



ARTICLES OF ASSOCIATION

AND

RULES

THE SOUTH AUSTRALIAN ROAD TRANSPORT ASSOCIATION INCORPORATED

RULES AND BY-LAWS

RULE 1 NAME

The name of the Association is: "The South Australian Road Transport Association Incorporated". The offices and place of meeting shall be at 40 Birralee Road REGENCY PARK, Adelaide, or such other place as may be decided by the Board from time to time.

RULE 2 DEFINITIONS

"Board" means the Board of Management of the Association.

"General Meeting" means an Annual General Meeting or a Special General Meeting of Members of the Association convened in accordance with these Rules.

"Member" means a member of the Association.

"Month" shall mean a calendar month.

"Ordinary Resolution" is a resolution passed by a simple majority at a General Meeting.

"Organisation" means any person or organisation primarily engaged in the business of the operation of motor vehicles for the transportation of commercial goods by road.

"Public Officer" means as it is defined in the Associations Incorporation Act 1985.

"Special Resolution" means a resolution passed at a duly convened General Meeting if:

- (i) At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been issued to all members of the Association; and
- (ii) It is passed at a meeting referred to in (i) above by a majority of at least three-quarters of such members of the Association as, being entitled to do so, vote in person, or by proxy at that meeting.

"the Act" means the Associations Incorporations Act 1985.

"the Industry" means the road transport industry.

"the Privacy Act" means the Privacy Act Commonwealth 1988.

RULE 3 OBJECTS

The objects of their Association are as follows:-

- (A) To promote, foster, and encourage the highest standards of road safety and productivity amongst persons and road transport operators engaged in the business of the operation of motor vehicles for the transportation of commercial goods by road.
- (B) To promote the highest standards of personal and business ethics by Members in the conduct of their business.
- (C) To represent the interests and views of Members to Governments at all levels in relation to any policies, legislation and actions or proposals of Government that may directly or indirectly affect Members and the road transport industry generally.
- (D) To promote awareness of the role of road transport in supporting the economy and community at large, both with the public and all levels of Government.
- (E) To provide Members information and support on matters affecting Road Transport.
- (F) To purchase, take, lease or hire or otherwise acquire, personal property or any real property or buildings necessary or convenient for the Association's operations and to sell or otherwise dispose of any property of the Association or any part thereof.
- (G) To invest any monies of the Association not immediately required for any of its objects in such way as the Board shall from time to time determine.
- (H) To make rules, By-laws and regulations for the conduct and guidance of the Association and its Members and the carrying out of its objects.

- (I) To confer with and/or become affiliated with or a Member of and/or amalgamate with any other association, body or society as may be deemed advisable in the interests of the Association or its Members.
- (J) To do all such acts and things as are in any way incidental to, convenient for or conducive to the attainment of the above objects or any of them.

RULE 4 POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act.

RULE 5 MEMBERSHIP

RULE 5.1 FULL MEMBERSHIP

- (A) Every Member of the Association shall be bound by the rules, regulations and by-laws of the Association.
- (B) Any person or organisation primarily engaged in the business of the operation of motor vehicles for transportation of commercial goods by road is eligible for membership of the Association.
- (C) Any person or organisation desiring to be admitted to membership of the Association shall first make application for membership to the Board. Such application shall:-
 - (i) Be in writing providing the details required by the Association for the proper administration of the membership and
 - (ii) Be signed personally by the applicant, or an authorised representative of the applicant
 - (iii) Be in a form approved by the Board and containing a provision that if admitted to membership the applicant will abide by the Rules Regulations and By-laws of their Association.
 - (iv) Subject as hereinafter provided, be accompanied by payment of the first Annual Subscription.
- (D) The Board shall thereafter consider the application for membership in accordance with the Rules and By-laws of the Association and may decide that the applicant be admitted to or refused membership of the Association. The Board may refuse any application for membership without assigning any reason for such refusal.
- (E) Upon the acceptance of the application by the Board and upon the payment of the first annual subscription, the applicant shall be a Member of the Association.

