

VISUAL INDUSTRIES SUPPLIERS ASSOCIATION INC.  
**Rules of Incorporation**

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VISUAL INDUSTRIES SUPPLIERS ASSOCIATION Inc.

**A. Name**

The Association shall be named the Visual Industries Suppliers Association Inc.

**B. Objectives of the Association**

The objectives of the association shall be:

- a. To facilitate the communication to the Visual Industries and render the maximum possible service to the general Sign Making, Engraving, Printing and allied Industry and to every member of the Association.
- b. To foster closer relations and cordial cooperation among members and promote their business welfare and interests.
- c. To facilitate the exchange among members with their respective Industries.
- d. To improve the relations of members with their respective Industries.
- e. To promote and assist the businesses of Visual Industries and to every individual member of the Association.
- f. To donate any excess funds to Selected Charities or other Non Profit Organisations and Training Facilities where the investment may benefit our Industries, from time to time, as determined by the General Committee.
- g. To do all and such other things as may be incidental or conducive to the attainment of the above objects or as may be deemed necessary or expedient in the best interests of the Association.

## Part 1 Preliminary

### 1 Definitions

- (1) In these rules:

**Commissioner** means the Commissioner of the Department of Fair Trading.

**ordinary member** means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2).

**secretary** means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

**Special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 1984*.

**the regulation** means the *Associations Incorporation Regulation 1999*.

- (2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## Part 2 Membership

### 2 Membership qualifications

A person, body or organisation is qualified to be a member of the association if, but only if:

- (a) the person, body or organisation is a person, body or organisation referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act,  
or
- (b) the person, body or organisation:
  - (i) operates as a Supplier to the Visual Industries which includes but is not exclusively the Sign Making, Engraving, Printing or allied industry, and
  - (ii) has been nominated for membership of the association as provided by rule 3, and
  - (iii) has been approved for membership of the association by the committee of the association.

## 2A Membership Types

- a. **National Corporate Membership** – A National Corporate Member represents a Company which has offices or Distributors more than one State in Australia. Fee for this membership will be determined at each Annual General Meeting.
- b. **Corporate Membership** – A Corporate Member is one who only conducts business in the State that they reside. Fees for this membership will be at a discounted rate as determined at each Annual General Meeting.
- c. **Private Membership** – A Private Member is a person associated or former employee in the Industry who is either no longer actively engaged in the Industry or is not an employee of a current members as stated in 4.1 or 4.2. Such a person may apply for Private Membership in the Association on the acceptance of the Committee. Such Private Membership shall confer no voting privileges at either General or Extraordinary Meetings nor shall an Private Member be eligible for election to the Committee. Fees for Private Members shall be determined at each Annual General Meeting.
- d. **Life Membership** – From time to time a member or previous member maybe nominate for Life membership. This nomination can only be presented at the Annual General Meeting and must be carried by at least 75% of the eligible members attending this meeting. While a Life Member has all the entitlements of a Corporate Member, unless he or she is employed by, or has partnership with a current National or Corporate Member. A Life Member is not be eligible for election to the Committee.
- e. **International Membership** - An International Member is a Company or Individual, who is associated with the Supply of goods to the Visual Industry and who does not conduct business in Australia and / or is not a resident of Australia. Such Private Membership shall confer no voting privileges at either General or Extraordinary Meetings nor shall an International Member be eligible for election to the Committee. Fees for International Members shall be determined at each Annual General Meeting

## 3 Nomination for membership

- (1) A nomination of a person for membership of the association:
  - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules, and
  - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) the secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter

the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

**4 Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association.

**5 Membership entitlements not transferable**

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

**6 Resignation of membership**

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

**7 Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

**8 Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.

- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

## **9 Members' liabilities**

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.
- (2) Membership of the Association does not create any partnership, joint venture or agency relationship between the Association or other members of the Association and are not liable to each other in any way other than referred to in clause 9(1). ]

## **10 Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **11 Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association

if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(5),

whichever is the later.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 The Committees**

### **13 Powers of the Executive Committee**

The Executive committee, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the financial affairs of the association, including the management of property and funds in the application and disposal thereof, and
- (b) is to manage and control the association's business and trading company, Visual Impact Promotions Pty Ltd which shall include the power to appoint a General Manager and other such staff as it deems fit to carry out the operation of the business, and
- (c) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (d) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the financial affairs of the association and its trading company, Visual Impact Promotions Pty Ltd .

