

**ASSOCIATIONS INCORPORATION ACT 1985**

**RULES OF**

**DIAL BEFORE YOU DIG SA/NT INCORPORATED**

1. The name of the Association is **DIAL BEFORE YOU DIG SA/NT INCORPORATED** referred to as "the Association".

2. In these Rules, unless the contrary intention appears:

"Board" means the Board of Management of the Association;

"member" means a member of the Association;

"officer" means a Member of the Board;

"Manager" means the person holding the position of the manager of the Association or if no such person then the equivalent most senior executive of the Association.

"the Act" means the Associations Incorporation Act, 1985.

3. **OBJECTS AND PURPOSES**

3.1 To reduce the incidence of damage to underground installations (and other assets) in the state of South Australia and the Northern Territory ('the Utilities').

3.2 To provide an inquiry service to the public for the dissemination of information on underground installations (and other assets).

3.3 To facilitate the receipt of inquiries by members about the location of their underground installations (and other assets).

3.4 To widely promote and publicise the necessity to inquire about underground installations (and other assets) prior to the commencement of excavation.

3.5 To facilitate cooperation among members with the aim of reducing damage to underground installations (and other assets) and lessening the danger and inconvenience caused to customers, excavators and constructors.

3.6 To do all things and acts necessary and incidental to the pursuit of the objectives of the Association.

#### 4. POWERS

The Association has the power to do everything necessary or convenient for, or incidental to, furthering its purposes, including (without limitation) all powers under section 25 of the Act and the following powers:

- 4.1 to charge for services and facilities it supplies;
- 4.2 to charge fees to members to cover its costs;
- 4.3 to sue or be sued;
- 4.4 to enter into any contract;
- 4.5 to purchase or sell any property, whether real property (ie land) or personal property (ie goods, shares, debentures, units etc);
- 4.6 to mortgage or encumber any of its assets;
- 4.7 to administer property on trust;
- 4.8 to open and operate bank accounts;
- 4.9 to invest its moneys in any security in which trust moneys may be invested or in such other manner as the Rules allow;
- 4.10 to borrow money on such terms and conditions as it thinks fit;
- 4.11 to:
  - 4.11.1 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;
  - 4.11.2 obtain from any government or authority any rights, privileges or concessions which the Association thinks it desirable to obtain; and
  - 4.11.3 carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.12 to appoint, employ, remove or suspend agents, managers, officers, employees, workers and other persons as necessary or convenient for the purposes of the Association;
- 4.13 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;

- 4.14 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;
- 4.15 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;
- 4.16 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;
- 4.17 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 4.18 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;
- 4.19 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;
- 4.20 to print and publish any advertisements, newspapers, periodicals, books or leaflets that the Association thinks desirable to promote its purposes and activities; and
- 4.21 to make donations for charitable or community purposes.

## **5. MEMBERSHIP**

- 5.1 Membership of the Association shall be divided into three classes:
  - 5.1.1 Foundation members;
  - 5.1.2 Ordinary members;
  - 5.1.3 Associate members
- 5.2 Eligibility for membership of the Association is dependent on:
  - 5.2.1 In the case of a Foundation member, the member providing funds to facilitate the incorporation and establishment of the Association;

- 5.2.2 In the case of an Ordinary member, the member owning, maintaining or bearing responsibility for the Utilities and who join the Association subsequent to incorporation;
- 5.2.3 In the case of an Associate member, the member who has a relevant interest as determined by the Board in the objectives of the Association.
- 5.3 Any corporate body or partnership which is a member must nominate a person to be its representative to exercise its rights under these Rules. The member may remove and replace its representative if it has first provided the Secretary of the Association with written notice.

## 6. FOUNDATION MEMBERS

- 6.1 The first Foundation members shall be Telstra, Cable & Wireless Optus and Epic Energy.
- 6.2 Each of the following entities:
- ETSA Utilities;
  - SA Water;
  - Envestra Ltd;
  - Boral Energy;
  - City of Marion;
  - Transport SA;
  - Surveyor General's Department
- shall be admitted to membership as a Foundation member provided that it:
- 6.2.1 has formally applied for Foundation membership of the Association before 5 June 1999; and
- 6.2.2 has paid at least fifty percent (50%) of the joining fee before 1st July 1999.
- 6.3 The Board shall have no discretion to reject an application for Foundation membership made in compliance with Rule 6.2 but in all other respects the provisions of Rule 8 shall be of full force and effect.

- 6.4 The Board shall have an absolute discretion to accept as a foundation member any person that has formally applied for Foundation membership of the Association before 5 June 1999, irrespective of whether any part or full payment of the joining fee was made to the Association prior to 1 July 1999.

## **7. MEMBERSHIP APPLICATION**

- 7.1 Any person or corporate body who desires to be a member of the Association shall make application in accordance with these Rules.
- 7.2 An application for membership shall be made in writing in the form set out in Appendix 2 to these Rules, and lodged with the Secretary of the Association.
- 7.3 Prior to a person or body corporate making application for membership, it may request the Board to indicate the voting rights likely to be allocated to the applicant if their application was to be accepted.

