects and purposes of Association

The objects and purposes of the Association consist of the basic objects of the Association (Schedule 1) and the following objects and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the Committee, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the Committee, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
 - (i) the Committee thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the Committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the Sections of the Association;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

5. Membership of Association

- (1) A person who is nominated and approved for membership in accordance with this Section is eligible to be a member of the Association on payment of the annual subscription specified in Section 32 .
- (2) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless –
 - (a) the person is nominated for membership in accordance with sub-section (3) ; and
 - (b) the person is approved for membership by the Committee.
- (3) A nomination of a person for membership is to be –
 - (a) made in writing and signed, or otherwise indicated, by 2 members of the Association; and
 - (b) accompanied by the written consent, or otherwise indicated consent, of the person nominated; and
 - (c) lodged with the Secretary.
 - (d) The term “otherwise indicated” as specified in sub-section 3(a) and (b) of this Section is taken to mean any other means of indicating the nomination or acceptance that is corroborated by email, letter, or some form of verified nomination or acceptance process that satisfies the Secretary and one other member of the Executive.
- (4) The consent referred to in sub-section (3)(b) may be endorsed on any nomination form.
- (5) As soon as practicable after the receipt of a nomination, the Secretary is to refer the nomination to the Committee.
- (6) If a nomination is approved by the Committee, the Secretary is to –
 - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
 - (b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in the register of members.
- (7) A member of the Association may resign by serving on the Secretary a written notice of resignation.
- (8) On receipt of a notice from a member of the Association under sub-section (7) , the Secretary is to remove the name of the member from the register of members.
- (9) A person –
 - (a) becomes a member of the Association when his or her name is entered in the register of members; and
 - (b) ceases to be a member of the Association when his or her name is removed from the register of members under sub-section (8) or Section 32(5).
- (10) The Secretary is to maintain, or establish and maintain, a register of members containing –
 - (a) the name of each member of the Association and the date on which he or she became a member; and
 - (b) the member's postal or residential address or address of business or employment; and

- (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
- (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

(11) Where a Member ceases to have an interest, involvement or association with the corporation, business or entity that the Member represents, or wishes to have another person be the Member representing that corporation, business or entity, the Committee may accept the nomination of a different person to be the Member upon the written request of the corporation, business or entity without the requirements of sub-sections (1), (2) and (3).

6. Liability of members

- (1) Any right, privilege or obligation of a person as a member of the Association –
 - (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member of the Association.
- (2) If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –
 - (a) to the assets of the Association for payment of the liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under sub-section (2) is not to exceed the annual membership fee that is current at that time.
- (4) Despite sub-section (2) , a former member of the Association is not liable to contribute under that sub-section in respect of any liability of the Association incurred after he or she ceased to be a member.

7. Income and property of Association

- (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this Section.
- (3) The Association may –
 - (a) pay a person or member of the Association –
 - (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
 - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
 - (iii) interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
 - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and

- (b) pay a member of the Committee remuneration in return for carrying out the functions of a member of the Committee; and
 - (c) pay a member of a sub-committee remuneration in return for carrying out the functions of a member of the sub-committee; and
 - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- (4) Despite sub-section (3) (a) , (b) and (c) , the Association is not to pay a person any amount under that sub-section unless the Association or Committee has first approved that payment.
- (5) Despite sub-section (3)(d) , the Association is not to appoint or nominate a member of the Association under that sub-section to an office in respect of which remuneration is payable unless the Association or Committee has first approved –
- (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

8. Accounts of receipts and expenditure

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

9. Banking and finance

- (1) On behalf of the Association, the Treasurer of the Association is to –
 - (a) receive any money paid to the Association; and
 - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) cause the money to be paid into the account opened under sub-section (2) as soon as practicable after it is received.
- (2) The Committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- (3) The Committee may –
 - (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Except with the authority of the Committee, a payment of an amount exceeding \$10,000.00 is not to be made from the funds of the Association.