### **13A Powers of the General Committee**

The General Committee, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage all other affairs of the association not performed by the Executive Committee and the provisions of Clause 13, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association and the Executive Committee, and
- (c) has power to perform all such acts and do all such things as appear to the General Committee to be necessary or desirable for the proper management all other affairs of the association not performed by the Executive Committee and the provisions of Clause 13.

### **14 Constitution and membership of the Executive Committee**

- (1) Subject in the case of the first members of the Executive Committee to section 21 of the Act, the Executive Committee is to consist of the office-bearers of the association each of whom is to be elected at the annual general meeting of the association under rule 15.
- (2) The office-bearers of the association are to be:
  - (a) the president
  - (b) the vice-president
  - (c) the treasurer, and
  - (d) the secretary
- (3) Each member of the Executive Committee must also be appointed as a Director of the Trading Company, Visual Impact Promotions Pty Ltd and the Association, as long as each individual complies with ASIC Rules for being a Director. Failure to agree to these appointments will render them illegible to hold office on the Executive Committee
- (4) Each member of the Executive Committee is, subject to these rules, to hold office as an office bearer and director until the conclusion of the

annual general meeting following the date of the member's election, but is eligible for re-election.

- (5) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (6) When a member of the Executive Committee ceases to hold office, they shall do all things necessary to facilitate their removal from office as a Director of Visual Impact Promotions Pty Ltd.
- (7) To be eligible to hold a position on the Executive Committee, no member can have a business partnership or relationship with or be related to any member of a person, organisation or body employed by either the Association or Visual Impact Promotions Pty Ltd.

#### **14A Constitution and membership of the General Committee**

- (1) Subject in the case of the first members of the General Committee to section 21 of the Act, the General Committee is to consist of the Executive Committee and a number of ordinary members and such number of ordinary members shall not be less than 3 or greater than 10, each of whom is to be elected at the annual general meeting of the association under rule 15.
- (2) Each ordinary member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the ordinary member's election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the membership of the General Committee, the Executive Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **15 Election of members**

- (1) Nominations of candidates for election as office-bearers of the association, or as ordinary members of the General Committee:
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on either committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on either committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (6) The ballot for the election of office-bearers, and ordinary members of the General Committee is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

**16 Secretary**

- (1) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the General Committee,
  - (b) the names of members of the committees present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The Secretary shall be the Public Officer of the Association

**17 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made,  
and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

**18 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the Executive or General Committees occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Executive Committee from three consecutive meetings of the Executive and General Committees, or
- (h) in the case of Executive Committee only, is in a business partnership or relationship with or be related to any member of a person, organisation or body employed by either the Association or Visual Impact Promotions Pty Ltd.

**19****Removal of member**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation 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 the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**20****Meetings and quorum**

- (1) Each committee must meet at least 3 times in each period of 12 months at such place and time as the respective committee may determine.
- (2) Additional meetings of each committee may be convened by the president or by any member of their respective committee.
- (3) Email or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 72 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting. The non-receipt of such notice by any member shall not invalidate the proceedings at any committee meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

**21****Delegation by committee to sub-committee**

- (1) The Executive Committee may whenever deemed necessary or the President may in the case of emergency, by an instrument in writing, delegate to one or more sub-committees (consisting of such member or

members of the association as the Executive Committee or President thinks fit) the exercise of such of the functions of the committee as are specified by the President or Executive Committee in the instrument, other than:

- (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  - (3) President or Vice-President or such member of the Executive Committee or Employee of Visual Impact as is delegated to do so by the President shall preside at such sub-committee meetings.
  - (4) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
  - (5) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
  - (6) Any resolutions or recommendations made by the sub-committee shall only be regarded as recommendations to the Executive Committee.
  - (7) The President or Executive Committee, may, by instrument in writing, revoke wholly or in part any delegation under this rule.
  - (8) A sub-committee may meet and adjourn, as it thinks proper.