## **8. ADMISSION AND REJECTION OF APPLICATIONS FOR MEMBERSHIP**

- 8.1 The Manager may consider applications for membership of the Association and may determine the admission or rejection of any application for membership of the Association and, if admitted, the class of membership to be accorded to the applicant.
- 8.2 Upon a decision being made by the Manager, the Manager shall give the applicant notice in writing of the decision and, in the case of acceptance for membership, advise the applicant of the class of membership to which they have been admitted.
- 8.3 After acceptance of an application by the Manager, an applicant only becomes a member when they have paid the applicable fees and their name has been entered in the register of members.
- 8.4 The Manager shall submit at the next scheduled meeting of the Board each application for membership of the Association received since the previous meeting of the Board and the decision of the Manager in relation to each such application.
- 8.5 The Board may consider whether the admission of any application for membership of the Association is inappropriate or undesirable and may in its discretion, by simple majority of votes of the Board members present at the meeting, overrule the decision of the Manager.
- 8.6 If the Board overrules the decision of the Manager the Board shall give the applicant notice in writing of the decision, and the applicant's membership shall be revoked effective immediately and their name removed from the register of members.

**9. JOINING AND OTHER FEES AND CHARGES**

9.1 *(This clause deleted AGM 2016)*

9.2 An annual membership fee (if demanded) shall be payable by every member at such time, in such amount and in such manner as the Board shall from time to time determine. In determining the amount of each member's annual membership fee the Board shall take into account:

9.2.1 the value of the underground installations owned and/or operated by the relevant member; and

9.2.2 the expected usage by the relevant member of the Association's 'Dial Before You Dig' service.

If the period of membership is not for a full year then the amount contributed shall be on a monthly or part thereof pro-rata basis.

9.3 Each member shall also be liable to pay referral charges in connection with the Association's 'Dial Before You Dig' service. Referral charges shall be payable at such times, in such amounts and in such manner as the Board shall from time to time determine. In determining the amount of referral charges payable by each member the Board will take into account:

9.3.1 the value of the underground installations owned and/or operated by the relevant member;

9.3.2 the number of inquiries referred to the relevant member by the Association;

9.3.3 any benefit received by the relevant member due to its membership of the Association; and

9.3.4 such other factors as the Board considers relevant.

9.4 *(This clause deleted AGM 2016)*

**9A. VOTING RIGHTS**

9A.1 Associate members are each allocated one (1) vote at a meeting of the Association.

- 9A.2 Each other active member of the Association must be allocated at least one (1) vote to be exercised at any meeting of the Association. These voting rights may vary from time to time in accordance with Rule 9A.3 and, notwithstanding Rule 9A.3, will be determined and recommended by the Board using such methods that the Board deems appropriate, and all amended voting rights will be approved by the membership at each annual general meeting.
- 9A.3 Each member (except Associate members) will be allocated one (1) vote for every \$100 (or part thereof) of Referral Charges paid by that member to the Association in accordance with Rule 9.3 during the previous financial year (excluding GST).

## **10. RESIGNATION**

- 10.1 A member may resign from membership of the Association by giving written notice to the Secretary of the Association.
- 10.2 Any member so resigning will be liable for any outstanding fees or other amounts then owing to the Association which may be recovered as a debt due to the Association.
- 10.3 Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

## **11. TERMINATION OF MEMBERSHIP**

- 11.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member:
- 11.1.1 if the member conducts itself in a manner considered by the Board to be injurious or prejudicial to the interests or character of the Association; or
- 11.1.2 if the member commits an act of bankruptcy or enters into a scheme of arrangement or some other composition with its creditors; or
- 11.1.3 if the member is convicted of a serious criminal or an indictable offence; or
- 11.1.4 if the member fails to comply with any of the provisions of these Rules; or
- 11.1.5 if the member has membership or other fees due to the Association in arrears for a period greater than three months.

- 11.2 Particulars of the grounds of proposed expulsion must be communicated to the member at least one calendar month before the meeting of the Board at which the matter is to be determined.
- 11.3 The determination of the Board will be communicated to the member, and in the event of an adverse determination the member will subject to appeal under Rule 12 cease to be a member 30 days after the Board has communicated its determination to the member.

## **12. APPEAL OF DECISION TO TERMINATE REVOKE OR REFUSE MEMBERSHIP**

- 12.1 A member or applicant for membership may appeal to the Association in general meeting against an expulsion, revocation or decision not to grant membership.
- 12.2 The intention to appeal shall be communicated to the Secretary of the Association within 30 days after the determination of the Board or the Manager has been communicated to the member.
- 12.3 In the event of an appeal by a member whom the board has determined to expel the appellant's membership of the Association will not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard. In the event that the determination to expel is upheld membership will be terminated at the date of the general meeting at which the determination of the Board is so upheld.
- 12.4 At any such general meeting of members the member or applicant shall be given the opportunity to be heard.
- 12.5 The appeal shall be determined by a simple majority vote of voting rights held by the members present at such general meeting.
- 12.6 Where an organisation whose application is rejected, does not appeal against the decision of the Board or the Manager within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary on behalf of the association shall forthwith refund the amount of any fee paid by that applicant.

