

CONSTITUTION
OF
AUSTRALIAN ELECTRIC VEHICLE ASSOCIATION Inc

The Constitution and Rules set forth herein were adopted on the
Twenty sixth day of September 1973 at Sydney by the persons named hereunder
constituting the inaugural meeting of the
Australian Electric Vehicle Association Incorporated.

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PART 1 – THE ASSOCIATION

- 1 **NAME** The name of the Association is “Australian Electric Vehicle Association “
The short title shall be “AEVA”
- 2 **INTERPRETATION**
- 3 **OBJECTS** The objects for which the Association is established are all or any of the following:
 - a To promote and develop the use and demand for electric vehicles for industrial, commercial, public, domestic and / or other purposes.
 - b To assist and further the interests of manufactures, suppliers and users of electric vehicles and to encourage friendly relations and the exchange of information between them.
 - c To collect, disseminate and circulate knowledge on the use and merits of electric vehicles by means of literature, correspondence, questionnaires, brochures, lectures, statistics films otherwise.
 - d To establish the Association as an authoritative source of information on electric vehicles with Federal, State and local governments, public authorities, corporation, firms and persons.
 - e To promote, assist and support industrial and scientific research and encourage experimental work and the discovery of inventions which may effect or may be capable of use in electric vehicles.
 - f To encourage the establishment and acceptance of standards of quality and performance of electric vehicles.

In carrying out these objectives, the Association is empowered to do all or any of the following:

- a To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the development use and demand for electric vehicles for industrial, commercial, domestic, public and / or other purposes.
- b To print and publish books, pamphlets, newspapers, periodicals and other publications in furtherance of the objects of the Association.
- c To collect from the members of the Association or otherwise, funds for the purpose of carrying on or furthering the objectives of the Association.
- d To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit.
- e To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, preferably in fields conducive to the advancement of electric vehicles.
- f To affiliate with or subscribe to any other organised body or bodies having objectives similar to those of the Association.
- g To further the objectives of the Association by acting directly or indirectly or in co-operation with any other organised bodies and by appointing members of the Association and other to represent the Association on any other body.
- h To procure the Association to be recognised in any country or place outside Australia and to establish and maintain bureaux, libraries, branch offices and agencies in all parts of the World at such times and in such places as shall be considered desirable.
- i To retain or employ skilled professional or technical advisors, lectures, teachers, experts, scientific research of other workers, and to pay therefore from the funds of the Association such remunerations as may be thought reasonable.

- j To appoint and remove or suspend such managers, secretaries, officers, clerks, agents or servants for permanent, temporary or special services as may from time to time be determined.
- k To purchase, take on, lease or in exchange, hire or other wise acquire any real personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain or alter any buildings or erections necessary or convenient for the work of the Association.
- l To sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Association, as may be thought expedient with a view to attaining its objects.
- m To appoint corporate or individual trustees of all or ant income or property of the Association.
- n To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them in any part of the world.

4 MEMBERS

4.1 Eligibility

All Statutory Authorities, Associations, Companies, Firms and persons in Australia or elsewhere who maintain an interest in electrical vehicles are eligible for membership of the Association.

4.2 Classes of Membership

Classes of Membership shall be as follows:

Corporate Members Organizations interested in electric vehicles and their development.

A corporation being a member may by resolution of its directors or other governing body nominate a person or persons to act as its representative who shall have the right on behalf of the corporation (and to the extent only to which the corporation would, if a person, be entitled to do so) to attend the meeting of the Association.

Ordinary Members Individuals interested in electric vehicles and their development.

Overseas Members A person who does not reside in Australia or a Corporation which does not carry on business in Australia, any of whom are interested in electric vehicles and their development.

Honorary Members The Council may admit to honorary membership of the Association persons distinguished in Statesmanship, diplomacy, commerce, finance or technology (whether resident in or out of Australia) and such other person as the Council shall deem eligible and such persons shall not be required to sign the application mentioned in Rule 4.3 or to pay any subscription or levy but each such person shall be required to agree and no such person shall be entitled to vote at any meeting of the Association.

4.3 Application and Admission

Every applicant for election to membership of the Association shall send to the Association a written application for election. Every application shall be in such form as the National Council shall from time to time direct or approve and shall be signed by or on behalf of the applicant.

The form for application for membership shall contain an agreement by the applicant to be bound by these presents and to pay such subscriptions for such period as the Council shall determine.

Applicants for membership shall be elected by the National Council, who shall have full power to determine the eligibility of every applicant and may refuse any applicant without being bound to give any reasons for such refusal.

Upon determination that the applicant is eligible and approved by the National Council the applicant shall become a member of the Association subject to the payment of the annual subscription and any other monies payable by him to the Association whereupon the Secretary shall furnish him with a copy of the Constitution.

4.4 Termination of Membership

4.4.1 Resignation of Members

Any member who desires to resign shall inform the Secretary in writing. The National Council may accept the resignation at its next meeting provided all monies owing to the Association by the member have been duly paid. The National Secretary shall notify the Branch Secretary of all such resignations immediately.

