

## CONSTITUTION

### 1. Name of Association

The name of the Association shall be Australian Society for Concrete Pavements and abbreviated as ASCP.

### 2. Address

The address of the Association shall be in NSW, or such other address as may be determined by a General Meeting of the Association.

### 3. Mission Statement, Objectives & Activities

Mission Statement:

*"The mission of the society is to facilitate the advancement of knowledge and technology related to concrete pavements through education, technology transfer and research in Australia.*

*The Society will gather and disseminate information for the concrete pavement community. The Society's efforts will promote technological advancements and competence of its members leading to improved concrete pavement design, construction and performance. "*

The main objectives and activities of the Association shall be:

- 3.1 Provide regular forums for practitioners to share learning's and experiences.
- 3.2 Assist in development and implementation of the required training packages being provided to the industry.
- 3.3 Provide regular and timely communication with members, such as a newsletter and website.
- 3.4 Provide a mechanism to review road authority specifications and test methods, and give consensus views from contractors and suppliers.

In this Constitution the territory for the Association is Australia and the National Executive refers to the executive committee of the Australian Society for Concrete Pavements Inc.

### 4. Membership

Membership of the Association shall consist of the following categories:

- 4.1 **Individual.** Persons who have an interest or association with the concrete paving industry in Australia.
- 4.2 **Students.** A full time student at a tertiary Australian education institution. No voting rights for this category.
- 4.3 **Life.** An individual who has been recognised by his/her peers for their contribution to the industry and accepted as a Life Member by the National Executive in accordance with criteria and a process decided by the National Executive of the Association. No subscription fee for this category.
- 4.4 **Corporate.** A company or organisation which has an interest in or association with the concrete paving industry in Australia, and which wishes to support the activities of the Association.

The National Executive may establish various levels or categories of Corporate Membership, may offer a range of benefits to those Members, and may establish membership fees for each level or category of Corporate membership. The National Executive may invite organisations to become Corporate Members of the Association, may offer those organisations a specified number of

Individual Memberships for employees of the organisation and, upon becoming a Corporate Member, the organisation may nominate up to that specified number of its employees to be Individual Members of the Association. The Corporate membership fee will be deemed to include the membership fee for the nominated Individual Members. The Corporate Member may change their nominated Individual Members from time to time as they wish. The nominated Individual Members of the Corporate Member will be admitted in accordance with Clause 5 of this Constitution, and will remain members of the Association only while they are employed by the Corporate Member. The National Executive may also offer reduced membership fees to employees of Corporate Members other than those nominated as Individual Members.

The Individual Members nominated by a Corporate Member will have all of the rights and responsibilities of an Individual Member included in Clauses 6.2, 7, 8.2, 8.3, 9, 10, 12, 14, 15, 17, 18 and 19.

## **5. Admission to Membership**

Admission to membership shall be subject to decision by the National Executive to determine for the purpose of eligibility of membership.

Any disputes with respect to the eligibility for membership by any member may be put to the National Executive.

## **6. National Executive**

6.1 There shall be a National Executive which shall consist of up to nine financial Individual Members, which includes those Individual Members nominated by financial Corporate Members in accordance with Clause 4.4 and Life Members of ASCP, the President from each Branch of ASCP, and the Executive Director. The President, or in his/her absence, the Vice-President of the Association will be the Chair of the National Executive.

There shall be not less than six financial individual members representing financial Corporate Members elected to the National Executive in accordance with Clause 6.2, unless there have not been sufficient nominations received from representatives of financial Corporate Members.

6.2 The National Executive members shall be elected by the individual members of ASCP by majority vote of all voting members in attendance at the Annual General Meeting or a meeting convened for that purpose. Members of the National Executive shall be elected for a term of two years, after which time they must vacate the position. They may stand for re-election for subsequent terms. To provide for continuity of members on the National Executive, the election of members of the National Executive shall be organised so that only half of the members stand down at any one Annual General Meeting or meeting convened for the election of members of the National Executive.

