

ASSOCIATIONS INCORPORATION ACT 1981



**CONSTITUTION**

Reprinted, incorporating amendments to 4th September 2008

# METROPOLITAN TRANSPORT FORUM INCORPORATED

## CONSTITUTION

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## **STATEMENT OF PURPOSES**

The Metropolitan Transport Forum (MTF) aims to promote and work for sustainable, equitable and efficient transport options across metropolitan Melbourne.

In pursuit of this aim the MTF will:

- bring the perspective of local government into metropolitan transport planning debates;
- take a broad and systemic view of Melbourne's transport needs within an urban and social planning context;
- advocate for ecologically sustainable transport that reflects climate change imperatives;
- advocate for socially equitable transport options and modes
- create a forum for debate, research and policy development, and for sharing ideas on local practices;
- support communication and exchange between member councils, organisations and other tiers of government, in pursuit of its purposes;
- work collaboratively with other organisations that support its purposes;
- develop collective positions on debates relating to its purposes;
- encourage and support sustainable transport and mobility planning across metropolitan Melbourne;
- do any such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

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## **RULES**

### **1. Name**

The name of the incorporated association is Metropolitan Transport Forum Incorporated (in these Rules called "the Association").

### **2. Definitions**

In these Rules, unless the contrary intention appears:

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

**"associate member"** means an associate member of the Association;

**"Association"** means the Metropolitan Transport Forum Incorporated;

**"authorised delegate"** means a delegate appointed by a member;

**"council"** means a municipal council;

**"executive"** means the committee of management of the Association appointed and with the duties in accordance with rule 19;

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

**"member"** means a council which is a member of the Association;

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

### **3. Alteration of rules**

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

### **4. Membership, associate membership and subscriptions**

(1) A council which applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.

(2) A council which is not a member of the Association may be admitted to membership if:

- (a) it applies for membership in accordance with sub-rule (3); and
- (b) the admission as a member is approved by a general meeting.

(3) An application of a council for membership of the Association must:

- (a) be made in writing in a form containing the information set out in Appendix 1;
  - (b) provide advice of the name and contact details of its proposed authorised delegate and acknowledge that the name and email address of this delegate may be included in a circulation list; and
  - (b) be lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the next general meeting.
- (5) The general meeting must determine whether to approve or reject the application.
- (6) If the general meeting approves an application for membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 60 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription, or pro rata as appropriate.
- (7) The Secretary must, within 14 days after receipt of the amounts referred to in sub-rule (6), enter the new member's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when its name is entered in the register of members.
- (9) If the general meeting rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a council by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another council; and
  - (b) terminates upon the cessation of membership whether by resignation or otherwise.
- (11) The annual subscription is the relevant amount determined by the Association at the annual general meeting and is payable as determined by the Association at that meeting.
- (12) A non-metropolitan-Melbourne Council, organisation, or professional consultancy which supports the purposes of the Association, nominated and approved for associate membership as provided in these Rules, is eligible to be an associate member of the Association.

(13) The nomination and approval of associate members must take place in accordance with sub-rules 2 to 11 with any necessary modification.

(14) Rules 6 to 9 and 13 apply to associate members with any necessary modification.

(15) Associate members may attend and participate in meetings of the Association through appointed representatives, but are not entitled to vote on any matter.

## **5. Authorised delegates**

(1) Each member of the Association may appoint one councillor and one officer to be its authorised delegates for a 12 month term.

(2) Notwithstanding this or any other Rule, each member may appoint a substitute councillor or officer to attend any meeting of the Association.

(3) An authorised delegate who ceases to be a councillor or officer of the member which appointed the authorised delegate, ceases to be an authorised delegate.

(4) Any authorised delegate may resign by writing to the Secretary, and upon receipt of such resignation, the position becomes vacant.

(5) If an authorised delegate resigns, the Secretary must advise the Chief Executive Officer of the member of which the authorised delegate is a councillor or officer, of that resignation.

(6) A vacancy in any authorised delegate position must be filled by the relevant member appointing a new councillor or officer, within 50 days of the above advice.

