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LEGISLATIVE
COUNCIL

VICTORIAN TAXI ASSOCIATION (INC)

CONSTITUTION AND RULES

AS AMENDED BY SPECIAL GENERAL MEETING - 7 October 1992

1. NAME

The name of the Incorporated Association is the "Victorian Taxi Association Incorporated" (in these Rules called "the Association").

2. INTERPRETATION

- 1 In these Rules, unless the contrary intention appears
 - a. "Council" means the elected Council of the Association.
 - b. "Councillor" means a person nominated and/or elected to the Council.
 - c. "Member" shall mean a metropolitan or a country member admitted to the Association in accordance with the provisions of Rule 4 of the Constitution.
 - d. "Representative" shall mean a representative of any member appointed in accordance with the provisions of Rule 8 of the Constitution.
 - e. "Secretary" shall mean any person appointed by the Council to act in that capacity *and includes the position of Executive Director.*
 - f. "Taxi" shall mean any passenger vehicle with a seating capacity not exceeding seven (7) persons which is licensed under the Transport Act 1983 to operate as a Commercial Passenger Vehicle.
 - g. "Financial Year" means the year ending on June 30
 - h. "President" shall mean to include any specially qualified person within the taxi industry, who shall be elected by the Council at the first Council meeting after the Annual General Meeting, and although such person shall not be afforded voting rights he shall be afforded a casting vote which may be exercised in the

event of any deadlock. In the event that the President is a councillor that person shall have normal voting rights, and in addition a casting vote.

- i. "General Meeting" means a General Meeting of representatives convened in accordance with Rule 21.
 - j. "The Act" means the Associations Incorporation Act 1981.
 - k. "The Regulations" means regulations under the Act.
2. In these Rules, a reference to the Secretary of an Association is a reference:
- a. where a person holds office under these Rules as Secretary of the Association - to that person; and
 - b. in any other case, to the public officer of the Association.

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. STATEMENT OF PURPOSES

The purposes of the Association are:

- 1. To represent operators of licensed taxis within the State of Victoria in all matters associated with the taxi industry.
- 2. To endeavour at all times to unite and co-ordinate all taxi organisations for the betterment of the general public and taxi operators alike.
- 3. To protect and conserve the interest of the members of the Association.
- 4. To consider and deal with all questions and issues involving the taxi industry.
- 5. To promote support or oppose legislative or other measures affecting the taxi industry or industries akin thereto.
- 6. To form a code of practice whereby the transactions of business relating to the taxi industry may be simplified and facilitated.

Solely for the purpose of furthering the purposes set out above the Association shall have power:

- a. To take over the funds and other assets and the liabilities of the present unincorporated association known as Victorian Taxi Association.
- b. To indemnify any person acting bona fide on behalf of the Association for any loss or damage incurred as a result of having on behalf of the Association become liable to pay any amount by way of damages or otherwise.
- c. To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
- d. To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- e. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- f. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- g. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association
- h. To construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, grounds, works or

conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out, alteration or control thereof.

- To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- j. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- k. To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- l. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge lien or other security upon the whole or any part of the Incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- m. To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- o. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- p. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the provision in Clause e. above.
- q. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the

purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

- r. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects
- s. To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules.
- t. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- u. To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- v. To make donations for patriotic, charitable or community purposes.
- w. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- x. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- y. *To provide for Associate membership to those companies and persons considered to be suppliers, consultants, professionals, service organisations and friends to the taxi industry.*

4. MEMBERSHIP

- A. 1. *Any person, partnership, firm, corporation, co-operative or other organisation accepted by the Council as an accredited depot, representing the interests of one or more metropolitan taxis, licensed under the provisions of the Transport Act 1983 shall be eligible for membership as a metropolitan member of the Association.*

2. Any person, partnership, firm, corporation, co-operative or other organisation representing the interest of one or more country or urban taxis licensed under the provisions of the Transport Act 1983 shall be eligible for membership as a country member of the Association.
3. Every member shall be deemed to have agreed to and shall be bound by the Constitution and all Rules and By-Laws made hereunder.
4. Applications for admission to membership shall be in writing in the form of or to the effect of the form set out in the First Schedule hereto, and shall be accompanied by an entrance fee which may be prescribed by the Council from time to time.
5. The Council may agree to admit any applicant to membership or may refuse any application without furnishing any reasons therefore.

