

**ASSOCIATIONS INCORPORATION ACT 1981
RULES OF THE AUSTRALASIAN FLEET MANAGEMENT ASSOCIATION INC.**

RULES

1.	NAME	3
2.	DEFINITIONS AND INTERPRETATION.....	3
3.	OBJECTS.....	4
4.	ALTERATION TO THE RULES.....	5
5.	AUTHORISATION TO TRADE.....	5
6.	ANNUAL RETURN.....	5
7.	MODEL RULES	5
8.	APPLICATION FOR MEMBERSHIP	5
9.	CATEGORIES AND TYPES OF MEMBERSHIP.....	6
10.	MEMBERSHIP FEES	7
11.	REGISTER	7
12.	MEMBERS' OBLIGATIONS.....	8
13.	LIABILITY	8
14.	CESSATION OF MEMBERSHIP	8
15.	DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS AND AUTHORISED REPRESENTATIVES	9
16.	DISPUTES AND MEDIATION.....	10
17.	ANNUAL GENERAL MEETING	11
18.	SPECIAL GENERAL MEETINGS.....	12
19.	CONVENING OF SPECIAL GENERAL MEETINGS	12
20.	NOTICE OF MEETINGS	12
21.	PROCEEDING AT MEETINGS.....	13
22.	CHAIRPERSON AT GENERAL MEETING	13
23.	ADJOURNMENT OF MEETING.....	13
24.	DETERMINATION OF QUESTIONS AT A GENERAL MEETING	14
25.	POLL	14
26.	ENTITLEMENT TO VOTE	14
27.	PROXY.....	14
28.	BOARD	14
29.	ELECTIONS.....	15
30.	OFFICERS OF THE ASSOCIATION	16
31.	VACANCY.....	16
32.	PROCEEDINGS OF THE BOARD	17
33.	REMOVAL OF BOARD MEMBER.....	18
34.	COMMITTEES	18
35.	FINANCE COMMITTEE	18

36.	SECRETARY	18
38.	NOTICES TO MEMBERS.....	21
39.	EXECUTIVE DIRECTOR.....	21
40.	CUSTODY AND INSPECTION OF BOOKS AND RECORDS	21
41.	FUNDS.....	22
42.	FINANCIAL REPORTS AND PROPERTY	22
43.	INDEMNITY	24
44.	MINUTES OF MEETING.....	24
45.	WINDING UP	24

1. NAME

Australasian Fleet Management Association Inc, ("the Association") is a Not for Profit association incorporated under the Act.

2. DEFINITIONS AND INTERPRETATION

2.1. In these Rules, unless the contrary intention appears:-

"Act" means the Victorian Associations Incorporation Act 1981;

"Anniversary Date" means the date on which the members' fees become due and payable;

"Annual General Meeting" means a meeting of Members convened in accordance with Rule 17

"Association" means the Australasian Fleet Management Association Inc;

"Authorised Representative" means the nominated representative of a Member who is an incorporated or unincorporated body;

"Board" means the committee of management of the Association;

"Board Member" means a person elected or appointed to the Board of the Association under Rule 29

"Chairperson" means the person responsible for chairing Board or Member meetings;

"Committee" means a committee acting under the delegated authority of the Board;

"Committee Member" means an appointed member of a Committee acting under the delegated authority of the Board;

"Executive Director" means the person appointed by the Board to manage the operations of the Association as per Rule 39;

"Fees" means a fee or levy payable by a Member as determined by the Board from time to time;

"Financial year" means the year ending on 30 June;

"Fleet" means no less than 5 vehicles or items of major mobile plant owned and/ or operated by one proprietor.

"General Meeting" means a general meeting of Members, convened in accordance with these Rules, and includes the Annual General Meeting and any Special General Meetings;

"Legal Costs" of a person means legal costs incurred by that person in defending an action for a Liability of that person;

"Liability" of a person means a liability incurred by that person as a Relevant Officer of the Association;

"Member" means a Member in any category admitted to the Association as provided by Rule 9.

