

NEIGHBOURHOOD HOUSES TASMANIA INC.



**Neighbourhood Houses
Tasmania**

CONSTITUTION

Version dated 14 September 2023

**Supporting our Members to Strengthen Their
Communities**

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CONSTITUTION
OF
NEIGHBOURHOOD HOUSES TASMANIA (INC.)

OPERATIVE PROVISIONS

1. NAME AND OFFICE OF THE ASSOCIATION

- (a) The name of the association is Neighbourhood Houses Tasmania (Inc.).
- (b) The office of the Association shall be located at 16b Elmsleigh Road, Derwent Park, Tasmania 7009.
- (c) The Board may resolve to change the address of the office of the Association.
- (d) Any change of address is to be notified to all Members within fourteen (14) days.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the Associations Incorporations Act 1964 (Tas);

Association means Neighbourhood Houses Tasmania (Inc.);

Associate Member means an individual or organisation granted Membership in accordance with rule 4.6

Board means the governing body of the Association;

Board Member means a member of the Board, appointed from time to time as per the rules of this Constitution.

Board Meeting means a meeting of the Board held in accordance with rule 7.

Business Day means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the State of Tasmania.

Financial Year means 1 July to 30 June each year.

Member means any organisation approved for Membership in accordance with this Constitution (and includes Associate Members, where the context requires, but only insofar as those Associate Members do not have voting rights with respect to its Membership);

Membership means membership to the Association approved in accordance with rule 4.

Membership Fee means the fees for Membership determined in accordance with rule 4.2.

NHT means the Association.

Neighbourhood House means a community-led, non-residential, place-based community organisation, dedicated to building the capacity of their local communities using a community development approach.

Public Officer means the public officer for the Association as determined by the

Constitution and otherwise in accordance with the Act.

Special General Meeting means a meeting constituted under rule 11.

Special Resolution means a resolution passed by not less than three-quarters of the Members.

2.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) headings do not affect the interpretation of this Constitution;
- (b) words denoting the singular include the plural and vice versa;
- (c) words denoting any gender include all genders;
- (d) other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;
- (e) an expression denoting a natural person, company, partnership, joint venture, association, corporation or other body corporate or any Government Body includes any other of them;
- (f) a reference to any legislation includes any amendment of, or legislation substituted for, and any subordinate legislation issued or made under, that legislation; and
- (g) a reference to an amount of money is a reference to the lawful currency of Australia;.

3. OBJECTS, POWERS AND PURPOSE OF THE ASSOCIATION

3.1 Purpose

The Association is the peak body within the State of Tasmania for Neighbourhood Houses; it acts to enable strong, diverse and effective organisations that focus on community development to strengthen and support Tasmanian communities.

3.2 Objects

In the pursuit of the purpose of the Association, the objects of the Association include the following:

- (a) Build a strong and accountable organisation to meet Members' needs.
- (b) Enhance the capacity, skills and knowledge of Neighbourhood Houses to meet their community's needs.
- (c) Value the individual and collective abilities of Neighbourhood Houses and provide a united voice for its members.
- (d) Develop and contribute to policy positions and responses that reflect the needs of Neighbourhood Houses and their local communities.
- (e) Advocate for and with Neighbourhood Houses on issues that impact their communities.
- (f) Facilitate effective networking and communication within the Neighbourhood House network and with external stakeholders, including all levels of government.

3.3 Powers

- (a) The powers of the Association include the doing of all such other lawful things as are incidental or conducive to the attainment of the purpose and objectives of the Association.
- (b) The assets and income of the Association shall be applied solely in furtherance of its objects and purposes, and no portion shall be distributed directly or except as

bona fide compensation for services rendered or expenses incurred on behalf of the Association.

4. MEMBERS AND MEMBERSHIP

4.1 Membership

- (a) Membership is open to any Neighbourhood House or organisation whose objects and purpose align with the objects and purposes of the Association.
- (b) A Neighbourhood House or organisation wishing to become a Member must apply for Membership, pay a Membership Fee, and be approved for Membership by the Board.
- (c) On becoming a Member, a Neighbourhood House or Organisation has the right to be represented by one (1) delegate nominated by the Member from time to time at any Special General Meeting or Annual General Meeting of the Association, and each Member has one (1) vote.

