

Constitution of the Bus Industry Confederation

(September 2023)

PART 1 - PRELIMINARY

1. The name of the Incorporated Association shall be "Bus Industry Confederation Inc".

Definitions

2. In these Rules:

- "Association" means the Bus Industry Confederation Inc;
- "Council" means the governing body of the Association duly constituted under Part 3 of these Rules;
- "Executive Director" means the person holding office under these Rules as Executive Director of the Association.
- "Financial Year" means the year ending 30th June or such other date as the Council may from time to time determine;
- "Group" means groups of members with similar interests formed within the Association shall be formed as a Group, the size of a Group shall be at least two persons with such other persons constituting the Group as are deemed necessary by that group.
- "The Industry" shall mean and include, State Associations of bus and coach operators, bus and coach operators, suppliers and manufacturers of bus and coach chassis and components, suppliers and manufacturers of bus and coach bodies and components, members of the energy and infrastructure sector and members of an industry or trade that supplies goods or services to the bus and coach industry.
- "Member" means a member of the Bus Industry Confederation Inc;
- "The Act" means the Association's Incorporation Act, 1981 (Vic) as amended or re-enacted from time to time.

Interpretation

3. a) In these Rules, unless the context otherwise requires:
 - (i) a reference to a function includes a reference to a power, authority or duty; and
 - (ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- b) The singular includes the plural and vice versa.
- c) A reference to any gender includes each other gender.
- d) Unless the context otherwise requires, a reference to a person includes an individual, firm, body corporate, statutory corporation, association (whether incorporated or not) and authority or agency (whether governmental, semi-governmental or local).

PART 2 – MEMBERSHIP

Membership Qualifications

4. Membership of the Association is available to:
- * All State and Territory Bus and Coach Associations;
 - * Bus & Coach chassis manufactures & suppliers;
 - * Bus & Coach body manufacturers and suppliers;
 - * Businesses providing goods and/or services to the Industry.
 - * Businesses providing energy and associated infrastructure and services to the Industry.
 - * Commonwealth and State and Territory Government Departments
 - * Other organisations agreed by Council.
 - * Bus and Coach Operators

Applications For Membership

5. Application for membership of the Association shall be made in writing in a form acceptable to the Council.
- a) The application shall contain the written Agreement of the applicant to abide by the Rules regulations and by-laws of the Association while a member thereof and shall be accompanied by the prescribed entrance fee and subscription.
 - b) Applications for membership shall be lodged with the Executive Director of the Association.
 - c) As soon as is practicable after receiving a nomination for membership, the Executive Director shall refer the nomination to the Council.
 - d) The Council shall consider each application on its merits and shall have full power to accept or reject any application without being liable to furnish any reason for the decision.
 - e) Where the Council determines to approve an application for membership, the Executive Director shall as soon as practicable after that determination notify the nominee of that approval.
 - f) The Executive Director shall, on approval of an applicant as a Member, on payment by the nominee of the amounts referred to in Rule 5 (a), enter the nominee's name in the Register of Members and, upon the name being so entered, the nominee shall become a Member of the Association.
 - g) The Executive Director shall provide an update of new members and resigned or lapsed membership at each Council meeting.

Member Representative

6. Any partnership or incorporated body being a member shall, have the right to appoint a Representative to attend meetings, vote, and generally act in all matters in connection with the Association as though the representative were the member.

Resignation

7. A member may resign on giving one month's notice in writing of his/her intention to do so, and paying all monies due to the Association up to the effective date of resignation.

Disciplining of Members

8. If any member fails to pay any sum of money due to the Association within 15 days of its becoming due and payable, then the Executive Director of the Association shall send them notice of the fact. If such sum is still outstanding at the end of a further calendar month, then the Council may either:

