

This is the annexure of 36 pages marked "A" referred to in the Form No. 1
Signed by me and dated 19/12/06

Signature(s)

RULES OF ASSOCIATION

The ICT Industry Collaboration Centre of Western Australia

Preamble

- A. The ICT Industry Collaboration Centre of Western Australia (**ICTICC**) was established as an unincorporated association by and between a number of ICT industry Associations by signing the MOU (as defined below) on 7 December 2004.
- B. The objectives of this unincorporated association are to further the development and growth of the Western Australian information and communications technology industries and to provide a coherent communication point for Government and industry in Western Australia but not to give or become the single voice for all ICT industry segments or sectors including those represented by the member associations. Each member association or organisation forming ICTICC represents a different segment or sector of the ICT industry and each association or organisation accordingly acknowledges and accepts that the views of one or all associations or organisations may differ.
- C. DoIR has committed to provide certain funding to the ICTICC for a certain period as specified in a Funding Agreement (as defined below) signed by the ICTICC Founders (as defined below) and DoIR on 18 November 2004.
- D. These rules of association formalise the relationship of the Founders of ICTICC into an association incorporated under the *Associations Incorporation Act 1987*.

1 Definitions

- 1.1 In these Rules and unless the context otherwise requires, the following words or phrases will have the following meanings:

Act	means the <i>Associations Incorporation Act 1987</i> .
Affiliate	means an association that has joined ICTICC as an affiliate member in accordance with Rule 5.3.
AGM	is the meeting convened as ICTICC's annual general meeting in accordance with Rule 16.1(b).
Alternate	means an Association's alternate representative appointed from its Executive Management Group in accordance with Rule 10.19 to stand in for and act in an Association's representatives place at any given Executive meeting or to exercise some or all of the representative's powers for a specified period as notified in writing by the Association or its representative to the Secretary.

<i>Application</i>	means an association's application for membership to join ICTICC in the form of Attachment A.
<i>Association</i>	means any broadly based active information or communications technology industry association to whom the Executive resolves to offer membership in accordance with Rule 5.2.
<i>By-Laws</i>	means the By-Laws of ICTICC (if any) that may be created pursuant to Rule 4.1(d).
<i>Casual Vacancy(ies)</i>	means a casual vacancy in the Executive as detailed in Rule 14.
<i>Chairperson</i>	Means the person appointed in accordance with Rule 10.7 who will preside at Executive and general meetings. If that person is unable to perform his or her functions, the Vice-Chairperson will preside or such other person as agreed by the Executive upon a vote.
<i>Commissioner</i>	means the Commissioner for Fair Trading exercising powers under the Act.
<i>convene</i>	means to call together for a formal meeting.
<i>DoCEP</i>	means the Department of Consumer and Employment Protection in Western Australia or such other government department in Western Australia with responsibility for administering the <i>Associations Incorporation Act (1987)</i> .
<i>DoIR</i>	means the Department of Industry and Resources in Western Australia or such other government department in Western Australia with responsibility for promoting the interests of the ICT industries in Western Australia.
<i>Electronic Poll</i>	means a private secure electronic voting poll (the form of which is to be set out in the By-Laws or as otherwise notified by the Executive from time to time) issued and run by the Secretary and reviewed by the current Executive to ensure it has been conducted fairly. Each poll issued will have a limited mandatory timeframe (specified in the poll information itself) in which Associations may cast their votes. Associations that do not comply will not have their vote counted.
<i>Executive</i>	means the committee of management of ICTICC as referred to in Rule 10.1.
<i>Executive Management Group</i>	means an Association's own executive or board of management, managing committee or other governing body and including any paid employees or contractors responsible for the management of that Association.

Executive meeting	means a meeting referred to in Rule 15.
Executive Officer	means the officer appointed by the Secretary and engaged by ICTICC in accordance with Rules 12.2 and 4.2(b).
financial year	means a period not exceeding 15 months fixed by the Executive, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter, each period commencing 1 July and ending on 30 June in the following year.
Founders	means the founding Associations of ICTICC including: <ul style="list-style-type: none"> ○ Australian Computer Society WA (ACS WA Branch) ○ Australian Information Industry Association WA Branch (AIIA) ○ Australian Telecommunications Users Group (ATUG WA Branch) ○ Engineers Australia, (Western Australian Division - Information, Telecommunications and Electronic Engineering College) ○ Institute of Electrical and Electronic Engineers (Western Australian Section) (IEEE) ○ Western Australian Internet Association Inc. (WAIA)
Funding Agreement	means the agreement dated 18 November 2004 between DoIR and the Founders of ICTICC for DoIR to provide funding assistance to ICTICC pursuant to the <i>Industry Association and Bilateral Business Organisation Development Scheme</i> established under clause 10 of the <i>Industry and Technology Act 1988 (WA)</i> .
general meeting	means a meeting to which all Associations are invited including a special general meeting or an AGM.
ICT	means information and communications technology.
ICTICC	means the association referred to in Preamble item A and Rule 2.1
Membership Categories	The categories of member Associations of ICTICC include: <ul style="list-style-type: none"> (i) Association class members; and (ii) Affiliate class members.
Membership Fees	means the annual joining fee and such other fees payable by each Association or Affiliate as determined by the Executive at each AGM.
MOU	means the Memorandum of Understanding dated 7 December 2004 signed by the Founders confirming the intent of the Founders to establish ICTICC and to

	abide by the Objectives.
Officebearers	of the Executive means the: (a) Chairperson; (b) Vice-Chairperson; (c) Secretary; and (c) Treasurer.
ordinary resolution	means a resolution other than a special resolution.
Objectives	means the objectives of ICTICC as specified in Rule 3.1.
Observer	means a representative of DoIR or other observer as may be permitted by the Executive from time to time.
poll	means voting conducted in written form (as opposed to a show of hands).
Recommended Hours	means the recommended number of hours per calendar quarter, as specified in the By-Laws (if any) or as otherwise notified by the Executive from time to time, that an Association or Affiliate should complete on ICTICC activities during that period.
representative	where used in these Rules in the context of an Association means an Association's representative who may be appointed to the Executive in accordance with Rules 10 and 19.
Rules	means these Rules of Association.
Secretary	means the Secretary appointed in accordance with Rule 10.7. The functions the Secretary will perform are as specifically set out in Rule 12 and otherwise more generally throughout the remainder of these Rules.
special general meeting	means any general meeting other than an AGM.
special resolution	means: (a) a resolution that is passed by a majority of not less than 75% of the Associations of ICTICC who are entitled under the Rules to vote and vote through their representatives, proxies or postal votes (where allowed by these Rules) at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or (b) where a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding at the meeting that the resolution has been passed as a special resolution will be evidence of the fact of the special resolution unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the Rules or, if

the Rules do not make provision as to the manner in which a poll may be demanded, by at least 3 Associations represented by their representatives in person or, where proxies are allowed, by proxy. If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

Sub-Committee means a sub-committee of ICTICC created by the Executive for the conduct of certain business or activities of ICTICC formed from representatives of member Associations and Affiliates.

Treasurer means the Treasurer appointed in accordance with Rule 10.7. The functions the Treasurer will perform are as set out in Rule 13.

Vice-Chairperson means the Vice-Chairperson appointed in accordance with Rule 10.7.

