

DIAL BEFORE YOU DIG VIC/TAS INCORPORATED



CONSTITUTION AND STATEMENT OF RULES

As Amended 23 November 2016

Associations Incorporation Reform Act 2012

TABLE OF CONTENTS

Table of Contents

1	Name	1
2	Purposes	1
3	Powers	1
4	Interpretation	3
5	Membership	6
	5.1 Admission of Members	6
	5.2 Agreement of Members	6
	5.3 Application for admission	6
	5.4 Admission	7
	5.5 Power to decline admission of Members	7
	5.6 Cessation of membership	7
	5.7 Entrance fee, annual subscription and referral fee	8
	5.8 Register of Members	8
	5.9 Resignation of Member	8
6	Discipline of Member	8
7	Disputes and mediation	10
8	General meetings by technology	10
9	Annual general meeting	11
	9.1 General	11
	9.2 Business of annual general meeting	11
	9.3 Other meetings	11
10	Special general meetings	11
	10.1 Convening by Board	11
	10.2 Convening by Members	12
11	Convening of general meetings	12
	11.1 Notice requirements	12
	11.2 Notice may be sent-	12
	11.3 Business at meetings	12
12	Proceedings at meetings	13
	12.1 Reference to a Member	13
	12.2 Business at meetings	13
	12.3 Chair	13
	12.4 Adjournment	13
	12.5 Voting on resolutions	14
	12.6 Demand for a poll	14
	12.7 Entitlement to vote	14

12.8	Delegates and proxies	14
13	Board	15
13.1	Constitution and powers of the Board	15
13.2	Officers	15
14	Appointment and retirement of Representative and Co-opted Directors	16
14.1	Representatives	16
14.2	Vacation of Office	16
14.3	Procedure for appointment of Representative Directors	16
14.4	Procedure For Appointment Of Co-opted Directors	17
15	Powers and duties of Directors	17
15.1	Remuneration of Directors	17
15.2	Approved expenses	18
15.3	Director's interests	18
15.4	Holding certain offices and places of profit	18
15.5	Directors and Director's firms acting in a professional capacity	18
15.6	Disclosure of Director's interests	18
15.7	Material personal interest of Directors	19
15.8	Directors participating in execution of instrument	19
15.9	Appointment of Alternate Directors	19
15.10	Rights and powers of Alternate Directors	19
15.11	Suspension or revocation of appointment	20
15.12	Termination of appointment	20
15.13	Implied validity	20
16	Removal of Director	20
16.1	Removal of Representative Director by Class	20
16.2	Removal by special resolution	20
16.3	Representative Director's right to make representations	21
16.4	Removal of a Co-opted Director	21
17	Vacancy of the Board	21
17.1	Methods of vacancy	21
17.2	Filling of vacancy	22
18	Procedure of Board	22
18.1	Meetings of the Board	22
18.2	Quorum	22
18.3	Chairperson	22
18.4	Voting	22
18.5	Notice	23
18.6	Operation of Board when vacancies	23
18.7	Observers	23
18.8	Conduct of meetings	23
18.9	Information to Members	23
19	Subcommittees	24
19.1	Delegation to subcommittees	24

19.2	Control of subcommittees	24
19.3	Rules apply to subcommittees	24
20	Chairperson	24
20.1	Appointment of Chairperson	24
20.2	Suspension and removal of Chairperson	24
20.3	Powers, duties and authorities of Chairperson	24
20.4	Remuneration of Chairperson	24
20.5	Additional or special duties of Chairperson	24
21	Deputy Chairperson	24
21.1	Appointment of Deputy Chairperson	24
21.2	Suspension and removal of Deputy Chairperson	25
21.3	Powers, duties and authorities of Deputy Chairperson	25
21.4	Remuneration of Deputy Chairperson	25
21.5	Additional or special duties of Deputy Chairperson	25
22	Secretary	25
22.1	Appointment of Secretary	25
22.2	A vacancy occurs in the position of public officer if the Secretary:	25
22.3	Suspension and removal of Secretary	26
22.4	Powers, duties and authorities of Secretary	26
22.5	Remuneration of Secretary	26
22.6	Additional or special duties of Secretary	26
23	Minutes	26
24	Treasurer	27
24.1	Appointment of Treasurer	27
24.2	Suspension and removal of Treasurer	27
24.3	Powers, duties and authorities of Treasurer	27
24.4	Remuneration of Treasurer	27
24.5	Additional or special duties of Treasurer	27
25	Deputy Treasurer	27
25.1	Appointment of Deputy Treasurer	27
25.2	Suspension and removal of Deputy Treasurer	27
25.3	Powers, duties and authorities of Deputy Treasurer	27
25.4	Remuneration of Deputy Treasurer	28
25.5	Additional or special duties of Deputy Treasurer	28
26	Secretariat	28
26.1	Provision of Secretariat Services	28
26.2	Termination of Secretariat Services	28
26.3	Powers, duties and authorities of the Board	28
26.4	Attendance at Board meetings	28
26.5	Remuneration of Secretariat provider	28

27	Auditor and Accounts	28
28	Accounts	29
29	Common seal	29
30	Alteration of rules and Statement of Purposes	29
31	Notices	29
	31.1 Serving of notices	29
	31.2 Deemed receipt	29
32	Use of income and property and disposal of assets	29
	32.1 Use of income and property	29
	32.2 Disposal of assets	30
33	Office Holders	30
	33.1 The term 'office holder' refers to:	30
	33.2 An office holder must:	30
	33.3 An office holder must not:	31
34	Indemnity and insurance	31
	34.1 Indemnity	31
	34.2 Insurance	31
35	Custody and inspection of books	31
	35.1 Custody of records	31
	35.2 Inspection of records	31
	35.3 Return of records	31
36	Source of funds	32
37	Transitional provisions	32

Associations Incorporation Reform Act 2012
CONSTITUTION AND STATEMENT OF RULES
DIAL BEFORE YOU DIG VIC/TAS INCORPORATED

1 Name

The name of the incorporated association is Dial Before You Dig Vic/Tas Incorporated (in these rules called **Association**).

2 Purposes

The purposes for which Dial Before You Dig Vic/Tas Incorporated (the **Association**) is established are to:

- (a) assist in the continued provision of oil and gas, electrical, water, telecommunications, and other asset services to the community by encouraging membership and participation of asset owners;
 - (b) assist in the protection of individuals against possible injury or death as a result of damage to assets and the environment;
 - (c) assist in the prevention of individuals incurring financial loss as a result of damage to assets and the environment;
 - (d) provide a free co-ordinated asset information referral service for anyone intending to undertake works, with the aim of avoiding damage to those assets and the environment; and
 - (e) To do all such other lawful acts, matters and things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
-

3 Powers

The Association has the power to do everything necessary or convenient for, or incidental to, furthering its purposes, including the power:

- (a) to charge fees to Members to cover its costs;
- (b) to indemnify any person for any loss or damage incurred as a result of having, while undertaking duties or volunteer work on behalf of the Association, become liable to pay any amount by way of damages or otherwise;
- (c) to subscribe to, become a member of, affiliate with, co-operate with or contract with any other association, club or organisation, whether incorporated or not, whose purposes are altogether or in part similar to those of the Association;
- (d) to buy, sell and deal in all kinds of articles, commodities and provisions, for the members of the Association or persons frequenting the Association's premises;
- (e) to purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be required for, or capable of being conveniently used in connection with, any of the purposes of the Association. If the Association takes or holds any property which is subject to any trust, the Association must deal with that property only in the manner allowed by the trust instrument (if any), and the law regarding trusts;
- (f) to:
 - (1) enter into any arrangements with any government or authority that are incidental or conducive to attaining the purposes and exercising the powers of the Association;