- (5) The Committee may provide the Treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the Committee may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Committee, or meets the provisions of this Section.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
- (a) signed by the Treasurer of the Association or, in the Treasurer's absence, by any other member, or members, of the Committee that the Committee nominates for that purpose.
- (8) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution –
- (a) may only be authorised by the Treasurer of the Association or, in the Treasurer's absence, the Secretary, or in both their absences, by any other member, or members, of the Committee the Committee nominates for that purpose.

10. Auditor

- (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- (2) If an auditor is not appointed at an annual general meeting under sub-section (1) , the Committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The first auditor –
- (a) may be appointed by the Committee before the first annual general meeting; and
 - (b) if so appointed, holds office until the end of the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- (5) If the first auditor is appointed by the Committee under sub-section (4)(a) and subsequently removed at a general meeting under sub-section (4)(b) , the members of the Association, at that general meeting, may appoint an auditor to hold office until the end of the first annual general meeting.
- (6) Except as provided in sub-section (4)(b) , the auditor may only be removed from office by special resolution.
- (7) If a casual vacancy occurs in the office of auditor, the Committee is to appoint a person to fill the vacancy until the end of the next annual general meeting.

11. Audit of accounts

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –

- (a) certify as to the correctness of the accounts of the Association; and
- (b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
 - (a) specify the information, if any, that he or she has required under subsection (5)(b) and obtained; and
 - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - (c) state whether the Sections relating to the administration of the funds of the Association have been observed.
- (4) The Treasurer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may –
 - (a) have access to the accounting records, books and accounts of the Association; and
 - (b) require from any employee of, or person who has acted on behalf of the Association, any information the auditor considers necessary for the performance of his or her duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Association; and
 - (d) examine any member of the Committee, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

12. Exemptions under the Act

- (1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
 - (a) an auditor is not required to be appointed for that financial year under Section 10 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these Sections; and
 - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
 - (i) Sections 10 and 11 do not apply in respect of the Association for that financial year; and
 - (ii) Section 13(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
 - (iii) Section 13(5)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Committee must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that financial year.

13. Annual general meeting

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day (being not later than 4 months after the end of the financial year of the Association) the Committee determines.
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting is to be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - (c) to elect two members of the Committee;
 - (d) to appoint the auditor;
- (6) An annual general meeting may transact business of which notice is given in accordance with Section 15.
- (7) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the Secretary, or in the absence from the meeting of the Secretary, a person who is nominated by the chairperson of the meeting.

14. Special general meetings

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

15. Notices of general meetings

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

16. Business and quorum at general meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is to be not less than twenty percent of the members of the Association and not more than forty percent of the members of the Association, and be set as follows:
 - (a) The Committee shall at its first meeting after each Annual General Meeting set the number for a quorum to be used until the end of the next Annual General Meeting; and
 - (b) The Secretary shall notify members of the Association of the quorum requirement prior to the next general meeting; and
 - (c) The quorum requirement may only be changed if the membership volume varies by more than twenty percent between Annual General Meetings; and
 - (d) If such variation occurs in sub-section (c), the Secretary shall advise the members prior to the next general meeting.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
 - (a) if convened on the requisition of members of the Association, is dissolved; or
 - (b) if convened by the Committee, is to be adjourned to the same day in the next week at the same time and –
 - (i) at the same place; or
 - (ii) at any other place specified by the chairperson –
 - (A) at the time of the adjournment; or
 - (B) by notice in a manner determined by the chairperson.

(5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

17. Chairperson at general meetings

At each general meeting of the Association, the chairperson is to be –

- (a) the President; or
- (b) in the absence of the President, the Vice-President; or
- (c) in the absence of the President and the Vice-President, the Secretary; or
- (d) in the absence of the President, the Vice-President and the Secretary, the Treasurer; or
- (e) in the absence of the officers of the Association, a person present, who is entitled to vote, nominated or agreed to, by a majority of members present.

