

TRANSPORT FORUM WA INC. CONSTITUTION

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1. NAME OF ASSOCIATION

1.1 The name of the Association is "Transport Forum WA Inc."

2. DEFINITIONS

In these rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1987;

"Association" means the Transport Forum WA Inc.;

"Board" means the Board of Management referred to in rule 10;

"Board Meeting" means a meeting referred to in sub rule 15.1;

"Board Member" means person referred to in paragraph (1),(2),(3), or (4) of sub rule 10.1;

"Chairman" means:

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (1), the person referred to in sub rule 10.1(1) or, if that person is unable to perform his or her functions, the Vice Chairman.

"CEO" means the Chief Executive Officer referred to in rule 12;

"Division" means an operational division as may be established by the Board from time to time.

"Financial Year" has the meaning given by section 3(1) of the Act, a reference in that section to:

(c) "An incorporated association" or "the association" being construed as a reference to the Association; and

(d) "The Committee" being construed as a reference to the Board.

"General meeting" means a meeting convened under rule 16;

"Member" means member of the Association;

"Ordinary resolution" means a resolution other than a special resolution;

"Transport and Logistics Business" means a business which is predominantly concerned with transporting goods or people;

"Treasurer" means the Treasurer referred to in sub rule 10.1(3);

"Vice-Chairman" means the Vice-Chairman referred to in sub rule 10.1(2);

3. OBJECTS OF ASSOCIATION

3.1 The Objects of the Association are:

- (1) To develop a unified voice for the Transport and Logistics Industry in Western Australia.
- (2) To increase recognition for the Transport and Logistics Industry amongst governments and regulatory agencies and promote community awareness of the industry's role and objectives.
- (3) To develop and promote industry accreditation initiatives, programs, products and services to enhance the professionalism, safety and efficiency of the Transport and Logistics Industry.
- (4) To work collaboratively with industry bodies and governments at all levels to develop improved business and operating conditions for the Transport and Logistics Industry.
- (5) To ensure the Transport and Logistics Industry delivers a community dividend through enhanced productivity, safety and environmental standards.
- (6) To provide and promote nationally recognised, accredited and customised training and development services for the Transport and Logistics Industry.
- (7) To work in collaboration with other credible training and educational organisations to facilitate a seamless, integrated service for all members of the industry.
- (8) To facilitate and promote educative and awareness initiatives designed to improve the safety and welfare of the motoring public specifically and the Transport and Logistics Industry in general.
- (9) To develop, maintain and continually improve appropriate databases to support these objects and customer service requirements.

3.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed directly to members except in good faith in the promotion of those objects.

4. POWERS OF THE ASSOCIATION

The Association may do all things necessary or convenient for carrying out its objects and purposes and in particular may:

- (1) Acquire, hold, deal with, and dispose of any real or personal property;
- (2) Open and operate bank accounts;
- (3) Invest its money:
 - (a) as trust funds may be invested under Part III of the Trustees Act 1962; or
 - (b) in any other manner authorised by the rules of the Association.
- (4) Borrow money upon such terms and conditions as the Association thinks fit;
- (5) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (6) Appoint agents to transact any business of the Association on its behalf;
- (7) Enter into any other contract it considers necessary or desirable;
- (8) Establish such operating structure as it considers suitable to most effectively achieve these objectives, including the establishment of Divisions and wholly owned subsidiaries;
- (9) Levy members to provide funds for the purposes of the Association which shall be determined at the discretion of the Board; and,
- (10) Charge members such fees as may be determined at the discretion of the Board for services as may be provided by the Association;
- (11) Employ staff;
- (12) Establish Rules and Bylaws.

5. MEMBERSHIP OF THE ASSOCIATION

5.1 Membership of the Association is open to:

- (1) Companies, businesses, organisations, and sole traders, who conduct a Transport and/or Logistics Business;
- (2) Employer associations and employee associations representing employers and employees involved in Transport and Logistics Businesses; and
- (3) Industry organisations and government agencies directly or indirectly connected with the Transport and Logistics Industry and who wish to promote the objects of the Association.

5.2 Notwithstanding anything contained in this Rule, the Board may in its discretion, create other classifications for membership and establish such criteria for membership as it shall reasonably determine.

5.3 A party who wishes to become a member shall:

- (1) Apply for membership to the Board in writing:
 - (a) signed or sealed by that party and by both of the members referred to in sub rule 5.1; and
 - (b) in such form as the Board from time to time directs.
- (2) Be proposed by one member and seconded by another member;
- (3) Nominate which Division or Divisions in which it wishes to participate.

