



CONSTITUTION

OF THE

TASMANIAN TRANSPORT COUNCIL INC
(TTC)

ABN 65 801 033 601

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1 DEFINITIONS

1.1 In the interpretation of this Constitution the following terms have the meaning set out below:

Act means the *Associations Incorporation Act 1964 (Tas)*;

By-Laws means any bylaws of TTC for the time being in force;

Associate Member means a member of the TTC that is an Industry Associate;

Executive Committees or **Executive Committee** or **Executive Committees** or the **Executive Committee** means the Executive Committee of TTC;

Executive means the Executive Office Bearers and the Secretary;

Executive Office Bearer means a person appointed by the Executive Committee to hold the position of President, Immediate Past President, Vice President or Treasurer;

Industry means Road Transport Industry as set in Clause 3;

Industry Associate means an organisation or person that is not a Transport Operator but supports or has an interest or stake in the Road Transport Industry;

In writing or written includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form that is reproducible in hard copy or electronic form;

Member means a Transport Operator or Industry Associate admitted to membership of TTC in accordance with this Constitution;

Officer means an Executive Office Bearer, Secretary or an Executive Committee member;

Public Officer means the President of the TTC, or such other Executive Office Bearer as the Executive appoints to be the Public Officer from time to time;

Register means the Register of Members kept pursuant to the Act;

Road Transport means road transport between two or more places located in the same country by a vehicle registered in that country;

TTC means the Tasmanian Transport Council ABN; 65 801 033 601;

Transport Operator means an association, corporation, partnership, proprietorship, individual or trust who employs or usually employs a person or persons in or in connection with the Road Transport Industry or is a sole trader operating in the Road Transport Industry;

Transport Operator Member means a member of the TTC that is a Transport Operator.

1.2 Interpretation

- (a) Words importing the singular include the plural and vice versa and [words importing the masculine gender include the feminine gender and neuter gender and] words importing persons include corporations.
- (b) An expression that is given a special meaning for the purposes of any part of the Act has that same meaning when used in this constitution;
- (c) Headings are included for convenience only and do not affect interpretation of this constitution;
- (d) A reference to a statute includes a reference to all enactments amending or consolidating the statute and to an enactment substituted for the statute and any subordinate legislation, including regulations.

2. NAME

- 2.1 The name of the association is Tasmanian Transport Council Inc(TTC).

3. INDUSTRY

- 3.1 The industry within which TTC is formed is the Road Transport Industry, that includes without limitation, fleet operators, general freight, road train operators, livestock carriers, grain carriers, tippers, express carriers, tankers and refrigerated operators, passenger vehicle operators, couriers, cash in transit operators, waste collection businesses, agriculture and aquaculture operators, rail operators, marine operators, air operators involved in the business of both intrastate and interstate Road Transport, as well as businesses that support the Road Transport Industry.

4. OBJECTS

- 4.1 The objects of TTC are:
 - (a) The objectives of the TTC shall be to combine the strength of all Transport Operators Nationwide (with a focus on Tasmania) so that the Tasmanian Road Transport Industry can offer a united front and speak with a single voice on any and all matters affecting transport Nationwide (with a focus on Tasmania);
 - (b) To provide a forum for the Tasmanian Transport Industry to discuss problems and matters of common interest and concern, and promote ideas for the benefit of the industry;
 - (c) To liaise with key Government transport agencies, both Tasmanian and National, to ensure the best interests of TTC members and the Tasmanian Transport Industry as a whole are achieved;

- (d) To act in the best interests of the Road Transport Industry (with a focus on Tasmania) to create desirable safety, business, economic, legal, environmental and social outcomes;
- (e) To promote the Road Transport Industry so that potential professional and well-trained persons will have access to long-term career opportunities (with a focus on Tasmania);
- (f) To promote safety and compliance with all relevant Road Transport Industry laws and regulations amongst Members and to help Members to achieve safety and compliance outcomes;
- (g) To discuss, consider and consult Road Transport Industry and government on all matters pertaining to and impacting on the Industry;
- (h) To facilitate communication and discussion between Members and to collect and disseminate information affecting Members and the Road Transport Industry;
- (i) To advocate the principle of national uniformity of regulation and to achieve that principle through national coordinated participation in community and government processes;
- (j) To subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the TTC provided that the TTC must not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as the prohibition imposed on TTC under or pursuant to Clause 25 of this Constitution;
- (k) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of TTC.

