

NAME

1. The name of the Incorporated Association shall be "Bus Association Victoria Incorporated".

PURPOSE

To unite promote and develop the business of carrying passengers by road and/or operating vehicles used for the safe transportation of passengers and any allied trade business or undertaking and any one or more of such businesses.

DEFINITIONS

In these rules:

"financial year" means the year ending on 30th June or such other date as the Board may from time to time determine.

"the Industry" shall include the businesses of carrying passengers by road and/or operating vehicles used for the safe transportation of passengers and any allied trade business or undertaking and any one or more of such businesses.

"member" means a member of the Association.

"the Act" means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act.

MEMBERSHIP

2. (a) Membership shall be open to any person, partnership, firm or company accredited, under the Bus Safety Act 2009 (BSA) to operate a commercial bus service (scheduled or non-scheduled) within the state of Victoria or any corresponding enactment in the future.
- (b) Application for membership of the Association shall be made in writing in a form acceptable to the Board. Applications shall contain the written Agreement of the applicant to abide by the Rules regulations and by-laws of the Association while a member thereof, shall be accompanied by the prescribed entrance fee and subscription and a nomination as to which industry segment they belong to (see clause 8(a)).
- (c) The Board 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 its decision.
- (d) Any member may, and every partnership, firm or company shall, appoint an Authorised Representative to attend meetings, vote (where the member is entitled to do so), and generally act in all matters in connection with the Association as though the Representative were the member. Such Representative shall be appointed to and/or removed from office in a written form acceptable to the Board.
- (e) A member may resign on giving one month's notice in writing of their intention to do so, and paying all monies due to the Association up to the effective date of resignation.
- (f) 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 30 calendar days, then the Board may either
 - (i) suspend the membership of the member, or
 - (ii) remove their name from the register of members.

Such action shall not preclude the Association from taking any lawful course of action to recover the monies due.

- (g) Any member suspended or removed under clause 2(f) above may be reinstated after payment of all monies due under such terms and conditions as the Board shall approve.
- (h) The Board, by a vote of not less than two-thirds of its members, may expel a member if in its opinion such member has been guilty of conduct detrimental to the interests of the Industry or the Association or if in its opinion such member deserves expulsion for any other reason.
- (i) The Secretary 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.
- (j) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription described under these Rules. An applicant for membership becomes a member and is entitled to exercise the rights of membership, including the right to vote at meetings, when his or her or its name is entered in the register of members.
- (k) If the Board rejects an application, the Executive Director must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (l) A right, privilege, or obligation of a person by reason of 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 or resignation or otherwise.
- (m) The entrance fee is the relevant amount determined by Board annually.
- (n) The annual subscription is the relevant amount determined by Board annually and is payable by those seeking membership under clause 2(j) or members in advance on or before 1 July in each year.

ASSOCIATE MEMBERS

- 3. Association membership may be granted, at the discretion of Board, to persons, firms, companies or organisations directly or indirectly connected with the Industry (including bus operators who do not meet any of the criteria of a segment detailed in clause 8(a) or are exempt from the requirement to be accredited under the BSA) and who as such are interested in promoting the objectives of the Association, upon such terms and conditions as the Board may determine. Associate Members shall have no right of voting at any meetings of the Association and may be represented at such meetings only or attend Association events on the direct and specific invitation of the Board.

LIFE MEMBERS

- 4. On the recommendation of Board, the Association may appoint any person as an Honorary Life Member at its Annual General Meeting or other forum as determined by the Board in recognition of the services carried out by that person to the Industry or to the Association. Honorary Life Members shall enjoy all the rights and privileges of membership, including attendance at Association events, without payment of any fee or subscription and shall have no right of voting at any meetings of the Association.