B. Associate Membership

1. Associate members shall comprise all those persons who have been admitted to the class of associate member so long as their names are contained in a register of associate members.
2. Applicants for admission as associate members shall satisfy the Council that they are of approved standing and responsibility and are engaged principally in the manufacture, sale or hire of equipment and materials used by persons involved in or in connection with the taxi-cab industry or are engaged in any undertaking directly related to the supply of services to the taxi-cab industry.
3. Associate members:
 - (a) shall not have a vote in respect of any matter concerning the affairs of the Association;
 - (b) shall not be entitled to be represented by the Association in respect of any matter whatever;
 - (c) shall not be represented on the Council or on any committee with powers other than advisory powers, and shall not hold office in the Association;
 - (d) shall pay such fees, subscriptions and amounts as are prescribed from time to time for associate members;

5. SUBSCRIPTIONS AND FUNDS

1. The annual subscriptions payable in respect of each financial year shall be fixed by the Council at the meeting to be held as soon as convenient prior to the 1st day of July in each year.
2. Subscriptions shall be due and payable on 1st July of each year. however payment may be varied at the discretion of the Council.
3. Members admitted at any time other than the commencement of a financial year shall be charged a subscription proportionate to the portion of the year for which they are admitted, calculated on a quarterly basis.
4. The Council may also make levies on members for special purposes at such times as are considered necessary.
5. If any member shall, for a period of six months after the sum shall become due, fail to pay any sum of money payable to the Association, the Council may suspend such member from all rights and privileges until the sum is paid or remove its name from the Register of Members

6. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary.

7. FINANCIAL YEAR

The Association's financial year shall commence on the 1st day of July in any year and end on the 30th day of June in the year following.

8. REPRESENTATION

1. Metropolitan members shall be entitled to representation on the Association in the proportion of one representative to each one hundred or portion of one hundred taxis which the member operates or controls, as nominated in the form of the Second Schedule hereto.
2. *Each country/urban member shall be entitled to one representative per one hundred (100) taxis or portion of one hundred taxis on the Association, as nominated in the form of the Second Schedule hereto.*

3. For the purpose of determining representation the number of licensed taxis operated by each metropolitan member and by each country/urban member as at **July 1st** shall be accepted as the number that will be attached to each member for the ensuing period of twelve (12) months.

9. RESIGNATION AND TERMINATION OF MEMBERSHIP

1. Any member may resign membership of the Association by giving written notice thereof to the Secretary by certified mail.
2. A member wishing to resign shall give notice thereof at least one calendar month before the end of a year or be liable for the subscription for the ensuing year.
3. The members at a General Meeting by a two-thirds majority either by show of hands or poll if demanded shall have the power at any time to remove any member from the list of membership without giving any reasons therefore, and notwithstanding the payment of any subscription by such member, provided however that the Council in its discretion may resolve to repay to any such member that proportion of any subscription paid as relates to the period yet to run before the expiry of the period for which that subscription is paid.

10. ELECTED COUNCIL

1. The property and affairs of the Association shall be vested in and be under the control of an elected Council appointed at the Annual General Meeting each year comprising persons nominated by member depots in accordance with the following provisions:
 - (a) **Group 1: Metropolitan Depots:**
Each Metropolitan depot may nominate one councillor per five hundred (500) vehicles (or portion of 500) in each depot. Metropolitan depots must have a minimum of one hundred (100) licences attached to the depot.
 - (b) **Group 2: Outer Suburban Zone Depots**
The Outer Suburban Zone depots, namely Dandenong and Frankston, may nominate one councillor each. The Outer Suburban Zone depots must have a minimum of fifty (50) licences attached to each depot. In the event of the depots joining together, this Zone shall have representation as per Group 1.

