

# **PUMP INDUSTRY AUSTRALIA INC.**

## **CONSTITUTION**

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## PART I-OBJECTIVES

### 1. Objectives

- (a) To promote and protect the interest of Association members.
- (b) To provide the Australian pump industry with the means of collective representation to Government departments and other Industry bodies and the means to speak with one voice on matters of importance to the industry.
- (c) To support the manufacturing of pumping equipment in Australia.
- (d) To support the export of pumps and pumping equipment from Australia.
- (e) To support the education of technicians and engineers in pump technology.
- (f) To provide a forum for the exchange of knowledge on the technology and operation of pumps and pumping systems.
- (g) To collect, collate and circulate statistics and statistical information on the industry.
- (h) To nominate members to Standards Australia committees and to follow and influence the development of overseas pumping standards.
- (i) To provide a forum for members to facilitate discussion of issues of mutual interest.
- (j) To liaise with groups and associations with similar interests in Australia and overseas for the benefit of members.

## PART II-PRELIMINARY

### 2. Definitions

(1) *In these rules, unless a contrary intention appears-*

"Financial year" means the year ending on 30 September;

"member" means a full member, however described, of the association;

"council member" means a member of the council who is not an office-bearer of the association as referred to in paragraph 13;

"secretary" means the person holding office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association;

"the Act" means the *Associations Incorporation Act 2009*

"the Regulations" means the *Associations Incorporation Regulations 2010*.

(2) *In these rules-*

(a) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or 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 III-MEMBERSHIP**

**3. Membership Qualification**

(1). Full membership is open to Australian companies being manufacturers of pump or pumping plant and to companies importing and/or distributing pumps and pumping plant, and to companies that are suppliers to the pumping industry, or any other company that is usually engaged in the industry. Full members shall pay an annual subscription relating to the number of employees:

Over 100 employees – A membership

25 to 100 employees – B membership

11 to 25 employees – C membership

10 employees or less – D membership

(2) Associate membership is open to companies that are major ancillary equipment suppliers to the pumping industry, or any other company that takes a strong interest in the Association activities for the purposes of networking with full members. Associate members shall have the right to vote at General meetings on all matters except for amendments to the Constitution. The fee for Associate membership shall be determined by the Council but shall not relate to the number of employees.

(3) Individual membership is open to persons who are associated with and have an interest in the pumping industry. Individual membership does not include the right to vote at General Meetings of the Association and individual members shall be entitled to a reduced subscription as determined by the Council.

(4) Life Membership is available to individuals who:

(i) Are retired from full time employment

and:

(ii) Who have served the PIA or its predecessor the APMA so as to make a significant contribution to the Association and the industry. Life Membership does not include the right to vote at General Meetings of the Association. Appointment to Life Membership shall be made by Council at an Annual General Meeting

(5) *A company or person is qualified to be a member if:*

(i) they have been nominated for membership in accordance with sub-rule 4(i); and

(ii) have been approved for membership of the association by the Council of the association.

The decision of the Council of the association as to whether a company or person be accepted as a member is final.

#### **4. Nomination for Membership**

- (1) *A nomination of a company or person for membership of the association-*
- (a) shall be made by a member of the association in writing in the form set out in Appendix 1 to these rules; and
  - (b) shall be lodged with the secretary of the association.
- (2) *As soon as is practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Council which shall determine whether to approve or to reject the nomination.*
- (3) *Where the council determines to approve a nomination for membership, the secretary shall as soon as practicable after that determination notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member and the first year's annual subscription.*
- (4) *The Secretary shall, on payment by the nominee of the amounts referred to in sub-rule (3) within the period referred to in that sub-rule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee shall become a member of the association.*

#### **5. Cessation of Membership**

*A company or a person ceases to be a member of the association if the company or person-*

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association.
- (d) fails to make payment of their annual subscription within 90 days of the end of the previous financial year.

#### **6. Membership Entitlements Not Transferable**

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

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

#### **7. Resignation of Membership**

- (1) A member is not entitled to resign from membership of the association except in accordance with this rule.

(2) 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 (being not less than 1 month or, if the council has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

(3) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8. 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 postal or residential address of each company or person who is a member of the association together with the date on which the company or person became a member.
- (2) The register of members must be kept in New South Wales at the association's official address.
- (3) The register must be open for inspection free of charge by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied
- (5) If a member requests that any information contained in the register about a member (other than the members name) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulations

## **9. Fee, Subscriptions etc.**

- (1) The entrance fee to the association is \$1, or if any other amount has been determined by resolution of the council, such other amount.
- (2) The annual membership fee of the association is \$2, or if any other amount has been determined by resolution of the council that other amount.
- (3) The annual membership fee is payable-
  - (a) except as provided by paragraph (b), before 1 October in each calendar year; or
  - (b) where a person becomes a member on or after 1 October in any calendar year, before 1 October in each succeeding calendar year.

