

**EAGCG**



**Eastern Australia Ground Control Group**

**FINAL version 27/09/2010**

**INCORPORATED ASSOCIATION RULES**

**for**

**THE EASTERN AUSTRALIA GROUND CONTROL GROUP**

**(EAGCG)**

**27 September 2010**

# RULES OF THE EASTERN AUSTRALIA GROUND CONTROL GROUP (EAGCG)

## 1. *Association Purpose*

The main purpose of the Eastern Australia Ground Control Group (EAGCG) is a non-profit Association acting as a forum for the discussion and dissemination of geotechnical information for Eastern Australian mines. EAGCG membership is open to all persons who attend any EAGCG hosted events.

## 2. *Definitions*

(1) In these Rules, unless the contrary intention appears-

**"Association"** means the Eastern Australia Group Control Group (EAGCG)

**"Act"** means the Associations Incorporation Act (VIC)1981;

**"committee"** means the committee of management of the Association;

**"financial year"** means the year ending on 30 June;

**"general meeting"** means a general meeting of members convened in accordance with rule 11.

**"member"** means a participant at an event run by the Association who is on the current email distribution list.

**"committee member"** means a member of the committee who is not an officer of the Association under Rule 19;

**"Regulations"** means regulations under the Act;

**"voting member"** means a member who is in attendance at an event where the annual general meeting is taking place;

(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. *Non-profit***

The assets and income of the Association will be applied solely in furtherance of its abovementioned objects and no portion will be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

### **4. *Membership, entry fees and subscription***

(1) A person is eligible to be a member of the Association by attending one of the last 4 of the Association's events and being on the current email distribution list. This includes, but is not limited to people working for: mining companies, equipment and material suppliers, consultancies and mining regulators.

(2) The committee has the right to determine whether to deny an attendee registration to an event based on a vote of no fewer than four committee members or officers.

(3) There is no membership fee, however an appropriate registration fee for the Association's events will be charged that returns a small surplus to cover the Associations' operating costs for events. All expenses incurred for attendance at EAGCG events are the responsibility of the member, unless the committee agrees to reimburse some or all of the member's expenses.

(4) Registration fees for the Association's events will be charged at the same rate for members and non-members. Discount registrations may be offered to students at the discretion of the committee.

### **5. *Register of members***

(1) The Secretary or the Secretary's delegate will keep and maintain a register of members containing-

(a) the name, email address and postal address of each member; and

(b) the date on which each member last registered for an event.

### **6. *Ceasing membership***

(1) A member of the Association may refrain from attending workshops at any time.

(2) A member of the Association may contact the Secretary and request to be removed from the mailing list at any time which will result in the cessation of membership.

## **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) suspend that member from attending any of the Association's events for a specified period; or

(b) expel that member from the Association.

## **8. 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 will be-

(a) to confirm the minutes of the previous annual general meeting and of any general meeting held since the previous annual general meeting; and

(b) to receive from the committee reports upon the transactions and activities 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.

## **9. 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 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 6 months 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.

### **10. *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.

### **11. *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 will be sent by email to the address appearing in the register of members.

(3) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary who will include that business in the agenda.

### **12. *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-

(i) in the case of a meeting convened upon the request of members the meeting must be dissolved; and

(ii) in any other case--the meeting will stand adjourned to another place specified by the Chairperson at the time of the adjournment or by written notice in an email to members given before the day to which the meeting is adjourned.

(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) will be a quorum.

### **13. *Presiding at general meetings***

(1) The President, or in the President's absence, the Secretary, will preside as Chairperson at each general meeting of the Association.

(2) If the President and the Secretary are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

#### **14. 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 11.

(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.

#### **15. 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 in person.

(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 attend the Association's events have been paid. Non-paying registrants, including students, are not entitled to vote.

#### **16. 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 will 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.

#### **17. 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.

(c) Committee will review all decisions made post voting and decide on course of action.

### **18. Committee of Management**

(1) The affairs of the Association will be managed by the committee of management.

(2) The committee--

(a) will 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.

(3) Subject to section 23 of the Act, the committee will consist of--

(a) the officers of the Association; and

(b) 5 ordinary members -

each of whom will be elected at the annual general meeting of the Association in each year.

### **19. Office holders**

(1) The officers of the Association will be -

(a) a President;

(b) a Treasurer; and

(c) a Secretary.

(2) The provisions of rule 21, 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 will 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.

## **20. Committee members**

(1) Subject to these Rules, each ordinary member of the committee will 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 will hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

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

(1) Nominations of candidates by committee members for election of officers of the Association may be made to the Secretary of the Association at or before the date fixed for the committee meeting prior to holding of the annual general meeting. The office bearers of the Association will be announced at the annual general meeting.

(2) Nominations of candidates for election as ordinary members of the committee may be made to the Secretary of the Association at or before the date fixed for the holding of the annual general meeting. Nominations may also be received at the annual general meeting.

(3) A candidate may only be nominated for one office, or as an ordinary member of the committee.

(4) If insufficient nominations are received to fill all vacancies or if the number of nominations received is equal to the number of vacancies to be filled on the committee, the candidates nominated may be deemed to be elected or at the committee's discretion, further nominations may be sought.

(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.

## **22. Vacancies**

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.

## **23. Meetings of the committee**



(1) The committee must meet at least once a year at such place and such times as the committee may determine.

(2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

**24. Notice of committee meetings**

(1) Email notice of each committee meeting must be sent to each member of the committee at least 2 business days before the date of the meeting.

(2) Email notice must be sent 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.

**25. 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--

(i) in the case of a special meeting--the meeting lapses;

(ii) in any other case--the meeting will 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.

**26. Presiding at committee meetings**

At meetings of the committee-

(a) the President or, in the President's absence, the Secretary presides; or

(b) if the President and the Secretary are absent, or are unable to preside, the members present must choose one of their number to preside.

## **27. 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, will 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.

## **28. Removal of committee member**

(1) A majority of the committee 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 committee.

(3) The Secretary or the President may give a copy of the representations to each member of the committee or, if they are not so given, the member of the committee may require that they be read out at the meeting.

## **29. Minutes of meetings**

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.

## **30. Funds**

(1) The Treasurer of the Association must ensure that:

(a) all moneys due to the Association and make all payments authorised by the Association are collected and received; and

(b) 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 are kept..

(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 will be derived from registration fees, donations and such other sources as the committee determines.

## **31. Notice to members**

Except for the requirement in rule 11, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be sent by electronic transmission,.

### **32. *Dissolution***

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities will be transferred to another association or organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.

### **33. *Custody and inspection of books and records***

(1) Except as otherwise 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 upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### **34. *Alteration of the rules***

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

