

VICROADS ASSOCIATION INCORPORATED
RULES
MARCH 2009

1. Name

The name of the Incorporated Association is the "VICROADS Association Incorporated" (in these Rules called the "Association").

2. Interpretation

In these Rules unless the contrary intention appears:

- 2.1 "Committee" means the General Committee of the Association.
"Financial year" means the year ending on the last day of February.
"General Meeting" means a general meeting of members convened in accordance with Rules 13.1 and 13.2.
"Member" means a member of the Association.
"Ordinary Member of the committee" means a member of the Committee who is not an officer of the Association under Rule 12.3.
"The Act" means the Associations Incorporation Act 1981.
"The Regulations" means Regulations under the Act.
"By-laws" means by-laws approved by the Committee in accordance with Rule 15.
- 2.2 In these Rules a reference to the Secretary of the Association is a reference:-
- 2.2.1 where a person holds office under these Rules as Secretary of the Association - to that person; and
- 2.2.2 in any other case to the Public Officer of the Association.
- 2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3. Purposes of the Association

The purposes of the Association shall be:

- 3.1 to foster fellowship and harmony among members;
- 3.2 to do any such things as, in the opinion of the Committee, will assist in the welfare and benefit of members;
- 3.3 to maintain a definite link with the Roads Corporation or its successors.

4. Membership

4.1 Membership shall be open to all persons:

4.1.1 with service with the Roads Corporation or its successors;

4.1.2 with service with the Country Roads Board, Road Construction Authority, Motor Registration Branch, Transport Regulation Board, Traffic Commission, Road Safety and Traffic Authority or Road Traffic Authority;

4.1.3 who were the spouses of deceased members or of deceased persons who would have been eligible to be members;

4.2 Application for membership shall be made to the Secretary giving name address telephone number - if any - and dates of service.

4.2.1 As soon as is practicable after the receipt of an application, the Secretary shall refer the application to the Committee.

4.2.2 The Committee shall determine whether to approve or reject the application.

4.3 New members shall be issued with a copy of the rules (and by-laws) upon payment of the initial membership fee.

4.4 Life members may be elected in recognition of outstanding service and shall be exempt from payment of the annual subscription.

5. Patrons

A patron may be elected at a General Meeting.

6. Register of Members

The Secretary shall keep a register of all members together with their addresses and telephone numbers. Members shall advise the Secretary of any change of address and/or telephone number. The register shall be available for inspection by members at the address of the Public Officer.

7. Venue of Meetings

7.1 The usual venue for General Meetings and other activities of the Association shall be an Office of the Roads Corporation or its successors.

7.2 The usual venue for Committee Meetings shall be an Office of the Roads Corporation or its successors.

8. Voting

- 8.1 No member whose annual subscription remains unpaid for three months shall be entitled to vote at any meeting of the Association, nominate officers or hold office.
- 8.2 Proxy votes will not be acceptable at any General or other meeting of the Association.

9. Visitors

Members attending any Association function may be accompanied by visitors.

10. Financial Year

The financial year shall be from 1st March to the last day of February in the succeeding year.

11. Subscriptions

- 11.1 There shall be a joining fee payable on application for membership of the Association.
- 11.2 There shall be an annual subscription due and payable on joining the Association and thereafter on 1st March each year.
- 11.3 The respective amounts of the joining fee and the annual subscription shall be as fixed by resolution of the members at each Annual General Meeting.
- 11.4 A member joining the Association after the 1st December shall be deemed to be financial for the following financial year.
- 11.5 The Secretary shall give notice to all members when their annual subscriptions become due.

12. Management of the Association

- 12.1 Management of the Association shall be vested in the General Committee which shall meet at least three times each year and in the Executive Committee which shall comprise:-

12.2 General Committee

President Vice President
Honorary Secretary Honorary Assistant Secretary
Honorary Treasurer Honorary Assistant Treasurer
Six (6) Ordinary Members

12.3 Executive Committee

President
Vice President
Honorary Secretary or Honorary Assistant Secretary
Honorary Treasurer or Honorary Assistant Treasurer

- 12.4 All officers elected shall hold office until the next Annual General Meeting. Retiring officers shall be eligible for re-election. Any vacancies for Officers and/or Ordinary Members occurring during the year shall be filled by the General Committee, at its discretion, for the remaining period of the financial year. Half of the Ordinary Members shall be elected for a period of two years.
- 12.5 All nominations for office shall be submitted by a member, shall be in writing, shall include the consent of the nominee and shall be lodged with the Secretary at least seven days prior to the date of the Annual General Meeting.
- 12.6 For the purpose of these rules the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member.
- 12.6.1 ceases to be a member of the Association;
- 12.6.2 becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
- 12.6.3 resigns his office by notice in writing given to the Secretary.