2 General Acknowledgments

- 2.1 The name of the association is the "ICT Industry Collaboration Centre of Western Australia Inc." (**ICTICC**).
- 2.2 These Rules bind each Association and ICTICC to the same extent as if each Association and ICTICC had signed and sealed these Rules and agreed to be bound by all provisions of these Rules.
- 2.3 Each applicant for Association or Affiliate class membership acknowledges and agrees that ICTICC is:
- (a) open to membership to any organisation that shares its Objectives;
 - (b) not, and is not intended to be or become, a 'peak body' for all ICT industry categories in Western Australia;
 - (c) not intended to be, become or give a 'single voice' on or from the ICT industry to government, industry, the media or to any other group;
 - (d) purposed to liaise between Associations and others to collect the various views of different ICT industry groups and to present such views in a coherent framework (whether those views are similar or different);
 - (e) is not, and cannot be, the only or primary point of contact between all ICT industry categories and government. Each Association remains free to provide its views to government or any other organisation, entity or person and nothing in these Rules provides to the contrary;
 - (f) only permitted to present in public a single 'point of view' on a matter or issue when all Associations have agreed on the particular matter or issue. Where no such agreement exists, ICTICC must present the range of views, or if appropriate all

views, of the Associations (Associations are in no way bound to provide a view and may abstain from giving any view for any reason at any time);

- (g) not a lobbyist organisation and will not generally lobby unless there is a matter for which all Associations are in agreement, and for which all Associations agree requires lobbying; and
- (h) not focussed on becoming self-funding, but will strive to become a centre of excellence for strategic advice on the ICT industries for government, commerce and industry in Western Australia and as such, will attract and be given sufficient funding so that it can achieve its Objectives.

2.4 Each applicant for Association or Affiliate class membership acknowledges and agrees that:

- (a) where an organisation that wishes to become a member of ICTICC for whatever reason cannot become a full Association class member of ICTICC such organisation can, subject to Rule 5.3, join as an Affiliate; and
- (b) each representative on the Executive represents an Association and that each such representative's first obligation is to the Association he or she represents even where this may be in conflict with his or her obligations to ICTICC or any other Association that is a member of ICTICC. Where such actual, potential or perceived conflict exists or may likely arise, the Association's representative should advise the other representatives comprising the Executive of such conflict and should decline to vote on any relevant matters.

2.5 Each Association and Affiliate member of ICTICC agrees to continue to acknowledge and remain bound by Rules 2.3 and 2.4 while they remain a member of ICTICC.

3 Objectives of ICTICC

3.1 The objectives of ICTICC are:

- (a) to promote the interests, development and growth of the information and communications technology sector in Western Australia;
- (b) to identify opportunities for cooperation on activities that promote the interests, development and growth of the ICT sector in Western Australia;
- (c) to promote the development and growth of Australian information and communications technology resources;
- (d) to promote the ICT industry as an enabler for other industry in Western Australia;
- (e) subject to Rules 2.3(b) to (f), to represent all areas of the ICT community either directly, or through relevant member Associations and Affiliates, and to act as a coherent voice providing a comparatively comprehensive (though not always consistent) policy forum as between member Associations at the State level;
- (f) to promote the growth and betterment of the ICT community through activities such as, but not limited to, facilitating education, training, business clustering, partnering

and mentoring, including developing a global awareness of the Western Australian ICT community to assist export development;

- (g) to collect and disseminate information and be a communications conduit to the ICT community in Western Australia;
- (h) to work closely with ICT industry associations to encourage membership growth and support these associations as they meet the needs of their own members;
- (i) to maintain a high level of liaison and cooperation with State Government departments and authorities, local Government, relevant industry organisations and as appropriate with Federal Government and international organisations.
- (j) to comply with its obligations under the Funding Agreement while that agreement continues in force;
- (k) to work with DoIR in furtherance of Rules 3.1(a), (b), (c) and (d);
- (l) to establish links between industry, government and academia in furtherance of Rules 3.1(a), (b), (c) and (d);
- (m) to establish links with similar organisations in the other States and Territories of Australia and internationally.

3.2 The assets and income of ICTICC will be applied solely in furtherance of and in the promotion of the Objectives of ICTICC and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Associations, except in good faith as compensation for services rendered or expenses incurred on behalf of ICTICC in the promotion and furtherance of the Objectives.

4 Powers

Powers of ICTICC

4.1 The powers conferred on ICTICC include:

- (a) those conferred by section 13 of the Act, such that subject to the Act and any additions, exclusions or modifications inserted below, ICTICC may do all things necessary or convenient for carrying out its Objectives and purposes, and in particular, may:
 - (i) acquire, hold, deal with, and dispose of any real or personal property;
 - (ii) open and operate bank accounts;
 - (iii) impose and collect levies, subscriptions, fees and other charges from Associations and Affiliates for the carrying out of these Rules or for any matters connected with these Rules;
 - (iv) if considered appropriate and approved by all member Associations, perform ICT related projects on a fee for service basis;
 - (v) raise money through sponsorship or borrow or raise money upon such terms and conditions (including with or without security) as ICTICC thinks fit

for the carrying out of these Rules or for any matters connected with these Rules;

- (vi) invest its money:
 - (A) in any security in which trust monies may lawfully be invested; or
 - (B) in any other manner authorised by these Rules;
 - (vii) give such security for the discharge of liabilities incurred by the Association as ICTICC thinks fit;
 - (viii) appoint agents (who may be Associations or Affiliates, or associated with Associations or Affiliates) to transact any business of ICTICC on its behalf;
 - (ix) enter into any other contract it considers necessary or desirable including any employment contract (including for an Executive Officer or an Industry Research and Liaison Officer); and
 - (x) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or these Rules.
- (b) ICTICC joining, co-operating or liaising with any person, corporation, government department, club, association, body, society or other entity, in any act matter or thing, which may be conducive to the attainment or performance of the Objectives;
 - (c) ICTICC generally doing all such other things as are incidental or conducive to the attainment and protection of the Objectives; and
 - (d) to make By-Laws prescribing any matters necessary for the purpose of giving effect to these Rules including in regard to the day to day operations of ICTICC but ensuring that such By-Laws in no way contradict these Rules or the Objectives or are inconsistent with the general acknowledgments set out in Rule 2.

Powers of the Executive

4.2 The powers conferred on the Executive include:

- (a) to take any action considered expedient solely or in concert with any other person or body to achieve the Objectives of ICTICC as expressed in the Objectives;
- (b) to appoint persons, both paid and unpaid, to fulfil specific functions that ICTICC has deemed as being necessary for the carrying out of these Rules and for achieving the Objectives;
- (c) to co-opt to the Executive the service, advice, or abilities of:
 - (i) the immediately preceding past Chairperson;
 - (ii) no more than three (3) other persons; and
 - (iii) any Executive Officer as may be appointed by the Secretary.

- (d) to delegate any part of its duties, except the power to delegate, provided that it retains at all times the right to review or revoke the actions, decisions or recommendations of any person or persons to whom such duties have been delegated; and
- (e) to authorise a member organisation to operate bank accounts on behalf of ICTICC.

5 Qualifications for membership of ICTICC

5.1 Membership of ICTICC will from the date of incorporation include the Founders (each of which will, excluding IEEE, be joined as Association class members. IEEE will be joined as an Affiliate class member).

