



Rules for Incorporation

of the

*Customs Brokers and Forwarders  
Council of Australia Inc.*

## **STATEMENT OF PURPOSES**

1. To promote trade and commerce between Australia and all other countries of the world by assisting and advising manufacturers, producers, industrial groups and persons engaged or involved in international trade and commerce.
2. To facilitate the speedy and efficient movement of cargo through the sea and air ports of Australia.
3. To advise on legislation, regulations and procedures and any changes therein in the interests of Australian manufacturers, producers, exporters, importers, industrial groups and persons engaged or involved in international trade and commerce.
4. To originate, facilitate, promote and improve documentation, administration and procedures for the import and export of goods and commodities.
5. To improve and elevate the general knowledge of and to collect, analyse and disseminate to persons, companies and organisations, whether or not engaged in or representing manufacturers, primary and other producers, agents and shippers, information of or relating to or concerning international trade and commerce, and of or relating to all matters and requirements affecting relevant Government departments and any other appropriate Agencies and Authorities in regard to trade and commerce.
6. To assist and to send delegates to and be represented on any committee, commission or other body established for the purposes of expanding, stimulating simplifying or otherwise facilitating trade and commerce.
7. To establish relationships and make representations to domestic and international government bodies, agencies and statutory authorities and relevant industry bodies both domestic and international for the benefit of the customs brokerage, international freight forwarding or similar industry related services ("the industry") their clients and Australian trade and industry generally.
8. To act as the national representative body on behalf of members in all matters affecting the interests of individuals, firms and corporations engaged in the industry (and related industries and professions).
9. To maintain and promote a federally structured organisation dedicated to the public recognition of the industry through the establishment of a code of ethics governing the integrity of individuals, firms and corporations and the promotion of national educational standards.
10. To liaise with bodies in Australia and in the rest of the world having similar objects to those of the Association.
11.
  - (a) To hold periodical meetings and conferences of members;
  - (b) To promote interest in and the progress of all matters which will improve the technical and general knowledge and improve the efficiency of the industry;
  - (c) To originate uniform standards for the education, status, elevation, conduct and guidance of the industry;
  - (d) To publish and disseminate papers, documents, journals and studies relating to trade, commerce and the carriage of goods.

12. To encourage and provide for the betterment of the professional knowledge, proficiency and education of its members including:
  - (a) establishing, maintaining and improving libraries containing such material and literature as the Association may consider to be of interest or use to its members;
  - (b) providing facilities for the purposes of meetings, discussions, seminars and lectures between and for members and for clients of members and other members of the public involved in trade and commerce;
  - (c) promoting, arranging and holding lectures, seminars, and discussion groups on matters pertaining to the industry and as such to increase the technical and general knowledge of its members in all areas pertaining to their work.
13. To liaise, consult and make representation with Government and regulatory authorities on all matters affecting its members and their clients relating to matters of import and export procedures and requirements, electronic fund transfers, electronic documents exchanges and any other developments that may arise in future affecting the conduct of members' businesses.
14. To seek out, investigate, trial, recommend and where appropriate purchase for the benefit of members, such equipment as from time to time becomes relevant and required in the running of the businesses of the members.
15. To actively promote and seek the recognition of members as professionals and to own, use, license and promote the use and recognition of trademarks and indicia to promote the public recognition of the industry.
16. To provide for, supervise and regulate the training and education of members and those seeking membership, and to set examinations in the theory and practice of the industry and allied commercial and legal work for the industry and those seeking to become customs brokers or international freight forwarders, and to approve the issuing of certificates of classification.
17. To adopt and promote rules of conduct for the guidance of members of the Association as to the proper professional conduct of the industry.
18. To engage professional assistance of any kind and to remunerate any person(s) for services rendered concerning the formation and promotion of the Association or the conduct of its affairs.
19. To purchase, take on lease or hire any real and personal property necessary for the purposes of the Association.
20. Such other objects as the Association may from time to time and at any time determine.

# **CUSTOMS BROKERS AND FORWARDERS COUNCIL OF AUSTRALIA INC.**

## **Rules For Incorporation**

### **NAME**

1. The name of the incorporated association is the Customs Brokers and Forwarders Council of Australia Inc. ("the Association").

