

THE AUSTRALIAN INDUSTRIAL TRUCK ASSOCIATION

OBJECTS AND RULES

PART 1 – PRELIMINARY

1 INTERPRETATION

- (1) The name of the Association shall be The Australian Industrial Truck Association Incorporated (in these rules called “the Association”).

In these rules, unless a contrary intention appears –

“financial year” means the year ending on 31 December;

“member” means a member, however described, of the Association;

“ordinary council member ” means a member of the council who is not an office-bearer of the Association as referred to in paragraph 17;

“executive officer” means the person holding office under these rules as executive officer of the Association or, where no such person holds that office, the public officer of the Association;

“the Act” means the *Associations Incorporation Act 1991*;

“the Regulations” means the *Association Incorporation Regulations*.

- (2) In these rules –
 - (a) A reference to a function includes a reference to a power, authority and duty; and
 - (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2 OBJECTS AND PURPOSES

- (1) To do all such things not for profit which may promote and protect by proper and lawful means the common interests of members relevant to the supply, operation and use of industrial trucks in Australia.
- (2) To provide a forum for major suppliers of lift trucks/and associated equipment.
- (3) To contribute to engineering standards, ethics, practices and regulations, within Australia in order to introduce and maintain standards of lift truck manufacture, performance and operation, approved by the majority of lift truck suppliers.
- (4) To establish a system of collection from, and dissemination to, members of the Association, statistical data and information.
- (5) To communicate and consult with statutory authorities and Government departments on matters affecting the supply and use of fork lift trucks, in accordance with the views of members and in the interest of end users.

3 OFFICE OF THE ASSOCIATION

The office of the Association shall be situated in Australia at an address as may be required and determined by the Association.

PART III – MEMBERSHIP

4 MEMBERSHIP QUALIFICATIONS

Membership of the Association shall be divided into two categories – full members and associate members.

- (1) Full members shall be substantial prime wholesale suppliers, manufacturers and importers, or their accredited representative, of self powered industrial trucks actively and continuously conducting business in Australia. Where no national prime supplier is physically present in Australia, a brand shall be eligible for membership through either an offshore entity or a single primary dealership in Australia or a collective of dealerships representing that brand.
- (2) Associate members shall be major suppliers of ancillary equipment for, or major hirers of forklift trucks supplied by members.

Major hirers shall be independent of full members, shall be national organisations and shall not be part of a member's dealer network.

5 NOMINATION FOR MEMBERSHIP

- (1) Nomination for membership of the Association –
 - (a) shall be made by the applicant in writing in the form set out in Appendix I to these rules; and
 - (b) shall be lodged with the executive officer of the Association
- (2) As soon as is practicable after receiving a nomination for membership, the executive officer shall refer the nomination to the council which shall determine whether to approve or to reject the nomination.
- (3) Membership shall be subject to a three-fourths majority vote of members present and voting at a meeting of the AITA council.
- (4) Membership is conditional upon paying the required membership subscription and abiding by the objects and rules of the Association.

6 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association –

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon cessation of the person's membership; except
- (c) In the case of a body corporate, which may, during the currency of its membership, nominate one person or change that nomination, to exercise its right of membership and such nomination or change of nomination, shall be made in writing to the executive officer.

7 CESSATION OF MEMBERSHIP

A member ceases to be a member of the Association of the member –

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the Association;
- (c) is expelled from the Association; or
- (d) fails to renew membership of the Association.

8 RESIGNATION OF MEMBERSHIP

- (1) A member is not entitled to resign from membership of the Association except in accordance with this rule.
- (2) A member who has paid all amounts payable to the Association may resign from membership of the Association by first giving notice (being not less than 1 month or, if the council has determined a shorter period, that shorter period) in writing to the executive officer of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where membership ceases, the executive officer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 FEES, SUBSCRIPTIONS, AND LEVIES

- (1) The executive committee, on the advice of the treasurer, shall recommend to the AIRA council the fees for membership which shall be fixed at the annual general meeting or as shall be determined by the AITA council from time to time. Provided however that there shall be equality of fees for full members and that a single vote only shall attach to each full membership where that membership fee has been paid and provided that there shall be equality of fees for all associate members set at 75% of full membership fees.
- (2) Should the Association decide at any general meeting that a levy should be made, provided that the affirmative vote by members present at that meeting represents at least a three-fourths majority of all members of the Association, such levy shall become due and payable on such date as may be determined by the meeting.

10 MEMBERS' LIABILITIES

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 9.