- i) suspend the membership of the Member, or
 - j) remove the Member from the register of members.
 - k) Such action shall not preclude the Association from taking action to recover the monies due in accordance with Rule 33 (c).
9. Any Member suspended or removed under Rule 8 may be reinstated after payment of all monies due under such terms and conditions as the Council shall approve.
10. The Council, subject to these Rules, may by resolution, of simple majority of its Councillors:
- a) Expel a Member from the Association; or
 - b) Suspend a Member from membership of the Association for a specified period if the Council is of the opinion that the Member:
 - a. has refused or neglected to comply with these Rules; or
 - b. has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
11. A resolution of the Council under Rule 10:
- a) does not take effect unless the Council, 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 12 confirms the resolution in accordance with this Rule; and
 - b) where the Member exercises a right of appeal to the Association under this Rule this does not take effect unless the Association confirms the resolution in accordance with this Rule.
12. Where the Council passes a resolution under Rule 10 the Executive Director shall as soon as practicable, cause to be served on the Member a notice in writing:
- a) setting out the resolution of the Council and the grounds on which it is based;
 - b) stating that the Member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - c) stating the date, time and place of that meeting;
 - d) Informing the Member that they may do one or more of the following:
 - (iii) Attend the meeting
 - (iv) Give to the Council before the date of that meeting a written statement seeking revocation of the resolution; and
 - (v) Not later than 24 hours before the date of that meeting lodge with the Executive Director a notice to the effect that they wish to appeal to the Association in general meeting against the Resolution.
13. At a meeting of the Council held under Rule 12 (b), the Council:
- a) shall give to the Member an opportunity to be heard;
 - b) shall give due consideration to any written statement submitted by the Member; and
 - c) shall by resolution determine whether to confirm or revoke the resolution.
14. Where the Executive Director receives a notice under Rule 12 (d), the Executive Director shall notify the Council and the Council shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Executive Director received the notice.

15. At a general meeting of the Association convened under Rule 14:
- a) no business other than the question of the appeal shall be transacted;
 - b) the Council may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution;
 - c) the Member shall be given an opportunity to be heard; and
 - d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
16. If at the general meeting:
- a) a simple majority vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - b) in any other case, the resolution is revoked.

Transfer of Membership Privileges

17. A right, privilege, or obligation of a person by reason of its membership of the Association:
- a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon the cessation of membership whether by death, resignation or otherwise.

Register of Members

18. The Executive Director 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 register shall be available for inspection by Members at the office of the Association.

PART 3 - THE COUNCIL

The Council

19. The management of the Association shall be vested in the Council which may authorise and undertake all such actions as it considers necessary to further the objects of the Association. The Council shall carry out on behalf of the Association all those actions which are not by these Rules required to be carried out by the Association in General Meeting. The Council shall in particular but without limiting the generality of any of the foregoing have power to authorise the borrowing of money by the Association upon such terms and conditions as it thinks fit and with or without security upon any assets of the Association and power to authorise the Association to purchase, lease, hire or otherwise acquire real or personal property of any kind and to sell or otherwise dispose of the same.
- 20.
- a) The Council shall be comprised of persons appointed immediately prior to the Annual General meeting by the Groups nominated in clause 23 and represented by a maximum of 3 Councillors from each Group as determined by Council from time to time.
 - b) The Council shall immediately following the Annual General Meeting after which it was nominated, in turn, elect a Chairperson and Vice Chairperson by secret ballot or such other method as it shall decide.
 - c) The Council shall have the power to co-opt other persons from time to time, but such co-opted persons shall not be entitled to vote at a meeting of the Council.

Meetings of the Council

- 21.
- a) The Council shall meet at least three (3) times per year.
 - b) Not less than four clear days' notice of any meeting shall be given to all members of the Council eligible to attend.
 - c) A quorum for Council meetings shall be at least one-half of the total membership of the Council and, in the event that a quorum is not present within 30 minutes of the appointed time for any meeting, that meeting shall stand adjourned to a date fixed or to be fixed by the Chairperson. A quorum of members of the Council shall be deemed to hold and be present at a meeting of the Council when, with the express intention of holding a meeting of the Council, they communicate through a telephone, video, telecommunication or other conference facility of any kind in circumstances where each of them can simultaneously hear what is said by, and can speak to, the others of them.
 - d) The order of proceedings at such meetings shall be determined by the Council and, unless otherwise specified in these Rules, the ordinary rules of debate shall apply.
 - e) The Council shall consider and approve the financial statements and budget of the Bus Industry Confederation at each meeting of the Council
 - f) All Council members may vote at meetings of the Council, the questions being decided by open voting and the majority present. If there is an equal division of votes on any question the Chairperson, or in their absence the person presiding at the meeting, shall in addition to their own vote have a second or casting vote.
 - g) A resolution in writing a copy of which has been forwarded to every Member of the Council and which has been approved in writing by a simple majority of the Members thereof shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.
 - h) All acts done by any meeting of the Council or by any person acting as a Member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Council or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed and so qualified to be a member of the Council.