## **13. REGISTER OF MEMBERS**

- 13.1 The Board shall cause a register to be kept in which shall be entered the names and addresses of all members and the dates of their admission.



- 13.2 Particulars shall also be entered into the register voting rights, resignations, terminations and reinstatement of membership and any further particulars as the Board or the members at general meeting may require from time to time.
- 13.3 The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

#### **14. SECRETARY**

- 14.1 The Board shall appoint a Secretary for the Association who will perform their duties in accordance with the By-Laws of the Association laid down by the Board from time to time.
- 14.2 If the Board has not appointed a Secretary for the Association before incorporation, the Board must appoint a Secretary within fourteen (14) days of incorporation.
- 14.3 If a vacancy occurs in the office of Secretary, the Board must appoint an interim secretary within fourteen (14) days after the vacancy happens and such interim secretary will act until the Board appoints a permanent secretary.
- 14.4 The Secretary must be an individual residing in or who shall during the term of their appointment as Secretary reside in the State of South Australia who is:
  - 14.4.1 a member of the Association nominated by the members at general meeting; or
  - 14.4.2 a Member of the Board; or
  - 14.4.3 a full time staff member employed by the Association; or
  - 14.4.4 any other nominee of the Board (whether or not the individual is a member).
- 14.5 The Board may appoint and remove the Secretary in accordance with this Rule 14 at any time.
- 14.6 The position of Secretary is not a paid or salaried position within the Association.
- 14.7 The Secretary as appointed from time to time will also be the public officer of the Association for the purposes of the Act.

## 15. THE BOARD

- 15.1 The affairs of the Association shall be managed and controlled exclusively by a Board of Management ("the Board") which in addition to any powers and authorities conferred by these Rules:
- 15.1.1 may exercise all powers and do all things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting and shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent;
  - 15.1.2 shall be responsible for the preparation of a financial plan and budget for each coming financial year;
  - 15.1.3 shall from time to time set operational guidelines and policies that are intended to achieve any of the objectives of the Association or for regulating the business of the Association and may at any time rescind or vary the operational guidelines and make others to replace them. Such operational guidelines must not be contrary to these Rules.
- 15.2 The Board may:
- 15.2.1 Enter into any form of contract or arrangement;
  - 15.2.2 Employ or engage staff, on such terms and conditions as the Board considers appropriate;
  - 15.2.3 Seek expert or technical advice on such terms as the Board thinks fit;
  - 15.2.4 Engage consultants or other contractors as appropriate;
  - 15.2.5 Provide services within areas of the Association's expertise on terms and conditions with respect to the payment of fees or any other matter as determined by the Board;
  - 15.2.6 Establish sub committees consisting of Members of the Board, or other persons or a combination of both, and delegate to the sub committees, functions and powers as are necessary;
  - 15.2.7 Co-opt other Industry and outside persons to attend Board meetings by invitation as the Board feels is appropriate in the best interests of the Industry in South Australia;

- 15.2.8 Borrow or raise or secure the payment of money in such manner as the members of the Association think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged, upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- 15.2.9 to borrow amounts from members and to pay interest on the amounts borrowed provided that the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:
  - 15.2.9.1 the financial institution for the Association; or
  - 15.2.9.2 if there is more than one (1) financial institution for the Association the financial institution nominated by the Board;
- 15.2.10 to mortgage or charge the Association's property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
- 15.2.11 to invest funds of the Association in such manner as majority of members in a general meeting may from time to time determine.
- 15.2.12 purchase or lease real property only with the approval of a majority of the members in a general meeting.
- 15.3 The Board shall be comprised of:
  - 15.3.1 a Chairperson; and
  - 15.3.2 a Vice Chairperson; and
  - 15.3.3 Board Members constituted of the remaining appointed or elected Board Members.
- 15.4 Each Foundation member shall be entitled to appoint two (2) persons to be a Member of the Board upon giving notice of such appointment to the other Foundation members. Any Member of the Board appointed by a Foundation member may be removed by that Foundation member upon giving notice as above.
  - 15.4.1 *(This clause deleted AGM 2016)*

- 15.5 *(This clause deleted AGM 2016)*
- 15.5.1 *(This clause deleted AGM 2016)*
- 15.6 Unless appointed by a Foundation member pursuant to Rule 15.4, every Member of the Board shall be elected by the members in accordance with the following procedure:
- 15.6.1 Each member may nominate one representative for election to the Board.
- 15.6.2 Election of the Members of the Board will then be determined by a vote of the members exercising their voting rights at a general meeting.
- 15.6.3 Upon an election of Board Members there can be:
- 15.6.3.1 only two representatives of all Associate members ;  
and
- 15.6.3.2 only two representative of all Ordinary members ;
- to a position on the Board at any one time.
- 15.7 At each annual general meeting all the elected Members of the Board shall retire and each such Member shall be eligible for reappointment subject to the requirements of this Rule 15.
- 15.8 Any Board Member may resign by notice in writing to the Secretary and such resignation will take effect from the time it is received by the Secretary unless a later date is specified in such notice.
- 15.9 The Board may appoint any nominee of a Foundation or Ordinary member to fill a casual vacancy as it thinks fit, and such a Board member will hold office until the next annual general meeting of the Association and will be eligible for reappointment.
- 15.10 Subject to the requirements of this Rule 15 a retiring Board Member will be eligible to stand for re election without nomination. No person who is not a retiring Board Member shall be eligible to stand for election unless a member of the Association has nominated the member at least twenty eight (28) days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.

