

COMMITTEE FOR PORTLAND INCORPORATED

ASSOCIATION RULES

1. NAME

The name of the incorporated association is “**COMMITTEE FOR PORTLAND**” (in these Rules called "the Association").

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3. DEFINITIONS

3.1. In these Rules, unless the contrary intention appears:

"**Act**" means the Associations Incorporation Act 1981;

"**Associate Member**" means a Member of the Association described in Rules 4.6;

"**Board**" means the Board Members, for the time being, acting as a Board;

"**Board Member**" means a Member of the Board;

"**Corporate Member**" means a Member of the Association described in Rules 4.6;

"**Community Member**" means a Member of the Association described in Rules 4.6;

"**ESP**" means an Endorsed Strategic Project of the Association, being a project designed to improve the Portland region, and endorsed by the Board;

"**Executive Director**" means the Executive Director, Secretary, Treasurer and Public Officer referred to in Rule 17;

"**Financial year**" means the year ending on 30 June;

"**General meeting**" means a general meeting of members convened in accordance with rule 21.

"**Member**" means a member of the Association;

"**Platinum Member**" means a Member of the Association described in Rules 4.3 and 4.6;

"**Regulations**" means regulations under the Act;

"**Relevant documents**" has the same meaning as in the Act;

"**Statement of Purposes**" means the Statement of Purposes for the time being of the Association including any amendments lawfully made.

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- 3.2. In these Rules, a reference to the Secretary of an Association is a reference:
- 3.2.1. to the Executive Director of the Association; and
 - 3.2.2. in any other case, the duly elected officer of the Association.
- 3.3. In these Rules, a reference to the Treasurer of an Association is a reference:
- 3.3.1. To the Executive Director of the Association; and
 - 3.3.2. In any other case, the duly elected officer of the Association.

4. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

- 4.1. Membership of the Association shall be open to persons of either sex, partnerships or incorporated entities.

4.2. Partnership and Incorporated Members

- 4.2.1. Partnership or Incorporated Members shall nominate, in writing, from time to time, one person as representing that Partnership or Incorporated Member (two persons for Platinum Members);
- 4.2.2. Any such representative shall be subject to such restrictions and entitled to such rights as are afforded natural persons who are Members of any class of members to which the Partnership or Incorporated Member belongs;
- 4.2.3. Any such representative shall be entitled to be elected to the Board;

4.3. Platinum Members

- 4.3.1. The initial Platinum Members and their contacts shall be:-

Company Name	Contact
Portland Aluminium	John Osborne
Glenelg Shire Council	Stuart Burdack
Keppel Prince	Steve Garner
Port of Portland	Scott Paterson
Pacific Hydro	Danny Halstead
Wannon Water	Grant Green
Incitec Pivot	Brian Murphy

- 4.3.2. Each Platinum Member shall have the right, until the second Annual General Meeting of the Association, to appoint two (2) Board Members to the Board on the proviso that only one such appointee shall have the right to vote; to revoke such appointment and to appoint such Substitute/s as, from time to time, that Platinum Member may decide

4.4. Other Members

In addition to the Platinum Members there shall be Corporate Members, Community Members and Associate Members.

4.5. Appointment of Members

Members of all classes of the Association shall be nominated and appointed in accordance with Rule 4.8 hereunder.

4.6. RIGHTS OF MEMBERS

4.6.1. Platinum Member Rights

Each Platinum Member shall have the following entitlements:-

- 4.6.1.1. The right, until the second annual general meeting of the Association, to appoint two (2) Board Members to the Board but only one shall have voting rights (from and including the second annual general meeting the two nominated Platinum member representatives shall each be entitled to stand for any board position);
- 4.6.1.2. The right to submit a Project for endorsement by the Board as an ESP, which will be driven by the Executive Director and achieved with a Taskforce;
- 4.6.1.3. The right for both representatives to attend and to invite one guest, to attend the Association's quarterly Round Table dinners free of charge;
- 4.6.1.4. The right to attend no less than two boardroom briefings each year;
- 4.6.1.5. Private briefings with the Executive Director twice a year.