- (c) **Group 3: Geelong Zone:**
The Geelong Zone depots may nominate one councillor each. The Geelong Zone depots must have a minimum of fifty (50) licences attached to each depot. In the event of the depots joining together, this Zone shall have representation as per Group 1.
- (d) **Group 4: Country Regions:**
Each of the four country regions may have one councillor. Voting for Group 4 in this election will be on the basis of one vote per licence within the region. Each region must consist of at least fifty (50) licences.
2. Nominations for appointments and elections to the Council shall be in writing in the form of the Third Schedule hereto, and shall be forwarded to reach the Secretary at least six (6) clear days prior to the date fixed for the Annual General Meeting in each year.
3. The office of a councillor shall become vacant, and such councillor shall thereupon cease to be a member of the Council -
- a. *If the councillor absents from three (3) consecutive monthly meetings of the Council without leave of absence having been previously granted by the Council. In the event of a councillor having been granted leave of absence, the member concerned in Groups 1, 2 & 3 may nominate a substitute person to act in their stead during such absence and for Group 4 the person nominated by the Region, may be substituted by another person nominated by the region.*
- b. *If the member which he represents ceases to be a member of the Association.*
4. Vacancies on the Council shall be filled in the following manner as they occur:
- a. **Groups 1, 2 & 3**
By nomination received from the member concerned.
- b. **Group 4**
By appointment of nominee of Region.

11. POWERS OF COUNCIL

The Council shall have the power to -

- a. Appoint Standing, Special or Branch Committees and delegate authorities thereto, and determine any form of remuneration or expenses;
- b. From time to time make, alter, amend or rescind regulations and by-laws for the management of the Association and its own proceedings, provided that they are not inconsistent with this Constitution;
- c. At its discretion appoint, remove or suspend such officers and servants for permanent, temporary or special services as it may from time to time think fit, and may determine their duties and fix their salaries and emoluments;
- d. Do all things which may from time to time appear to it to be necessary or expedient for the purposes of the Association or advantageous or conducive to the objects and business thereof and which are within the objects of the Association.

12. DECISIONS OF ELECTED COUNCIL TO BE BINDING

All decisions of the Council shall be binding on all members unless any dissenting member can establish to the Council's satisfaction that such decision is detrimental to the welfare of such member and is on a matter domestic to that member.

13. OFFICE BEARERS

1. At the first meeting of the Council held after the Annual General Meeting in each year there shall be elected a President and two Vice-Presidents. Although the President may be a person described in Rule 2.h the Vice-Presidents shall be councillors appointed in accordance with Rule 10.1.
2. The President, or in his absence, one of the Vice- Presidents shall preside as Chairman at each meeting of the Council or if the President and the Vice- Presidents are absent one of the remaining councillors as may be chosen by the councillors present shall preside as Chairman.
3. Casual vacancies in the appointments of Office Bearers shall be filled by the Council as they occur.

14. FREQUENCY OF MEETINGS

Unless otherwise determined by the Council, the Council shall meet at least monthly at a place and at such time as shall be decided upon. Notice of every such meeting shall be forwarded by the Secretary to each councillor. Special Meetings of the Council may be convened by the President and notified to each councillor.

15. VOTING AT COUNCIL MEETINGS

1. Upon any question each councillor present at a meeting of Council (including the presiding Chairman other than a person described in Rule 2.h) is entitled to one vote and, in the event of an equality of votes on any question, the presiding Chairman may exercise a second or casting vote.
2. *A poll may be called by any two members, to determine any issue and at such Poll the vote will be taken on the basis of one vote for each and every vehicle for which membership is paid to the Association, and at any such Poll the number of votes councillors shall be entitled to shall be determined on the basis as described in Rule 28.1 for the conduct of a Poll at any General Meeting or Special General Meeting of the Association, with the additional proviso that if a poll is demanded to determine an issue that has not been listed on the agenda for the current meeting, that item shall be placed on the agenda for determination at the next Council Meeting.*

16. QUORUM AT COUNCIL MEETINGS

Councillors personally present representing three members shall constitute a quorum for the transaction of business at any Council meeting.