18. Adjournment of general meetings

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

19. Determination of questions arising at general meetings

- (1) A question arising at a general meeting of the Association is to be determined on the voices or by a show of hands. In each case the Chairperson shall determine the method of determining the question.
- (2) A declaration by the chairperson that a resolution has, by the voices or on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

20. Votes

- (1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- (2) All votes are to be given personally or by proxy as defined in Section 21
- (3) Despite sub-section (1), in the case of an equality of votes, the chairperson has a second or casting vote.

21. Proxies

- (1) Any Member may appoint another person that is from a business or entity that manufactures, produces, distils whisky or spirits in the State of Tasmania to act as a proxy at a general meeting of the Association.

- (2) Such appointment made in sub-section (1) shall be made in writing, stating clearly the name of the person to whom the proxy is issued, and given to the Secretary of the Association prior to the meeting, or in the absence of the Secretary, the Chairman of that meeting.
- (3) A proxy nomination presented after the commencement of a meeting will not be valid.
- (4) A proxy appointment is only valid for the single meeting nominated.
- (5) A proxy must be present at the meeting to exercise his or her right as a proxy
- (6) A proxy is entitled to participate in the meeting as if he or she was the member in attendance.
- (7) Any determination as to the validity and clarity of the nomination of a proxy is to be determined by the Secretary and one other member of the Executive, or any two members of the Executive.

22. Taking of poll

If at a general meeting a poll on any question is demanded –

- (a) the poll is to be taken at that meeting in the manner that the Chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

23. When poll is to be taken

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

24. Affairs of Association to be managed by a Committee

- (1) The affairs of the Association are to be managed by a Committee of management, also known as the Executive Committee, constituted as provided in Section 25 .
- (2) The Committee –
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these Sections to be exercised and performed by members of the Association at a general meeting; and
- (c) has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Association.

25. Officers of the Association

- (1) The officers of the Association are as follows:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary;
 - (d) the Treasurer.
- (2) Subject to sub-section (4) , the officers of the Association are to be elected by the Members of the Committee. If there is an equality of votes in electing the

President of the Association, then the nominee's names are placed into a concealed container and the last name drawn from the container is deemed to have been elected as President. If there are further equal ballots for the remaining positions, the President has a determining vote and shall nominate which Member is to hold such office.

(3) Each officer of the Association is to hold office until the first committee meeting held after the next Annual General Meeting.

(4) If a casual vacancy in an office referred to in sub-section (1) occurs, the Committee may appoint one of its members to fill the vacancy until the meeting referred to in sub-section 3.

26. Constitution of the Committee

(1) The Committee consists of 6 Members of the Association.

(2) If a casual vacancy occurs in the Committee, the Committee may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.

(3) If an office of a Committee member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

(4) At least half of all Committee members shall be ordinarily resident in Tasmania. *(inserted 15 July 2024)*

27. Election of the Committee

(1) A nomination of a candidate for election as a Member of the Committee, is to be –

(a) made in writing and signed, or otherwise indicated, by 2 members of the Association; and

(b) accompanied by the written consent, or otherwise indicated consent, of the person nominated; and

(c) lodged with the Secretary by 12 noon on the Wednesday in the week preceding the week in which the annual general meeting is to be held. For the purposes of this sub-section a week commences on a Monday.

(d) The term “otherwise indicated” as specified in sub-section 1(a) and (b) of this Section is taken to mean any other means of indicating the nomination or acceptance that is corroborated by email, letter, or some form of verified nomination or acceptance process that satisfies the Secretary and one other member of the Executive.

(2) If insufficient nominations are received to fill all vacancies on the Committee –

(a) the candidates nominated are taken to be elected; and

(b) further nominations are to be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies on the Committee to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations received exceeds the number of vacancies on the Committee to be filled, a ballot is to be held.

(5) The ballot for the election of Committee members is to be conducted at the annual general meeting in the manner determined by the Committee.