4.6.2. Corporate Members

Each Corporate Member shall have the following entitlements:-

- 4.6.2.1. The right to submit a project to the Board for endorsement as an ESP.
- 4.6.2.2. The right to attend periodic Boardroom Briefings;
- 4.6.2.3. The right to have the Corporate Member's representative appointed to the Board (from and including the second annual general meeting);
- 4.6.2.4. The opportunity to join any Taskforce supporting an ESP;
- 4.6.2.5. The right to attend one (1) private briefing a year with the Executive Director;
- 4.6.2.6. The right to attend each of the Association's quarterly Round Table dinners free of charge;

4.6.3. Community Members

Each Community Member shall have the following entitlements:-

- 4.6.3.1. Such rights as are available to Corporate Members;
- 4.6.3.2. The period of Community Membership shall not exceed twelve (12) months but may be eligible for further one year extensions at the discretion of the Board.
- 4.6.3.3. Community members are exempt from the obligation to pay subscriptions for membership of the Association but may make a voluntary contribution.

4.6.4. Associate Members

Each Associate Member shall have the following entitlements (recognising that they are primarily accessing information and networks):-

- 4.6.4.1. Each Associate member shall have all the rights of a Corporate member except the right for private briefings (4.6.2.5); and
- 4.6.4.2. An Associate Member shall not have the right to vote as a Member.

4.7. ENTRANCE FEES AND SUBSCRIPTIONS

4.7.1 Entrance fees and annual subscriptions for all Members shall be such sums as the Association, from time to time, prescribes and, until otherwise decided shall be:-

- 4.7.1.1. Entrance fees shall not be payable until the Association decides otherwise.
- 4.7.1.2. Annual Subscriptions

Membership Class	Amount
Platinum	\$10,000.00 plus GST
Corporate	\$3,000.00 plus GST
Community	Nil
Associate	\$500 plus GST

4.7.2 The Annual subscriptions referred to in Clause 4.7.1.2 may be changed:-

- 4.7.2.1 Until the second Annual General Meeting of the Association by the Board; and
- 4.7.2.2 Thereafter by the Association in General Meeting.

4.7.3 All annual subscriptions shall become due and payable in advance on the 1st day of July in every year.

4.7.4 Notwithstanding anything elsewhere contained in these Rules a meeting of the Board at which at least two-thirds of the Members vote in the affirmative may by such vote refuse to accept the annual subscription of any Member and that Member's membership shall, immediately on the termination of the year for which the existing subscription relates, come to an end, and no right of action or claim shall accrue to such Member for or by reason of such refusal or termination.

4.7.5 Notwithstanding anything to the contrary contained in this Rule 4.7 the Board may permit Members to make payments of annual subscriptions in advance.

4.7 The Association may, by resolution of a General Meeting for that purpose, subject to the recommendation of the Board, impose upon Members such levies and contributions and on such basis as may be decided by a Special Resolution passed at such Meeting: PROVIDED THAT no such levy or contribution shall, in any one year, exceed such sum as may be fixed by the Association in General Meeting from time to time.

4.8 NOMINATION OF MEMBERS

4.8.1. Every Candidate for membership of the Association shall be proposed by one and seconded by another Member of the Association, both of whom shall personally know the Candidate.

4.8.2. Every application for membership shall be made in writing signed by the Candidate and by the Proposer and Secunder and shall be in such form as the Board may from time to time approve.

4.8.3. Until the Board shall otherwise prescribe the document referred to in 4.8.2 shall indicate the following:-

4.8.3.1. the full name of the Candidate;

4.8.3.2. the full name and address of the Candidate's initial representative (if for an Incorporated or Partnership Membership);

4.8.3.3. the name and category of membership of the Proposer and of the Secunder;

4.8.3.4. the business and private address of the Candidate;

4.8.3.5. the category of Membership sought on behalf of the Candidate;

4.8.3.6. any other information that would or may be useful to the Board in arriving at a decision on the application.

4.8.4. The Association shall not be bound to accept any application for membership by any Candidate.

4.9 PROCESSING OF NOMINATIONS

4.9.1. As soon as is practicable after accepting an Application for Membership, the Executive Director shall refer the Application to the Board.

4.9.2. The Board shall, after proper consideration of all relevant information, determine whether or not to approve the application of the Candidate for Membership.

4.9.3. Upon the Board coming to a decision, the Executive Director shall notify the Candidate in writing of such decision as soon as possible.

4.10 PAYMENT OF SUBSCRIPTION

4.10.1. When the Board has approved an application for Membership the Executive Director shall, forthwith, send to the Candidate at the address given upon his, her or its application form a notice of the decision to proceed with admission and a request for payment of the entrance fee (if any), and the required subscription.