5.2 Membership of ICTICC as an Association is open to other associations, organisations or bodies (**organisations**) that:

- (a) can demonstrate:
 - (i) they are a properly constituted legal entity (having a documented constitution, rules of association or similar set of written governing rules);
 - (ii) that they have:
 - (A) an elective process for establishing their own management;
 - (B) a formal documented structure for their own management and operation; and
 - (C) a meaningful local presence through Western Australian membership and representation;
 - (iii) that they have as a part of their objects the promotion and furtherance of Western Australian information and communications technology industries and resources;
 - (iv) that they represent ICT organisations, ICT professionals or ICT users whose role is in the provision or receipt of, management, development, application, training and support of ICT products and services in Western Australia;
 - (v) that they have as a part of their objects the promotion and furtherance of the Australian information and communications technology industries and resources;
 - (vi) that they are willing and able to commit resources of at least the Recommended Hours per calendar quarter on ICTICC activities directed towards satisfying the Objectives; and
 - (vii) that they are willing and able to act as a means of ICTICC distributing and conveying industry related communications to the organisation's own members;

- (b) are invited by the Executive to apply for membership;
- (c) complete an Application and pay the Membership Fees;
- (d) agree to be bound by these Rules and agree to continue to support the Objectives during their membership including by contributing at least the Recommended Hours per calendar quarter to ICTICC activities directed towards satisfying the Objectives and reporting on their progress in this regard in a report (the form of which is to be approved by the Executive) to the Secretary at the end of each calendar quarter; and
- (e) warrant to the Executive that:
 - (i) at the time of becoming a member Association or Affiliate they will use all reasonable efforts to comply with and promote the Objectives;
 - (ii) at the time of becoming a member Association or Affiliate they do not have any conflicting interests with ICTICC or the Objectives;
 - (iii) if during the period of their membership an actual or potential conflict of interest arises that they will immediately notify the Executive who will consider whether they should continue as a member Association or Affiliate.

5.3 Membership of ICTICC as an Affiliate is open to other associations, organisations or bodies that comply with some, but not all, of the criteria for membership as set out in Rule 5.2 including at least one of Rules 5.2(a)(iii) or (iv). The Affiliate membership category does not entitle an Affiliate to a seat on the Executive. The Executive may however invite Affiliates to have a representative attend Executive meetings from time to time. Affiliate representatives may also be co-opted onto the Executive for their industry skills and experience in accordance with Rule 4.2(c).

5.4 Association and Affiliate membership of ICTICC is not open to individuals. Individuals however, may be co-opted onto the Executive for their industry skills and experience in accordance with Rule 4.2(c).

5.5 An organisation that wishes to become an Association or Affiliate member of ICTICC must:

- (a) first write to the Chairperson of ICTICC expressing its interest in joining ICTICC providing details of:
 - (i) which of the Membership Categories the applicant considers it falls into;
 - (ii) in the case of Association class membership, whether the applicant organisation considers it complies with Rule 5.2(a) providing evidence supporting its application;
 - (iii) in the case of Affiliate class membership, whether the applicant organisation complies with some but not all of the criteria for membership as set out in Rule 5.2 including at least one or both of Rules 5.2(a)(iii) or (iv); and
 - (iii) how the applicant organisation proposes to assist with ICTICC's role in meeting the Objectives (the **Prerequisites**).

The ICTICC Executive will consider this expression of interest and if satisfied in relation to the Prerequisites will formally invite the applicant organisation to apply to join ICTICC either as an Association or as an Affiliate;

- (b) after receiving ICTICC's formal invitation, apply in writing for membership to ICTICC such application to be:
 - (i) signed by its local principal executive officer, chief executive, managing director or similar and by both of the Associations referred to in Rules 5.5(c) or (d) below; and
 - (ii) in such form as the Executive from time to time directs; and
 - (c) in the case of Association class membership, be proposed by one Association and seconded by another Association;
 - (d) in the case of Affiliate class membership, be proposed by one Association or Affiliate and seconded by another Association.
- 5.6 The Executive must consider each Application made under Rule 5.5 at an Executive meeting and must (subject to any decision to defer in accordance with Rule 5.8) at the Executive meeting or the next Executive meeting accept or reject that Application.
- 5.7 The Executive may decline to accept an applicant organisation where they consider it is not in the best interests of the ICT community generally or ICTICC to have that organisation participate in ICTICC.
- 5.8 The Executive will notify the applicant organisation in writing within 14 days of any Executive meeting where an Application has been considered of the Executive's decision in relation to that Application. The Executive may defer its decision on an Application to a later Executive meeting or to a Sub-Committee for its recommendation for a period of no longer than 6 months.
- 5.9 The Executive may admit an applicant organisation to ICTICC membership as either an Association or Affiliate class member subject to any conditions that may be specified by the Executive and subject to compliance with any requirements for membership such as the payment of Membership Fees.
- 5.10 Any prospective member Association or Affiliate will subject to the satisfaction of any conditions of acceptance and the payment of any fees, subscriptions and levies be deemed to be admitted as a member of ICTICC from the date of acceptance of their application by the Executive.
- 5.11 An applicant whose Application for membership of ICTICC is rejected under Rule 5.7 or is accepted into the Affiliate class of membership despite applying for membership under the Association class of membership must, if it wishes to appeal against that decision, give notice to the Secretary of its intention to appeal within a period of 30 days from the date it is advised of the rejection and must lodge its appeal, giving detailed written reasons and all evidence in support of its appeal, with the Secretary within 60 days of such rejection.
- 5.12 Where an applicant has lodged an appeal in accordance with Rule 5.11, the Executive will reconsider an applicant's application at an upcoming Executive meeting but in any event

the Executive must make a decision within 120 days of receipt of the appeal documents lodged by the applicant. The applicant may be asked to attend at such Executive meeting and state its case to the Executive. The Executive in its discretion may either accept or reject the applicant's application and must notify the applicant of its decision within 7 days of any Executive meeting where a decision was made.

- 5.13 Where an application is rejected following an appeal under Rule 5.12 and an applicant remains aggrieved they may further appeal to ICTICC in general meeting by giving notice to the Secretary within 30 days from the date it is advised of the rejection by the Executive. When notice is given under this Rule 5.13, ICTICC in a general meeting no later than the next AGM, must either confirm or set aside the decision of the Executive to reject the Application under Rule 5.12, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to submit further written representations to ICTICC in such general meeting.
- 5.14 A member Association is obliged to nominate its chairperson or other senior appropriate nominees to attend Executive or Sub-Committee meetings. An Affiliate is obliged to nominate and offer senior appropriate nominees to attend, hold positions on and participate in Sub-Committee meetings for the purposes of assisting with and promoting the Objectives.
- 5.15 Where an organisation's Application for membership to ICTICC is unsuccessful, that applicant organisation may not re-apply for membership to ICTICC for a period of 12 months.

6 Register of Associations and Affiliates of ICTICC

- 6.1 The Secretary, on behalf of ICTICC, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the Associations and Affiliates of ICTICC and their postal and email addresses or other appropriate contact details and, upon the request of an Association or Affiliate of ICTICC, will make the register available for the inspection of the Association or Affiliate and the Association or Affiliate may make a copy of or take an extract from the register but will have no right to remove the register for that purpose.
- 6.2 The register must be so kept and maintained at ICTICC's office or premises, in exceptional circumstances at the Secretary's place of residence, or at such other place as the Executive in meeting may decide.
- 6.3 The Secretary must cause any organisation that ceases to be an Association or Affiliate pursuant to Rule 8 to be deleted from the register of Associations and Affiliates referred to in Rule 6.1.