(6) Committee Members will serve a notional three-year term from the date of their election until the end of the Annual General Meeting in the third year of office.

- (7) Committee Members terms will be rotational so as two Committee Members will retire at the end of each Annual General Meeting.
- (8) Upon retirement, Committee Members are eligible for re-election.
- (9) Six Committee Members will be elected for the first time under this Constitution. Two Committee Members will be deemed to hold a three-year term, two Committee Members will be deemed to hold a two-year term and two Committee Members will be deemed to hold a one-year term. The method of determining which Committee Members hold which terms is to be decided by the Committee.
- (10) The Secretary shall cause to be kept a record of the tenure of Committee Members and such record shall be reported at each Annual General Meeting.

28. Vacation of office

For the purpose of these Sections, the office of an officer of the Association, or of a Committee member, becomes casually vacant if the officer or Committee member –

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995 ; or
- (d) resigns office in writing addressed to the Committee; or
- (e) *(deleted 15 July 2024)*
- (f) is absent from 3 consecutive meetings of the Committee without the permission of the other members of the Committee; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay, within 14 days after receiving a notice in writing signed by the Secretary stating that the officer or Committee member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

29. Meetings of the Committee

- (1) The Committee is to meet at least twice in any financial year at any place and time the Committee determines.
- (2) A meeting of the Committee, other than a meeting referred to in sub-section (1) , may be convened by the President or any 4 of the members of the Committee.
- (3) Written notice, or notice by means that all members of the Committee accept of any special Committee meeting is to be served on members of the Committee and is to specify the general nature of the business to be transacted.
- (4) A special Committee meeting may only transact business of which notice is given in accordance with sub-section (3) .
- (5) A quorum for the transaction of the business of a meeting of the Committee is 4 members of the Committee.
- (6) Business is not to be transacted at a meeting of the Committee unless a quorum is present in person, unless -

- (a) a meeting by way of utilising any form of technological assistance where all, or some, members are not present in one location is agreed to by a majority of members; and
 - (b) each member can transact meeting business in a suitable manner; and
 - (c) records of the meeting are made as if the meeting was held in person.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –
 - (a) a meeting of the Committee (other than a special Committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
 - (b) a special Committee meeting, the meeting is dissolved.
- (8) At each meeting of the Committee, the chairperson is to be –
 - (a) the President; or
 - (b) in the absence of the President, the Vice-President; or
 - (c) in the absence of the President and the Vice-President, the Secretary.
- (9) Any question arising at a meeting of the Committee is to be determined –
 - (a) on the voices or by a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (10) On any question arising at a meeting of the Committee, a member of the Committee (including the chairperson) has one vote only.
- (11) Despite sub-section (10) , in the case of an equality of votes, the chairperson has a second or casting vote.
- (12) Written notice of each Committee meeting is to be served on each member of the Committee by –
 - (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number; or
 - (e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent; or
 - (f) is given by another means, determined by the Secretary, that is reasonably likely to ensure that the members of the Committee will be notified of the notice.

30. Disclosure of interests

- (1) If a member of the Committee or a member of a sub-committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Committee or sub-committee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Committee.

- (2) If at a meeting of the Committee or a sub-committee a member of the Committee or sub-committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

31. Sub-committees

- (1) The Committee may –
- (a) appoint a sub-committee consisting of at least three persons, one of whom shall be a member of the Committee; and
 - (b) prescribe the powers and functions of that sub-committee; and
 - (c) appoint a chairperson for that sub-committee.
- (2) The Committee may co-opt any person as a member of a sub-committee without voting rights, whether or not the person is a member of the Association.
- (3) A quorum for the transaction of the business of a meeting of the sub-committee is 3 appointed members entitled to vote.
- (4) The sub-committee chairperson is to convene meetings of a sub-committee.
- (5) Any question arising at a meeting of a sub-committee is to be determined –
- (a) on the voices or by a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a sub-committee, a member of the sub-committee (including the chairperson) has one vote only.
- (7) Written notice of each sub-committee meeting is to be served on each member of the sub-committee by –
- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number; or
 - (e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent; or
 - (f) is given by another means, determined by the sub-committee chairperson, that is reasonably likely to ensure that the members of the sub-committee will be notified of the notice.