11 DISCIPLINING OF MEMBERS

- (1) Where the council is of the opinion that a member –
 - (a) Has persistently refused or neglected to comply with a provision of these rules; or
 - (b) Has persistently and willfully acted in a manner prejudicial to the interests of the Association, the council may, by resolution –

- (c) Expel the member from the Association, or
 - (d) Suspend the member from such rights and privileges of membership of the Association as the council may determine for a specified period.
- (2) A resolution of the council under sub-rule (1) is of no effect unless the council, at a meeting held not earlier than 14 days and not later than 60 days after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule.
- (3) Where the council passes a resolution under sub-rule (1), the executive officer, as soon as practicable, cause a notice in writing to be served on the member –
- (a) Setting out the resolution of the council and the ground on which it is based;
 - (b) Stating that the member may address the council at a meeting to be held not earlier than 14 days and not later than 60 days after service of the notice
 - (c) Stating the date, place and time of that meeting: and
 - (d) Informing the member that the member may do either or both of the following:
 - (i) Attend and speak at the meeting;
 - (ii) Submit to the council at or prior to the date of the meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the council mentioned in, sub-rule (2), the council shall –
- (a) Give to the member mentioned in sub-rule (1) an opportunity to make oral representations;
 - (b) Give due consideration to any written representations submitted to the council by that member at or prior to the meeting; and
 - (c) By resolution determine where to confirm or to revoke the resolution of the council made under sub-rule (1).
- (5) Where the council confirms a resolution under sub-rule (4), the executive officer shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 12.
- (6) A resolution confirmed by the council under sub-rule (4) does not take effect –
- (a) Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period: or
 - (b) Where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with sub-rule 12(4).

12 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association in general meeting against a resolution of the council which is confirmed under sub-rule 11(4), within 7 days after notice of the resolution is served on the member, by lodging with the executive officer a notice to that effect.
- (2) Upon receipt of a notice under sub-rule (1), the executive officer shall notify the committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the executive officer received the notice or as soon as possible after that date.

- (3) Subject to section 50 of the Act, at a general meeting of the Association convened under sub-rule (2) –
 - (a) No business other than the question of the appeal shall be transacted;
 - (b) The council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) The members present shall vote by secret ballot on the question of whether the resolution made under sub-rule 11(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 11(4), that resolution is confirmed.

PART IV – COUNCIL AND EXECUTIVE COMMITTEE

13 POWERS OF THE COUNCIL

- (1) The council, subject to the Act, the Regulations, these rules, and to any resolution passed by the Association in general meeting –
 - (a) Shall control and manage the affairs of the Association;
 - (b) May exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
 - (c) Has power to perform all such acts and do all such things as appear to the council to be necessary or desirable for the proper management of the affairs of the Association.

14 MEMBERSHIP OF THE COUNCIL

- (1) The council shall consist of representatives of members of the AITA duly elected to membership under Part III.
- (2) Each member shall be entitled to nominate one representative to each meeting of the council, provided however, those representatives of associate members shall not have voting rights.
- (3) The Chairman of the Engineering Committee shall be a member, ex officio, of the council but shall not have voting rights.

15 MEMBERSHIP OF THE EXECUTIVE COMMITTEE

- (1) The executive committee shall consist of the president of the Association, who will be chairman, the treasurer and not less than two other members, one of whom may be an associate member. The executive committee shall be appointed by the AITA council by majority vote of all members in attendance at the meeting convened for that purpose.

The chairman of the executive committee shall have the casting vote in any matter being voted on by the executive committee where there is a tied vote.

- (2) Each member of the executive committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following but is eligible for re-election.

- (3) In the event of a vacancy in the membership of the executive committee, the executive committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

16 REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

The Association in a general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

17 OFFICE BEARERS

- (1) The office bearers of the Association shall be a president and a deputy president who shall be elected from the full members of the council at the annual general meeting and a treasurer who may be elected from either the full members or the associate members of the council at the annual general meeting.
- (2) The president shall normally be appointed for two years but at the discretion of the president and decision of that AITA council that period of office may be reduced or extended by one year.

18 EXECUTIVE OFFICER

- (1) There shall be an executive officer who shall be recommended by the executive committee, and approved by council. The executive officer shall have no voting rights.
- (2) The executive officer of the Association shall, as soon as practicable after being appointed as executive officer, notify the Association of his or her address.
- (3) The executive officer shall keep minutes of –
 - (a) All elections and appointments of office-bearers and executive committee members;
 - (b) The names of members of the council present at a council meeting or a general meeting; and
 - (c) All proceedings at council meetings and general meetings.
- (4) Minutes of proceedings at a meeting shall be presented by the executive officer for signing by the person presiding at the meeting or by the person presiding at the next meeting.

19 TREASURER

- (1) The treasurer of the Association shall –
 - (a) Cause the collection and receipt of all moneys due to the Association and make all payments authorised by the Association; and
 - (b) Cause to be kept 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.

20 COUNCIL MEETINGS AND QUORUM

- (1) The council shall meet at least 3 times in each calendar year at such place and time as the council may determine.

- (2) Additional meetings of the council may be convened by the president, or by any five members of the council, in writing to the executive officer of the Association.
- (3) Oral or written notice of a meeting of the council shall be given by the executive officer to each member of the council at least 48 hours (or such other period as may be unanimously agreed upon by the members of the council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the council members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members or one-third of the eligible members, whichever is the greater, constitute a quorum for the transaction of the business of a meeting of the council.
- (6) No business shall be transacted by the council unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the council-
 - (a) The president or in the absence of the president, the deputy-president shall preside; or
 - (b) If the president and the deputy-president are absent, 1 of the remaining members of the council may be chosen by the members present to preside.