4.4.2 Expulsion

A Branch Committee may enquire into the conduct of any member affiliated with the Branch and if after giving that member opportunity to heard, it decides that such member has been guilty of conduct thought to be prejudicial to the interests of the Association, the Branch Committee by a four-fifths majority may be suspend such member and in that event shall notify him in writing of his suspension.

Any member who has been suspended, may if he choses, resign forthwith from the Association, but if he does not choose to do so within seven days after being notified of his suspension the Branch Secretary shall send to the National Secretary a notice of the suspension with reason therefore.

If the National Council endorses the suspension, the suspended member shall be notified in writing and if he does not resign within seven days of this notification he shall thereafter be deemed expelled. If the National Council does not endorse the suspension, the member shall be entitled to resume the status he enjoyed prior to his suspension.

4.4.3 Bankruptcy

Any member becoming bankrupt, or entering into any composition with his creditors, or having a receiving order made against him or, being a corporation an effectual order being made or resolution being passed for the winding up of such corporation shall cease to be a member of the association.

4.4.4 Resignation of Representative

A representative of a member may resign at any time by giving notice in writing, and such member shall be notified and requested to furnish in writing, the name of the person who will continue to represent the member.

4.4.5 Withdrawal of Representative

A member may change or withdraw his representative at any time by giving written notice to the Association and designing in writing the name of the person who will continue to represent the member.

4.5 Reinstatement of Members

Any former Member who has been expelled may be reinstated upon application to the National Council and upon payment of any indebtedness owing by him to the Association at the time of his expulsion and upon approval by the vote of not less than two thirds of the entire National Council.

4.6 Register of Members

The Association will keep a register of names and addresses of all members with such other particulars as the National Council prescribes.

5 DUES

5.1 Annual Subscription

The annual subscription payable by each member shall be determined from time to time by the National Council.

Until otherwise determined the following subscription shall be payable.

Corporate Members	\$100 (Amended July 2004)
Ordinary Members	\$ 40 (Amended July 2005)
Concession Card Members	\$ 20 (Amended July 2004)

Unless otherwise determined by the Association an honorary member shall not be required to pay any subscription.

Subscriptions shall be payable yearly for the period 1st July to 30th June and shall be paid on or before August 1st each year.

Members elected later than six months after the beginning of the financial year shall only be required to pay one-half of the appropriate annual subscription in respect of the unexpired portion of such financial year.

Upon the annual subscription of a member or any subscription made by a member becoming three months overdue, such member shall forfeit all voting rights. Should the subscription become 12 months overdue, then such members shall forfeit all rights and privileges of membership and shall forthwith cease to be a member. Such arrears of subscription shall however still remain a debt due to and recoverable by the Association. The Association shall have the power to reinstate such a member as the Association shall think fit.

5.2 Levies

The Association may wish to institute from time to time special activities involving expenditure which would be additional to general Association expenses provided for by annual subscriptions.

In such circumstances the National Council may vote to collect or borrow funds from corporate members of the Association and shall expend these for such agreed special purposes.

No Corporate member shall be required to pay any contribution to which he has not consented. Subject to this condition apportionment * of the amount collected or borrowed shall be made on such basis as may be indicated by those Corporate members voting in favour of such contribution. (Amended October 1976)

6 GENERAL MEETINGS OF THE ASSOCIATION

6.1 Annual General Meeting.

The Association shall in each year hold its Annual General meeting and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. Annual General Meetings shall be held at such time and place as the Council shall determine and shall be held for the purpose of receiving and considering the Council's report, balance sheet, statement of accounts, and auditors report for the preceding year, appointing auditors and determining their remuneration, considering a programme of projects, activities and services for the ensuing year, and transacting any other business as shall have been specified in the notice convening the meeting. The notice of the meeting shall be as provided in Part III of this Constitution.

Resolutions passed at an Annual General Meeting must be implemented by the National Council.

6.2 Extraordinary General Meeting.

All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. The Council may, whenever it thinks fit, call an Extraordinary General Meeting and such a meeting shall also be convened by the National Secretary on the request in writing of 5% of the members of the Association entitled to vote for any specific purpose. Any such request shall state the purpose of the meeting and shall be signed by the members making the same and shall be posted or delivered to the National Secretary.

6.3 Quorum

No business shall be transacted at any General meeting of the Association except as provided in the following paragraph, unless at least 5 members or representatives of members entitled to vote shall attend in person or by proxy, to form a quorum. (Amended July 2004)

If within half an hour after the time appointed for the commencement of a General Meeting a quorum is not present the General Meeting, if convened on request under Rule 6.2 shall be dissolved: but in any other case it shall stand adjourned to such time and place as agreed upon by a majority of those present, such adjournment to be not less than 30 days.
(Amended October 1976)

All members entitled to be present shall be advised in writing of the adjourned meeting and if at such adjourned General Meeting a quorum is not present those members or representatives who are present in person or by proxy shall constitute a quorum and may transact the business for which the General Meeting was called.