5.4 The Board members shall consider each application made under sub rule 5.3 at a Board meeting and shall at the Board meeting or a subsequent Board meeting accept or reject that application without any obligation to give any reason for its decision.

6. REGISTER OF MEMBERS OF ASSOCIATION

6.1 The CEO shall on behalf of the Association keep and maintain the register of members in accordance with Section 27 of the Act and that register shall be so kept and maintained at the Association's principal place of business.

7. SUBSCRIPTIONS AND SERVICE FEES

- 7.1 The Board shall from time to time determine the amount of the subscription and service fees to be paid by each member.
- 7.2 Subscriptions and service fees may vary according to the different membership classifications and their particular service requirements.
- 7.3 Each member shall pay to the Association, annually on or before 1 July or such other date as the Board from time to time determines, the amount of their subscription or service fees determined under sub rule 7.1.
- 7.4 Subject to sub rule 7.3, a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub rule 7.3 ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- 7.5 A member is a financial member for the purposes of these rules if the subscription is paid on or before the relevant date fixed by the Board or under sub rule 7.3 or within 3 months thereafter.

8. RESIGNATION OF MEMBERS OF ASSOCIATION

- 8.1 A member who delivers notice in writing of resignation from the Association to the CEO ceases on that delivery to be a member.
- 8.2 A person who ceases to be a member under sub rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9. EXPULSION OF MEMBERS OF ASSOCIATION

- 9.1 If the Board considers that a member should be expelled from membership of the Association because the conduct of the member concerned is considered detrimental to the interests of the Association, the Board shall not less than 30 days before the date of the Board meeting referred to in sub rule 9.1(1) communicate, either orally or in writing, to the member:
- (1) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and,

- (2) particulars of that conduct.
- 9.2 At the Board meeting referred to in a notice communicated under sub rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- 9.3 Subject to sub rule 9.5, a member who is expelled under sub rule 9.2 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel is communicated to the member concerned under sub rule 9.2.
- 9.4 A member who is expelled under sub rule 9.2 may appeal against that expulsion by giving notice to the CEO of an intention to do so within the period of 14 days referred to in sub rule 9.3.
- 9.5 When notice is given under sub rule 9.4:
 - (1) The Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and
 - (2) The member who gave that notice does not cease to be a member unless and until the decision of the Board to expel the member concerned is confirmed under this sub rule.

10. BOARD OF MANAGEMENT

- 10.1 The affairs of the Association shall be managed exclusively by a Board of Management: consisting of:
 - (1) A Chairman;
 - (2) Two Vice-Chairmen;
 - (3) A Treasurer;
 - (4) One representative from each Division;

- (5) One Representative of the Corporate Services Committee
- (6) The immediate past Chairman

All of whom must be a member or a nominated representative of a member who conducts a Transport and/or Logistics Business;

10.2 At the commencement of each annual general meeting, those two Board members indicated below shall cease to be Board members, but shall be eligible for re-election to membership of the Board:

- (1) Even year: Chair and Treasurer
- (2) Odd year: Two Vice Chairs;

10.3 Except for the Divisional representatives, each shall be elected to membership of the Board at an annual general meeting or appointed under sub rule 10.7.

The following sub rules of this rule refer to the elected members of the Board only.

10.4 At the commencement of each Annual General Meeting, those two Board members indicated above shall cease to be Board members, but shall be eligible for re-election to membership of the Board.

10.5 A person is not eligible for election to membership of the Board unless a member has nominated him for election by delivering notice in writing of that nomination, signed by:

- (1) the nominator; and
- (2) the nominee to signify his or her willingness to stand for election to the CEO not less than 28 days before the day on which the Annual General Meeting concerned is to be held.

10.6 A person who is eligible for election or re-election under this rule may if required at the Annual General Meeting concerned:

- (1) propose or second himself or herself for election or re-election; and
- (2) vote for himself or herself.

10.7 (1) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Board:

(a) the Board may appoint a member to fill that vacancy for the balance of the term; and

(b) that member is eligible for re-election to the Board under the conditions identified in 10.2.

(c) That if a casual vacancy for the position of Treasurer remains unfilled after the Board has followed 10.7.1, the Board may choose to appoint a Financial Controller with appropriate financial experience on a fee for service basis to undertake duties identified in section 13. This person would report to the Board through the CEO.

