

## SOUTH EAST AUSTRALIAN TRANSPORT STRATEGY INC.

# SEATS



SEATS provides highly co-ordinated and influential advocacy for the development of transport infrastructure in the South Eastern Australia region that supports economic development and the prosperity of its constituents.

### CONSTITUTION

#### SOUTH EAST AUSTRALIAN TRANSPORT STRATEGY INCORPORATED

#### 1. NAME

The name of the incorporated association is South East Australian Transport Strategy Incorporated (in these rules called “the Association”).

#### 2. INTERPRETATION

- 2.1 In the rules, unless the contrary intention appears “Committee” means the Committee of Management of the Association.  
“Financial year” means the year ending on 30 June.  
“General Meeting” means a general meeting of members convened in accordance with Rule 11.  
“Member” means a member of the Association.
- 2.2 In the Rules, a reference to the secretary of an Association is a reference –
- a) where a person holds office under the Rules as secretary of the Association – to that person; and
  - b) in any other case, to the public officer of the Association.
- 2.3 In the Rules, a reference to the Chief Executive Officer of the Association is a reference to a person appointed to fill this role by the Committee of Management of the Association.
- 2.4 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 (Victorian) and the Act as in force from time to time.

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### 3. APPLICATION FOR MEMBERSHIP

- 3.1 A natural person, partnership, firm, company, Public Body, corporation, society or institution who or which is nominated and 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 payable under these rules.
- 3.2 A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at the time but has ceased to be a member) shall not be admitted to membership –
- a) unless he is nominated as provided in sub-clause (3); and
  - b) his admission as a member is approved by the Committee.
- 3.3 A nomination of a person for membership of the Association –
- a) shall be made in writing in the form set out in Appendix 1; and
  - b) shall be lodged with the secretary of the Association.
- 3.4 As soon as is practicable after the receipt of the nomination, the secretary shall refer the nomination to the Committee.
- 3.5 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- 3.6 Upon a nomination being approved by the Committee, the secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- 3.7 The secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him/her and upon the name being so entered, the nominee becomes a member of the association.
- 3.8 A right, privilege, or obligation of a person by reason of this 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.

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3.9 A member other than a natural person (“a member body”) may, from time to time, nominate by writing addressed to the Secretary a person to be its representative, and, subject to these rules the person so nominated has the same rights and privileges under these rules as a member.

3.10 Notwithstanding anything contained in these rules, the representative of a member body ceases to be the representative upon the member body ceasing to be a member.

3.11 A natural person, partnership, firm, Public Body, corporation, society or institution who or which is nominated and approved for associate membership as provided in these rules is eligible to be an associate member of the Association on payment of the entrance fee and annual subscription payable under these rules.

3.12 An associate member has all the entitlements to membership afforded to ordinary members except that an associate member may not be a member of the Committee”.

### **4. ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

4.1 The entrance fee shall be determined from time to time by the committee.

4.2 The annual subscription shall be determined from time to time by the committee and is payable in advance by the end of September in each year.

### **5. REGISTER OF MEMBERS**

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 address of the Secretary.

### **6. RESIGNATION OF MEMBERS**

6.1 A member of the Association who has paid all monies due and payable by him to the Association may resign from the Association by first giving one month’s notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

6.2 Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

- 6.3 A member who resigns from the Association shall not be entitled to any refund of his subscription.

## **7. ANNUAL GENERAL MEETING**

- 7.1 The Association shall in each calendar year convene an annual general meeting of its members.
- 7.2 The annual general meeting shall be held each year on such day in the month of August or at any other time as the Committee determines.

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- 7.3 The annual general meeting shall be specified as such in the notice convening it.
- 7.4 The ordinary business of the annual general meeting shall be –
- a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
  - b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year.
  - c) to elect the members of the Committee; and
  - d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- 7.5 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 7.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## **8. GENERAL MEETING**

All general meetings other than the annual general meeting shall be called ordinary general meetings. Ordinary General Meetings will be held on a quarterly basis on days and times as determined by the Executive Committee

## **9. CONVENING OF SPECIAL GENERAL MEETINGS**

- 9.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 9.2 The Committee shall, on the requisition in writing of members representing

not less than 30 per cent of the total number of members, convene a special general meeting of the Association.

