

# Livestock Transporters Association of Victoria Inc



LIVESTOCK TRANSPORTERS  
ASSOCIATION OF VICTORIA INC.

Constitution adopted 16 September  
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## 1 Name

The name of the incorporated Association shall be the “**LIVESTOCK TRANSPORTERS ASSOCIATION OF VICTORIA INC.**” (Hereinafter called the “Association”).

## 2 Interpretation

In these rules, unless the context otherwise requires:

<b>Association</b>	means the association established in accordance with these rules and, when that association became incorporated under the Associations Incorporated Act, means the association is incorporated
<b>Executive</b>	means the Executive of the Association referred to in rule 11.
<b>Financial year</b>	means the year ending 30 <sup>th</sup> June
<b>Member</b>	means a member, however described, of the Association
<b>Membership year</b>	means the year ending 30 <sup>th</sup> June
<b>Membership Form</b>	means the application for membership form each member must complete
<b>Officer</b>	means an officer referred to in sub rule 11(b)
<b>Secretary</b>	means the person or, where no such person holds that office, the public officer of the association
<b>‘the Act’</b>	means the Association Incorporated Act 1991
<b>Voting Delegate</b>	means a voting delegate of a member of the Association referred to in sub-rule 18(b).

## 3 Register of Members

- (a) The Secretary must keep and maintain a register of members containing -
  - 1) the name and address of each member; and
  - 2) the date on which each member’s name was entered in the register.
- (b) The register is available for inspection free of charge by any member upon request.
- (c) A member may make a copy of entries in the register.

## 4 Objects

The objects of the Association are:

- (a) To promote the development of livestock transporting as part of the Victorian agricultural industry.
- (b) To ensure that members have the right to deliver any livestock, from any part of the State to its normal destination without unnecessary interference.
- (c) To examine and make representations on any legislation that restricts the rights of members to transport the commodity in accordance with 4(b).
- (d) To promote animal welfare, safety and efficiency in livestock transporting.
- (e) To raise funds by means of subscription from members and sponsorships for the purpose and objects of the Association in such amounts and in such manner as is considered adequate to achieve the above objectives.
- (f) To promote professional standards of integrity within the livestock transport industry.
- (g) To promote the Association as a representative body of the industry.
- (h) To promote the interests of livestock transporting within the agricultural industry and with Governments and the community.
- (i) To achieve any of the above objectives of the Association by means available to them, provided such measures are considered lawful.

## **5 Income and Property**

- (a) The income and property of the Association must be applied solely towards the promotion of the objects of the Association in the manner determined by the Executive.
- (b) No part of that income or property:-
  - 1) Is to be paid or transferred to any member directly or indirectly by way of dividend, bonus or otherwise; or
  - 2) is to be used for the purpose of trading or securing pecuniary profit to a member.
- (c) Nothing in this rule prevents the payment in good faith to a member of remuneration in return for services rendered or goods supplied, to the Association by the member in the ordinary course of business.

## **6 Membership**

- (a) Any proprietor or owner that conducts business within the State of Victoria as livestock transporters are eligible for membership of the Association.
- (b) Affiliate members shall include any person or corporation with an interest in the promotion of the well being of the livestock industry within the state of Victoria.
- (c) Affiliate members have no voting rights.
- (d) Associate Industry members shall include any person or corporation that benefits from the work of the LTAV.
- (e) Associate Industry members have no voting rights
- (f) The number of members shall be unlimited.
- (g) The membership fee of members shall be such sum as the Executive Committee shall from time to time, prior to the financial year, so determine.
- (h) The membership fees to the Association to be due by the 1<sup>st</sup> July each membership year.
- (i) The Executive may, in their discretion, grant or refuse an application for membership.
- (j) The Secretariat and the Public Officer are to keep a membership register in which the names and addresses of members are to be recorded.

### **6.1 Membership Entitlements not Transferable**

A right privilege or obligation of a member:

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

### **6.2 Cessation of Membership**

A member ceases to be a member if they:

- (a) Resign from membership of the Association
- (b) Are expelled from the Association; or
- (c) Fail to renew membership of the Association.

### **6.3 Resignation of Membership**

- (a) A member is not entitled to resign from membership of the Association except in accordance with this rule.
- (b) A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice in writing to the Secretary of the members intention to resign and, upon the period of notice, the member ceases to be a member.
- (c) Where a person ceases to be a member, the Secretary shall make an appropriate entry into the register of members recording the date on which the member ceased to be a member.