32. Annual subscription

- (1) The annual subscription that is payable by members of the Association is to be determined by the Committee prior to May 1st in each year
- (2) The annual subscription is to be notified to members of the Association prior to June 1st in each year.
- (3) If more than 10 members object to the annual subscription, by notification to the Treasurer by June 30th, then the matter of the annual subscription shall be an item for the annual general meeting to determine.

(4) The annual subscription, for a financial year of the Association, that is payable by members of the Association is due and payable on the first day of the financial year.

(5) If –

(a) a member of the Association has not paid his or her annual subscription for a financial year of the Association within 3 months after the first day of the financial year; and

(b) there has been sent to the member, within 3 months after the first day of the financial year, a notice in writing, signed by the Secretary, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and

(c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member –

the Secretary may remove the name of the member from the register of members maintained under Section 5(10) .

(6) If a member of the Association has not paid his or her annual subscription for a financial year of the Association within 3 months after the first day of the financial year, or within 14 days after receiving a notice under sub-section (5)(b), whichever is the later day, he or she is not entitled to attend, or vote at, the next annual general meeting of the Association.

33. Service of notices and requisitions

Except as otherwise provided by these Sections, a document may be served under these Sections on a person by –

(a) giving it to the person; or

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

(c) faxing it to the person's fax number; or

(d) emailing it to the person's email address.

(e) is given by another means, determined by the Secretary, that is reasonably likely to ensure that the person of will receive the document.

34. Expulsion of members

(1) The Committee may expel a member from the Association if, in the opinion of the Committee, the member is guilty of conduct detrimental to the interests of the Association.

(2) The expulsion of a member under sub-section (1) does not take effect until whichever of the following occurs later:

(a) the fourteenth day after the day on which a notice is served on the member under sub-section (3) ;

(b) if the member exercises his or her right of appeal under this Section, the conclusion of the special general meeting convened to hear the appeal.

(3) If the Committee expels a member from the Association, the Secretary, without undue delay, is to cause to be served on the member a notice in writing –

(a) stating that the Committee has expelled the member; and

(b) specifying the grounds for the expulsion; and

- (c) informing the member of the right to appeal against the expulsion under Section 35 .

35. Appeal against expulsion

- (1) A member may appeal against an expulsion under Section 34 by serving on the Secretary, within 14 days after the service of a notice under Section 34(3) , a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the Secretary is to immediately notify the Committee of the receipt.
- (3) The Committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this Section –
 - (a) no business other than the question of the expulsion is to be transacted; and
 - (b) the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion; and
 - (c) the expelled member must be given an opportunity to be heard; and
 - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
 - (a) the expulsion is lifted; and
 - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
 - (a) the expulsion takes effect; and
 - (b) the expelled member ceases to be a member of the Association.

36. Disputes

- (1) A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011 .
- (2) This Section does not affect the operation of Section 35 .

37. Employees of the Association

- (1) The Association may from time to time employ staff or engage professional services to assist in the operation of the Association.
- (2) The Secretary and the Treasurer may delegate functions or tasks associated with their roles under this Constitution to any employee, or engaged professional person, provided that –
 - (a) adequate control and supervision are exercised by the Secretary and Treasurer; and
 - (b) that all requirements of the Secretary and Treasurer under this Constitution are carried out.