- 15.11 Notice of all persons seeking election to the Board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 15.12 If only the required number of persons are nominated to fill existing vacancies, the Secretary must report accordingly to the annual general meeting, and the Chairperson will declare such persons duly elected as Board members.
- 15.13 If the Board is reduced to a number of votes below the quorum, then the continuing Members of the Board may act for the purpose of increasing the Board Members to gain a quorum or to summon a general meeting of the association but for no other purpose.
- 15.14 If a Board Member is not elected to office at a general meeting of members he or she has no right of appeal against that decision not to elect them."

## **16. CHAIRPERSON**

- 16.1 Notwithstanding the provisions of Rule 14, at the first meeting of the Board, the members of the Board will ratify the appointment of a person to be the Chairperson of the Board.
- 16.2 The Board will determine the period of office of the Chairperson.
- 16.3 At the expiry of the Chairperson's period of office, the Board may:
  - 16.3.1 re-appoint the Chairperson, or
  - 16.3.2 replace the Chairperson.
- 16.4 The Chairperson may resign office at any time.
- 16.5 The Chairperson will not have a casting vote at any meeting of the Board.

## **17. DISQUALIFICATION OF BOARD MEMBERS**

The office of a Board Member shall become vacant if a Board Member is:

- 17.1 disqualified by the Act;
- 17.2 expelled under these Rules;
- 17.3 permanently incapacitated by ill health;
- 17.4 absent without apology from more than three consecutive Board meetings, or more than three Board meetings in a financial year;

- 17.5 in the case of an elected Board Member, the members at a general meeting decide by a vote of members to remove the Board Member from office after giving him or her the opportunity to address the members at that general meeting. There is no right of appeal against removal from the Board.

## **18. MEETINGS OF BOARD**

- 18.1 The Board shall meet in such manner as the Board may decide for the despatch of business at least every three (3) calendar months.
- 18.2 The Board shall decide how, where and when meeting of the Board are held and what notice of such meeting is to be given to Members of the Board.
- 18.3 Questions arising at any meeting shall be decided by a simple majority of votes of the Members of the Board there present with:
- 18.3.1 each Member of the Board nominated by a Foundation member having a vote equivalent to the voting rights held by the Foundation member whom he or she represents;
  - 18.3.2 the Member of the Board representing the Ordinary members having a vote equivalent to the voting rights held by the Ordinary members whom he or she represents; and
  - 18.3.3 the Member of the Board representing the Associate members having a vote equivalent to the voting rights held by the Associate members whom he or she represents
- and in the event of equality of votes the question shall be deemed to be decided in the negative.
- 18.4 A quorum for a meeting of the Board shall be constituted by Members of the Board representing a simple majority of the voting rights held in the Association as at the close of the last general meeting of members.
- 18.5 If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

- 18.6 A member of the Board who has or may have a conflict or potential conflict of interest in a contract with the Association must disclose that interest to the Board as required by the Act, and may not vote with respect to that contract.

## **19. SPECIAL MEETING OF THE BOARD**

- 19.1 A special meeting of the Board shall be convened by the Secretary at the request of the Chairperson or in writing signed by not less than one-third of the Members of the Board, which request shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted at that special meeting.
- 19.2 Not less than two working days (2) notice shall be given by the Secretary to Members of the Board of any special meeting of the Board and such notice shall clearly state the nature of the business to be discussed at that special meeting.
- 19.3 If within half an hour from the time appointed for the commencement of a special meeting a quorum is not present, the special meeting, shall lapse.

## **20. DELEGATION OF POWERS OF BOARD**

- 20.1 The Board may constitute a sub-committee at any time and may delegate any of its powers to that sub-committee consisting of such members as the Board thinks fit provided that at least one Board Member shall be appointed to such a sub-committee.
- 20.2 Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 20.3 A sub-committee may elect a chairperson of its meetings.
- 20.4 If no such chairperson is elected, or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- 20.5 A sub-committee may meet and adjourn as it thinks proper.
- 20.6 Questions arising at any sub-committee meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

- 20.7 Notwithstanding any provision to the contrary in these Rules:
- 20.7.1 the Board may name, dissolve and vary the powers and composition of a sub-committee as the Board thinks fit;
  - 20.7.2 each member of a sub-committee holds office on terms decided by the Board;
  - 20.7.3 a sub-committee 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; and
  - 20.7.4 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 sub-committee.