### **INTERPRETATION**

2. (1) In these Rules, unless the contrary intention appears:
  - "Board" means the Board of Management of the Association.
  - Code of Professional Conduct means the code as referenced in the By-Laws.
  - "Financial year" means the year ending on 30 June.
  - "General Meeting" means a general meeting of members convened in accordance with Rule 10.
  - "The Act" means the Incorporated Association Act 1981 as amended.
  - "The Regulations" means regulations under the Act.
  - "Special Resolution" means a special resolution as defined in the Act.
  - Words importing one gender shall mean and include each other gender.
  - "Secretary" shall mean-
    - (a) The person holding office under these Rules as Secretary of the Association; or
    - (b) Where no such person holds that office the Public Officer of the Association.
- (2) In these Rules:
  - (a) A reference to a function includes a reference to a power, authority and duty.
  - (b) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

## **MEMBERSHIP**

3. (1) There shall be four (4) categories of members of the Association:
1. Business members
  2. Individual members
  3. Student members
  4. Affiliate members
- (2) A Business member shall:
- (a) be a sole proprietor, a partnership or corporation which (principally) engages in the business of customs brokerage, international freight forwarding or similar industry related services;
  - (b) comply with these Rules and such conditions as the Board may from time to time prescribe; and
  - (c) through an appointed representative be entitled to vote at meetings of members, shall be entitled to membership of the Board and shall be entitled to nominate any person for membership of the Board.
- (3) An individual member shall be a natural person:
- (a) who is an individual employed in a business which engages in customs brokerage, international freight forwarding or similar industry related services;
  - (b) who complies with these Rules and such conditions as the Board may from time to time prescribe; and
  - (c) who shall be entitled to vote at meetings of members, shall be entitled to membership of the Board and shall be entitled to nominate any person for membership of the Board.
- (4) A Student member shall be a student who is enrolled in an accredited course of education at a Technical and Further Education (TAFE) college or like equivalent who is undertaking or has successfully completed such course of industry related study. A Student member shall not be entitled to vote at meetings of members, shall not be entitled to membership of the Board, shall not be entitled to nominate any person for membership of the Board and must, within two (2) years, after completion of the course of study, become an individual member.
- (5) An Affiliate member shall be an individual or business which is not eligible for membership as an individual, business or student member of the Association. Such members shall not have the right to vote in respect of Association matters, nor be entitled to membership of the Board. Such a member shall be noted as:
- Affiliate (Individual)
  - Affiliate (Business).

- (6) The Association may prescribe through By-Laws different status of individual members to give recognition to individual members for matters such as their qualifications or training undertaken and experience in their field of operation. Every applicant for a particular status for advancement from one status to another, shall apply to the Association in such form and manner and comply with such conditions as may from time to time be prescribed by the Association.
- (7) The Board may by resolution by way of three-quarters (3/4) majority of those present at a properly constituted meeting of the Board dispense with all or any of the requirements for admission to a particular status for such reasons as the Board shall deem sufficient.
- (8) No member shall use, or cause to be used, any letters and/or title in conjunction with his name to indicate that he is a member of the Association provided however that any Associate, Senior Associate, Fellow, or Life Member as defined in the By-Laws of the Association may, so long as he continues to be a member, use the following letters and/or title after his name:
- In the case of an Associate, the letters – CBFCA (Associate).  
In the case of a Senior Associate, the letters – CBFCA (Senior Associate).  
In the case of a Fellow, the letters – CBFCA (Fellow).  
In the case of a Life Member, the letters - CBFCA (Life Member)
- or such other letters or title as the Association may in its sole discretion allocate or determine.
- (9) (a) The Association shall issue certificates and documents of membership in a form approved by the Association which shall remain the property of the Association.
- (b) The Association shall permit business members to have exclusive use of any acronym, trademark, logo or any other exclusive identifying title that the Association prescribes. Such permission shall constitute a non-exclusive and revocable licence to use the aforementioned intellectual property and this licence shall terminate when the membership of a Business member for whatever reason ceases.
- (10) A Business member must at all times hold Professional Indemnity or any other appropriate insurance of a kind approved by the Board and determined according to service provision capacity.
- (11) An Individual member must at all times maintain the necessary level of professional development and/or training as the Board may from time to time prescribe.
- (12) Each Business member shall appoint a single person, to represent the Business member at meetings of the Association and to vote on its behalf on any matters pursuant to the Rules.
- (13) A Business, Individual, Student or Affiliate member who applies for 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 payable under these Rules.