38. Seal of Association

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

39. Rules of the Association

- (1) The Committee may make Rules of the Association for the following –
 - (a) the manufacturing and production of whisky and spirits in Tasmania;
 - (b) the requirements for calling any whisky or spirit “Tasmanian”;
 - (c) the use of any Association logo or mark;
 - (d) labelling, marketing and product representation;
 - (e) awards, honours, competitions or judged events; or
 - (f) any other matter that relates to the operation of the Association.
- (2) Any Rule made under this Section is to be presented at a general meeting or circulated to members prior to coming into effect.
- (3) If not presented at a general meeting and 10 or more members object to any such Rule, within 14 days of the Rule having being sent to members, then such Rule shall not come into effect and shall be presented at the next general meeting.

Schedule 1

Basic Objects of the Association

- (1) The Association recognises that Tasmanian Whisky and Spirits are successful products in Tasmania, nationally and internationally.
- (2) The Association will promote all Tasmanian Whisky and Spirits and seek the support of State and Federal Governments to assist in this objective.
- (3) The Association will continue to create and encourage the development of an iconic identity for Tasmanian Whisky and Spirits at the highest level of quality, aiming to be the best in the world.
- (4) The Association has the following additional objectives -
 - (a) To Establish and promote Tasmania as being Australia's foremost whisky and spirits region;
 - (b) To participate in jointly marketing Tasmania as Australia's foremost whisky and spirits region;
 - (c) To support the objectives of the Australian Distillers Association where such objectives align with that of the Association;
 - (d) To promote the responsible sale and consumption of alcohol;
 - (e) To represent and advance the interests of the community of Tasmanian Distillers and independent bottlers of Tasmanian Whisky and Spirits;
 - (f) To define Tasmanian Whisky and Single Malt Whisky and to establish a Tasmanian Whisky Geographic Indicator;
 - (g) To protect the iconic Tasmanian brand through trade mark, legislative, regulatory and other measures;
 - (h) To define how Tasmanian whisky must be produced, including the maturation and bottling of Whisky in Tasmania; and
 - (i) To monitor and encourage the correction or removal of any misleading labeling or marketing material to ensure that the integrity of the Tasmanian whisky and spirits.

Rules of the Association

Established under Section 39 of the Constitution

Rule 1 – Life Membership

- (a) Any person may be nominated by any Member of the Association to become a Life Member of the Association;
- (b) Any nomination must be in writing and delivered, in confidence, to the Secretary of the Association;
- (c) Any nomination must clearly state the reasons for the nomination, having regard to the criteria in (d) of this Rule;
- (d) A person nominated for Life Membership has demonstrated through service, action, dedication and personal effort a contribution above and beyond that of being a Member of the Association to the objectives and values of the Association;
- (e) Upon receipt of a nomination under this Rule, the Executive shall consider the merits, or otherwise, of any nomination; and,
 - i. evaluate all material supplied in the nomination
 - ii. deliberate, with a view that Life Membership is the most prestigious award that the Association can bestow.
 - iii. Investigate details of the nomination if validation or further examination is warranted.
- (f) The nominator shall be advised of the result of Executive Committee deliberation and irrespective of the outcome shall maintain confidence and non-disclosure of the result.
- (g) The Executive shall determine the manner and timing of any such award under this Rule, noting that the presentation should take place in a manner befitting the prestigious nature of the award.
- (h) Any person awarded Life Membership shall not be required to pay any membership fee or subscription as an individual. Any organisation associated with such awarded Member shall still be required to pay any usual subscriptions or fees
- (i) A Life Member does not have the right to vote, unless that Life Member is also an ordinary Member of the Association or is acting as a proxy for a Member.

Table 1

TABLE OF AMENDMENTS

Date	Section or Rule	Brief Description
15 Oct 21	Section 2	Added a definition for Life Member
15 Oct 21	Rule 1	Created a new Rule setting out the provisions for Life Membership
15 Jul 2024	Section 1	Insertion of the word “Incorporated” (as required by the Act)
15 Jul 2024	Section 26(4)	Insertion of new Committee residency provision
15 Jul 2024	Section 28(e)	Deletion of Committee residency provision