**21. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATION**

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Member of the Board, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Board or person acting as aforesaid, or that the Members of the Board or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board.

**22. RESOLUTIONS OF BOARD WITHOUT MEETING**

- 22.1 Resolutions of the Board are valid decisions of the Board even if a physical meeting of the Board has not been duly convened and held provided that:
- 22.1.1 the resolution is in writing and signed as agreed by all Members of the Board; and
  - 22.1.2 if any such resolution is presented on several separate documents in like form, then each such document may be signed in counterpart so that all Members of the Board have signed the resolution.
- 22.2 A quorum for a Board Resolution Without Meeting shall be constituted by Members of the Board representing a simple majority of the voting rights held in the Association as at the close of the last general meeting of members.



## 23. GENERAL MEETINGS

- 23.1 The first general meeting of the Association shall be held not less than one (1) month and not more than three (3) months after the day on which the Association is incorporated and the business transacted at that meeting shall include the appointment of an auditor.
- 23.2 If the first general meeting is not called by the board in accordance with subrule 23.1 then the members representing not less than thirty percent of the voting rights in the Association may requisition that first general meeting and the Board shall within one month of the receipt of the requisition, convene that first general meeting.
- 23.3 The first annual general meeting of the Association shall be held within eighteen (18) months of the day on which the Association is incorporated and each subsequent annual general meeting shall be held once a year in accordance with subrule 23.4.
- 23.4 The Board may call a special general meeting of the Association at any time, and shall call for an annual general meeting to be held within three (3) months after the end of its financial year.
- 23.5 Upon either:
- 23.5.1 a requisition in writing by members representing not less than thirty percent of the voting rights in the Association; or
- 23.5.2 a notice of appeal against a decision of the Board to reject an application for or to terminate membership is given to the Secretary
- the Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition or the notice.
- 23.6 Every requisition for a special general meeting must be signed by the members making it and must state the purpose of the meeting.
- 23.7 If a special general meeting is not convened within one month as required by subrule 23.5 the requisitioners may convene a special general meeting. Such a meeting will be convened in the same manner as a meeting convened by the Board, and for this purpose the Board must ensure that the requisitioners are supplied free of charge with particulars to the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be met by the Association.

- 23.8 At least twenty-one days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting will be:
- 23.8.1 the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the last financial year;
  - 23.8.2 the receiving of the auditor's report on the financial affairs of the association for the last financial year for adoption;
  - 23.8.3 the consideration of the accounts and reports of the Board and the auditors
  - 23.8.4 the election of Members of the Board;
  - 23.8.5 the appointment of an auditor (if required); and
  - 23.8.6 any other business requiring consideration by the Association in general meeting.
- 23.9 Any proposed resolution must be provided to the Secretary at least 28 days prior to the annual general meeting.
- 23.10 A notice may be given by the Association to any member by:
- 23.10.1 serving the member with the notice personally;
  - 23.10.2 sending it by post to the address appearing in the register of members;
  - 23.10.3 emailing it to the email address appearing in the register of members or the last known email address of the member, if the member has provided that email address to the Association for the purposes of receiving notices.
- 23.11 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.
- 23.12 Where a notice is sent by email, service of the notice shall be deemed to be effected at the time and on the day shown in the sender's sent items email folder.

## 24. PROCEEDINGS AT GENERAL MEETINGS

- 24.1 At a general meeting the basis for determining a quorum is voting rights and at any general meeting the number of members required to constitute a quorum shall be that number that represents at least seventy-five per cent (75%) of the voting rights in the Association.
- 24.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 24.3 For the purpose of this Rule "member" includes a person attending as a proxy or as representative of a corporation which is a member.
- 24.4 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board shall lapse.
- 24.5 In any other case a general meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 24.6 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 24.7 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 24.8 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 24.9 The Chairperson of the Board or if there shall be no Chairperson, then the Vice-Chairperson of the Board or in their absence, or on their declining to take, or retiring from the chair, one of the Board members chosen by meeting shall preside as chairperson at every general meeting of the Association.
- 24.10 If there is no such Chairperson or Vice-Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.

- 24.11 At any general meeting, a resolution put to a vote will be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, will unless a poll is demanded by members holding not less than one-fifth (1/5) of the voting rights in the Association, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 24.12 If a poll is demanded it shall be taken in such manner as the chairperson directs. The result of such poll will be the resolution of the meeting.
- 24.13 A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, must be taken at the meeting and without adjournment.
- 24.14 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member, an attorney of a member, or a proxy shall have those votes allocated to that member and in a secret ballot a member present in person, by attorney or by proxy shall have those votes allocated to that member.
- 24.15 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 24.16 A proxy may be, but does not need to be a member of the Association.
- 24.17 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 24.18 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form shown in Appendix 3.
- 24.19 The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

## 25. MINUTES

- 25.1 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any member who previously applies to the Secretary for that inspection.