THE BOARD

- 5. (a) The Management of the Association shall be vested in the Board which may authorise and undertake all such actions as it considers necessary to further the objectives of the Association and the Board shall in particular, but without limiting the generality of any of the foregoing, (i) uphold good governance and behaviours required of Board Directors; (ii) develop and advise on strategy and risk; (iii) lead and enhance the Association's and Industry's culture of respect, diversity, equity, and inclusion; and (iv) 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 authorize 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.
- (b) The Board will comprise:
 - (i) members from each of the commercial industry segments provided for in clause 8 represented in the Operators Committee and nominated by their fellow Committee members from within that segment immediately following the Annual General Meeting, in the following proportions:

Metropolitan based operators with state government bus service contracts – 3 nominees
regional and rural bus based operators with state government bus service contracts – 3 nominees
Charter/tour/express/private school contracted bus operators – 2 nominees

- (ii) additional individuals appointed by the Board at its discretion, provided however that the total composition of the Board will not exceed 10 and that none of the Board members are related bodies corporate (as provided for in the Corporations Act 2001).
- (c) The Board shall, immediately following the Annual General Meeting after which it was constituted, in turn elect from the members of the Board a President by secret ballot or such other method as it shall decide.
- (d) The elected President of the Board shall serve as President for a period of no more than four consecutive terms of 1 year.
- (e) A Vice President of the Board can be appointed at the Board's discretion from the members of the Board.

POWERS AND DUTIES OF THE BOARD

- 6. (a) The Board 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.
 - (b) The Board shall appoint such staff as are necessary for the conduct of the Association and may delegate such powers of appointment to its Executive Director.
 - (c) The Board 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.
 - (d) The Board may constitute advisory or special purpose Sub-Committees and Working Groups 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.
 - (e) The Board shall have the power to interpret the true purport of any part of these Rules and its decision shall be binding.
 - (f) The Board may exercise disciplinary powers in respect of any member or the Authorised Representative of any member if a member or the Authorised Representative of a member has, in the opinion of the Board, been guilty of any conduct which in the opinion of the Board was unbecoming of a member of the Association or was unbecoming of an Authorised Representative of a member of the Association, as the case may be, or prejudicial to the interests of the Association, or which was in breach of the Rules of the Association or of any regulation, code or by law of the Association.
- 6A For the purposes of this rule, the expression "disciplinary power" means –
- (A) In the case of a member the power to do any one or more of the following:
 - (i) expel them;
 - (ii) suspend them for any period not exceeding one calendar year;
 - (iii) require them to pay all costs and expenses incurred by the Association in preparing for a hearing or being represented in disciplinary proceedings; or
 - (iv) reprimand them.
 - (B) In the case of an Authorised Representative of a member –
 - (i) expel the member;
 - (ii) suspend the member for any period not exceeding one calendar year;
 - (iii) require the member to pay all costs and expenses incurred by the Association in preparing for a hearing or being represented in disciplinary proceedings;or
 - (iv) disqualify the person from being the Authorised Representative of any member

permanently or for any period.

- 6B A Disciplinary Committee can be appointed by the Board to exercise the disciplinary powers on behalf of the Board and the Disciplinary Committee will carry out duties as stipulated in the Disciplinary Code of Practice as approved by the Board (if any).

DISPUTES AND MEDIATION

7. (1) The grievance procedure set out in this rule applies to disputes under these Rules between:-
(a) a member and another member; or
(b) a member and the Association.
- (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 parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be (a) a person chosen by agreement between the parties or (b) in the absence of agreement:
(c) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
(d) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:-
(a) give the parties to the mediation process every opportunity to be heard;
(b) allow due consideration by all parties of any written statement submitted by any party; and
(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the relevant legislation in Victoria dealing with arbitration.

INDUSTRY SEGMENTS AND COMMERCIAL OPERATORS COMMITTEE (OPERATORS COMMITTEE)

- 8.(a) The following represents the various commercial industry segments members can belong to:
(i) metropolitan based operators with state government bus service contracts;
(ii) regional and rural bus based operators with state government bus service contracts;
(iii) charter/tour/express/private school contracted bus operators.
- (b) Members of the Association shall identify which industry segment most accurately reflects the services they primarily provide.
- (c) The Secretary of the Association will maintain a list of which segment each member belongs.
- (d) The Board can, where necessary and after discussion with the member concerned, determine the segment to which a member shall belong.
- (e) There shall be established within the Association an Operators Committee representing the various segments of members.
- (f) The Operators Committee shall comprise no more than 20 bus operators from the following segments of members and meet the minimum number specified for each segment:
(i) 3 metropolitan based operators with state government bus service contracts;
(ii) 3 regional and rural bus based operators with state government bus service contracts;
(ii) 2 charter/tour/express/private school contracted bus operators,

unless the Executive Director, with the approval of the Board, determines a greater number of members shall be represented on the Committee.