5. ELIGIBILITY FOR MEMBERSHIP

- 5.1 The Transport Operators and Associate Members who are the Members at the date of adoption of this Constitution and such other Transport Operators and Industry Associates as the Executive Committee admits to membership in accordance with this Constitution will be Members of TTC.
- 5.2 Membership of TTC may be comprised of an unlimited number of Transport Operators and Industry Associates.

6. APPLICATION FOR MEMBERSHIP

- 6.1 Each application for membership of TTC must be in writing and must:
 - (a) Include the correct name and address of the applicant;

- (b) Include the applicant's signature or, in the case of a corporation, the signature of an authorised officer of the corporation;
- (d) Include a copy of the constituent or governing document of the applicant (if any); and
- (e) Be accompanied by payment of the applicable membership fee.

6.2 By applying for membership, the applicant:

- (a) Agrees to be bound by TTC's Constitution; and
- (b) Consents to TTC making one or more applications before Courts, Fair Work Commission and other Industrial Commissions and Tribunals, other State and Federal Tribunals, Commissions and Inquiries in the furtherance of its objects.

6.3 The application for membership may be submitted by electronic mail or by post to TTC's registered address.

6.4 After receipt of an application for membership, the Executive Committee will determine the application. The Executive Committee may accept the application on behalf of TTC. The Executive Committee may accept and approve each application for membership, if it is satisfied that:

- (a) The applicant is a Transport Operator or Industry Associate and is eligible to become a Member;
- (b) If the applicant is a natural person or comprises of natural persons, the natural person or any natural persons so comprised are not of bad character;
- (c) The constituent documents of the applicant (if any) are not inconsistent with the objects or purposes of TTC and the applicant's members, Executive Committees or managers are not persons of bad character.

6.5 When an applicant has been accepted for membership, the Secretary must send to the applicant written notice of such acceptance and will enter the Member into the Register.

6.6 If the Executive Committee determines that the applicant is ineligible for membership or should be refused membership, it will notify the applicant in writing of the refusal and the reasons for refusal. The applicant may by notice in writing within fourteen (14) days submit to the Secretary an appeal of the decision, which will include the reasons for the appeal.

6.7 On receipt of an appeal, the Executive Committee must reconsider the application for membership, including the reasons for appeal. If on reconsideration the application for membership is accepted, the applicant will be notified in accordance with Clause 6.6. If the application is refused, that decision will be final but the applicant may again apply for membership after twelve months has lapsed.

7 MEMBERSHIP

- 7.1 A Transport Operator Member with six or more employees will be entitled to have two voting representatives on the TTC. A Transport Operator Member with less than six employees is entitled to one vote. A Transport Operator Member may also nominate a designated Proxy for each representative, provided such nomination is advised in writing to the Secretary eight hours before the commencement of any TTC meeting in which a proxy participates.
- 7.2 An Associate Member does not have the right to vote or hold the proxy of a Transport Operator Member.
- 7.3 The Member Organisation from which the President of the TTC is elected shall be entitled to nominate an additional representative for the period of chairmanship.
- 7.4 The TTC shall in no way affect the autonomy of a Member.
- 7.5 Membership of TTC is not transferable.
- 7.6 The annual subscription payable by Members of TTC will be as the Executive Committee may from time to time prescribe. The Executive Committee may determine that different fees are payable as between the Members in its absolute discretion.
- 7.7 All annual subscriptions will become due and payable no later than 30th June each financial year.
- 7.8 If the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member – the public officer may remove the name of the member from the register of members maintained under rule 6.5.
- 7.9 If a member of the TTC has not paid his or her annual subscription for a financial year of the TTC by 30th June of the financial year, he or she is not entitled to attend, or vote at, the next annual general meeting of the TTC.
- 7.10 The Executive Committee may at any time determine that TTC makes levies upon Members for the purposes of meeting general operating expenses or funding special projects. The levies may be made upon all Members and may be of different amounts for different Members, and any such levy will become due and payable immediately after determination by the Executive Committee.
- 7.11 The Executive Committee may at any time determine that TTC imposes such individual levies or fees on one or more specific Members as the Executive Committee deems reasonable in respect of services performed, expenses incurred, or time spent on behalf of a Member.