7 Subscriptions of Associations and Affiliates of ICTICC

- 7.1 The member Associations may from time to time at a general meeting determine the amount of the subscription to be paid by each Association and Affiliate in each year.
- 7.2 The period of subscriptions will run from 1 July to 30 June in each calendar year.
- 7.3 The Treasurer (or his or her appointed representative) will issue a tax invoice for subscriptions to each Association and Affiliate prior to 1 July in each year.

- 7.4 Each Association and Affiliate must pay to the Treasurer (or his or her appointed representative) annually, on or before the date determined by the Executive and specified in any invoice issued in accordance with Rule 7.3 (where no date has been specified in the invoice then by 1 August of that year) the amount of the subscription determined under Rule 7.1.
- 7.5 Subject to Rule 7.6, an Association or Affiliate whose subscription is not paid within 3 months after the relevant date determined in accordance with Rule 7.4 ceases on the expiry of that period to be an Association or Affiliate, unless the Executive decides otherwise.
- 7.6 An organisation exercises all the rights and obligations of an Association or Affiliate for the purposes of these Rules if its subscription is paid on or before the relevant date fixed by or under Rule 7.4 or within 3 months thereafter, or such other time as the Executive allows.
- 7.7 Only those Associations that are paid-up can vote at meetings of the Executive, at general meetings or in any Electronic Poll.

8 Termination of membership of ICTICC

8.1 Membership of ICTICC may be terminated upon:

- (a) receipt by the Secretary or another Executive Member of a notice in writing from an Association or Affiliate of its resignation from ICTICC. Such organisation remains liable to pay to ICTICC the amount of any subscriptions already due and payable to ICTICC by that organisation but unpaid at the date of termination;
- (b) non-payment by an Association or Affiliate of its subscription within three months of the date fixed by the Executive for subscriptions to be paid, unless the Executive decides otherwise in accordance with Rule 7.5;
- (c) failure of an Association to nominate at least one representative to be considered for inclusion onto the Executive within 30 days of the date of the AGM or where an Association fails to appoint at least one representative to the Executive to fill at least one of two Casual Vacancies within 90 days of the last vacancy arising;
- (d) failure of an Affiliate to nominate at least one representative for involvement in a Sub-Committee of ICTICC. The appointment to any Sub-Committee will be decided upon by the Executive in its discretion taking into account the skills and experience of the nominated representative and the industry sector of the Affiliate member; or
- (d) expulsion of an Association or Affiliate in accordance with Rule 9.

9 Suspension or expulsion of Associations and Affiliates of ICTICC

9.1 If the Executive considers that:

- (a) an Association or Affiliate should be suspended or expelled from membership of ICTICC because of its conduct or that the conduct of its representatives is detrimental to the interests of ICTICC; or

- (b) certain of an Association or Affiliate's representative(s) should be excluded from further participation in the ICTICC Executive or any ICTICC Sub-Committee because the conduct of that Association or Affiliate's representatives is detrimental to the interests of ICTICC,

then the Executive must communicate in writing to the Association or Affiliate:

- (c) notice of the proposed suspension or expulsion of the Association or Affiliate, or exclusion of certain of the Association or Affiliate's representatives, from any continuing participation in ICTICC, the Executive or any Sub-Committee and of the time, date and place of the Executive meeting at which the question of that suspension, expulsion or exclusion will be decided. Such notice to be given to the Association or Affiliate at least 30 days prior to the date of such Executive meeting; and
- (b) particulars of the relevant conduct giving rise to the suspension, expulsion or exclusion.

9.2 At the Executive meeting referred to in a notice communicated under Rule 9.1(c), the Executive may, having afforded the Association or Affiliate concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive:

- (a) suspend the Association or Affiliate; or
- (b) expel the Association or Affiliate; or
- (c) exclude certain of the Association or Affiliate's representatives from any continuing participation in ICTICC, the Executive or any Sub-Committee; or
- (d) decline to suspend or expel that Association or Affiliate from the membership of ICTICC or decline to exclude certain of the Association or Affiliate's representatives,

and must, forthwith after deciding whether or not to suspend or expel that Association or Affiliate, or exclude certain of the Association or Affiliate's representatives, communicate that decision in writing to that Association or Affiliate.

9.3 An Association or Affiliate that is suspended under Rule 9.2 must, if it wishes to appeal against such suspension provide all evidence in support of the suspension being lifted to the Secretary within 30 days of its suspension for consideration by the Executive. If the Association or Affiliate fails to provide such evidence in support within such 30 day period (or such other period agreed to by the Executive) the Association will be deemed expelled from ICTICC from that date.

9.4 An Association or Affiliate that is expelled under Rule 9.2 or 9.3 must, if it wishes to appeal against that expulsion, give notice to the Secretary of its intention to do so in the case of expulsion under:

- (a) Rule 9.2, within the period of 14 days referred to in Rule 9.5; or

(b) Rule 9.3, within 7 days of such expulsion.

9.5 Subject to Rule 9.6, an Association or Affiliate:

(a) has its membership suspended immediately upon receipt of notice of such suspension; or

(b) ceases to be a member Association or Affiliate 14 days after the day of the decision to expel the Association or Affiliate, is communicated to it under Rule 9.2.

9.6 When an Association or Affiliate:

(a) provides evidence in accordance with Rule 9.3 the Executive must either confirm or set aside its earlier decision to suspend the Association or Affiliate after having considered such evidence offered in support; or

(b) gives notice under Rule 9.4:

(i) ICTICC in a general meeting, must either confirm or set aside the decision of the Executive to suspend or expel the Association or Affiliate, after having afforded the Association or Affiliate who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association or Affiliate in the general meeting; and

(ii) the Association or Affiliate who gave that notice is suspended but does not cease to be an Association or Affiliate unless and until the decision of the Executive to expel the Association or Affiliate is confirmed under this Rule.

9.7 An Association or Affiliate who has certain of its representatives excluded from any further or continuing participation in ICTICC, the Executive or any Sub-Committee will ensure that such representatives do not attend at any meeting of or associated with ICTICC and will use all reasonable efforts to find and nominate suitable replacement representatives at its earliest convenience but no later than 60 days after the day on which the decision to exclude certain of the Association or Affiliates representatives is communicated to it under Rule 9.2 failing which the Executive may in its discretion expel the Association or Affiliate from ICTICC.

10 The Executive

10.1 Generally, the affairs of ICTICC will be managed exclusively by the Executive consisting of:

(a) the voting members of the Executive, comprising:

(i) the Officebearers; and

(ii) a number of Association representatives (such number calculated in accordance with Rules 10.2 to 10.4) such that the numbers of Association

representatives on the Executive do not at any time exceed 12 persons in total,

all of whom must be representatives of Associations of ICTICC who are appointed by those Associations or their representatives,

and

(b) the non-voting members of the Executive, comprising:

(iii) no more than 3 co-opted members of the Executive appointed in accordance with Rule 4.2(c);

(iv) the immediately preceding past Chairperson co-opted in accordance with Rule 4.2(c); and

(vi) the Executive Officer (if any) co-opted in accordance with Rule 4.2(c).

10.2 The Executive may be assisted by any person co-opted in accordance with Rule 4.2(c) who may at the request of the Executive attend Executive meetings and other meetings but may not vote at any such meeting.

