



**Rules of Association of the
Municipal Works Operations Association
Incorporated**

Adopted

9th November 2016

Version 18.0

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Statement of purposes of the Association

1. The purposes for which the Municipal Works Operations Association is established is:
 - a) to afford the opportunity to Members for the interchange of ideas, and to discuss matters calculated to assist our Members and to promote, protect and support the interest of its Members; and
 - b) to foster a friendly and social relationship between our members, serving in various municipalities.
2. Solely for the purpose of furthering the purposes set out above the Association shall have power:
 - a) To take over the funds and other assets and the liabilities of the present unincorporated Club known as MUNICIPAL WORKS OPERATIONS ASSOCIATION.
 - b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated Club become liable to pay any amount by way of damages or otherwise;
 - c) To subscribe to, become a member of an co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any Club, association or organisation which does not prohibit the distribution of its income and property among its members to any extent at least as great as that imposed on the Club under or by virtue of the Rules.
 - d) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or person frequenting the Club's premises.
 - e) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - f) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.

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- g) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any house, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration of control thereof.
- i) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.
- j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- k) To lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- l) To borrow or raise money either along or jointly with any person or legal entity in such manner as may be thought proper whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed along or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Club's property or assets present or future and to purchase, redeem or pay-off any such securities.
- m) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bill of exchange, bills of lading, and other negotiable or transferable instruments.
- n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- p) To take any gift of property whether subject to any special trust or not, for anyone or more of the objects of the Club but subject always to the proviso in paragraph (e).
- q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to be funds of the Club, in the shape of donations, annual subscriptions or otherwise.

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- r) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- s) To amalgamate with anyone or more incorporated Clubs having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club or by virtue of the Rules.
- t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the incorporated clubs with which the Club is authorised to amalgamate.
- u) To transfer all or any part of the property, assets, liabilities and engagements of the Club, to anyone or more of the incorporated clubs with which the Club is authorised to amalgamate.
- v) To make donations for patriotic charitable or community purposes.
- w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

1 Name

The name of the incorporated association is the Municipal Works Operations Association Incorporated (in these Rules called “the Association”).

2 Definitions

2.1 In these rules, unless the contrary intention appears:

2.1.1 “**Board**” means the Board of Directors of the Association.

2.1.2 “**Financial year**” means the year ending on 30 June.

2.1.3 “**General Meeting**” means a general meeting of members convened in accordance with rule 10 or 11.

2.1.4 “**Member**” means a member of the Association.

2.1.5 “**MWOA**” means the Municipal Works Operations Association Incorporated.

2.1.6 “**Director**” means a member of the Board of the Association.

2.1.7 “**Act**” means the Associations Incorporation Reform Act 2012.

2.1.8 “**Regulations**” means regulations under the Act.

2.2 In these Rules, a *reference to the Chief Executive Officer of the Association is a reference to* ;

2.2.1 *where a person holding the office of Chief Executive Officer;*

2.2.2 and in any other case, a reference to the public officer/secretary of the Association which are referred to as the “Secretary” of the Association are roles carried out by the Chief Executive Officer.

2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the **Acts Interpretation Act 1958** and the Act.

3 Membership

3.1 Membership shall be open to natural persons or organisations/companies which coordinates, supervisors, or managers resources or employees engaged in, or associated with local government or allied works. Retired Persons previously having qualified shall remain eligible to be Members.

3.1.1 Model Rule 13 – General rights of members

(1) A member of the Association who is entitled to vote has the right –

- (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
- (f) to inspect the register of members.

(2) A member is entitled to vote if –

- (a) the member is a member other than an associate member; and
- (b) more than 10 business days have passed since he or she became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

3.1.2 Model Rule 14 – Associate Members

(1) Associate members of the Association include -

- (a) any members under the age of 15 years; and
- (b) any other category of member a determined by special resolution at a general meeting.

(2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

(3) Members whose annual subscriptions are in arrears are not entitled to vote

3.1.3 Model Rule 15 – Rights not transferable

The rights of a member are not transferable and end when membership ceases

3.2 Nomination for membership of the Association:

- 3.2.1 shall be made in writing in a form resembling that set out in Appendix 1: and
- 3.2.2 shall be lodged with the Chief Executive Officer of the Association
- 3.2.3 As soon as is practicable after the receipt of a nomination, the Chief Executive Officer shall refer the nomination to the Board.
- 3.2.4 Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination.