13 Meetings

13.1 Annual General Meeting

The Annual General Meeting shall be held in the month of March in each year. Written notice of the meeting shall be sent to each member at least twenty-one days before such meeting.

13.2 Special General Meeting

Special General Meetings may be called by the Committee or by a requisition signed by not less than fifteen financial members addressed to the Secretary. Such a requisition shall state the business proposed to be dealt with. The Committee shall fix the dates of special General Meetings which shall be held not more than thirty days after the date of receipt of such a requisition. Written notice of any Special General Meeting shall be sent to each member at least twenty-one days before such meeting.

13.3 Other Meetings

The Executive committee shall determine times and places of other meetings.

14. Chairman of Meetings

The President, or in his or her absence, the Vice President shall be Chairman at all meetings of members and all Committee Meetings; but in the absence of both, the members present shall appoint a chairman from amongst their number. The Chairman shall have an ordinary vote and in the event of an equality of votes, he or she may exercise a casting vote. If the Chairman does not exercise a casting vote the motion is lost.

15. Committees, Sub-Committees and By-laws

- 15.1 The General Committee shall have power to appoint such committees and/or sub-committees as may be deemed necessary.
- 15.2 The General Committee shall have power to make By-laws not inconsistent with these rules for the efficient working of the Association.

16. Alterations to the Rules and/or the By-laws

- 16.1 The Rules and By-laws may be added to, repealed or amended by resolution at an Annual General Meeting or at a Special General Meeting, called in terms of Rule 13.2. No such resolution shall be deemed to have been passed unless not less than three-fourths of the members present and being entitled to vote thereon vote in favour of the resolution, and at least twenty one days notice of the intention to propose such resolution has been given to all members. If such resolution is passed by the required majority it shall be binding on all members.
- 16.2 Subject to the making, amendment or repeal of a By-law, within a reasonable time details shall be published in either precise or general form for the information of all members. The publication of such material in the current newsletter of the Association shall be deemed to be sufficient for this purpose.

17. Business of the Association

The business of the Association shall be dealt with in the following order:

17.1 Annual General Meeting

Attendance

Apologies

Minutes of previous Annual General Meeting (if the minutes have already been confirmed at a previous General Meeting they should be read for the information of members at the Annual General Meeting)

Annual Report

Financial Statement

Correspondence (as especially applicable to an Annual General Meeting)

Notices of motion received in writing by the Secretary not less than 14 days prior to the date of the meeting.

Election of Committee - in the event of more than one nomination being received for any position, two scrutineers shall be appointed to supervise the election which shall be by secret ballot.

Appointment of an Auditor

Review of Rules

General Business (as especially applicable to an Annual General Meeting).

17.2 Special General Meetings

Attendance

Apologies

Minutes of previous Annual General Meeting or Special General Meeting as applicable.

Correspondence (as especially applicable to a Special General Meeting).

Business for which the Special General Meeting has been convened.

17.3 Other Meetings (as applicable)

Attendance Apologies

Minutes of previous meeting Correspondence Secretary's Report

Treasurer's Statement and Accounts

Sub-committee Reports

General Business

18. Quorums

18.1 Executive Committee 3 (refer 12.3)

General Committee one half of the Committee

Annual General Meeting 15 financial members

Special General Meeting 15 financial members

18.2 If at an Annual General Meeting or a Special General Meeting of members, a quorum is not present after the expiration of thirty minutes from the specified time of commencement of the meeting, the meeting shall be postponed to a date to be fixed. If there should not be a quorum of fifteen present at the expiration of thirty minutes after the specified time of commencement of the postponed meeting, the business of the meeting may proceed provided that a quorum of ten (10) financial members is present.

Notice of the postponed meeting together with notice of reduction of the quorum shall be posted to members.

19. Times of Commencing and Closing Meeting

19.1 All Annual and Special General Meetings shall commence not later than 1.30 p.m. on the day such meetings are called and shall terminate not later than 4.00 p.m.