- 9.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

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- 9.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.

A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee.

**10. NOTICE OF MEETING**

- 10.1 The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 10.2 A member desiring to bring any business before the meeting may give notice of that business in writing to the secretary who shall include that business in the notice calling the next general meeting after the receipt of the notice.

**11. PROCEEDINGS AT MEETINGS**

- 11.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

- 11.2 Ten members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- 11.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the

requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the date to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting. The members present (being not less than 3) shall be a quorum.

## **12. CHAIR**

- 12.1 The Chairman or, in his/her absence, the Deputy Chairman shall preside as Chairman at each general meeting of the Association.
- 12.2 If the Chairman and Deputy Chairman are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

## **13. ADJOURNMENT OF MEETINGS**

- 13.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.2 Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 13.3 Except as provided in sub-clauses (1) and (2) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **14. QUESTIONS AT A GENERAL MEETING**

A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **15. VOTE PER MEMBER**

- 15.1 Upon any question arising at a general meeting of the Association a member has one vote only.
- 15.2 A person who is a representative of a member body may cast one vote on behalf of each such member body. A person who is a member and is also a representative of a member body may cast one vote in each such capacity.
- 15.3 All votes shall be given personally or by proxy.

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- 15.4 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

## **16. MEMBERS POLL**

- 16.1 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16.2 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

## **17. VOTING ELEGIBILITY**

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

## **18. PROXY VOTES**

- 18.1 Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 18.2 The notice of appointing the proxy shall be in the form set out in Appendix 2.

## **19. COMMITTEE OF MANAGEMENT**

- 19.1 The affairs of the Association shall be managed by a Committee of Management as constituted.
- 19.2 The Committee –

- a) shall control and manage the business and affairs of the Association;
- b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
- c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

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## **20. OFFICERS**

20.1 The Officers of the Association shall be –

- a) Chairman;
- b) Deputy Chairman;
- c) Treasurer;
- d) Secretary;
- e) Public Officer;
- f) Three general committee members from Victoria;
- g) Three general committee members from NSW/ACT;
- h) Chief Executive Officer.

20.2 The provisions of Rule 22 as far as they are applicable and with the necessary modifications, apply to an in relation to the election of persons to any of the offices mentioned in sub-clause (1).

20.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

20.4 In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

20.5 If a general committee member is unable to continue on the committee, members from that State/Territory shall elect one of their number to fill the vacancy until the next Annual General Meeting.

## **21. COMMITTEE**

21.1 Subject to section 23 of the Act, the number of Committee members can be increased to a maximum of twenty (20) members (including the officers of the Association) the exact number to be determined at each annual general

meeting for the ensuing year and each of whom shall be elected at the annual general meeting of the Association in each year.

- 21.2 Each member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his/her election but is eligible for re-election.

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- 21.3 A Committee member may appoint a person (whether a member of the Association or not) to be an alternate Committee member in his place during such period as he thinks fit. In the case of a Committee member nominated by a member body the alternate Committee member must be approved by the member body.
- 21.4 An alternate Committee member is entitled to notice of meetings of the Committee and, if the Appointer is not present at such meetings, he is entitled to attend and vote in his stead.
- 21.5 An alternate Committee member may exercise any powers that the Appointer may exercise and the exercise of any such power by the alternate Committee member shall be deemed to be the exercise of the power by the Appointer.
- 21.6 The appointment of an alternate Committee member may be terminated at any time by the Appointer notwithstanding that the period of the appointment of the alternate Committee member has not expired, and terminates in any event if the appointer vacates office as a Committee member.
- 21.7 An appointment, or termination of an appointment, of an alternate Committee member shall be affected by a notice in writing signed by the Committee member who makes or made the appointment and served on the Association. In the case of a Committee member nominated by a member body the notice shall be signed by the member body.

