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Intelligent Transport Systems Australia Inc.
Registration number A0026405C / ARBN: 090 235 493

RULES OF ASSOCIATION

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TABLE OF CONTENTS

1. Name	1
2. Purposes	1
3. Financial year	1
4. Definitions and Interpretation	1
5. Powers of Association	3
7. Minimum number of Members	4
8. Who is eligible to be a Member	4
9. Application to become a Member / Affiliate	4
10. Provisional Acceptance and Consideration of application	5
11. New Member / Affiliate	5
12. Subscription and fee on joining	6
13. General rights of Members	7
14. Affiliates	7
15. Rights not transferable	7
16. Ceasing Membership	7
17. Resigning as a Member or Affiliate	7
18. Register of Members and Affiliates	8
19. Grounds for taking disciplinary action	8
20. Disciplinary subcommittee	9
21. Notice to Member or Affiliate	9
22. Decision of subcommittee	10
23. Appeal rights	10
24. Conduct of disciplinary appeal meeting	11
25. Application	11
26. Parties must attempt to resolve the dispute	11
27. Appointment of mediator	11
28. Mediation process	12
29. Failure to resolve dispute by mediation	12
30. Annual General Meetings	12
31. Special General Meetings	13
32. Special General Meeting held at request of Members	13
33. Notice of General Meetings	14
34. Proxies and Representatives	14
35. Use of technology	15
36. Quorum at General Meetings	15

37. Adjournment of General Meeting	16
38. Voting at General Meeting	16
39. Special resolutions	17
40. Determining whether resolution carried	17
41. Minutes of General Meeting	18
42. Role and powers	18
43. Delegation	19
44. Composition of Board	19
45. General Duties	19
46. President and Vice-President	20
47. Secretary	20
48. Finances	21
49. Who is eligible to be a Board Member	21
50. Positions to be declared vacant	22
51. Nominations	22
52. Nomination of President and Vice-President.	22
53. Election of Board Members	23
54. Ballot	23
55. Term of office	24
56. Vacation of office	24
57. Filling casual vacancies	25
58. Meetings of Board	25
59. Notice of meetings	26
60. Urgent meetings	26
61. Procedure and order of business	26
62. Use of technology	26
63. Quorum	26
64. Voting	27
65. Conflict of interest	27
66. Minutes of meeting	28
67. Leave of absence	28
68. Source of funds	28
69. Management of funds	28
70. Financial records	29
71. Financial statements	29
72. Common seal	29
73. Registered address	30

74. Notice requirements	30
75. Custody and inspection of books and records	30
76. Winding up and cancellation	31
77. Alteration of Rules	31
Annexure A	32

Rules of Association

Dated 22 November 2018

Regulation 12

Note

The persons who from time to time are Members of the Association are an incorporated association by the name given in Rule 1 of these Rules.

Under section 46 of the *Associations Incorporation Reform Act 2012 (Vic)*, these Rules are taken to constitute the terms of a contract between the Association and its Members.

Part 1—Preliminary

1. Name

The name of the incorporated association is “Intelligent Transport Systems Australia Incorporated”.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Purposes

The purposes of the Association are those set out in Annexure A.

3. Financial year

The Financial Year of the Association is each period of 12 months ending on 30 June (or subject to the Act, such other date as the Board may determine).

4. Definitions and Interpretation

4.1 In these Rules—

Act means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made under that Act;

Absolute Majority, of the Board, means a majority of the Board Members currently holding office and entitled to vote at the time (as distinct from a majority of Board Members present at a Board Meeting);

Annexure means an annexure to these Rules;

Affiliate means a person who has been admitted as an Affiliate referred to in Rule 14.1;

Association means the incorporated association known by the name set out in Rule 1;

Board means the committee having management of the business of the Association;

Board Meeting means a meeting of the Board held in accordance with these Rules;

Board Member means a member of the Board elected or appointed under Division 3 of Part 5 but also includes a current Board Member elected or appointed, before these Rules came into force, under the Previous Rules;

Chairperson, of a General Meeting or Board Meeting, means the person chairing the meeting as required under Rule 46;

Co-opted Board Member means a Board Member appointed by the Board under Rule 44.3;

Disciplinary Appeal Meeting means a meeting of the Members convened under Rule 23.3;

Disciplinary Meeting means a meeting of the Board convened for the purposes of Rule 22;

Disciplinary Subcommittee means the subcommittee appointed under Rule 20;

Elected Board Member means a Board Member elected by Members under Rule 53 but also includes a current Board Member appointed by the Board before these Rules came into force under rule 22 of the Previous Rules;

Financial Year means a 12-month period specified in Rule 3;

General Meeting means a general meeting of the Members convened in accordance with Part 4 and includes an annual General Meeting, a special General Meeting and a disciplinary appeal meeting;

Honorary Member means a person appointed as such under Rule 11.4;

Honorary Life Member means a person appointed as such under Rule 11.4;

Insolvent in respect of a person means the person has become or resolves to become subject to any form of insolvency administration including, without limitation, bankruptcy, provisional liquidation, liquidation, receivership, official management, voluntary administration or any scheme of arrangement or compromise for the benefit of that party's creditors generally, or ceases or threatens to cease conducting its business in the normal manner;