- (2) obtain from any government or authority any rights, privileges or concessions which the Association thinks it desirable to obtain; and
- (3) carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (g) to appoint, employ, remove or suspend managers, officers, employees, workers and other persons as necessary or convenient for the purposes of the Association;
- (h) to delegate any power which may be exercised by the Association and is capable of being delegated to employees or any other persons carrying out work on behalf of the Association;
- (i) to construct, improve, maintain, develop, work, manage, carry out, alter or control any Works which directly or indirectly advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of those Works;
- (j) to invest and deal with the money of the Association not immediately required in a manner that the Association thinks fit and is deemed to be of low risk, or government approved funds;
- (k) to take, or otherwise acquire, and hold shares, units, debentures or other securities of any company or body corporate;
- (l) to:
 - (1) lend and advance money or give credit to any person or body corporate; and
 - (2) guarantee and give guarantees or indemnities (or both) for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (m) to borrow or raise money either alone or jointly with any other person or legal entity in any manner that the Association thinks proper, and whether on fluctuating advance account or overdraft or otherwise; to secure any money and further advances borrowed or to be borrowed alone or with others by mortgage, charge, lien or other security on the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such securities;
- (n) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (o) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the Association's property and rights;
- (p) to take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of any kind sold by the Association, or any money due to the Association from purchasers and others;
- (q) to take any gift of property, whether subject to any special trust or not, for any one or more of the purposes of the Association;
- (r) to take any steps by personal or written appeals, public meetings or otherwise, that are considered expedient to procure contributions to the funds of the Association, in the shape of donations, annual fees or otherwise;
- (s) to print and publish any newspapers, periodicals, books or leaflets that the Association thinks desirable to promote its purposes and activities;
- (t) to amalgamate with any one or more incorporated associations having purposes altogether or in part similar to those of the Association, and which prohibit the

- distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Association under these rules;
- (u) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
 - (v) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate; and
 - (w) to make donations for patriotic, charitable or community purposes.

4 Interpretation

- (a) In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012*;

Alternate Director means a person appointed as an alternate director pursuant to rule 15.9;

Approved Expenses means the reasonable travelling, accommodation and other expenses as the Director or Officer may incur when travelling to or from meetings of the Board or a committee or when otherwise engaged on the business of the Association;

Asset Holder means a member of one of any of the Asset Holding Classes;

Asset Holding Class means any of the following Classes: Electricity, Water, Oil and Gas, Telecommunications, Local Government and Other Asset Holders;

Assets

“**Assets** means all assets and infrastructure including without limitation:

- (a) underground assets infrastructure, such as pipes or cables which could be subject to damage as a result of excavation or similar activity;
- (b) aboveground assets and infrastructure; and
- (c) road and other ground level assets and infrastructure.”

“**Environment** means components of the earth, including:

- (a) land, air and water;
- (b) any layer of the atmosphere;
- (c) soil or ground water;
- (d) contamination, chemicals and waste;
- (e) any organic or inorganic matter and any living organism; and
- (f) human-made or modified structures and areas.

- (c) substituting the word “assets” with “Assets and the Environment” where it appears in clauses 2(b), 2(c) and 2(d).
 - (d) deleting the word “underground” where it appears in clauses 2(b), 2(c) and 2(d).

Auditor means an Auditor appointed pursuant to rule 27 and must be:

- (1) a registered company auditor; or
- (2) a firm of registered company auditors; or
- (3) a person who is a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants in Australia; or
- (4) any other person who is approved by the Registrar of Incorporated Associations as an auditor of the accounts of the incorporated association

The auditor may not be:

- (5) a member of the Board;
- (6) an employee or employer of a member of the Board;
- (7) a member of the same partnership as a member of the Board; or
- (8) an employee of the Association.

Board means the board of management of the Association;

Chairperson means the chairperson of the Board;

Class means a class of Members, being any of Electricity, Water, Oil and Gas, Telecommunications, Local Government, Other Asset Holders, or Non Asset Holders Classes;

Class Member means a member of a Class;

Co-opted Directors means up to two people who are not Representatives who may be invited by the Board from time to time to join the Board until the earlier of:

- (a) the next annual general meeting following the date of their appointment; or
- (b) termination of appointment by the Board,

and who are eligible for re-appointment;

Delegate means the representative of a Member as notified to the Secretary from time to time;

Deputy Chairperson means the deputy chairperson of the Board;

Director means a Representative Director or Co-opted Director, unless where otherwise indicated;

Electricity means the Class in which Class Members have an Interest relating to the supply of electricity;

Financial Year means the year ending on 30 June;

Interest means a proprietary right in respect of an Asset by reason of ownership;

Local Government means the Class in which Class Members have an Interest relating to the provision of local government services;

Member means a member of the Association;

Non Asset Holder means a member of the Non Asset Holding Class;

Non Asset Holding Class means an individual Class which does not have an Interest but is by reason of its commercial activities interested in furthering the purposes of the association;

Officer has the meaning given to it in rule 13.2;

Oil and Gas means the Class in which Class Members have an Interest relating to the provision of oil and gas services;

Other Asset Holder means a member of the Other Asset Holding Class;

Other Asset Holding Class means the Class in which Class Members have an Interest in Assets but do not fall within the other Asset Holding Classes;

Poll means

- (a) a method of voting at a general meeting of the Association where:
 - (1) the Chairperson appoints a returning officer to conduct the vote;

- (2) the Chairperson announces prior to voting whether, and on what terms, proxies will be accepted;
 - (3) each person voting is provided with a poll paper and marks either 'for' or 'against' the relevant motion and signs the poll paper in their capacity as a Member, corporate representative or proxy;
 - (4) when the returning officer declares that the poll is closed, all poll papers will be collected and the votes counted by the returning officer; and
 - (5) the Chairperson will, upon receiving the returning officer's report on the result of the poll, declare the resolution carried or lost; or
- (b) any other method of conducting a poll deemed appropriate by the Chairperson.

Person has the same meaning as in the *Corporations Act*;

Regulations means regulations made under the Act;

Representative means the representative of a Class as appointed in accordance with rule 14.3 whose role is to consult, listen to and action the thoughts and wishes of the members of the Class they represent;

Representative Director has the meaning given to it in rule 14.1;

Returning Officer means the office manager of the Association. If for any reason there is no office manager or the office manager is unable or unwilling to fulfil any of the functions of the Returning Officer, the Board shall appoint an independent person to fulfil those functions;

Secretariat is an administrative unit having responsibility for staff including managers, secretarial and clerical personnel, as well as the administrative affairs being the maintaining of records, premises and other secretarial duties of the Association

Secretary means the person appointed as secretary of the Association in accordance with rule 22.1.

Telecommunications means the Class in which Class Members have an Interest relating to the provision of telecommunication services;

Treasurer shall mean the treasurer (if any) of the Association, appointed in accordance with rule 24.1;

Water means the Class in which Class Members have an Interest relating to the provision of water supply, waste water or storm water services, but excluding local government; and

Works means excavating and activities that may impact on or damage Assets.

- (b) 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.
- (c) In interpreting this Constitution, no paragraph may be restricted by reference to another paragraph or by the juxtaposition of two or more paragraphs.
- (d) If there is any ambiguity in this Constitution, it must be construed in a way that widens and does not restrict the purposes and the powers of the Association.