Powers of the Council

- 22.
- a) The Council shall appoint such staff as are necessary for the conduct of the Association and may delegate such powers of appointment to its Executive Director.
 - b) The Council may make by-laws and regulations for the management of the Association, and shall have the power to amend or rescind the same provided that the by-laws and regulations so made are not inconsistent with these Rules.
 - c) The Council may constitute advisory or special purpose Sub-Committees and shall appoint members to serve on such Sub-Committees. It shall define the limits of responsibility of such Sub-Committees and ensure that their tasks are fulfilled.
 - d) The Council shall have the power to interpret the true purport of any part of these Rules and its decision shall be binding.

PART 4 – GROUPS

Establishment of Groups

- 23.
- a) There shall be established within the Association, groups of members sharing a common interest in particular aspects of the industry.
 - b) The nominated groups shall be:

- (i) All States and Territory Bus and Coach Associations
 - (ii) Bus and Coach Operators
 - (iii) Bus & Coach Chassis manufacturers and suppliers;
 - (iv) Bus & Coach Body manufacturers and suppliers;
 - (v) Businesses affiliated with the supplying of goods and services to the industry; and
 - (vi) Businesses providing energy and associated infrastructure and services to the Industry.
- c) Group Committees shall have the power to regulate the Group activities having given due consideration to the policy of the Council as defined at the time; and shall not take any action or make any statement or commitment which might be prejudicial to or affect in any way the actions of other Groups, incorporated Associations or the Association as a whole.
- d) Each Group shall elect a Chairperson and Vice-Chairperson - by secret ballot, or such other method as it shall determine – prior to the Annual General Meeting of the Bus Industry Confederation Inc. and prior to the Council's election of the Chairperson. The elected Chairperson and Vice Chairperson of the Group shall be a Councillor of the Association. Should any group have an allocated entitlement of 3 Councillors, the additional Councillor shall be elected by the group in accordance with the process outlined in this clause.
- e) Each Member of the Association shall be entitled to vote only for the Group Chairperson and Vice Chairperson of the Group to which one belongs. Nominations for election to Group Chairperson and Vice Chairperson shall reach the Executive Director of the Association not less than twenty-one clear days prior to the date of the Annual General Meeting.
- f) When a ballot is necessary for the election of a Group Chairperson and Vice Chairperson, each financial Member shall be entitled to one vote. The Executive Director shall arrange for ballot papers to be despatched to eligible Members and these must be returned to him/her by the morning of and prior to the Annual General Meeting at which the poll shall be declared. Group Chairperson and Vice Chairperson Members so elected shall hold office until the conclusion of the next Annual General Meeting.

Meetings of Group Committees

24. a) The Groups shall meet at least three (3) times a year or in the case of Incorporated Associations such other interval as may be determined from time to time by the managing body of that Association.
- b) The order of proceedings at such meetings shall be determined by the Chairperson of the Group and, unless otherwise specified in these Rules the ordinary rules of debate shall apply.

PART 5 - VACANCIES

25. a) Any casual vacancy on the Council for a position nominated under Rule 23 (b)(I) and Rule 23 (b) (ii) shall be filled by the nominee of that group of the Association or maybe left vacant until the next AGM.
- b) The office of a member of a Group and/or of the Council shall ipso facto be vacated:
- (i) If the member ceases to represent the organisation from which they were elected
 - (ii) If the member resigns office or refuses to act,
 - (iii) If a resolution of the Members in General Meeting requires the member to resign,
 - (iv) If the member is absent from three consecutive meetings of the Group and/or the Council without any excuse satisfactory to the Group and/or Council,
 - (v) If the member is found lunatic or of unsound mind,
 - (vi) If the member becomes bankrupt or insolvent or makes an assignment for the benefit of or compromise with his/her creditors.

PART 6 - GENERAL MEETINGS

26. a) An Annual General Meeting of the Association shall be held once each calendar year, normally within six (6) months of the end of the Financial Year, on such day and at such place as the Council may determine.
- b) All other general meetings shall be called Extraordinary General Meetings.
- c) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
 - (ii) to receive from the Council reports on the activities of the Association during the preceding Financial Year;
 - (iii) to receive and consider the statement of accounts and the reports that are required to be submitted to an annual general meeting pursuant to section 30 (3) of the Act;
 - (iv) to receive the Auditor's Report;
 - (v) to appoint or continue the appointment of an Auditor;
 - (vi) to declare the poll for the election of the Group.
 - (vii) to transact any other business of which notice has been given; and
 - (viii) general business.