25.2 For the purposes of ensuring the accuracy of the recording of such minutes:

25.2.1 the minutes of every Board meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy;

25.2.2 the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting; and

25.2.3 the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

25.3 Where minutes are entered and signed they will until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at a meeting were valid.

## **26. VOTING RIGHTS AT GENERAL MEETINGS**

26.1 At general meetings each member shall be entitled to the voting rights which are either:

26.1.1 set out beside their respective names in Appendix 1 to these Rules; or

26.1.2 are allocated to that member in accordance with a determination by the Board and recorded in the register of members.

26.2 Voting rights may be varied by the members in general meeting upon a recommendation from the Board.

## **27. BY-LAWS**

27.1 The Board may from time to time make, amend or repeal by-laws, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

27.2 Any by-law shall not be inconsistent with these Rules.

27.3 The Secretary shall keep a register of all by-laws.

**28. ACCOUNTS**

The Board shall either from its own membership or by delegation or appointment of a consultant keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

**29. ACCESS TO BOARD PAPERS**

29.1 The Board Members will keep the Board papers and information contained within them confidential.

29.2 The Board Members reserve the right to restrict the distribution of Board meeting minutes, where matters deemed to be 'sensitive' or 'confidential' are concerned, subject to Rule 25.1.

29.3 A Board Member must notify the Association of any claims against the Association or the Board Member for acts or omissions on the part of the Board Member in her or his capacity as a Board Member of the Association.

29.4 The Association will provide each Board Member with copies of all Board papers which relate to the period when the Member was a Board Member of the Association.

**30. FINANCIAL YEAR**

The financial year of the Association shall be the period from July 1 ending on 30 June in the following year.

**31. RULES**

31.1 Provided that at least 21 days notice of intention to resolve to change the Rules and, subject to approval by a resolution of the members of the Association passed by a majority of at least 75% of the voting rights, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted Rules. Such an alteration must be registered with the Commission as required by the Act.

31.2 The registered Rules bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

31.3 *(This clause deleted AGM 2016)*

**32. THE SEAL**

32.1 The Board shall provide for a common seal and for its safe custody.

32.2 The common seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a Member of the Board and shall be countersigned by the Secretary or by a second Member of the Board or by some other person appointed by the Board for the purpose.

### 33. FUND AND ACCOUNTS

33.1 The funds of the Association shall be derived from members' contributions, donations, levies, government grants and such other sources as the Board determines.

33.2 The funds of the Association must be kept in the name of the Association in a financial institution chosen by the Board.

33.3 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

33.4 All moneys shall be deposited with the financial institution chosen by the Board as soon as practicable after receipt thereof.

33.5 All amounts of \$100 (one hundred dollars) or over to be paid by the Association shall be paid by cheque, debit card, credit card or direct debit authorised by any one of the chairman, secretary, treasurer or other Member of the Board authorised from time to time by the Board subject to Rule 33.8 and the Board shall ensure that fidelity insurance is maintained to provide protection against fraudulent activity.

33.6 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.

33.7 *(This clause deleted AGM 2016)*

33.8 All expenditure consistent with the approved budget, including Australian Taxation Office and insurance liabilities, is deemed to be approved by the Board, once the budget and/or subsequent budget revision(s) is/are approved by the Board, while all other expenditure shall be approved or ratified at a Board meeting.

33.9 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:

33.9.1 the income and expenditure of the financial year just ended; and

33.9.2 the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

33.10 If the Association is incorporated within three months of the end of the Association's financial year, subrule 33.9 does not apply for the financial year in which the Association is incorporated.

33.11 The auditor must examine the statement prepared under subrule 33.9 and present a report on it to the Secretary before the next annual general meeting following the financial year for which the audit was made.

33.12 The income and property of the Association must be used solely in promoting the Association's objectives and exercising the Association's powers.

#### **34. DOCUMENTS**

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### **35. INDEMNITY AND INSURANCE**

To the extent permitted by the law:

35.1 the Association hereby indemnifies each Member of the Board and other officer of the Association (Office Holder) against liability and costs which that person incurs in his or her capacity as an Office Holder:

35.1.1 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 or which arose out of negligence, default, breach of duty or breach of trust on the part of the Office Holder; and

35.1.2 for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Office Holder or in which that Office Holder is acquitted or in connection with an application, in relation to those proceedings, in which the court grants relief to that Office Holder,

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.

35.2 The Association will take out and maintain directors and officers liability insurance cover for each Member of the Board for their period of Membership on the Board and for seven (7) years after they cease to be Members of the Board.



- 35.3 If the Association is unable to take out and maintain the policies of insurance specified in subrule 35.2 then the Association will reimburse the Members of the Board and other officers for the cost, inclusive of the cost of any Goods and Services Tax or other similar tax or impost, of taking out and maintaining such insurance.

**36. EXTERNAL AUDITOR**

- 36.1 The Board must appoint an external auditor on such terms and conditions as the Board considers appropriate.
- 36.2 The auditor is responsible for reporting the Association's financial position to the Board on an annual basis by 31 October after the end of each financial year.

**37. WINDING UP**

The Association may be wound up following a resolution of the Association.