5 Membership

5.1 Admission of Members

- (a) It shall be a qualification to admission as a Member that the person:
- (1) apply in writing to the Association in accordance with rule 5.3; and
 - (2) be a company, as that term is defined in the *Corporations Law*, an incorporated association or such other body as determined by the Board,
- and the Board may impose such other qualifications to admission as a Member as they think fit from time to time.
- (b) The Board may also admit as Members such persons who satisfy the qualification for admission as a Member referred to in rule 5.1(a), and otherwise on such conditions and at such times as the Board think fit.
- (c) In determining an application for membership, the Board shall have regard to the purposes of the Association.

5.2 Agreement of Members

Each Member acknowledge and agrees with each other Member and the Association as a condition of admission to membership and continuing membership of the Association to:

- (a) comply with these rules;
- (b) by submitting to the Rules they are subject to the jurisdiction of the Association;
- (c) comply with any such other form of undertaking or agreement as the Board may stipulate as a condition of admitting that person as a Member;
- (d) pay such entrance fees, annual subscription fees and other fees as may be prescribed in accordance with these rules from time to time; and
- (e) comply with all other terms of membership applicable to the Member, including qualifications and obligations.
- (f) the Rules and the Association's Policies are necessary and reasonable for promoting the Objects as detailed under Rule 2;
- (g) they are entitled to the benefits, advantages, and privileges of membership while they are Members.

5.3 Application for admission

Every person applying for admission as a Member shall make an application in accordance with the form and conditions prescribed by the Board from time to time, which shall inter alia, set out:

- (a) the name of the person and details of the person's nominated Delegate;
- (b) the registered office and place of business of the person;
- (c) the Class to which the person wishes to be admitted;
- (d) evidence that the qualifications of membership referred to in rule 5.1(a) are met;

and be accompanied by:

- (e) any such undertaking or agreement as the Board has stipulated, or may stipulate, as a condition of admitting that person as a Member;

- (f) any entrance fee prescribed by the Board; and
- (g) if requested by the Board,
 - (1) an original or certified copy of the constituent documents of the person;
 - (2) an original or certified copy of the certificate of incorporation or registration of the person, as applicable;
 - (3) the latest audited financial accounts of the person (including balance sheet and profit and loss statement), and/or such other financial information required by the Association.

5.4 Admission

- (a) If the Board accepts an application for admission as a Member, then upon payment of the entrance fee, any other prescribed fees and satisfaction of all qualifications and conditions of membership and within a reasonable time thereafter:
 - (1) the Secretary shall notify the new Member of his or her successful application, the Class to which the Member has been admitted, and the contact details of that Class's current Representative;
 - (2) the Secretary shall notify the relevant Representative of the Member's admission; and
 - (3) the Member shall receive from the Association a certificate of membership issued by the Association and which while that person remains a Member, shall be entitled to hold the certificate.
- (b) Every certificate issued to Members shall be in such form as the Board may from time to time determine and shall be the property of the Association and in the event of the termination of membership of a Member for any reason, shall be returned by that person to the Board and shall be recoverable on demand.

5.5 Power to decline admission of Members

- (a) The Board may, in their absolute discretion, decline to admit any person as a Member and, subject to rule 5.5(b), shall not be under any obligation to give any reason for rejecting an application for membership.
- (b) If the Board declines an application for membership on the grounds that in the opinion of the Board the person has applied for admission to an inappropriate Class, the Board shall notify the person of this reason, inform the person of the appropriate Class and invite the person to re-apply for membership.
- (c) A person shall be advised of his or her admission or non-admission, but his or her admission shall not take effect until he or she has paid the first year's subscription fee (if any) or such other fees, if any, prescribed by the Board. Subject to rule 5.5(d), no fees shall be refundable unless specifically provided by the Board.
- (d) The Board shall return to any unsuccessful person for admission to membership any entrance fee paid by that person.

5.6 Cessation of membership

- (a) A Member immediately ceases to be a Member:
 - (1) if the Member resigns from membership by notice in writing to the Association;

- (2) if the Member dies or becomes insolvent as defined under the Corporations Act 2001 or ceases to exist;
 - (3) if the Member is expelled by the Board under rule 6; and
 - (4) in any other circumstances prescribed in the terms of membership applicable to the Member or in any undertaking given by the Member upon the Member's admission to membership, as circumstances resulting in immediate termination of membership.
- (b) Upon ceasing to be a Member, the former Member shall return their certificate of membership to the Association.
 - (c) A right or privilege of a Member by reason of membership:
 - (1) is not capable of being transferred or transmitted to another person; and
 - (2) terminates upon the cessation of membership.

5.7 Entrance fee, annual subscription and referral fee

- (a) The entrance fee may be charged and shall be the amount determined by the Board from time to time.
- (b) The annual subscription may be charged and shall be the amount determined by the Board from time to time.
- (c) A referral fee may be charged and shall be the amount determined by the Board from time to time.

5.8 Register of Members

The Association shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member, and the full contact details of each Member's Delegate and the register shall be available for inspection by Members at the registered office.

5.9 Resignation of Member

- (a) A Member who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Association of his or her intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (b) Upon the expiration of a notice given under rule 5.9(a), the Association shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

6 Discipline of Member

- (a) Subject to these rules, if the Board is of the opinion that the Member -
 - (1) has refused or neglected to comply with these rules; or
 - (2) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Association,
 the Board may by resolution:
 - (A) expel a Member;
 - (B) suspend a Member from membership of the Association for a specified period; or

- (C) fine a Member in accordance with the Regulations.–
- (b) A resolution of the Board under rule 6(a):
- (1) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under rule 6(a) confirms the resolution in accordance with this rule; and
 - (2) where the Member exercises a right of appeal to the Association under this rule, does not take effect unless the Association confirms the resolution in accordance with this rule.
- (c) Where the Board passes a resolution under rule 6(a), the Association will, as soon as practicable, serve on the Member a notice in writing -
- (1) setting out the resolution of the Board and the grounds on which it is based;
 - (2) stating that the Member may address the Board at a meeting of the Board to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - (3) stating the date, place and time of that meeting of the Board;
 - (4) informing the Member that he or she may do one or more of the following:
 - (A) attend that meeting of the Board;
 - (B) give to the Board before the date of that meeting of the Board a written statement seeking the revocation of the resolution; and
 - (5) informing the Member that, if at the meeting of the Board the Board confirms the resolution, he or she may, not later than 48 hours after the meeting of the Board, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (d) At a meeting of the Board held in accordance with rule 6(c)(2), the Board:
- (1) shall give to the Member an opportunity to be heard;
 - (2) shall give due consideration to any written statement submitted by the Member; and
 - (3) shall by resolution determine whether to confirm or to revoke the resolution.
- (e) Where the Association receives a notice under rule 6(c)(4), he or she shall notify the Board and the Board shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Association received the notice.
- (f) At a general meeting of the Association convened under rule 6(e):
- (1) no business other than the question of the appeal shall be transacted;
 - (2) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (3) the Member shall be given an opportunity to be heard; and
 - (4) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- (g) If at the general meeting:
 - (1) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (2) in any other case, the resolution is revoked.

7 Disputes and mediation

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (1) a Member and another Member; or
 - (2) a Member and the Association.
- (b) 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.
- (c) 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.
- (d) The mediator must be:
 - (1) a person chosen by agreement between the parties; or
 - (2) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (B) 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).
- (e) A Member of the Association can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (1) give the parties to the mediation process every opportunity to be heard; and
 - (2) allow due consideration by all parties of any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) 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.