8. RESIGNATION OF MEMBERSHIP

- 8.1 A Member may resign from membership of TTC by notice in writing addressed and delivered to the Secretary.
- 8.2 A notice of the resignation from membership of TTC will take effect:

- (a) On the day upon which the notice is received by TTC; or
 - (b) On the day specified in the notice, which is a day not earlier than the day when the Member ceases to be eligible for membership.
- 8.3 A notice delivered to the Secretary of the TTC will be taken to have been received by TTC when it was delivered.
- 8.4 A notice of resignation that has been received by TTC will not be invalid because it was not addressed and delivered in accordance with Clause 8.1.
- 8.5 A resignation from Membership of TTC will be valid even if it is not affected in accordance with this Clause if the Member is informed in writing by or on behalf of TTC that the resignation has been accepted.

9. TERMINATION OF MEMBERSHIP

- 9.1 The membership of TTC of any Member will terminate following the passing of a resolution by the Executive Committee on the following grounds:
- (a) If the Member ceases to be eligible for membership.
 - (b) If the subscription of a Member remains unpaid for a period of two (2) calendar months after it becomes due provided that TTC gives the Member 14 days' notice in writing after the two calendar months have elapsed and provided that the Executive Committee may reinstate the Member and restore the Member's name to the Register on payment of all arrears if the Executive Committee thinks fit to do so.
 - (c) If an Executive Committee, member or manager of the Member has breached one or more provisions of this Constitution or By-Laws of TTC or has acted contrary to the interests or objects of TTC, or has engaged in conduct is unbecoming of a Member, provided that prior to removing the Member from the Register the Secretary, on behalf of Executive Committee, has provided to the Member notice in writing of the ground or grounds on which it proposes to terminate the membership and has provided the Member 14 days to respond to the notice and has also given the Member the opportunity to attend a meeting of the Executive Committee for the purpose of addressing the Executive Committee on the ground or grounds that are relied upon.
 - (d) In the case of an individual, the Member dies or becomes of unsound mind.
 - (e) If the Member is insolvent, placed into liquidation, declared bankrupt or enters into a deed of assignment or arrangement for the benefit of creditors against or by the individual, has a receiver or manager appointed or is wound-up.

On termination, the Member will be removed from the Register.

- 9.2 Any Member who withdraws from membership, or whose membership is otherwise terminated pursuant to this Constitution, will cease to have any claim or interest of

any nature whatsoever to or in any of the funds or assets of TTC or against any member of the salaried staff of TTC.

10. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 10.1 An Executive Committee consisting of no more than six Transport Operator Members must be elected by Transport Operator Members at an annual general meeting. Transport Operator Members must fill a casual vacancy in the Executive Committee at the first general meeting or annual general meeting held after the vacancy occurs.
- 10.2 Subject to this Constitution the Executive Committee will be the supreme governing body of TTC and have the management and control of the affairs of TTC and exercise all powers of TTC as are not, by the Act or by this Constitution, required to be exercised by TTC in general meeting.
- 10.3 The Executive Committee may make By-Laws that are not inconsistent with the constitution and the Act for the general management and running of TTC. The By-Laws are binding on the Members.
- 10.4 Subject to Clause 10.1 the Executive Committees will have power at any time, and from time to time, to appoint any person to the Executive Committee to fill a short term casual vacancy or in addition to their number.
- 10.5 Each Executive Committee member holds office for two years unless they cease being a TTC Member or have been appointed to fill a casual vacancy.
- 10.6 Any Executive Committee appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting when the other Executive Committee members' appointment expires.