17. REMOVAL OF COUNCILLORS

1. The Council by a two-thirds majority vote may remove any councillor before the expiration of his term of office and appoint another councillor in their stead as nominated by the member concerned in accordance with Rule 10 to hold office until expiration of the term of the first mentioned councillor.
2. Where the councillor to whom a proposed resolution referred to in Clause 1 above makes representations in writing to the Secretary or President of the Association and requests that they be notified to the other members of the Council, the Secretary or the President may

send a copy of the representations to each councillor or if they are not so sent the councillor may require that they be read out at the meeting.

18. DUTIES OF SECRETARY/TREASURER

The Secretary/Treasurer of the Association shall keep minutes of the resolutions and proceedings of each Council and General Meeting, and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at such meetings.

19. DUTIES OF TREASURER

1. The Treasurer of the Association:
 - a. shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
 - b. shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
2. Accounts and books referred to in Clause 1 shall be available for inspection by members.

20. ANNUAL GENERAL MEETING

1. The Association shall in each calendar year convene an Annual General Meeting of its representatives. Section 30 of the Act.
2. The Annual General Meeting shall be held on such day as the Council determines.
3. The Annual General Meeting shall be specified as such in the notice convening it.
4. The ordinary business of the Annual General Meeting shall be:
 - a. to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that date;
 - b. to receive from the Council, reports upon the transactions of the Association during the last preceding financial year;
 - c. to elect and/or appoint councillors to the Council;

- d. to receive and consider the accounting statements submitted by the Association in accordance with Section 30(3) of the Act; and
 - e. to appoint an Auditor.
5. The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
6. The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.
- 7
- a. Each country member shall be entitled to one representative for each 100 or portion of 100 taxis licensed under the provision of the Transport Act 1983 to be present on his/her behalf at each and every Annual General Meeting and Special General Meeting.
 - b. Each metropolitan member shall be entitled to one representative for every 100 or portion of 100 taxis licensed under the provision of the Transport Act 1983 and operated or controlled from its depot to be present at each and every Annual General Meeting and Special General Meeting.

21. SPECIAL GENERAL MEETINGS

- 1. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 2. The Council may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- 3. The Council shall, on the requisition in writing of three members representing not less than 5% of the total number of licensed taxis, convene a Special General Meeting of the Association.
- 4. The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 5. If the Council does not cause a Special General Meeting to be held

within two months after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them may convene a Special General Meeting to be held not later than 3 months after that date.

6. A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

22. CONVENING OF GENERAL MEETING

1. The Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each representative of the Association at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
3. A representative desiring to bring any business before a meeting shall give notice of the business in writing to the Secretary 21 days prior to the meeting date, and the Secretary shall include that business in the notice calling the next General Meeting after receipt of the notice.

23. PROCEDURE OF GENERAL MEETINGS/PROCEEDINGS AT MEETINGS

1. All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
2. No item of business shall be transacted at a General Meeting unless a quorum of representatives entitled under these Rules to vote is present during the time when the meeting is considering that item.
3. 5 representatives of 5 members personally present (being representatives entitled under these Rules to vote at a General Meeting) and representing not less than 5% of the total number of licensed taxis, constitute a quorum for the transaction of the business of a General Meeting.

4. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of representatives, shall be dissolved, and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the representatives present (being not less than 5) shall be a quorum.

24. CHAIR OF MEETINGS

1. The President, or in his absence, a Vice-President, shall preside as Chairman at each General Meeting of the Association.
2. If the President and the Vice-Presidents are absent from a General Meeting, the representatives present shall elect one of their number to preside as Chairman at the meeting.

25. ADJOURNMENTS

1. The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. Where a meeting is adjourned by 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
3. Except as provided in Clauses 1 and 2 above it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. VOTING ON MOTIONS

A question arising at a General Meeting of the Association shall be determined on a show of hands, provided in the case of an equality of voting on a question, the Chairman of the Meeting is entitled to exercise a casting vote and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular

majority, or lost, and an entry to that effect in the Minute Book of the Association is evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

27. CALLING OF A POLL

1. If, at a meeting, a poll on any question other than the election of a Chairman or on a question of adjournment is demanded by not less than three representatives it shall be taken at that meeting in such manner subject to Rule 28 as the Chairman may direct and the resolution shall be deemed to be a resolution of the meeting on that question.
2. If, at a meeting, a poll is demanded by not less than three representatives on the election of a Chairman or a question of an adjournment it shall be taken forthwith.

