



GLASS & GLAZING ASSOCIATION VICTORIA INC.

RULES OF THE ASSOCIATION

1. NAME

The name of the Incorporated Association is

GLASS & GLAZING ASSOCIATION VICTORIA (in these Rules called "the Association").

2. INTERPRETATION

- 2.1** In these Rules, unless the contrary intention appears:-
"Committee" means the Committee of Management of the Association.
"Financial year" means the year ending on 31st March.
"General Meeting" means a general meeting of members convened in accordance with Rule 10.
"Member" means a member of the Association.
"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 9.
"The Act" means the Associations Incorporation Act 1981.
"The Regulations" means regulations under the Act.
- 2.2** In these Rules, a reference to the secretary of the Association is a reference:-
(a) where a person holds office under these Rules as secretary of the Association - to that person; and
(b) in any other case, to the public officer of the Association.
- 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 as in force from time to time.

3. OBJECTS

The objects of the Association, which is not for profit, are-

- 3.1** To establish and maintain good relationship among its Members and to promote and protect their common business interests by all desirable and legitimate means.
- 3.2** To remove or prevent undesirable practices in the Industry.

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- 3.3** To organise groups or sections of Members according to their requirements in the various branches of the Glass Industry, such groups or sections to be known as Sections of the Glass & Glazing Association Victoria Incorporated.
- 3.4** To foster and improve the relations of Members with other organisations having similar objects.
- 3.5** To make representations to Government Departments, Public Bodies and Commercial and Industrial Organisations on all matters affecting the interests of the Industry and to take any such action as may be deemed advisable from time to time with regard to legislation and all other questions affecting the Industry.
- 3.6** To collect, distribute and exchange information and views regarding Statistics, Credit Trading and any matter of common interest to Members and to advise on Trade matters affecting Members.
- 3.7** Generally, to watch over, care for and protect the interests of Members of the Victorian Glass Merchants' Association Incorporated and to adjudicate upon any breaches /of the Association Rules or By-Laws as contained in its properly recorded Minutes and upon any dispute! between Members which may be goveYt1ed by such Rules or By-Laws.

4. MEMBERSHIP

- 4.1** There shall be three classes of members of the Association as follows:-
 - (i) Full Members
 - (ii) Provisional Members
 - (iii) Affiliated Members
- 4.2** Full Members of the Association shall be those persons, firms or corporations carrying on business in the State of Victoria as bona fide glass merchants and provided the Committee of the Association is satisfied after investigation that such person, firm or corporation is so engaged and provides a full range of glass services to the trade and the public, such person, firm or corporation may be elected as a Full Member of the Association.

Qualifications for Full Membership may be laid down by the Committee and varied from time to time.

- 4.3** Provisional Members of the Association shall be those persons, firms or corporations carrying on business in the State of Victoria who offer a range of glass services to the trade and the public but who do not satisfy the qualifications for Full Membership referred to in Rule 4.2.

Provisional Members of the Association shall have the right to attend all social functions conducted by the Association and to attend all Association General Meetings but shall not have a vote thereat.

A Provisional Member may not hold office in the Association but may be a member of an Association Sub-Committee.

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- (iii) Corporation A responsible Officer of the Corporation, nominated by the Corporation under the seal and authorized to bind the Corporation in respect of all decisions of the Association and who has been approved by the Committee of the Association;

provided that every Principal shall nominate a Deputy who may, if approved by the Committee, attend in place of the Principal, but attendance of Deputies shall be permitted only in exceptional circumstances.

4.12 The word "Member" shall include.

4.13 A "bona fide Glass Merchant" for the purpose of these Rules is defined as being a Person, Firm or Corporation who or which -

- (i) Is engaged in the merchandising of Flat Glass to the extent that such activities either separately or conjointly represent a significant contribution to the gross income of his or its business.
- (ii) Occupies properly equipped and adequate premises sufficient for any or all of the activities set out in (i)
- (iii) Employs the necessary staff and carries stocks of glass of a size and quantity which in the opinion of the Committee will satisfactorily serve the public and the Industry.
- (iv) Is not solely a Manufacturer of Flat Glass nor holds, either directly or indirectly through any Director or Employee or other Person, Firm or Corporation, any Agency, Licence or Interest from or in any Person, Firm or Corporation who or which is solely a Manufacturer of Flat Glass.