4.2 Membership Fees

- (a) Each Member must pay an annual Membership Fee and each Associate Member must pay an annual Associate Membership Fee, each be determined annually by the Board, and which is due on 1st July in each Financial Year.
- (b) If a Member fails to make payment of the Membership Fee or Associate Membership Fee (as the case may be), the Board may resolve that the relevant Member or Associate Member shall immediately cease being a Member.

4.3 Record of Members

The Public Officer shall keep and maintain a register of Members showing the details of the Member, including name, contact person, address, email address, the date the Member commenced Membership, and date when the Membership will expire.

4.4 Resignation of Membership

Members may resign from the Association at any time by giving notice in writing to the Public Officer of the Association, and the Membership ceases when the Board accepts the notice at a Board Meeting.

4.5 Expulsion of Members

- (a) Members may be expelled from the Association if the Board considers the conduct of the Member has been, or continues to be, or is likely to be, detrimental to the Association.
- (b) Members can only be expelled if the following procedure is followed by the Board:
 - (i) The Board serves a notice in writing to the Member whose expulsion is being considered, as per the address recorded with the Association, advising it of the reasons it is being considered for expulsion (the **Expulsion Notice**);
 - (ii) Following the delivery of the Expulsion Notice, the Board allow the Member seven (7) days to respond in writing to the Board, addressing the contents of the Expulsion Notice, and:
 - A. if a response is received, the Association must consider the response in accordance with rule 4.5(b)(iii); or
 - B. if a response is not received, the Board may expel the Member pursuant to 4.5(b)(iv).

- (iii) If the Board received a response to the Expulsion period within the timeframe specified in rule 4.5(b)(ii), the Board must within twenty one (21) days from service of the response consider the response and determine whether the Member is to be expelled.
- (iv) If the Board resolves to expel a Member:
 - A. pursuant to rule 4.5(b)(iii), or;
 - B. on the basis that the Board did not receive a response from the Member in accordance with rule 4.5(b)(ii)B,
the expulsion takes effect immediately.
- (v) The Board may make a decision pursuant to rule 4.5(b)(iv) in its sole and absolute discretion.

4.6 Associate Membership

- (a) Associate Membership is available to any person or organisation whose objects are, in the opinion of the Board, sufficiently similar to those of the Association to warrant Associate Membership.
- (b) For the avoidance of doubt, Associate Members do not have voting rights.

5. ELECTION OF THE BOARD

5.1 Application of Transitional Provisions

The rules set out in this rule 5 are subject to the transitional provisions in rule 5.8 of this Constitution.

5.2 Composition of the Board

The Association shall be governed by a Board of no more than nine (9) Board Members, consisting of:

- (a) the President;
- (b) the Vice President;
- (c) the Treasurer;
- (d) four (4) General Board Members; and
- (e) no more than two (2) Co-Opt Board Members,

with one of the persons described in rule 5.2(a) to 5.2(d) to be determined by the Board as the Public Officer for the purposes of the Act.

5.3 Election of Board

Subject to the rules set out in this rule 5, the Board (save for the Co-Opt Board Members) will be elected at the Annual General Meeting by the Members.

5.4 Nominations and Elections Policy

- (a) The Board must establish a Nominations and Election Policy (the **Nominations and Election Policy**).
- (b) The Nominations and Election Policy must:
 - (i) set out the process for the nomination and election of Board Members;
 - (ii) specify the experience, qualifications and skills required by Board Members,

including for nominations; and

- (iii) develop and establish evaluation criteria for the assessment of nominees for the Board.
- (c) The Board may add to or vary the Nominations and Election Policy from time to time, provided that any addition or amendment cannot be inconsistent with, or otherwise override the terms of, this Constitution.