- (14) An application for business, individual, student or affiliate membership of the Association:
  - (a) shall be made in writing on the form or forms prescribed by the Association; and
  - (b) shall be lodged with the Secretary of the Association and be accompanied by the appropriate entrance fee and annual subscription fee.
- (15) As soon as is practicable after the receipt of an application, the Secretary shall refer an application to the Board.
- (16) Upon an application being referenced to the Board, the Board shall determine whether to approve or to reject the application.
- (17) Upon an application being approved by the Board, the Secretary shall, with as little delay as possible, notify the applicant in writing that the application for membership of the Association has been accepted.
- (18) The Secretary shall enter the name of the applicant in the register of members and, upon the name being so entered and subject to Rule 3 (13) and 3 (16), the applicant becomes a member of the Association.
- (19) A right, privilege, or obligation of membership of the Association –
  - (a) is not capable of being transferred or transmitted to another person or corporation except where there is a legal change of name of a Business member; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (20) Individual, Student and Affiliate members shall be entitled to receive such services and information as the Association is able to provide with regard to matters concerning legislation, education, qualification for membership and similar matters. Business members shall be entitled to receive the same services and information and such further services and information as the Association is able to provide with regard to matters concerning employers' obligations and other matters concerning/affecting Business members.
- (21) The Board may recommend to the Annual General Meeting the granting of Honorary and Life Membership to those persons who have given outstanding service to the Association, as to trade and commerce and to the industry described herein.

## **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

4. (1) There shall be a separate entrance fee for each of:
  - (a) Business members
  - (b) Individual members
  - (c) Student members
  - (d) Affiliate members.
- (2) There shall be a separate annual subscription for each of:
  - (a) Business members
  - (b) Individual members
  - (c) Student members
  - (d) Affiliate members.
- (3) The entrance fee and annual subscription fee shall be as set by the Board from time to time and shall be payable in advance on or before the date as set by the Board.
- (4) The amounts specified above shall be reviewed and determined from time to time by the Association.
- (5) All income and property of the Association whence soever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise as a distribution of profits to the members of the Association or to any of them or to any person claiming through any of them, except as provided for under Rule 34.

## **REGISTER OF MEMBERS**

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of admittance of each member and the register shall be available for inspection by members at the address of the Association. In addition the Secretary shall also keep and maintain such further information as the Association determines as being appropriate for members to supply.

## **RESIGNATION OF MEMBER**

6. (1) A member of the Association who has paid all monies due and payable to the Association may resign from the Association by first giving one (1) months notice in writing to the Secretary of an intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (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.

## **CODE OF PROFESSIONAL CONDUCT – DISCIPLINE AND EXPULSION OF MEMBER**

7. (1) Subject to these Rules, the Board may by resolution:
- (a) expel a member from the Association;
  - (b) suspend a member from membership of the Association for a specified period; or
  - (c) demote an Individual member's status, as specified in the By-Laws, to another class of membership;
- if the Board is of the opinion that the member:
- (i) has refused or neglected to comply with these Rules;
  - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association; or
  - (iii) acted in a manner contrary to the provisions of the Code of Professional Conduct of the Association as established by By-Law.
- (2) A resolution of the Board under sub-clause (1):
- (a) does not take effect unless the Board, at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this sub-clause; and
  - (b) where the member exercises a right of appeal to the Association under this clause, the resolution does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Board passes a resolution under sub-clause (1); the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that the member may do one or more of the following
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than twenty-four (24) hours before the date of the meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.

- (4) At a meeting of the Board held in accordance with sub-clause (2), the Board:
  - (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 to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), he shall notify the Board and the Board shall convene a general meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reason for the passing of 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.
- (7) If at the general meeting:
  - (a) two-thirds (2/3) of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed and an appropriate entry is made in the Register of Members; and
  - (b) in any other case, the resolution is revoked.
- (8) Where a resolution under sub-clause (1) is confirmed pursuant to this clause, the Board shall cause the minutes of that resolution to be published in the journal or any periodic publication of the Association.

#### 7.A Disputes and Mediation

- (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 of the 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:
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) 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 or Victoria (Department of Justice)
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a 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; and
  - (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 Act otherwise at law.