6.4 Procedure

The provisions of Part 111 of this Constitution relating to General meeting shall govern General Meetings of the Association.

7 NATIONAL COUNCIL

7.1 Powers and Duties of the Council

The affairs of the Association shall be managed by the National Council, which may exercise all such powers of the Association as are not by this Constitution required to be exercised by the Association in General meetings, subject, nevertheless, to any provision of this Constitution and to any regulations not inconsistent with the said provisions that may be made by the Association in General Meeting. But no regulation so made by the Association in General Meeting shall invalidate any prior act of the Council, which would have been valid if such regulation had not been made.

The Council shall have the following powers:

- a To establish, control and administer, Association policy and matters of general policy including:
 - (1) Any item, which relates to matters outside geographic zones covered by established Branches.
 - (2) Any item, which in the opinion of the Council, may effect members of more than one Branch.
- b To determine and recommend to a General Meeting such rate of annual subscription as from time to time is deemed necessary.
- c To collect annual subscriptions from members and to disburse these to Branches or otherwise as it may think fit.
- d To determine who shall be entitled to sign Bills of Exchange, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents on behalf of the Association.
- e To co-ordinate the activities of Branches where such co-ordination is considered desirable.
- f To arbitrate on all differences between Branches of the Association.
- g To form and established new Branches of the Association.
- h To appoint and at its discretion remove or suspend such Mangers, Secretaries, Officers, Clerks, Agents and Servants from permanent, temporary or special services as it may from time to time think fit, and to determine their duties and fix their salaries, emoluments or honoraria and to require security in such instances and to such amount as it thinks fit.
- i To indemnify any office of the Association in respect of any action whether at law or otherwise taken by or against such member or officer on connection with or relating to the discharge of any official Association duties.

- j To make, vary, and repeal by-laws and regulations for the proper conduct and management of the Association and all by-laws and regulations so made and for the time being in force shall have full effect accordingly and the Council shall adopt such means as it deems sufficient to bring to the notice of the members of the Association all such by-laws, regulations, amendments and repeals.
- k To approve the insignia of the Association, styling of its letterhead, membership application form and journals and other literature distributed to members and the public at large.
- l To delegate any of its powers or the doing of any act or thing to any Committee or Sub-committee and to prescribe the regulations to be observed by such Committee or Sub-committee in the exercise of any power so delegated to it.
- m To co-opt any member to advise or assist the Council in any of its deliberations.
- n To affiliate with any organization, association or other body having objects similar or complementary to those of the Association, upon such terms and conditions as it may think fit, and to appoint any member or any other person to represent the Association on any bodies.
- o To be the official source for contact with other organizations on an Australian basis.
- p To submit at each Annual General Meeting of the Association a proposed programme of projects, activities, and services of the Association for the ensuing year which may be amended or adopted by the members at such Annual General Meetings.
- q To cause a list of members to be published and circulated to all members each year.
- r To do all such acts, matters and things to achieve the objects of the Association and to maintain promote and develop the Association.

7.2 Composition of the Council

The Council shall consist of not less than four nor more than 20 members elected as provided in Rule 7.3. (Amended July 2004)

No person shall at any time be eligible to be elected as a member of the Council who is not a member of the Association or a Director or another officer or duly appointed representative of a corporation which is a member. Councillors shall be elected from persons who are at the time of election members of a Branch Committee either by election or ex-officio, No corporate member shall be represented on the Council by more than one person.

Councillors shall not be entitled to any remuneration for their services.

The National Council shall have the power to co-opt, but such co-opted members shall not have the power to vote on Council resolutions.

7.3 Election of Councillors

Members of each Branch Committee at its first meeting after the Branch Annual General Meeting and before the end of September each year shall elect a number of Councillors according to the following formula:

Branches having 5 to 20 members	One Councillor (Amended July 2004)
Branches having 21 to 500 members	Two Councillors (Amended July 2004)
Branches having 51 members and over	Three Councillors (Amended July 2004)

Each Branch Committee may also elect one alternate Councillor who may represent the Branch at any meeting of National Council which is not attended by all Councillors duly elected to represent that Branch. Alternate Councillors shall be deemed to be Councillors with full voting rights at any National Council Meeting at which they represent a Branch, but may not hold any office on the National Council.

Branch Secretaries shall advise the National Secretary of the names of Councillors and alternate Councillors.

Councillors elected by the Branch Committees shall take office at the Annual Meeting of the National Council which shall take place at the Annual Conference, October or November of each year or at other date deemed suitable.

All members of the National Council shall be elected for one term only, which shall not exceed 14 calendar months but shall be eligible for re-election.

7.4 Removal of Councillors

7.4.1 Retirement or Resignation

If any Councillor representing a Branch retires or resigns by notice in writing before completion of his term of office, his Branch Committee may appoint another Member from that Committee to complete that term of office.