RULE 5.2 ASSOCIATE MEMBERSHIP

Upon such terms and conditions as it may from time to time determine, the Board may admit as an associate Member of the Association any person or organisation not engaged in the business of transportation of commercial goods by road and who makes application in writing to the Association so to be admitted. Every such associate Member shall pay annually in advance such fee as the Board shall from time to time determine. The Board may at any time cancel any associate membership. Any associate Member may at any time resign. Associate Members shall not be entitled to vote at any meeting of the Association or to have any voice in the conduct of its affairs.

RULE 5.3 AFFILIATION OF OTHER ASSOCIATIONS

The Board may grant affiliation to any association whose members are engaged in the business of transportation of commercial goods by road. Every application for affiliation shall be in writing to the Association and shall be accompanied by a copy of the Constitution and Rules of the Association applying. Every affiliated association shall pay annually in advance such fee as the Board shall from time to time determine. The Board may at any time cancel any affiliation.

RULE 5.4 REGISTER OF MEMBERS

A register of Members shall be maintained and subject to the Privacy Act provisions, contain:

- (A) The name and address of each Member;
- (B) The date on which each Member was admitted to the association; and
- (C) If applicable, the date of, and reasons for, termination of membership.

RULE 6 SUSPENSION AND DETERMINATION OF MEMBERSHIP

RULE 6.1 CEASING TO BE A MEMBER

A Member shall cease to be a Member if –

- (A) The Member ceases to be primarily engaged in the business of the operation of motor vehicles for the transportation of commercial goods by road; or
- (B) The Member gives to the Board three months' notice in writing of their intention to resign and such resignation is accepted by the Board. Any such notice of intention to resign shall be deemed to include the resignation of any representative(s) of the Member on the Board and from any office or offices in the Association held by such Member; or
- (C) The Member's subscription is two months in arrears, provided however the Member shall be notified to that effect by the Association and if the subscription then remains unpaid at the end of three months the Member shall immediately cease to be a Member – Provided further that the Board shall have power to allow the Member to remain a Member or to restore any Member ceasing to be a Member on payment of the arrears or upon reaching an agreement regarding the payment of the Member's subscriptions that is acceptable to the Board.

RULE 6.2 MONIES PAYABLE WHEN MEMBERSHIP CEASES

If the Member shall cease to be a Member whether by resignation or suspension or by the removal of the Member's name from the Roll of Membership, all sums of money which have become payable to the Association on any account whatsoever or which may thereafter become payable to the Association shall be recoverable as if the person or organisation had retained their membership until the date of complete payment. Subscription paid in respect of the next ensuing year or any part thereof shall not be recoverable from the Association by such person or organisation.

RULE 7 EXPULSION OF MEMBERS

- (A) Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- (B) Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Board at which the matter will be determined.
- (C) The determination of the Board shall be communicated to the Member, and in the case of an adverse determination the Member shall, subject to Rule 7 (d) below, cease to be a Member 14 days after the Board has communicated its determination to the Member and advised the Member of their right to an Appeal under Rule 7 (D).
- (D) The Member may appeal to the Association in a General Meeting against the expulsion. The intention to appeal shall be communicated to the Public Officer of the Association within 14 days after the determination of the Board has been communicated to the Member.
- (E) In the event of an appeal under Rule 7 (D) the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the Association at a General Meeting after the appellant has been heard by the Members of the Association, and in such event the Member's membership shall be terminated at the date of the General Meeting at which the determination of the Board is upheld.

RULE 8 FINANCIAL YEAR AND FINANCIAL REPORTING

- (A) The Association's financial year shall end on the 30th June in each year.
- (B) The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- (C) The Accounts, together with the Auditor's report on the accounts, the Board's statement and the President's report, shall be laid before the Members at the annual general meeting.
- (D) The Members shall appoint an Auditor, who is qualified in accordance with the Act, to be Auditor of the Association.
- (E) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- (F) If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

RULE 9 SUBSCRIPTIONS AND LEVIES

- (A) The Board shall from time to time fix the amount of the Annual Subscription payable by Members, subject to revision if demanded by a majority of the Members, present personally or by proxy, at the Annual General Meeting or at a Special General Meeting of the Association. The power given to the Board in their Rule shall include the power to fix different subscriptions for different categories of Members of the Association.
- (B) The annual subscription of each Member shall be due and payable in advance on the first day of the month of the anniversary of the date of the Member joining the Association, or at any other time that may be specified by the Board from time to time. The Board, in its absolute discretion, may permit Members to pay their subscriptions in half yearly instalments, or in other arrangements acceptable to the Board.
- (C) The Board shall have power to make such levies on the Members and at such time as it thinks fit provided always that the amount of any one levy shall not exceed the amount of the current annual subscription to the Association.
- (D) All fees, subscriptions, fines, levies, and dues payable by Members may be sued for and be recovered in any Court of competent jurisdiction by the Public Officer who shall have authority and is hereby empowered in the name and on behalf of the Association to sue for and recover the same.