11. THE EXECUTIVE

- 11.1 The Executive must consist of the three Executive Office Bearers and the Secretary.
- 11.2 The positions of the three Executive Office Bearers are voting members of the Executive elected by the Executive Committee from their number. In order to remain on the Executive, an Executive Office Bearer must remain an Executive Committee Member of TTC.
- 11.3 The Executive Committee may determine the election process for the Executive.
- 11.4 Each Executive Office Bearer's term of office will expire at the conclusion of the Executive Committee meeting after the second annual general meeting following the date of their appointment provided that they may stand for re- election.
- 11.5 The Executive will deal with, and conclude such business as may be referred to it or delegated by the Executive Committee. Under the general directions of the Executive Committee, the Executive may do all things necessary to carry out the determinations of the Executive Committee and make such decisions on a day to

day basis to ensure that TTC is conducted in accordance with this Constitution. The Executive must ensure that there are policies and procedures in place to regulate the expenditure of TTC and ensure it is in accordance with TTC's budgets from time to time.

- 11.6 The Executive Committee may by ordinary resolution remove any Executive Office Bearer or the Secretary before the expiration of his or her period of office and may by an ordinary resolution appoint another person in his or her stead; the person so appointed will hold office only until the Executive Committee meeting following the next annual general meeting.
- 11.7 The Executive must meet at least four (4) times in each calendar year.
- 11.8 The Executive must meet at such times, dates and places as it resolves or as may be fixed by the President in conjunction with the Secretary.
- 11.9 The Secretary must give each Executive Officer Bearer at least 7 days' notice of meetings of the Executive and 72 hours' notice of any special meeting.
- 11.10 The Executive must keep proper minutes of its meetings and, subject to this Clause, the provisions regulating proceedings of the Executive Committee apply to the proceedings of Executive also.
- 11.11 Questions arising at any meeting of the Executive are determined by a majority of votes of the Executive Office Bearers present.

12. THE PRESIDENT

- 12.1 The President will, unless he or she delegates to the Vice President, chair all meetings of the Executive Committee, the Executive and all general meetings of TTC and may, if he or she desires, and if requested, chair any other meetings of TTC at which he or she is present he or she must preserve order so that the business may be conducted in due form and with propriety and upon the minutes being confirmed must sign the minute book. The chair of any meeting will have a casting vote in addition to their own in all cases of equality in voting, except in the case of a general meeting.
- 12.2 The President should hold office for a maximum of two consecutive years (unless the majority of the Transport Operator Members request another period).

13. IMMEDIATE PAST PRESIDENT

- 13.1 The Immediate Past President provides advice and leadership to the Executive team regarding past practices and other matters to assist the Executive team in governing the Association. ... The Immediate Past President performs the duties of the President in the absence or disability of the President.

14. THE VICE PRESIDENT

14.1 The Vice President must at all times assist the President in the execution of his or her duties and if the President is for any reason unable or unwilling to act at any time, the Vice President will act as, and have the rights and powers of the President. The Vice President will carry out such duties as may be delegated by the President or the Executive Committee.

15. THE SECRETARY

15.1 The Secretary must:

- (a) Be appointed by the Executive Committee from the members of the TTC in accordance with this Constitution and may be an Executive Office bearer;
- (b) Only be entitled to participate in the management of the financial or other affairs of TTC, the enforcement of this Constitution or the performance of functions in relation to the enforcement of this Constitution in accordance with directions given by the Executive Committee, the Executive or an Officer for the purpose of implementing existing policy or decisions concerning TTC;
- (c) Be entitled to attend and speak at all Executive Committee, Executive or meetings of Members.
- (d) The Secretary may only vote in Executive Committee if they are an Executive Office Bearer and may only vote in other TTC meetings if they are a Transport Operator Member.
- (e) The Secretary will be entitled to appoint staff and engage such contractors as the with the remuneration and/or other conditions of appointment of such persons to be approved by the Executive Committee;
- (f) Be responsible to the Executive Committee for day-to-day administration regarding membership and financial matters;
- (g) Forward to Members such notices or communications as the Secretary considers necessary having regard to this Constitution and the Act;
- (h) Have the custody of all books (including the Register), documents and securities of TTC and will be responsible for their safe custody;
- (i) Keep, or will cause to be kept minutes of all Executive Committee and other meetings; and
- (j) Keep proper accounting records to enable the audit of TTC's accounts by the auditors.
- (k) Cause to be kept a Register in which will be recorded the name and address of every Member of TTC, and such other particulars as the Executive Committee may direct from time to time. An entry in the Register will be evidence of membership of TTC.