**38. APPLICATION OF SURPLUS ASSETS**

If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall not be distributed among the members but must be given to another entity that:

- 38.1 has objectives similar to the Association's objectives; and
- 38.2 the rules of which entity prohibit the distribution of the entity's income and assets to its members.

**39. INDEMNITY BY MEMBERS**

- 39.1 Each Member hereby indemnifies the Association, its officers and each other Member against all losses, claims, actions, damages, proceedings, liabilities, costs and expenses of any nature whatsoever directly or indirectly arising from or caused by:

39.1.1 any negligent act or omission by that Member;

39.1.2 the Association (including its agents or contractors) or another Member relying upon any incorrect or misleading information provided by that Member in connection with the location of its underground installations;

39.1.3 the Association, in reliance upon information supplied by that Member, providing incorrect information to a person who has made an inquiry through the Dial Before You Dig service;

- 39.1.4 the Member failing to update any information in connection with the location of its underground installations in a timely manner;
  - 39.1.5 the Member providing incorrect or misleading information to a person whose inquiry has been passed on to the Member for response; or
  - 39.1.6 the Member's underground installation causing damage to another member's underground installation.
- 39.2 Each member acknowledges and agrees that these Rules (and in particular this Rule 39) constitutes a contract as between that member and the Association and that member and each other member.

**40.** *(This clause deleted AGM 2016)*

**41. DISPUTES AND MEDIATION**

- 41.1 The dispute resolution procedure set out in this Rule 41 applies to disputes under these Rules between:
- 41.1.1 a member and another member; or
  - 41.1.2 a member and the Association.
- 41.2 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.
- 41.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 41.4 In this Rule 41 'member' includes any person who was a member not more than six months before the dispute occurred.
- 41.5 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."

**DATED** the Nineteenth day of October 2016

APPENDIX 1 to the Rules for  
Dial Before You Dig SA/NT,  
Incorporated

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MEMBERS - VOTING RIGHTS – 30 June 2016

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| <u>Organisation</u>                                    | <u>Voting Rights</u> |
|--|----------------------|
| <b>Associate members:</b>                              |                      |
| CCF SA   | 1                    |
| CCF NT   | 1                    |
| HIA  | 1                    |
| Master Builders SA                                     | 1                    |
| Master Builders NT                                     | 1                    |
| Master Plumbers SA                                     | 1                    |
| SA Directional   | 1                    |
| Safework SA  | 1                    |
| <b>Total Associate Members</b>                         | <b>8</b>             |
| <b>Foundation members:</b>                             |                      |
| APA Group  | 1026                 |
| Epic Energy  | 17                   |
| City of Marion   | 74                   |
| Optus  | 195                  |
| SA Power Networks                                      | 1325                 |
| SA Water   | 1289                 |
| Telstra  | 1489                 |
| <b>Total Foundation Members</b>                        | <b>5415</b>          |
| <b>Ordinary members:</b>                               |                      |
| AAPT   | 12                   |
| AARNet Pty Ltd   | 4                    |
| Adelaide City Council                                  | 15                   |
| Adelaide Energy Limited                                | 2                    |
| Agile  | 45                   |
| Alexandrina Council                                    | 26                   |
| Arris Pty Ltd  | 2                    |
| ATOM (Australian Terminals Operation Management)       | 2                    |
| Australian Rail Track Corp Ltd                         | 20                   |
| Barossa Infrastructure Ltd                             | 5                    |
| Barunga West   | 4                    |
| Berri Barmera  | 8                    |
| BP Australia – Remediation Management (SA/NT)          | 4                    |
| Burnside   | 38                   |
| Caltex Australia Petroleum Pty Ltd                     | 2                    |
| Canunda Power Pty Ltd                                  | 2                    |
| Central Irrigation Trust                               | 32                   |
| Central Petroleum (NT) Pty Ltd                         | 2                    |
| City of Campbelltown                                   | 39                   |
| City of Charles Sturt                                  | 104                  |
| Community Corporation 40278 (Heather Lewis Stormwater) | 2                    |
| Coopers  | 2                    |
| Coorong District Council                               | 6                    |
| Copper Coast   | 14                   |