4 Life/Honorary Membership

- 4.1 Life Membership may be conferred on any person whom the Board considers has rendered distinguished service to the Association. The person must be nominated by a Financial Member and the seconded by another Financial Member for consideration and approval.
- 4.2 Honorary Membership may be conferred on any person whom the Board considers has rendered distinguished service to the Association. The person must be nominated by a Board Member and the seconded by another Board member.
- 4.3 Presidents of affiliated associations in the National Works Operations Association, during their term of office, will automatically become an honorary member of the MWOA.
- 4.4 Life/Honorary members shall be exempt from payment of membership fees.

5 Registration and annual subscriptions

- 5.1 The Board may from time to time:
 - 5.1.1 Establish, modify or abandon membership classifications;
 - 5.1.2 Determine any registration fee, subscription fee or other fees, to apply to each membership classification.
- 5.2 The registration fee applies to all new prospective members and is payable upon application to the Association.
- 5.3 New members will receive a promotional package comprising information, badge, syllabus, and / or diary. If fees are not paid on invoice, and exceed the nominated financial year, re-registration will be required with all arrears and registration fee to be paid before acceptance as a financial member.
- 5.4 Annual subscriptions shall be set by the **board** and shall become due and payable on the 1st of July each year. All subscriptions must be paid within 30 days of becoming due.

- 5.5 Membership automatically ceases eg upon failure to pay the annual subscription, if a member is convicted of an indictable offence, upon death etc.

6 Register of members

- 6.1 The Chief Executive Officer shall maintain a register of members to record the full name, address and date of entry of each member.
- 6.2 The register shall be available for inspection by members at the address of the Chief Executive Officer.

7 Resignation of member

- 7.1 A member of the Association who has paid all moneys due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the Chief Executive Officer of his or her intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member and there shall be no refund of the annual subscription unless otherwise determined by the Board by resolution.
- 7.2 Upon the expiration of a notice given under rule 7.1, the Chief Executive Officer shall record in the register of members the date on which the member, ceased to be a member.

8 Discipline of members

- 8.1 Subject to these rules, if the Board is of the opinion that a member:
- 8.1.1 has refused or neglected to comply with these rules; or
 - 8.1.2 has behaved in a manner which is liable to bring the Association into disrepute; or
 - 8.1.3 has wilfully infringed any Association rule; or
 - 8.1.4 has refused to abide by any decision of the Board; or
 - 8.1.5 expel a member from the Association;
 - 8.1.6 suspend a member from membership of the Association for a specified period; or
 - 8.1.7 fine a member in accordance with the Regulations
- 8.2 A resolution of the Board under rule 8.1 does not take effect unless:

- 8.2.1 the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under rule 8.3 confirms the resolution in accordance with this clause: and
- 8.2.2 if the member exercises a right of appeal to the Association under this clause, effect unless the Association confirms the resolution in accordance with this clause.
- 8.3 Where the Board passes a resolution under rule 8.1, the Chief Executive Officer shall, as soon as practicable, cause to be served on the member a notice in writing:
 - 8.3.1 setting out the resolution of the Board and the grounds on which it is based;
 - 8.3.2 stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - 8.3.3 stating the date, place and time of that meeting;
 - 8.3.4 informing the member that he may do one or more of the following:
 - attend that meeting;
 - give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - not later than 24 hours after the date of the meeting, lodge with the Chief Executive Officer a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- 8.4 At a meeting of the Board held in accordance with rule 8.3, the Board:
 - 8.4.1 shall give to the member an opportunity to be heard;
 - 8.4.2 shall give due consideration to any written statement submitted by the member; and
 - 8.4.3 shall by resolution determine whether to confirm or to revoke the resolution.
 - 8.4.4 Where the Chief Executive Officer receives a notice from the member under rule 8.3, he shall notify the Board and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the Chief Executive Officer received the notice.
- 8.5 At a general meeting of the Association convened under rule 8.3;
 - 8.5.1 no business other than the question of the appeal shall be transacted;

- 8.5.2 the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 8.5.3 the member shall be given an opportunity to be heard; and
 - 8.5.4 the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.6 If at the general meeting:
- 8.6.1 two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - 8.6.2 in any other case, the resolution is revoked.

9 Disputes and mediation

- 9.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
 - 9.1.1 a member and another member; or
 - 9.1.2 a member and the Association.
- 9.2 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.
- 9.3 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.
- 9.4 The mediator must be a person chosen by agreement between the parties; or in the absence of agreement:
 - 9.4.1 in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 9.4.2 in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre.
- 9.5 A member of the Association can be a mediator.
- 9.6 The mediator cannot be a member who is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator in conducting the mediation must:
 - 9.8.1 give the parties to the mediation process every opportunity to be heard; and
 - 9.8.2 allow due consideration by all parties of any written statement submitted by any party; and

- 9.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.
- 9.10 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 otherwise at law.

