

AUSTRALIAN INDUSTRY AND DEFENCE NETWORK - VICTORIA

CONSTITUTION

NOVEMBER 2004

PART 1 PRELIMINARY

INTERPRETATION

1.1 In these rules, except in so far as the context or subject matter otherwise indicates or requires -

“Associate Member” means a member eligible for Associate Membership in accordance with rule 3.5;

“Association” means the Australian Industry and Defence Network - Victoria;

“Board of Management” means the committee and vice versa;

“Member” means a member of the Association;

“ordinary member” means a member of the committee who is not an office bearer of the association, as referred to in rule 17.3;

“Secretary/Treasurer” means -

(a) the person holding office under these rules as Secretary/Treasurer of the Association; or

(b) where no such person holds that office - the Public Officer of the Association;

“Special General Meeting” means a general meeting of the association other than Annual General Meeting;

“the Act” means the Associations Incorporation Act, 1981;

“the Registrar” means the Registrar as defined in the Act”

“the Regulations” means the regulations under the Act;

“Voting Member” means a member eligible for Voting Membership in accordance with rule 3.4.

1.2 In these rules -

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the Interpretation of Legislation Act, 1984, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II OBJECTIVES

OUR OBJECTIVES ARE:

- 2.1 To maximise the amount of Defence business conducted in Victoria.
- 2.2 To assist members, and in particular SMEs, in their dealings with the Department of Defence.
- 2.3 To facilitate the dissemination of Department of Defence industry and procurement policy information to members (this will include an electronic bulletin board for on-line information).
- 2.4 To represent members in the presentation of their views, independent of Federal or sectoral interests, to Government departments.
- 2.5 To assist with and facilitate networking between State Defence Industry bodies to enhance competitiveness and offset imported products.
- 2.6 To represent members on forums, working groups and committees relating to Defence products and services.
- 2.7 To actively promote programs designed to increase the level of Australian content in Defence purchases and assist members in participating in industry development programs.
- 2.8 To develop and build upon working relationships with appropriate acquisition and sustainment elements of the Department of Defence, Defence Industry and other procurement authorities.
- 2.9 To ensure that relevant DoD agencies and officers are aware of the products and capabilities within member organisations and networks.
- 2.10 To provide a complete range of member services including industry forums, briefing sessions, training programs and networking opportunities to increase members' competitiveness.
- 2.11 To work closely with the relevant State government representatives and organisations to formulate a consistent strategy toward Defence procurement development, especially at a local level.
- 2.12 To assist members in maximising their profitability through enhanced business opportunities and initiatives which improve management skills & expertise.

PART III MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

3.1 The Association exists primarily and principally to pursue the interests of SMEs in the Australian defence industry. However, in order to accurately represent the structure of the Australian defence environment the membership of the Association shall be open to representatives of all small businesses, medium businesses, large companies, Australian prime contractors, foreign-controlled companies and government organisations including individual sections of the Defence department.

3.2 Membership shall be on a personal and not organisational basis. A person is qualified to be a member of the Association if, but only if –

- (a) The person operates or is employed by a small or medium sized business and has an interest in supplying goods and services to defence forces in Australia and Overseas, or
- (b) The person is employed by and/or is the nominated representative of a large company, Australian prime contractor, foreign-controlled company or government organisation has an interest in supplying goods and services to defence forces in Australia and Overseas; or
- (c) The person is employed by and/or is the nominated representative of the Australian Defence department (including any individual section of the Defence department); or
- (d) The person is a person referred to in Section 14(1)(a)(b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act;

and the person is a person who has been approved for the membership of the Association by the committee of the association.

3.3 The Association shall have Voting Membership and Associate Membership.

3.4 Only a member who either operates or is employed by or represents a SME, large company, Australian prime contractor, foreign contractor or government organisation which carries on its usual business or functions from premises located in Victoria shall be eligible to be a Voting Member.

3.5 A member who is not eligible to be a Voting Member under rule 3.4, shall be registered as an Associate Member. (For example: a member who represents a SME which carries on business in the Riverina area of New South Wales).

NOMINATION FOR MEMBERSHIP

4.1 A nomination of a person for membership of the Association -

- (a) shall be made in writing by completing the nominated application form;

- (b) shall indicate whether the person is nominated as a Voting Member or as an Associate Member; and
 - (c) shall be lodged with the Secretary of the Association.
- 4.2 As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the committee which shall determine whether to approve or to reject the nomination.
- 4.3 Where the committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- 4.4 The Secretary shall, on payment by the nominee of the amounts referred to in sub-rule (3) of this rule within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.