Member means an Organisation whose application under Rule 9 to be a Member has been approved by the Board under Rule 10;

Member's Representative in respect of a Member means the representative nominated by the Member under Rule 9.2(c) (or such other duly authorised representative, who is a natural person, subsequently nominated in writing by the Member and approved by the Board);

Organisation means a "corporation" as defined under the *Corporations Act 2001* (Cth), a business (including a sole trader), the Government of Australia (whether State or Federal, and any of its departments or ministries) and such other organisations, bodies or groups that the Board in its sole discretion deems to be an "Organisation" for the purposes of these Rules;

Previous Rules means the rules of the Association which applied immediately before these Rules came into force;

Purposes of the Association means set out in Annexure A;

Registrar means the Registrar of Incorporated Associations;

Rules means the rules set out in this document;

Secretary means the person who is for the time being the secretary of the association under Division 1 of Part 6 of the Act; and

Special Resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.

- 4.2 Subject to the Act, in the event of any doubt or dispute as to the meaning or interpretation of these Rules, the Board shall determine any such meaning or interpretation and such determination shall be final and binding on all members.

Part 2—Powers of Association

5. Powers of Association

- 5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve the Purposes of the Association.
- 5.2 Without limiting Rule 5.1, the Association may—
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) employ any person in connection with the Purposes of the Association or in connection with anything required to be done by the Association pursuant to these Rules or the Act or otherwise and to decide the remuneration to be allowed and paid and the amount of all charges and expenses and to create or arrange any superannuation for the benefit of any person so employed;
 - (h) appoint a salaried officer as Chief Executive Officer of the Association;
 - (i) enter into any other contract it considers necessary or desirable.
- 5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for the Purposes of the Association.

6. Not for profit organisation

- 6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- 6.2 Rule 6.1 does not prevent the Association from paying a Member—
- (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member—
- if this is done in good faith on terms no more favourable than if the Member was not a Member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its Members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its Members.

Part 3—Members, disciplinary procedures and grievances

Division 1—Membership

7. Minimum number of Members

The Association must have at least 5 Members.

8. Who is eligible to be a Member

Any Organisation which supports the Purposes of the Association is eligible for Membership. Although natural persons who do not fall within the definition of “Organisations” are not eligible to be Members, they may be eligible to be Affiliates if they meet the criteria for any of the classes of Affiliates prescribed from time to time.

9. Application to become a Member / Affiliate

- 9.1 To apply to become a Member or Affiliate, a person must submit an application (whether online or otherwise) in the form prescribed by the Board from time to time to a Board Member or the Chief Executive Officer stating that the person—
- (a) wishes to become a Member or Affiliate (as the case may be); and
 - (b) supports the Purposes of the Association; and
 - (c) agrees to comply with these Rules.
- 9.2 The application—
- (a) must be submitted or signed by the applicant;
 - (b) may be accompanied by the relevant joining fee prescribed by the Board; and

- (c) in the case of an application by an Organisation to become a Member, must be accompanied by a nomination of a duly authorised representative, who is a natural person, as its representative for the purposes of these Rules and the Association.

Note

The joining fee is the fee (if any) determined by the Association under Rule 12.3.

10. Provisional Acceptance and Consideration of application

- 10.1 Unless otherwise directed by the Board, if a membership application is made online, the application will be treated as having been accepted provisionally pending a final decision by the Board. At the Board Meeting after an application is received under Rule 9 (or as soon as practicable thereafter), the Board must decide whether to accept or reject the application. At any time before a decision is made, the Board (or its delegate) may request the applicant to provide additional information or documentation in support of its application.
- 10.2 The Board must notify the applicant in writing of its decision as soon as practicable if it decides to reject the application.
- 10.3 If the Board rejects the application, it must return any money accompanying the application to the applicant.
- 10.4 No reason need be given for the rejection of an application.
- 10.5 Notwithstanding the foregoing provisions of this Rule 10, the Board may delegate to the Chief Executive Officer the tasks of deciding whether to accept or reject an application, request the applicant to provide additional information or documentation in support of its application, notify the applicant in writing of her or his decision and/or returning any money accompanying the application to the applicant.

11. New Member / Affiliate

- 11.1 If an application under Rule 9 is approved by the Board the Secretary must, as soon as practicable, enter the name and address of the new Member or Affiliate, and the date of becoming a Member or Affiliate, in the register of Members or register of Affiliates (as the case may be).
- 11.2 A person becomes a Member and, subject to Rule 13.2, is entitled to exercise his or her rights of Membership from the date, whichever is the later, on which—
- (a) the Board approves the person's application for Membership; or
- (b) the person pays the prescribed joining fee.
- 11.3 A person becomes an Affiliate and, subject to Rule 13.2, is entitled to exercise his or her rights as an Affiliate from the date, whichever is the later, on which—
- (a) the Board approves the person's application to become an Affiliate; or
- (b) the person pays the prescribed joining fee.
- 11.4 Notwithstanding Rules 9 and 10, the Board may in its absolute discretion appoint any current or

past Member's Representative of a current or past Member as an "Honorary Member" (for such term as the Board deems to be appropriate) or "Honorary Life Member" of the Association if the Board unanimously resolves that the person has given distinguished, long-term service to the Association.