Proceedings at General Meetings

27. a) 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; save as herein otherwise provided, ten per centum of Members or five Members (whichever shall be the less) whose subscriptions are not in arrears shall constitute a quorum.
- b) If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the request of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present shall be a quorum.
- c) The Chairperson of the Council shall preside as Chairperson at every General Meeting of the Association.
- d) If there is no such Chairperson or if at any meeting the Chairperson is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the Vice-Chairperson of the Council shall act as Chairperson but in the absence of a Vice-Chairperson the Members shall choose someone of their number to be Chairperson.
- e) The Chairperson of any meeting of the Association may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- f) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- g) 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.
- h) At any general meeting of the Association, a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by at least two Members present in person or by Executive Representative or proxy entitled to vote. Unless a poll is so demanded, a declaration by the

Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to the effect in the book of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

- i) If a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- j) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- k) A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith.
- l) A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs.
- m) Until the Association in General Meeting or the Council otherwise provides the rules and practices of General Meetings shall be determined by the Chairperson.

Votes at General Meetings

- 28. a) On a show of hands or upon a poll, every Member present in person or by Executive Representative or proxy and entitled to vote shall have one vote.
- b) No Member shall be entitled to vote or take part in any General Meeting of the Association unless the subscription levies or other sums presently payable by the member to the Association have been paid.
- c) Votes may be given either personally or by Executive Representative or by proxy. No person shall be appointed a proxy who is not a Member of the Association or employed by a Member of the Association.
- d) The instrument appointing a proxy shall be in writing in a form approved by the Council under the hand of the appointer or if such appointer is a corporation under the hand of one of its directors, and shall be deposited at the office of the Association not less than four hours before the time for holding a meeting which the person named in such instrument proposed to vote. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Extraordinary General Meetings

- 29. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting of the Association. An Extraordinary General Meeting shall also be convened on the written requisition of not less than five per cent of Members, whose subscriptions are fully paid up at the date of the requisition.
- 30. a) Twenty-eight day's notice at least (exclusive of the day on which notice is served or deemed to serve but inclusive of the day for which notice is given) shall be given of all General Meetings to such persons as are entitled to receive such notices from the Association. Such notices may be given by notice sent by post or otherwise as hereinafter provided. Such notices shall specify the place, day and hour of the meetings and in the case of special business the general nature of that business.
- b) With consent of a simple majority of all Members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Members think fit.

- c) The accidental omission to give any such notice as provided for herein shall not invalidate any resolution passed at any meeting.

PART 7 - MISCELLANEOUS

Notices

31. Any notice required by law or by or under these Rules to be given shall be given by sending it by post or transmitting it by facsimile or email to a Member at his/her registered address, or to the address, if any, supplied by him/her for the giving of notices or, to the Association at its registered office. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the day of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by facsimile transmission or email, service of the notice shall be deemed to be effected by properly addressing a letter containing the notice, and to have been effected when the transmission has been completed EXCEPT where:
- a) the sender's or recipient's machine indicates a malfunction in transmission and the recipient immediately notifies the sender of an incomplete transmission in which case the facsimile transmission or email shall be deemed not to have been given or served; or
 - b) the time of dispatch is not before 5.00pm (sender's local time) on a business day not being a public holiday in the resident State of the Secretariat in which case the notice shall be deemed to have been received at 9.00am (sender's local time) on the next business day.

Liability of Members

32. The liability of a Member of the Association to contribute towards the payments of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by these Rules.

Financial Arrangements

33.
 - a) The annual subscription in respect of each Financial Year for all membership groups shall be fixed by Council each financial year.
 - b) Annual subscriptions shall become due and payable on or about July 1 each year.
 - c) In the event of subscriptions or levies to the Association not being paid by any Member such subscriptions or levies shall be debts to the Association on the date on which they severally shall become due and payable and legal proceedings may be instituted and conducted in the name of the Chairperson of the Association alone against any Member for the recovery of such subscriptions or levies.
 - d) There shall be payable out of the funds of the Association the costs and expenses of the Association, the salaries and wages of the officers and employees of the Association, contributions or subscriptions to any Federation or Association of which the Association is a Member and the cost of any other matters properly authorised by the Council.
 - e) The sources from which the funds of the Association are to be or may be derived are the aforementioned subscriptions and levies, and donations and such other means as the Council may from time to time authorise.
 - f) The annual subscriptions of the Australian Bus and Coach Group shall be determined by Council and reflect amongst other considerations the level of representation on Council.