In the event that a Corporate Member of the Association withdraws or changes its representative and that representative is a member of the Council, such appointment held by the representative on the Council shall be deemed to be immediately vacant and shall be filled as provided above.

7.4.2 Forfeiture of Office

The Council by resolution of a majority of its members shall declare vacant the office of any member of the Council if such member:

- a ceases to be a member or representative of a member of the Association from any cause whatsoever.
- b becomes bankrupt as provided in Rule 4.4.3
- c is a representative of or a partner in a firm which becomes bankrupt, as provided in Rule 4.4.3
- d is a representative of a company which is in the course of liquidation otherwise than for the purpose of reconstruction.
- e is found to be lunatic or on becoming of unsound mind, on being declared by a court of competent jurisdiction to be incapable of managing his affairs.
- f is absent from three consecutive meetings of such Council without obtaining leave of absent.
- g deliberately infringes the Constitution or the by-laws of the Association.

7.5 Proceedings of the Council

7.5.1 Office Bearers

At the first meeting after each Annual General Meeting, the National Council shall elect from its members a President, Vice Present, and shall appoint a Secretary and Treasurer.

All office bearers shall be elected for one year but shall be eligible for re-election except in the case of the President as provided in Rule 7.5.1.1

The National Council may grant to any officer of the Council leave of absence not exceeding the unexpired portion of the term for which the officer was elected. Council may appoint another member of the Association to carry out the duties of the officer while absent.

7.5.1.1 President

The President shall be elected by the Council and shall not hold office for more than four consecutive years.

The President shall be Chairman of all meetings of the Association and meetings of the Council and Executive Committee and shall be a member ex-officio of all Branch Committees, and all other Committees of the Association and shall represent the Association officially on occasions requiring such representation.

The President may delegate any of his duties to the Vice President or a Councillor who may act as his representative from time to time.

If through any cause the office of President becomes vacant during the term the council may elect from its members a successor to complete that current term of office. The member so elected shall be eligible for re-election for the next ensuing term.

On completion of his term of office the President becomes the Immediate Past President. The Immediate Past President shall be a member of the National Council ex-officio but shall not be entitled to vote unless representing a Branch as a Councillor or alternate Councillor. (Amended November 1977)

7.5.1.2 Vice President

At the first meeting of the National Council after the Annual General Meeting of the Association, a Vice President shall be elected for the ensuing term from among the members of the Council.

7.5.1.3 Secretary and Treasurer

The Secretary and Treasurer of the Association shall be appointed by the National Council and any members of the Association or other persons or firms are eligible fro these offices.

7.5.2 Executive Committee

The National Council each year may appoint an Executive Committee for the ensuing year, who shall administer the affairs of the Council between meetings subject to any limitations which may be imposed by the Council from time to time. Each member of such Committee shall be a member of the National Council.

7.5.2 Procedure

The provisions of Part III of this Constitution relating to Committee Meetings shall govern the National Council and its Executive Committee.

8

FINANCE AND PROPERTY

8.1 Application of Funds

The income and property of the Association whencesoever derived shall be applied solely toward the promotion of the objects of the Association as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of or their representatives on the Association.

Providing that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of or their representative on the Association in return for any services actually rendered to the Association.: but no member of the Association or his representative shall be appointed to any salaried office of the Association, or to any office of the Association paid by fees and no remuneration or other benefit in money or monies worth, shall be given by the Association to any member or their representative on such Association or governing body except payment of out of pocket expenses.

8.2 Control of Funds

Subject to this Constitution the whole of the income, funds, and other property of the Association shall be under the control and disposition of the National Council

8.3 Delegation to Branches

Without prejudice to the generality of its power of delegation the National Council may authorise Branches to collect and receive all or part of the income of the Association, and may authorise Branches to retain all or part of such income to meet the Branch expenditure and may make payment to Branches for the like purposes.

8.4 Appointment of Trustees

The National Council shall appoint Trustees by whom the income and property of the Association shall be held. Such Trustees shall hold office until resignation or until removed by resolution of the National Council. The National Council may from time to time fill any vacancy among the Trustees.

8.5 Accounts

8.5.1 Books of Account. Proper accounts shall be kept of:

- a all sums of money received and expended and the matters in respect of which the receipt or expenditure take place.
- b all sales and purchases of goods and
- c the assets and liabilities of the Association whether controlled, incurred or performed by the National Council or the Branches or otherwise.

The National Council may give such directions as it may think fit for the keeping of the accounts of the Association and of the Branches, and the Branches shall comply with such decisions.

8.5.2 Receipts and Payments

The monies received by or on behalf of the Association shall be paid into accounts in the name of the Association and its Branches at such banks as the Council and the Branches may separate from time to time determine.

Payments from the funds of the Association shall only be made on the minute of the Council or Branch Committee by cheque jointly signed by any two of four signatories nominated by such Council or Branch Committee.