6.3 The President and Vice- President shall be elected by the National Executive from the duly elected members of the Executive. The President shall normally be appointed for a term of two years but, at the discretion of the Chairman and/or the National Executive, that period of office may be reduced to one year with a maximum of four consecutive years. In the event that there is no other member of the National Executive willing to be appointed as President, or in any other exceptional circumstance, the National Executive may extend the term of the current President by another year.

6.4 The Chair of the meeting shall have the casting vote in any matter being voted on by the National Executive where there is a tied vote.

6.5 A quorum for any National Executive meeting of the Association shall be three National Executive members (and does not include the Executive Director).

6.6 If a member of the National Executive resigns, or if there is a vacancy on the National Executive, the National Executive may appoint a replacement member and seek approval of this appointment at the next general meeting by show of hands.

- 6.7 There shall be an Executive Director who shall be recommended and approved by the National Executive. The Executive Director shall be the Public Officer and Treasurer, and have no voting rights during their appointment to the position.
- 6.8 The National Executive shall operate in accordance with the requirements set in the NSW Associations Incorporation Act 1984 and other government legislation.

## **7. Resignation & Termination of Membership**

A member may resign from the Association after having forwarded written notification of such intention to do so to the Executive Director and after payment of all subscriptions, levies or other monies owing to the Association at the date of such written notification. Such resignation shall not be effective until it has been accepted by the National Executive or after 30 days from the date the written notification was received by the National Executive whichever is the lesser.

The membership of any member may be terminated by the Association if, in the opinion of at least a three-fourths majority of the National Executive members present and voting at a meeting of the National Executive, such individual has acted contrary to this Constitution, or to the interests of the Association. Before a vote is taken on the termination of membership the person shall be given an opportunity to explaining its actions at a meeting of the National Executive.

Any member shall, upon termination of membership under this Clause, meet all financial obligations outstanding to the Association as at the date of such termination.

## **8. Representation at Meetings**

- 8.1 Members of the National Executive are duly elected. The Public Officer must be a NSW resident and meet the requirements of the NSW Associations incorporated ACT.
- 8.2 Attendance at General Meetings and Annual General Meetings shall be restricted to members and invitees from nonmembers when approved by the National Executive.
- 8.3 Attendance at seminars and courses is not limited and the National Executive may charge different entry fees for members and nonmembers.

## **9. Voting at Meetings other than National Executive Meetings**

The National Executive may call a general or special meeting of members. The voting rules in Clauses 9.1 to 9.5 shall apply at these meetings.

- 9.1 Every individual member shall have one vote.
- 9.2 At any meeting, unless a secret ballot is demanded by at least two members present, voting shall be by show of hands.
- 9.3 Except where otherwise provided in this Constitution, resolutions or decisions shall be carried by a majority vote of members present.
- 9.4 A member shall be deemed present if any other member holds his/her proxy, which is in such form as shall be decided by the National Executive.
- 9.5 When it is deemed by the National Executive to be expedient to have a postal ballot to determine any matter to be decided under this Constitution, then a postal ballot shall be conducted in such form and in such manner as specified in Clause 15 or in such a manner as the National Executive will determine.

## **10. Meetings**

An Annual General Meeting of all members of the Association shall be held within three calendar months after the end of the calendar year, at least 21 days notice of which shall have been given to members.

The President may call special meetings of the Association and shall call a special meeting upon the request from more than 30% of the members of the Associations as defined in Clauses 4.1 to 4.3.

Having regard to the circumstances for which any special meeting is called, sufficient notice of any special meeting shall be given to members to enable them to be present. Meetings of the National Executive may be called at the discretion of the President.

All notices referred to in this Constitution may be given by the Association to any member, either by delivering the same personally or by sending it by post to the member at its registered office, or email, or such other address as the member has supplied to the Association. Service by post shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and be deemed to have been completed two days after the date of its posting.

#### **11. Working Groups**

The National Executive may form and terminate a working group consisting of members and non-members to address an industry issue.