- 4.10.2. Upon payment of the entrance fee (if any) and the required subscription the Candidate shall become a Member of the Association within the Class applied for.
- 4.10.3. When a Candidate has been admitted and such payments as aforesaid have been made the Secretary shall forthwith make the appropriate entry in the Register of Members.

5. REGISTER OF MEMBERS

- 5.1. The Secretary must keep and maintain a register of members containing:
 - 5.1.1. the name and address of each member; and
 - 5.1.2. the date on which each member's name was entered in the register;
 - 5.1.3. the date on which any member who ceased to be a member during the previous seven years so ceased to be a Member.
- 5.2. The register and a current copy of these Rules shall be available for inspection by the Members at all reasonable times.

6. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 6.1. Subject to these Rules, if the board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the board may by resolution:
 - 6.1.1. reprimand that member; and or
 - 6.1.2. suspend that member from membership of the Association for a specified period; or expel that member from the Association.
- 6.2. A resolution of the board under sub-rule 6.1 does not take effect unless:
 - 6.2.1. at a meeting held in accordance with sub-rule 6.3, the board confirms the resolution; and
 - 6.2.1. at a meeting held in accordance with sub-rule 6.3, the board confirms the resolution; and
 - 6.2.2. if the member exercises a right of appeal to the Association confirms the resolution in accordance with this rule.
- 6.3. A meeting of the board to confirm or revoke a resolution passed under sub-rule 6.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 6.4.
- 6.4. For the purposes of giving notice in accordance with sub-rule 6.1, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - 6.4.1. setting out the resolution of the board and the grounds on which it is based; and
 - 6.4.2. stating that the member, or his or her representative, may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

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- 6.4.3. stating the date, place and time of that meeting; and
- 6.4.4. informing the member that he or she may do one or both of the following:
 - 6.4.4.1. attend that meeting;
 - 6.4.4.2. give to the board before the date of that meeting a written statement seeking the revocation of the resolution;
- 6.4.5. informing the member that, if at that meeting, the board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 6.5. At a meeting of the board to confirm or revoke a resolution passed under sub-rule 6.1, the board must:
 - 6.5.1. give the member, or his or her representative, an opportunity to be heard; and
 - 6.5.2. give due consideration to any written statement submitted by the member; and
 - 6.5.3. determine by resolution whether to confirm or to revoke the resolution.
- 6.6. If at the meeting of the board, the board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 6.7. If the Secretary receives a notice under sub-rule 6.6, he or she must notify the board and the board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 6.8. At a general meeting of the Association convened under sub-rule 6.7:
 - no business other than the question of the appeal may be conducted; and
 - 6.8.1. no business other than the question of the appeal may be conducted; and
 - 6.8.2. the board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - 6.8.3. the member, or his or her representative, must be given an opportunity to be heard; and
 - 6.8.4. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 6.9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

7. DISPUTES AND MEDIATION

- 7.1. The grievance procedure set out in this rule applies to disputes under these Rules between:
 - 7.1.1. a member and another member; or
 - 7.1.2. a member and the Association.

- 7.2. 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.
- 7.3. 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.
- 7.4. The mediator must be:
 - 7.4.1. a person chosen by agreement between the parties; or
 - 7.4.2. in the absence of agreement:
 - 7.4.1.1. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 7.4.1.2. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 7.5. A member of the Association can be a mediator.
- 7.6. The mediator cannot be a member who is a party to the dispute.
- 7.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 7.8. The mediator, in conducting the mediation, must:
 - 7.8.1. give the parties to the mediation process every opportunity to be heard; and
 - 7.8.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 7.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

- 7.10. 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 or otherwise at law.

8. RESIGNATION OF MEMBERSHIP

- 8.1 Any Member may resign his or her membership by notice in writing addressed to the Secretary and deposited at the registered address of the Association. If such resignation is not deposited before the 30th day of June in any year the Member resigning shall be liable to pay the subscription for the financial year during which such notice is deposited unless the Board shall otherwise determine.
- 8.2. A Member who has resigned shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other monies due to the Association.
- 8.3. No Member retiring or resigning from the Association or ceasing for any reason to be a Member shall have any claim upon any portion of the property or assets of the Association.
- 8.4. A Member who has resigned shall be entitled to request the Board to refund the whole or any part of a subscription pre-paid. The Board shall, in its unfettered discretion, be entitled to refuse such application or to permit such refund either in part or in whole.