8.5.3 Annual Report

The National Council shall lay before the Association in General Meeting once at least in each year, a consolidated balance sheet of the Association's assets and liabilities and an account of all revenue and expenses of the Association for the period since the last preceding account made up to a date not more than nine months before such meeting . Such accounts and balance sheet shall be audited by the Associations Auditors, and copies accompanied by a report of the Association and any report such Auditors may have made regarding that account and balance sheet, or the financial transactions or records of the Association shall seven days before meeting be sent to all persons entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served.

9 DISSOLUTION OF THE ASSOCIATION

The Association shall be dissolved if it is so resolved by a General Meeting of members. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of or their representatives on the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 8.1 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

10 CHANGES TO THE CONSITUTION OF THE ASSOCIATION

A Branch may submit amendments of the Constitution of the Association to the National Council provided such amendments have the support of two thirds of members present in person or by proxy at an Extraordinary Branch Meeting for the purpose. Provisions of this Constitution relating to notices shall apply to such meetings.

On receipt of a proposed amendment from a Branch the National Council shall call at the earliest possible time an Extraordinary General Meeting of members to vote on the proposed amendment.

PART II BRANCHES

11 Branches

The Association shall have Branches in such states, areas and cities as the National Council may from time to time decide.

11.1 Formation of Branches

Any member, group of members or Branch of the Association may use endeavours toward the formation of a new Branch. Copies of all correspondence and broad outlines of action shall however, be forwarded regularly to the Secretary of the National Council.

Unless the Council determines otherwise the new group formed shall be considered as a division of the Branch with which the fostering members are enrolled until membership of the new group reaches 20 or more. The division may then apply to the National Council for affiliation with the Association as a Branch.

11.2 Membership

The members of a Branch shall be the Member authorised to form such Branch, and all other Members of the Association from time to time resident within the area of such Branch.

Each Branch shall keep a roll of the members affiliated with that Branch and of Corporate members representatives who are who are affiliated with that Branch and shall advise the Council of any changes therein.

A Corporate member who desires to be affiliated with more than one Branch shall apply for such affiliation. If admitted on payment of the subscription prescribed by the National Council it may nominate representatives to any Branch. (Amended October 1976)

A member enrolled with any Branch who wishes to be transferred to another Branch may with the consent of the Committees of both Branches be transferred to that other Branch.

A member enrolled with any Branch while visiting a centre at which another Branch is located shall be entitled to participate in all proceedings of that Branch, except that he shall not be entitled to vote on any motion or resolution of the Branch.

11.3 Application of Constitution and By-Laws

The activities of each Branch and their Committees shall be subject to such limitations as may be prescribed by this Constitution or By-Laws promulgated by the Council from time to time.

Each Branch may pass by-laws to regulate the affairs of that Branch , and may from time to time amend or add to these but no such by-laws shall be inconsistent with any of the provisions of the Constitution of the Association or of the by-laws of the Association, nor shall any by-laws or any amendments thereof have any cause or effect until they have been approved by the National Council.

Branches shall conform to directions from the National Council on matters over which the Council has authority as set out in Rule 7.1 In the event of a Branch failing to abide by the Council's decisions the Council shall have the power to take over the affairs of the Branch.

11.4 Winding up of a Branch

A Branch may be wound up if at a General Meeting of members enrolled with the Branch, a resolution to that effect is passed and such resolution is confirmed by a subsequent postal ballot of all members so enrolled. The ballot sheet shall be sent to members within 30 days if the resolution so to be confirmed is passed.

In the event of the Branch being wound up, surplus assets and funds after payment of the Branch's liabilities and the expenses of winding up shall vest absolutely in the Australian Electric Vehicle Association.

12

BRANCH FUNDS

The expenditure of each Branch shall be determined by an annual budget, which shall be approved by National Council, and funds from the annual subscriptions of members enrolled with that Branch shall be made available by the National Council to cover such expenditure.

Where funds are required for a special purpose by a particular Branch the Branch Committee may, with the approval of the National Council, vote to collect or borrow from members or any class or classes of members enrolled with that Branch, funds for such special purposes but no member shall be required to contribute monies to any fund to which he has not consented.

Subject to this condition, apportionment of the amount collected or borrowed from such members or such class or classes of members (as the case may be) shall be made on such basis as may be indicated by those consenting to contribute to such fund.

Any contributions collected pursuant to the preceding rule and all other property rights and privileges relating to a Branch shall be the property of the Association and shall be dealt within accordance with the directions of the National Council and shall upon demand by the National Council be paid or delivered or transferred to the Trustees.

13

BRANCH ACCOUNTS

In addition to the provisions of Rules 8.5.1 and 8.5.2 relating to books of accounts and receipts and payments, each Branch shall forward to the National Treasurer an annual statement of receipts and disbursements and a balance sheet made up in each case to the 30th June of that year, showing the financial position of that Branch at that date. Such statement and balance sheet shall be duly certified by the Branch Auditors.