10 Annual General Meeting

- 10.1 The Association will hold an Annual General Meeting during October or November in each year, on a day determined by the Board.
- 10.2 The annual general meeting shall be specified as such in the notice convening it.
- 10.3 The ordinary business of the annual general meeting shall be;
 - 10.3.1 to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
 - 10.3.2 to receive reports from the Board on the transactions of the Association during the preceding financial year and be audited by an Auditor who is accredited and accepted by the Australian Taxation Office (ATO) and Consumer Affairs.
 - 10.3.3 to elect Director's to the Board; and
 - 10.3.4 to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- 10.4 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 10.5 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 10.6 In addition, the minutes of each annual general meeting must include –
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 13.17; and
 - (c) the financial statements submitted to the members in accordance with rule 10.3.4; and
 - (a) The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (b) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

11 Special General Meetings

- 11.1 All meetings other than General Meetings and the Annual General Meeting shall be called Special General Meetings.
- 11.2 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 11.3 The Board shall, on the requisition in writing of not less than twelve members, convene a Special General Meeting of the Association.
- 11.4 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Chief Executive Officer and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 11.5 If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Chief Executive Officer, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 11.6 A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner, or as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

12 Convening of general meetings

- 12.1 The Chief Executive Officer of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his or her address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. The Agenda may be included in the “Networker” Magazine that members are sent via Australia Post and the minutes of the previous meeting will be made available on the website for perusal by the members at that time. Hard copies of the minutes will be made available upon arrival at the meeting.
- 12.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 12.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Chief Executive

Officer, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

13. Proceedings at general meetings

- 13.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- 13.2 Business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present.
- 13.3 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 upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and 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 present (being not less than three) shall be a quorum.
- 13.4 The quorum for any general meeting shall be 50 per cent of those eligible to attend or twelve members, whichever is the least.
- 13.5 The Chair, or in his/her absence, another Board member, shall preside as Chair at each general meeting of the Association.
- 13.6 If neither the President, nor any other Board member is present at a general meeting, the members present shall elect one of their number to preside at the meeting.
- 13.7 The Chair of a general meeting at which a quorum is present may, with the consent of 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.
- 13.8 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 13.9 Except as provided in rule 13.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.10 If a question arising at a general meeting of the Association is determined on a show of hands -

- 13.10.1 a declaration by the Chair that a resolution has been
 - 13.10.1.1 carried; or
 - 13.10.1.2 carried unanimously; or
 - 13.10.1.3 carried by a particular majority; or
 - 13.10.1.4 lost; and
- 13.10.2 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.
- 13.10.3 Model Rule 41 – Minutes of general Meeting
 - (1) The Committee must ensure that minutes are taken and kept of each general meeting
 - (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote
- 13.11 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 13.12 All votes shall be given personally or by proxy.
- 13.13 In the case of an equality of voting on a question, the motion shall be lost because it has not achieved a majority vote
- 13.14 If at a meeting a poll on any question is demanded by not less than three members, it shall 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.
- 13.15 A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.
- 13.16 A member is not entitled to vote at any general meeting unless all moneys due and payable by him or her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 13.17 Each member shall be entitled to appoint another member as his or her proxy by notice given to the Chief Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 13.18 The notice appointing the proxy shall be in a form resembling that set out in Appendix 2.
- 13.19 Model Rule 66 – Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following –
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

14 The Board of Directors

- 14.1 Subject to the following, the Board shall comprise twelve Directors, being:
- 14.1.1 The President or Secretary or proxy, who must be a financial member of the MWOA and of the branch being represented, of each of the South Western; Wimmera Mallee; North East; Central; Gippsland; and Ballarat Branches;
 - 14.1.2 Six Directors elected by the Melbourne metropolitan members of which one member shall be elected by the Directors to the position of Melbourne Branch President every 24 months.
- 14.2 The MWOA Chairperson will be elected by the Board from one of their number for the term of 24 months.
- 14.3 Corporate members shall not be elected to the role of President.
- 14.4 The country branch elections of President and Secretary shall be conducted every 24 months.
- 14.5 The Melbourne Branch election of the (6) six Directors shall be conducted every (24) twenty-four months on the alternate year to the Country Branch elections. Each Director elected under rule 14.1.2. (Melbourne metropolitan Directors) is eligible for re-election should they so desire.
- 14.6 The Board will comprise:
- 14.6.1 a maximum of two corporate members who may not be employees from the same organisation
 - 14.6.2 a maximum of two employees from any one municipal council.
- 14.7 In addition the Board may appoint such office bearers, not a chairperson, as are necessary to the proper functioning of the Association whose duties shall be as determined by the Board. Office bearers appointed from outside the Board may attend all Board meetings but without the right to vote.
- 14.8 Life members can be elected to any position on the Board if so elected as per 14.1.2.
- 14.9 The Board may establish sub-committees to assist in the performance of its duties. Such sub-committees are responsible to and shall report regularly to the Board.
- 14.10 The position of any Board member absent for three consecutive meetings without leave of absence shall automatically become vacant. Acceptance of an apology shall be deemed to grant such leave.
- 14.11 In the event of a casual vacancy in the office of President, the Board may appoint one of its members to the vacant office and