## 10. Members entitlements.

- (1) All categories of membership shall be entitled to attend General and Annual General meetings and to fully participate in all Association activities with the exception that Individual and Life Members are not entitled to vote.
- (2) All Categories of membership shall be listed on the member's page of the Association website.
- (3) Full members will be entitled to a 50 word description of their business activities on the Association website.
- (4) Full members will be entitled to a hot-link from the Association website to their own company website.
- (5) Full members will receive referrals from customer/supplier enquiries received by the Association.
- (6) Full members may have special, training and promotional events or product launches circulated to the members list through the Association secretary.
- (7) Full members are entitled to participate in Association sub committees.
- (8) All categories of membership will receive a members discount as determined by council on all association publications.

## 11. Members' Liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up in 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.

## 12. Resolution of disputes

- (1) A dispute between a member and another member in the capacity of members of the association or a dispute between a member or members of the association and the association are to be referred to a community justice centre for mediation under the Community Justice Act 1983
- (2) If a dispute is not resolved by mediation within 2 months of the referral to a community justice centre the dispute is to be referred to arbitration
- (3) The Commercial Arbitration Act 1984 applies to any such disputes referred to arbitration

## 13. Disciplining of Members

- (1) *Where the council is of the opinion that a member-*
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,

*the council may, by resolution-*

- (c) expel the member from the association; or
  - (d) suspend the member from such rights and privileges of membership of the association as the council may determine for a specified period.
- (2) A resolution of the council under sub-rule (1) is of no effect unless the council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule.
- (3) Where the council passes a resolution under sub-rule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member-
- (a) setting out the resolution of the council and the grounds on which it is based;
  - (b) stating that the member may address the council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
- (i) attend and speak at that meeting;
  - (ii) submit to the council at or prior to the date of that meeting written representation relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the council mentioned in sub-rule (2), the council shall-
- (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the council by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the council made under sub-rule (1).
- (5) Where the council confirms a resolution under sub-rule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 11.
- (6) A resolution confirmed by the council under sub-rule (4) does not take effect-
- (a) 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;
  - (b) where, within that period the member exercise the right of appeal, unless and until the association confirms the resolution in accordance with sub-rule 11 (4).



#### **14. Right of Appeal of Disciplined Member**

- (1) A member may appeal to the association in general meeting against a resolution of the council which is confirmed under sub-rule 10 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under sub-rule (1), the secretary shall notify the council 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.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under sub-rule (2)
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under sub-rule 10 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 10 (4), that resolution is confirmed.

### **PART IV-THE NATIONAL COUNCIL**

#### **15. Powers of the Council**

Subject to the Act, Regulations, these rules, and to any resolution passed by the association in general meeting, the Council :-

- (a) Shall control and manage the affairs of the association. The Council shall draw up a schedule of operating procedures for the effective running of Association business. These procedures shall include detailed descriptions of the duties of Office bearers on the Council and the role of the Secretary and Treasurer. Amendments to these procedures may be incorporated by a majority vote at a Council meeting and up to date record maintained by the Secretary.
- (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 the association in general meeting; and
- (c) Has power to perform all such acts and do all such things as appear to the council to be necessary or desirable for the proper management of the affairs of the association.
- (d) Shall actively pursue the objectives of the Associations with specific responsibilities for key objectives allocated to each Councillor. The Council shall prepare an Annual business plan and budget for the Association which shall be presented at the AGM for the information of members.

## **16. Composition and Membership**

- (1) The council shall consist of-
  - (a) the office-bearers of the association; and
  - (b) 7 Council members, at least 5 of whom shall be accredited representatives of full members of the association. Representatives of associate members, individual members and life members are eligible for election to Council and will have voting rights on Council resolutions.
- (2) The office-bearers of the association shall be-
  - (a) President; and
  - (b) the Vice-President
 and shall be accredited representatives of full members of the association.  
 The office bearers shall be assisted by staff appointed by the Council and may include:-
  - The Secretary/Treasurer
  - Up to three Executive Officers to undertake specific portfolios in the day-to-day operations of the Association
 The roles of these nominated staff shall be described in the Operating Procedure of the Association.
- (3) Each member of the council shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) Council members and office bearers must disclose any potential conflict of interest, must not use their position or information for a dishonest purpose and must hand over any documents of the association within 14 days after ceasing to hold office.
- (5) At least 3 council members must reside in Australia and the public officer must be a resident of New South Wales.
- (6) In the event of a vacancy in the membership of the council the council may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **17. Election of Council Members**