14 GENERAL MEETING OF BRANCHES

14.1 Annual General Meeting

An Annual General Meeting of each Branch shall be held in every calendar year prior to the Annual General Meeting of the Association and before the end of September.

The business of the Annual General Meeting shall be:-

- a To confirm the minutes of the preceding meeting
- b To receive and consider the Financial Statement of the Branch and of the Auditors, and the reports of the Branch Committee
- c To hear the result of any election of Branch Committee Members and to fill vacancies on the Branch Committee
- d To transact any other business which under this Constitution ought to be transacted at an Annual General Meeting.
- e Any other business of which notice has been given to the Branch Secretary, not less than 30 days before the date of the Meeting or which is raised by the Branch Committee or by the National Council.

Resolutions passed at a Branch Annual General Meeting shall be implemented by the Branch Committee.

14.2 Extraordinary General Meetings

The Branch Committee or the National Council may whenever they think fit convene an Extraordinary General Meeting of a Branch.

14.3 Quorum

The quorum for a General Meeting of a Branch shall be not less than ten members enrolled with the Branch entitled to vote attending in person or by proxy.

14.4 Procedure

The provisions of Part III of this Constitution relating to General Meetings shall govern the General Meetings of Branches.

15 BRANCH COMMITTEE

15.1 Power and Duties of Branch Committees

The management and control of the affairs of a Branch of the Association shall be vested in the Branch Committee which (in addition to the power and authorities by this Constitution expressly conferred upon the Branch Committee) may carry into effect all or any of the objects of the Association insofar as they can be carried out by a single Branch and may exercise all such powers of the Association, and do all such acts and things as may be exercised or done by a single Branch of the Association and are not by this Constitution expressly directed or required to be exercised or done by a General Meeting of the Branch or by the National Council or otherwise subject nevertheless to the provisions of this Constitution and to the directions of the National Council not being inconsistent with the aforesaid provision but no such direction of the National Council shall invalidate any prior act of the Branch Committee which would have been valid if that direction had not been given.

In addition to such things as are required by this Constitution or may from time to time be further required, Branch Committees shall:-

- a Advise the National Council of the names of the Committee Members, Officers and Councillors elected by the Branch and its Committee.
- b Submit to the National Council an outline of the major activities planned by the Branch to ensure that these do not clash in time or purpose with the activities of other Branches.

- c Furnish such reports as may be required from time to time by the National Council.
- d Submit to the National Council from time to time recommendations upon matters of general policy for its consideration either directly or through its elected Councillors.

15.2 Composition of Branch Committees

Each Branch Committee shall comprise such number of Committee Members as the Branch may from time to time decide but this number shall not be less than five.

15.3 Qualifications of Branch Committee Members

No person shall be eligible to be a Branch Committeeman unless he is an Ordinary Member, representative of a Corporate Member or an Honorary Member of the Association enrolled with that Branch.

15.4 Election of Branch Committee Members

15.4.1 Nominations

Nominations of candidates for election as Committeemen shall be invited in the notice of the Annual General Meeting which shall be posted not less than twenty one days prior to the Annual General Meeting. Nominations shall be in writing signed by the candidate and by a Member enrolled with the Branch and shall be delivered to the Branch Secretary not less than ten days prior to the Annual General Meeting of the Branch at which the election is to take place.

If the number of candidates duly nominated does not exceed the number of vacancies the Branch

Committee shall declare such candidates elected and may fill the other vacancies without holding an election.

15.4.2 Ballot

If the number of candidates duly nominated exceeds the number of vacancies a ballot shall be taken. The Branch Secretary shall provide to each member entitled to vote, and present at the Annual General Meeting in person or by proxy a ballot paper. The ballot paper shall contain the names of the candidates duly nominated and arranged in alphabetical order. Members may vote by placing a cross or crosses against the name of the candidates whom they desire to elect, and returning the same to the Returning Officer who shall be elected by the meeting immediately prior to the conducting of the ballot. Any vote which is cast in a manner which does not in all respects conform with the requirements of this Constitution shall be informal and shall not be counted.

15.4.3 Declaration of Ballot

The Returning Officer shall count the votes cast for the various candidates and shall report the result to the Chairman of the Annual General Meeting of the Branch. The candidates receiving the greatest number of votes shall be declared elected until all vacancies are filled. In the event of a poll proving inconclusive by reason of two or more candidates receiving an equal number of votes lots shall be drawn at the Annual General Meeting to determine which of them is elected.

15.4.4 Validation of Irregularities

No objection shall be made as to any irregularity in the nomination of candidates or in any other matter concerning the holding or conduct of a ballot except at the meeting at which the result of the ballot is to be declared.

In the case of any such objection being made the Chairman of the meeting may declare the ballot or any aspect thereof invalid, and may give such directions with respect to the holding and conduct of a further ballot (whether at the meeting of after adjournment or other wise) as he may think fit and the determination of such objection by the Chairman in good faith shall be final and conclusive.