## **22 Voting and decisions**

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

## **Part 4 General meeting**

### **23 Annual general meetings – holding of**

- (1) With the exception of the first annual general meeting of the association, the association must each September or at least within 6 months after the

expiration of each financial year of the association, convene an annual general meeting of its members.

- (2) The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

**24 Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the General committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary members of the General Committee,
  - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

**25 Extraordinary general meetings – calling of**

- (1) The President or the Executive Committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 25 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 14 days after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 2 months after that date.

- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.
- (6) At any special general meeting convened on the requisition of members only such business as is specified in the requisition shall be transacted at such meeting.
- (7) At such convened special general meeting 25% of members must attend and any motion carried at such meetings must have a vote approving the motion of 75% of those attending.

## 26

### Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 15 business days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. The non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 27

### Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within fifteen minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved,  
and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the

meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.
- (5) The Chairperson of any general meeting shall have all the authority usually vested in the Chairperson of any meeting, viz, he or she shall keep order, direct the manner of debate on all questions introduced, determine what questions shall be discussed and in what order questions shall be introduced.
- (6) No member shall persist in a line of conduct contrary to the rule of the Chairperson, but may request the Chairperson to take the sense of the meeting upon those points in which he differs from the Chair.

## **28 Presiding member**

- (1) The president or the General Manager of the Association, in their absence or at their invitation, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president, General Manager and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29 Adjournment**

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

## **30 Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

**31 Special resolution**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

**32 Voting**

- (1) On 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 but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**33 Members Representation**

- (1) Any member shall, in particular a body or organisation, nominate a representative to attend any meeting of members. That person shall be the duly accredited representative of the member and have the full and exercisable rights of said member including right of attendance, participation and vote.
- (2) Should it be desired to authorise any person other than the duly accredited representative of the member as defined in clause 33(1), then written notice to that effect shall be submitted to the secretary or their representative at the commencement of the meeting and such members will be deemed to have authorised such representative to vote on their behalf.

**34 Appointment of proxies**

- (1) Any member shall have power to appoint another member as proxy to vote on his behalf at any meeting or any adjournment thereof but if two or more proxies shall be offered signed by the same member all proxies signed by such member shall be void.
- (2) All proxies must be handed to the Secretary before commencement of a meeting in respect of which a proxy is given.
- (3) If any member has not appointed a proxy but has given a power of attorney to a person such person shall be entitled to vote on behalf of such member provided such power of attorney shall have been previously produced to the Secretary and President and verified to their satisfaction.
- (4) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

**35 Non-financial Members**

Any member failing to pay a levy within one month after notice has been given of such levy by the Secretary or being in arrears three month in annual subscription shall de facto be disqualified from taking part in any proceedings. In default of payment for arrears within one month of final notice the member shall cease to be a member and the Executive Committee shall be empowered to institute legal proceedings for the recovery of such fees, membership plaque and debts as may be due to the Association by the said member

**Part 5 Miscellaneous**

**36 Executive Committee and General Committee Meetings**

The Executive Committee and General Committee shall meet at such time and at such date as either Committee may determine and in the case of emergency meetings at such time and date as the President may appoint. In all meetings of the Executive Committee and General Committee, three shall form a quorum. Each member of the committee shall have one vote and in the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote

**37 Ordinary Meetings of Members**

- (1) The Association may hold Ordinary Meetings of the members at such intervals as may be determined by the Committees.
- (2) Email or written notice of a meeting of the ordinary meeting must be given by the secretary or their representative to each member at least 72 hours (or such other period as may be unanimously agreed on by the members) before the time appointed for the holding of the meeting. The non-receipt of such notice by any member shall not invalidate the proceedings at any committee meeting.
- (3) Notice of a meeting given under clause 50(2) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business

**38 Insurance**

- (1). The Association shall effect and maintain insurance pursuant to Section 44 of the Act.