"Notice" means a notice given pursuant to, or for the purpose of, these Rules or the Act;

"Officers" means an office holder of the Association as defined at Rule 30;

"Ordinary member of the Board" means a Board Member who is not an Office Bearer of the Association;

“Ordinary Resolution” means a resolution passed by a majority of Members eligible to vote;

“Prescribed Notice” means 21 days or any shorter period of notice for a meeting allowed under the Act;

“President” means the President as provided by Rule 30.

“Register” means the register of Members kept under the Act;

“Relevant Officer” means a person who is, or has been, a member of the Board or Board committee, an Office Bearer or an employee of the Association;

“Regulations” means regulations under the Act;

“Regulator” means the Registrar under the Act;

“Relevant documents” has the same meaning as in the Act.

“Seal” means the common seal of the Association and includes any official seal of the Association;

“Secretary” means any person appointed to perform the duties of Secretary and includes the duty of Public Officer of the Association;

“Special General Meeting” means a meeting of Members convened in accordance with Rule 18. Each resolution to be passed at a Special General Meeting shall be a Special Resolution;

“Special Resolution” means a resolution:

- (a) of which notice has been given; and
- (b) that has been passed by at least 75% of the votes cast, by the Members entitled to vote on the resolution.

“State” means the state of Victoria;

“Subsidiary” as in Rules 28.4 and 30.23 means a company controlled by another.

“Treasurer” means the Treasurer as provided by Rule 30.

“Vice-President” means the Vice-President as provided by Rule 30.

2.2. Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3. OBJECTS

The objects of the Association shall be

- 3.1** to enhance the professionalism and recognition of fleet managers and fleet management as a profession in its own right;
- 3.2** to act as a lobby group and advocate;
- 3.3** to educate and disseminate information relating to the practice of automotive fleet management;
- 3.4** to provide a forum for discussion of issues pertaining to and involving automotive fleet management;
- 3.5** to provide networking opportunities for those involved with the management of a fleet of passenger cars, light commercial vehicles, trucks and plant and equipment.

4. ALTERATION TO THE RULES

These Rules and the Objects of the Association must not be altered except in accordance with the Act;

Any proposed alteration to these Rules and the Objects shall be processed as follows:-

- (a) it is to be approved by the Board;
- (b) any proposed alterations shall be passed by Special Resolution of the Members in a General Meeting; and
- (c) finally, those alterations shall be submitted to the Regulator for approval and processing.

5. AUTHORISATION TO TRADE

The Association is authorised to trade in accordance with the Act;

6. ANNUAL RETURN

Within one month following the Annual General Meeting each year the Association shall give an annual return to the Regulator in accordance with the Act.

7. MODEL RULES

Except where the contrary intention appears in these Rules, an expression in a provision of these Rules that deals with a matter dealt with by a particular provision of the Act, has the same meaning as in that provision of the Act

The Model Rules referred to in the Act are displaced by these Rules.

8. APPLICATION FOR MEMBERSHIP

8.1. An application by a person or company for membership of the Association:

- (a) shall be made in writing in the form determined by the Board from time to time;
- (b) shall nominate the category of membership;
- (c) shall be lodged with the Executive Director; and,
- (d) shall be accompanied by payment of the appropriate membership fee

8.2. The Board shall determine the membership application process including categories of membership;

8.3. As soon as practicable after receipt of an application the Executive Director shall review the application in terms of eligibility and membership category, as determined by the Board. If the applicant is eligible for membership the application should be processed as quickly as practicable. In the event the Executive Director has concerns about eligibility for membership, the application is to be referred to the Board for consideration.

8.4. Upon an application being referred to the Board, the Board shall determine whether to approve or to reject the application.