15.4.5 Casual Vacancies

Any casual vacancies or other vacancy on the Branch Committee existing at the time of holding an Annual General Meeting and not filled pursuant to the preceding Rules may be filled by the Annual General Meeting. At all other times any casual or other vacancy on the Branch Committee may be filled by the Branch Committee.

15.5 Term of Office

All Committee Members shall be elected for one term only, which shall not exceed 14 calendar months but shall be eligible for re-election. (Amended October 1976)

15.6 Removal of Committee Members

A general meeting may by ordinary resolution remove any Committee Member before the expiration of his period of office and also may likewise appoint eligible person in his place provided that the said Committee Member is advised of such proposed action not less than 21 days prior to the meeting. A vacancy created by the removal of a Committee Member under this Rule may be filled as a casual vacancy if not filled at the meeting at which he is removed.

15.7 Disqualification of Committee Members

The office of Branch Committeeman shall be vacated in the circumstances specified in Rule 7,4,2 reference therein to Councillors being read as reference to Branch Committeemen and reference to the National Executive being read as reference to the Branch Committee.

15.8 Office Bearers

A Branch Committee may elect a Branch Chairman, Branch Vice Chairman, Honorary Secretary and Honorary Treasurer from among the Committee Members.

15.9 Meetings

Branch Committees shall meet regularly to manage the affairs of the Branches and to re-view co-ordinate and guide projects for the benefit of all members enrolled with such Branches.

15.10 Procedure

The provisions of Part III of this Constitution relating to Committee Meetings shall govern the Branch committee.

PART III PROVISIONS APPLICABLE TO THE ASSOCIATION AND ITS BRANCHES

16 PROCEEDINGS AT GENERAL MEETINGS

16.1 Notice of Meetings

21 days notice at least specifying the place, date, hour and business of a general meeting shall be given to all members entitled to attend and vote.

A notice may be served upon any member personally or by sending it through the post in a pre-paid envelop or wrapper addressed to such member at the address shown in the Register of Members of the Association.

A notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted. A certificate in writing signed by the National Secretary or a Branch Secretary or other proper officer that the envelope or wrapper containing the notice was so addressed and posted shall be sufficient to prove service by post.

An accidental omission to give notice of a meeting to or the non receipt of a notice of meeting by any member shall not invalidate the proceedings at any meeting.

16.2 Chairman

The President of the Association may preside at every General Meeting at which he is present, and in his absence the Vice President, or in his absence a Chairman elected by a majority of the members present and entitled to vote shall preside. No business except the election of a Chairman shall be transacted at any General Meeting of members while the position of Chairman is vacant.

16.3 Adjourned General Meeting

With the consent of any meeting at which a quorum is present the Chairman may adjourn a General Meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. No business shall be transacted at any adjourned General Meeting other than left unfinished at the General Meeting from which the adjournment took place.

16.4 Voting Rights

Each member shall have one vote on each transaction submitted to any General Meeting, at which the member is entitled to vote provided that the Constitution shall not prevent the President of the Association or Chairman of any such meeting having a second or casting vote where he is so entitled.

Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand or seal of the member or representative of a member. The instrument appointing a proxy shall be deposited with the National or Branch Secretary of the Association, in a form approved by the National Council not less than 48 hours before the time for holding the meeting. In default the instrument of proxy shall not be treated as valid.

16.5 Manner of Voting

At any General Meeting every question shall be decided in the first instance on a show of hands, unless before or upon the declaration of the result of a show of hands, a poll is demanded by the Chairman or by representative or proxy and entitled to vote.

Unless a poll be demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost and an entry to that effect recorded in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.

16.6 Demanding a Poll

If a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairman of the meeting may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may in the event of a poll appoint scrutineers. The demand for a poll may with the consent of the Chairman be withdrawn. No poll shall be demanded on the election of a Chairman of the meeting or on any question of adjournment.

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

16.7 Disputed Votes

No objection shall be made to the validity of any vote except at the meeting or poll at which the vote was tendered and every vote not disallowed at such meeting or poll shall be deemed valid. In case of any dispute as to the admission or rejection of a vote the Chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.

16.8 Equality of Votes

In case of an equality of votes whether on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a casting vote.

17 PROCEEDINGS AT COMMITTEE MEETINGS

Including the National Council, Executive Committee and all Branch Committees

17.1 Meetings

The meetings of a Committee may meet together for the transaction of business, adjourn, and otherwise regulate their meetings as they think fit but they shall meet at least three times in each year.

17.2 Notice of Meetings

Unless a majority of the number of a Committee agree otherwise no less than seven days notice of any meeting of a Committee shall be given to every member of that Committee by letter directed to such address as shall from time to time be furnished to the National Secretary and such notice shall indicate the business to be transacted.

17.3 Special Meetings

Three members of a Committee may meet at any time, and the Secretary shall at the request of these Committeemen summon a meeting of the Committee provided that the business to be transacted is stated.