9. FORFEITURE OF MEMBERSHIP

If any amount due to the Association by a Member (being an amount in respect of entrance fee, increase in entrance fee, annual subscription) remains unpaid for a period of one calendar month after it becomes due then the Board may, at the expiration of 30 days after the date of service of a notice upon the Member of its intention to do so, cause that person's membership to be recorded as having ceased and thereupon that person shall cease to be a Member of the Association and shall forfeit all rights or claims against the Association and its property (except under any debenture held by that person).

10. AVOIDANCE OF MEMBERSHIP BY BANKRUPTCY, ETC.

If any Member shall be adjudged a bankrupt or shall make any composition or arrangement with his creditors or being engaged in any profession shall on account of his misconduct be prohibited by the governing body of such profession from continuing to practise under their regulations he shall immediately cease to be a Member of the Association and shall forfeit all right in and claim upon the Association and its property but upon application being made by such member to the Board stating the cause of such adjudication in bankruptcy making of any composition or arrangement or prohibition as aforesaid as the case may be such member may be re-admitted and restored to his former rights by the Board.

11. ELIGIBILITY AS A BOARD MEMBER

With effect from the second Annual General Meeting of the Association, every financial Member of the Association (or if Partnership or Corporate Member, its representative) shall be entitled to be nominated as a Board Member.

12. BOARD MEMBERS

12.1. For the period from registration to the second Annual General Meeting of the Association, and notwithstanding Rule 4.3.1, the Board shall consist of Platinum Members.

12.2. With effect from the second Annual General Meeting of the Association the Board shall be elected as set out in Rule 14 subject to the following restrictions: -

12.2.1. the Board shall consist of no more than sixteen (16) Board Members.

- 12.2.2. the first eight (8) Board Members (or fifty percent of total board positions where there are less than 16 board positions) appointed to the Board shall be elected from the nominations for Board Members made by Platinum Members; and
- 12.2.3. the remaining eight (8) Board Members (or fifty percent of total board positions where there are less than 16 board positions) shall be elected from the nominees of all classes of Members; and
- 12.3. No Board Member shall be entitled to remuneration for services save as provided in the Statement of Purposes.
- 12.4. The Association may, from time to time, by ordinary resolution passed at a General Meeting, increase or reduce the maximum or minimum number of Board Members.

13. RETIREMENT AND DISQUALIFICATION OF BOARD MEMBERS

- 13.1 With effect from the second Annual General Meeting of the Association, the Board Members subject to Rule 13.2 hold office from the closure of the Annual General Meeting at which they are elected until the closure of the Annual General Meeting three (3) years later, but may be nominated for re-election.
- 13.2. At the second annual general meeting of the Association all Board Members shall be elected for undetermined periods and their tenure shall be determined by lot as follows:-
 - 13.2.1. three (3) years for one third of Board Members;
 - 13.2.2. two (2) years for the second one third of Board Members; and
 - 13.2.3. one (1) year for the remaining one third of Board Members.
- 13.3. The office of a Board Member shall be vacated:-
 - 13.3.1. by all initial Board directors immediately prior to the second Annual General Meeting of the Association
 - 13.3.2. if by notice in writing to the Association the Board Member resigns his/her office;
 - 13.3.3. if the Board Member is removed by ordinary resolution of the Association in General Meeting;
 - 13.3.4. if the Board Member ceases to be a Board Member by virtue of the Act or any order made there under;
 - 13.3.5. if the Board Member becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - 13.3.6. if the Board Member is absent without the permission of the Board for more than four (4) months from meetings of the Board held during that period;
 - 13.3.7. if the Board Member is employed by the Association (save as is provided for in the Statement of Purposes);
 - 13.3.8. if the Board Member (or if a representative of a Incorporated or Partnership Member, it) ceases to be a Member of the Association.