10.3 While the number of Associations admitted as Association members of ICTICC remains less than or equal to 6 organisations, the Executive will be formed from at least 1, but no more than 2, representatives nominated by each Association at least 30 days prior to each AGM.

10.4 While the number of Associations admitted as members of ICTICC remains greater than 6 but less than or equal to 12 Associations, the Executive will be formed from at least 1, but not more than 2 representatives nominated by each Association at least 30 days prior to each AGM. If there are more than 12 representatives nominated, the Executive will ask each Association to nominate a primary and secondary nominee. The primary nominee will be appointed to the Executive. Remaining places on the Executive will be filled from secondary nominees who will be voted on by all Associations in an Electronic Poll (with at least 7 days in which to vote) at least 21 days prior to each AGM. Votes will be counted for each secondary nominee representative and the representatives with the highest number of votes will be appointed to the new committee.

10.5 Where the number of Associations admitted as members of ICTICC is greater than 12 associations, each member Association will nominate a representative at least 21 days prior to each AGM and the list of nominated representatives will be distributed to each member Association for voting on. Voting will be carried out by each member Association selecting 12 representatives in an Electronic Poll (with at least 7 days in which to vote). Votes will be counted for each representative and the 12 representatives with the highest number of votes will be appointed as the new committee.

10.6 For the purposes of Rule 10.4 and 10.5, each Association only has one vote and where there is a tie in relation to one or more nominees a new vote will be cast in an Electronic Poll (with at least 3 days in which to vote) at least 7 days prior to the AGM. If the tie continues after such Electronic Poll the then current Chairperson may issue a casting vote.

- 10.7 At least 14 days prior to the AGM, or as soon as any tie has been resolved under Rule 10.6, the Secretary will call for nominations from the new committee at least 7 days prior to the AGM to fill the Officebearer roles. Where only one nomination is received for an Officebearer role that Association's representative will be that Officebearer for the next year's committee. Where more than one nomination is received for an Officebearer position the Secretary will issue an Electronic Poll (with at least 3 days in which to vote) to each Association. Votes will be counted for each nominated representative and the representatives with the highest number of votes will be appointed as the relevant Officebearer for the next year's committee.
- 10.8 Within 7 days of the AGM the new Executive will call a joint Executive meeting with the outgoing Executive to arrange and agree a timetable for the orderly handover of the functions of the outgoing Executive, its Officebearers and any Sub-Committees (the **Handover Period**).
- 10.9 Subject to early expulsion, each appointment to the Executive runs for 12 months from after the conclusion of the AGM in the current year to the conclusion of the AGM in the next year (or such other date as the current Chairperson may agree with the new chairperson taking into account any handover requirements).
- 10.10 No Association may hold more than one Officebearer position on the Executive at any one time.
- 10.11 Where the number of member Associations is less than or equal to 6 then Rule 10.10 does not apply but in such circumstances, no Association may hold more than two Officebearer positions on the Executive at any one time.
- 10.12 No person will be eligible for election to the same Officebearer post for more than two consecutive years and for not more than twice in any five year period since last holding that same position.
- 10.13 Prior to the next AGM each Association must notify the Secretary of the appointment of its replacement representatives or reappoint or renominate for election its existing representatives. Where an Association does not nominate at least one representative within 30 days of the date of the AGM the Executive will be entitled to expel the Association in accordance with Rule 8.1(c).
- 10.14 While the number of Associations admitted as members of ICTICC remains less than or equal to 12 associations and where an Association has one or more Casual Vacancies on the Executive such that the Association has no current representative on the Executive it must, within 30 days of the last such vacancy arising, appoint a replacement representative to the Executive. Where an Association fails to appoint a replacement representative after 90 or more days the Executive will be entitled to expel the Association in accordance with Rule 8.1(c)
- 10.15 The Executive may delegate, in writing, to the Secretary or Executive Officer (if any) and to one or more Sub-Committees (consisting of such Association or Affiliate representatives of ICTICC as the Executive considers appropriate) the exercise of such functions of the Executive and ICTICC as are specified in the delegation other than:
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Executive by the Act or any other law,

and so long as such duties and powers are not outside the powers of ICTICC as set out in Rule 4.1.

- 10.16 Any delegation under Rule 10.15 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Executive may continue to exercise any function delegated.
- 10.17 The Executive may, in writing, revoke wholly or in part any delegation under Rule 10.15.
- 10.18 Each Association's representative(s) on the Executive:
- (a) will assume responsibility for the representation of, and communication with, their Association with regards to the Association's involvement with ICTICC;
 - (b) will have the authority to make decisions on behalf of the Association that he or she represents (subject to ratification by the Association represented);
 - (c) is entitled to vote on a Chairperson and the other Officebearers from amongst the representative's of all Associations; and
 - (d) may if nominated by the Executive, act as Chairperson until the next AGM.
- 10.19 Each Association's representative(s) on the Executive can appoint an Alternate from the Executive Management Group of the Association that he or she represents to act in his or her place at any given Executive meeting or to exercise some or all of the representative's powers for a specified period as notified in writing by the Association or its representative to the Secretary;
- 10.20 If the appointing representative requests the Secretary to give the Alternate notice of Executive meetings, the Secretary must do so.
- 10.21 When an Alternate exercises the Association's representatives powers, the exercise of the power is just as effective as if the powers were exercised by the usual Association representative on the Executive.
- 10.22 The appointing representative may terminate an Alternate representative's appointment at any time.
- 10.23 The appointment or termination of an Alternate must be in writing. A copy must be given to the Secretary.
- 10.24 An Alternate automatically vacates office if the appointor vacates office as that Association's representative or terminates the Alternate's appointment.
- 10.25 Members of any Sub-Committees appointed by the Executive under Rule 10.15 will not be required to be members of the Executive.
- 10.26 The Chairperson or their delegate from the Executive will always be an ex-officio member of all Sub-Committees.

11 Chairperson and Vice-Chairperson

11.1 Subject to this Rule 11, the Chairperson must preside at all general meetings and Executive meetings.

11.2 In the event of the absence from a general meeting or Executive meeting of:

- (a) the Chairperson, the Vice-Chairperson; or
- (b) both the Chairperson and the Vice-Chairperson, one Association's representative elected by the other Association's representatives present at the general meeting or Executive meeting,

must preside at the general meeting or Executive meeting.

11.3 At conclusion of the Chairperson's term the Executive may co-opt the retiring Chairperson onto the Executive, to assist the Executive and new chairperson in the continued smooth running of ICTICC.

12 The Secretary & Executive Officer

12.1 The Secretary must:

- (a) co-ordinate the correspondence of ICTICC;
- (b) keep, or arrange for the keeping of, full and correct minutes of the proceedings of the Executive and of ICTICC;
- (c) comply on behalf of ICTICC with:
 - (i) section 27 of the Act with respect to the register of Associations and Affiliates of ICTICC, as referred to in Rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the Rules and By-laws (if any) of ICTICC and, upon the request of an Association of ICTICC, must make available those Rules or By-laws for the inspection of the Association and the Association may make a copy of or take an extract from the Rules or By-laws but will have no right to remove the Rules or By-laws for that purpose. A copy of the up to date and consolidated Rules and By-laws will be available from the ICTICC website; and
 - (iii) section 29 of the Act and all applicable obligations under the *Privacy Act 1988* (Cth) (as amended) and all applicable State privacy laws (**Privacy Laws**)¹ by maintaining a record of:

¹ To the extent of any inconsistency between the Act and the Privacy Laws and to the extent that such inconsistency is not dealt with in the legislation itself or any interpretative legislation the Privacy Laws will be deemed to apply.