10.8 If the number of persons nominated for election to membership of the Board does:

(1) not exceed the number of vacancies in that membership to be filled:

(a) the CEO shall report accordingly to; and

(b) the Chairman shall declare those persons to be duly elected as members of the Board.

(2) exceed the number of the vacancies in that membership to be filled, the CEO shall cause a secret ballot of members with the required number to be elected on the first past the post voting system.

10.9 When a casual vacancy within the meaning of rule 14 occurs in the membership of the Board:

(1) the Board may appoint a member to fill that vacancy; and

(2) a member appointed under this sub rule shall:

(a) hold office until the commence of; and

(b) be eligible for election to membership of the Board at:

the following Annual General Meeting.

11. CHAIRMAN

11.1 Subject to this rule, the Chairman shall preside at all general meetings and Board meetings.

11.2 In the event of the absence from:

(1) a general meeting of:

- (a) the Chairman, a Vice-Chairman will preside; or
- (b) the Chairman and both the Vice-Chairmen, a member elected by the other members present at the general meeting shall preside;

or

(2) a Board meeting of:

- (a) the Chairman, the Vice-Chairman will preside; or
- (b) the Chairman and the Vice-Chairmen, a Board member elected by the other Board members present, shall preside..

12. CHIEF EXECUTIVE OFFICER

12.1 The Board shall appoint a duly qualified person (who is not necessarily a member) on such terms, as it considers appropriate to act as the CEO of the Association.

12.2 The CEO shall:

- (1) Manage or conduct all the general administrative requirements of the Association;
- (2) Keep full and correct minutes of the proceedings of the Board and of the Association;
- (3) Comply on behalf of the Association with:
 - (a) Section 27 of the Act in respect of the register of members of the Association;
 - (b) Section 28 of the Act in respect of the rules of the Association; and,
 - (c) Section 29 of the Act in respect of the record of the officeholders and any trustees of the Association;
- (4) Have custody of all securities, books, documents, records and registers of the Association, including those referred to in paragraph (c); and,
- (5) Make payments from funds of the Association with the Authority of the Board and in doing so ensure all payments are made in accordance with policies adopted from time to time by the Board.
- (6) Perform such other duties as are imposed by these rules or directed by the Board.

13. TREASURER

The Treasurer shall:

- (1) Be responsible to ensure the receipt of all moneys paid to or received by the Association and shall, if required, ensure receipts are issued for those moneys in the name of the Association;
- (2) Be responsible to ensure payment of all moneys referred to in paragraph (1) are paid into such account or accounts of the Association as the Board may from time to time direct;
- (3) Comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (4) Whenever directed to do so by the Chairman, submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (5) Perform such other duties as are imposed by these rules on the Treasurer.

14. CASUAL VACANCIES IN MEMBERSHIP OF BOARD

14.1 A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board member:

- (1) Dies;
- (2) Resigns by notice in writing delivered to the Chairman or, if the Board member is the Chairman, to the Vice-Chairman;
- (3) Is convicted of an offence under the Act;
- (4) Is permanently incapacitated by mental or physical ill-health;
- (5) Is absent from more than:
 - (a) three consecutive Board meetings; or
 - (b) three Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
- (6) ceases to be a member of the Association.

15. PROCEEDINGS OF BOARD

- 15.1 The Board shall meet together for the dispatch of business once in each calendar month or as determined by the Board and the Chairman may at any time convene a meeting of the Board.
- 15.2 Each Board member has a deliberative vote.
- 15.3 A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- 15.4 A quorum for a Board meeting shall comprise at least half of the then total number of Board members provided at least half of those present at the meeting represent members who conduct a Transport and/or Logistics Business.
- 15.5 Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- 15.6 A Board member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

16. GENERAL MEETINGS

- 16.1 The Board:
- (1) May at any time convene a Special General Meeting;
 - (2) Shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by section 23 of the Act; and
 - (3) Shall, within 30 days:
 - (a) Of receiving a request in writing to do so from not less than 5 members, convene a special general meeting;
 - (b) Of the CEO receiving a notice under sub rule 9.4, convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- 16.2 The members making a request referred to in sub rule 16.1(3)(a) shall:

- (1) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (2) sign that request.
- 16.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to:
 - (1) in sub rule 16.1(3)(a), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or
 - (2) in sub rule 16.1(3)(b), the member who gave the notice concerned may himself convene a Special General Meeting as if he or she were the Board.
- 16.4 When a Special General Meeting is convened under sub rule 16.1(3)(a) or 16.1 (3)(b):
 - (1) the Board shall ensure that the members or member convening the Special General Meeting are supplied free of charge with particulars of all members; and
 - (2) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.
- 16.5 Subject to sub rule 16.8 the CEO shall give to all members not less than 21 days notice of a general meeting and of any motions to be moved at the general meeting.
- 16.6 A notice given under sub rule 16.5 shall specify:
 - (1) when and where the general meeting concerned is to be held; and
 - (2) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 16.7 In the case of an annual general meeting, the order in which business is to be transacted is:
 - (1) first, the consideration of the accounts and reports of the Board;
 - (2) second, the election of Board members to replace outgoing Board members; and
 - (3) third, any other business requiring consideration by the Association in a general meeting.
- 16.8 The CEO shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

- 16.9 The CEO may give a notice under sub rule 16.5 or 16.8 by:
- (1) serving it on a member personally; or
 - (2) sending it by post or email or facsimile to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act; and
 - (3) making it available on the Association website
- 16.10 When a notice is sent by post under sub rule 16.9(2), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and sent to the member concerned.

17. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- 17.1 At a general meeting 15 members present in person or by proxy constitute a quorum provided at least half of the number of members present are members who conduct a Transport and/or Logistics Business.
- 17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under sub rule 16.5 or 16.8;
- (1) as a result of a request or notice referred to in sub rule 16.1(3) or as a result of action taken under sub rule 16.3 a quorum is not present, the general meeting lapses; or
 - (2) otherwise than as a result of a request, notice or action referred to in sub rule 16.1 the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3 If within 30 minutes of the time appointed by sub rule 17.2(2) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 17.4 The Chairman may, with the consent of a general meeting at which a quorum is present and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

- 17.5 There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 17.6 When a general meeting is adjourned for a period of 30 days or more, the CEO shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7 At a general meeting:
- (1) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (2) a special resolution put to the vote shall be decided by a majority of not less than 75% of the votes cast on a show of hands.
- 17.8 A declaration by the Chairman at a general meeting that a resolution has been passed as either an ordinary or special resolution shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub rule 17.9.
- 17.9 At a general meeting, a poll may be demanded by the Chairman at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairman directs.
- 17.10 If a poll is demanded and taken under sub rule 17.9 a declaration by the Chairman of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under sub rule 17.9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- 18. MINUTES OF MEETINGS OF ASSOCIATION**
- 18.1 The CEO shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

- 18.2 The Chairman shall ensure that the minutes taken of a general meeting or Board meeting under sub rule 18.1 are checked and signed as correct by the Chairman of the general meeting or Board meeting to which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.
- 18.3 When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
- (1) the general meeting or Board meeting to which they relate (in this sub rule called "the meeting") was duly convened and held;
 - (2) all proceedings recorded as having taken place at the meeting did in fact take place; and
 - (3) all appointments or elections purporting to have been made at the meeting have been validly made.

19. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- 19.1 Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 19.2 A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- 19.3 An appointment made under sub rule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned:
- (1) which resolution is authenticated under the common seal of that body corporate; and
 - (2) a copy of which resolution is lodged with the CEO.
- 19.4 A person appointed under sub rule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

20. PROXIES OF MEMBERS OF ASSOCIATION

A member may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

21. DIVISIONS

21.1 Where the operational needs of the members are sufficiently different and the number of members meets the requirements defined in the Bylaws, Divisions will be formed.

21.2 Divisions will operate under the delegation of the Board of Management and Bylaws will define:

(1) The election of the Division Committee

(2) Requirements for meetings

(3) Sub-committees

(4) Reporting procedures

21.3 Bylaws governing Divisions may be altered or rescinded by the Board or by Special General Meeting of members.

22. RULES OF ASSOCIATION

22.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.

22.2 These rules bind every member and the Association to the same extent as if every member and the Association has signed and sealed these rules and agreed to be bound by all their provisions.

23. COMMON SEAL OF ASSOCIATION

23.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.

23.2 The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in rule 18.

23.3 The affixing of the common seal of the Association shall be witnessed by any two of the Chairman, the CEO and the Treasurer.

23.4 The common seal of the Association shall be kept in the custody of the CEO or of such other person as the Board from time to time decides.

24. INSPECTION OF RECORDS, ETC OF ASSOCIATION

24.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

25. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

25.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:

(a) to another association incorporated under the Act; or

(b) for charitable purposes.

Which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan of the surplus property of the association.

25.2 In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.