- 8.5. Upon an application being approved by the Board, the Executive Director shall, as quickly as practicable, notify the applicant or its representative in writing of the approval for membership of the Association and enter the applicant's name in the register of members and, upon the name being so entered, the applicant shall become a Member of the Association.
- 8.6. If the Board rejects an application, the Executive Director must, as soon as practicable, notify the applicant in writing that the application has been rejected;
- 8.7. The Association shall not be under any obligation to give reason as to why any application for membership was accepted or rejected;
- 8.8. A right, privilege, or obligation of a person or corporation by reason of membership of the Association terminates upon the cessation of membership whether by not being financial, resignation or otherwise.

9. CATEGORIES AND TYPES OF MEMBERSHIP

9.1. Corporate Member

An organisation with responsibility for managing a Fleet will be able to apply for membership of the Association, as per below, in accordance with the size of their Fleet.

Fleet Size	No. Of Nominations
up to 250	1
251-500	2*
501 and above	3*

* Attendance for all Corporate Member staff at AfMA functions will be at membership rates.

9.2. Affiliate Corporate Member

Once an organisation has been approved as a Corporate Member then, any person employed by a Corporate Member is able to apply to become an Affiliate Corporate Member.

9.3. Supplier Member

An individual or organisation who supplies goods or services to a Corporate Member is able to apply to become a Supplier Member as either a:

- (a) Supplier Member "Vehicle" - A manufacturer, importer, distributor or supplier of vehicles.
- (b) Supplier Member "Parts and Services" - A manufacturer, importer, distributor, or supplier of parts and services, including fleet management.
- (c) Affiliate Supplier Member - An individual employed by a Supplier Member "Vehicle" or "Parts and Services".

9.4. Honorary Member

The Board may nominate an individual to life membership at any Annual General Meeting of the Association in recognition of outstanding service to the Association.

9.5. Retired Member

- (a) A person 55 years or over not fully employed or fully self-employed; or
 - (b) A person who served in the vehicle fleet industry for a minimum period of three years; or
 - (c) A person who has represented a Corporate Member in AfMA for a period of one year
- may apply to become a Retired Member of the Association.

9.6. Determination of Eligibility

The Board shall determine eligibility for membership in all categories.

10. MEMBERSHIP FEES

10.1. Annual Membership fees are to be paid in advance on or before the Anniversary Date.

10.2. Annual Membership fees are to be approved by the Board in May of each year.

11. REGISTER

11.1. The Secretary must keep and maintain a Register containing-

- (a) the name and address of each Member;
- (b) the name and address of each Authorised Representative, where applicable;
- (c) the date on which each name was entered in the Register; and
- (d) the date the status changed or ceased.

11.2. The Register is available for inspection free of charge by any Member upon request. Copies will not be provided unless specifically authorised by the Board;

11.3. A Member may make a copy of entries in the Register;

11.4. The Register shall be kept at the notified address of the Association;

11.5. The rights of Membership are not transferable whether by operation of law or otherwise.

12. MEMBERS' OBLIGATIONS

The Members acknowledge and agree:

- (a) these Rules constitutes a contract between each of them and the Association and they are bound by these Rules and the policies as documented in the Association's Policies;
- (b) they will comply with and observe the Rules, the Association's Policies and any determination or resolution made or passed by the Board;
- (c) by submitting to the Rules they are subject to the jurisdiction of the Association;
- (d) the Rules and the Association's Policies are necessary and reasonable for promoting the Objects as detailed under Rule 3;
- (e) to pay the annual subscriptions and other fees and charges prescribed by these Rules; and
- (f) they are entitled to the benefits, advantages, and privileges of membership while they are Members.

13. LIABILITY

The liability of any Member of the Association to contribute to the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association shall be limited to any unpaid portion of the annual fee of that Member for the year in question.

14. CESSATION OF MEMBERSHIP

14.1. A Member will cease to be a Member if:

- (a) the Member resigns in accordance with Article 14.2;
- (b) the Member dies;
- (c) the Member becoming of unsound mind or a person whose property is liable to be dealt with under a law relating to mental health;
- (d) the Member appoints a manager or administrator to conduct the affairs of the Member;
- (e) the Member's name is entered on the register of persons who have been disqualified from managing corporations kept by the Australian Securities and Investments Commission under the Corporations Act; or
- (f) the Member is expelled or suspended from the Association in accordance with Rule 15.