## 7 Disciplining of Members

- (d) Where the Executive is of the opinion that a member:
- 1) has persistently refused or neglected to comply with a provision of these rules; or
  - 2) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;
- The Executive may, by resolution:
- 3) expel the member from the Association; or
  - 4) suspend the member from such rights and privileges of membership of the Association as the Executive may determine for a specified period.
- (e) Where the Executive passes a resolution under sub-rule a) is of no effect unless the Executive, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice which confirms the resolution in accordance with this rule.
- (f) Where the Executive passes a resolution under sub-rule a), the Secretary shall as soon as practicable, cause a notice in writing to be served on the member:
- 1) Setting out the resolution of the Executive and the grounds on which it is based;
  - 2) Stating that the member may address the Executive at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
  - 3) Starting date, place and time of that meeting; and
  - 4) Informing the member that the member may do either or both of the following:
    - i. attend and speak at the meeting;
    - ii. submit to the Executive at or prior to the date of that meeting written representations relating to the resolution.
- (g) At a meeting of the Executive the Executive shall:
- 1) give to the member mentioned in sub-rule (a) an opportunity to make oral representations;
  - 2) give due consideration to any written representations submitted to the Executive by that member at or prior to the meeting; and
  - 3) by resolution determine whether to confirm or revoke the resolution of the Executive made under sub-rule (a).
- (h) Where the Executive confirms a resolution under sub-rule (d). The Secretary, shall within 7 days after that confirmation, by notice in writing inform the member of that confirmation.
- (i) A resolution confirmed by the Executive under sub-rule (d) does not take effect:
- 1) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - 2) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution.

### 7.1 Right of Appeal of Disciplined Matter

- (a) A member may appeal to the Association in a General Meeting against a resolution of the Executive within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of a notice under sub-rule (a), the Secretary shall notify the Executive which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date
- (c) At a general meeting of the Association convened under sub-rule (b):
- 1) no business other than the question of the appeal shall be transacted;
  - 2) the Executive and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
  - 3) the members present shall vote by secret ballot on the question of whether that resolution is confirmed

- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made that resolution is confirmed.

## **8 Affiliation**

The Livestock Transporters Association of Victoria Inc. may affiliate with the Australian Livestock Transporters Association – ALTA, and any other bodies deemed necessary by the Executive committee.

## **9 Zones**

- (a) Zones of the Association may be formed in regions of the state provided that not less than ten (10) members from such regions indicate the desirability of such a Zone and that permission of the Executive committee has been granted;
- (b) Each zone shall be entitled to appoint delegates to the General committee
- (c) The delegates are to be elected at each Annual General Meeting, and remain there subject to these rules, until the next Annual General Meeting
- (d) Delegates must be a member of the Association, or a representative of the member as nominated by the proprietor or owner on the membership form.
- (e) If a delegate misses two consecutive meetings without just cause, that position on the General committee shall be deemed vacant and another member may be elected to fill that position.

## **10 ALTA Delegates**

Up to three delegates may be elected to the council (one of whom is to be the State President or the President's representative).

## **11 Executive**

- (a) Subject to these rules the management and control of the affairs assets and funds of the Association are vested in the Executive.
- (b) The following offices comprise the Executive
  1. a President
  2. two Vice-Presidents
  3. immediate Past President
  4. the Secretary
  5. the Treasurer

### **11.1 Tenure of Office**

- (a) The Executive are to be elected at each Annual General Meeting and hold office subject to these rules, until the next Annual General Meeting.
- (b) An officer who is eligible to hold the office concerned may be re-elected.

### **11.2 Powers of the Executive**

- (a) The Executive may, on behalf of the Association, do any act or thing that they consider necessary or convenient for the purpose of carrying out the objects of the Association, other than an act or thing, under these rules, that is required to be done by a General Meeting.
- (b) The Executive may determine policy matters on behalf of the Association, in the absence of a resolution on the matter by a General Meeting.
- (c) The Executive must ensure that the provisions of the Association Incorporation Act are complied with in relation to the Association.
- (d) The following sub-rules do not limit the generality of sub-rule (a).
- (e) The Executive may appoint committees of representatives of members, whether officers or not, to perform such functions on behalf of the Executive as the

Executive think fit and may give directions as to the procedures to be followed by a committee.