15.2 The Executive Committee is empowered to select and appoint TTC's Secretary.

16. THE TREASURER

16.1 True accounts are to be kept of the following:

- (a) Each receipt or payment of money by the TTC and the matter in respect of which the money was received or paid;
- (b) Each asset or liability of the TTC.

16.2 The accounts are to be open to inspection by the members of the TTC at any reasonable time, and in any reasonable manner, determined by the Executive Committee.

16.3 The treasurer of the TTC is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the TTC in the form and manner the committee determines.

16.4 The accounts, books and records are to be kept at the TTC's office or at any other place the committee determines.

16.5 On behalf of the TTC, the treasurer of the TTC is to:

- (a) Receive any money paid to the TTC; and immediately after receiving the money, issue an official receipt in respect of the money; and
- (b) Cause the money to be paid into the account opened under sub rule (2) as soon as practicable after it is received.

16.6 Except with the authority of the committee, a payment of an amount exceeding \$20 is not to be made from the funds of the TTC other than:

- (a) By cheque drawn on the TTC's account; or
- (b) By the electronic transfer of funds from the TTC's account to another account at an authorised deposit-taking institution.

16.7 The committee may provide the treasurer of the TTC with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.

16.8 A cheque is not to be drawn on the TTC's account, and an amount is not to be electronically transferred from the TTC's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the committee.

16.9 A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be:

- (a) Signed by the treasurer of the TTC or, in the treasurer's absence, by any other member, or members, of the committee the committee nominates for that purpose; and
- (b) Countersigned by the public officer.

16.10 An electronic transfer of an amount from the TTC's account to another account at an authorised deposit-taking institution:

- (a) May only be authorised by the treasurer of the TTC or, in the treasurer's absence, by any other member, or members, of the committee the committee nominates for that purpose; and
- (b) May only be authorised by a person referred to in paragraph (a) if the authorisation has been approved by the public officer.

16.11 The Treasurer shall receive an honorarium each year, at a rate to be determined at each Annual General Meeting, to be paid in two equal parts.

17. REMOVAL OF OFFICE HOLDERS

17.1 The office of an Executive Committee becomes vacant if the Executive Committee:

- (a) Becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (b) Is prohibited from being an Executive Committee by reason of any order made under the Act;
- (c) Ceases to be an Executive Committee by operation of any provision of the Act;
- (d) Becomes of unsound mind;
- (e) Resigns as an Executive Committee by notice in writing to TTC;
- (f) Is absent from three consecutive meetings of the Executive Committee without having previously obtained leave of the Executive Committee; or
- (g) Is removed by an ordinary resolution of Members.

18. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

18.1 The Executive Committees must cause minutes to be made of all meetings of the Executive Committee.

18.2 Such minutes must be signed by the Chairperson of the meeting.

18.3 The Executive Committee must meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, except that they must meet together at least four (4) times during any calendar year. At any other time one Executive Committee may requisition the Secretary to summon a special meeting of

the Executive Committee and, on such requisition; the Secretary must give notice of the meeting.

