

# SmartPassengers Inc

## Statement of Purposes

1. To work with related organizations and relevant government bodies, public transport operating companies and political parties to improve the service given by Melbourne's public transport system to its passengers
2. To formulate proposals for public transport improvements which are thorough in detail and viable from a technical perspective
3. To educate members about technical implications of current events in the Melbourne public transport scene

# SmartPassengers Inc

## Rules of Association

### 1. Name

The name of the incorporated association is SmartPassengers Inc (in these Rules called "the Association").

### 2. Definitions

- 1) In these Rules, unless the contrary intention appears-
  - "Act" means the Associations Incorporation Act 1981;
  - "committee" means the committee of management of the Association;
  - "financial year" means the year ending on 31 July;
  - "general meeting" means a general meeting of members convened in accordance with rule 12.
  - "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 21;
  - "Regulations" means regulations under the Act;
  - "relevant documents" has the same meaning as in the Act.
- 2) In these Rules, a reference to the Secretary of an Association is a reference--
  - a) if 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.

### 3. Alteration of the rules

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

### 4. Membership, entry fees and subscription

- 1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.
- 2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
  - a) he or she applies for membership in accordance with sub-rule (3); and
  - b) the admission as a member is approved by the committee.
- 3) An application of a person for membership of the Association must-

- a) be made online using the Association's secure web site, including submitting payment details; and
  - b) be lodged with the Secretary of the Association.
- 4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
  - 5) The committee must determine whether to approve or reject the application.
  - 6) If the committee approves an application for membership, the Secretary must, as soon as practicable, notify the applicant by email of the approval for membership
  - 7) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
  - 8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
  - 9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected and submit evidence that the admission fee tendered has been refunded.
  - 10) A right, privilege, or obligation of a person by reason of membership of the Association-
    - a) is not capable of being transferred or transmitted to another person; and
    - b) terminates upon the cessation of membership whether by death or resignation or otherwise.
  - 11) There shall be no entrance or joining fee to the association, beyond the normal annual subscription fee.
  - 12) The annual subscription shall be set by the committee on an annual basis and is payable in advance on or before 1 August in each year.
  - 13) The roles of the Secretary in relation to membership may, at the discretion of the committee, be delegated to another member of the committee, who shall be known as the Membership Officer.

## **5. Register of members**

- 1) The Secretary or Membership Officer must keep and maintain a register of members containing-
  - a) the name and address of each member; and
  - b) the date on which each member's name was entered in the register.
- 2) The Association is required to comply with the Privacy Act 1998. Any person wishing to inspect the register must first request in writing or by email the consent of the member(s) whose records they wish to view, along with a comprehensive statement of the intended use for the information. Once this consent has been obtained in writing or by email, copied to the Secretary or Membership Officer, the information must be released free of charge.

## **6. Ceasing membership**

- 1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 2) After the expiry of the period referred to in sub-rule 1:
  - a) the member ceases to be a member; and
  - b) the Secretary must record in the register of members the date on which the member ceased to be a member.

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

- 1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution--
  - a) fine that member an amount not exceeding \$500; or

- b) suspend that member from membership of the Association for a specified period; or
  - c) expel that member from the Association.
- 2) A resolution of the committee under sub-rule (1) does not take effect unless--
    - a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
    - b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
  - 3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
  - 4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--
    - a) setting out the resolution of the committee and the grounds on which it is based; and
    - b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
    - c) stating the date, place and time of that meeting; and
    - d) informing the member that he or she may do one or both 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;
    - e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
  - 5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must--
    - a) give the member, or his or her representative, an opportunity to be heard; and
    - b) give due consideration to any written statement submitted by the member; and
    - c) determine by resolution whether to confirm or to revoke the resolution.
  - 6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
  - 7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
  - 8) At a general meeting of the Association convened under sub-rule (7)--
    - a) no business other than the question of the appeal may be conducted; and
    - b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
    - c) the member, or his or her representative, must be given an opportunity to be heard; and
    - d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
  - 9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **8. Disputes and mediation**

- 1) The grievance procedure set out in this rule applies to disputes under these Rules between--
  - a) a member and another member; or

- b) a member and the Association.
- 2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 4) The mediator must be-
  - a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement-
    - i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5) A member of the Association can be a mediator.
- 6) The mediator cannot be a member who is a party to the dispute.
- 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8) The mediator, in conducting the mediation, must--
  - a) give the parties to the mediation process every opportunity to be heard; and
  - b) allow due consideration by all parties of any written statement submitted by any party; and
  - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9) The mediator must not determine the dispute.
- 10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9. Annual general meetings**

- 1) The committee may determine the date, time and place of the annual general meeting of the Association.
- 2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 3) The ordinary business of the annual general meeting shall be-
  - a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - c) to elect officers of the Association and the ordinary members of the committee; and
  - d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **10. Special general meetings**

- 1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- 2) All general meetings other than the annual general meeting are special general meetings.
- 3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 5) The committee must, on the request in writing or by email of members representing not less than 5 per

cent of the total number of members, convene a special general meeting of the Association.