- (f) Subject to the approval of the General Committee where as money is to be used, the Executive may:
- 1) co-opt the services of any body to assist the Executive in the performance of their duties; or
  - 2) authorise a committee to co-opt the services of any body to assist the committee in the performance of their duties:
- but a body so co-opted does not have power to vote on any matter considered by the Executive or Committee.

### **11.3 Vacation of Office**

- (a) Subject to sub-rule (b), an office becomes vacant if the officer
- 1) becomes of unsound mind; or
  - 2) is convicted of an offence by imprisonment for one year or longer;
  - 3) ceases to be a member; or
  - 4) resigns from the office by written notice to the President, a Vice-president or the Secretary; or
  - 5) death of a member; or
  - 6) when a committee feels the activities of a member have contravened the guidelines of the Association
- (b) An office does not become vacant under paragraphs 1), 2) or 6) until the Executive, after having given the officer written notice stating that they are proposing to consider declaring the office to be vacant, setting out the matters to which their consideration relates and giving to the officer a reasonable opportunity to make submissions on the matter, declare the office vacant.

### **11.4 Casual Vacancies**

- (a) The Executive may appoint a representative of a member who is eligible to hold office to any office that becomes vacant before the next Annual General Meeting.
- (b) The Executive continues to function despite any vacancy in any office referred to in sub-rule 11 (b) 1) to 5).
- (c) Where any office is not filled at an Annual General Meeting, the Executive may at any time before the next Annual General Meeting appoint to office a representative of a member who is eligible to hold office.
- (d) A person appointed to an office under this rule holds office, subject to these rules, until the next Annual General Meeting.

### **11.5 Proceedings of the Executive**

- (a) In this rule, 'Meeting' means a meeting of the Executive.
- (b) The Executive are to hold such Meetings as are necessary for the efficient performance of their functions
- (c) The President:
- 1) may, at any time convene a Meeting; and
  - 2) must, on receipt of a written request signed by at least 2 other officers, convene a Meeting.
- (d) The President is to preside at all Meetings at which he or she is present.
- (e) A quorum for Meetings shall consist of three of those persons entitled to membership of the Executive Committee.
- (f) At all Meetings of the Executive the President or another member of the Executive may take the chair. Such chairman unless the President shall not be entitled to vote.
- (g) Without limiting the discretion of the Executive to regulate their meetings under these rules, the Executive may if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio visual communication and a

resolution passed by such a conference shall, notwithstanding the Executive are not present together in one place at the time of the conference, be deemed to have been passed at an Executive meeting of the Executive held on the day on which and at the time at which the conference was held. The provisions of these Rules relating to proceedings of the Executive apply so far as they are capable of application and mutatis mutandis to such conferences.

## **12 The General Committee**

The General Committee shall be comprised of:

- (a) the Executive Committee
- (b) the ALTA delegates
- (c) zone delegates.

### **12.1 Meetings of the General Committee**

In this rule 'Meeting' means a meeting of the General Committee;

- (a) The General Committee shall meet at least four times annually such Meetings to be decided by the Executive Committee.
- (b) The President
  - 1) may, at any time convene a Meeting; and
  - 2) must, on receipt of a written request signed by at least 2 other delegates convene a Meeting.
- (c) The President is to preside at all meetings at which he or she is present.
- (d) Where the President is not present at a meeting;
  - 1) a Vice-President is to preside, or if two Vice-Presidents are present, one of them chosen by the members present is to preside; or
  - 2) if no Vice-President is present, the members present are to choose one of their own number to preside.
- (e) A quorum for General Committee Meetings shall consist of a third of those persons entitled to membership of the General Committee.
- (f) The member presiding at a meeting has a deliberative vote and, if the votes are equal, also has a casting vote.

## **13 Notices**

The Secretary may convene an Executive or General Meeting at the request of the President. A notice of an Executive or General Meeting must contain the date, time and place of the meeting and a list of matters (including the text of any motion of which the Secretary has received notice before the notice of the meeting is given) to be considered at the meeting, and must give 7 clear days of the meeting.