8 General meetings by technology

- (a) The Association is able to use technology (for example, computers or teleconference) to hold general meetings in two or more venues at the same time.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Members in person, to constitute a

quorum constitutes a meeting of the Members, provided each Member has a reasonable opportunity to participate at the meeting.

- (c) All the provisions in this constitution relating to meetings of the Members apply, so far as they can and with any necessary changes, to meetings of the Members by telephone or other electronic means.
- (d) A Member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (e) A meeting by telephone or other electronic means is taken as held at the place decided by the Chairperson of the meeting, as long as at least one of the Members involved was at that place for the duration of the meeting.

9 Annual general meeting

9.1 General

- (a) The Association shall in each calendar year convene an annual general meeting of its Members.
- (b) The annual general meeting shall be held on such day as the Board determines.
- (c) The annual general meeting shall be specified as such in the notice convening it.

9.2 Business of annual general meeting

- (a) The ordinary business of the annual general meeting shall be:
 - (1) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (2) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
 - (3) to introduce the Directors and Officers of the Association; and
 - (4) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (b) The annual general meeting may transact special business of which notice is given in accordance with these rules.

9.3 Other meetings

- (a) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (b) All general meetings other than the annual general meeting shall be called special general meetings.

10 Special general meetings

10.1 Convening by Board

The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this rule, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

10.2 Convening by Members

- (a) On the requisition in writing of over 25% of Members within each of at least four of the Classes, the Board must convene a special general meeting of the Association.
- (b) 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 address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (d) A special general meeting convened by Members pursuant to these rules shall be convened in as close to the same manner as possible as that in which those meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

11 Convening of general meetings

11.1 Notice requirements

The Secretary shall, at least 14 days or, if a special resolution has been proposed, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

11.2 Notice may be sent-

- (a) by electronic means to the email address appearing in the register of Members; or
- (b) if the member requests, by facsimile transmission or electronic transmission; or
- (c) to the Member's place of employment for distribution to the Member.

11.3 Business at meetings

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (b) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

12 Proceedings at meetings

12.1 Reference to a Member

Unless the contrary intention appears, a reference to a Member in this rule 12, means a person who is a Member, or is a proxy, attorney or Delegate of that Member.

12.2 Business at meetings

- (a) 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.
- (b) 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.
- (c) A quorum for the transaction of the business of a general meeting is formed when:
 - (1) at least one Member from at least four of the Classes are present in person or by proxy; and
 - (2) at least 15% of the total number of Members are present in person or by proxy.
- (d) 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 and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present shall be a quorum.

12.3 Chair

- (a) At meetings of Members the Chairperson will preside.
- (b) If the Chairperson is absent or unwilling to preside within 15 minutes after the time appointed for the holding of the meeting of Members, then the Deputy Chairperson will preside.
- (c) If the Deputy Chairperson is absent or unwilling to preside, the Board will choose one of the remaining Directors to preside.
- (d) If there are no Directors present and willing to preside, a Member chosen by a majority of the Members present or by proxy will preside.

12.4 Adjournment

- (a) 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.
- (b) 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.

- (c) Except as provided in rule 12.4(b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

12.5 Voting on resolutions

- (a) Subject to rule 12.5(d), 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 of, or against, that resolution.
- (b) An Ordinary resolution will be considered passed if:
 - (1) at least 50% of the Members present in person or by proxy; and
 - (2) at least 50% of the Members present in person or by proxy, within each of at least four of the Classes,vote in favour of the resolution.
- (c) A special resolution will be considered to be passed if:
 - (1) at least 75% of the Members present in person or by proxy; and
 - (2) at least 50% of the Members present in person or by proxy within each of at least four Classes,vote in favour of the resolution.
- (d) Upon any question arising at a general meeting of the Association, a Member has one vote only.
- (e) All votes shall be given personally or by proxy.
- (f) In the case of an equality of voting on a question, the Chairperson of the meeting is not entitled to exercise a second or casting vote, and the vote shall be deemed to not have carried.

12.6 Demand for a poll

- (a) If at a meeting a poll on any question is demanded by not less than two 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.
- (b) 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 other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

12.7 Entitlement to vote

A Member is not entitled to vote at any general meeting unless all subscription moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

12.8 Delegates and proxies

- (a) A Member's Delegate shall be that Member's proxy for any general meeting of the Association, unless the Member notifies the Secretary of the appointment of another proxy in accordance with rule 12.8.

- (b) In order to be effective, the appointment of a proxy in accordance with rule 12.8(b) must be:
 - (1) in the form set out in appendix 2;
 - (2) accompanied by a letter stating the duration of the appointment; and
 - (3) received by the Secretary not less than 24 hours before the holding of any meeting at which the proxy is to vote on the Member's behalf.
- (c) A Member may replace its nominated Delegate at any time by written notice to the Secretary (which notice shall include all relevant contact details of the newly appointed Delegate).
- (d) In order for a newly appointed Delegate to vote on the Member's behalf, the Secretary must receive notice of the appointment in accordance with rule 12.8(c) not less than 24 hours before the holding of any meeting at which the Delegate is to attend on the Member's behalf.

13 Board

13.1 Constitution and powers of the Board

- (a) The affairs of the Association shall be managed by the Board constituted as provided in rule 13.1(b).
- (b) Subject to section 23 of the Act, the Board shall consist of:
 - (1) the Representative Directors deemed to be appointed to the Board for the term specified in rule 14.1; and
 - (2) up to two Co-opted Directors.
- (c) The Board:
 - (1) shall control and manage the business and affairs of the Association;
 - (2) may, subject to these rules, the Regulations and the Act, 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; and
 - (3) subject to these rules, the Regulations and the Act, 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.

13.2 Officers

- (a) The officers of the Association shall be:
 - (1) a Chairperson;
 - (2) a Deputy Chairperson;
 - (3) a Secretary; and
 - (4) (if appointed), a Treasurer,(each an **Officer**).
- (b) Immediately after each annual general meeting of the Association, the Board shall first determine the issue of the appointment of any Co-opted

Directors and if Co-opted Directors are to be appointed, then only following the acceptance of such appointment, shall the Board elect the Officers.

- (c) The provisions of rule 14 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in rule 13.2(a).
- (d) Each Officer shall hold office until the next annual general meeting following their appointment (a period of approximately one year).
- (e) In the event of a casual vacancy in any office referred to in rule 13.2 the Board may appoint a Director to the vacant office and the Director so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

14 Appointment and retirement of Representative and Co-opted Directors

14.1 Representatives

- (a) A person may not be the Representative Director of more than one Class at any given time.
- (b) Each Class shall appoint a Representative Director for a period commencing from the annual general meeting following the Representative Director's appointment until the second annual general meeting following the Representative Director's appointment (the **Term**) in accordance with rule 14.3.
- (c) If a Representative Director vacates that position before the expiry of his or her Term that Representative Director shall be deemed to have resigned immediately as a Representative Director upon receipt of the resignation in writing.
- (d) Upon the expiry of his or her Term, a Representative Director is eligible for reappointment.

14.2 Vacation of Office

If a Representative Director resigns his or her office or otherwise vacates office before the expiry of his or her Term as Representative Director, that Representative Director shall be deemed to have resigned from that office position immediately upon notification of resignation in writing or at a Board meeting.