21 DELEGATION BY COUNCIL TO SUB-COMMITTEE

- (1) The council may, by instrument in writing, delegate to 1 or more sub-committees (consisting of such member or members of the Association as the council thinks fit) the exercise of such of the functions of the council as are specified in the instrument, other than –
 - (a) This power of delegation; and a function which is a function imposed on the council by the Act, by any other law of the Territory, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the council.
- (6) The council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

22 VOTING AND DECISIONS

- (1) Questions arising at a meeting of the council or of any sub-committee appointed by the council shall be determined by a majority of the votes of members of the council or sub-committee present at the meeting.
- (2) Each member present at a meeting of the council or of any sub-committee appointed by the council (including the person presiding at the meeting) is entitled to 1 votes but, in the event of an equality of votes on any question, the person presiding may exercise a second casting vote.
- (3) Subject to sub-rule 20(5), the council may act notwithstanding any vacancy on the council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the council or by a sub-committee appointed by the council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the council or sub-committee.

PART V – GENERAL MEETINGS

23 REPRESENTATION AT MEETINGS OF THE ASSOCIATION

- (1) Each member shall be entitled to nominate a representative to a meeting of the Association.
- (2) Each member shall be entitled to have two additional representatives at any meeting which it is eligible to attend and such representatives shall have the right to join in any discussion but shall not have any right to vote.

24 ANNUAL GENERAL MEETINGS – HOLDING OF

- (1) The Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) Sub-rule (1) has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

25 ANNUAL GENERAL MEETINGS – CALLING OF THE BUSINESS AT

- (1) The annual general meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the council thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
 - (a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) To receive from the council reports on the activities of the Association during the last preceding financial year, which shall end on 31 December.
 - (c) To elect office-bearers and executive committee.

- (d) To receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- (e) To appoint or re-appoint the Public Officer.
- (f) To appoint the auditor and determine his remuneration.

26 GENERAL MEETINGS – CALLING OF

- (1) The council may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The council shall, on the requisition in writing of not less than 10 percent of the total number of members, convene a general meeting of the Association.
- (3) A requisition of members for the general meeting –
 - (a) Shall state the purpose or purposes of the meeting;
 - (b) Shall be signed by the members making the requisition;
 - (c) Shall be lodged with the executive officer; and
 - (d) May consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the council fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the executive officer, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the council and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

27 NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the executive officer shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- (3) No item of business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-rule 25(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the executive officer who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28 GENERAL MEETINGS – PROCEDURE AND QUORUM

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened up the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day of the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (3) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.
- (4) Any 3 members or one-third of the eligible members, whichever is the greater, constitute a quorum for the transactions of the business of a general meeting.

29 PRESIDING MEMBER

- (1) The president, or in the absence of the president, the deputy-president, shall preside at each general meeting of the Association.
- (2) If the president and the deputy-president are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

30 ADJOURNMENT

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the executive officer shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31 MAKING OF DECISIONS

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book 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.

- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three members present.

32 VOTING

- (1) Subject to sub-rule (3), upon any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

PART VI – MISCELLANEOUS

33 FUNDS – SOURCE

- (1) The funds of the Association shall be derived from annual subscriptions of members, trading activities and subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, such other sources as the council determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

34 FUNDS MANAGEMENT

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following – president, treasurer, executive officer.

35 ALTERATION OF OBJECTS AND RULES

Neither the objects of the Association referred to section 29 of the act nor these rules shall be altered except in accordance with the Act.

36 COMMON SEAL

- (1) The common seal of the Association shall be kept in the custody of the executive officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the council and the affixing of the common seal shall be attested by the signatures either of 2 members of the council or of 1 member of the council and of the executive officer.

37 CUSTODY OF BOOKS

Subject to the Act, the Regulations and these rules, the executive officer, shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

38 INSPECTION OF BOOKS

The records, books and other documents of the Association shall be open to inspection at the registered place of business of the Association free of charge, by a member of the Association at any reasonable hour.

39 SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

40 DISSOLUTION, SURPLUS PROPERTY

- (1) If upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members.
- (2) At a general meeting of the Association, the Association shall pass a special resolution nominating-
 - (a) another Association for the purpose of paragraph 92(1)(a) of the Act; or
 - (b) a fund, authority or institution for the purpose of paragraph 91(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the Association, providing that:
 - (c) such other association, associations, fund, funds, authority, authorities, institution or institutions, having similar objects to the Association, and whose rules shall prohibit the distribution of its Association, fund, authority or institution to be eligible for tax deductibility under Section 78(1)(a) of the *Income Tax Assessment Act 1936-1966* and listed on the Register of Organisations maintained under such Act.