19.2 Any business not completed by 4.00 p.m. shall stand over until the next General Meeting.

19.3 Other meetings may follow the Annual or Special General Meeting on the same day if time permits. Refer also 13.3.

19.4 Committee and/or Sub-committee Meetings shall be held as convened by the President.

20. Secretary

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with the names of persons present at Committee Meetings. These records shall be available for inspection by members.

21. Treasurer

The Treasurer of the Association shall:-

- 21.1 collect and receive all moneys due to the Association and make all payments authorised by the Association;
- 21.2 keep 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;
- 21.3 make available the accounts and books referred to in 21.2 for inspection by members.

22. Funds of the Association

- 22.1 All moneys of the Association shall be lodged in appropriate accounts in the name of the Association.
- 22.2 Cheques shall be signed by any two of the Treasurer, Assistant Treasurer, President, Vice President and Secretary. All such payments shall be ratified at the next General Committee Meeting.
- 22.3 Amounts of twenty (20) dollars or more shall be paid by cheque, except that with the approval of the Executive Committee cash payments in excess of twenty dollars may be made.
- 22.4 Smaller amounts may be paid by cheque or from Petty Cash, as convenient.
- 22.5 The Secretary may draw up to such sum for Petty Cash requirements as may be authorised by each Annual General Meeting.
- 22.6 The books and accounts shall be audited and a report by the Auditor shall be presented at the Annual General Meeting.

23. Seal

- 23.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 23.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

24. Winding up or Cancellation

- 24.1 A proposal to wind up the Association shall be decided at a Special General Meeting which shall be called as follows:
- 24.1.1 Promulgation of the Special General Meeting shall be made at a General Meeting by the Chairman of that meeting. Those NOT present during the promulgation shall be sent a written notice of meeting to their private addresses as recorded in the register of members (Rule 6) and so as to give at least twenty-one clear days notice.
- 24.1.2 Not less than a three-fourths majority of the financial members present and voting at the Special General Meeting shall be necessary to effect winding up.
- 24.2 In the event of a winding up of, or the cancellation of the incorporation of the Association all moneys and assets shall be disposed of in accordance with the provisions of the Act.

25. Auditor

An Honorary Auditor with appropriate accounting qualifications shall be appointed by the Annual General Meeting each year and shall be eligible for re-appointment at the expiration of his term of office.

26. Custody of Records

Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents, and securities of the Association.

27. Funds

The funds of the Association shall be derived from joining fees, annual subscriptions, donations and such other sources as the Committee determines.

28. Removal of Member of Committee

- 28.1 The Association in General Meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member.
- 28.2 Where the member to whom a proposed resolution referred to in Rule 28.1 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

29. Expulsion of a Member

- 29.1 Subject to these Rules the Committee may by resolution, expel a member from the Association, if the Committee is of the opinion that the member:

- 29.1.1 has refused or neglected to comply with these Rules;
- 29.1.2 has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 29.2 Provided always that such member shall be entitled to 14 days notice of the charge against him or her and to be present at the hearing thereof by the Committee.
- 29.3 Any member expelled by the Committee shall be entitled to appeal against the decision to a Special General Meeting of the Association, called for that purpose and such meeting shall be convened by the Committee at his request and he shall be permitted to be represented at such meeting by a member of the Association if he so desires.
- 29.4 Any member expelled in accordance with the Rules or otherwise ceasing to be a member of the Association shall forfeit all rights to a claim upon the Association or its property or funds as he would have by reason of membership.
- 29.5 At the expiration of any financial year in respect of which any person shall have paid his subscription, the Committee, if it is of the opinion that it is undesirable in the interest of the Association that such person should continue to be a member, may decline to accept any further subscriptions from such person. The Secretary shall notify such person of this decision and he shall thereupon cease to be a member of the Association. However he shall have the same right of appeal and on the same conditions as stated in Rule 29.3.

30. Disputes and mediation

- 30.1 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.
- 30.2 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.
- 30.3 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.
- 30.4 The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 30.5 A member of the Association can be a mediator.
- 30.6 The mediator cannot be a member who is a party to the dispute.

- 30.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 30.8 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.
- 30.9 The mediator must not determine the dispute.
- 30.10 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 or otherwise at law.

31 General

Any matters not specifically provided for in the Rules and By-laws of the Association shall be dealt with by the Executive Committee, which Committee shall decide or interpret such matters, and shall place same before members for confirmation at the next General Meeting of Members.

**ASSOCIATIONS INCORPORATION ACT
SCHEDULE
MATTERS TO BE PROVIDED FOR IN THE RULES
OF AN INCORPORATED ASSOCIATION**

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