- (1) Nominations of candidates for election as office-bearers of the association or as council members-

- (a) shall be made in writing, signed by 2 financial members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); providing:-
- (i) Nominees must be financial as of the date of the Annual General Meeting.
  - (ii) Nominees must be of good standing and abide by the associations Code of Ethics. and
- (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the council the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (3) If insufficient further nominations are received, any vacant positions remaining on the council shall be deemed to be vacancies.
  - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
  - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
  - (6) The ballot for the election of office-bearers and council members shall be conducted at the general meeting in such manner as the council may direct.
  - (7) A person is not eligible to simultaneously hold more than one position on the council.

## **18. Secretary**

- (1) The secretary shall be appointed by the council for such terms and such remuneration and upon such conditions as it thinks fit and any secretary so appointed may be removed by it.
- (2) The secretary shall perform such duties as the council may from time to time direct and shall include the keeping of minutes of-
  - (a) all elections and appointments of office-bearers and council members;
  - (b) the names of members of the council present at a council meeting or a general meeting; and
  - (c) all proceedings at council meetings and general meetings.
- (3) The secretary shall also-
  - (a) collect and receive all moneys due to the association and make all payments

authorised by the association; and

(b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

- (4) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **19. 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

At the discretion of the National Council the position of Treasurer can be carried out by the Secretary.

## **20 Operating Executive Officers**

- (1) The Council is empowered to appoint up to three Executive Officers to undertake specific portfolios in the day-to-day operations of the Association. The roles of these nominated staff shall be determined by the Council and described in the Operating Procedure of the Association.
- (2) Such Executive Officers may be accredited representatives of full or associate members, individual members or life members, who have served the Association in the past and/or who have the necessary qualifications and experience to fulfil the required responsibilities.
- (3) The Executive Officers shall be appointed by the council for such terms and such remuneration and upon such conditions as it thinks fit and any Executive Officer so appointed may be removed by it.

## **21. Casual vacancies**

- (1) For the purposes of these rules, a vacancy in the office of a member of the council occurs if the member-
- (a) dies;
  - (b) the member of the association he represents ceases to be a member of the association;
  - (c) ceases to be a representative of a member of the association;
  - (d) resigns the office;
  - (e) is removed from office pursuant to rule 19;
  - (f) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (g) suffers from mental or physical incapacity;
  - (h) is disqualified from officer under subsection 63 (1) of the Act; or
  - (i) is absent without the consent of the council from all meetings of the council held during a period of 6 months.

## **22. Removal of Council Members**

- (1) The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the council from the office of member of the council before the expiration of the member's term of office.

## **23. Council Meetings and Quorum**

- (1) The council shall meet at least 3 times in each calendar year at such place and time as the council may determine.
- (2) Additional meetings of the council may be convened by any member of the council.
- (3) Written notice of a meeting of the council shall be given by the secretary to each member of the council at least 7 days (or such other period as may be unanimously agreed upon by the members of the council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the council members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the council constitute a quorum for the transaction of the business of a meeting of the council.-

- (6) No business shall be transacted by the council unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a time and location to be notified by the secretary
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the council-
  - (a) the president or in the absence of the president, the vice-president shall preside; or
  - (b) if the president and the vice-president are absent, 1 of the remaining members of the council may be chosen by the members present to preside.
- (9) Meetings may be held at more than one venue using appropriate communications technology that allows members in different places to participate. Members present at these other locations may form part of the quorum and be allowed to vote if authorised to do so under the constitution.

#### **24. Delegation by Council to Sub-Committee**

- (1) The council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the council thinks fit) the exercise of such of the functions of the council as are specified in the instrument, other than-
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the council by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (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) A delegation under this rule 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.
- (4) Notwithstanding any delegation under this rule, the council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the council.
- (6) The council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

## **25. Voting and Decisions**

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

## **PART V-GENERAL MEETINGS**

### **26. Annual General Meetings - holding of**

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting-
  - (a) within the period 18 months after its incorporation under the Act; and
  - (b) within the period of 5 months after the expiration of the first financial year of the association.
- (3) Sub-rules (1) and (2) have effect subject to the powers of the Registrar of Incorporated Associations under section 26(3) of the Act

### **27. Annual General Meetings-calling of and business at**

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the council thinks fit.