- 13.4. No Board Member shall be disqualified by reason only of his/her office from contracting or entering into an arrangement with the Association either as vendor purchaser or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Association with any company or partnership of or in which any Board Member is a Member or otherwise interested be avoided nor shall any Board Member so contracting or being such Member or so interested, be liable to account to the Association for any benefit or profit realised by any such contract or arrangement by reason only of such Board Member holding that office or of the fiduciary relationship thereby established: PROVIDED THAT the specific nature and extent of the Board Member's interest must be declared by or on behalf of the Board Member at the meeting of the Board at which the contract or arrangement is decided (if the interest then exists) or in any other case at the first meeting of the Board after the acquisition of the interest.
- 13.5. A Board Member may lend money to the Association at interest (not being at a higher rate than the rate for the time being charged by the Commonwealth Banking Corporation for overdraft accounts for money lent) with or without security or may for a commission or profit guarantee the repayment of any money borrowed by the Association and underwrite or guarantee the security of the Association without being disqualified in respect of the Board Member's office and without being liable to account to the Association for any such commission or profit.
- 13.6. On no account shall a Board Member vote in respect of any contract or arrangement or any other transaction in which such Board Member is so interested.
- 13.7. If a Board Member breaches any of the obligations set out in Rules 13.3.5 to 13.3.8 then the Board Member shall be automatically disqualified from office unless and until the Association in General Meeting shall otherwise determine.

14. ELECTION OF BOARD MEMBERS

With effect from the second Annual General Meeting of the Association and subject to Rule 15, the election of Board Members shall take place in the following manner:-

- 14.1. Any two (2) financial Members of the Association shall be at liberty to nominate any other financial Member (or its representative) to serve as a Board Member.
- 14.2. Nominations for the election of Board Members to be held at the ensuing Annual General Meeting will close on the 7th day prior to that Annual General Meeting in each year (or at such earlier date as the Board may, from time to time, after notice to Members, determine).

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- 14.3. Nominations must: -
- 14.3.1. be in writing stating the name of the Board Member nominated, the class to which that Member (or his or her Incorporated or Partnership Member) belongs, the names of the proposer and seconder and their respective classes of Membership (and if Corporate or Partnership their Nominees) and be signed by all parties;
 - 14.3.2. include a summary of the nominee's experience appropriate to fulfilling the role of Board Member;
 - 14.3.3. be signed by the nominee (and if a representative of an Incorporated or Partnership Member, that Member) confirming that the signatories have read the current Statement of Purposes and Rules of the Association and are bound by them.
- 14.4. The Executive Director shall, if the number of Candidates exceeds the number of vacancies for Board Members, cause balloting lists to be prepared containing, in alphabetical order, the names of such Candidates clearly indicating the name or names of the retiring Candidate or Candidates and the category of membership of each Candidate. The Members voting at the annual general meeting shall strike out the name or names of the Candidates for whom they do not desire to vote and shall sign their names in the flap of an envelope.
- 14.5. The Board shall appoint at or before the said Annual General Meeting, three (3) Members (not being Candidates) to act as Scrutineers. Subject to Rule 14.6 the report of the scrutineers as to the number of votes polled for the Candidates shall be final and conclusive.
- 14.6. The Scrutineers shall count the effective votes at the annual general meeting and make findings in accordance with Rule 12.2. The Scrutineers shall, after ascertaining the identity of the Board Members to be elected, hand to the Chairman of the Annual General Meeting their findings in this regard.
- 14.7. Subject to Rule 14.6 the Chairman shall read the report of the Scrutineers at the Annual General Meeting and shall declare elected the Candidates who have been elected. In the case of two or more Candidates receiving an equal number of votes, the Chairman shall select by lot from such Candidates the Candidate or Candidates who is or are elected.
- 14.8. Should the number of Candidates nominated be less than the vacancies, the Board Members shall subject to the provisions of Rule 12.2 fill the remaining vacancy or vacancies. These vacancies shall be regarded as casual vacancies within the meaning of Rule 15.
- 14.9. When required by a majority of Members present at a Meeting at which an election of Board Members is to be declared, the Chairman shall appoint three (3) Members not being Candidates as Adjudicators to examine and report upon any aspect of election procedure indicated by a majority of Members present. The declaration of the Chairman, upon the receipt of the report of such Adjudicators, shall be final and conclusive.

15. CASUAL VACANCIES

When a casual vacancy shall occur on the Board, the Board shall appoint a Member of the Association (or the representative of any Partnership or Incorporated Member) to fill such a vacancy. A Member or representative so appointed as a Board Member shall hold office until the next Annual General Meeting.