## **14 Notices of Motion**

- (a) Member/members may give to the Secretary, not less than 7 days before the fixed date for the Annual General Meeting, written notice of a motion that a voting member intends to move at that meeting.
- (b) Subject to rule (c), a motion may not be moved at an Annual General Meeting unless notice of the motion has been given in accordance with sub-rule (a).
- (c) Sub-rule (b) does not prevent a motion (other than a motion for amendment to these Rules) being considered if a majority of not less than one third of the members present in person and voting approve.

## **15 Decisions at General Meetings**

- (a) Except as otherwise provided in these Rules, questions at a General Meeting shall be decided by a majority of the voting delegates present in person by voting.

- (b) The person presiding has a deliberative vote and, if the votes on question are equal, the presiding person shall have a casting vote.

## 16 Effects of Resolutions

Resolutions passed at a general meeting are binding on all members whether or not present at the meeting.

## 17 Minutes

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.

## 18 Voting

- (a) Voting at an Annual General Meeting or Special General Meeting:
  - 1) Each financial member (i.e. one person who has paid a membership to the Association), or a representative of the member as nominated by the proprietor or business owner on the membership form has one vote.
  - 2) If the votes on question are equal, the President shall have a casting vote.
- (b) Voting at an Executive or General Meeting:
  - 1) Each voting officer and delegate has one vote,
  - 2) subject to this rule, voting on a motion moved at an Executive or General Meeting is to be a show of hands.  
This rule does not apply in relation to an election.
  - 3) If the votes on question are equal, the President shall have a casting vote

## 19 Annual General Meetings

- (a) The Annual General Meeting shall be held at the Annual Conference before the end of October of each year at a place, hour and day to be determined by the Executive and General Committee.
- (b) At least thirty (30) days written notice of the Annual General Meeting is to be given to each member.
- (c) A member of the Association may attend an Annual General Meeting and may take part in its deliberations.
- (d) At the Annual General Meeting a minimum of ten (10) members shall constitute a quorum. Unless otherwise provided by this constitution, at every Annual General Meeting.
- (e) The President shall be Chairman and if absent a Chairman shall be elected by resolution of a majority of the voting members present at the Annual General Meeting
- (f) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- (g) With the exception of any matters pertaining to the alteration of the Constitution, every question matter or resolution shall be decided by simple majority of votes of voting members present.
- (h) In the case of the Constitution amendment, clause 33 applies.

### 19.1 *The Business to be Transacted at every Annual General Meeting Shall Include:*

- (1) the minutes of the previous annual general meeting
- (2) the report of the President for the previous financial year
- (3) an audited statement of income and expenditure, and an audited balance sheet for the previous financial year
- (4) the election of officers

- (5) the election of zone delegates
- (6) the election of ALTA delegates
- (7) the appointment of an auditor

## 20 Election of Officers

- (a) If the number of nominations received for a category of office is equal to the number of vacancies in that category of office, the persons nominated are elected.
- (b) If the number of nominations received for a category of office exceeds the number of vacancies in that category of office, a secret ballot must be held in such a manner as the member presiding directs.
- (c) Each financial member present has one vote in respect of each office that is to be filled.

## 21 Special General Meetings

- (a) A Special General Meeting shall be called by the Secretary at the request of the President or the committee, or upon requisition setting forth the business for which the requisition requires a meeting to be called, signed by not less than 4 voting members, addressed and delivered to the Secretary.
- (b) The Secretary shall then issue a notice of meeting specifying the place, day and hour and the general nature of the business to be transacted thereof. Such meetings to be held within the 30 day period next following the receipt of the requisition by the Secretary.
- (c) The procedure at a Special Meeting shall be as decided by the Chairman of the meeting, provided that the matters to be considered are confined to the matters specified in the notice of the meeting given to members.

## 22 Chairman Absent

In the absence of the elected Chairman or Vice-President at any meeting, excepting Executive Meetings, of the Association a deputy Chairman will be elected from those members present and empowered to vote and shall preside over that meeting and tenure of office will cease at the close of such meeting.