- 11.5 Honorary Members and Honorary Life Members are not Members and are not entitled to vote at any meeting of the Association or the Board. Honorary Members and Honorary Life Members will be Affiliates, and will have rights as determined from time to time by the Board or by resolution at a General Meeting.
- 11.6 Honorary Life Members will remain as such for the duration of her or his life, unless her or his appointment is revoked early pursuant to Rule 11.7. Honorary Members will remain as such for the prescribed term of his or her appointment, or if no such term is prescribed, then his or her appointment continues until his or her appointment is revoked pursuant to Rule 11.7.
- 11.7 The Board may by unanimous vote revoke the appointment of any Honorary Member or Honorary Life Member for any reason or reasons the Board determines to be relevant. To the fullest extent permissible at law, the Honorary Member and/or Honorary Life Member will not have the right to object to such revocation or to bring any claim against the Association in connection with such revocation.

12. Subscription and fee on joining

- 12.1 The Board must determine from time to time—
- (a) the amount(s) (if any) payable by Members and Affiliates by way of the annual subscription; and
 - (b) the date for payment of the annual subscription(s).
- 12.2 The Board may determine that a lower annual subscription is payable by Affiliates and may create different classes of membership and affiliation and may assign to each class its own set of rights and benefits.
- 12.3 The Board may determine that any new Member or Affiliate who joins after the start of a Financial Year must, for that Financial Year, pay a fee equal to—
- (a) the full annual subscription; or
 - (b) a *pro rata* annual subscription based on the remaining part of the Financial Year; or
 - (c) a fixed amount determined from time to time by the Board.
- 12.4 The rights of a Member or Affiliate who has not paid the annual subscription by the due date are suspended until the subscription is paid or until their membership expires.
- 12.5 Determinations by the Board under Rule 12.1 of the amount(s) payable by way of annual subscription cannot be retrospective.

13. General rights of Members

13.1 A Member has the right—

- (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a General Meeting; and
- (c) to attend and be heard at General Meetings; and
- (d) to vote at a General Meeting; and
- (e) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 75; and
- (f) to inspect the register of Members (subject to Rule 18.2 and the provisions of the Act).

13.2 A Member is not entitled to vote if the Member's Membership rights are suspended for any reason.

13.3 Affiliates are not entitled to vote, whether at General Meetings or otherwise.

13.4 Members are not to use information obtained from the register of Members for the purposes of advertising or marketing, or for personal purposes.

14. Affiliates

An Affiliate must not vote but may have other rights as determined from time to time by the Board or by resolution at a General Meeting.

15. Rights not transferable

The rights of a Member or Affiliate are not transferable and end when the Member or Affiliate ceases to be a Member or Affiliate.

16. Ceasing Membership

16.1 A Member ceases to be a Member on resignation, expulsion or becoming Insolvent.

16.2 An Affiliate ceases to be an Affiliate on resignation, expulsion, death or becoming Insolvent.

16.3 If a person ceases to be a Member or Affiliate, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member or Affiliate in the register of Members or register of Affiliates (as the case may be).

17. Resigning as a Member or Affiliate

17.1 A Member or Affiliate may resign by notice in writing given to the Association.

Note

Rule 74.3 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- 17.2 A Member or Affiliate is taken to have resigned if—
- (a) the Member's or Affiliate's annual subscription is more than 2 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the Member or Affiliate to confirm that he or she wishes to remain a Member or Affiliate; and
 - (ii) the Member or Affiliate has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member or Affiliate.

18. Register of Members and Affiliates

- 18.1 The Secretary must keep and maintain a register of Members and a register of Affiliates that include—
- (a) for each current Member / Affiliate—
 - (i) the name of the Member / Affiliate;
 - (ii) the address for notice last given by the Member / Affiliate;
 - (iii) the date of becoming a Member / Affiliate;
 - (iv) a note as to whether the person is a Member or an Affiliate;
 - (v) in the case of a Member, the Member's Representative;
 - (vi) any other information determined by the Board; and
 - (b) for each former Member / Affiliate, the date of ceasing to be a Member / Affiliate.
- 18.2 Any Member may, at a reasonable time and free of charge, inspect the register of Members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

The Association may take disciplinary action against a Member or Affiliate in accordance with this Division if it is determined that the Member / Affiliate —

- (a) has failed to comply with these Rules; or
- (b) refuses to support the Purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association or inconsistent with the Purposes; or
- (d) has breached the Association's privacy policy; or
- (e) has breached the Act or regulations made under the Act; or
- (f) provided incorrect information when applying for membership or for renewal of membership.

20. Disciplinary subcommittee

- 20.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member or Affiliate, the Board must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member / Affiliate.
- 20.2 The members of the Disciplinary Subcommittee—
- (a) may be Board Members, Members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the Member / Affiliate concerned.