## **6. Register of members, associate members and authorised delegates**

(1) The Secretary must keep and maintain a register of members containing:

(a) the name and address of each member and authorised delegate and associate member and appointed representative; and

(b) the date on which the name of each member, associate member, and authorised delegate was entered in the register; and

(c) the date on which each annual subscription is received.

(2) The register is available for inspection free of charge by any member, associate member and/or authorised delegate upon request.

(3) A member, associate member and/or authorised delegate may make a copy of entries in the register.

## **7. *Ceasing membership***

(1) A member or associate member of the Association which has paid all moneys due and payable by a member or associate member to the Association may resign from the Association by giving 60 days notice in writing to the Secretary of its intention to resign.

(2) After the expiry of the period referred to in sub-rule (1):

(a) the member or associate member ceases to be a member or associate member;  
and

(b) the Secretary must record in the register of members, the date on which the member or associate member ceased to be a member.

## **8. *Discipline, suspension and expulsion of members***

(In this rule, "member" includes "associate member".)

(1) Subject to these Rules, if the executive, after investigation and on reasonable grounds, finds 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 executive may by resolution:

(a) suspend that member from membership of the Association for a specified period;

(b) expel that member from the Association; or

(c) refer the matter to a general meeting."

(2) A resolution of the executive under sub-rule (1) does not take effect unless:

(a) at a meeting held in accordance with sub-rule (3), the executive confirms the resolution; and

(b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

(3) A meeting of the executive to confirm or revoke a resolution passed under sub-rule (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 (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:

(a) setting out the resolution of the executive and the grounds on which it is based;  
and



- (b) stating that the member, or its representative, may address the executive 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
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that it may do one or both of the following:
    - (i) attend that meeting;
    - (ii) give to the executive before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) informing the member that, if at that meeting, the executive confirms the resolution, it may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the executive to confirm or revoke a resolution passed under sub-rule (1), the committee must:
- (a) give the member, or its representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the executive, the executive confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), it must notify the executive and the executive must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7):
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or its representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

## **9. *Disputes and mediation***

(1) The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) in the case of a dispute between a member and another member, a person appointed by the executive of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must:-

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute but use all the mediator's best endeavours to assist the parties to resolve the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **10. *Annual general meetings***

(1) The association must in each calendar year, convene an annual general meeting of members within five months after the end of each financial year.

(2) The executive may determine the date, time and place of the annual general meeting of the Association and must give 21 days notice of the meeting.

(3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

(4) The ordinary business of the annual general meeting shall be:

(a) to confirm the minutes of the previous annual general meeting; and

(b) to receive from the executive, reports upon the activities and transactions of the Association during the last preceding financial year; and

(c) to receive and consider the financial statements submitted by the Association in accordance with section 30(3) of the Act; and

(d) to prepare a schedule of general meetings for the coming year; and

(e) to appoint a suitably qualified Auditor; and

(f) to determine the annual subscription fee and the date by which it is to be paid.

(5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **11. *General meetings and special general meetings***

(1) In addition to the annual general meeting, general meetings will be held on the first Wednesday of each month (save for January) or as otherwise determined by the Association.

(2) The election of members of the executive, and appointment of a public officer, will be conducted at the first general meeting of each year.

(3) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the executive must convene a special general meeting before the expiration of that period.

(4) The executive must, on the request in writing of members representing not less than 20 per cent of the total number of members, convene a special general meeting of the Association.

(5) The request for a special general meeting must:

- (a) state the objects of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

(6) If the executive does not cause a special general meeting to be held within one month after the date on which the request is sent to 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.

(7) 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 executive and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## **12. *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.

## **13. *Notice to members***

(1) Unless otherwise specified, the Secretary of the Association must, at least 7 business days before the date fixed for holding a meeting of the Association, cause to be served on every member, a notice addressed to the authorised delegate/s of the member stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Any notice required to be given to members under these Rules, may be sent:

- (a) by electronic transmission; or
- (b) if the member requests, by facsimile transmission or prepaid post.

(3) A member intending to bring any business before a meeting, may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

#### **14. *Quorum at meetings***

(1) No item of business may be conducted at a meeting unless a quorum of members entitled under these Rules to vote, is present at the time when the meeting is considering that item.