28. VOTING ON A POLL

1. Where a poll is demanded upon any question at a General Meeting or Special General Meeting of the Association the representatives of a country member shall be entitled to one vote for each taxi and/or private hire car licensed under the provisions of the Transport Act 1983 and operated or controlled by the country member. Each metropolitan member's representative or representatives shall each be entitled to as many votes as shall be determined by the following formula:-

The number of taxis and/or private hire cars licensed under the provisions of the Transport Act 1983 and operated or controlled by that metropolitan member divided by the number of representatives present on behalf of that metropolitan member.

2. A vote on any question at a General Meeting requires a two-thirds majority to be carried whether on a show of hands or upon a poll. Where any member is appealing against a decision of the Council such motion shall be declared a Special Motion and shall require a 75% majority to be carried.
3. All votes shall be given personally or by proxy appointed in accordance with Rule 30

29. UNFINANCIAL MEMBERS

A representative is not entitled to vote at any General Meeting unless all monies due and payable by him to the Association have been paid, unless otherwise determined by the Council in Rule 5.2

30. APPOINTMENT OF PROXY

1. Each member shall be entitled to appoint another member or the Chairman of the meeting as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy shall be in the form set out in the Fourth Schedule.

31. CHEQUES ETC.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two councillors who are Office Bearers or an Office Bearer and the Secretary/Treasurer.

32. COMMON SEAL

1. The Common Seal of the Association shall be kept in the custody of the Secretary.
2. The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing to the Common Seal shall be attested by the signatures either of two councillors who are Office Bearers or of one such councillor and of the Secretary of the Association.

33. ALTERATION OF RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

34. NOTICES

1. A notice shall be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.

2. Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

35. SOURCE OF FUNDS

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.

36. CUSTODY OF THE BOOKS

Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

37. DISPOSAL OF ASSETS

In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

VICTORIAN TAXI ASSOCIATION INCORPORATED
CONSTITUTION AND RULES
SECOND SCHEDULE (RULE 8)

The Secretary
Victorian Taxi Association Inc.

NOMINATION OF REPRESENTATIVE(S)

Name of member

Class of licences held

Numbers of cars on which representation is based

Name	Representative(s) Address for Service of Notices	Telephone
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.....
.....
.....
.....

Signature Appointment

Basis of Representation -

METROPOLITAN & OUTER SUBURBAN

One member to each one hundred or portion of one hundred cars which the Member operates or controls.

URBAN & COUNTRY

Each member is entitled to nominate one representative to each one hundred or portion of one hundred cars which the member operates or controls.

VICTORIAN TAXI ASSOCIATION INCORPORATED
CONSTITUTION AND RULES

FIRST SCHEDULE (RULE 4)

The Secretary
Victorian Taxi Association Inc.

APPLICATION FOR MEMBERSHIP

Full Name of Applicant _____
Name _____ Appointment _____
Postal Address _____ Telephone _____
Number of cars operated or controlled _____
Class of licence held _____

I/We the abovenamed apply to be admitted as a member of the Victorian Taxi Association Inc. and, if accepted, agree to be bound and abide by the Constitution, Regulations and By-Laws of the Association.

Dated this _____ day of _____ 19 _____

Signatures {
{
{
{
{

NOTE: This form is to be signed by -

- (a) in the case of a partnership or firm - by all partners
- (b) in the case of a corporation - under the corporation seal
- (c) in all other cases - by the applicant

VICTORIAN TAXI ASSOCIATION INCORPORATED
CONSTITUTION AND RULES

THIRD SCHEDULE (RULE 10)

The Secretary
Victorian Taxi Association Inc

NOMINATION FOR OFFICE OF COUNCILLOR 19 /

Name of Member _____

I/We hereby nominate _____

who is duly qualified to hold office.

Signature of Proposer _____ Appointment _____

I, _____ hereby consent to _____
the above nomination.