- (g) The Operators Committee shall have the power to regulate its activities as prescribed by Board from time to time, but 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 Sub-Committees or Working Groups the Association may establish or the Association as a whole.
- (h) Subject to clause 8(i), all members of the Association are eligible to nominate to become a member of the Operators Committee prior to the Annual General meeting, but they must nominate only as part of the segment to which they have been identified as belonging to in accordance with this document.
- (i) Where a member of the Association is a related body corporate with another member or members (as provided for in the Corporations Act 2001), a maximum of only two of their number can nominate to become a member of the Operators Committee, and any such nomination must be in respect of separate industry segments. Further, whilst both members can attend such meetings, only one will be entitled to vote.
- (j) All members of the Association, excluding those referred to in clause 8(i), who operate in a segment or segments other than the one they have been identified as belonging to in accordance with this document, can apply to the Executive Director to nominate one other person (other than their Authorised Representative) to become a member of the Operators Committee representing, if operating in one other segment, that other segment; if operating in two or more segments, those other segments. If approved by the Executive Director, the person will only be able to attend such meetings, they will not have any right to vote.
- (k) A call for nominations for the Operators Committee must be made two months prior to the date of the Annual General Meeting. Nominations for the Operators Committee must be signed by the nominee, a proposer and a seconder. The nomination must reach the Executive Director of the Association not less than one month prior to the date of the Annual General Meeting. Such nominations will be disclosed at the same time as the notice of the Annual General Meeting under clause 15(a).
- (l) Where the nominations do not exceed the total number of operators specified in clause 8(f), all nominees will become members of the Operators Committee, provided that their nomination is subsequently ratified by the Board.
- (m) A ballot will only be necessary for the election of members to the Operators Committee where the number of nominations exceeds the total number of operators specified in clause 8(f) and the Executive Director has not determined that an additional number of operators is appropriate.
- (n) When a ballot is necessary for the election of members to the Operators Committee, each financial member shall be entitled to one vote. The Executive Director shall arrange for ballot papers to be dispatched to eligible members and these must be returned to them by the morning of and prior to the Annual General Meeting at which the poll shall be declared. Operators Committee members so elected shall hold office until the conclusion of the next Annual General Meeting.
- (o) All members of Operator Committee shall be eligible for re-election.

MEETINGS OF OPERATORS COMMITTEE AND BOARD

- 9. (a) The Operators Committee and the Board shall meet regularly at intervals of not longer than 4 months.
- (b) Not less than four clear days' notice of any meeting shall be given.
- (c) Quorum for Operators Committee and Board meetings shall be one-half of the total membership excluding those not entitled to vote under this document, calculated, where necessary, to the nearest lower number and, in the event that a quorum is not present within 60 minutes of the appointed time for any meeting, that meeting shall stand adjourned to a date fixed or to be fixed by the Chairman of the Meeting.
- (d) The order and manner (including whether in-person or via suitable technological platforms) of proceedings at such meetings shall be determined by the Operator Committee or Board and, unless otherwise specified in this Constitution or by those bodies, the ordinary rules of debate shall apply.
- (e) Except as provided otherwise under this document, all Board and Operator Committee members may vote at meetings, the questions being decided by open voting and the majority present. If there is an equal division of votes on any question the Chairman shall adjourn the vote for further

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consultation.

- (f) A resolution in writing a copy of which has been forwarded to every member of the Board or Operators Committee and which has been signed by three-quarters of the respective Board and Operator Committee members thereof, excluding those not entitled to vote under this document, shall be as valid and effectual as if it had been passed at meeting of the Board or Operators Committee duly called and constituted.
- (g) All acts done by any meeting of the Board or Operators Committee 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 Board or Operators Committee 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 Board or Operators Committee.

