

## **Annexure “A”**

**Rules for the incorporation of**

**The Talking Infrastructure Association Incorporated**

This is the annexure marked “A” referred to in the statutory declaration of

David Thomas Hope

made on the 31<sup>st</sup> day of May 2016

before me

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## 1. NAME

The name of the incorporated association is the Talking Infrastructure Association Inc., referred to herein as “the Association”.

## 2. DEFINITIONS

“**committee**” means the committee of management of the association

“**general meeting**” means a general on-line meeting of the ordinary members of the association convened in accordance with these rules

“**meeting**” means an on-line or face-to-face meeting

“**member**” means an ordinary member of the association

“**the Act**” means the Associations Incorporation Act 1985

“**special resolution**” means a special resolution defined in the Act

“**month**” shall mean a calendar month

“**in writing**” shall, unless otherwise contra-indicated by the context, include electronic written submissions

“**in person**” means recorded as being on-line

“**minutes**” and “**minute book**” shall refer to electronic records maintained and accessible to members on-line

“**signed**” and “**signature**” shall refer to digital signatures

## 3. AIMS AND OBJECTIVES OF THE ASSOCIATION

### The aims of the association

The aims of the association are social, educational and collaborative:

1. The social aim is to help smooth the transition from a 20th Century world in which large, centralised, physical infrastructure and mass services dominated, to a 21st Century world with more individual and customised service from digital infrastructure and communications technology, and to do this through the infrastructure decisions that we make.

2. The educational aim is to achieve this by helping decision-makers, their organisations, and the general public better understand the numerous ways in which infrastructure shapes our lives and how to take these into account in decision-making.

3. The collaborative aim is to work as a catalyst to bring together the many different disciplines who are currently acting in silos, to share and thus grow their infrastructure knowledge and perspectives.

### **The objectives of the association include:**

1. To help infrastructure decision-makers understand and cope with the challenges that rapid technological, environmental and social change presents.

2. To create a better educated public able to recognise and support good decision-making in the public interest.

3. To establish a media library of infrastructure-related articles and provide a forum for discussion of their content.

4. To assist local government, state and federal government, as well as private and not-for-profit, entities in their infrastructure decision-making.

5. To bring together the many groups, associations and disciplines that are currently working in the infrastructure decision space so that their knowledge and perspectives may be shared and magnified.

6. To initiate, grow and support a discipline of infrastructure analysis in the public interest.

7. To work in co-operation with all groups and associations who share our aims.

## **4. POWERS OF THE ASSOCIATION**

The association shall have all the powers conferred by section 25 of the Act

## **5. MEMBERSHIP**

### **5.1 TYPES**

Membership shall be by invitation and there shall be four types of membership, namely ordinary, community, corporate and associate.

#### **5.1.1 Ordinary members.**

a. Only ordinary members may vote at the annual general meeting and special meetings or be eligible for election to the management committee.

b. To ensure the widest possible representation, quotas may be imposed on the proportion of members from any one professional discipline, at the decision of the committee.

c. An ordinary member shall be a natural person. Ordinary membership is open to any such person who supports the objects of the association, is prepared to work actively to achieve them, and agrees to be bound by its rules. Intending members shall be proposed by one member and seconded by another member. Application may be by writing or by electronic submission. Upon acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

#### **5.1.2 Community members**

Community membership is by open invitation. Any natural person with an interest in asset management may become a community member by registering online. There is no membership fee for community members. Community members may not vote unless they also become ordinary members, but they have full access to all of the facilities and are encouraged to fully contribute to the work of the association.

#### **5.1.3 Corporate members**

Corporate membership is open to any corporate body providing goods and/or services to the asset management community and whose vision aligns with that of the association. Corporate membership is by application and acceptance by the management committee.

#### **5.1.4 Associate members**

Associate membership is open to any professional association, university or accredited teaching body, user agency or section of a user agency, whose vision aligns with the association. A user agency is a company, government department, statutory authority, or similar, who applies the principles of asset management in the course of carrying out its

business. Associate membership is by application and acceptance of the management committee

## **5.2 SUBSCRIPTIONS**

(a) Subscription fees for ordinary, corporate and associate membership shall be such sum as agreed on between the member and the association.

(b) There shall be no subscription fee for community members.

(c) The subscription fees shall be payable annually on 1 July or at such other time as the committee shall determine.

(d) Any member whose subscription is outstanding for more than three months after the due date for payment shall, unless otherwise agreed by the committee, cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

## **5.3 RESIGNATIONS**

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association. Any member so resigning shall be liable for any outstanding subscriptions that may be recovered as a debt due to the association.

## **5.4 EXPULSION OF A MEMBER**

a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association or if the member ceases to work actively to support the association's aims and objectives. Separate rules apply to community members (see 5.4 f)

b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.

d. It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer

of the association within 14 days after the determination of the committee has been communicated to the member. The intention to appeal shall be accompanied by the grounds on which the appeal is based.

e. In the event of an appeal under 5.4d above, the facts of the case shall be presented to the members together with the appellant's statement at an on-line conference and the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association.

f. In the case of community members, expulsion shall take place automatically and immediately in the following instances:

(i) The email address given becomes inaccessible.

(ii) It comes to the notice of the Management Committee that a member has used the community database to solicit for work and a copy of the offending email is supplied to the Committee.

(iii) The member posts rude or inappropriate comments to the discussion forums.