Signature of Nominee _____

(To be forwarded to reach the Association at least six clear days prior to the date
fixed for the Annual General Meeting)

VICTORIAN TAXI ASSOCIATION INCORPORATED
CONSTITUTION AND RULES

FOURTH SCHEDULE (RULE 30)

The Secretary
Victorian Taxi Association Inc.

FORM OF APPOINTMENT OF PROXY

I, of
being a member of (Name of Incorporated Association)
hereby appoint of

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

..... 19..... and at any adjournment of
that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).

Signed

Date

NOTES CONTINUED

	1991 \$	1990 \$
11. SUMMARY OF SOURCE AND APPLICATIONS OF FUNDS (CONTINUED)		
(ii) Decrease in Working Capital		
Increase/(decrease) in current assets		
Prepayments	5,991	6,800
Debtors	20,934	655
Cash	(177,081)	111,237
Refundable Deposit	2,084	-
	<u>(148,072)</u>	<u>118,692</u>
Less: Increase/(decrease) in current liabilities		
Commercial Bill	80,000	
Trade creditors	(24,443)	40,189
Other	2,165	4,111
	<u>57,722</u>	<u>44,300</u>
Net Decrease/Increase in working capital	<u>(90,350)</u>	<u>74,392</u>

NOTES CONTINUED

	NOTE	1991 \$	1990 \$
11. SUMMARY OF SOURCES AND APPLICATIONS OF FUNDS			
SOURCES OF FUNDS			
Funds from Operations: (i)			
Inflows of funds from Operations		489,643	436,939
Less: Outflows of funds from Operations		<u>377,866</u> 111,777	<u>358,617</u> 78,302
Proceeds from sale of property, plant, and equipment		3,049	-
Net Decrease in working capital (ii)		205,795	-
Increase in non current lease liability		<u>21,973</u> 142,594	<u>12,338</u> 90,640
APPLICATIONS OF FUNDS			
Expenditure on: Property, plant and equipment		139,596	16,450
Income tax paid		2,998	-
Increase in working capital (ii)		<u>-</u> 142,594	<u>24,190</u> 90,640
(i) Funds from Operations:		11,777	78,302
Add/(Subtract) non-fund items:			
Amortization		(1,481)	(4,757)
Amounts set aside to Provisions		(1,975)	(2,789)
Book value of property, plant, equipment disposed of		(4,119)	-
Depreciation		(1,852)	(1,680)
Other		-	9,521
Operating profit before income tax		<u>100,110</u>	<u>78,892</u>

person to act in their stead during such absence and for Group 4 the person nominated by the Region, may be substituted by another person nominated by the region.

and

4. Vacancies on the Council shall be filled in the following manner as they occur:

a. Group 1

By nomination received from the member concerned.

b. Group 2

By appointment of member of Group 2.

be amended to read:

4. Vacancies on the Council shall be filled in the following manner as they occur:

a. Groups 1, 2 & 3

By nomination received from the member concerned

b. Group 4

By appointment of nominee of Region

15. VOTING AT COUNCIL MEETINGS (page 9 -old; page 11 - draft)

To be added as No. 2

2. A poll may be called by any two members, to determine any issue and at such Poll the vote will be taken on the basis of one vote for each and every vehicle for which membership is paid to the Association, and at any such Poll the number of votes councillors shall be entitled to shall be determined on the basis as described in Rule 28.1 for the conduct of a Poll at any General Meeting or Special General Meeting of the Association, with the additional proviso that if a poll is demanded to determine an issue that has not been listed on the agenda for the current meeting, that item shall be placed on the agenda for determination at the next Council Meeting.

29. UNFINANCIAL MEMBERS (page 15 - old; page 17 - draft)

A representative is not entitled to vote at any General Meeting unless all monies due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

To be amended to read:

A representative is not entitled to vote at any General Meeting unless all monies due and payable by him to the Association have been paid, unless otherwise determined by the Council in Rule 5.2

Country members shall elect by Ballot to the Council one councillor to each two hundred or portion of two hundred of the total number of taxis and private hire cars operated or controlled by all country members excepting that no more than 2 urban councillors can be elected. The country representative shall be the voting person for 4 designated regional groups. (A representative of the designated groups will be entitled to attend the meeting without voting rights.)