5. ENTRANCE FEE

5.1 An Entrance Fee of \$150 shall be paid by each applicant for Full Membership - except as provided for in 5.2 hereunder – at the time of notification by the Association to the applicant of his or its election as a Member and such Entrance Fee shall become the property of the Association and shall be dealt with in such manner as these Rules provide.

5.2 In respect of sole-owners or partnerships or any other business not employing labour (other than working directors or owners) the Entrance Fee shall be \$50.

5.3 The annual subscription is a sum as determined from time to time by the Committee and is payable in advance on or before the 31st day of March in each year.

6. REGISTER OF MEMBERS

The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer .

7. RESIGNATION OF MEMBER

- 7.1** A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one months notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 7.2** Upon the expiration of a notice given under sub-clause 7.1, the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

8. EXPULSION OF MEMBER

- 8.1** Subject to these rules, the Committee may by resolution:
- (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) fine a member in accordance with The Regulations, if the Committee is of the opinion that the member -
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 8.2** A resolution of the Committee under sub-clause 8.1:-
- (a) does not take- effect unless the- Committee, at a meeting held not earlier than 14 and not later than 28 days after the- service on the- member of a notice under sub-clause 8.3 confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the- Association confirms the resolution in accordance with this clause.
- 8.3** Where- the Committee passes a resolution under sub-clause 8.1, the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;-
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he may do one or more of the following:-
 - (i) Attend that meeting;
 - (ii) Give- to the Committee- before the- date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not late-r than 24 hours be-fore the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution

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- 8.4** At a meeting of the Committee held in accordance with sub-clause 8.2, the Committee:-
- (a) shall give to the member an opportunity heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 8.5** Where the secretary receives a notice under sub-clause 8.3, he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- 8.6** At a general meeting of the Association convened under sub-clause (5):-
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.7** If at the general meeting:-
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

9. COMMITTEE OF MANAGEMENT

- 9.1** The conduct and management of the Association shall be vested in "The Committee", comprising the following:-
- A President
 - Two Vice-Presidents
 - A Treasurer
 - Five Committeemen
 - The Immediate Past President
- making in all a Committee of ten, all being Principals as defined, or current Members of the Association.
- 9.2** The Committee:-
- (a) shall control and manage the business and affairs of the Association
 - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

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- 9.3** The committee of the Association shall be elected annually at the Annual General Meeting of the Association.
- 9.4** Members of Committee shall be eligible for re-election.
- 9.5** Any casual vacancy on the Committee may be filled by the other Members of the Committee and the person nominated to fill such vacancy shall hold office until the next Annual General Meeting of the Association.
- 9.6** The Committee shall meet as and when determined by a resolution of its Members or when required so to do by the President.
- 9.7** A quorum for the Committee shall be five.
- 9.8** Resolutions of the Committee shall be passed by a simple majority of the votes of the Members present and voting at the Meeting at which such Resolution is made. When it is passed and notified to Members of the Association it shall become a liability of the Association and binding upon all Members of the Association provided however that a majority of the Committee Members present at such Meeting may resolve that any resolution not passed shall be referred to Members in General Meeting for decision.
- 9.9** Each Member of the Committee- shall have one vote.
- 9.10** The President or Chairman shall have a deliberative vote only.
- 9.11** The Committee is empowered to employ a Manager, Secretary or any other staff which it may deem necessary, who shall hold office at the pleasure of the Committee and shall be paid such fee or salary as shall be fixed by the Committee and shall be subject to the direction and control of the Committee.
- 9.12** The Committee is empowered to incur such expense on behalf of the Association as it may deem fit for the prosecution of the objects of the Association and for the conduct of its affairs.
- 9.13** The Committee shall open a bank account In the name .of the Association with a bank approved from time to time by the Committee and shall cause to be paid into such bank account all moneys received by the Association and shall make all disbursements on behalf of the Association from such account.
- 9.14** Funds not subscribed for a specific purpose are at the disposal of the Committee for use in furthering the interests of the Association as the Committee thinks fit.
- 9.15** Any office bearer or Member of the Committee may resign his office by notice in writing to the President and the subsequent acceptance of such resignation by the Committee.