5.5 Appointment Terms and Limits

- (a) Subject to the transitional provisions as set out in this Constitution in rule 5.8, Board Members will be appointed for terms of three (3) years, commencing from the date of their appointment at the Annual General Meeting and terminating at the date of the third Annual General Meeting after being elected.
- (b) Term of office for Board Members shall be limited to six (6) consecutive years.
- (c) After the maximum six-year tenure, a person may be re-elected to the Board provided there is a minimum two-year break between the end of their six-year tenure and their re-election.

5.6 Co-Opt Board Members

- (a) The Board may co-opt persons to the Board for a period not exceeding one (1) year for the purpose of enhancing the knowledge, skills and/or expertise of the Board (**Co-Opt Board Member**).
- (b) Co-opted Members have equivalent voting rights as other Board Members.
- (c) There shall be no more than two (2) such co-opted Members at any one time on the Board.

5.7 Casual Vacancies

If a vacancy in the Board occurs before the end of the term of the appointment of a Board Member, the Board may appoint a person to fill the vacancy until the Annual General Meeting immediately following the vacancy.

5.8 Transitional provisions

- (a) Notwithstanding rules 5.2 to 5.7 (inclusive), the Board Members as at the date of this document will continue on in their capacity as Board Members until such time as new Board Members are elected in accordance with the procedures and requirements of this rule 5.
- (b) At the first Annual General Meeting held subsequent to the approval of this Constitution – being the date which is or is around the date of this Constitution – all Board Members appointed prior to the adoption of this version of the Constitution will resign and new Board Members will be elected in accordance with the rules of this Constitution but in no way shall this rule operate to prevent the resigning Board Members from being elected to the Board first constituted under this Constitution (provided that rules 5.5(b) and 5.5(c) are complied with).
- (c) The terms of appointment for the first Board Members elected under this Constitution will be staggered so as to avoid all Board Members being on the same tenure rotation. The first instance of Board Member appointments from the date of this document will limit terms of appointment such that:
 - (i) two Board Members will be appointed for one (1) year;
 - (ii) two Board Members will be appointed for two (2) years; and

- (iii) three Board Members will be appointed for three (3) year,
and the Board shall determine which Board Members shall be appointed for the relevant terms.
- (d) For the avoidance of doubt, the limited terms described in rule 5.8(c) ONLY APPLY to Board Members first appointed under this Constitution and not for any subsequent appointments of Board Members.

6. RESPONSIBILITIES OF THE BOARD

The Board:

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

7. BOARD MEETINGS

7.1 Board Meetings

- (a) The Board shall meet as required, but not less than four (4) times per calendar year, at such places and at such times as the Board may determine.
- (b) Board Meetings may take place in-person or otherwise through virtual electronic communications (with face-to-face technology), or a combination of both.
- (c) A Board Meeting may be called by the President or two (2) Board Members.
- (d) All Board decisions or actions must be ratified and minuted at the next full Board meeting.

7.2 Notice for Board Meetings

- (a) At least five (5) Business Days' written notice of any Board Meeting must be given to each Board Member, setting out the time and place of the meeting.

7.3 Quorums

- (a) The quorum for a meeting shall be a majority of Board Members.
- (b) If a quorum is not present within one (1) hour of the time at which a meeting was due to commence then the meeting is to be adjourned to a date and as determined by the Board Members present. The Public Officer is to notify all Board Members of the Board of the date and time.

7.4 Voting

At Board Meetings:

- (a) each Board Member entitled to one (1) vote;
- (b) proxy votes are not permitted;
- (c) all matters are to be determined by a majority vote;
- (d) in the case of a tied vote, the President shall have an additional (or casting) vote.

- (e) any Board Member who has a direct or indirect financial or pecuniary interest in any matter to be considered by the Board must disclose such an interest to the Board as soon as the Board Member becomes aware of the interest, and that Board Member shall not participate in debate or vote with respect to that matter.

7.5 Circular Resolutions

- (a) The Board may, from time to time, resolve that certain matters may be decided by the Board by way of circular resolution.
- (b) For the avoidance of doubt, a circular resolution cannot be used to circumvent or avoid a requirement specified in this Constitution.