14.2. A Member may at any time by giving one (1) months' notice, in writing to the Secretary, resign their membership of the Association, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation.

14.3. Any Member who shall become bankrupt or insolvent or execute an assignment of their property for the benefit of creditors and any Member being a corporate body who shall go into compulsory or voluntary liquidation save for the purposes of reconstructions, shall upon such bankruptcy, insolvency, execution, assignment or liquidation cease to be a Member unless such Member can satisfy the Board that their inability to pay debts arose from misfortune and that no discreditable conduct can be imputed to them.

14.4. After the expiry of the period referred to in sub-rule 14.2

14.4.1 the Member ceases to be a Member; and

14.4.2 the Secretary must record in the Register the date on which the Member ceased to be a Member.

15. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS AND AUTHORISED REPRESENTATIVES

15.1. Subject to these Rules, if the Board is of the opinion that a Member or Authorised Representative has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or Authorised Representative or prejudicial to the interests of the Association, the Board may by resolution-

(a) suspend that Member from membership of the Association for a specified period or in the case of an Authorised Representative from participation in the Association; or

(b) expel that Member or Authorised Representative from the Association or being entitled to have any further dealings with the Association.

15.2. A resolution of the Board under sub-rule 15.1 does not take effect unless-

(a) at a meeting held in accordance with sub-rule 15.3, the Board confirms the resolution; and

(b) if the person exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

15.3. A meeting of the Board to confirm or revoke a resolution passed under sub-rule 15.1 must be held not earlier than 14 days, and not later than 28 days, after written notice has been given to the Member or Authorised Representative in accordance with sub-rule 15.4.

15.4. For the purposes of giving notice in accordance with sub-rule 15.3, the Secretary must, as soon as practicable, cause to be given to the Member or Authorised Representative a written notice-

(a) setting out the resolution of the Board and the grounds on which it is based; and

(b) stating that the Member or Authorised Representative, and or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and

(c) stating the date, place and time of that meeting; and

- (d) informing the Member or Authorised Representative that he or she may do one or both of the following-
 - i. attend that meeting;
 - ii. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) informing the Member or Authorised Representative that, if at that meeting, the Board confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.

15.5. At a meeting of the Board to confirm or revoke a resolution passed under sub-rule 15.1, the Board must-

- (a) give the Member or Authorised Representative, and/or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member or Authorised Representative; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

15.6. If at the meeting of the Board, the Board confirms the resolution, the Member or Authorised Representative may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.

15.7. If the Secretary receives a notice under sub-rule 15.6, he or she must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

15.8. At a General Meeting of the Association convened under sub-rule 15.7-

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the Member or Authorised Representative, and/or his or her representative, must be given an opportunity to be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

15.9. A resolution is confirmed if, at the General Meeting, not less than two thirds of the votes received, in person or by proxy, are in favour of the resolution. In any other case, the resolution is revoked.

16. DISPUTES AND MEDIATION

16.1. The grievance procedure set out in this rule applies to disputes under these Rules between-

- (a) a Member and another Member; or
 - (b) a Member and the Association.
- 16.2.** 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 of the parties.
- 16.3.** 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.
- 16.4.** The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (c) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (d) 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).
- 16.5.** A Member of the Association can be a mediator.
- 16.6.** The mediator cannot be a Member who is a party to the dispute.
- 16.7.** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 16.8.** 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.
- 16.9.** The mediator must not determine the dispute.
- 16.10.** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

17. ANNUAL GENERAL MEETING

- 17.1.** The Association shall in each calendar year convene an Annual General Meeting of its members.
- 17.2.** The Annual General Meeting shall be held on such day as the Board determines provided there shall be no more than 18 months between meetings.