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10. GENERAL MEETINGS

- 10.1** Meetings of Members of the Association shall be held from time to time as determined by Members in General Meeting. The Committee- by resolution may call a General Meeting of Members for any special purpose.
- 10.2** Notice of all General Meetings shall be given in writing by the Secretary to Members entitled to receive the same at least four days before the date of any meeting.
- 10.3** Ten Members shall form a quorum at any General Meeting.
- 10.4** Attendance at General Meetings shall be limited to principals of Members, as defined.
- 10.5** At all General Meetings each Member shall have one vote which may be exercised personally or by proxy by the Principal as defined and all resolutions shall be carried by a simple majority of the votes of Members voting. Such resolutions shall be binding upon all Members.
- 10.6** Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in the form set out in Appendix 1.
- 10.7** The President or Chairman shall have a deliberative vote only.
- 10.8** It shall be obligatory upon the Committee to call a General Meeting of members when requested to do so in writing by at least seven members of the Association to deal with business specified in such requisition.

11. ANNUAL MEETINGS

- 11.1** An Annual General Meeting of Members shall be held in each year as soon after the close of the financial year of the Association as is convenient and the business to be conducted at an Annual General Meeting shall be:-
- (i) The reception and adoption of a Statement of Accounts of the Association, subject to audit, for the previous year.
 - (ii) The election of the Committee for the ensuing year.
 - (iii) The appointment of Auditor(s) for the current year.
- 11.2** Notice of such Annual General Meeting, Quorum, Attendance and Voting powers shall be the same as laid down by the Rules governing the conduct of General Meetings.

12. ELECTION or OFFICERS

- 12.1** Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:

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- (a) shall be 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) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.

12.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

12.3 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.

12.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

12.5 The ballot for the election of Officer s and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

12.6 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

13. VACANCY

For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:-

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under Administration within meaning of the companies (Victoria) Code; or
- (c) resigns his office by notice in writing given to the Secretary.

14. SECRETARY

The secretary of the Association shall keep minute-s of the resolutions and proceedings of each general meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.

15. TREASURER'

15.1 The Treasurer of the Association:-

- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) shall keep 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.

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- 15.2** The accounts and books referred to in sub-clause shall be available for inspection by members.

16. REMOVAL OF MEMBER OF COMMITTEE

- 16.1** The Association in general meeting may by resolution remove any member of the Committee 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.

- 16.2** Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

17. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Executive director and one other nominated official signatory of the Committee.

18. SEAL

- 18.1** The Common Seal of the Association shall be kept in custody of the secretary.
- 18.2** The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

19. ALTERATION OF RULES AND STATEMENT OF PURPOSES

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

20. NOTICES

- 20.1** 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 member at his address shown in the Register of Members.
- 20.2** 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

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been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

21. SECRECY

All deliberations, reports, circulars, etc., shall be considered strictly private and confidential as between the Association and the Member of whom it is conveyed.

22. RULES

- (a) Two copies of these Rules shall be sent to every Member of the Association and to restricted Members to appraise Members individually of their obligations. One copy shall be signed by each Member and returned to the Secretary as evidence of the Member's receipt and acceptance of these Rules.
- (b) Subject to Notice of Motion being submitted to the Committee any of the objects, rules, by-laws, and regulations of the Association may be amended, added to or repealed by a simple majority of the votes of Members present and voting at a Special General Meeting of Members called for the purpose. This shall not apply to the engagement or term of office or employment of the Manager, Secretary, Officer or Servant.

23. WINDING UP OR CANCELLATION

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

24. CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association.

25. FUNDS

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I of
being a member of hereby
(Name of Incorporated Association)
appoint 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
..... and at any adjournment of that meeting.

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

Signed:

The day of