- 18.4 The Executive Committee members must be given at least three (3) days' notice of meetings of the Executive Committee.
- 18.5 Unless the Executive Committee determine otherwise, the quorum for an Executive Committee meeting is three (3) and the quorum must be present at all times during the meeting.
- 18.6 No quorum:
- (a) If within an hour from the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day (not being more than 14 days after such meeting) time and place as the Chairperson or the Secretary may then appoint; and
 - (b) If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will proceed with the Executive Committee members present.
- 18.7 The President will preside as Chairperson at every meeting of the Executive Committee, or if there is no President or if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice President will preside as Chairperson. If the Vice President is not present at the meeting then the Executive Committee may choose one of its numbers to preside as Chairperson of the meeting.
- 18.8 The Executive Committee may pass a resolution without an Executive Committee meeting being held if all the Executive Committees entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by the Executive Committees if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Executive Committee signs.
- 18.9 An Executive Committee meeting may be called or held using any technology consented to by all of the Executive Committee. The consent may be a standing one. An Executive Committee may only withdraw their consent within a reasonable period before the meeting.
- 18.10 The contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of Executive Committees not less than the quorum whether or not any one or more of the Executive Committees are present in person at a place designated for the meeting, will be deemed to constitute a meeting of the Executive Committee.
- 18.11 A minute of the proceedings at such meeting by telephone or other means of communication will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

18.12 Subject to this Constitution, questions arising at any meeting of the Executive Committee will be decided by a majority of votes and a determination by a majority of the members of the Executive Committee present and voting will for all purposes be deemed a determination of the Executive Committee. In case of an equality of votes the Chairperson of the meeting will have a second or casting vote.

18.13 Subject to Clauses 17.14 to 17.16:

- (a) Executive Committee members are not disqualified by their office from contracting with or holding any other office under TTC;
- (b) A contract entered into by, or on behalf of TTC in which an Executive Committee member is in any way interested cannot be avoided because of that interest; and
- (c) An Executive Committee contracting with TTC or being interested in a contract is not liable to account to TTC for any profit realised by the contract by reason only of the person's position as an Executive Committee.

18.14 An Executive Committee member who has a material personal interest in a matter that is being considered at a meeting of Executive Committee:

- (a) must declare their interest in the matter;
- (b) must not vote on the matter (or in relation to a proposed resolution in relation to the matter); and
- (c) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

18.15 Clause 18.14 (b) and (c) do not apply if the Executive Committee has at any time passed a resolution that:

- (a) specifies the Executive Committee member, the interest and the matter; and
- (b) states that the Executive Committee voting for the resolution is satisfied that the interest should not disqualify the Executive Committee member from considering or voting on the matter.

18.16 An Executive Committee member may not participate in the execution of any instrument by or on behalf of TTC concerning a transaction in which he or she is interested.

19. GENERAL MEETINGS

19.1 All general meetings will be held at such time and place as may be determined by the Executive Committee. The Executive Committee may whenever it thinks fit convene a general meeting.

19.2 The Executive Committee must call and arrange to hold a general meeting on the request of at least three Transport Operator Members.

- 19.3 A request made under Clause 18.2 must:
- (a) Be in writing;
 - (b) State any resolution to be proposed at the meeting;
 - (c) Be signed by the Members making the request; and
 - (d) Be given to the Secretary.
- 19.4 Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
- 19.5 The percentage of votes that Members have is to be worked out as at the midnight before the request is given to TTC.
- 19.6 The Executive Committee must call the meeting within 21 days after the request is given to TTC. The meeting is to be held not later than 2 months after the request is given to TTC.
- 19.7 An annual general meeting of TTC must be held once in every calendar year. All general meetings other than the annual general meetings will be called Special General Meetings.
- 19.8 Twenty one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting, and in case of special business the general nature of that business will be given to such persons as entitled to receive such notices from TTC.
- 19.9 With the exception of the consideration of the accounts, balance-sheets and the report of the Executive Committee and auditors, the election of Members of the Executive Committee and the appointment and fixing of the remuneration of auditors, all business at general meetings will be special business.

20. PROCEEDINGS AT GENERAL MEETINGS

- 20.1 No business must be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business, except as set out in Clause 19.4.
- 20.2 A quorum must not be any less than 50% of Transport Operator Members present or by proxy.
- 20.3 For the purpose of Clause 19.2, "Transport Operator Member" includes a person attending as a proxy or as representing an association or corporation which is a Member.
- 20.4 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place

as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present will be a quorum.