#### **ANNUAL GENERAL MEETING**

8. (1) The Association shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on such day as the Board determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (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 Board reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The Annual General Meeting may transact special business of which

notice is given in accordance with these Rules.

- (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

### **SPECIAL GENERAL MEETINGS**

9. All general meetings other than the Annual General Meeting shall be called Special General meetings.
  - (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
  - (2) The Board shall, on the requisition in writing of members representing not less than twenty per cent (20%) of the total number of members, convene a Special General Meeting of the Association.
  - (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.
  - (4) If the Board does not cause a Special General Meeting to be held within one (1) 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 (3) months after that date.
  - (5) 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 Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
  - (6) A Special General Meeting may also be convened in accordance with Rule 7(5).

### **NOTICE OF MEETING**

10.
  - (1) The Secretary of the Association shall, at least twenty-one (21) 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 by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
  - (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting unless same is approved by the Chairman of the meeting whose decision will be final.
  - (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of

the notice.

### **PROCEEDINGS AT MEETINGS**

11. (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) 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.
- (3) Ten (10) 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.
- (4) 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 day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than nine (9)) shall be a quorum.

### **PRESIDING MEMBER**

12. (1) The Chairman, or in his absence, the Vice-Chairman, shall preside as Chairman at each general meeting of the Association.
- (2) If the Chairman and Vice-Chairman are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

### **ADJOURNMENT**

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 an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (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.

## **DECISION-MAKING**

14. A question arising at a general meeting of the Association shall be determined on a show of hands and unless a poll is demanded, in accordance with Rule 16, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **VOTING AT GENERAL MEETINGS**

15. (1) Upon a question arising at a general meeting of the Association, every member entitled to vote in accordance with Rule 3, has one (1) vote only, except for the Chairman of the meeting who shall not be entitled to vote except as provided for in Clause 15(4).
- (2) A member is not entitled to vote at any general meeting unless all monies due and payable by the member to the Association have been paid, including the amount of the annual subscription payable in respect of the current financial year.
- (3) All votes shall be given personally or by proxy but no member may hold more than five (5) proxies save for the Secretary, who may hold more than five (5) proxies.
- (4) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a casting vote.

## **POLLS**

16. (1) If at a general meeting of members a poll on any question is demanded by not less than three (3) 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.
- (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.

## **APPOINTMENT OF PROXIES**

17. Each member shall be entitled to appoint another member as the member's proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

The notice appointing the proxy shall be in the form as prescribed by the Board.

## **BOARD STRUCTURE**

18. (1) The affairs of the Association shall be managed by the Board constituted as provided in this Rule.
- (2) The Board:
- (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 Board to be essential for the proper management of the business and affairs of the Association.
- (3) The officers of the Association shall be:
- (a) Chairman
  - (b) Vice-Chairman
  - (c) Secretary/Treasurer
  - (d) Director, Business & Freight Operations
  - (e) Director, Professional Development & Training
  - (f) five (5) Regional representatives (Presidents) (being one (1) representative from each of New South Wales, Queensland, South Australia, Victoria and Western Australia);
- with (a) - (e) being elected by postal ballot by members eligible to vote prior to the Annual General Meeting and (f) elected from membership within respective Regions.
- (4) Each of the five (5) Regional representatives shall each represent their State, save that Victoria shall also represent Tasmania, New South Wales shall represent the Australian Capital Territory and Queensland shall represent the Northern Territory. Each shall be nominated and elected by the members in the particular State or States or Territories they represent.
- (5) The officers of the Association shall be known as the Board of the Association and the provision of the Rules, so far as they are applicable and with the necessary modifications, shall apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (3).
- (6) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- (7) In the event of a casual vacancy in any office referred to in sub-clause (3), the Board may appoint one (1) 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. If a casual vacancy occurs in the position of the Regional representatives, it may only be filled by a member nominated from that particular Region.

- (8) The Board shall appoint such staff and Committee of members of the Association as it may deem necessary to assist in their management of the affairs of the Association including the Chief Executive Officer who shall be an ex-officio member of the Board.