- (2). In addition to the Insurance required under Clause 25(1), the Association may effect and maintain other insurance.

**39 Funds – source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association’s bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**39A Levies**

- (1). In addition to the funds referred to in clause 35, in the case of any matter arising in the Association’s interest involving expenditure or commitments other than in the ordinary course of administration, the Executive Committee shall be empowered to levy the members on such basis as may in their opinion be regarded as just and equitable and such resolution of the Executive Committee shall be binding on all members. Provided that:
  - a) The liability of any member in respect of such levy shall not exceed the current membership fee at the time of the levy.
  - b) Not more than one such levy shall be struck in any one financial year.
- (2). Levies of larger amounts or of greater frequency than those permitted in clause 35A(1) may be determined by members in the General Meeting subject to notice of such resolution having been given to all members at least three clear days before such meeting and such resolution being passed by two-thirds majority of members present in person or by proxy and entitled to vote.

**40 Funds – management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

**41 Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

**42 Common seal**

- (1) The common seal of the association must be kept in the custody of the public officer.
- (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 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

**43 Custody of books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

**44 Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

**45 Service of notices**

- (1) For the purpose of these rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**46. Registered Office**

The Registered office shall be as and when determined at the Annual General Meeting

**47. Legal Representation**

The Association may be represented before any Court, Commission or any Tribunal in the interest of the Association or of its members by any person or persons whom the Executive Committee may from time to time appoint.

**48. Winding Up**

The Association shall be wound up voluntarily whenever resolution is passed by two-thirds majority of members present in person or by proxy and entitled to vote at an Extraordinary General Meeting called for the purpose requiring the Association to be wound up prior to any dissolution of funds it shall be imperative as far as funds are available to make provisions for satisfying all and every legitimate claim against the Association and any surplus funds thereafter remaining shall be disposed of as determined by members in General Meeting.

**49. Election of Delegates**

Delegates to represent the Association on any matter affecting the industry shall be appointed at an Ordinary General Meeting by the members present.

**50. Matters Relating to Own Rules/Model Rules**

Where in relation to any matter the Model Rules make provision but the Rules of the incorporated Association do not make provision, the provisions of the Model Rules shall, in relation to that matter, be deemed to be included in the Rules of the incorporated Association.

An object or a Role of the incorporated Association is of no effect if it is inconsistent with the Act or contrary to law.

**Appendix 1**

(Rule 3 (2))

**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

VISUAL INDUSTRY SUPPLIERS ASSOCIATION INCORPORATED (incorporated under the *Associations Incorporation Act 1984*.)

I,.....  
*(full name of applicant)*

of.....  
*(address)*

.....hereby apply to become a  
*(occupation)*  
member of the abovenamed incorporated 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.....

I,..... a member for the association,  
*(full name)*

nominate the applicant, who is personally known to me, for membership of the association.

.....  
*Signature of proposer*

Date.....

I,..... a member for the association,  
*(full name)*

second the nomination of the applicant, who is personally known to me, for membership of the association.

.....  
*Signature of seconder*

Date.....

**Appendix 2**

(Rule 3 (1))

**FORM OF APPOINTMENT OF PROXY**

I,.....of .....  
*(full name)* *(address)*

being a member of VISUAL INDUSTRY SUPPLIERS ASSOCIATION INCORPORATED

hereby appoint ..... of .....  
*(full name of proxy)* *(address)*

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.....  
*(month and year)*

and at any adjournment of that meeting.

- \* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- \* to be inserted if desired.

.....  
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.