be deleted and the following be substituted therefore:

- (a) **Group 1: Metropolitan Depots:**
Each Metropolitan depot may nominate one councillor per five hundred (500) vehicles (or portion of 500) in each depot. Metropolitan depots must have a minimum of one hundred (100) licences attached to the depot.
- (b) **Group 2: Outer Suburban Zone Depots**
The Outer Suburban Zone depots, namely Camdenong and Frankston, may nominate one councillor each. The Outer Suburban Zone depots must have a minimum of fifty (50) licences attached to each depot. In the event of the depots joining together, this Zone shall have representation as per Group 1.
- (c) **Group 3: Geelong Zone:**
The Geelong Zone depots may nominate one councillor each. The Geelong Zone depots must have a minimum of fifty (50) licences attached to each depot. In the event of the depots joining together, this Zone shall have representation as per Group 1.
- (d) **Group 4: Country Regions:**
Each of the four country regions may have one councillor. Voting for Group 4 in this election will be on the basis of one vote per licence within the region. Each region must consist of at least fifty (50) licences.

and

- 3. The office of a councillor shall become vacant, and such councillor shall thereupon cease to be a member of the Council -
 - a. If the councillor absents from three (3) consecutive monthly meetings of the Council without leave of absence having been previously granted by the Council. In the event of a councillor having been granted leave of absence, the member concerned in Group 1 may nominate a substitute person to act in their stead during such absence and for Group 2 the person who follows the councillor in the voting at the Annual General Meeting.
- be amended to read
- 3. The office of a councillor shall become vacant, and such councillor shall thereupon cease to be a member of the Council -
 - a. If the councillor absents from three (3) consecutive monthly meetings of the Council without leave of absence having been previously granted by the Council. In the event of a councillor having been granted leave of absence, the member concerned in Groups 1, 2 & 3 may nominate a substitute

VICTORIAN TAXI ASSOCIATION (INC.)

STATEMENT OF CASH RECEIPTS AND CASH PAYMENTS
FOR THE YEAR ENDED 30TH JUNE, 1985

	<u>1985</u>	<u>1984</u>
	\$	\$
Cash at bank - 30th June, 1984 (Note 2)	4,906	2,016
Cash at bank (Advertising account) 30th June, 1984	623	512
Term deposit (Note 2)	<u>29,302</u>	<u>28,000</u>
	<u>34,831</u>	<u>30,528</u>
<u>RECEIPTS:</u>		
Subscriptions	121,905	107,778
Refunds from owners	3,941	1,709
Sale of lease forms	674	465
Bank interest	4,152	4,163
Sale of street directories	13,492	20,391
Sale of sealing pliers, coin dispensers, etc.	1,792	3,880
Editorial services to Taxi Talk Journal	8,317	7,956
Revenue from advertising signs	382,494	305,859
Socials	2,250	2,100
Recoupment of members' advertising costs	3,150	-
Miscellaneous	<u>105</u>	<u>-</u>
	<u>542,272</u>	<u>454,301</u>
<u>LESS: PAYMENTS:</u>		
Audit and accounting fees	1,153	850
Printing and stationery	4,557	4,779
Socials	2,394	2,772
Legal expenses and advertising	20,843	7,532
Travelling expenses and ARTF	3,108	2,787
Representation fee	28,248	26,834
Telephone	1,915	2,082
Subscriptions and affiliations	1,656	1,732
Postage	1,623	1,578
Purchase of street directories	13,027	20,373
Conference and seminars	4,203	2,595
Purchase of sealing pliers, coin dispensers, etc.	3,042	1,404
Purchase of Taxi Talk Journals	8,317	7,956
Secretarial- salaries	61,843	59,135
Rental and services - BPA	5,000	4,875
Miscellaneous	1,408	2,097
Insurance	911	1,035
ATIA expenses	6,948	6,964
Advertising - payments to owners	344,427	272,799
Bank charges	871	560
Purchase of office furniture and equipment	-	234
Subscription costs	24,953	18,220
Superannuation	<u>400</u>	<u>800</u>
	<u>540,847</u>	<u>449,998</u>

The accompanying notes form part of these accounts.