RULE 10 ANNUAL GENERAL MEETING

- (A) An Annual General Meeting of the Association, of which fourteen days' notice in writing shall be given, shall be held once in every calendar year within 5 months after the end of the Financial Year of the Association, at such day and place as the Board may determine. In default of the Annual General Meeting being so held, a General Meeting may be convened by not less than five per centum in number of the Members of the Association.
- (B) The Notice advising the Members of an Annual General Meeting shall specify the place, the day and hour of the meeting and the business to be transacted thereat and shall be provided to Members by serving the Members with the notice personally, or by sending it by post to the address appearing in the register of Members – or by sending the Notice by electronic or other commonly accepted means.
- (C) The business of the Annual General Meeting shall be –
 - (i) To receive the Annual Report of the Board.
 - (ii) To receive the Annual Statement of Accounts.
 - (iii) To receive the Auditor's Report
 - (iv) To appoint an Auditor.
 - (v) The election of Board members.
 - (vi) To transact any other business of which notice has been given.

RULE 11 SPECIAL GENERAL MEETINGS

- (A) The Board may call a Special General Meeting of the Association at any time.
- (B) Upon the requisition in writing signed by not less than twenty-five or ten (10) percent, whichever is the greater, of the Members of the Association, the Board shall convene a Special General Meeting within one month of receipt of the requisition, for the purposes specified in the requisition.
- (C) If a Special General Meeting is not convened within one month, as required by Rule 11 (B), the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a Notice of the meeting. The reasonable expenses of convening such a meeting, consistent with the manner in which the Board would convene such a meeting, shall be borne by the Association.

RULE 12 NOTICE OF SPECIAL GENERAL MEETINGS

- (A) The Board, in convening any Special General Meeting, shall give at least seven (7) days' written notice to Members specifying the place, the day and hour of meeting and the business to be transacted thereat.
- (B) Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (C) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members – or by sending the Notice by electronic or other commonly accepted means.
- (D) Where the notice is sent by post:
 - a. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - b. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

RULE 13 PROCEEDINGS AT ANNUAL and SPECIAL GENERAL MEETINGS

- (A) Twenty (20) Members, or 10% of the then current membership, as defined in Rule 5.1, whichever is the lesser, present, personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (B) If within 30 minutes of the appointed starting time for the meeting, a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Members present shall form a quorum.
- (C) Subject to Rule 13 (D) the President shall preside as chairperson at a General Meeting of the Association.
- (D) If the President is not present within 30 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, a Vice President of the Association shall preside as chairperson or, in the absence of a Vice President, the Members may choose a Board member or one of their own number to be the chairperson of that meeting.

RULE 14 VOTING AT GENERAL MEETINGS

- (A) Subject to these Rules, every Member of the Association has only one vote at a General Meeting of the Association.
- (B) Subject to these Rules, a question for decision at a General Meeting other than a Special Resolution, must be determined by a majority of Members present at the meeting who vote in person or by proxy at that meeting.
- (C) Unless a Secret Ballot is demanded by at least five Members, a question for decision at a General Meeting must be determined by a show of hands.
- (D) A Member being a body corporate shall be entitled to appoint one person, who shall not be a Member of the Association, to represent it at a particular General Meeting or at all General Meetings of the Association. That person shall be appointed by the corporate Member by a resolution of its Board, which may be authenticated under its seal. Such a person shall be deemed to be a Member of the Association for all purposes until the authority to represent the corporate Member is revoked.
- (E) If a Secret Ballot is demanded by at least 5 Members it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (F) A Secret Ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- (G) No Member shall be entitled to vote at or take part in any General Meeting if their membership subscription or other sums presently payable by them to the Association are two months or more in arrears.
- (H) Votes may be given either personally or by proxy or executive representation. A Member may appoint a proxy when they are prevented from attending the meeting. No person shall be appointed a proxy who is not a financial Member of the Association, or employed by a financial Member of the Association. The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer is a corporation, under the hand of one of its directors, and shall be attested by a witness.
- (I) The instruments appointing a proxy shall be deposited at the office of the Association at least 24 hours before the time of holding the meeting at which the person named in such instrument proposed to vote.
- (J) The instrument appointing a proxy shall be in such form as is prescribed by the Board.