21. Notice to Member or Affiliate

- 21.1 Before disciplinary action is taken against a Member or Affiliate, the Secretary must give written notice to the Member / Affiliate —
- (a) stating that the Association proposes to take disciplinary action against the Member / Affiliate; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the Member / Affiliate that he or she may do one or both of the following—
 - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
 - (ii) give a written statement to the Disciplinary Subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the Member / Affiliate 's appeal rights under Rule 23.
- 21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

22. Decision of subcommittee

- 22.1 At the disciplinary meeting, the Disciplinary Subcommittee must—
- (a) give the Member / Affiliate an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member / Affiliate.
- 22.2 After complying with Rule 22.1, the Disciplinary Subcommittee may—
- (a) take no further action against the Member / Affiliate; or
 - (b) subject to Rule 22.3—
 - (i) reprimand the Member / Affiliate; or
 - (ii) suspend the rights of the Member / Affiliate for a specified period; or
 - (iii) expel the Member / Affiliate from the Association.
- 22.3 The Disciplinary Subcommittee may not fine the Member / Affiliate.
- 22.4 The suspension of the rights or the expulsion of a Member of Affiliate by the Disciplinary Subcommittee under this Rule takes effect immediately after the vote is passed.

23. Appeal rights

- 23.1 A person whose rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 23.2 The notice must be in writing and given—
- (a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- 23.3 If a person has given notice under Rule 22.2, a Disciplinary Appeal Meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days after the notice is received.
- 23.4 Notice of the Disciplinary Appeal Meeting must be given to each Member as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and

- (iii) that at the Disciplinary Appeal Meeting the Members' Representatives present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of disciplinary appeal meeting

- 24.1 At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the Member or Affiliate and the reasons for taking that action; and
 - (c) the person whose rights have been suspended or who has been expelled must be given an opportunity to be heard.
- 24.2 After complying with Rule 24.1, the Members' present and (where the Member is entitled to vote at the meeting) must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 24.3 A Member may not vote by proxy at the meeting.
- 24.4 The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25. Application

- 25.1 The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a Member or Affiliate and another Member or Affiliate;
 - (b) a Member or Affiliate and the Board;
 - (c) a Member or Affiliate and the Association.
- 25.2 A Member or Affiliate must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. Appointment of mediator

- 27.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within 10 days—
 - (a) notify the Board of the dispute; and

- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

27.2 The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—
 - (i) if the dispute is between a Member or Affiliate and another Member or Affiliate—a person appointed by the Board; or
 - (ii) if the dispute is between a Member or Affiliate and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

27.3 A mediator appointed by the Board may be a Member or Affiliate or former Member or Affiliate but in any case must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

28. Mediation process

28.1 The mediator to the dispute, in conducting the mediation, must—

- (a) give each party 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 throughout the mediation process.

28.2 The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Part 4—General meetings of the Association

30. Annual General Meetings

30.1 The Board must convene an annual General Meeting of the Association to be held within 5 months after the end of each Financial Year.

30.2 Despite Rule 30.1, the Association may hold its first annual General Meeting at any time within 18 months after its incorporation.

- 30.3 The Board may determine the date, time and place of the annual General Meeting.
- 30.4 The ordinary business of the annual General Meeting is as follows—
- (a) to confirm the minutes of the previous annual General Meeting and of any special General Meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the Association during the preceding Financial Year; and
 - (ii) the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board.
- 30.5 The annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special General Meetings

- 31.1 Any General Meeting of the Association, other than an annual General Meeting or a disciplinary appeal meeting, is a special General Meeting.
- 31.2 The Board may convene a special General Meeting whenever it thinks fit.
- 31.3 No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 33 and the majority of Members at the meeting agree.

32. Special General Meeting held at request of Members

- 32.1 The Board must convene a special General Meeting if a request to do so is made in accordance with Rule 32.2 by at least 10% of the total number of Members.
- 32.2 A request for a special General Meeting must—
- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.
- 32.3 If the Board does not convene a special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special General Meeting.

- 32.4 A special General Meeting convened by Members under Rule 32.3—
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- 32.5 The Association must reimburse all reasonable expenses incurred by the Members convening a special General Meeting under Rule 32.3.

33. Notice of General Meetings

- 33.1 The Secretary (or, in the case of a special General Meeting convened under Rule 32.3, the Members convening the meeting) must give to each Member—
- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- 33.2 The notice must—
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a Special Resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with Rule 34.5.
- 33.3 This Rule does not apply to a disciplinary appeal meeting.

Note

Rule 23.4 sets out the requirements for notice of a disciplinary appeal meeting.

34. Proxies and Representatives

- 34.1 A Member may, using the latest proxy form prescribed by the Board, appoint another Member as its proxy to vote and speak on its behalf (through the latter's Member's Representative) at a General Meeting other than at a disciplinary appeal meeting.
- 34.2 The appointment of a proxy must be in the latest form prescribed by the Board and signed by the Member making the appointment. The Board may make the proxy form available online through a designated service (such as an online proxy service), and where the Board does so, Members may complete and submit the proxy form through the designated online service.
- 34.3 The proxy form prescribed by the Board from time to time may (but does not have to) allow the Member to give specific directions as to how the proxy is to vote on his or her behalf

and/or may (but does not have to) authorise the proxy to vote on behalf of the Member in any matter as he or she sees fit.

- 34.4 If the Board has approved a form for the appointment of a proxy, the Member must use that form and may not use any other form.
- 34.5 Notice of a General Meeting given to a Member under Rule 33 must—
- (a) state that the Member may appoint another Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 34.6 A form appointing a proxy must be delivered by email to the Secretary not later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- 34.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- 34.8 If a Member wishes to participate in a General Meetings, it will do so through its Member's Representative.
- 34.9 A Member may on twenty-eight days' notice in writing to the Secretary cancel the appointment of its Member's Representative. A Member may only have one Member's Representative at any given time. If a Member nominates a new Member's Representative, the Member's previous nomination will automatically lapse.