(2) Authorised delegates personally present representing one-half plus one of the membership, constitute a quorum for the transaction of the business of any meeting.

(3) If, within half an hour after the appointed time for the commencement of a meeting, a quorum is not present:

(i) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and

(ii) in any other case, the meeting shall stand adjourned to the next scheduled general meeting.

(4) If at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present, being not less than 5, shall constitute a quorum.

#### **15. *Presiding at meetings***

(1) The Chair, or in the Chair's absence, the Deputy-Chair, shall preside at each meeting of the Association.

(2) If the Chair and the Deputy-Chair are absent from a meeting, or are unable to preside, the members present must select an authorised delegate to preside.

(3) The Chair may make rulings on members, associate members, and guests speaking at meetings.

#### **16. *Adjournment of meetings***

(1) The Chair may, with the consent of a majority of members present at the meeting, adjourn the meeting to a time and place to be determined.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.

(4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **17. Voting at meetings**

(1) Upon any matter arising at a meeting of the Association, a member has one vote only.

(2) Subject to Rule 19, all votes must be given personally at the meeting by a show of hands.

(3) in the case of an equality of votes on a matter, the motion on that matter lapses. An authorised delegate is not entitled to vote at a meeting unless all moneys due by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

(4) If an authorised delegate has a direct or indirect pecuniary interest in any contract or proposed contract with the Association, or in any other matter in which the Association is concerned, then the provisions of Section 79(1), (2), (3), (4), (5), (6), (7) and (8) of the *Local Government Act 1989* are, with any necessary changes, to apply.

(5) Members may appoint a substitute councillor or officer who may attend any meeting on behalf of the member and vote personally in place of the authorised delegate and that substitute councillor or officer is deemed to be an authorised delegate.

(6) The Chair may, where appropriate, request confirmation that a member has appointed a person as its substituted authorised delegate.

### **18. Manner of determining whether resolution carried**

If a matter arising at a general meeting of the Association is determined on a show of hands:

(a) a declaration by the Chair that a resolution has been:

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the minutes of the Association;

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **19. Poll at meetings**

(1) If at a meeting, a poll on any matter is requested by not less than 3 authorised delegates, a poll must be taken at that meeting in such manner as the Chair may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll requested on the election of a Chair, or on an adjournment, must be taken immediately and a poll requested on any other matter must be taken at such time before the close of the meeting as the Chair may direct.

## **20. Executive**

(1) The affairs of the Association shall be managed by an executive.

(2) The executive shall:

(a) manage the business and affairs of the Association as delegated by the members; and

(b) report back to each general meeting on its activities.

(3) The executive shall consist of:

(a) a Chair, Deputy Chair, Secretary and Treasurer, who shall all be authorised delegates; and

(b) up to 4 other authorised delegates.

(4) All or part of the duties of the Secretary under the Rules may be delegated to an Executive Officer, and of the duties of the Treasurer under the Rules may be delegated to a Finance Officer, subject to the appointment, duties and terms of appointment being approved at a general meeting of the Association.

## **21. Term of executive**

(1) Subject to these Rules, members of the executive shall be elected at the first general meeting of the year and hold office until the first general meeting of the following year.

(2) In the event of a casual vacancy occurring in the office of a member of the executive, the executive may recommend appointment of an authorised delegate to fill that vacancy and the authorised delegate approved by the general meeting shall hold office subject to these Rules, until the first general meeting of the following year.

(3) In the event of a casual vacancy in the office of the Chair, a new Chair shall be elected at the next general meeting and shall hold office, subject to these Rules, until the first general meeting of the following year.

## **22. Election of executive**

(1) At least 21 days before the first general meeting of the year, the Secretary shall provide notice to members advising the date of that meeting and the nomination process in sub-rule (2) for the election of executive members at that meeting.

(2) Nominations of candidates for election as members of the executive must be:

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) A candidate may only be elected to one office on the executive.