- (A) the names, email addresses, postal addresses or other appropriate contact details of the persons who hold the offices of ICTICC provided for by these Rules, including all offices held by the persons who constitute the Executive and persons who are authorised to use the common seal of ICTICC under Rule 22; and
- (B) the names, email addresses, postal addresses or other appropriate contact details of any persons who are appointed to act as trustees on behalf of ICTICC,

and the Secretary must, upon the request of an Association (and after having given consideration to all applicable obligations under the Privacy Laws) make available such record for inspection by the Association and the Association may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) unless the Associations resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in Rule 12.1(c) but other than those required by Rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these Rules, ICTICC in general meeting or the Executive upon the Secretary.

12.2 The Secretary may:

- (a) with the consent of the Executive, appoint a person as the Executive Officer of ICTICC; and
- (b) delegate some or all of his or her responsibilities and obligations as identified in these Rules, including under Rule 12.1, to such Executive Officer.

12.3 The Executive Officer (if any) does not have a vote at any meeting of the Executive or any general meeting.

12.4 Notwithstanding the appointment of an Executive Officer under Rule 12.2, the Secretary will at all times remains responsible for ensuring his or her responsibilities and obligations under these Rules are completed or complied with.

13 Treasurer

13.1 The Treasurer must ensure that:

- (a) there is proper receipt of all moneys paid to or received by the Treasurer or his or her appointed representative on behalf of ICTICC and must issue, or ensure his or her representative issues, receipts for those moneys in the name of ICTICC;

- (b) all moneys referred to in Rule 13.1(a) are paid into such account or accounts of ICTICC as the Executive may from time to time direct;
- (c) payments are made from the funds of ICTICC with the authority of a general meeting or of the Executive and in so doing ensure that all cheques are signed by the Treasurer and at least one other authorised representative on the Executive, or by any two others as are authorised by the Executive;
- (d) ICTICC complies with sections 25 and 26 of the Act with respect to the accounting records of ICTICC by:
 - (i) keeping such accounting records as accurately record and adequately explain the financial transactions and financial position of ICTICC;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of ICTICC to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of ICTICC to be conveniently and properly audited; and
 - (iv) submitting to Associations and Affiliates at each AGM of ICTICC accounts of ICTICC showing the financial position of ICTICC at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, a report is to be submitted to the Executive comprising at least a balance sheet, profit and loss statement, cash flow statement or other financial statements or reports in accordance with that direction;
- (f) unless the Associations resolve otherwise at a general meeting, proper custody of all securities, books and documents of a financial nature and accounting records of ICTICC, including those referred to in Rules 13.1(d) and (e) is maintained; and
- (g) such other duties as are imposed by these Rules or such other duties as are imposed by the Executive on the Treasurer are performed.

13.2 The Treasurer may:

- (a) with the consent of the Executive, appoint a person(s) (including for instance a bookkeeper) to assist the Treasurer with his or her responsibilities and obligations under these Rules; and
- (b) delegate some or all of his or her responsibilities and obligations as identified in these Rules, to such appointed person(s).

13.3 Notwithstanding the appointment of any person(s) under Rule 13.2, the Treasurer will at all times remains responsible for ensuring his or her responsibilities and obligations under these Rules are completed or complied with.

14 Casual vacancies in the Executive

14.1 A casual vacancy occurs in the office of the Executive and that office becomes vacant if an Association's representative on the Executive:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson (or if the Executive member resigning is the Chairperson, to the Vice-Chairperson) and that resignation is accepted by resolution of the Executive;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) 3 consecutive Executive meetings without attendance by any appointed Alternate; or
 - (ii) 3 Executive meetings in the same financial year without attendance by any appointed Alternate or without tendering an acceptable apology to the Secretary prior to such meeting,

and the Executive has resolved to declare the office of the relevant representative vacant;

- (f) the Association ceases to be a member of ICTICC; or
- (g) is the subject of a resolution passed under Rule 9 or by a general meeting of Associations terminating his or her appointment as an Association's representative on the Executive.

14.2 A casual vacancy on the Executive does not arise where an Association has two representatives on the Executive. If both such representative positions become vacant (and notwithstanding the availability of any Alternates) then Rule 10.14 applies.

15 Proceedings of the Executive

15.1 The Executive must meet together at least 8 times in each calendar year on a date to be agreed by the Executive. The Chairperson or at least half the Associations with representatives on the Executive, may at any time following a reasonable period of notice (being not less than 72 hours) convene an urgent meeting of the Executive.

15.2 Each Association has one deliberative vote only at Executive meetings, which may be made by either of its Association representatives (or an Alternate (if any is appointed)).

- 15.3 A question arising at an Executive meeting must be decided by a clear majority of votes. If there is no majority, the person presiding at the Executive meeting will declare the motion lost. Subject to adequate notice (of at least 7 days) voting on specific issues may be conducted outside of and between regular Executive meetings in Electronic Polls conducted by the Secretary in accordance with the By-laws (if no By-laws are in force then in accordance with the directions of the Executive as agreed and noted in any prior Executive meeting minutes).
- 15.4 At an Executive meeting, Association representatives present in person and representing greater than 50% of Association organisations constituting ICTICC, will constitute a quorum.
- 15.5 Subject to these Rules, the procedure and order of business to be followed at Executive meetings must be determined by the Association's representatives on the Executive present at the Executive meeting.
- 15.6 As required under sections 21 and 22 of the Act, an Executive Association or its representatives having any direct or indirect financial interest in a contract, or proposed contract, made by, or in the contemplation of, the Executive, must:
- (a) as soon as the Association or its representative becomes aware of that interest, disclose the nature and extent of the interest to the Executive; and
 - (b) not take part in any deliberations or decision of the Executive with respect to that contract.
- 15.7 Rule 15.6(a) does not apply with respect to a financial interest that exists only by virtue of the fact that the Association's representative on the Executive is an employee of ICTICC.
- 15.8 The Secretary must cause every disclosure made under Rule 15.6(a) by a Association's representative on the Executive to be recorded in the minutes of the meeting of the Executive at which such disclosure is made.

16 General meetings: AGMs and special general meetings

- 16.1 The Executive:
- (a) may at any time convene a special general meeting;
 - (b) must convene each AGM within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of ICTICC's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first AGM which may be held at any time within 18 months after incorporation; and
 - (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than 3 Associations, convene a special general meeting for the purpose specified in that request; or

(ii) the Secretary receiving a notice under Rule 9.4, convene a special general meeting to deal with the appeal to which that notice relates.

(d) must, after receiving a notice under Rule 5.13, convene a special general meeting, no later than the next AGM, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant Association is entitled to address ICTICC at the next AGM in relation to the Executive's rejection of that Association's Application and ICTICC at that meeting must confirm or set aside the decision of the Executive.

16.2 Associations making a request in accordance with Rule 16.1(c)(i) must:

(a) state in that request the purpose for which the special general meeting concerned is required; and

(b) sign that request.