14.3 Procedure for appointment of Representative Directors

The procedure for appointment of Representative Directors of each Class will operate as follows:

- (a) at least three months prior to the expiry of the Term of the Representative Directors, the Returning Officer will distribute a notice to all Members of each Class:
 - (1) calling for nominations for the position of Representative Director for each Class; and
 - (2) stating that nominations must be received within 30 days;
- (b) if more than one nomination is received for the position of Representative Director for a particular Class, the Returning Officer must send a ballot paper, with a supporting statement from each candidate, to each Member of that Class:

- (1) listing the names of all candidates for the position of Representative Director for that Class; and
- (2) specifying the date by which ballot papers must be returned to the Returning Officer; and
- (c) the candidate of that Class who receives the most votes will be appointed as the Representative Director for that Class.
- (d) In the event that the ballot is a tie, a second ballot shall be conducted within one month of the first ballot and contested only by the tied candidates from the first ballot. In the event that the second ballot is a tie, the elected representative will be decided by drawing a name out of a hat. This will be conducted by an independent third party within 5 business days of the close of the ballot.

14.4 Procedure For Appointment Of Co-opted Directors

The procedure for appointment of Co-opted Directors will operate as follows:

- (a) the Board, no later than one month before each annual general meeting of the Association, must consider and may invite, either at that time or from time to time, up to two persons who are not Representative Directors to join the Board as Co-opted Directors;
- (b) the invitation in rule 14.4(a) must be in writing and state the period which will be a term of twelve (12) months and at the Board's option an additional twelve (12) months from the date of the appointment, subject to the Director's satisfactory contribution to the Board and Committees at the Board's discretion;
- (c) the period of a Co-opted Director's appointment will commence on the day written confirmation of acceptance of the Board's invitation is received by the Secretary and end on the earlier of:
 - (1) the expiry of the appointment period subject to 14.4(b); or
 - (2) termination of appointment by the Board;
- (d) all Members of each Class must be notified of the appointment of each new Co-opted Director;
- (e) if a Co-opted Director resigns his or her office or otherwise vacates office before the expiry of his or her appointment that Co-opted Director shall be deemed to have resigned from that office position immediately upon notification of resignation in writing or at a Board meeting; and
- (f) subject to these rules, a Member who is appointed as a Co-opted Director maintains their voting rights.

15 Powers and duties of Directors

15.1 Remuneration of Directors

The Representative Directors shall not be entitled to be paid out of the funds of the Association as remuneration for their services. It is at the discretion of the Board whether or not to provide remuneration to Co-opted Directors, as per the Association's Policy.

15.2 Approved expenses

A Director or Officer is entitled to reimbursement out of the funds of the Association for Approved Expenses. The Director or Officer must provide receipts or otherwise document the Approved Expenses to the satisfaction of the Board.

15.3 Director's interests

Subject to rule 15.6, a Director is not disqualified by the Director's office and the fiduciary relationship established by it from holding any office or position of profit, other than that of auditor, under the Association. A Director may:

- (a) be or become a director of or otherwise hold office or a place of profit in any other company promoted by the Association or in which the Association may be interested as vendor, shareholder or otherwise;
- (b) contract or make any arrangement with the Association or any related body corporate whether as vendor, purchaser, broker, solicitor, accountant or other professional person or otherwise. Any contract or arrangement entered or to be entered into by or on behalf of the Association in which any Director is in any way interested is not avoided for that reason; and
- (c) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Association, predecessors in business or their dependants or persons connected with them.

15.4 Holding certain offices and places of profit

A Director who:

- (a) holds any office or place of profit under the Association;
- (b) holds any office or place of profit referred to in rule 15.3;
- (c) is involved in a contract or arrangement referred to in rule 15.3; or
- (d) participates in an association or otherwise under rule 15.3,

is not by reason only of that fact, or any interest resulting from it or the fiduciary relationship established by it liable to account to the Association for any remuneration or other benefits accruing from it.

15.5 Directors and Director's firms acting in a professional capacity

A Director or a firm of which the Director is a partner or employee may act in a professional capacity, other than as auditor, for the Association and a Director or a Director's firm is entitled to remuneration for professional services as if the relevant Director were not a Director.

15.6 Disclosure of Director's interests

- (a) A Director who has any direct or indirect material personal interest in a contract, or proposed contract, with the Association:
 - (1) must, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Board; and
 - (2) must disclose the nature and extent of his or her interest in the contract in the reports submitted under rule 9.2(a)(2) by the Association to the Members at the next annual general meeting;
- (b) Rule 15.6(a) does not apply in respect of a material personal interest that exists only by virtue of the fact that the Director:

- (1) is an employee of the Association;
 - (2) is a member of a class of persons for whose benefit the Association is established; or
 - (3) has the material personal interest in common with all or a substantial proportion of the members of the incorporated association.
- (c) If a Director discloses a material personal interest in a contract, or proposed contract, in accordance with this rule 15.6, or his or her interest is not such as need be disclosed under this section:
- (1) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Director and the Association; and
 - (2) the Director is not liable to account for profits derived from the contract.

15.7 Material personal interest of Directors

- (a) A Director who has a relevant direct or indirect material personal interest in a contract must not take part in any decision of the committee with respect to that contract, but may take part in deliberations with respect to that contract.
- (b) Rule 15.7(a) does not apply in respect of a personal interest that:
 - (1) exists only by virtue of the fact that the Director is a member of a class of persons for whose benefit the Association is established; or
 - (2) the Director has in common with all or a substantial proportion of the Members of the Association.

15.8 Directors participating in execution of instrument

A Director may, notwithstanding the Director's interest, and whether or not the Director is entitled to vote, or does vote, participate in the execution of any instrument by or on behalf of the Association.

15.9 Appointment of Alternate Directors

- (a) A Representative Director may, with the consent of the Class who appointed him Representative Director, appoint an Alternate Director being a person that is a Member of that same Class.
- (b) A Co-opted Director may not appoint an Alternate Director.

15.10 Rights and powers of Alternate Directors

- (a) Every Alternate Director is entitled:
 - (1) to receive notice of meetings of the Board, if their appointor requests notice to be given to the Alternate Director; and
 - (2) to attend and vote at meetings of the Board at which their appointor is not present.
- (b) An Alternate Director may exercise all the powers and rights of their appointor in the absence of their appointor and shall be subject to the same terms and conditions affecting the appointor.
- (c) The exercise of any power by an Alternate Director shall have the same effect as if the appointing Representative Director had exercised the

power. The exercise of such power shall be as agent of the Association and not as agent of the Representative Director.

- (d) An Alternate Director is required to be a Member of that same class and is not entitled to receive any remuneration from the Association for acting as Alternate Director, although he or she shall be entitled to be reimbursed for expenses incurred, in the same manner as Directors are entitled to be reimbursed for expenses under these rules.

15.11 Suspension or revocation of appointment

- (a) A Director may at any time revoke or suspend the appointment of an Alternate Director appointed by him by notice in writing signed by the Director and delivered to the Secretary.
- (b) The Class which appointed the appointor as its Representative may at any time suspend or remove an Alternate Director by resolution after giving the appointor reasonable notice in writing of their intention to do so.

15.12 Termination of appointment

The appointment of an Alternate Director shall automatically terminate if:

- (a) the appointor of the Alternate Director ceases to be a Director; or
- (b) an event occurs which if the Alternate Director were a Director would result in the vacation of the office of Director; or
- (c) the Alternate Director resigns as an Alternate Director by written notice delivered to the Secretary and the appointor of the Alternate Director.