8. CHIEF EXECUTIVE OFFICER

8.1 Appointment of CEO

The Board may appoint a person to the position of Chief Executive Officer (the **CEO**).

8.2 Office of CEO

If appointed, the CEO must hold its office on terms and conditions, and with the powers, duties and authority, determined by the Board (from time to time).

8.3 Suspension and removal of CEO

The Board by resolution may suspend or remove the CEO at any time.

8.4 Delegation to CEO

Without limiting the functions of the CEO, the Board may delegate to the CEO:

- (a) day-to-day management responsibilities relating to the business and affairs of the Association;
- (b) responsibility to develop business plans, budgets, policies, and processes for the Board;
- (c) financial and other reporting responsibilities on behalf of the Association; and
- (d) any other powers and responsibilities the Board considers appropriate to delegate to the CEO, from time to time.

8.5 CEO may attend meetings

Subject to a contrary direction resolved by the Board, the CEO is entitled to:

- (a) attend all meetings Board and any committees established pursuant to this Constitution; and
- (b) provide recommendations and opinions in relation to matters before the Board and any committees established pursuant to this Constitution,

provided that the CEO does not have a right to vote.

9. RESIGNATION AND EXPULSION FROM THE BOARD

9.1 Resignation

- (a) A Board Member ceases to hold office if:
 - (i) the Board Member resigns in writing as a Member of the Board;

- (ii) by majority vote of the Board the Member is expelled from the Board under rule 9 of these rules;
- (iii) the Board Member ceases to live in Tasmania;
- (iv) the Board Member fails to attend three consecutive Board Meetings without the prior consent of the Board.

9.2 Expulsion

- (a) A Board Member can be expelled if the Board considers:
 - (i) the Board Member's conduct is detrimental to the interests of the Association; or
 - (ii) if the Board Member is not performing their duties of office fully consistent with NHT's Code of Conduct.
- (b) To expel a Member of the Board, the Board must give the Board Member notice in writing (the **Expulsion Notice**) of the meeting at which the expulsion will be considered and decided (the **Expulsion Meeting**).
- (c) The Board Member is entitled to attend the Board Member Expulsion Meeting to provide submissions the Board, provided that the Board Member may be required to leave the meeting while the Board considers the matters pertaining to the expulsion.
- (d) If the Board decides to expel the Board Member, the Board Member will be expelled from the Board as soon as the Board Member is given notice of the expulsion.

10. ANNUAL GENERAL MEETING

- (a) The Annual General meeting is to be held within six (6) months of the end of the Financial Year, at a date time and location determined by the Board.
- (b) Not less than twenty one (21) days' notice is to be given of the Annual General Meeting in writing to all Members, either in hard copy or electronically.
- (c) The business of the Annual General Meeting is to:
 - (i) confirm the minutes of the previous Annual General Meeting;
 - (ii) receive a report from the President;
 - (iii) receive a report from the Treasurer;
 - (iv) appoint an Auditor to hold office until the next Annual General Meeting;
 - (v) receive the Auditor's report; and
 - (vi) endorse the election of the Board.
- (d) The quorum to conduct an Annual General Meeting is not less 10 Members of the Association.
- (e) If a quorum is not present within one (1) hour of the appointed commencement time of the meeting, then the meeting is to be adjourned to a date, time and location determined by the Board. The period of adjournment is not to exceed thirty (30) days. All Members of the Association are to be given at least seven (7) days notice of the date, time and location of the adjourned meeting.
- (f) Each Member present at the Annual General Meeting has one (1) vote only and proxy votes shall be permitted (provided that the Member has given prior notice the Public Officer of the proxy and the Public officer has confirmed receipt of that notice).

- (g) Voting is to be conducted in the manner set out in these rules and, in the absence of any such direction, in a manner determined by the President.
- (h) The President shall have an additional or casting vote in the event of a tie.
- (i) The Board may resolve to permit an Annual General Meeting to take place in-person or otherwise through virtual electronic communications (with face-to-face technology), or a combination of both.
- (j) The Board may resolve to permit that voting at an Annual General Meeting be undertaken by way of ballot, including by electronic means.