16.3 If a special general meeting is not convened by the Executive within the relevant period of 30 days referred to:

(a) in Rule 16.1(c)(i), the Associations making the request concerned may convene a special general meeting; or

(b) in Rule 16.1(c)(ii), the Association giving the notice concerned may convene a special general meeting.

16.4 When a special general meeting is convened under Rule 16.3(a) or (b) ICTICC must pay the reasonable expenses of convening and holding the special general meeting.

16.5 Subject to Rule 16.7, the Secretary must give to all Associations not less than 14 days notice of a special general meeting and that notice must specify:

(a) when and where the special general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the special general meeting and of the order in which that business is to be transacted.

16.6 Subject to Rule 16.7, the Secretary must give to all Associations not less than 21 days notice of an AGM and that notice must specify:

(a) when and where the AGM is to be held;

(b) the particulars and order in which business is to be transacted, as follows:

(i) first, the consideration of the accounts and reports of the Executive;

- (ii) second, the election of members of the Executive to replace outgoing members of the Executive; and
- (iii) third, any other business requiring consideration by ICTICC, the Associations or Affiliates at the AGM.

16.7 A special resolution may be moved at a general meeting, however the Secretary must give to all Associations not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in Rule 16.5 or 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

16.8 The Secretary must give a notice under Rule 16.5, 16.6 or 16.7 by:

- (a) serving it on an Association's representative on the Executive personally; or
- (b) sending it by post to an Association or Affiliate at the address of the Association or Affiliate appearing in the register of Associations and Affiliates kept and maintained under Rule 6.

16.9 When a notice is sent by post under Rule 16.8(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Association or Affiliate concerned by ordinary prepaid mail.

17 Quorum and proceedings at general meetings

17.1 At a general meeting a quorum will be constituted from Association representatives present in person and representing greater than 50% of Association organisations constituting ICTICC.

17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Rule 16.5 or 16.6:

- (a) as a result of a request or notice referred to in Rule 16.1(c) or as a result of action taken under Rule 16.3 a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in Rule 17.2(a), the general meeting stands adjourned to the same time on the same day in the following week at the same location.

17.3 If within 30 minutes of the time appointed by Rule 17.2(b) for the resumption of an adjourned general meeting a quorum is not present, the Associations who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

17.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

- 17.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 17.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 16.1 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7 At a general meeting:
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Rules 19.1 and 17.9; and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in Rule 1.1, and, if a poll is demanded, in accordance with rules 17.9 and 17.11.
- 17.8 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 17.9.
- 17.9 At a general meeting, a poll may be demanded by the Chairperson or by three or more representatives from three or more Associations present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 17.10 If a poll is demanded and taken under Rule 17.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under Rule 17.9 must be taken immediately on that demand being made.

18 Minutes of meetings of ICTICC

- 18.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Executive meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Executive meeting, as the case requires, in the records of ICTICC. Such records are to be made available for review by Associations and Affiliates and DoIR (subject to Rule 23.1) upon request (including for instance by being made available securely online over the Internet).
- 18.2 The Chairperson must ensure that the minutes taken of a general meeting or Executive meeting under Rule 18.1 are checked and signed as correct by the Chairperson of the general meeting or Executive meeting to which those minutes relate or by the Chairperson at the next succeeding general meeting or Executive meeting, as the case requires.
- 18.3 When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
- (a) the general meeting or Executive meeting to which they relate (in this Rule 18.3 called "the meeting") was duly convened and held;

- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

19 Voting rights and Appointment of Association representatives

- 19.1 Subject to these Rules, each Association's representatives present in person or by proxy at a general meeting is entitled to one deliberative vote per Association only which may be made by any one of its representatives, Alternates or by any proxy.
- 19.2 Generally an Association's representative on the Executive will be appointed to the Executive in accordance with Rule 10.
- 19.3 An Association may only nominate for appointment under Rule 10 or may in writing to the Secretary appoint any replacement representative who is a natural person and who is a member of the Association's own Executive Management Group to represent it at Executive meetings, specific general meetings or at all general meetings.
- 19.4 An appointment made under Rules 10 and 19.3 must be made in a formal approval process including by a resolution of the Executive Management Group of the Association concerned:
 - (a) which resolution and nomination or appointment is authenticated by the Association using its usual method of signing and authorising documents or contracts (including by applying its common seal if any); and
 - (b) a copy of which resolution is to be lodged with the Secretary.
- 19.5 A person nominated under Rule 10 or appointed under Rule 19.3 to represent an Association is deemed for all purposes to be that Association's representative until that appointment is revoked by the Association (whether this is communicated by the representative at an Executive meeting or general meeting or notified to the Secretary in writing) or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, at the conclusion of that general meeting. The Secretary or Executive Officer, the Executive and ICTICC are entitled to rely upon such nomination or appointment as being the Authorised Representative of an Association.

20 Proxies of Associations of ICTICC

An Association through its representative (in this Rule called the ***appointing Association representative***) may appoint in writing another Association's representative who is a natural person to be the proxy of the appointing Association representative and to attend, and vote on behalf of the appointing Association representative's Association, at any meeting of the Executive or any general meeting.

21 Variation of the Rules and By-laws of ICTICC

- 21.1 ICTICC may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:

- (a) Subject to Rule 21.1(d) and 21.1(e), ICTICC may alter its Rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by ICTICC's Chairperson), ICTICC must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate signed by two Associations with representatives on the Executive certifying that the resolution was duly passed as a special resolution and that the Rules of ICTICC as so altered conform to the requirements of the Act;
- (c) An alteration of the Rules of ICTICC does not take effect until Rule 21.1(b) is complied with;
- (d) An alteration of the Rules of ICTICC having effect to change the name of ICTICC does not take effect until Rules 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the Rules of ICTICC having effect to alter the Objectives of ICTICC does not take effect until Rules 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the alteration of the Objectives.

21.2 Where in accordance with Rule 4.1(d) ICTICC adopts By-laws, such By-laws may be amended by an Association or Affiliate proposing an amendment in writing to the Secretary for consideration by the Executive at the next Executive meeting. The proposed amendment to the By-laws will be agreed if carried by two thirds of Association's voting in favour of the amendment. An amendment to the By-laws approved by the Executive will take effect immediately unless a later date is specified.

22 Common seal of ICTICC

- 22.1 ICTICC must have a common seal (which may take the form of a stamp or individual numbered seals or stickers on which its corporate name and number appears in legible characters).
- 22.2 The common seal of ICTICC must not be used without the express authority of the Executive and every use of that common seal must be recorded in the minute book referred to in Rule 18.
- 22.3 The affixing of the common seal of ICTICC must be witnessed by any two of the Chairperson, Vice-Chairperson, the Secretary, the Treasurer or another member of the Executive.
- 22.4 The common seal of ICTICC must be kept in the custody of the Secretary or of such other person as the Executive from time to time decides.

23 Inspection of records, etc. of ICTICC

- 23.1 While DoIR continues to provide annual funding to ICTICC in excess of AUD\$40,000, an authorised representative of DoIR may at any reasonable time inspect without charge the books, documents, records and securities of ICTICC and may send an Observer to sit in on and observe Executive meetings and general meetings.