RULE 15 POWERS AND DUTIES OF THE BOARD

- (A) The Affairs of the Association shall be managed and controlled by the Board, which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association at a General Meeting.
- (B) The Board is responsible for the management and control of the funds and other property of the Association.
- (C) The Board shall have the authority to interpret these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- (D) The Board shall appoint a Public Officer as required by the Act.

RULE 16 APPOINTMENT OF BOARD MEMBERS

- (A) There shall be a Board in which the affairs of the Association shall be vested. The Board shall comprise a President, one or two Vice Presidents and seven to twelve Board members; including where possible a representative from each of the then currently established Industry Sectors.
- (B) A Board member shall be a natural person.

- (C) No person other than a retiring Board member, shall be eligible to stand for election unless a Member of the Association has nominated that person no more than 7 days after the notice of the Annual General Meeting was issued by the Association. The nomination shall be signed by the proposer and by the nominee.
- (D) Notice of all persons seeking election to the Board shall be given to all Members of the Association as soon as practicable following the receipt of the nominations and at least one week prior to the date of the Annual General Meeting.
- (E) The Board may appoint a person to fill a casual vacancy of the Board and such a Board member shall hold office until the next Annual General Meeting of the Association and shall then be eligible for election to the Board without nomination.
- (F) At the first meeting of the Board following the Annual General Meeting, the Board shall elect from within its numbers, one President and one or two Vice Presidents who shall act in that capacity until the next Annual General Meeting. One of the Vice Presidents shall be the immediate past President, if they remain on the Board, unless they decline the position.
- (G) The Board may co-opt the services of any Member or Members to assist with its duties provided that such co-opted Member or Members shall not be permitted to vote on any matter before the Board.

RULE 17 DISQUALIFICATION OF BOARD MEMBERS

The office of a member of the Board shall become vacant if a Board member:-

- (A) ceases to be a Member of the Association;
- (B) resigns their office or refuses to act;
- (C) is expelled as a Member under these Rules;
- (D) is absent without an apology which the Board considers satisfactory, from either three consecutive meetings of the Board or from more than four meetings of the Board in a financial year;
- (E) is permanently incapacitated by ill-health;
- (F) is no longer the duly appointed representative of a corporate Member.

RULE 18 BOARD MEETINGS

- (A) A meeting of the Board shall be held not later than one month after the Annual General Meeting.
- (B) Subsequent meetings of the Board shall be held monthly with at least 9 such meetings held each year.
- (C) At least five clear working days' notice shall be given to members of the Board of the intention to hold a Board Meeting, unless the Chairperson otherwise decides.
- (D) The Quorum of the Board necessary for the transaction of business shall be any 5 of the members thereof. At all such meetings the President shall preside and if they be absent then any one of the Vice Presidents, and if neither be present, the meeting shall elect a Chairperson from the members of the Board present.

RULE 19 PROCEEDINGS OF THE BOARD

- (A) The proceedings of the Board Meetings shall include:-
 - (i) Confirmation of Minutes of previous meeting.
 - (ii) Business arising out of the Minutes.
 - (iii) Submission of financial statement.
 - (iv) Consideration of Items Included on the Agenda issued with the Notice of meeting.
 - (v) Other Business raised at the meeting.

- (B) Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of an equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- (C) A member of the Board having a direct or an indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of their or her interest in the contract at the next Annual General Meeting of the Association.

RULE 20 POWERS OF THE BOARD

The Board shall have all power, subject to these Rules, to do all things which may from time to time appear to the Board to be necessary or expedient for the purposes of the Association or which is advantageous or conducive to the objects and business thereof and which are within the objects of the Association.