- (2) Meetings may be held at more than one venue using appropriate communications technology that allows members in different places to participate. Members present at these other locations may form part of the quorum and be allowed to vote if authorised to do so under the constitution.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be-
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the council reports on the activities of the association during the last preceding financial year;
  - (c) to elect members of the council including office-bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 26(6) of the Act.
- (4) An annual general meeting must be specified as such in the notice convening it..

## **28. Special general meetings – calling of**

- (1) The council may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The council shall, on the requisition in writing of not less than 5 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) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the council fails to convene a special general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the council and any member who thereby incurs expense is entitled to be reimbursed by the association or any reasonable expense so incurred.

## **29. General Meetings-Procedure and Quorum**



- (1) No item of business shall 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) One third of members' representatives (being members entitled under these rules to vote at a general meeting) present in person constitute a quorum for the transaction 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, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to a time and location to be notified by the secretary and (unless another place is specified at the time of 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).
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

### **30. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by email or pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-rule 21(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 shall include that business in the next

notice calling a general meeting given after receipt of the notice from the member.

### **31. Presiding Member**

- (1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

### **32. Adjournment**

- (1) The person presiding at 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 left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall 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 sub-rules (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.

### **33. Making of Decisions**

- (1) A question arising at a general meeting of the association shall 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 person presiding 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 person presiding or by not less than 3 members' representatives present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken-
  - (a) immediately in the case of a poll which relates to the election of the person to preside at 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 person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **34. Special Resolutions**

- (1) A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **35. Voting**

(1) Subject to sub-rule (3), upon any question arising at a general meeting of the association a member has 1 vote only. An Individual or Life member does not have voting rights

(2) All votes shall be given personally

(3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **36. Proxy votes permitted and not permitted**

(1) Proxy voting is only permitted at an annual general meeting or special general meeting. A proxy vote must be lodged with the Secretary on the form attached as appendix 2 of this constitution at least 48 hours before the scheduled commencement of the meeting.

(2) Proxy voting must not be undertaken at or in respect of a general meeting.

### **37. Postal Ballots**

(1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13.

(2) A postal ballot is to be conducted in accordance with schedule 3 of the Regulation.

## **PART VI-MISCELLANEOUS**

**38. Insurance**

The association may effect and maintain insurance.

**39. Funds-Source**

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

**40. Funds-Management**

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

**41. Change of Name, Objects and Constitution**

An application to the Director-General for registration of a change in the associations name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a council member.

**42. Custody of Books**

Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

**43. Inspection of Books**

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

**44. Financial reporting system**

- (1) Pump Industry Association Inc has classified itself as a Larger Association under the Act and will have their annual accounts audited and lodge a copy with NSW Fair Trading.
- (2) An auditor shall be appointed by each Annual General Meeting.

**45. Service of Notices**

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by email or post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and emailing/posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**46. Winding up and Cancellation of incorporation**

- (1) The association can be wound up subject to Part 8 if the Associations Incorporation Act 1984 No 143

**PUMP INDUSTRY AUSTRALIA INC.**  
**APPENDIX 1** Sub-rule 4(1)  
**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

**Pump Industry Australia Incorporated**  
(incorporated under the *Associations Incorporation Act 1991*)

I,.....  
*(full Company/Individual name of applicant)*

of .....  
*(address)*

..... hereby apply to become  
*(occupation)*

a member of the above named 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,.....  
*(full name)*

representing .....  
*(company)*

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

.....  
*(Signature of proposer)*

Date .....

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

representing .....  
*(company)*

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

.....  
*(Signature of seconder)*

Company ABN No.....

No of employees involved in Pump Industry activities:.....

Applicants email address: .....

Company web address:.....

Phone contacts Business:..... Mobile.....

Fifty word description of business activities as related to the pump Industry. (this will be published with hot-link on PIA website.

.....  
.....  
.....  
.....  
.....  
.....  
.....

- PIA membership Categories:  
Associate Member  
Individual Member  
Company Member 1 to 10 employees  
Company Member 10 to 25 employees  
Company Member 25 to 100 employees  
Company Member more than 100 employees

**APPENDIX 2  
FORM OF APPOINTMENT OF PROXY**

Sub-rule 35 (1)

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

of .....  
*(address)*

being a member of the Pump Industry Australia Association Incorporated.....  
*(name of incorporated association)*

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

of .....  
*(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the Annual or Special General Meeting of the association (as the case may be) to be held on the .....

day of ..... 20. ...., 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)*

NOTE: A proxy vote may not be given to a person who is not a member of the association. Individual & Life members may not hold a proxy vote on behalf of a member.