15.13 Implied validity

Despite any other provision in these rules, all decisions and actions at a meeting of the Board and all actions taken by the Board or a person acting as a Director, are as valid as if every person acting as a Director had:

- (a) been duly appointed;
- (b) duly continued in office; and
- (c) at all material times been fully entitled to do all things which he or she did or purported to do as a Director,

even if it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person had vacated office or was not entitled to do a particular thing.

16 Removal of Director

16.1 Removal of Representative Director by Class

- (a) The Board may request in writing that a Class remove the Representative Director appointed by that Class prior to the expiry of that Representative Director's Term.
- (b) Upon receipt of the notice referred to in clause 16.1(a), a Class may, but is not required to, remove the Representative Director appointed by that Class prior to the expiry of the Representative Director's Term.

16.2 Removal by special resolution

If a Class elects not to remove the Representative Director in accordance with clause 16.1, the Association in general meeting may by special resolution remove any Representative Director before the expiration of his or her term of office.

Once removed, that Representative Director is not eligible for nomination by the class for the duration of the remaining term of that Representative Director.

16.3 Representative Director's right to make representations

Where the Representative Director to whom a proposed resolution referred to in rule 16.1 makes representations in writing to the Association (not exceeding a reasonable length) and requests that they be notified to the Members, the Association 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.

16.4 Removal of a Co-opted Director

The Board may at any time cancel the appointment of a co-opted director. Co-opted Directors may not vote on the removal of any Co-opted Director.

17 Vacancy of the Board

17.1 Methods of vacancy

- (a) For the purposes of these rules, the office of a Director becomes vacant if the Director:
- (1) if a Board Member dies;
 - (2) ceases to be a Board Member by virtue of the Law;
 - (3) becomes prohibited from being a Board Member by reason of any order made under the Act;
 - (4) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (5) they become a represented person within the meaning of the Guardianship and Administration Act 1986 (includes somebody who has suffered a severe injury or illness and can no longer look after their own interests)
 - (6) holds any office of profit or gains any financial advantage from the Association without prior full disclosure to and approval of the Board;
 - (7) is removed in accordance with rule 16;
 - (8) in the case of a Representative Director, the Representative Director ceases to be an employee or officer of a Member of the Class of Members by whom the Representative Director was appointed;
 - (9) resigns as Director in accordance with rule 14.1 or 14.2;
 - (10) in the case of a Representative Director, the Representative Director's employer has a receiver, receiver and manager, bankruptcy, trustee investigator, administrator, liquidator or provisional liquidator appointed; or
 - (11) in the case of a Representative Director, the Member of which the Representative Director was an employee or officer at the time of his or her appointment ceases to be a Member.
- (b) For the purposes of these rules, the Board may, at its complete discretion, remove any Director if that Director fails to attend three meetings of the Board in one year without reasonable excuse.

17.2 Filling of vacancy

- (a) If the office of a Representative Director becomes vacant in accordance with rule 17.1 or otherwise, the Class that appointed the Representative Director must appoint a Representative Director forthwith for the duration of the vacating Representative Director's Term. The Representative Director appointed may be the same as any previously appointed Representative Director. The provisions of rule 14 so far as they are applicable, and with the necessary modifications, apply to and in relation to the filling of vacancies.
- (b) If the office of a Co-opted Director becomes vacant in accordance with rule 17.1 or otherwise, the Representative Directors may in their absolute discretion elect to appoint another Co-opted Director for the duration of the vacancy.

18 Procedure of Board

18.1 Meetings of the Board

- (a) The Board shall meet at least 4 times in each year at such place and such times as the Board may determine.
- (b) Special meetings of the Board may be convened by the Chairperson or by any three of the Board.
- (c) Notice shall be given to the Directors 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.
- (d) The Board shall, from time to time, appoint a person (who need not be a Director) to take minutes of the resolutions and proceedings at all meetings of the Board.

18.2 Quorum

- (a) A quorum for the transaction of the business of a meeting of the Board shall be at least half the Board including Co-opted Directors (rounded up to the nearest whole number).
- (b) 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, or as decided by the Board and notified by the Secretary, unless the meeting was a special meeting in which case it lapses.

18.3 Chairperson

- (a) At meetings of the Board:
 - (1) the Chairperson shall preside; or
 - (2) if the Chairperson is absent, the Deputy Chairperson shall preside; or
 - (3) if the Deputy Chairperson is absent, such one of the remaining Directors as may be chosen by the Directors present shall preside.

18.4 Voting

- (a) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if

demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.

- (b) Subject to clauses 16.4, 20.1 and 20.2, each Director present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- (c) If an equal number of votes are cast on any question, the person presiding may not exercise a second or casting vote, and the resolution will be deemed not to have been passed.

18.5 Notice

Written notice of each Board meeting shall be served on each Director by delivering it to him at a reasonable time before the meeting or by sending it by prepaid post addressed to him at his or her usual or last known address in the register of members or by email to an email address provided by the Director for the purpose of receiving notice of Board meetings at least seven business days before the date of the meeting.

18.6 Operation of Board when vacancies

Subject to rule 18.2, the Board may act notwithstanding any vacancy on the Board.

18.7 Observers

Members and other persons, when invited by the Board, or a Director with the Chairperson's consent, may attend meetings of the Board, but do not have voting rights and may not speak at the meeting unless permitted by the Chairperson or such other person who is presiding over the meeting.

18.8 Conduct of meetings

- (a) The Board will be able to use technology (for example, computers, videoconferencing or teleconference) to hold board meetings in two or more venues at the same time.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Board and the rules relating to meetings of the Board apply, so far as they can and with such changes as are necessary, to meetings of the Board by telephone or other electronic means.
- (c) A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chair of the meeting provided that at least one of the Directors involved was at that place for the duration of the meeting.

18.9 Information to Members

The Board shall make all reasonable endeavours to keep the Members informed of business before the Board.

19 Subcommittees

19.1 Delegation to subcommittees

The Board may delegate any of the Board powers to a subcommittee or subcommittees established by the Board, comprising the Board members and any other people (whether Members or not) that the Board decides.

19.2 Control of subcommittees

- (a) The Board may name, dissolve and vary the powers and composition of a subcommittee as the Board thinks fit.
- (b) Each member of a subcommittee holds office on terms decided by the Board.
- (c) A subcommittee must exercise its powers, and generally conduct itself, in accordance with any directions given by the Board including, but not limited to, any directions concerning keeping minutes and reporting to the Board.

19.3 Rules apply to subcommittees

Subject to any directions by the Board, the provisions of these rules applying to meetings and resolutions of the Board apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a subcommittee.

20 Chairperson

20.1 Appointment of Chairperson

The Board, is to elect one Director to the office of Chairperson and may determine the period for which that Director is to be Chairperson.

20.2 Suspension and removal of Chairperson

The Board may suspend or remove a Chairperson from that office.

20.3 Powers, duties and authorities of Chairperson

The Board may vest in the Chairperson such powers, duties and authorities as they may from time to time determine and the Chairperson must exercise all such powers and authorities' subject at all times to the control of the Board.

20.4 Remuneration of Chairperson

The Chairperson is not entitled to be paid out of the funds of the Association as remuneration for the services rendered as Chairperson.

20.5 Additional or special duties of Chairperson

If the Chairperson, at the request of the Board, performs additional or special duties for the Association, then, notwithstanding rule 20.4 the Association may remunerate the Chairperson by payment of a fixed sum or salary to be determined by the Board.