Funds

34. a) The Council shall arrange for an account or accounts to be opened in the name of the Association at a Bank to be nominated by the Council into which shall be paid all monies received on account of the Association.
- b) Cheques and like instruments shall be signed by any two of the following persons namely, any Member of the Council nominated for that purpose, the Executive Director and any person nominated by the Executive Director or Chairperson for that purpose and the person occupying the position of the Public Officer.
- c) The Council may invest any surplus funds of the Association the choice of the investment being at the discretion of the Council.

Accounts

35. a) The Council shall cause proper accounts to be kept with respect to:
- (ix) All sums of monies received and expended by the Association and the matter in respect to which the receipts and expenditure takes place; and
 - (x) The assets and liabilities of the Association.
- b) The accounts shall be kept at the office of the Association or at such other place or places as the Council thinks fit and shall always be open to inspection by the Council.
- c) The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Members of the Council and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as authorised by the Council or by the Association in General Meeting or as required by law.

Assets

36. a) The interest in the funds property and other assets of the Association of every Member whose membership shall terminate for any reason except the dissolution of the Association shall ipso facto immediately cease and such Member and the Executive Representative, if any of such Member shall have no claim against the Association against the other Members or their Executive Representatives or any of them.
- b) No portion of the surplus funds of the Association shall be distributed by way of dividend or allowance to any Member except to the extent provided by Rule 33(d).

Reimbursement

37. No Member of the Association shall be reimbursed for travel or any other expenses unless expressly approved by Council.

Secretariat

38. The Secretariat for the Bus Industry Confederation shall consist of the Executive Director, the Public Officer and any other staff of the Bus Industry Confederation Inc. appointed by the Council or the Executive Director.

Executive Director

39. a) The Executive Director of the Association shall be determined by the Council.
- b) The salary or other emolument of the Executive Director shall be negotiated by the Chair.

- c) The duties of the Executive Director shall be defined by Council and shall include for the purposes of the Act, keeping a true record of the proceedings of all meetings of the Association, the Council, and Sub-Committees designated by Council, and the keeping in their custody or under their control of all books, documents and securities of the Association.

Indemnity

40. Any Member of the Council and any officer or servant of the Association when carrying out the instructions of the Association shall be indemnified by the Association and Members thereof against all costs, losses, expenses and liabilities of any nature incurred by such Member officer or servant and it shall be the duty of the Association to pay and satisfy all such costs, losses, expenses and liabilities provided always that the provision of this Rule shall not extend to cover cases of personal injury or loss suffered through or as the consequence of any negligent wilful act or omission on the part of the Member officer or servant.

Amendments

41. The Statement of Purposes and Rules of the Association or any part thereof may be replaced rescinded amended or added to by special resolution in accordance with Section 22 of the Act.

The Common Seal

42. a) The common seal of the Association shall be kept in the custody of the Executive Director.
b) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of two Members of the Council or of one Member of the Council and of the Executive Director or the Public Officer of the Association.

Privileged Communications

43. It is an express condition of election to Membership and of membership of the Association that all letters, circulars, reports and other communications of every kind as between individual Members or their Representatives of the Association whether written or verbal shall at all times be deemed to be private and confidential. The subject matter thereof and all information of any nature whatsoever which such communications may contain shall at all times and in every respect be deemed to be privileged. No Member or Representative of a Member shall at any time during membership or after ceasing to be a Member or Representative of a Member bring or prosecute or threaten to bring or prosecute any action or other legal proceedings either at law or in equity against any Member or Representative of a Member or against the Association or any of its officers or his/her or their estates or effects for or on account of any such communications or of any information matter or thing whatsoever contained or implied therein. This rule may be pleaded as a defence to or in bar of any such action or legal proceedings.

Dissolution

44. (a) No proposition for the dissolution of the Association shall be considered unless at a General Meeting specifically convened for that purpose and of which at least thirty (30) days' notice has been given to Members and the dissolution shall not take place unless the proposition is agreed to by simple majority present personally or by proxy at the meeting and voting on the proposition.
b) If upon the dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some other Association or Associations having objects similar to the objects of the Association and which prohibit a distribution of its or

their income or property amongst its or their Members, such other Associations to be determined by Members of the Association or at before the time of dissolution.

Grievance Procedure

45. (a) The grievance procedure set out in this rule applies to disputes under these rules between:
- (i) a member and another member; or
 - (ii) 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) 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 Chairman of the Association, 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 can not 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 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 otherwise at law.

Terms of Office of Office Bearers

46. Each officer of the Association shall hold office until the annual general meeting next after the date of their election but is eligible for re-election.

Custody of inspection of books and records

47. (1) Members may on request inspect free of charge—

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Council meetings.

(2) The Council may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.