#### **12. Quorum at General Meetings**

A quorum for any general meeting of the Association shall be 6 members.

#### **13. Auditor**

An Auditor shall be appointed at each Annual General Meeting.

#### **14. Subscription & Levies**

The National Executive shall determine the annual subscription for each membership category.

Should the Association decide at any general meeting that a levy should be made, provided that the affirmative vote by members present at that meeting represents at least a three-fourths majority of all members of the Association, such levy shall become due and payable on such a date as may be determined by the meeting.

Should the National Executive deem that a levy should be made as a matter of urgency between meetings of the Association all members shall be advised by notice setting out the reasons for the amount of the proposed levy and they shall be invited to vote by postal ballot. The levy shall be due and payable upon notification by the Executive Director that an affirmative vote has been received from a three-fourths majority of all members of the Association.

Excepting as provided for in this section, other conditions applying to postal ballots relating to levies shall be those provided for in Clause 15.

The National Executive shall also determine:

- (a) the fee for members and non-members at seminars, courses, workshops etc.
- (b) contributions to allied associations

#### **15. Postal Ballots**

In the event of any matter arising which appears to require a decision by the Association before it is convenient to hold a meeting, the President or, in his/her absence, the Vice President, may authorise a postal ballot which shall be undertaken in the following manner.

The Executive Director, upon receipt of instructions from the President, shall prepare a statement of the matter to be decided which shall be forwarded to members by notice, together with a ballot paper which shall be in such form as shall give a clear indication of the resolution, the subject of the notice. The marked ballot papers shall be returned to the Executive Director within 14 days of receipt of the aforesaid notice and any member who has not returned his ballot paper within this period shall be deemed to have refrained from voting.

The Executive Director may declare the result of the ballot immediately upon receipt of sufficient votes to indicate whether an affirmative or a negative vote by a simple majority of all members of the Association or after the expiry of 14 days after the date of dispatch of the aforesaid notice when the decision shall rest upon a simple majority of the votes cast by those members who have voted within that period, provided that the votes so cast comply in number with the requirements of a quorum at meetings in accordance with Clause 12.

#### **16. Accounts**

The funds of the Association shall be under the control of the National Executive which shall have sole management thereof. All cheques, negotiable instruments and monies belonging to the Association shall forthwith, upon receipt thereof, be paid to such bankers as shall from time to time be nominated by the Association.

Payments of accounts shall be set by a national policy set by the National Executive.

It shall be the duty of the Executive Director to:

- (a) Certify as to the correctness of accounts for payment;
- (b) Cause proper books of account to be kept and maintained;
- (c) At the end of the financial year, which shall be December 31 in each year, cause to be prepared a financial report for such financial year which shall be submitted to the Auditor prior to the Annual Meeting. The financial report duly audited shall be submitted to the Annual General Meeting;
- (d) Meet the requirements of the NSW Office of Fair Trading;
- (e) Meet the requirements of the Australian Taxation Office.

#### **17. Alterations to the Constitution**

Notice of motion of any proposed change of this Constitution may be dealt with at any special meeting called for that purpose provided that such notice of motion has been given to members at least 14 days prior to that special meeting.

No change in this Constitution shall be effective unless at least three-fourths of those members of the Association present at the special meeting shall have voted affirmatively.

#### **18. Liability**

No liability shall be assumed by the Association on behalf of any member or affiliated Association.

#### **19. Dissolution**

The Association shall be wound up and dissolved upon the affirmative vote of a three-fourths majority of members, such vote to be taken at a general meeting of the Association or by postal ballot in terms of Clause 15.

No dividend or share in any surplus shall be paid or distributed to members nor shall members be entitled to share in the dividends of the Association on dissolution.

On dissolution the assets of the Association shall be distributed amongst such bodies as the Association may determine to have objects in whole or in part similar to the objects of the Association. In the event of the assets being insufficient to meet the liabilities, members of the Society at the date of winding up or dissolution shall contribute up to a maximum of twenty dollars (\$20.00) towards payment of such liabilities plus any outstanding membership fees at that date.