16. POWERS AND PROCEEDINGS OF THE BOARD

16.1 The business and affairs of the Association shall be under the management of the Board. The Board shall hold not less than six (6) evenly spaced periodical meetings in each calendar year.

16.2 The Chairman and Vice-Chairman shall be chosen by the Board from among their number at the first meeting of the Board after each Annual General Meeting and shall hold office until the first Board Meeting after the subsequent Annual General Meeting. If, for any reason, the Chairman, or Vice-Chairman ceases to be a Member or resigns his/her position or is removed by a simple majority of the Board, the Board shall, as soon as possible thereafter appoint a new Chairman or Vice-Chairman (as the case may be). The Chairman or Vice-Chairman shall preside at all meetings of the Board. If the Chairman and Vice-Chairman are not present at a Board Meeting the remaining Board Members shall elect a Chairman for that meeting from among their number present.

16.3 Save as herein otherwise provided questions arising at any Board meeting shall be decided by a majority of votes.

16.4 In case of an equality of votes the Chairman shall have a second or casting vote.

16.5 The Chairman may at any time and the Executive Director, on the requisition of not less than three (3) Board Members, call a meeting of the Board.

16.6 The Board shall exercise all such powers and do all such things as may be exercised or done by the Association save such as are by these Rules or by any law for the time being in force required to be exercised or done by the Association in General Meeting.

16.7 The quorum necessary for the transaction of business at meetings of the Board may be fixed by the Board but shall not be less than five (5) Board Members and until fixed shall be five (5) Board Members.

16.8 The Board shall approve all project activities of the Association. Such approved projects shall be known as Endorsed Strategic Projects.

16.9 The Board shall have the custody care and superintendence of the property of the Association and the right to appoint and dismiss any employee of the Association.

16.10 The Board shall cause minutes to be made:-

16.10.1 of all appointments of employees;

16.10.2 of names of Members of the Board present at all meetings of the Association and of the Board;

and

16.10.3 of all proceedings at all meetings of the Association and of the Board.

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- 16.11 Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman at the next succeeding meeting and shall be entered in a book to be provided for that purpose.
- 16.12 The Board shall have the power to appoint Committees from the Members of the Association and to regulate and control such Committees. Committees so appointed shall have such powers, duties, function and privileges as are from time to time ascribed to them by the Board (within the limits of these Rules).
- 16.13 The Board may exercise all the powers of the Association to borrow money and to mortgage or charge the Association's property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.
- 16.14 The Board shall not, without the sanction of a General Meeting of the Association, demise, exchange, sell or otherwise dispose of the major part of the Association's undertaking.
- 16.15 The Board shall have power from time to time to make alter and repeal all such bylaws, as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and in particular but not exclusively it may by such by-laws regulate: -
- 16.15.1 the admission, rights and privileges of all Members;
 - 16.15.2 the terms and conditions upon which Members shall be permitted to use the premises and property of the Association;
 - 16.15.3 the conduct of Members in relation to one another and to the Association 's servants;
 - 16.15.4 the imposition of fines for the breach of any by-laws;
 - 16.15.5 the procedure and meetings of the Board;
 - 16.15.6 arrangements with any other Association for reciprocal advantages concessions or otherwise;
 - 16.15.7 the duties and powers of any employee of the Association;
 - 16.15.8 generally all such matters as are commonly the subject matter of Association by-laws;

PROVIDED THAT no by-law shall be inconsistent with or shall affect or repeal anything contained in the Statement of Purposes or these Rules and any by-law may be set aside by resolution of a General Meeting of the Association.

- 16.16 The Board shall adopt such means as they deem sufficient to bring to the notice of Members all such by-laws (and any amendments and repeals thereof) and all such by-laws, so long as they shall be in force, shall be binding on all Members.
- 16.17 Subject to the Act, a resolution in writing signed by all the Board Members who are within Australia (not being less than the quorum prescribed for meetings of the Board) is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in like form each signed by one or more of the Board Members.
- 16.18 All acts of the Board or a person acting as a Board Member are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment of them or any of them or that they or any of them were disqualified or had vacated office.