11. SPECIAL GENERAL MEETINGS

- (a) The Public Officer is to call a Special General Meeting of the Association within twenty one (21) days of receiving one of the following:
 - (i) a request from a minimum of three Board Members; or
 - (ii) a request signed by representatives of six (6) Members of the Association.
- (b) Any request for a Special General Meeting must specify in detail the nature of the business which is to be conducted at the meeting.
- (c) The Public Officer is to give all Members and Board Members of the Association a minimum of fourteen (14) days' notice of the Special General Meeting, either in hard copy or electronically. The notice is to include details of the business which is to be conducted at the meeting.
- (d) If the Public Officer fails to convene a meeting within twenty one (21) days of the receipt a request to hold a Special General Meeting consistent with rules 11(a) to 11(c), then the Members or Board Members who have requested the meeting may convene and hold a Special General Meeting.
- (e) For the purposes of rule 11(d):
 - (i) the Members convening the meeting must be provided with the names and addresses of all Members by the Board; and
 - (ii) the meeting must be conducted in accordance with the rules of the Association.
- (f) The quorum for a Special General Meeting is one half (1/2) of the Members of the Association plus one (1) further Member.
- (g) If a quorum is not present within one (1) hour of the appointed commencement time for the meeting, then the meeting is to be adjourned to a date, time and location determined by the Board. The period of adjournment is not to exceed thirty (30) days. All Members of the Association are to be given at least seven (7) days notice of the date, time and location of the adjourned meeting.
- (h) A Member is entitled to have representation at a Special General Meeting and each Member has one vote, however proxy votes are not permitted.
- (i) Voting is to be conducted in the manner set out in these rules and, in the absence of such direction, in a manner determined by the President of the meeting.
- (j) The President shall have an additional or casting vote in the event of a tie.
- (k) The Board may resolve to permit a Special General Meeting to take place in-person or otherwise through virtual electronic communications (with face-to-face technology), or a combination of both.
- (l) The Board may resolve to permit that voting at a Special General Meeting be undertaken by way of ballot, including by electronic means.

12. SPECIAL RESOLUTIONS

- (a) Special Resolutions are required to be passed for:
 - (i) any amendment to be made to this Constitution;
 - (ii) the winding up of the Association;
 - (iii) the amalgamation of the Association with another Association; and
 - (iv) in other special circumstances determined by the Board as requiring a Special Resolution.
- (b) Notice of the intention to propose a Special Resolution and full text of the Resolution must have been given to all Members at least fourteen (14) days prior to the meeting at which it is to be discussed and proposed.

13. AUDIT OF ACCOUNTS

- (a) The accounts of the Association must be audited at least once every Financial Year.
- (b) The auditor that will conduct the audit will be determined in accordance with rule 10(c)(iv) (the **Auditor**).
- (c) The Auditor shall report as to the truth and fairness of the accounts of the Association to the Members at Annual General Meeting.
- (d) In reporting, the Auditor shall state:
 - (i) whether the information required for the purposes of the audit has been obtained;
 - (ii) whether the rules relating to the administration of the funds of the Association have been observed; and
 - (iii) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of the Association according to the information available and explanations given and as shown by the books of the Association.
- (e) The Public Officer of the Association shall deliver to the Auditor a list of all the accounts, books and records of the Association.
- (f) The Board may appoint a replacement auditor to the position of Auditor if a casual vacancy occurs, to fill the vacancy until the end of the next Annual General Meeting.

14. SEAL OF THE ASSOCIATION

The Seal of the Association is to be kept at the Registered Office and will be affixed according to the Affixing of the Seal Policy.

15. WINDING UP

- (a) In the event of the Association being wound up:
 - (i) Every Member of the Association; and
 - (ii) Every organisation which in the last twelve (12) months was a Member (house) of the Association

is liable to contribute to a sum not exceeding the current membership fee to the assets of the Association for the payment of the debts and liabilities of the Association.