the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment.

- 14.12 The quorum of a Board shall be constituted by the presence of at least four Directors.

15 Election of Officer Bearers

- 15.1 Nominations of candidates for election as Office Bearers, including Country Branch Presidents and Secretary or MWOA Director of the Association;
- 15.1.1 shall be made in writing, in a form resembling Appendix 3, which is signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- 15.1.2 shall be delivered to the Chief Executive Officer of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting
- 15.2 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and the remaining positions be filled by the board as a casual vacancy.
- 15.3 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.
- 15.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 15.5 The ballot for the election must be conducted at the Annual General Meeting in such a manner as the Board may direct.

16 Board vacancy

- 16.1 The office of Director of the Association becomes vacant if the Director ;
 - 16.1.1 ceases to be a member of the Association;
 - 16.1.2 becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - 16.1.3 resigns his office by notice in writing given to the Chief Executive Officer

17 Board meeting procedures

- 17.1 The Board shall meet on a regular basis and at such other times as deemed necessary. The minutes of meeting shall be circulated to Directors within seven days of the meeting.
- 17.2 At least seven days notice of meetings of the Board shall be given by the Chief Executive Officer. Meetings summoned at shorter notice than seven days shall nevertheless be properly constituted under these Rules if written notice of the meeting is given to all Directors by the Board and at least four (4) Directors present at the meeting vote to verify the correctness of the meeting.
- 17.3 Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 17.4 No business shall be transacted unless a quorum of 4 elected Board members is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 17.5 The Chairperson shall preside at all meetings of the Board, or if the Chairperson is absent, those Directors present shall elect one of their number to preside.
- 17.6 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 17.7 Each member present at a meeting of the Board or any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question; the motion shall be lost because it has not achieved a majority vote
- 17.8 The Board may act notwithstanding any vacancy on the Board.

- 17.9.1 A Country Branch President or secretary unable to attend a Board meeting may nominate a Proxy from their branch to represent the branch as required.
- 17.9.2 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 17.9.3 For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

- 17.10 The Chairperson presiding over the Board meeting may give (2) two verbal warnings to any person present at the meeting whose behaviour is disruptive to the meeting and may, on a third occasion, eject that person from that meeting. A formal letter will be later sent to the person ejected, stating the reasons why. Providing that person agrees to conduct themselves in a professional manner during subsequent meetings held by the Association, then that person will be admitted to those meeting when they are held.

18 Duties of the Chairperson

- 18.1 The Chairperson is responsible for the overall leadership and administration of the Association.

19 Duties of the Board of Directors

The following duties are a requirement for ALL duly elected office bearers of the Association which includes Branch Presidents and their proxy where applicable.

- 19.1 The duties of Directors encompasses
- 19.1.1 accepting duties and responsibilities as necessary;
 - 19.1.2 promoting the association to colleagues and associates;
 - 19.1.3 developing and participating in services to members;
 - 19.1.4 ensuring the continued growth of the Association;
 - 19.1.5 actively participating at meetings and associated functions;
 - 19.1.6 attending regular Board and general meetings;
 - 19.1.7 leading by example to achieve a high standard of professionalism; and
 - 19.1.8 maintaining the financial sustainability and good governance of the Association
- 19.2 The Board reserves the right to accept, review, and adopt a duty of care to membership.