21 Deputy Chairperson

21.1 Appointment of Deputy Chairperson

The Board is to elect one Director to the office of Deputy Chairperson and may determine the period for which that Director is to be Deputy Chairperson.

21.2 Suspension and removal of Deputy Chairperson

The Board may suspend or remove a Deputy Chairperson from that office.

21.3 Powers, duties and authorities of Deputy Chairperson

The Board may vest in the Deputy Chairperson such powers, duties and authorities as they may from time to time determine and the Deputy Chairperson must exercise all such powers and authorities' subject at all times to the control of the Board.

21.4 Remuneration of Deputy Chairperson

The Deputy Chairperson is not entitled to be paid out of the funds of the Association as remuneration for the services rendered as Deputy Chairperson.

21.5 Additional or special duties of Deputy Chairperson

If the Deputy Chairperson, at the request of the Board, performs additional or special duties for the Association, then, notwithstanding rule 21.4 the Association may remunerate the Deputy Chairperson by payment of a fixed sum or salary to be determined by the Board.

22 Secretary

22.1 Appointment of Secretary

- (a) There must be a Secretary of the Association who is appointed by the Board.
- (b) A person may not be appointed a Secretary of the Association unless they are a natural person who has attained the age of 18 years and is resident of Australia.
- (c) The Secretary must consent in writing to holding the position of Secretary;
- (d) The Board may, from time to time, appoint a person to act as Secretary during the illness or absence of the Secretary, and the person, while so acting, has and may exercise all the functions of the Secretary and is taken to be the Secretary.
- (e) The Secretary need not be a Director
- (f) Where the office of Secretary becomes vacant, the Board must appoint a new Secretary within 14 days of the vacancy.

22.2 A vacancy occurs in the position of public officer if the Secretary:

- (a) dies;
- (b) resigns from office by giving written notice of the resignation to the Board.;
- (c) is removed from office under rule 22.3
- (d) ceases to be a resident of Australia;
- (e) when they becomes a represented person within the meaning of the Guardianship and Administration Act 1986;
- (f) if they move overseas; or
- (g) is an insolvent under administration as that term is defined in the Corporations Act.

22.3 Suspension and removal of Secretary

The Board may suspend or remove a Secretary from that office.

22.4 Powers, duties and authorities of Secretary

- (a) The Secretary will, within fourteen days after his or her appointment, give notice in writing in the prescribed form to the Registrar of Incorporated Associations of his or her appointment and of his or her full name and address in Victoria, together with the prescribed fee (if any).
- (b) The Board may vest in the Secretary such powers, duties and authorities as they may from time to time determine and the Secretary must exercise all such powers and authorities, subject at all times to the control of the Board.

22.5 Remuneration of Secretary

The Secretary is not entitled to be paid out of the funds of the Association as remuneration for the services rendered as Secretary.

22.6 Additional or special duties of Secretary

If a Secretary, at the request of the Board, performs additional or special duties for the Association, then, notwithstanding rule 22.5 the Association may remunerate the Secretary by payment of a fixed sum or salary to be determined by the Board.

23 Minutes

- (a) The Association must keep minutes in which it records:
 - (1) proceedings and Resolutions of General Meetings;
 - (2) proceedings and Resolutions of Board meetings (including meetings of a committee of the Board);
 - (3) Resolutions passed by members of the Board without a meeting.
- (b) The minutes must be approved in accordance with the Act.
- (c) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held and that all decisions and appointments made at a meeting shall be deemed to be valid.
- (d) The Association will ensure that the minutes are confirmed by members present at a subsequent meeting and signed by the chair of the meeting at which the proceedings took place or by the chair of the meeting at which the minutes were confirmed.
- (e) The minutes will be kept by the association at its registered address in the custody of the Secretary
- (f) The Association may keep an electronic copy of all minutes which will be secured to ensure that any modifications are tracked, date stamped and appropriately authorised.
- (g) Members will be able to access the minutes of general meetings of the Association. Members will be able to inspect the minutes of general meetings free of charge. If a copy of the minutes of a general meeting is requested by a Member, the Association will be permitted to charge a reasonable fee to cover the costs of the copy.

- (h) Board members will also have a right to inspect the minutes of Board meetings free of charge. Due to the confidential nature of board meetings only Board members will have access to the minutes of Board meetings.

24 Treasurer

24.1 Appointment of Treasurer

The Board may appoint one or more Directors to the office of Treasurer and may determine the period for which that Director will remain a Treasurer.

24.2 Suspension and removal of Treasurer

The Board may suspend or remove a Treasurer from that office.

24.3 Powers, duties and authorities of Treasurer

- (a) The Treasurer, if appointed:
 - (1) must procure the collection and receipt all moneys due to the Association and make all payments authorised by the Board or Association;
 - (2) shall 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.
- (b) The accounts and books referred to in rule 24.3(a) shall be available for inspection by Members.
- (c) If a Treasurer is not appointed, the Board must ensure that the functions described in rule 24.3(a) are performed by a Director or a delegate of the Board as appointed by the Board.

24.4 Remuneration of Treasurer

The Treasurer is not entitled to be paid out of the funds of the Association as remuneration for the services rendered as Treasurer.

24.5 Additional or special duties of Treasurer

If a Treasurer, at the request of the Board, performs additional or special duties for the Association, then, notwithstanding rule 24.4, the Association may remunerate the Treasurer by payment of a fixed sum or salary to be determined by the Board.

25 Deputy Treasurer

25.1 Appointment of Deputy Treasurer

The Board may appoint one or more Directors to the office of Deputy Treasurer and may determine the period for which that Director will remain a Treasurer.

25.2 Suspension and removal of Deputy Treasurer

The Board may suspend or remove a Deputy Treasurer from that office.

25.3 Powers, duties and authorities of Deputy Treasurer

- (a) The Deputy Treasurer, if appointed, will assist the Treasurer in the following areas:

- (1) procuring the collection and receipt all moneys due to the Association and make all payments authorised by the Board or Association;
 - (2) keeping 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.
- (b) The accounts and books referred to in rule 24.324.3(a) shall be available for inspection by Members.

25.4 Remuneration of Deputy Treasurer

The Deputy Treasurer is not entitled to be paid out of the funds of the Association as remuneration for the services rendered as Deputy Treasurer.

25.5 Additional or special duties of Deputy Treasurer

If a Deputy Treasurer, at the request of the Board, performs additional or special duties for the Association, then, notwithstanding rule 24.4, the Association may remunerate the Deputy Treasurer by payment of a fixed sum or salary to be determined by the Board.

26 Secretariat

26.1 Provision of Secretariat Services

- (a) The Board may from time to time engage a person or organisation to provide Secretariat services to the Association.
- (b) No existing Director should have an interest in the provision of the Secretariat services to the Association.

26.2 Termination of Secretariat Services

Subject to the terms of the engagement agreement, the Board may vary or terminate the Secretariat services to better reflect the needs of the Association.

26.3 Powers, duties and authorities of the Board

While the Board may delegate such powers, duties and authorities as they may from time to time determine the accountability for the Secretariat provider exercising such delegated powers and authorities' shall be subject at all times to the Board. The Secretariat shall as part of the agreement not be entitled to assign such delegated powers to another person or organisation without the Board's written consent and authorisation.

26.4 Attendance at Board meetings

The Board may, in its absolute discretion, invite the Secretariat to have a person attend all or part of any Board meeting.

26.5 Remuneration of Secretariat provider

The fee for the Secretariat service shall be in accordance with the terms in the engagement agreement.