## **ELECTION OF OFFICERS AND VACANCY**

### **ELECTIONS**

19.
  - (1) Nominations of candidates for election of Officers of the Association, other than Regional representatives:
    - (a) shall be made in writing, signed by two (2) members, eligible to nominate and second for those particular positions, of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
    - (b) shall be delivered to the secretary of the Association not less than forty-five (45) days before the date fixed for the holding of the Annual General Meeting.
  - (2) If insufficient nominations are received to fill these vacancies on the Board, the candidates nominated shall be deemed to be elected and further nomination(s) shall be received at the Annual General Meeting.
  - (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.
  - (4) If the number of nominations exceeds the number of vacancies to be filled, a postal ballot shall be held.
  - (5) The ballot for the election of officers of the Board shall be conducted prior to the Annual General Meeting by using the following method:
    - (a) each member entitled to vote shall be eligible to vote for one candidate for each of the positions listed in Clauses 18(3)(a) – (e); and
    - (b) the successful candidates for the election to each of the positions listed in Clauses 18(3)(a) – (e) shall be the candidates receiving the most number of votes
  - (6) A candidate for election under this clause may nominate for another office for election at the same election but may only be elected to one (1) position.
  - (7) The following restrictions apply to nominations for election:
    - (a) Only individual members shall have the right to nominate and second in respect to the position of Director, Professional Development and Training of the Association.
    - (b) Only business members shall have the right to nominate and second

in respect to the position of Director Business & Freight Operations of the Association.

### **REGIONAL REPRESENTATION**

20. (1) Nomination of candidates for election as a Regional Representative of the Association:
- (a) shall be made in writing, signed by two (2) members, eligible to nominate for that particular position, of the Association from the respective Region and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary of the Association not less than forty-five (45) days before the date fixed for the holding of the annual general meeting.
- (2) The ballot for the election of Regional Representative of the Board shall be conducted prior to the Annual General Meeting by using the following method:
- (a) each member entitled to vote shall be eligible to vote for one candidate in that member's Region; and
  - (b) the successful candidate in each case for the election to the Regional Representative positions shall be the candidates receiving the most number of votes.

### **VACANCIES**

21. For the purposes of these Rules, the office of an officer of the Association becomes vacant if the officer or member:
- (a) ceases to be a member of the Association or the business member he represents ceases to be a member of the Association;
  - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - (c) resigns his office by notice in writing given to the Secretary.

### **PROCEEDINGS OF BOARD**

22. (1) The Board shall meet at least four (4) times per year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chairman or by any six (6) members of the Board.
- (3) Notice shall be given to members of the Board 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 except business which the members of the Board present at the meeting unanimously agree to treat as urgent business.

- (4) Any six (6) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (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.
- (6) At meetings of the Board:
  - (a) the Chairman or in his absence the Vice-Chairman shall preside; or
  - (b) if the Chairman and the Vice-Chairman are absent, such one (1) of the remaining members of the Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Board meeting shall be served on each member of the Board by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post, facsimile or email addressed to him at his usual or last known place of business at least fourteen (14) business days before the date of the meeting but the giving of a lesser period of notice shall not invalidate the proceedings where the Board resolves at such meeting that the urgency of the business of the meeting necessitated such lesser period.
- (10) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.
- (11) The members of the Board may regulate their meetings as they think fit and in particular may confer by radio, telephone, closed circuit television or other electronic means of audio or audio visual communication and a resolution passed by such a conference shall, notwithstanding the members of the Board are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the conference was held.

A resolution in writing, signed by a majority of the members of the Board for the time being entitled to receive notice of a meeting of the members of the Board shall be as valid and effectual so if it had been passed at a meeting of the members of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more member(s) of the Board.
- (12) Any act or thing done or suffered, or purporting to have been done or

suffered, by the Board or by a Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Committee.

#### **DELEGATION BY BOARD TO COMMITTEE**

23. (1) The Board may, by instrument in writing, delegate to one or more Committees as the Board thinks fit, the exercise of such of the functions of the Board as are specified in the instrument, other than –
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a Committee under this Rule, may, whilst the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- (3) A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument or delegation.
- (4) Notwithstanding any delegation under this Article, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this Rule, has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A Committee may meet and adjourn as it thinks proper.

#### **SECRETARY**

24. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings. All such minutes shall be forwarded to the Board within twenty-eight (28) days of the particular meeting.

#### **TREASURER**

25. (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.