20 Duties of the Chief Executive Officer

- 20.1 The Board may appoint and remunerate a Chief Executive Officer.
- 20.2 Unless elected by the members of the Association, the Chief Executive Officer is not a member of the Board.
- 20.3 The Chief Executive Officer:
- 20.3.1 will be the principal executive officer of the Association
 - 20.3.2 will be responsible for the operation management of the Association

20.3.3 will report regularly to the Chairperson and Board

20.4 Model Rule 47(2) - Secretary

The Secretary must –

- (a) maintain the register of members in accordance with rule 18; and
- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 23.1, all books, documents and securities of the Association in accordance with rules 20.5 and 20.4 and
- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

20.5 Model Rule 48(2) & (3) - Treasurer

(2) The Treasurer must –

- (a) Ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) Coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that a least one other board member has access to the accounts and financial records of the Association.

- **Schedule 1 – Matter 13**
Provision for members to have access to, and be able to obtain copies of, the records, securities and other relevant documents of the incorporated association
- **Schedule 1 – Matter 15**
Provision for members to have access too, and to be able to obtain copies of, minutes of general meetings, including financial statements submitted at general meetings
- **Schedule 1 – Matter 16**
Rights of access (if any) by members to minutes of meetings of the board, including any terms and conditions subject to which access may be granted

21 Removal of a Director

21.1 The Association in general meeting may by resolution remove any member of the Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.

21.2 Where the member to whom a proposed resolution referred to in rule 21.1 makes representations in writing to the Chief Executive Officer or Chairperson of the Association (not exceeding a reasonable length) and requests that it be notified to the

members of the Association, the Chief Executive Officer or the Chairperson may send a copy of the representations to each member of the Association or, if it is not so sent, the member may require that it be read aloud at the meeting.

22 Cheques

- 22.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by either of:
- 22.1.1 the Chairperson
 - 22.1.2 the Chief Executive Officer; or
 - 22.1.3 another Director as nominated by the Board.

23 Common seal

- 23.1 The Common Seal of the Association shall be kept in the custody of the Chief Executive Officer.
- 23.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and the Chief Executive Officer.

24 Alteration of rules and statement of purposes

- 24.1 These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

25 Method of serving Notices on members

- 25.1 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 members address shown in the Register of Members or electronic address as in the Register of Members.
- 25.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post or other electronic means, is taken to be given on the business day after it is sent.

26 Disposal of assets

- 26.1 In the event of the winding up or the cancellation of the incorporation of the Association the assets of the Association are to be realised forthwith, creditors paid and the net proceeds donated to the Cancer Council Victoria.

27 Source of funds

27.1 The funds of the Association shall be derived from subscription, donations and such other sources as the Board determines.

27.2 Model Rule 75 – Custody of inspection of books and records

(1) Members may on request inspect free of charge –

- (c) the register of members;
- (d) the minutes of general meetings;
- (e) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

(2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such record.

(5) For purposes of this rule – **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following –

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association

Appendix 1 – Application for Association membership



**Application for membership of Municipal Works
Operations Association Incorporated**

1. Applicant's request and agreement

I, _____, of _____
(address)

desire to become a member of the Municipal Works Operations Association

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

2. Details of MWOA member proposing the nomination

I, _____, a member of the Association,
nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

3. Details of MWOA member seconding the nomination

I, _____, a member of the Association, second
(Name)

the nomination of the applicant, who is personally known to me, for membership of the Association

Signature of Seconder

Date

Appendix 2 – Proxy form

Form of appointment proxy



I, of
..... being a member of
Municipal Works Operations Association hereby appoints
..... of
..... being a member of that
Incorporated Association, as my proxy to vote for me on my behalf at the
general meeting of the Association (annual general meeting or special general
meeting, as the case may be) to be held on the day of
..... 20 And at any adjournment of that meeting

My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).

Signed

The day of20.....

Each member shall be entitled to appoint another member as
his or her proxy by notice given to the Chief Executive Officer no
later than 24 hours before the time of the meeting in respect of
which the proxy is appointed. (13.17)

Please forward this Form to The Returning Officer, MWOA via:
Email: stephen@mwoa.com.au
Facsimilie: (03) 5250 3008

Appendix 3 - Nomination form for election to Board of Director s



**Nomination form for election to Board of Director s of
the Municipal Works Operations Association**

I wish to nominate

.....
(Name of person being nominated.)

Nominated by: (name)

(Signature)

I second the nomination.

Seconded by: (name)

(Signature)

I accept the nomination.

Name

Signature

Important notes:

- Only financial members are entitled to nominate, second, vote, and accept a position on the MWOA Board.
- The election of Director s is conducted in accordance with the Rules of Association available from the Association’s Chief Executive Officer.
- Nominations must be received by the MWOA Chief Executive Officer, PO Box 1254, Geelong 3220, not less than seven days before the date fixed for holding of the election.