CESSATION OF MEMBERSHIP

- 5.1 A person ceases to be a member of the Association if the person -
- (a) dies;
 - (b) does not pay the membership subscription;
 - (c) resigns that membership; or
 - (d) is expelled from the Association.
 - (e) ceases to be the nominated representative in accordance with rules 3 and 6.
- 5.2 A Voting Member who ceases to be eligible to be a Voting Member may convert his or her status to that of an Associate Member provided that he or she is eligible to be an Associate Member and pays such membership subscriptions as are required of an Associate Member.

TRANSFER OF MEMBERSHIP ENTITLEMENTS

6. A right, privilege or obligation which a person has by reason of being a member of the Association -
- (a) can only be transferred or transmitted to another person representing the same organisation, by notification in writing.

RESIGNATION OF MEMBERSHIP

- 7.1 A member of the Association is not entitled to resign that membership except in accordance with this rule.
- 7.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the Secretary/Treasurer of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 7.3 Where a member of the Association ceases to be a member pursuant to sub-rule (2) of this rule, and in every other case where a member ceases to hold membership, the Secretary/Treasurer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

- 8.1 The Public Officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person becomes a member and the person's class of membership.
- 8.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

FEES, SUBSCRIPTIONS, etc

- 9.1 Members of the Association shall, upon admission to membership, pay to the Association a fee of \$1 or, where some other amount is determined by the committee, of that other amount.
- 9.2 In addition to any amount payable by the member under sub-rule (1) of this rule, a member of the Association shall pay to the Association an annual membership fee of \$2 or, where some other amount is determined by the committee, of that other amount-
 - (a) except as provided by paragraph (b), before 1st July in each calendar year; or
 - (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.
- 9.3 The committee may determine different levels of annual membership fees for different classes of membership and for different members within a class of membership. (For example: a Voting Member with more employees may be required to pay higher fees than a Voting Member with less employees).

ACCOUNTS OF RECEIPTS, EXPENDITURE, ETC

- 10.1 True Accounts shall be kept -
- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) of the property, credits, and liabilities of the Association. And subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, these accounts shall be open to the inspection of the members of the Association.
- 10.2 The Treasurer of the Association shall be responsible for the keeping of all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the Association in such form and manner as the Committee may direct.
- 10.3 The Accounts, books, and records referred to in sub-rule (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Committee may decide.

AUDITOR

- 11.1 At each Annual General Meeting of the Association, the Voting Members present shall appoint a person who is not a member or the Public Officer of the Association as the auditor of the Association.
- 11.2 A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed, and is eligible for re-appointment.
- 11.3 The first auditor of the Association may be appointed by the Committee before the first Annual General Meeting, and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first Annual General Meeting.
- 11.4 If an appointment is not made at an Annual General Meeting the Committee shall appoint an auditor of the Association for the then current financial year of the Association.
- 11.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

AUDIT OF ACCOUNTS

- 12.1 Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.

- 12.2 The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
- 12.3 In his report, and in certifying to the accounts, the auditor shall state:
- (a) whether he has obtained the information required by him;
 - (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association.
 - (c) whether the rules relating to the administration of the Association have been observed; and
 - (d) whether the rules relating to the general operation of the Association have been observed.
- 12.4 The Public Officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- 12.5 The Auditor:
- (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
 - (c) may employ persons to assist him in investigating the accounts of the Association; and
 - (d) may, in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

MEMBERS LIABILITIES

13. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 9.

DISCIPLINING MEMBERS

- 14.1 Where the committee is of the opinion that a member of the Association -
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or

- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

The committee may, by resolution -

- (c) expel the member from the Association; or
- (d) suspend the member from the membership of the Association for a specified period.

14.2 A resolution of the committee under sub-rule (1) of this rule is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-rule (3) of this rule, confirms the resolution in accordance with this rule.

14.3 Where the committee passes a resolution under sub-rule (1) of this rule, the Secretary/Treasurer shall, as soon as practicable, cause a notice in writing to be served on the member -

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at the meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

14.4 At a meeting of the committee held as referred to in sub-rule (3) of this rule, the committee shall -

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

14.5 Where the committee confirms a resolution under sub-rule (4) of this rule, the Secretary/Treasurer shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 15.