17. THE EXECUTIVE DIRECTOR

There shall be an Executive Director of the Association appointed by the Board, for such a term and upon such conditions as it may think fit and he/she shall be paid such remuneration as the Board may from time to time determine. The Executive Director need not be a Member of the Association. The Executive Director shall act as Secretary, Treasurer and Public Officer of the Association and perform all such duties in relation to the Association as are required to be performed by the Secretary or Public Officer by the Act, the Rules or By-Laws of the Association, and such other duties as the Board may require. PROVIDED THAT the tenure of the first Executive shall not extend beyond the closure of the second Annual General Meeting of the Association, but the said first Executive may be appointed to that position by the Board as constituted after the second Annual General Meeting.

18. ANNUAL GENERAL MEETINGS

- 18.1. The board may determine the date, time and place of the annual general meeting of the Association.
- 18.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 18.3. The ordinary business of the annual general shall be:
 - 18.3.1. to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - to receive from the board reports upon the transactions of the Association during the last preceding financial year; and
 - 18.3.3. to elect the members of the board; and
 - 18.3.4. to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
 - 18.3.5. to elect an Auditor.
- 18.4. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

19. SPECIAL GENERAL MEETINGS

- 19.1. In addition to the annual general meeting, any other general meetings may be held in the same year.
- 19.2. All general meetings other than the annual general meeting are special general meetings.
- 19.3. The board may, whenever it thinks fit, convene a special general meeting of the Association.
- 19.4. If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the board must convene a special general meeting before the expiration of that period.

- 19.5. The board must, on the request in writing of members representing not less than 25 per cent of the total number of members, convene a special general meeting of the Association.
- 19.6. The request for a special general meeting must:
- 19.6.1. state the objects of the meeting; and
 - 19.6.2. be signed by the members requesting the meeting; and
 - 19.6.3. be sent to the address of the Secretary.
- 19.7. If the board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 19.8. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

20. SPECIAL BUSINESS

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

21. NOTICE OF GENERAL MEETINGS

The Executive Director of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

22. PROCEEDINGS AT GENERAL MEETINGS

- 22.1. All business shall be deemed special that is transacted at a Special General Meeting or that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, the ordinary report of the Board, election of Board Members in the place of those retiring and the appointment and fixing of any remuneration of the Auditor or Auditors.
- 22.2. No business, except to adjourn the meeting, shall be transacted at any General Meeting unless a quorum of voting Members is present in person or proxy at the time when the meeting proceeds to business. One quarter of the total number of Members shall be a quorum.

- 22.3. At any General Meeting, if within one half hour from the time appointed for the meeting a quorum is not present, it shall be adjourned to the same day in the following week at the same time and place. If at the adjourned meeting a quorum is not then present within one half hour of the time appointed for the meeting, the Members present in person or by proxy shall constitute a quorum.
- 22.4. The Chairman of the Board shall (if present) preside as Chairman at every General Meeting of the Association. In the absence of the Chairman of the Board the Vice-Chairman of the Board shall take the chair or in his/her absence, the Members present shall choose one of their number to be Chairman of the Meeting.
- 22.5. The only persons entitled to vote at General Meetings or to have any voice in the management of the Association shall be Financial Members. The Board may, however, invite any other person or persons to attend any such meeting or meetings.
- 22.6. In case of an equality of votes the Chairman shall be entitled to a second or casting vote.
- 22.7. The Chairman may with the consent of the Meeting adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- 22.8. At every General Meeting unless a poll is demanded, a vote shall be taken by a show of hands and a declaration by the Chairman that a resolution has or has not been carried and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 22.9. If a poll is demanded in the manner aforesaid the same shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. VOTES OF MEMBERS

- 23.1 Every Full Member of the Association (that is all members except Associate Members) shall have one vote and no more.
- 23.2. Votes may be given personally or by proxy.
- 23.3. A proxy appointed to attend and vote for a Member has the same rights as a Member.
- 23.4. The proxy shall be entitled to vote by show of hands.
- 23.5. A proxy need not be in any special form. An appointment of a proxy is valid if it is signed by the Member making the appointment and contains at least the following information:-
- 23.5.1. the Member's name and address;
 - 23.5.2. the Association's name;
 - 23.5.3. the proxy's name and address;
 - 23.5.4. the date, time and place of the meeting at which the appointment may be used;