35. Use of technology

- 35.1 A Member not physically represented at a General Meeting by its Member's Representative may be permitted to participate in the meeting (through such representative) by the use of technology that allows that Member's Representative and the Members' Representatives present at the meeting to clearly and simultaneously communicate with each other.
- 35.2 For the purposes of this Part, a Member participating in a General Meeting as permitted under Rule 35.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

36. Quorum at General Meetings

- 36.1 No business may be conducted at a General Meeting unless a quorum of Members is present (through their representatives).
- 36.2 The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Rule 35) of 10% of the Members entitled to vote.
- 36.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—
- (a) in the case of a meeting convened by, or at the request of, Members under Rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, Members is dissolved under this Rule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under Rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.

36.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under Rule 36.3(b), the Members present at the meeting (through the Members' Representatives) (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of General Meeting

37.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

37.2 Without limiting Rule 37.1, a meeting may be adjourned—

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the Members more time to consider an item of business.

Example

The Members may wish to have more time to examine the financial statements submitted by the Board at an annual General Meeting.

37.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

37.4 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 33.

38. Voting at General Meeting

38.1 On any question arising at a General Meeting—

- (a) subject to Rule 38.3, each Member who is entitled to vote has one vote; and
- (b) each Members may vote through the Member's Representative or by proxy; and
- (c) except in the case of a Special Resolution, the question must be decided on a

majority of votes.

- 38.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 38.3 If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting (through their Members' Representatives) may vote.
- 38.4 This Rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under Rule 24.

39. Special resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a Special Resolution is required—

- (a) to remove a Board Member from office ;
- (b) to alter these Rules, including changing the name or any of the Purposes of the Association.

40. Determining whether resolution carried

- 40.1 Subject to Rule 40.2, the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been—
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 40.2 If a poll (where votes are cast in writing, whether electronically or otherwise) is demanded by three or more Members on any question—
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 40.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 40.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of General Meeting

- 41.1 The Board must ensure that minutes are taken and kept of each General Meeting.
- 41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 41.3 In addition, the minutes of each annual General Meeting must include—
- (a) the names of the Members' Representatives attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under Rule 34.6; and
 - (c) the financial statements submitted to the Members in accordance with Rule 30.4(b)(ii); and
 - (d) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Part 5—Board

Division 1—Powers of Board

42. Role and powers

- 42.1 The business of the Association must be managed by or under the direction of a Board.
- 42.2 The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the Members of the Association. Subject to these Rules and the Act, the Board has power to perform all such acts and things as appear to the Board to be desirable or essential for the proper management of the business and affairs of the Association. Without limiting the foregoing, the Board may appoint such committees as it deems necessary. Such committees may include persons who are not members of the Association. The President (and in the President's absence, the Vice-President) shall be an ex-officio member of all such committees, and the President (and in the President's absence, the Vice-President) shall have a vote.
- 42.3 The Board may—
- (a) appoint and remove staff;
 - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate. The President (and in the President's absence, the Vice-President) shall be an ex-officio member of all such subcommittees, and the President (and in the President's absence, the Vice-President) shall have a vote at all such subcommittees.

43. Delegation

- 43.1 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
- (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- 43.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 43.3 The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of Members

44. Composition of Board

- 44.1 The Board consists of Elected Board Members and any Co-opted Board Members. The number of Board Members must not exceed sixteen (16). The number of Elected Board Members must not be less than four (4). The number of Co-opted Board Members shall at no time exceed four (4).
- 44.2 Board Members will include the following (nominated by the Board under Rule 52.2)—
- (a) a President; and
 - (b) a Vice-President.
- 44.3 The Board may at any time appoint up to four (4) eligible persons as additional Board Members and the Board must notify Members of such appointment within forty (40) days of such appointment(s). Co-opted Board Members do not need to be elected by the Members. The Board may declare an appointment under this Rule 44.3 to be for a period of up to two (2) years, but if it makes no such declaration then appointments made under this Rule 44.3 will lapse at the next annual General Meeting, when the position in question will become vacant.

45. General Duties

- 45.1 As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with these Rules and the Act.
- 45.2 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- 45.3 Board Members must exercise their powers and discharge their duties with reasonable care and diligence.
- 45.4 Board Members must exercise their powers and discharge their duties—
- (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.

45.5 Board Members and former Board Members must not make improper use of—

- (a) their position; or
- (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

45.6 In addition to any duties imposed by these Rules, a Board Member must perform any other duties imposed from time to time by resolution at a General Meeting.

46. President and Vice-President

46.1 Subject to Rule 46.2, the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Board Meetings.

46.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

- (a) in the case of a General Meeting—a Member elected by the other Members present; or
- (b) in the case of a Board Meeting—a Board Member elected by the other Board Members present.