- 17.3.** The Annual General Meeting shall be specified as such in the notice convening it.
- 17.4.** The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding year;
 - (c) to elect the Officers and Ordinary member of the Board; and,
 - (d) to receive and consider Annual Return submitted by the Association in accordance with the Act.
- 17.5.** The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 17.6.** The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

18. SPECIAL GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

19. CONVENING OF SPECIAL GENERAL MEETINGS

- 19.1.** The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 19.2.** The Board shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a Special General Meeting of the Association.
- 19.3.** The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the Executive Director and may consist of several documents in the like form, each signed by one or more of the Members making the requisition.
- 19.4.** If the Board does not cause a Special General Meeting to be held within one calendar month after the date on which the requisition is sent to the Executive Director, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 19.5.** A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as the meetings convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

20. NOTICE OF MEETINGS

- 20.1.** The Executive Director shall, at least 14 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each Member of the Association at the address appearing in the Register of Members, notice in

accordance with Rule 38 stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 20.2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 20.3. A Member desiring to bring any business before a meeting may give notice of that business in writing to the Executive Director, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

21. PROCEEDING AT MEETINGS

- 21.1. All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 21.2. 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 when the meeting is considering that item.
- 21.3. Five Members personally present (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.
- 21.4. 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 next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.

22. CHAIRPERSON AT GENERAL MEETING

- 22.1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- 22.2. If the President and the Vice President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairperson at the Meeting.

23. ADJOURNMENT OF MEETING

- 23.1. The Chairperson of a General Meeting at which a quorum is present may, with the consent of 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.
- 23.2. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 23.3. Except as provided in rule 21.4 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. DETERMINATION OF QUESTIONS AT A GENERAL MEETING

A question arising at a General Meeting of the Association shall be determined on a show of hands 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, and 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 for, or against, that resolution.

25. POLL

25.1. If at a meeting a poll on any question is demanded by not less than three (3) Members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

25.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

26. ENTITLEMENT TO VOTE

26.1. No Member is entitled to vote at any General Meeting unless all moneys due and payable by that Member to the Association have been paid.

26.2. Upon any question arising at a General Meeting of the Association, a Corporate Member, an Affiliate Corporate Member, a Vehicle Supplier Member, a Supplier Member Parts & Services, an Affiliate Supplier Member, Retired Member and an Honorary Member each have one vote only.

26.3. On questions relating to changing the Constitution of the Association Vehicle Supplier Members, Supplier Members Parts & Services and Affiliate Supplier Members are not entitled to vote.

26.4. All votes shall be given personally or by proxy.

26.5. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

27. PROXY

27.1. Each Member is entitled to appoint another Member who is eligible to vote under Rule 26, as proxy by notice given to the Executive Director no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

27.2. The notice appointing the proxy shall be in the form set out by the Board from time to time.

28. BOARD

28.1. The affairs of the Association shall be managed by the committee of management, referred to as the Board;

- 28.2.** The Board-
- (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- 28.3.** Subject to the Act, the Board shall consist of a maximum of nine (9) people comprising of-
- (a) the Officers of the Association as defined in Rule 30.1 and up to five (5) Ordinary member of the Board each of whom shall be elected as at the Annual General Meeting of the Association in each year.
 - (b) a maximum of six (6) Corporate Members or Affiliate Corporate Members as defined in Rules 9.1 and 9.2 and a maximum of two (2) Supplier Member Parts and Services as defined in Rule 9.3 (b).
- 28.4.** Honorary Members and Retired Members as defined in Rules 9.4 and 9.5 are eligible to nominate for election to the Board.
- 28.5.** Neither representatives of Vehicle Supplier Members nor representatives of Subsidiary companies of vehicle supplier companies are eligible for election.
- 28.6.** Each Ordinary member of the Board shall, subject to these Rules, hold office until the Annual General Meeting next after the date of election but is eligible for re-election.
- 28.7.** In the event of a casual vacancy occurring in the office of a Member of the Committee, the Committee may appoint a 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.