| <u>Organisation</u>                    | <u>Voting Rights</u> |
|--|----------------------|
| Department of Infrastructure (NTG)     | 10                   |
| East Arnhem Shire Council              | 2                    |
| ElectraNet                             | 24                   |
| Elgas Pty Ltd                          | 2                    |
| Elliston                               | 2                    |
| ELS (Australia ) Pty Ltd               | 2                    |
| Essential Energy                       | 2                    |
| Flinders Ranges Council                | 2                    |
| Franklin Harbour                       | 2                    |
| Gannon Lifestyle Group Pty Ltd         | 2                    |
| Gawler                                 | 22                   |
| Goyder                                 | 4                    |
| Grant                                  | 5                    |
| Hillgrove Copper Holdings Pty Ltd      | 1                    |
| iFibre Pty Ltd                         | 8                    |
| Kangaroo Island                        | 3                    |
| Kimba                                  | 2                    |
| Kingston District Council              | 2                    |
| Light Regional Council                 | 18                   |
| Lower Eyre                             | 4                    |
| Loxton Waikerie                        | 10                   |
| Mallala District Council               | 7                    |
| Mid Murray                             | 8                    |
| Mitcham                                | 66                   |
| Mobil Refining Australia               | 22                   |
| Mount Gambier                          | 9                    |
| Mt Remarkable                          | 3                    |
| Murray Bridge                          | 17                   |
| Naracoorte Lucindale Council           | 4                    |
| National Broadband Network (NBN)       | 293                  |
| Nazareth Catholic College              | 1                    |
| Nexgen Networks P/L (Pre Visionstream) | 225                  |
| Northern Australia Beef                | 2                    |
| NPEC Wastewater                        | 2                    |
| Onkaparinga                            | 121                  |
| Opticomm Co P/L                        | 2                    |
| OSD Asset Services Pty Ltd             | 1                    |
| Pacific Hydro Clements Gap Pty Ltd     | 2                    |
| Pernod Ricard Winemakers Pty Ltd       | 2                    |
| Peterborough District Council          | 2                    |
| Pipe Networks                          | 53                   |
| Playford, City of                      | 6                    |
| Port Adelaide Enfield                  | 111                  |
| Port Augusta                           | 14                   |
| Port Lincoln                           | 7                    |
| Port Pirie Regional Council            | 12                   |
| Power & Water                          | 184                  |
| Primus                                 | 11                   |
| Prospect                               | 21                   |
| Public Transport Services              | 2                    |
| Renewal SA                             | 2                    |
| Renmark Irrigation Trust, The          | 3                    |
| Renmark Paringa                        | 7                    |
| Roxby Downs                            | 2                    |
| Salisbury, City of                     | 19                   |

| <u>Organisation</u>                 | <u>Voting Rights</u> |
|-------------------------------------|----------------------|
| SEA Gas                             | 29                   |
| StateNet Services                   | 22                   |
| Streaky Bay                         | 2                    |
| Tatiara District Council            | 6                    |
| Tea Tree Gully, City of             | 6                    |
| The Creeks Pipeline Company Limited | 2                    |
| TransPacific                        | 2                    |
| University of South Australia       | 3                    |
| Unley City of                       | 33                   |
| Victor Harbor                       | 28                   |
| Vocus Communications                | 182                  |
| Walkerville                         | 10                   |
| Water Reticulation Services         | 4                    |
| Water Utilities Group               | 10                   |
| Whyalla                             | 8                    |
| Wudinna District Council            | 2                    |
| Yankalilla                          | 13                   |
| Yorke Peninsula                     | 10                   |
| <b>Total Ordinary Members</b>       | <b>2136</b>          |
| <b>Total Voting Rights</b>          | <b>7559</b>          |

Note: These voting rights apply for those in financial membership at 30/06/2016, and were ratified at a General Meeting on 28/09/2016. Members voting rights are issued on the basis of one vote for each \$100.00 of reported contribution excluding GST (or part thereof) and associate members are allocated one (1) vote each. These voting rights may vary from time to time as determined and recommended by the Board of Management and approved by the membership at a General Meeting.



Appendix 3 to Rules for  
Dial Before You Dig SA/NT, Incorporated

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PROXY FORM

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I, \_\_\_\_\_  
(Name)

of \_\_\_\_\_  
(Address)

of \_\_\_\_\_  
(Organisation)

being a member of DIAL BEFORE YOU DIG SA/NT, INCORPORATED,

hereby appoint The Chairman of the Meeting, or \_\_\_\_\_  
(Insert Name, otherwise proxy is granted to the Chairman of the meeting)

of \_\_\_\_\_  
(Address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual or special general meeting, as the case may be), to be held on the \_\_\_\_ Day of \_\_\_\_\_ in the year \_\_\_\_ and any adjournment of that meeting.

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

---

(Delete if required)

WE, the several persons whose names and addresses are subscribed being members to the memorandum of association hereby agree to the foregoing articles of association.

| Names and Addresses and descriptions of Members  | Witness Signature |
|--|-------------------|
| <p data-bbox="204 667 568 815">Telstra Corporation Limited<br/>A.C.N. 051 775 556<br/>242 Exhibition Street<br/>Melbourne Vic. 2000</p> <p data-bbox="204 925 576 1075">Optus Networks Pty Limited<br/>A.C.N. 008 570 330<br/>101 Miller Street<br/>North Sydney NSW 2060</p> <p data-bbox="204 1182 667 1332">Epic Energy South Australia Pty Ltd<br/>A.C.N. 068 599 815<br/>25 Conyngham Road<br/>Glenside SA 5065</p> |                   |



**RULES OF DIAL BEFORE YOU DIG  
SA/NT INCORPORATED**

Lodged by:

**NORMAN WATERHOUSE**  
Level 15  
45 Pirie Street  
**ADELAIDE SA 5000**

Telephone: 8210 1200

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