RULE 21 THE SEAL

- (A) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (B) The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute book of the Association. The fixing of the Seal shall be witnessed by two members of the Board or one member of the Board and the Public Officer of the Association.
- (C) The Seal holders shall be the President, the Vice Presidents, and the Public Officer and who shall be the persons authorised to use the Common Seal of the Association under the provisions of the Association Incorporation Act 1929-1935 or any Act amending extending or modifying the same or under any of these Rules and By-laws. The Common Seal shall not be affixed to any deed or instrument without a resolution of the Board to that effect. Upon the production of a Minute of any such resolution any instrument requiring execution or authentication under the Common Seal of the Association shall be sealed with the Common Seal by any two or more of the Seal holders who shall sign the instrument.

RULE 22 MINUTES

- (A) Proper minutes of all proceedings of General Meetings of the association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (B) The minutes kept pursuant to this rule must be confirmed by the Members of the association or the members of the Board (as relevant) at a subsequent meeting.
- (C) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (D) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

RULE 23 OPERATOR WORKING GROUPS

- (A) The Board may from time to time resolve on the creation or dissolution of Working Groups to consider and assist the Board on specified issues or projects. Such Working Groups may comprise whom so ever the Board considers appropriate including Association Members and representatives of other industry organisations and government officials.
- (B) Working Groups established under these Rules shall work to Terms of Reference established by the Board and shall not have any authority to represent the Association other than that which may be expressly provided in the Working Group's Terms of Reference.

RULE 24 LIFE MEMBERSHIP

- (A) The Board may recommend to an Annual General Meeting that a natural person who is a Member of the Association or a person who is the duly appointed executive representative of a Member of the Association, be appointed to life membership of the Association in recognition of their long and meritorious or outstanding service to the Association.
- (B) The appointment of a life Member under Rule 24(A) requires that a majority of at least three quarters of the Members entitled to vote and who are present in person or by proxy at the Annual General Meeting, vote in favour of that appointment. Every life Member by virtue of such appointment shall not have any other rights or privileges beyond those of an ordinary Member of the Association except that their name shall be placed on the life Members' honour roll.

RULE 25 FUNDS

- (A) All monies received on account of the Association shall be paid as soon as is practicable into an account or accounts of the Association at its bankers.
- (B) All cheques drawn upon the funds of the Association shall be signed by any two of the three signatories appointed by the Board at the time. The signatories shall include the President.
- (C) Cheques or other negotiable instruments paid or payable to the bankers of the Association requiring the endorsement of the Association shall be endorsed by any person authorised by the Board.

RULE 26 INDEMINITY

- (A) Every member of the Board and the officers and servants of the Association shall be indemnified against, and it shall be the duty of the Board out of the funds of the Association to pay, all costs losses and expenses which any such Board Member or any officer or servant of the Association may incur or become liable for by reason of any contract entered into or by any act or thing done by any of them in any way in the discharge of their duties.
- (B) The members of the Board and the officers and servants of the Association shall not be liable for the acts, receipts, neglects or defaults of any other member of the Board or other officers or servants of the Association or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any monies securities or effects shall be deposited or for any losses occasioned by any error or judgement or foresight on their part or for any loss damage or misfortune whatsoever which shall happen in the execution of the duties of their office in relation thereto unless same happen through their own dishonesty.

RULE 27 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

RULE 28 ASSETS

- (A) Upon any Member ceasing to be a Member of the Association for any reason whatsoever, other than the dissolution or winding up of the Association, all their interest in the funds, property and other assets of the Association shall forthwith ipso facto be determined and shall cease to exist and no such Member (or their personal representatives, if they shall have died) shall have any claim on such funds, property or other assets or against the Association or against the Member or any of the other Members of the Association or their personal representatives in respect thereof.

- (B) If after the winding up of the Association there remains “surplus assets” as defined in the act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.
- (C) Such organisation or organisations shall be identified and determined by a resolution of Members in a General Meeting.

RULE 29 DISSOLUTION

The Association may be wound up in the manner provided for under the Act.

RULE 30 ALTERATION OF CONSITUTION

The Constitution may be amended by Special Resolution passed at an Annual General Meeting or a Special General Meeting of the Association of which at least 21 days’ notice in writing, specifying the proposed amendment or amendments, shall have been given to Members.