29. ELECTIONS

- 29.1.** Nominations for candidates for election as Officers of the Association or as Ordinary member of the Board:-
- (a) shall be made in writing, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 29.2.** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

- 29.3.** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 29.4.** If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 29.5.** The ballot for the election of Officers and Ordinary member of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

30. OFFICERS OF THE ASSOCIATION

- 30.1.** The Officers of the Association shall be:-
- (a) a President;
 - (b) a Vice-President;
 - (c) Treasurer; and
 - (d) Executive Director.
- 30.2.** Up to a maximum of two of these officers' positions may be occupied by an elected representative of a Supplier Member, Parts and Services.
- 30.3.** Neither representatives of Vehicle Supplier Members nor representatives of Subsidiary companies of vehicle supplier companies are eligible for election.
- 30.4.** The Election of Officers shall be conducted in the following order:-
- 1. President
 - 2. Vice President
 - 3. Treasurer
- 30.5.** Each Officer of the Association except for the Executive Director shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- 30.6.** A person may only serve as President for a maximum of two consecutive terms.
- 30.7.** In the event of a casual vacancy in any office referred to in Rule 31 the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

31. VACANCY

For the purposes of these Rules, the office of an Officer of the Association or of a Ordinary Member of the Board becomes vacant if the officer or member:-

- 31.1.** ceases to be a Member;
- 31.2.** becomes an insolvent under administration within the meaning of the Corporations Law;

- 31.3. resigns from office by notice in writing given to the Secretary; or
- 31.4. the Board Member becoming of unsound mind or a person whose property is liable to be dealt with under a law relating to mental health;

32. PROCEEDINGS OF THE BOARD

- 32.1. The Board shall meet at least three (3) times in each year in such place and such times as the Board may determine.
- 32.2. Special meetings of the Board may be convened by the President or by any four (4) Board Members.
- 32.3. Notice shall be given to Board Members of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 32.4. Any five (5) Board Members constitute a quorum for the transaction of the business of a meeting of the Board.
- 32.5. No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 32.6. At meetings of the Board:-
 - (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, such one of the remaining officers or Members of the Committee as may be chosen by the members present shall preside.
- 32.7. Questions arising at a meeting of the Board or of any Committee appointed by the Board shall be determined on a show of hands or, if demanded by a Board Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 32.8. Each member present at a meeting of the Board or of any Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 32.9. The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Board members to constitute a quorum constitutes a meeting of the Board. All the provisions in the Rules relating to meetings of the Board apply, so far as they can and with any necessary changes to meetings of the Board by telephone or other electronic means.
- 32.10. A Board Member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- 32.11. A meeting by telephone or other electronic means is taken as held at the place decided by the Chairman of the meeting, as long as at least one of the Board members involved was at that place for the duration of the meeting.

- 32.12.** Written or electronic notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 32.13.** Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- 32.14.** The Board may act notwithstanding any vacancy on the Board.

33. REMOVAL OF BOARD MEMBER

- 33.1.** The Association in General Meeting may by resolution remove any Officer or Ordinary Member of the Board before the expiration his or her term of office and appoint another Member in his or her stead to hold office until the next Annual General Meeting.
- 33.2.** Where the Member to whom a proposed resolution referred to in Rule 33.1 makes representations in writing to the Executive Director or President (not exceeding a reasonable length) and requests that they be notified to the Members, the Executive Director or the President may send a copy of the representations to each Member or, if they are not so sent, the Member may require that they be read out at the meeting.

34. COMMITTEES

- 34.1.** The Board may from time to time appoint, constitute or create such committees, working parties, task forces or liaison groups as it deems necessary for the better pursuance of the objects of the Association and will nominate or appoint thereto such chairpersons or persons as it sees fit.
- 34.2.** The Board may in its absolute discretion allocate such funds as it deems necessary to fulfil the purposes of Rule 34.1.