- (2) The accounts and books referred to in sub-clause (1) shall be audited annually by a certified auditor and shall thereafter be tabled for adoption at the next Annual General Meeting.
- (3) The accounts and books referenced in sub clause (1) shall be available for inspection by members.

#### **REMOVAL OF MEMBER OF BOARD**

26. (1) The Association in general meeting may by resolution remove any member of the Board 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.
- (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 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

#### **FUNDS MANAGEMENT**

27. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) persons being a member of the Board and/or the Chief Executive Officer appointed by the Board.

#### **COMMON SEAL**

28. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) 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 (2) members of the Board or of one (1) member of the Board and Chief Executive Officer of the Association.

#### **REGIONAL BRANCHES**

29. (1) The Board shall establish in each Region a branch which consists of all members of the Association in that particular Region.
- (2) The Board may by three-quarters 3/4 majority at any time withdraw recognition of any Regional branch which in the opinion of Board has ceased to function effectively.
- (3) Regional branches shall operate in accordance with these Rules (with the

necessary changes being made to make them applicable) and any By-Laws laid down and as amended from time to time by the Board however, such Regional branches shall not in any instance have their own legal identity.

- (4) In addition to their rights and privileges as members of the Association, all members shall have rights and privileges to which they shall, for the time being, be entitled, as members of their respective Region.
- (5) Upon the establishment of a Region, the Board shall nominate the first Regional committee from members qualified to be members of the Board which committee shall hold office until the first annual meeting of that Region.

### **ALTERATION OF RULES**

30. The Rules and Statement of Purposes of the Association shall not be altered except in accordance with these Rules and the Act.

### **NOTICES**

31.
  - (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the Register of Members.
  - (2) Where a document is properly addressed pre-paid 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.
  - (3) Where a document is sent to a person by properly addressing and sending the document by facsimile or email, to that address as held in the Registry of members (if such an address is held), and this manner is used in lieu of pre paid post, the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person on the business day first following the day on which the document was sent by facsimile or email.

### **WINDING UP OR CANCELLATION**

32. If, upon the winding up or dissolution of the Association, there remains any Association assets whatsoever, after satisfaction of all its debts and liabilities and property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Association or institution having objects similar to the objects contained in the Statement of Purposes and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the Statement of Purposes hereof such Association or institution to be determined by the members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

### **CUSTODY OF RECORDS**

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

### **REMUNERATION OF MEMBERS**

34. (a) No remuneration shall be paid to any member of the Association by way of payment for services provided as a member save that:
- (i) members may be entitled to reimbursement for out-of-pocket expenses; and
  - (ii) the Association shall be entitled to engage the professional services of members as consultants and the like in matters outside of the ambit of the members actual service to the Association;

provided that nothing herein contained shall prevent the payment in good faith remuneration to any officer or servant of the Association or to any member of the Association or other person in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding current bank overdraft rates for money lent or reasonable and proper rent for premises demised or let by any member to the Association.

- (b) No member of the Board or Regional Committee may be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit whether in money or money's worth shall be given by the Association to any member of the Board or Regional Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

### **INSURANCE**

35. The Association shall effect and maintain insurance required by law and in addition may effect and maintain other insurance.

### **BY-LAWS**

36. (1) The Board may from time to time in the manner set out hereunder make, repeal and amend such by-laws not inconsistent with these Rules as it may deem desirable for carrying out the objects of the Association and for the regulation of its affairs and the management, control and discipline of the members, officers and servants of the Association. Notwithstanding the provisions of Rule 22, such by-laws may be made, repealed or amended by resolution of the Board duly passed by at least two-thirds (2/3) of those present at a meeting thereof provided that for the purpose of this Rule a resolution shall be deemed to have been duly passed as aforesaid if:
- (a) A written copy of the proposed resolution has been sent to each member of the Board by posting the same in a prepaid letter addressed to such member at his address as entered in the register or at his last known

place or abode or by facsimile.

- (b) Approval in writing of such proposed resolution has been returned to the Secretary by at least two-thirds (2/3) of the members of the Board within two months after the date of such posting or facsimile.
- (2) Notwithstanding the foregoing any such by-laws may be amended or repealed by resolution of a General Meeting of the Association.
- (3) Any member shall be entitled upon request to obtain a copy of all by-laws then in force without payment of any fee.