47. Secretary

47.1 The Board will nominate the Secretary of the Association. The Secretary does not have to be a Member or a Board Member. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

47.2 The Secretary must—

- (a) maintain the registers of Members and Affiliates in accordance with Rule 18; and
- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 70.3, all books, documents and securities of the Association in accordance with Rules 72 and 75; and
- (c) subject to the Act and these Rules, provide Members with access to the register of Members and the minutes of General Meetings; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

47.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. Finances

48.1 The Board must—

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (c) make any payments authorised by Board resolution or by a General Meeting of the Association from the Association's funds; and
- (d) ensure cheques are only signed by authorised signatories.

48.2 The Board must—

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual General Meeting of the Association.

48.3 The Board will have the right of access to the accounts and financial records of the Association.

48.4 The Board may delegate to the Chief Executive Officer or other staff member or to a subcommittee (including without limitation the Finance Review and Audit Committee), any of its powers and functions under this Rule 48 other than this power of delegation. The Board may grant its approval subject to such conditions as it deems fit. The delegation must be in writing and may be subject to the conditions and limitations stipulated by the Board. The Board may, in writing, revoke a delegation wholly or in part.

48.5 If the Board has delegated any of her or his powers and functions under this Rule 48 to the Chief Executive Officer, the Chief Executive Officer may instruct one or more employees of the Association to assist her or him in carrying out such delegated powers and functions.

48.6 If the Board has delegated any of her or his powers and functions under this Rule 48, the delegate must report to the Board on the finances of the Association in accordance with the Board's directions.

Division 3—Election of Board Members and tenure of office

49. Who is eligible to be a Board Member

49.1 Subject to Rules 49.2, 49.3 and 49.4, to be eligible for election or appointment as a Board Member, a person must:

- (a) have been nominated pursuant to Rule 51; and

- (b) be a natural person over the age of eighteen (18);and
- (c) be the Member's Representative in respect of a Member that:
 - (i) is entitled to vote at a General Meeting; and
 - (ii) has been a Member for at least two (2) months.

49.2 Current Board Members are not precluded from re-election. However, neither the President nor the Vice-President shall hold either such office for a continuous period exceeding:

- (a) five (5) years; or
- (b) where the Board so resolves, six (6) years.

49.3 Notwithstanding Rule 49.1, a person does not have to comply with Rule 49.1(c) to be appointed as:

- (a) a casual Board Member under Rule 57.2; or
- (b) a Co-opted Board Member.

50. Positions to be declared vacant

50.1 This Rule applies after these Rules come into effect.

50.2 Each Board Member will hold office until the second annual General Meeting after the annual General Meeting at which she or her was elected. At such second annual General Meeting, subject to Rule 51.1, the Chairperson of the meeting must declare his or her position vacant and hold elections for his or her position in accordance with Rules 51 to 54.

51. Nominations

51.1 Prior to each annual General Meeting, the Board must by resolution decide:

- (a) the number of Board Members it wishes to hold office but that number shall not exceed sixteen (16) (see Rule 44); and
- (b) the number of Elected Board Members it wishes to have on the Board but that number shall not be less than twelve (12).

51.2 Prior to the election of each vacant position on the Board, the Chairperson of the meeting must call for nominations to fill that position. Nominations must be made in writing and duly executed by 2 Members and accompanied by the written consent of the candidate. Nominations must be delivered by email to the Secretary not less than fourteen (14) days before the date fixed for the holding of the annual General Meeting.

52. Nomination of President and Vice-President.

52.1 The Board will include Board Members who hold the following positions—

- (a) President;
- (b) Vice-President;

each of whom will hold office until the second annual General Meeting after the annual General Meeting at which she or her was elected.

- 52.2 Where either of the positions of President or Vice-President is declared vacant at an annual General Meeting, the Board will appoint her or his replacement within 48 hours of the annual General Meeting. Her or his replacement must be a Board Member elected at the said annual General Meeting pursuant to Rule 53.

53. Election of Board Members

- 53.1 Where the Chairperson at an annual General Meeting declares a Board Member's position vacant, whether under Rule 50.2 or otherwise, elections must be held at the meeting for the position pursuant to Rule 38.
- 53.2 A single election may be held to fill all of those positions.
- 53.3 If the number of Members' nominees nominated for the position of Board Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those Members to be elected to the position.
- 53.4 If the number of nominees nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 54.
- 53.5 Each Board Member will hold office for until the second annual General Meeting after his or her election.

54. Ballot

- 54.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Board Member, the Chief Executive Officer or other person to act as returning officer to conduct the ballot.
- 54.2 The returning officer must not be a person nominated by a Member for the position.
- 54.3 Before the ballot is taken, each candidate may make present the Members with a one-page submission in support of his or her election.
- 54.4 The election must be by secret ballot.
- 54.5 The returning officer must give a ballot paper to—
- (a) each Member' Representative present in person; and
 - (b) each proxy appointed by a Member.

Example

If a Member has been appointed the proxy of 5 other Members, the Member must be given 6 ballot papers—one for the Member and one each for the other Members.

- 54.6 The voter must complete the ballot paper to signify the name of the candidate(s) for whom they wish to vote.
- 54.7 Each ballot paper on which the name of a candidate has been nominated counts as one vote

for that candidate.