(3) If insufficient nominations are received to fill all vacancies on the executive, the candidates nominated shall be deemed to be elected and further nominations may be received at the general meeting.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(6) The ballot for the election of members of the executive must be conducted at the meeting in such manner as the executive may direct.

## **23. Vacancies in executive**

The office of a member of the executive becomes vacant if that member:

(a) ceases to be an authorised delegate, or the member (council) ceases to be a member; or

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice in writing given to the Secretary.

## **24. Meetings of executive**

(1) The executive must meet at least 3 times in each year at such place and such times as the executive may determine.



(2) Special meetings of the executive may be convened by the Chair or by any 4 members of the executive.

### **25. *Notice of executive meetings***

(1) Written notice of each executive meeting must be given to each member of the executive at least 2 business days before the date of the meeting.

(2) Notice must be given to members of the executive of any special meeting of the executive, specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **26. *Presiding at executive meetings***

At meetings of the executive:

(a) the Chair or, in the Chair's absence, the Deputy-Chair presides; or

(b) if the Chair and the Deputy-Chair are absent, or are unable to preside, the members present must choose one of their number to preside.

### **27. *Removal of executive member***

(1) Provided that at least 21 days notice of, and reasons for, the proposed resolution has been provided to members, the Association in a general meeting, may, by resolution, remove any member of the executive before the expiration of that member's term of office and appoint another authorised delegate to hold office until the expiration of the term of the first-mentioned member.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations to the members prior to or at the meeting.

### **28. *Committees***

(1) The Association may appoint such committees as are deemed necessary to further its work and will define their functions as it deems fit. Any such committees will only possess advisory functions.

(2) Persons who are not authorised delegates of the Association may be appointed as members of committees by the Association, provided that the chair of each committee is an authorised delegate of the Association and the composition of any committee is approved by the Association.

(3) The chair of a committee will be appointed annually by the committee and must report on the activities of that committee to the general meeting following any meeting of that committee.

(4) The Chair of the Association is a member of all committees appointed by the Association.

### **29. Minutes of meetings**

(1) Subject to sub rule (2) the Secretary of the Association must keep minutes of the resolutions and proceedings of each meeting, together with a record of the names of persons present at that meeting for distribution to members following that meeting.

(2) Minutes of meetings of a committee of the Association and a record of attendance at that committee will be kept by a person appointed by that committee meeting.

### **30. Funds**

(1) The Treasurer of the Association must:

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association or by the executive in accordance with proposals/budgets authorised by the Association; and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and payments and income and expenditure connected with the activities of the Association.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the executive.

(3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as a meeting determines.

### **31. Winding up**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **32. Custody and inspection of books and records**

(1) Except as otherwise provided in these Rules, the Secretary must keep in the Secretary's custody or control, all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP**

**METROPOLITAN TRANSPORT FORUM INCORPORATED**

This municipal council

..... (name)

of ..... (address)

agrees with the Statement of Purposes of the Metropolitan Transport Forum Inc. and desires to become a member of the Metropolitan Transport Forum Inc.

In the event of this council's admission as a member, it agrees to be bound by the rules of the Association for the time being in force, including payment of an annual subscription fee.

**Insert name and contact details of proposed authorised delegate (One Councillor and one officer of the Council may both be authorised delegates):**

1. Name ..... Email: .....  
Phone No:

2. Name ..... Email: .....  
Phone No:

..... (Signature)

..... (Name)

on behalf of ..... (Name of Council)

Date ..... 200...

APPENDIX 2

**APPLICATION FOR ASSOCIATE MEMBERSHIP  
METROPOLITAN TRANSPORT FORUM INCORPORATED**

..... (name)

of ..... (address)

agrees with the Statement of Purposes of the Metropolitan Transport Forum Inc. and desires to become an associate member of the Metropolitan Transport Forum Inc.

In the event of this organisation's admission as an associate member, it agrees to be bound by the rules of the Association for the time being in force, including payment of an annual subscription fee.

**Insert name and contact details below of proposed appointed representative, for attendance at meetings and receipt of notices from the Association:**

Name ..... Email: .....  
Phone No:

..... (Signature)

..... (Name)

on behalf of ..... (Name of organisation)

Date ..... 200...