VACANCIES AND CHANGES TO A MEMBERS REPRESENTATION ON THE OPERATORS COMMITTEE OR THE BOARD

- 10. (a) Any casual vacancy on the Operators Committee or the Board, whether occurring because a vacancy under clause 10(b) or because of not being filled by election or otherwise at the last Annual General Meeting, may be filled by that Committee or Board.
- (b) The office of a member of the Operators Committee and/or the Board shall be vacated:
 - (i) If they cease to be a member of the Association,
 - (ii) If they resign their office or refuse to act,
 - (iii) If a resolution of the members in General Meeting requires them to resign,
 - (iv) If they are found to be of unsound mind,
 - (v) If they become bankrupt or insolvent or make an assignment for the benefit of or compromise with their creditors.
- (c) The office of a member of the Board shall also be vacated if they fail to pay any sum of money due to the Association by the date of it becoming due and payable.
- (d) Notwithstanding anything to the contrary in these Rules, in circumstances where a member of the Operators Committee or the Board appoints a new Authorised Representative, the Committee or the Board reserves the right to refuse that person the right to attend and vote on behalf of the member.

GENERAL MEETINGS

- 11. (a) An Annual General Meeting of the Association shall be held in each calendar year within three months of the end of the financial year on such day and at such place as the Board may determine. In default of the Annual General Meeting being so held within such three months, a general meeting may be convened by not less than 5 per centum in number of the members of the Association in the same manner as nearly as possible as that in which meetings are to be convened by the Board.
- (b) The abovementioned general meetings shall be called Ordinary General Meetings; all other general meetings shall be called Extraordinary General Meetings.
- (c) The business of the Annual General Meeting shall be:
 - (i) To receive the Annual Report of the Board,
 - (ii) To receive and consider the financial statements required by the Act,
 - (iii) To receive the Auditor's Report,
 - (iv) To appoint or continue the appointment of an Auditor,
 - (v) To declare the poll for the election of the Operators Committee,
 - (vi) To transact any other business of which notice has been given,
 - (vii) General Business.
- (d) A member of the Association who is entitled to vote has the right to inspect and copy the Rules and minutes of the General Meetings in accordance with the Act.

EXTRAORDINARY GENERAL MEETINGS

- 12. The Board 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 ten per cent of members, whose subscriptions are fully paid up at the date of the requisition.

PROCEEDINGS AT GENERAL MEETINGS

13. (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, twenty per centum of members or ten 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 requisition 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 fifteen minutes from the time appointed for the meeting, the members present shall be a quorum.
- (c) The President of the Board shall preside as Chairman at every General Meeting of the Association.
- (d) If there is no such President or if at any meeting they are not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, a Vice-President of the Board shall act as Chairman but in the absence of any Vice-President the members present shall choose someone of their number to be Chairman.
- (e) The Chairman 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 any 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) At any General Meeting of the Association, a resolution put to the vote of the meeting shall be decided on a show of hands by those members entitled to vote 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 Authorised Representative entitled to vote. Unless a poll is so demanded, a declaration by the Chairman 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 that 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.
- (h) If a poll is duly demanded it shall be taken in such manner as the Chairman 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.
- (i) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman 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.
- (j) If the Chairman of the Meeting demands a poll or an adjournment, it shall be taken forthwith. A poll demanded by any other member on any other issue shall be taken at such time as the Chairman of the meeting directs.
- (k) At any General Meeting of the Association, a member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (l) A member participating in a general meeting as permitted under clause 13(k) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

VOTES AT GENERAL MEETINGS

14. (a) On a show of hands or upon a poll, every member present in person or by Authorised Representative or proxy and entitled to vote shall have one vote.
- (b) No member shall be entitled to take part or vote in any General Meeting of the Association unless the subscription levies or other sums presently payable by them to the Association have been paid.
- (c) Votes may be given either personally by a Member or an Authorised 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 Board under the hand of the Member or Authorised Representative, 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.

NOTICE OF GENERAL MEETINGS

15. (a) Twenty-eight days' notice at least (exclusive of the day on which notice is served or deemed to be served 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, that is, members entitled to take part or vote as specified in clause 14(b). Such notices may be given by post or electronic means. 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 the consent of sixty per centum 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.

NOTICES

16. Any notice requiring to be sent to a member shall be deemed properly and sufficiently sent by post or electronic means addressed to such member at their physical or electronic address last known to the Executive Director.