## 23 Disclosure of Interests of Officers and Delegates

- (a) An officer or delegate who has a direct or indirect pecuniary interest in a matter being considered or about to be considered by the Executive or the General Committee must, as soon as practicable after the relevant facts have come to the person's knowledge, disclose the nature of the person's interest to a meeting of the Executive or the General Committee.
- (b) A disclosure under sub-rule (a) is to be recorded in the minutes of the meeting and the person must not, unless the Executive or the General Committee otherwise determines:
  - 1) be present during any deliberation of the Executive or the General Committee with respect to that matter; or
  - 2) take part in any decision of the Executive or the General Committee with respect to that matter.
- (c) For the purpose of making of a determination by the Executive or the General Committee under sub-rule (b) in relation to an officer or delegate who has made a disclosure under sub-rule (a), an officer or delegate who has a direct or indirect pecuniary interest in the matter to which the disclosure relates must not:
  - 1) be present during any deliberation of the Executive or the General Committee for the purpose of making the determination; or
  - 2) authorise a committee to co-opt the services of any body to assist the committee in the performance of their functions;

but a body co-opted does not have power to vote on any matter considered by the Executive or the General Committee.

## **24 Public Officer**

Under the Associations Incorporation Act, the Executive must appoint, and ensure that there is at all times, for the purpose of that Act, a public officer of the Association being a person who is a resident of Victoria.

A person who is a public officer of the Association ceases to be that public officer if he or she ceases to be a resident of Victoria.

## **25 Secretariat**

The Executive Committee may appoint a Secretariat as deemed necessary to assist the Executive Committee in the running of the Association.

The Secretariat has no voting rights.

## **26 Common Seal**

- (a) The common seal shall bear the words 'Livestock Transporters Association of Victoria Inc';
- (b) The common seal shall be kept in the custody of the Secretariat at the registered office of the Association.
- (c) The common seal must not be affixed to any document except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures of 2 members of the Executive.

## **27 Bank Accounts**

- (a) The funds of the Association will be banked in the name of the Association in such bank or banks or financial institution as the committee may from time to time direct.
- (b) The Association will keep account or accounts with a bank or banks in Australia.
- (c) The Treasurer or Secretariat is to receive all money paid to the Association and must deposit the money as soon as practicable to the credit of an account as referred to in sub-rule (b)
- (d) Cheques must be authorised by any two of the following: President, Vice-President, Secretary or Treasurer.

## **28 Address**

The Executive may change the address or postal address of the Association provided it notifies the members within 7 days and also notifies the next succeeding Annual General Meeting.

## **29 Auditor**

- (a) Each Annual General Meeting must appoint an auditor
- (b) If the position is not filled at the Annual General Meeting, or becomes vacant before the next Annual General Meeting, the Executive may appoint an auditor.
- (c) Subject to sub-rule (d) a person is not eligible to be auditor unless he or she is a qualified accountant and is not a voting delegate.
- (d) A firm of qualified accountants none of whom is a voting delegate may be appointed as auditor.

### 30 Accounts and Documents

- (a) The Treasurer shall ensure the proper accounts and records are kept of the financial transactions and financial affairs of the Association.
- (b) All accounts shall be kept by the Secretariat showing the financial affairs of the Association and the particulars usually shown in the books of account of a like nature. The financial year shall run from the first day of July to the thirtieth day of June next following and the accounts of the Association shall be closed on the last day of June in each year.
- (c) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (d) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### 31 Funds

- (a) The funds of the Association shall be derived from annual subscriptions of members, donations and subject to any resolution passed by the Association in general meeting and such other sources as the Executive determines.
- (b) All money received by the Association shall be deposited as soon as practicable and without deduction to the Association's bank account.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### 32 Disputes and Mediation

- (a) The grievance procedure set out in this rule applies to dispute under these Rules between:
  - 1) a member and another member; or
  - 2) 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, 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.
- (d) The mediator must:
  - 1) be a person chosen by agreement between parties; or
  - 2) 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).
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
  - 1) give the parties to the mediation process every opportunity to be heard; and
  - 2) allow due consideration by all parties of any written statement submitted by any party; and
  - 3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.

- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

### **33 Alteration of the Rules**

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

### **34 Dissolution**

The Association shall be dissolved:

- (a) if the membership is less than 5, or
- (b) if a resolution to that effect is carried by vote of three-fourths majority of voting members present at a General Meeting convened to consider the question.

The property and assets of the Association remaining after payment of all expenses and other liabilities shall be handed over to some other Association (having similar objects or in part objects) as the majority of members present at such General Meeting, by resolution, may decide.

## **CERTIFICATION**

We certify that this is a true and correct copy of the CONSTITUTION OF THE LIVESTOCK TRANSPORTERS ASSOCIATION OF VICTORIA INC.

**President**

**Secretary**

**Date**