- 54.8 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 54.9 If the returning officer is unable to declare the result of an election under Rule 54.10 because 2 or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with Rules 54.4 to 54.10 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55. Term of office

- 55.1 Subject to Rules 44.3, 55.3, 56 and 57.4, a Board Member holds office until her or his position is declared vacant at the second annual General Meeting after his or her election.
- 55.2 A Board Member may be re-elected.
- 55.3 A General Meeting of the Association may—
- (a) by Special Resolution remove a Board Member from office; and
 - (b) elect an eligible Member's Representative to fill the vacant position in accordance with this Division.
- 55.4 A Board Member who is the subject of a proposed Special Resolution under Rule 55.3(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- 55.5 The Secretary or the President may give a copy of the representations to each Member or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

56. Vacation of office

- 56.1 A Board Member may resign from the Board by written notice addressed to the Board.
- 56.2 A person ceases to be a Board Member if—
- (a) the person is the Member's Representative of a Member, and the Member which appointed him or her as its Member's Representative ceases to be a Member; or
 - (b) he or she fails to attend 4 consecutive Board Meetings whether by proxy or otherwise (other than special or urgent Board Meetings) without leave of absence under Rule 67 and if the Board decides that as a result the person should cease to be

- a Board Member; or
- (c) he or she otherwise ceases to be a Board Member by operation of section 78 of the Act. or
- (d) at the time of his or her appointment as a Board Member he or she was the Member's Representative of a Member, and he or she ceases to be the Member's Representative of that Member; or
- (e) he or she is removed under Rule 55.3; or
- (f) he or she is removed under Rule 57.6 .

Note

A Board Member may not hold the office of secretary if they do not reside in Australia.

57. Filling casual vacancies

- 57.1 Where a person ceases to be a Board Member by virtue of Rule 56.2(d), the Member (of which she or he has ceased to be Member's Representative) may before the next annual General Meeting appoint another Member's Representative to fill a position on the Board. If the Member fails to do so, the position will remain vacant until the next annual General Meeting.
- 57.2 Subject to Rule 57.1, the Board may appoint an eligible person to fill a position on the Board that—
 - (a) has become vacant under Rule 56 (other than Rule 56.2(d)); or
 - (b) was not filled by election at the last annual General Meeting; or
 - (c) has become vacant under Rule 57.6.
- 57.3 If the position of Secretary becomes vacant, the Board must appoint another person to the position within 14 days after the vacancy arises.
- 57.4 Appointments made under this Rule 57 will lapse at the next annual General Meeting, when the position in question will become vacant. In other respects, Rule 55 applies to any Board Member appointed by the Board under Rule 57.1, 57.2 or 57.3.
- 57.5 The Board may continue to act despite any vacancy in its membership.
- 57.6 The Board may by Absolute Majority remove from office a Board Member appointed under this Rule 57.

Division 4—Meetings of Board

58. Meetings of Board

- 58.1 The Board must meet at least 3 times in each year at the dates, times and places determined by the Board.

58.2 The date, time and place of the first Board Meeting must be determined by the Board Members as soon as practicable after the annual General Meeting of the Association at which the Board Members were elected.

58.3 Special Board Meetings may be convened by the President or by any 2 Board Members.

59. Notice of meetings

59.1 Notice of each Board Meeting must be given to each Board Member no later than 7 days before the date of the meeting.

59.2 Notice may be given of more than one Board Meeting at the same time.

59.3 The notice must state the date, time and place of the meeting.

59.4 If a special Board Meeting is convened, the notice must include the general nature of the business to be conducted.

59.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

60. Urgent meetings

60.1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 59 provided that as much notice as practicable is given to each Board Member by the quickest means practicable.

60.2 Any resolution made at the meeting must be passed by an Absolute Majority of the Board.

60.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Procedure and order of business

61.1 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.

61.2 The order of business may be determined by the Board Members present at the meeting.

62. Use of technology

62.1 A Board Member who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.

62.2 For the purposes of this Part, a Board Member participating in a Board Meeting as permitted under Rule 62.1 is taken to be present at the meeting and, if the Board Member votes at the meeting, is taken to have voted in person.

63. Quorum

63.1 No business may be conducted at a Board meeting unless a quorum is present.

- 63.2 The quorum for a Board Meeting is the presence (in person or as allowed under Rule 62) of any eight (8) Board Members holding office.
- 63.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting—
- (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 59.

64. Voting

- 64.1 On any question arising at a Board Meeting, each Board Member present at the meeting has one vote.
- 64.2 A motion is carried if a majority of Board Members present at the meeting vote in favour of the motion.
- 64.3 Rule 64.2 does not apply to any motion or question which is required by these Rules to be passed by an Absolute Majority of the Board.
- 64.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 64.5 Voting by proxy is not permitted at Board Meetings.

65. Conflict of interest

- 65.1 A Board Member who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.
- 65.2 The Board Member—
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board Members to form a quorum because a Member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- 65.3 This Rule does not apply to a material personal interest—
- (a) that exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Board Member has in common with all, or a substantial proportion of, the Members of the Association.

66. Minutes of meeting

- 66.1 The Board must ensure that minutes are taken and kept of each Board Meeting.
- 66.2 The minutes must record the following—
- (a) the names of the Board Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under Rule 65.

67. Leave of absence

- 67.1 The Board may grant a Board Member leave of absence from Board Meetings for a period not exceeding 3 months.
- 67.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board Member to seek the leave in advance.