- (b) A former Member is not liable to contribute in respect of any debt or liability of the Association after it ceased to be a Member of the Association.
- (c) On winding up of the Association:
 - (i) the amount which remains after winding up and has the satisfaction of all its debts and liabilities shall be handed over to an organisation which has similar objects, and which is approved by the Commissioner of Taxation and the Commissioner of the Australian Charities and Not-for-profit Commission as a public benevolent institution for the purposes of any Commonwealth Taxation Act.
 - (ii) All Government monies must be returned to appropriate Government Departments.
 - (iii) If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, and which is charitable at law, to which income tax deductible gifts can be made:
 - A. Gifts of money or property for the principal purpose of the organisation.
 - B. Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation.
 - C. Money received by the organisation because of such gifts and contributions.

16. ESTABLISHMENT AND OPERATION OF PUBLIC FUND

16.1 Establishment of Public Fund

- (a) The Association must create and maintain a public fund (the **Public Fund**) called the NHT Fund provided it is deemed eligible for “Deductible Gift Recipient Status” by the Australian Tax Office.
- (b) The NHT Fund must be maintained for the performance and pursuit of the objects and purposes of the Association.
- (c) The Association must notify the Australian Taxation Office in writing of any change to its objects that may materially affect the Public Fund.
- (d) The Association must ensure that:
 - (i) the Public Fund receives all gifts of money and property to the Association;
 - (ii) all money (including interest, income or money from the sale of property) derived from money or property of the Public Fund is paid into the Public Fund;
 - (iii) the Public Fund does not receive any money or property other than money or property described in rules 16.1(d)(i) and 16.1(d)(ii);
 - (iv) the Public Fund is only used to further the objects and purposes of the Association; and
 - (v) a separate bank account is established and maintained for the Public Fund into which all money in the Public Fund will be paid and that the Board determine the persons whom will be the only signatories to the account.
- (e) The Association may accept gifts from the Public into the NHT Fund.

16.2 Management of Public Fund

- (a) The Public Fund must be administered by a committee of at least three (3) persons

- determined by the Board from time to time (the **NHT Fund Committee**).
- (b) The must authorise the release of money from the Public Fund, manage the investment of the Public Fund and authorise the sale of its assets.
 - (c) Subject to rules 16.1(a) and 16.3(d), the Board may specify:
 - (i) the manner in which the NHT Fund Committee must undertake its responsibilities;
 - (ii) require the release of the money from the NHT Fund be in accordance with an annual operating plan and/or budget, as may be determined or amended from time to time (to reflect updates and changes in operational priorities of the Association);
 - (iii) the matters which the committee must have regard to in carrying out its functions; and
 - (iv) any other matters concerning the committee or its functions that the Board determines.
 - (d) A member of the NHT Fund Committee must declare any conflict of interest that member may have in relation to the performance of his or her duties as a member of the NHT Fund Committee, as may be the case from time to time.
 - (e) A member of the NHT Fund Committee may not participate in discussion on, or vote on, a resolution where a member:
 - (i) has or may have a direct personal interest or a conflict of fiduciary duty; or
 - (ii) may benefit either directly or indirectly the discussion or vote.

16.3 Surplus Assets

- (a) At the first occurrence of:
 - (i) the winding up of the NHT; or
 - (ii) the Association ceasing to be a Deductible Gift Recipient under Division 30 of the Income Tax Assessment Act 1997,any surplus assets of the Public Fund must be transferred to a fund, authority or institution which:
 - (iii) has similar objects and purposes to that of the Association;
 - (iv) is charitable at law; and
 - (v) if surplus assets were gifted, they would be deductible under Division 30 Income Tax Assessment Act 1997.
- (b) The identity of the fund, authority or institution must be decided by the Association.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a transfer under this rule to that fund, authority or institution must be made in accordance with or subject to those conditions.
- (d) Receipts issued for gifts must state:
 - (i) the name of the Association;
 - (ii) that fact that the receipt is for a gift; and
 - (iii) the Australian Business Number of the Association.