- 14.6 A resolution confirmed by the committee under sub-rule (4) of this rule does not take effect -
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless, and until the Association confirms the resolution pursuant to rule 15.4.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 15.1 A member may appeal to the Association in general meeting against a resolution of the committee which is confirmed under rule 14.4, within 7 days after notice of the resolution is served on the member by lodging with the Secretary/Treasurer a notice to that effect.
- 15.2 Upon receipt of a notice from a member under sub-rule (1) of this rule, the Secretary/Treasurer shall notify the committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary/Treasurer received the notice.
- 15.3 At a general meeting of the Association convened under sub-rule (2) of this rule -
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Voting Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed

PART III THE COMMITTEE

POWERS, ETC OF COMMITTEE

16. The committee shall be called the "Board of Management" of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting -
- (a) shall control and manage the affairs of the Association
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and

- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

CONSTITUTION AND MEMBERSHIP

- 17.1 Subject in the case of the first members of the committee to Section 23 of the Act, the committee shall consist of -
 - (a) the officers
 - (b) the executive committee members each of whom shall be deemed elected at the Annual General Meeting of the Association pursuant to rule 26.
- 17.2 Only Voting Members may be office-bearers of the Association or be members of the committee.
- 17.3 The office-bearers of the Association shall be -
 - (a) The President, who shall be elected from eligible Voting Members and may be any person who operates or is employed by a small or medium sized business and has an interest in supplying goods and services to defence forces in Australia and Overseas. The role of President may not be filled by any person who is, in the opinion of the majority of the Committee, neither employed by nor representing an Australian SME.
 - (b) The Vice President, who shall be any Voting Member of the Association.
 - (c) The Secretary, who shall be any Voting Member of the Association.
 - (d) The Treasurer, who shall be any Voting Member of the Association.
- 17.4 Each member of the committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 17.5 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a Voting Member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 17.6 **CHANGE OF CIRCUMSTANCES OF PRESIDENT**

If, during the term of presidency a President of the Association shall lose entitlement to be President through a change in circumstances of employment as described in 17.3(a) then the position of President shall be declared vacant within 3 months and the Vice President (if eligible) shall assume the role of President. If the Vice President is not eligible then a majority of the Committee shall appoint a new President from eligible members of the Committee or from the eligible Voting Membership of the Association. The new President shall

immediately assume responsibility for representing the Association in the National AIDN organisation and Defence Industry Fora in which the President is representing the Association.

17.7 CONTINUING ENTITLEMENT OF ELIGIBLE PAST PRESIDENTS

A Past President who continues to maintain eligibility as a person who operates or is employed by a small or medium sized business and has an interest in supplying goods and services to defence forces in Australia and Overseas shall, for a period of 3 years after ceasing to be President of the Association, be eligible to represent the Association in addition to the current President in a national capacity in national organisations such as AIDN-National, the Defence Exporters Council and Defence Industry Fora, provided that such representation does not preclude representation by the current President.

SECRETARY/TREASURER

18.1 The Secretary and Treasurer of the Association shall as soon as practicable after being appointed as Secretary or Treasurer lodge notice with the Association of his or her address.

18.2 It is the duty of the Secretary to keep minutes of -

- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

18.3 It is the duty of the Treasurer to ensure that;

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

18.4 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

CASUAL VACANCIES

19. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member -

- (a) dies;
- (b) ceases to be a Voting Member of the Association;

- (c) becomes insolvent under administration within the meaning of Corporations Law;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under rule 20;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with any way under the law relating to mental health.

REMOVAL OF MEMBER

- 20.1 The Association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 20.2 Where a member of the committee to whom a proposed resolution referred to in sub-rule (1) of this rule relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

- 21.1 The committee shall meet at least 2 times in each period of 12 month's at such place and time as the committee may determine.
- 21.2 Additional meetings of the committee may be convened by the President or by any member of the committee.
- 21.3 Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- 21.4 Notice of a meeting given under sub-rule (3) of this rule shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 21.5 One half of the members of the committee including at least 2 office bearers constitute a quorum for the transaction of the business of a meeting of the committee.
- 21.6 No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not

present the meeting stands adjourned to a time and place to be notified by the Secretary.

- 21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 21.8 At a meeting of the committee -
- (a) the President or, in the President's absence, the Vice-President, shall preside; or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining and willing members of the committee as may be chosen by the Voting Members present at the meeting shall preside.
- 21.9 The committee may, at the committee's discretion, hold any meeting by telephone or television conference, except for the two meetings in sub-rule (1) of this rule.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 22.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Voting Member or Voting Members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than -
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 22.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to the time or circumstances, as may be specified in the instrument of delegation.
- 22.4 Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 22.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

DISCLOSURE OF INTERESTS IN CONTRACTS WITH THE ASSOCIATION

- 23.1 A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association must disclose their interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if their interest then exists, or, in any other case, at the first meeting of the Committee after the acquisition of their interest.
- 23.2 If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first Committee meeting after they become so interested.
- 23.3 No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which they are interested and if they do so vote their vote shall not be counted.
- 23.4 If the conflict of interest is resolved to be significant or material the member must take no further part in the discussion or the decision making process.
- 23.5 The Committee may expel from the Association, any member it considers failed to disclose significant or material conflict of interest.

VOTING AND DECISIONS

- 24.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 24.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.3 Subject to rule 22.5, the committee may act notwithstanding any vacancy on the committee.
- 24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

- 25.1 With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.