Part 6—Financial matters

68. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

69. Management of funds

- 69.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 69.2 Subject to any restrictions imposed by a General Meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 69.3 The Board may authorise a delegate to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 69.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board Members or by such other person(s) authorised by the Board.
- 69.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 69.6 The Board (or its delegate) may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70. Financial records

- 70.1 The Association must keep financial records that—
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- 70.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 70.3 The Board must keep in its custody, or under its control—
- (a) the financial records for the current Financial Year; and
 - (b) any other financial records as authorised by the Board.

71. Financial statements

- 71.1 For each Financial Year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 71.2 Without limiting Rule 71.1, those requirements include—
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual General Meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part 7—General matters

72. Common seal

- 72.1 The Association may have a common seal.
- 72.2 If the Association has a common seal—
- (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board Members;
 - (c) the common seal must be kept in the custody of the Secretary.

73. Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

74. Notice requirements

74.1 Any notice required to be given to a Member, Affiliate or a Board Member under these Rules may be given—

- (a) by handing the notice to the Member's Representative, Affiliate or Board Member personally; or
- (b) by sending it by post to the Member, Affiliate or Board Member at the physical or postal address (if any) recorded for the Member, Affiliate or Board Member on the register of Members / Affiliates; or
- (c) by email or facsimile transmission.

74.2 Rule 74.1 does not apply to notice given under Rule 60.

74.3 Any notice required to be given to the Association or the Board may be given—

- (a) by handing the notice to a Board Member; or
- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75. Custody and inspection of books and records

75.1 Members may on request inspect free of charge—

- (a) the register of Members; and
- (b) the minutes of General Meetings.

Note

See note following Rule 18 for details of access to the register of Members.

75.2 Subject to the Act, the Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

- 75.3 The Board must on request make copies of these Rules available to Members and applicants for Membership free of charge.
- 75.4 Subject to Rule 75.2, a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 75.5 For purposes of this Rule—
- relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
- (a) its Membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

76. Winding up and cancellation

- 76.1 The Association may be wound up voluntarily by Special Resolution.
- 76.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members, Affiliates or former Members or Affiliates.
- 76.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 76.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

77. Alteration of Rules

These Rules may only be altered by Special Resolution of a General Meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than Rule 1, 2 or 3) are altered, the Association is taken to have adopted its own Rules, not the model Rules.

Annexure A

Statement of Purposes

The purposes for which Intelligent Transport Systems Australia Inc. has been established are –

- (a) To carry on a non-profit association (not for the gain of any individual Member) with the purpose of promoting the development of intelligent transport systems to deliver safer, more efficient and environmentally sustainable transport solutions in Australia;
- (b) To receive, administer and expend funds to promote and improve conditions in the intelligent transport systems industry (**Industry**) in Australia;
- (c) To promote the image of the Industry by the usage of seminars, conferences and meetings to inform the public and Members of developments with respect to intelligent transport systems throughout Australia;
- (d) To promote and represent the common interests of Members, whether they be Government, private or public organisations, or companies associated with the development and deployment of intelligent transport systems and the Industry;
- (e) To provide legislative and public advocacy in relation to intelligent transport systems in Australia and overseas;
- (f) To produce publications, literature and programs designed to enhance the Industry throughout Australia and overseas;
- (g) To support and sustain Members;
- (h) To promote and encourage productive relationships between Members, the Industry and public, and to encourage scientific development in the Industry in Australia;
- (i) To engage in the development of Australian resources in the Industry, not for the profit of its individual Members;
- (j) To encourage effective use of technology by promotion of appropriate technologies, systems and applications;
- (k) To optimise compatibility of industry systems and applications by identifying, developing and arranging the adoption of needed standards;
- (l) To promote discussion and co-operation between Members, governments, commercial and academic bodies in relation to the Industry;
- (m) To undertake activities to promote and facilitate appropriate use of technology associated with the Industry;
- (n) To develop and promote the dissemination of information amongst Members and others relating to the Industry;
- (o) To establish links and to liaise with other appropriate organisations, agencies and bodies

within Australia and overseas;

- (p) To promote and sponsor the development of appropriate legislation relating to the Industry, including matters relating to privacy, licensing rights and related matters;
- (q) To undertake new technology evaluations, and to acquire and maintain appropriate equipment with respect to the Industry;
- (r) To undertake appropriate market research for dissemination amongst Members and other agencies and bodies;
- (s) To foster and promote research and development with respect to the Industry;
- (t) To ensure that Members take all and any appropriate action to recognise the importance of quality intelligent transport systems to the lives of all Australians and to assist in the delivery of such systems as a contribution to Australia's economic environmental and social needs and objectives;
- (u) To assist Members to promote, multi-model development and applications to improve passenger and freight transport systems throughout Australia;
- (v) To provide a forum for information interchange between different sections of the Industry (i.e. Government Commercial Academia and the general public) and with overseas organisations with similar objectives;
- (w) To assist Members to provide viable private sector development of the Industry and to increase their contributions to an effective export market with regard to the Industry;
- (x) To develop an active and informed Membership (through meetings, seminars, conferences, congress meetings, newsletters and other activities);
- (y) To carry on and undertake any other appropriate activities in the promotion of the above objects and to provide service to the community;
- (z) To do all additional or incidental things which may support the above objects.