- 20.5 At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded:
- (a) By the Chairperson;
 - (b) By a Transport Operator Member or Transport Operator Members present in person or by proxy and representing not less than 5% of the votes that may be cast on the resolution on a poll.
- 20.6 The poll may be demanded:
- (a) Before a vote is taken;
 - (b) Before the voting results on a show of hands are declared; or
 - (c) Immediately after the voting results on a show of hands are declared.
- 20.7 The percentage of votes that Members have is to be worked out as at the midnight before the poll is demanded.
- 20.8 Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of TTC will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20.9 The demand for a poll may be withdrawn.
- 20.10 If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll will be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairperson or on a question of adjournment will be taken immediately.
- 20.11 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded does not have a second or casting vote.
- 20.12 A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member will have the number of votes assigned to them under sub clause 7.1 and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative will have the number of votes assigned to them under sub clause 7.1.
- 20.13 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, or by his or her trustee or by such other person as

properly has the management of his or her estate, and any such committee, trustee or other person may vote by proxy or attorney.

20.14 The instrument appointing a proxy must be in writing under the hand of the appointer or either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointer or attorney must be witnessed by a person other than the proxy. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A Member will be entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.

The instrument appointing a proxy may be in the following form or in a common or usual form.

*I, being a Member or an Executive Committee/officer/authorised delegate of
.....
..... being a Transport Operator Member of TTC hereby appoint
.....of
.....or.....
...failing
.....him/her
..... of
.....as my proxy to vote for me on my behalf
at the (annual general or special general as the case may be) meeting of TTC to be
held on the
.....day of... and at any
adjournment.
My proxy is hereby authorised to vote *in favour of/*against the following
resolutions: Signed thisday of 20.....*

Note: in the event of the Transport Operator Member desiring to vote for or against any resolution it must instruct its proxy accordingly, unless otherwise instructed, the proxy may vote as he or she thinks fit.

20.15 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority must be deposited the Secretary or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) Hours before the time appointed for the taking of the poll, and in default the instrument of proxy must not be treated as valid. A vote given in accordance with the terms of an instrument of proxy or attorney will be valid notwithstanding the previous revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such revocation has been received by the Secretary of the TTC before the commencement of the meeting or adjourned meeting at which the instrument is used.

21. ELECTRONIC COMMUNICATION

21.1 The contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of Members not less than the quorum, whether or not any one or more of the Members are present in person at a place designated for the meeting, will be deemed to constitute a meeting of TTC and all the provisions in this Constitution as to meetings of the Members will apply to such meetings as long as the following conditions are met:

- (a) All Members for the time being entitled to receive notice of a meeting of TTC have received notice of such a meeting in the manner specified by this Constitution;
- (b) Each of the Members taking part in the meeting by telephone or other means of communication must be able to hear each of the other Members taking part at the commencement of the meeting;
- (c) At the commencement of the meeting each Member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of a meeting of the Members of TTC;
- (d) Voting by show of hands is replaced by requiring all Transport Operator Members participating in the meeting to indicate verbally or in writing their vote.
- (e) A Member may not leave the meeting by disconnecting the telephone or other means of communication unless that Member has previously obtained the express consent of the Chairperson of the meeting and a Member will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless that Member has previously obtained the express consent of the Chairperson of the meeting to leave the meeting; and
- (f) A minute of the proceedings at such meeting by telephone or other means of communication will be sufficient evidence of such proceedings and the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

21.2 The Chairperson may adjourn a meeting from time to time and from place to place, but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Except as provided for in this Clause, it will not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.

22. ACCOUNTS

22.1 The TTC may appoint an auditor in a general meeting and, if appointed, the auditor holds office in accordance with the Act.

22.2 The Executive Committee must cause:

- (a) Proper accounting and other records to be kept;
- (b) Copies of yearly financial statements (including every document required by law to be attached to them) accompanied by a copy of any auditor's report to be distributed to Members as required by the Act; and
- (c) A statement of financial position, a statement of financial performance and a statement of cash flow for the preceding financial year of TTC to be prepared to a date not more than twelve months before the date of the meeting and sent to every Member with the notice for each annual general meeting.