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- 23.5.5. if the Member wishes to make a specific direction to the proxy how the proxy must vote on any particular matter then the manner in which the vote must be exercised.
- 23.6. A proxy shall only be valid for a meeting if at least 48 hours before the meeting the Association has received the proxy's appointment and if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.
- 23.7. The appointment of proxy, authority or certified copy of the authority may be given to the Association by:-
23.7.1. delivering the same to the Association's registered office; or
23.7.2. faxing the same to the facsimile number at the Association's registered office or sending it to the electronic address at the registered office of the Association or at the place, to the facsimile number or to the electronic address specified for the purpose in the notice of meeting.
- 23.8. An appointment of a proxy shall be of no effect if the Association receives either or both the appointment or authority or certified copy authority at a facsimile number or electronic address and any requirement concerning proxies in the notice of meeting that requires the transmission to be varied in a specified way or the proxy to produce the appointment and authority or certified copy of the authority at the meeting is not complied with.
- 23.9. An Incorporated or Partnership Member may appoint an individual as a representative to exercise all or any of the powers the Member may exercise:-
23.9.1. at meetings of the Association's Members; or
23.9.2. in relation to any resolution to be passed without a meeting.
- 23.10. Unless otherwise specified in the appointment, the representative may exercise on the body corporate's behalf, all of the powers that the Member could exercise at a meeting or in voting on a resolution.
- 23.11. No Member shall be entitled to vote at any General Meeting if the Member is not a Financial Member no later than 24 hours before the meeting at which the vote is to be taken.

24. FUNDS, RECORDS AND ACCOUNTS

- 24.1 The Treasurer of the Association must ensure that:
24.1.1 all moneys due to the Association are collected and received and that all payments authorised by the Association are made; and
24.1.2 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 are kept.
- 24.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the board.
- 24.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the board determines.

- 24.4 Correct accounts and books shall be kept by the Honorary Treasurer and, where relevant, by office bearers of sub-committees of the Association showing the financial affairs of the Association and the particulars usually shown in books of account of a like nature.
- 24.5 The books of account shall be kept at the registered address of the Association, or at such other place or places as the Board thinks fit and subject to any privacy laws, shall always be open to the inspection of any Member upon a request in writing.
- 24.6 The Board shall lay before the Members at the Annual General Meeting a Revenue Account for the preceding financial year. A Balance Sheet shall be made out in each year and shall be duly audited and laid before the Members at the same meeting made up to the 31st March in each year and a copy thereof shall, together with a report of the Board as to the state of the Association's affairs be printed and be made available by the Executive Director for inspection by Members at the Association's registered office, from the date of despatch or publication of the Notice of the Annual General Meeting up to the date of the Annual General Meeting and a copy of such Financial Statements shall be made available to any Member, free of charge upon request in writing.

25. SEAL

The common seal of the Association must be kept in the custody of the Secretary. The common seal must not be affixed to any instrument except by the authority of the board and the affixing of the common seal must be attested by the signatures either of two members of the board or, of one member of the board and of the public officer of the Association.

26. NOTICE TO MEMBERS

- 26.1. Except for the requirement in rule 21, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:
- 26.1.1. delivering the notice to the member personally; or
- 26.1.2. sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- 26.1.3. facsimile transmission, or
- 26.1.4. electronic transmission, or
- 26.1.5. such other method as the board may , from time to time decide.

27. AUDIT

The Association, while it is a prescribed Association in terms of the Act, shall appoint a properly qualified Auditor and his or their remuneration shall be fixed and duties regulated in accordance with the Act and these Rules.

28. INDEMNITY AND LEGAL PROCEEDINGS

28.1. Every Board Member, and the Executive Director for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

28.2. No Board Member shall be liable 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 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 or tortious act of any person owing moneys to the Association or with whom any moneys securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereof unless the same happen through his own dishonesty.

29. WINDING UP

29.1 The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Association: provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association: provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association or the provision of services to a Member to which the Member would be entitled in accordance with the Statement of Purposes if the Member were not a Member of the Association.

29.2 If the Members with the consent of the Board determine to wind up or cancel the incorporation of the Association, any property or assets remaining after the satisfaction of all debts and liabilities, the same shall be given or transferred by the Members with the consent of the Board to a non profit organisation or to a fund which is charitable at law with the requirement that such organisation or fund is eligible for tax deductibility provided in the Income Tax Assessment Act 1997 or Income Tax Assessment Act 1936; such institution or institutions to be determined in accordance with a special resolution of the Members of the Association or in the absence of a Special Resolution of the Members by the Registrar.

30. ALTERATION OF THE RULES

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