- 6) The request for a special general meeting must--
  - a) state the objects of the meeting; and
  - b) be signed by the members requesting the meeting; and
  - c) be sent to the address of the Secretary.
- 7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## **11. Special business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## **12. Notice of general meetings**

- 1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 2) Notice may be sent--
  - a) by prepaid post to the address appearing in the register of members; or
  - b) if the member requests, by facsimile transmission or electronic transmission.
- 3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **13. Quorum at general meetings**

- 1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present--
  - in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.
- 4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

## **14. Presiding at general meetings**

- 1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

### **15. Adjournment of meetings**

- 1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- 4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **16. Voting at general meetings**

- 1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- 2) All votes must be given personally or by proxy.
- 3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

### **17. Poll at general meetings**

- 1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

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

If a question arising at a general meeting of the Association is determined on a show of hands-

- a) a declaration by the Chairperson that a resolution has been-
  - i) carried; or
  - ii) carried unanimously; or
  - iii) carried by a particular majority; or
  - iv) lost; and
- b) an entry to that effect in the 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.

### **19. Proxies**

- 1) Each member is entitled to appoint another member as a 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.
- 2) The notice appointing the proxy must contain:
  - a) The name and address of the member

- b) The name and address of the appointed proxy
- c) The notice must be signed and dated.

## **20. Committee of Management**

- 1) The affairs of the Association shall be managed by the committee of management.
- 2) The committee--
  - a) shall control and manage the business and affairs of the Association; and
  - b) may, subject to these Rules, the Act and the Regulations, 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 Act and the Regulations, 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; and
  - d) shall make for itself certain rules of operation, which shall be maintained by the secretary and changed only by a vote of the whole committee; and
  - e) shall take steps to ensure that relevant documents and securities are kept in a safe place.
- 3) Subject to section 23 of the Act, the committee shall consist of--
  - a) the officers of the Association; and
  - b) two ordinary members--each of whom shall be elected at the annual general meeting of the Association in each year.

## **21. Office holders**

- 1) The officers of the Association shall be--
  - a) a President;
  - b) a Vice-President;
  - c) a Treasurer; and
  - d) a Secretary.
- 2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- 3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **22. Ordinary members of the committee**

- 1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **23. Election of officers and ordinary committee members**

- 1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be--
  - a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- 3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

## **24. Vacancies**

- 1) 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; or
  - b) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - c) resigns from office by notice in writing given to the Secretary.

## **25. Meetings of the committee**

- 1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine. Alternatively, the committee may elect to make its decisions via a secure online forum.
- 2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

## **26. Notice of committee meetings**

- 1) Written or emailed notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- 2) Written or emailed notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **27. Quorum for committee meetings**

- 1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 2) No business may be conducted unless a quorum is present.
- 3) If within half an hour of the time appointed for the meeting a quorum is not present--
  - in the case of a special meeting--the meeting lapses;
  - in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 4) The committee may act notwithstanding any vacancy on the committee.

## **28. Presiding at committee meetings**

At meetings of the committee-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## **29. Voting at committee meetings**

- 1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (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 person presiding may exercise a second or casting vote.

## **30. Removal of committee member**

- 1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## **31. Minutes of meetings**

- 1) The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.
- 2) For committee decisions made via the secure online forum, the forum shall not be subject to editing at any time. All discussion will remain as a record of the deliberations of the committee.
- 3) The Secretary shall ensure that the forum database is backed up daily to the hard disk, and backed up weekly to permanent media (CD or equivalent) and the media stored in a secure place away from the main server such as the committee shall decide.
- 4) The role of the Secretary may be delegated to another member of the committee, who shall be known as the Minute Secretary and Forum Administrator.

## **32. Funds**

- 1) The Treasurer of the Association must-
  - a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - b) 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.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- 3) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the committee determines.

## **33. Custody of Books and Records**

- 1) Except as provided in these rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 2) All accounts, books, securities and any other relevant documents of the association must be available for inspection free of charge by any member on request.
- 3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### **34. Seal**

- 1) The common seal of the Association must be kept in the custody of the Secretary.
- 2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must 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.

### **35. Notice to members**

- 1) Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-
  - a) delivering the notice to the member personally; or
  - b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
  - d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

### **36. Winding up**

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