FINANCIAL ARRANGEMENTS

17. (a) The Annual Subscription in respect of each financial year shall be fixed by Board.
- (b) Annual subscriptions shall become payable by July 1 each year.
- (c) The Board may also make such levies on members generally or any Group or groups of members at such times as are considered necessary.
- (d) 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 President of the Association alone against any member for the recovery of such subscriptions or levies.
- (e) There shall be payable out of the funds of the Association the costs and expenses of the Association as authorised by or under authorised delegation of the Board.
- (f) The sources from which the funds of the Association are to be or may be derived are the aforementioned subscriptions and levies, and any such other means as the Board may from time to time authorize.

FUNDS

18. (a) The Board shall arrange for an account or accounts to be opened in the name of the Association at a Bank to be nominated into which shall be paid all monies received on account of the Association.
- (b) Cheques and like instruments shall be signed by any two persons nominated or delegated by the Board.
- (c) The Board may invest any surplus funds of the Association the choice of the investment being at the discretion or delegation of the Board.

ASSETS

19. (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 representatives of such member shall have no claim against the Association against the other members or their 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 17(e).

EXECUTIVE DIRECTOR, SECRETARY AND INSPECTION OF RECORDS, SECURITIES AND RELEVANT DOCUMENTS

20. (a) The Board shall appoint an Executive Director on such terms and conditions and at such salary or other emolument as it may think fit. The duties of the Executive Director shall be defined by Board and may include being the Secretary of the Association for the purposes of the Act, keeping a true record of the proceedings of all meetings of the Association, the Board, and Committees designated by the Board, and the keeping in their custody or under their control of all records, securities and relevant documents of the Association.
- (b) If the duties of the Executive Director do not include the things referred to in clause 20(a), those duties shall be performed by the person appointed Secretary by the Board, who must also—
- (i) maintain the register of members in accordance with rule 2(i); and
 - (ii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (iii) perform any other duty or function imposed on the Secretary by these Rules.
- (c) The Board shall appoint and remove the Secretary at its discretion, provided it does so in writing.
- (d) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (e) Whether the Executive Director or another person appointed by the Board is the Secretary, the person holding such office must ensure that minutes are taken and kept of each meeting of the Association, the Board and Operators Committee designated by the Board.
- (f) The minutes must record the names of the members attending the meeting, business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (g) Members shall not be entitled to access minutes of the Board and Operator Committee unless the Board otherwise agrees in writing and access is provided on any conditions imposed by the Board from time to time.
- (h) Members may on request inspect free of charge, subject to these Rules, records, securities and any other relevant documents of the Association, excluding its accounts and books.
- (i) The Board may refuse to permit a request from a member under clause 20(h) to inspect records or documents of the Association that relate to confidential, personal, employment, commercial or legal matters, where to do so may be prejudicial to the interests of the Association or where the Rules provide for such a refusal.
- (j) The Operators Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- (k) A member may make a copy of any of the inspected records or documents 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 or document.
- (l) 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) records and documents relating to transactions, dealings, business or property of the Association.

INDEMNITY

21. Any member of the Board and any officer or servant of the Association properly discharging their duties shall be indemnified by the Association and members thereof against all costs, losses, expenses and liabilities of any nature incurred or suffered 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 provisions of this clause shall not extend to cover cases where the costs, losses, expenses and liabilities are incurred or suffered through or as the consequence of any wilful misconduct, or negligent or reckless act or omission on the part of the member officer or servant.

AMENDMENTS

22. The Statement of Purposes and Rules of the Association or any part thereof may be replaced

THE COMMON SEAL

23. (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 Board and the affixing of the common seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Executive Director of the Association.

ACCOUNTS

24. (a) The Board shall cause proper accounts to be kept with respect to:
- (i) All sums of monies received and expended by the Association and the matter in respect to which the receipts and expenditure takes place; and
- (ii) 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 Board thinks fit and shall always be open to inspection by the Board.
- (c) The Board 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 Board and no member (not being a member of the Board) shall have any right of inspecting any account or book of the Association except as authorised by the Board or by the Association in General Meeting.
- (d) The Board shall cause to be prepared and laid before the Association at the Annual General Meeting the financial statements required by Part 7 of the Act.

PRIVILEGED COMMUNICATIONS

25. 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 and the Association whether written or verbal shall at all times be deemed to be private and confidential and 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 and 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 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 and this rule may be pleaded as a defence to or in bar of any such action or legal proceedings.

DISSOLUTION

26. (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 three quarters of the members 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 the members of the Association at or before the time of dissolution.