- 25.2 The Association shall hold its first Annual General Meeting -
- (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- 25.3 Sub-rules (1) and (2) of this rule have effect subject to any extension or permission granted by the Registrar under Section 26(5) or 26(7) of the Act.

**ANNUAL GENERAL MEETINGS -
CALLING OF AND BUSINESS AT**

- 26.1 The Annual General Meeting of the Association shall, subject to the Act and rule 25, be convened on such date and at such place and time as the committee thinks fit.
- 26.2 Only Voting Members may vote at an Annual General Meeting.
- 26.3 In addition to any other business which be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and ordinary members of the committee;
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 30(3) of the Act;
 - (e) to appoint the auditor and determine their remuneration; and
 - (f) to determine the remuneration of servants of the Association.
- 26.4 An Annual General Meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

- 27.1 The committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 27.2 The committee shall, on the requisition in writing of not less than 5 per cent of the total number of Voting Members, convene a Special General Meeting of the Association.
- 27.3 A requisition of Voting Members for Special General Meeting -

- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the Secretary/Treasurer; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.4 If the committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Voting Members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 27.5 A Special General Meeting convened by a member or members as referred to in sub-rule (4) of this rule shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any Voting Member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- 27.6 Only Voting Members may vote at a Special General Meeting.

NOTICE

- 28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid mail to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) of this rule specifying, in addition to the matter required under sub-rule (1) of this rule, the intention to propose the resolution as a special resolution.
- 28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 26.3
- 28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

- 29.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 29.2 Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 6) shall constitute a quorum.

PRESIDING MEMBER

- 30.1 The President, or in the President's absence, the Vice- President, shall preside as Chairperson at each general meeting of the Association.
- 30.2 If the President and the Vice-President are absent from a general meeting or unwilling to act, the Voting Members present shall elect a willing one of their number to preside as chairperson at the meeting.

ADJOURNMENT

- 31.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Excepted as provided in sub-rules (1) and (2) of this rule, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING DECISIONS

- 32.1 A question arising at a general meeting of the Association shall be determined on a show of hands of the Voting Members and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 32.2 At a general meeting of the Association, a poll may be demanded by the Chairperson or by not less than 3 Voting Members present in person or by proxy at the meeting.
- 32.3 Where a poll is demanded at a general meeting, the poll shall be taken-
- (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

33. A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such Voting Members present of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

VOTING

- 34.1 Upon any question arising at a general meeting of the Association, a Voting Member has one vote only and an Associate Member does not have a vote.
- 34.2 All votes shall be given personally or by proxy.
- 34.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

APPOINTMENT OF PROXIES

- 35.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 35.2 The notice appointing the proxy shall be in writing.

PART V

MISCELLANEOUS

INSURANCE

36. The Association shall effect and maintain such insurance as the committee considers, from time to time, is necessary.

FUNDS - RESOURCE

- 37.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- 37.2 All money received by the Association shall be deposited as soon as practical and without deduction to the credit of the Association's bank account.
- 37.3 The Association shall, as soon as practical after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

- 38.1 Subject to any resolution passed by the Association in general meetings, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the committee determines.
- 38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the committee or employees of the Association, being members or employees authorised to do so by the committee.
- 38.3 The assets and income of Association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 38.4 In the event of Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another incorporated association which has similar objects and which is exempt from income tax.

- 38.5 Where it furthers the objects of Association to amalgamate with any one or more incorporated association(s) having similar objects, the other incorporated association(s) must have rules prohibiting the distribution of its(their) assets and income to members; and must be exempt from income tax.

ALTERATIONS OF OBJECTS AND RULES

39. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

COMMON SEAL

- 40.1 The common seal of the Association shall be kept in the custody of the Public Officer.
- 40.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures of either 2 members of the committee or of 1 member of the committee and or the Public Officer, Secretary or Treasurer.

CUSTODY OF BOOKS, ETC

41. Except as other wise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

INSPECTION OF BOOKS, ETC

42. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

SERVICE OF NOTICE

- 43.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or other means to the member at the member's place of business shown in the register of members.
- 43.2 Where a document is sent to a person by properly addressing, prepaying and sending to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the correspondence would have been delivered.

DISPUTES AND MEDIATION

- 44.1 The grievance procedure set out in this rule applies to disputes between
- (a) a member and another member; or
 - (b) a member and the Association.
- 44.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 44.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 44.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (I) in the case of a dispute between a member and another member, a person appointed by the committee; or
 - (II) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 44.5 A member of the Association can be a mediator.
- 44.6 The mediator cannot be a member who is a party to the dispute.
- 44.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 44.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 44.9 The mediator must not determine the dispute.
- 44.10 If the mediation process does not result in the dispute being solved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.