## **5.5 REGISTER OF MEMBERS**

a. A register of ordinary members must be kept and contain:

(i) the name and address of each member;

(ii) the date on which each member was admitted to the association; and

(iii) if applicable, the date of, and reason(s) for, termination of membership.

b. An online register of community members will be self-maintained by members on the community's web database.

c. A register of corporate and associate members must be kept and contain

(i) the name and address of each corporate and associate member;

(ii) the name and email contact of the assigned contact or public Officer; and



(iii) the membership agreement between the association and the member on the membership contribution.

## **6 THE COMMITTEE**

### **6.1 POWERS AND DUTIES**

a. The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

b. The committee has the management and control of the funds and other property of the association.

c. The committee shall have authority to interpret the meaning of these rules and any other matters relating to the affairs of the association on which these rules are silent.

d. The committee shall appoint a public officer as required by the Act.

### **6.2 APPOINTMENT**

a. The committee shall be comprised of a Chairperson, Secretary/Treasurer and a minimum of five committee members.

b. A committee member shall be a natural person.

c. The first committee of the association shall be appointed from the promoters of the association. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee (except the Chairperson) who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire. The position of Chairperson shall be subject to re-election every three years.

d. A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the

association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association in writing.

e. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

f. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

### **6.3 PROCEEDINGS OF COMMITTEE**

a. The committee shall meet together for the dispatch of business at least every two months.

b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

c. A quorum for a meeting of the committee shall be one half of the members of the committee (rounded up if necessary).

d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

### **6.4 DISQUALIFICATION OF COMMITTEE MEMBERS**

The office of a committee member shall become vacant if a committee

member is:

- disqualified from being a committee member by the Act;
- expelled as a member under these rules;
- permanently incapacitated by ill health; or
- absent without apology from more than four meetings in a financial year.

## **7. THE SEAL**

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and the Secretary/Treasurer.

## **8 GENERAL MEETINGS**

### **8.1 ANNUAL GENERAL MEETINGS**

a. The committee shall call an annual general meeting in accordance with the Act and these rules.

b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.

c. The order of the business at the meeting shall be:

(i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

(ii) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required);

(iii) the election of committee members; and

(iv) any other business requiring consideration by the association in general meeting.

d. Annual general meetings of the association shall be held on line and all relevant documentation shall be placed on the ordinary members only section of the site at least two weeks prior to the on-line meeting. Members shall be free to comment during this two-week period. Decisions will be made by common vote at the on-line meeting.

## **8.2 SPECIAL GENERAL MEETINGS**

- a. The committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 30% of the total number of ordinary members of the association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be listed on the 'members only' on-line forum and shall state the purpose of the meeting, it shall remain for one month during which all members supporting the requisition shall indicate so.
- d. If 30% or more of the members support the calling of a special general meeting, the meeting shall be held not less than one month after the closing of notifications.
- e. Special general meetings of the association shall be held on-line and all relevant documentation shall be placed on the ordinary members only section of the site at least two weeks prior to the on-line meeting. Members shall be free to comment during this two-week period. Decisions will be made by common vote at the on-line meeting.

## **8.3 NOTICE OF GENERAL MEETINGS**

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 14 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice personally, by email, or by sending it by post to the address appearing in the register of members. (See rule 5.5.)
- d. Where a notice is sent by post:
  - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

(ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

e. Where a notice is sent by email:

(i) the service is effected by properly addressing the email correspondence, attaching any notices or additional information; and

(ii) requesting and receiving electronic notification of receipt; and

(iii) if no electronic notification is received within 7 days, a notice shall be sent by post and the rules of 8.3d shall apply.

#### **8.4 PROCEEDINGS AT GENERAL MEETINGS**

a. Ten members, present on-line or by proxy shall constitute a quorum for the transaction of business at any general meeting.

b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

c. Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.

d. If the chairperson is not on-line within 10 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Deputy Chairperson, if nominated, shall take the chair. If neither the Chairperson or Deputy Chairperson is thus available, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

#### **8.5 VOTING AT GENERAL MEETINGS**

a. Subject to these rules, every member of the association has only one vote at a meeting of the association.

b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting by indicating their position in an on-line written response.

### **8.6 POLL AT GENERAL MEETINGS**

As all voting is recorded on-line, polls are not required for the association's annual general or special meetings.

### **8.7 SPECIAL AND ORDINARY RESOLUTIONS**

a. A special resolution is a special resolution as defined in the Act.

b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

### **8.8 PROXIES**

A member shall be entitled to appoint in writing a natural person, who is also a member of the association to be their proxy, to attend and vote at any general meeting of the association. Notification of appointment of proxies shall be by email correspondence from the member assigning his/her proxy and shall be received by the Secretary/Treasurer not less than three days prior to the meeting.

## **9. MINUTES**

a. All proceedings of general meetings of the association and of meetings of the committee shall be recorded and retained in electronic minutes books kept for the purpose.

b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

c. The minutes kept pursuant to this rule shall be digitally signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the

meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10 DISPUTE RESOLUTION**

a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -

(i) a member and another member; or

(ii) a member and the association.

b. 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.

c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

d. In this rule "member" includes any person who was a member not more than six months before the dispute occurred.

## **11 FINANCIAL REPORTING**

### **11.1 FINANCIAL YEAR**

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

### **11.2 ACCOUNTS TO BE KEPT**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

### **11.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS**

The accounts, together with the auditor's report on the accounts (if required), the committees statement and the committee's report, shall be made publicly available to all on the Association's website.

### **12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

### **13. WINDING UP**

The association may be wound up in the manner provided for in the Act

### **14. APPLICATION OF SURPLUS ASSETS**

a if after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may determine to distribute surplus assets to nominated charities.

b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.



## **15. RULES**

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules. The alteration shall be registered as required by the Act. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof. The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.