23. NOTICES

23.1 TTC may give the notice of meeting to a Member either by:

- (a) Serving it on the Member personally; or
- (b) By sending it by post to the Member at the address shown in the Register or the address supplied by the Member for the giving of notices; or
- (c) Forwarding it by facsimile transmission at the facsimile number shown in the Register (if any) or the facsimile number supplied by the Member for the giving of notices; or
- (d) Forwarding it by electronic mail to the electronic mail address shown in the Register (if any) or the electronic mail address supplied by the Members for the giving of notices; or
- (e) In any other way allowed by the Act.

23.2 A notice of meeting sent by post is taken to be given three days after it is posted.

23.3 A notice of meeting sent by facsimile will be deemed to be effected on the date TTC receives a facsimile transmission report confirming delivery of the notice at the facsimile number for the Member.

23.4 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the electronic mail.

23.5 Notice of every general meeting must be given in any manner authorised by this constitution to:

- (a) Every Member except those Members who have not supplied to TTC an address for the giving of notices to them;
- (b) The auditor or auditors for the time being of TTC;
- (c) The Executive Committee members;

- (d) The Members of the Executive.

No other person is entitled to receive notices of general meetings.

24. OFFICERS: INDEMNITIES AND INSURANCE

- 24.1 Every Executive Committee member, Secretary and other officer of TTC is indemnified out of the assets of TTC against any liability incurred by the person as officer except where TTC is prohibited from indemnifying the person under the provisions of the relevant law.
- 24.2 The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.
- 24.3 TTC may pay premiums in respect of contracts insuring current and past officers of the TTC against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where TTC is prohibited from doing so under the Act.
- 24.4 To the extent permitted by law, an Executive Committee, manager, secretary or other officer of TTC is not liable for:
- (a) The act, neglect or default of any other Executive Committee member or officer;
 - (b) Any loss or expenses incurred by TTC through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of TTC;
 - (c) The insufficiency or deficiency of any security in or upon which any money of TTC is invested;
 - (d) Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects are deposited or left; or
 - (e) For any other loss or damage that happens in the execution of the duties of his or her office, unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.

25. LIMITATION OF LIABILITY OF MEMBERS

- 25.1 Every Member of TTC undertakes to contribute to the property of TTC in the event of the same being wound up while they were a Member or within one (1) year after they cease to be a Member, for payment of the debts and liabilities of TTC contracted before they ceased to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$100.

26. DISTRIBUTION OF SURPLUS ASSETS AFTER WINDING UP

26.1 If upon the winding up or dissolution of TTC there remains after satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the Members of TTC but must be given or transferred to some other institution or institutions with objects similar to the objects of TTC and a prohibition on the distribution of its or their income and property among its or their Members to an extent at least as great as the prohibition imposed on TTC pursuant to this Clause, such institution or institutions to be determined by the Members of TTC at or before the time of dissolution and if and so far as effect cannot be given to this provision then to some charitable objects.

27. RESTRICTION ON TTC'S POWER TO APPLY INCOME AND PROPERTY

27.1 The income and property of TTC must be applied solely towards the promotion of the objects of TTC as set forth in this Constitution; and no portion must be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of TTC.

27.2 Provided that nothing will prevent:

- (a) the payment, in good faith, of reasonable and proper remuneration to any Member, officer or servant of TTC in return for any services actually rendered to TTC;
- (b) the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Commonwealth Bank on overdrafts of equivalent loans; or
- (c) the payment of reasonable and proper rent for premises demised or let by any Member to TTC.

28. DISSOLUTION OF TTC

28.1 For the dissolution of TTC the affirmative vote of 75% of Members present in person or voting by proxy at a Special General Meeting called for that purpose or annual general meeting is required.

29. ALTERATION OF CONSTITUTION

29.1 No new Clause will be made, nor will any part of the Constitution be altered or rescinded, unless by resolution of 75% of Members present in person or voting by proxy at a Special General Meeting called for that purpose or at an annual general meeting.