## **22. ELECTIONS OF OFFICERS AND VACANCY**

- 22.1 Nominations of candidates for election as members of the Committee –
- a) shall be made in writing by an individual candidate or by a member body endorsed with the consent of its nominee; and
  - b) shall be delivered to the secretary of the Association not less than seven (7) days before the date fixed for the holding of the annual general meeting.

22.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

22.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

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22.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

22.5 The ballot for the election of members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

**23. COMMITTEE VACANCY**

For the purpose of these rules, the position of an officer of the Association or member of the Committee becomes vacant if the officer or member –

- a) ceases to be a member of the Association;
- b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
- c) resigns his office by notice in writing given to the secretary; or
- d) the member body of which he is a representative ceases to be a member.

**24. PROCEEDINGS OF COMMITTEE**

24.1 The Committee shall meet at last three (3) times in each year at such place and such times as the Committee may determine.

24.2 Special meetings of the Committee may be convened by the Chairman or by any four of the members of the Committee.

24.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

24.4 At least 50% of the members of the Committee from time to time constitute a quorum for the transaction of the business of a meeting of the Committee.

24.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of

the same day in the following week unless the meeting was a special meeting in which case it lapses.

24.6 At meetings of the Committee –

- a) the Chairman or in his/her absence the Deputy Chairman shall preside; or
- b) if the Chairman and the Deputy Chairman are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

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24.7 Questions arising at a meeting of the committee or of any sub-committee appointed by the Committee shall be determined on a show of hands, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

24.8 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.9 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it to him at his usual or last known place of abode at least two business days before the date of the meeting.

24.10 Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

**25. THE SECRETARY**

The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose and/or in electronic format together with a record of the names of persons present at committee meetings.

**26. THE TREASURER**

26.1 The Treasurer of the Association –

- a) shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
- b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

26.2 The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

## **27. CHIEF EXECUTIVE OFFICER**

A Chief Executive Officer may be appointed by the Committee of Management where such an appointment is made, the officer will be accountable to the Committee for all matters concerning the operations of the organization, except those specified for the Treasurer, Secretary and Public Officer.

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## **28. REMOVAL OF MEMBER OF COMMITTEE**

28.1 The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.

28.2 Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or Chairman of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the Chairman may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

## **29. CHEQUES**

29.1 Where the Treasurer is an employee of a properly constituted Local Government authority or similar body which is a member of the Association, the Treasurer shall be authorized to make payments for the day to day running of the organisation using the established systems of that Authority and report on this expenditure at each general meeting of the Association. That is, payment can proceed where two duly appointed officers of the host Council endorse the payment.

29.2 These transactions must be subject to audit and procedural safeguards of the Local Government Authority.

29.3 If a person elected Treasurer is not subject to these provisions, the Committee must immediately put in place comparable safeguards to ensure that the assets of the Association are properly accountable and protected.

29.4 All other major commitments, including cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorized by

Secretary, Chairman (or in his/her absence the Deputy Chairman) and at least two other members of the Committee of Management.

- 29.5 Given such authority, payment can proceed where two duly appointed Council officers, (i.e. of the Council employing the Treasurer) endorse the payment.

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### **30. INTELLECTUAL PROPERTY**

Property in research and reports effected for or on behalf of the Association shall at all times remain with the Association and shall not be published in any form whatsoever without the authority of a resolution of the Committee.

### **31. SEAL**

31.1 The common seal of the Association shall be kept in the custody of the Secretary.

31.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

### **32. ALTERATION OF RULES AND STATEMENT OF PURPOSE**

These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

### **33. NOTICES**

33.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or by electronic email to the member at his address shown in the Register of Members.

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

### **34. WINDING UP OR CANCELLATION**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be divided between the members in the proportion that the annual financial contribution paid by each respective member bears to the total financial contributions paid for the financial year in which the winding up or cancellation occurs.

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**35. POSSESSION OF RECORDS**

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

**36. FUNDS**

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