24 Disputes and mediation

- 24.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (a) an Association or Affiliate and other Associations or Affiliates in relation to matters associated with ICTICC; or
 - (b) an Association or Affiliate and ICTICC; or
 - (c) DoIR and ICTICC.
- 24.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute by negotiation within 30 days after the dispute comes to the attention of all of the parties.
- 24.3 If the parties are unable to resolve the dispute by negotiation at the meeting, or if a party fails to attend that meeting, then the parties must, within 30 days, hold a meeting in the presence of a mediator.
- 24.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between an Association or Affiliate and another Association or Affiliate in relation to ICTICC, a person appointed by the Executive of ICTICC;
 - (ii) in the case of a dispute between an Association or Affiliate and ICTICC, a person who is an accredited mediator.
- 24.5 So long as not a party to any dispute or there is no conflict of interest, an Association or Affiliate of ICTICC or DoIR can be a mediator for the purposes of resolving a dispute referred to in Rule 24.4(b).
- 24.6 In the case of a dispute between ICTICC and DoIR, ICTICC and DoIR will put up a list of 5 possible mediators in their order of preference (numbering from one (1) to five (5) where one (1) is most favoured and five (5) is least favoured). The mediator with the lowest score will then be appointed as the mediator.
- 24.7 The mediator cannot be an Association who is a party to the dispute.
- 24.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.9 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

24.10 The mediator must not determine the dispute but may only assist the parties in resolving the dispute themselves.

24.11 The mediation must be confidential and without prejudice.

24.12 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 or otherwise at law.

25 Finance

25.1 The financial year of ICTICC shall commence on the 1st day of July and end on the 31st day of June in each year and during this period of time the financial affairs of ICTICC shall be administered by the Executive and Treasurer (along with any finance Sub-committee that may be established by the Executive).

25.2 At least three (3) signatories will be appointed at each AGM of ICTICC. The Treasurer (or his or her appointee) and Secretary (or Executive Officer, if any, as his or her appointee) must each be two (2) of the appointed signatories.

25.3 All cheques or payments issued by ICTICC must be signed or authorised by any two (2) of the appointed signatories.

26 ICTICC Assets

26.1 The assets of ICTICC, whether derived from income or property, will not be given or transferred in any way to any member of ICTICC excepting that payment in good faith may be made for goods or services supplied in the ordinary course of business, or for reasonable out of pocket expenses incurred by an authorised person acting under direction from ICTICC or the Executive.

27 Insurance

27.1 The Executive may arrange appropriate insurance to cover the representatives of each Association on the Executive of ICTICC for claims made against them in the discharge of their duties whilst on the Executive of ICTICC and the members of all functional Sub-Committees of ICTICC.

28 Distribution of surplus property on winding up of Association

28.1 If upon the winding up or dissolution of ICTICC there remains after satisfaction of all debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members or former member Associations or Affiliates. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried on for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the member Associations and Affiliates.

END.

APPLICATION FOR MEMBERSHIP TO ICTICC

and

FORMS

APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION

(Rule 5)

The ICT Industry Collaboration Centre of Western Australia Inc. (**ICTICC**), and

.....
(Insert **APPLICANT** organisation name)(**Applicant**)

of..... (insert **APPLICANT'S residential or postal address** - required under section 27 of the *Associations Incorporation Act (1987)*) applies to become a member Association of ICTICC.

If this Application is accepted, the Applicant agrees to be bound by the Rules of Association of ICTICC.

This Application must be accompanied by a copy of Applicant's own Constitution, Articles of Association or Rules of Association or other document(s) setting out the Applicant's purpose, objects aims or charter (whichever documents are appropriate) and all applicable evidence confirming the extent of its compliance with Rule 5.2(a) of ICTICC's Rules of Association.

Signed by its Principal Executive Officer:

Signature:.....

Date:.....

Signed by its first nominated representative
(if different to its Principal Executive Officer):

Signature:.....

Date:.....

Signed by its second nominated representative:

Signature:.....

Date:.....

PROPOSED:

Signature:.....

Name:.....

Date:.....

SECONDED:

Signature:.....

Name:.....

Date:.....

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of member Associations and be made available to other member Associations, upon request, under section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with ICTICC can be wound up.
- You can contact ICTICC at Module 1, Enterprise Unit 5, 7A De Laeter Way, Technology Park, Bentley, Western Australia 6102 or by email to membership@icticc.org.au.
- You can access or correct information about your member Association (name and address and contact information) by contacting ICTICC as indicated above.

OTHER INFORMATION:

- If your Application is accepted you are entitled to inspect and make a copy of the register of member Associations and Affiliates under section 27 of the *Associations Incorporation Act*.
- If your Application is accepted you are entitled to inspect and make a copy of the Rules (constitution) of ICTICC under section 28 of the *Associations Incorporation Act*. These may also be downloaded from the ICTICC website at www.icticc.org.au.

IF YOUR APPLICATION FOR MEMBERSHIP IS REJECTED BY THE EXECUTIVE:

- You may give notice of your intention to appeal within 30 days of being advised of the rejection (Rule 5.11). ICTICC in a general meeting, no later than the next AGM, must confirm or set aside the decision of the Executive rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting (Rule 5.12).

**APPOINTMENT OF MEMBER
REPRESENTATIVE
(Rule 19)**

.....
(Insert name of member Association)

advises that, on(Insert date of meeting), it **RESOLVED** that

.....
(Insert name of Representative of the above member Association)

will forthwith represent it on the Executive of the ICT Industry Collaboration Centre of Western Australia Inc.
(ICTICC)

WITNESSED / AUTHORISED BY:
(if required under the member Association's rules/constitution/etc.)

SIGNATURE:

NAME:

POSITION:

DATE:



SIGNATURE:

NAME:

POSITION:

DATE:

(Insert MEMBER common seal if applicable)

The Association acknowledges that according to Rule 19.5 of ICTICC a person appointed to represent an Association is, subject to its continued acknowledgement and compliance with Rule 2, deemed to be that Association's representative until that appointment is revoked by the Association or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

APPOINTMENT OF PROXY
(Rule 20)

.....
(Insert member Association name)

of.....
(Insert member Association address)

being an Association class member of The ICT Industry Collaboration Centre of Western Australia Inc. (**ICTICC**)

APPOINT

.....
(Insert name of Association proxy representative)

who also is a representative of another Association of ICTICC, as my proxy.

Our proxy is authorised to vote on our behalf: (Tick **only one of the following**)

at the general meeting/s (and any adjournments of the meeting/s) on

.....
(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In Favour:

Against:

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

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

(Insert resolution nos. brief description or nominees' name/s)

(Insert resolution nos. brief description or nominees' name/s)

Signature:.....
(of authorised signatory of the Association appointing Proxy)

Date:.....

NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION) (Rule 21)

The ICT Industry Collaboration Centre of Western Australia Inc. (**ICTICC**) is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the Rules of ICTICC.

The meeting will be held at (time) _____ am/pm. On (month) _____
the (day) _____ (year) 200 ____.

The meeting will take place at _____

SPECIAL RESOLUTION/S:

Currently Rule.....states: It is proposed to alter this Rule so that it states as follows:

Currently Rule.....states: It is proposed to alter this Rule so that it states as follows:

OR

A list of alterations to the Rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

- Rule 20 allows for proxy votes. A proxy form is enclosed for you to nominate another Association representative to vote on your Association's behalf if you cannot attend the meeting.
- Alterations to the Rules can only be made if supported by >50% of Associations voting at the meeting or by proxy.
- Alterations to the Rules only take effect when lodged with the Department of Consumer & Employment Protection.