35. FINANCE COMMITTEE

- 35.1.** The Board may delegate to a Finance Committee the following responsibilities:
- (a) ensure appropriate financial controls are implemented to protect the Association's assets;
 - (b) ensure appropriate reporting mechanisms to enable the Board to fulfil its obligations under the Act;
 - (c) ensure compliance with Australian accounting standards; and
 - (d) ensuring financial recording keeping meets the requirements as specified in the Act.
- 35.2.** The Treasurer shall be the Chair of the Finance Committee.

36. SECRETARY

- 36.1.** The Association must have a Secretary at all times where required to do so under the Act;

- 36.2.** The Secretary must be:
- (a) a natural person;
 - (b) at least 18 years of age; and
 - (c) a resident of Australia.
- 36.3.** The person appointed as the Secretary must consent to the appointment in the approved form;
- 36.4.** The Board shall in accordance with the Act appoint the Secretary for such term and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it.
- 36.5.** The Board may appoint any person to be the Secretary, including an employee of the Association, in accordance with the Act;
- 36.6.** Any act performed by the Secretary is taken to have been validly performed even if the act was performed when:
- (a) there was a defect in the appointment of the Secretary; or
 - (b) the Secretary was disqualified from being a Member.
- 36.7.** The Secretary shall also be the Public Officer;
- 36.8.** A vacancy occurs in the position of public officer if the Secretary:
- (a) dies;
 - (b) resigns from office under rule 36.12;
 - (c) is removed from office under rule 36.14;
 - (d) ceases to be an Australian resident; or
 - (e) is an insolvent under administration as that term is defined in the Corporations Act.
- 36.9.** The Board must appoint a person that is eligible under Rule 36.2 to fill the position of Secretary within 14 days after the vacancy occurs.
- 36.10.** The Association must give the Regulator written notice of the:
- (a) appointment of a Secretary under rule 36.7; and
 - (b) any change in the Secretary's postal or residential address,
 - (c) in accordance with the Act.
- 36.11.** The Secretary must give the Regulator written notice of any change in the address of the Association in accordance with the Act.
- 36.12.** The Secretary may resign from office by giving written notice to the Board;

- 36.13.** The Secretary resigns:
- (a) at the time the notice is received by the Board; or
 - (b) if a later time is stated in the notice, at the later time.
- 36.14.** The Secretary may be removed from office by resolution of the Board.
- 36.15.** At the Board meeting to decide the proposed resolution, the Secretary who faces removal from office must be given a full and fair opportunity to state his or her case against removal.
- 36.16.** The Secretary must-
- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Board and of the Association;
 - (c) comply on behalf of the Association with the Act and all other legal, statutory and regulatory requirements; and
 - (d) perform such other duties as are imposed by these Rules on the Secretary.

37. SEAL AND EXECUTION OF DOCUMENTS

- 37.1.** The Association may execute a document without using a Seal if the document is signed by:
- (a) two members of the Board;
 - (b) a member of the Board and the Secretary.
- 37.2.** If the Association has a Seal:
- (a) the Executive Director or Secretary shall provide for its safe custody of the Seal;
 - (b) it may only be used only with the authority of the members of the Board, or of a committee of the members of the Board authorised by the members of the Board to authorise the use of the Seal.
- 37.3.** Every use of the Seal shall be recorded in the minute book of the Association. The affixing of the Seal shall be witnessed in accordance with Rule 37.4
- 37.4.** The Association also may execute a document if the Seal is fixed to the document and the fixing of the Seal is witnessed by:
- (a) two members of the Board;
 - (b) a member of the Board and the Secretary.
- 37.5.** The Association may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rule 37.1 or 37.2, but this

does not limit the ways in which the Association may execute a document (including a deed).

- 37.6.** A member of the Board may sign an instrument to which the seal of the Association is affixed even though the member of the Board is interested in the contract or arrangement to which the instrument relates.
- 37.7.** A person acting with the Association's authority and on its behalf can exercise the Association's power to sign, discharge and otherwise deal with contracts.

38. NOTICES TO MEMBERS

Except for the requirement in Rule 20, any notice that is required to be given to a Member, on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the member at that Member's address shown in the Register of Members; or
- (c) facsimile transmission; or
- (d) electronic transmission.