27 Auditor and Accounts

- (a) The Board must ensure that adequate and accurate accounting records of the financial transactions of the Association are maintained.

- (b) The Board must ensure that an Auditor is appointed to audit the accounts of the Association after the end of each financial year.
- (c) The Auditor can only be removed by a resolution passed at a general meeting. Advance notice of at least two months of the proposed resolution must be given to all members, the auditor and the Registrar.

28 Accounts

The Board shall determine from time to time the manner by which accounts of the Association are to be paid, the authority and the level above which accounts shall be paid by cheque only and such cheques shall be signed and countersigned respectively by such persons as may from time to time be authorised by the Board.

29 Common seal

- (a) The common seal of the Association shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two Directors or of one Director and of the Secretary of the Association.
- (c) Co-opted Directors cannot sign in conjunction with the common seal.

30 Alteration of rules and Statement of Purposes

- (a) These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.
- (b) Rule 30 does not apply to changes necessary to enable the Association to comply with the fund-raising or collections legislation of any state or territory of Australia.

31 Notices**31.1 Serving of notices**

A notice may be served by or on behalf of the Association upon any Member by sending it by post to the Member's Delegate at his or her address shown in the register of Members.

31.2 Deemed receipt

Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

32 Use of income and property and disposal of assets**32.1 Use of income and property**

- (a) The income and property of the Association must be used and applied solely in promoting its purposes and exercising its powers as set out in these rules. No part of the income or property of the Association may be

distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the Members.

- (b) Rule 32.1(a) does not prevent the payment in good faith of:
- (1) interest to a Member on money advanced by the Member to the Association or otherwise owing by the Association to the Member;
 - (2) reasonable and proper charges for goods hired by the Association from a Member;
 - (3) remuneration to any officers or employee of the Association or to a Member or other person in return for any services actually rendered to the Association; or
 - (4) money representing reimbursement to a Member of out of pocket expenses incurred by the Member,
- to which the Member would be entitled if he or she were not a Member.

32.2 Disposal of assets

- (a) If on the dissolution of the Association and satisfaction of all its debts and liabilities any money or property remains, that money or property must not be paid to or distributed among the Members, but must be given or transferred to one or more institutions, bodies, funds or organisations which:
- (1) has or have, so far as possible, purposes similar to the purposes of the Association;
 - (2) is or are charitable at law; and
 - (3) prohibits or prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the Association.
- (b) The institutions, bodies, funds or organisations referred to in rule 32.2(a) are to be decided by the Members at or before the time of the dissolution, and, if they cannot agree, by application to the Supreme Court of Victoria for determination, with the intention that, on dissolution, any remaining money or property will only be distributed for a charitable purpose.

33 Office Holders

33.1 The term 'office holder' refers to:

- a member of the Board
- the Secretary
- a person, including an employee of the association, who makes or helps make decisions that affect the association's operations (in large associations, this may be the CEO or a senior manager)
- a person with the capacity to significantly affect the association's financial standing
- a person whose instructions or wishes the committee is used to following; this does not include a person giving professional advice.

33.2 An office holder must:

- act in the association's interests and in accordance with its purposes
- act with due care and diligence
- act in good faith and for a proper purpose

- ensure the association does not trade while insolvent. This means it must not incur debts it cannot repay.

33.3 An office holder must not:

- improperly use their position or information obtained through their position
- participate in voting on matters where they have an interest.

34 Indemnity and insurance

34.1 Indemnity

To the extent permitted by law, the Association may indemnify a person who is or has been an Office Holder against a liability incurred by that person in his or her capacity as an Office Holder:

- (a) to any other person, excluding a liability owed to the Association or a related body corporate or a liability owed to a person that did not arise out of conduct in good faith; and
- (b) for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to those proceedings, in which the court grants relief to that person,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Office Holder

34.2 Insurance

The Association may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Office Holder against a liability incurred by that person as an Office Holder, except in circumstances prohibited by law.

35 Custody and inspection of books

35.1 Custody of records

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

35.2 Inspection of records

All books and documents of the Association must be made available for inspection by any Member who gives the Secretary reasonable notice of his or her intention to inspect.

35.3 Return of records

All Members and Office Holders 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

36 Source of funds

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

37 Transitional provisions

Notwithstanding anything in these rules to the contrary, these rules must be read and construed so that:

- (a) all members of the Association prior to the adoption of these rules shall be deemed to be a Class Member of the Class allocated by the Board, which allocation shall take place following consultation with the Member and shall be notified to the Member on or before the adoption of these rules;
- (b) all members of the Board under the current rules, shall be deemed to be Directors appointed in accordance with these rules, for a term which shall expire at the close of the first annual general meeting following the adoption of these rules;
- (c) as from the close of the first annual general meeting following the adoption of these rules, the Board shall be constituted in accordance with rule 13.1;
- (d) at the close of the first annual general meeting held after the adoption of these rules, half of the Representative Directors appointed in accordance with rules 37 and 13.1 shall retire as Representative Director. Such retiring Representative Directors shall be eligible for reappointment in accordance with rule 14.1. The Board shall decide the method by which the Representative Directors who are to retire in accordance with this rule 37 are determined;
- (e) any register maintained by the Association immediately before the adoption of these rules will be considered to be a register maintained under these rules;
- (f) any seal adopted by the Association before the adoption of these rules as the common seal of the Association will be considered to be the common seal which the Association has adopted under these rules;
- (g) all subcommittees established by the Board and maintained immediately before the adoption of these rules will be considered to be subcommittees established under rule 19, and will be regulated as if established under rule 19; and
- (h) unless the contrary intention appears in these rules, all persons, things and circumstances appointed or created by or under the constitution of the Association in force before the adoption of these rules will continue to have the same status, operation and effect after the adoption of these rules.

Appendix 1 - Application for membership of Dial Before You Dig Vic/Tas Incorporated. – A0027302Y

I/We, _____
(full name of person and company name)

of _____
(address)

desire to become a Member of Dial Before You Dig Vic/Tas Incorporated, as a Class Member of (please tick):

- Electricity
- Water
- Oil and Gas
- Telecommunications
- Non Asset Holders
- Local Government
- Other Asset Holders

In the event of our admission as a Member, we agree to be bound by the rules of the Association for the time being in force.

For the purposes of the rules of the Association and in the event of our admission as a Member, we appoint the following person as our Delegate:

Name of Delegate (Please Print)

Signature of authorised officer

(Address)

Name of authorised officer

(Suburb/State/Postcode)

Date

(Telephone)

Signature of Board member

Name of Board member

Date

Appendix 2 - Form of appointment of proxy

Dial Before You Dig Vic/Tas Inc

Form for appointment of proxy



I,

(Name)

of

(Company name)

being a Member of Dial Before You Dig Vic/Tas Incorporated hereby appoint

The Chairman
of the Meeting **OR**
(mark with an 'X')

(Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting)
of

(Company name)

being a Member of Dial Before You Dig Vic/Tas Incorporated as my proxy to vote for me on my behalf at the Annual general meeting of the Association and at any adjournment of that meeting.

My proxy is authorised to vote in FAVOUR of / AGAINST / or ABSTAIN from the resolution (tick box as appropriate)

In Favour	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 1 – Acceptance of Minutes from AGM held on 24th November 2006

Resolution 2 – Acceptance of audited financial reports for the year ended 30th June 2007

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signed

Date

Note: In order to be effective, the secretary must receive this proxy form at least 24 hours before the meeting at which the proxy is to attend on the Member's behalf.