39. EXECUTIVE DIRECTOR

- 39.1.** The Executive Director may be appointed by the Board for such term, and upon such conditions as the Board thinks fit. The Board shall be responsible for setting the delegated responsibility and remuneration for the Executive Director;
- 39.2.** The Board may delegate to the Executive Director responsibility for undertaking the Secretary role;
- 39.3.** The Executive Director shall manage the Association under the direction of the Board and in accordance with the Act, these Rules and the Association's policies.

40. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 40.1.** Except as otherwise provided in these Rules, the Executive Director must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 40.2.** All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request.
- 40.3.** A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.
- 40.4.** All Members, Authorised Representatives, Board Members and Committee Members are required to return any documents belonging to the Association within 28 days of their ceasing to hold office or to be a Member of the Association. Failure to return the documents within the required time allows the Association to apply to the Magistrate's Court to ensure the return of the documents.

41. FUNDS

- 41.1.** The Executive Director of the Association shall oversee and monitor the-
- (a)** collection and receipt of all moneys due to the Association and payments authorised by the Association; and
 - (b)** keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 41.2.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the Executive Director, Treasurer, President or nominated Board member.
- 41.3.** The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determines.

42. FINANCIAL REPORTS AND PROPERTY

- 42.1.** The income and property of the Association shall be applied solely in the furtherance of the Associations objectives as set out in Rule 3. No part of the income or property of the Association may be paid, transferred or distributed, directly, or indirectly, by way of dividend, bonus, or other profit distribution, to any Member of the Association.
- 42.2.** Rule 42.1 does not prevent the Association, with the approval of the Board and acting in good faith, authorising the payment of:
- (a)** reasonable remuneration in consideration for services rendered or goods supplied by a Member or employee to the Association in the ordinary course of business;
 - (b)** reasonable rent for premises leased to the Association by a Member;
 - (c)** approved reasonable out-of-pocket expenses incurred by a Member for, or on behalf of, the Association;
 - (d)** any debt or any reasonable and proper fees to any member of the Board under a contract between the Association and that member of the Board for the provision of goods or services which are outside the scope of the ordinary duties of a Board member;
 - (e)** interest at a rate not exceeding the lowest rate paid for the time being by the Association's bank in respect of term deposits on money borrowed from any Member (including a member of the Board);
 - (f)** the reimbursement of any member of the Board for out-of-pocket expenses properly incurred;
 - (g)** in attending and returning from Board meetings or any meetings of committees of members of the Board;
 - (h)** in attending any General Meetings; and

- (i) in connection with the Association's business; or
 - (j) any other reasonable amount of a similar character to those described in this Rule.
- 42.3.** The Association must keep written financial records which:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited.
- 42.4.** A properly qualified auditor or auditors is to be appointed to examine the financial records, where required under the Act or other laws relating to the Association's operations;
- 42.5.** The auditor's appointment will be recommended by the Board and voted on by the Members at a General Meeting of the Association;
- 42.6.** The Association must report to Members for a financial year in accordance with the Act.

43. INDEMNITY

Subject to Rule 13 hereof every member of the Board and any committees, sub-committees or other like groups lawfully constituted hereunder and any appointee, officer, servant or agent of the Association is hereby indemnified by the Association against all Liability incurred in the course of performing his or her duties on behalf of the Association including the taking or defending of any criminal or civil proceeding in a court of law.

44. MINUTES OF MEETING

- 44.1.** The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.
- 44.2.** Members are able to access the minutes of each General Meeting upon request to the Secretary.
- 44.3.** Members do not have access to minutes of Board meetings.
- 44.4.** A Member has a right of access to the financial records at all reasonable times.

45. WINDING UP

If, upon the winding up or the dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Association, but shall be given or transferred to some other not for profit organisation promoting similar interests, and which is required by its constitution to apply its profits or income in promoting its objectives and is prohibited from paying any dividends or benefits to its members to the same extent as the Association.