17.4 Chairman

The President of the Association may preside at every meeting of a Committee at which he is present, and if absent at the time appointed the chair may be taken by the Vice President.

If no such Chairman is present within 15 minutes after the time appointed for holding any meeting the members of the Committee present may choose one of their number to be Chairman for the meeting.

17.5 Quorum

The quorum necessary for the transaction of the business of a Committee shall be not less than half the number of Committee members.

The continuing Committee members may act notwithstanding any vacancy in a Committee provided that a quorum is present.

17.6 Decision of Questions

Question at any meeting of a Committee shall be decided by a majority of all members present who are entitled to vote. The Chairman shall have a casting vote to be exercised in the case of an equality of votes.

17.7 Validity of Actions

All action done at any meeting of a Committee or by any person as a member of a Committee shall notwithstanding, that is afterwards discovered that there was some defect in the appointment of any such Committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to hold such office.

17.8 Resolution in Writing

A resolution in writing signed by all members of a Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and assembled.

Any such resolution may consist of several documents in like form each signed by one or more members.

17.9 Delegation to Sub-Committees.

A Committee may delegate any of its authorities powers discretions and duties to a Sub-Committee or Committees, consisting of such Member or Members and / or such other person or persons as it thinks fit, and may from time to time revoke, withdraw or vary such delegation or the appointment of any member of a Sub-Committee and may appoint other members thereof. Any Sub-Committee so formed or person or persons appointed shall in the exercise of the authorities powers, discretions and duties so delegated, conform to any regulations that may from time to time add such Member or members and / or such other person or persons as the Sub-Committee thinks fit to be a member or members of such Sub-Committee.

17.10 Procedure of Sub-Committee

The meetings and proceedings of any Sub-Committee, which consists of more than one member shall be governed by the provision herein contained for regulating the meetings and proceedings of a Committee so far as the same are applicable therefore and are not superseded by any regulation made by the Committee.

18 MINUTES

A secretary shall cause minutes to be made in books provided for the purpose.

- (i) of the names of the Committee Members present at each meeting of any Committee, and of names of the Committee Members or any other persons present at each meeting of any Sub-Committee.
 - (ii) of all appointments of officers made by a Committee.
 - (iii) of all resolutions and proceedings of all meetings of the Association or Branch, and of the meetings of any Committee and Sub-Committee.
- Copies of all proceedings shall be forwarded to the National Secretary within 28 days after the appropriate meetings.

19 AUDITORS

An auditor or auditors shall be appointed by the members at each Annual General Meeting for both the Association and its Branches and shall be eligible for the re-appointment.

The auditors so appointed shall be professional accountants registered as company auditors, and shall not be members of the Council, a Branch Committee or any Officers of the Association.

20 INDEMNITY

The officers for the time being of the Association and the Trustees (if any) for the Association shall be indemnified out of the funds of the Association against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively, in or about the bona fide execution of their respective offices, and shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or an arbitration on account of the Association or otherwise in the execution of their respective offices, and no officer or trustee shall be chargeable for any money which he shall not actually receive, or be answerable for the acts, receipts, neglects or defaults of any other officer or trustee, or of any banker, broker, collector, agent or other person appointed by the Association or such trustees, (as the case may be) with whom, or into whose hands any property or money of the Association may be deposited or come, or for the insufficiency of any security or investment in or upon which any of the moneys of the Association shall be invested by order of the Association or for any loss or damage which may happen in the execution of his office.

21 EXEMPTION FROM LIABILITY

No Committee Member, Secretary, Trustee or other officer shall be liable or responsible to any member for any loss or damage suffered by any member by reason of any act, resolution, decision, matter or thing done or omitted by such Committee Member, Secretary, Trustee or other officer whether alone or in conjunction with any other person or persons in pursuance or in purported pursuance of any provision of this Constitution.

INTERPRETATION AND DEFINITIONS

In this Constitution unless there is something in the subject or context inconsistent therewith:-

- “ Association” means the Australian Electric Vehicle Association
- “Branch” means a grouping of not less than twenty members including representatives of Corporate Members established by authority of the Association.
- “Electric Vehicle” means all forms of transport in which electricity provides the motor power regardless of whether the vehicle is connected directly to an electricity supply or whether the electricity used is produced in the vehicle either by electro- chemical, thermal or mechanical means or otherwise and furthermore the definition shall include accessory parts for such vehicles, such as motors, batteries, battery chargers and others.
- “Member” means a member of the Association of any class.
- “National Council” means the members of the National Council for the time being or such of them as have
- “The Council” authority to act for the Association.
- “Councillor” means a member of the National Council.
- “Secretary” include assistant secretaries, deputy secretaries and any other officer authorised
“National Secretary” to perform duties of such Secretaries respectively.
“Branch Secretary”
- “Representative” means a person eligible and appointed in writing under hand or seal by a Corporate Member as an official delegate of that member to attend meetings of the Association and its Branches.
- “Month” means calendar month.

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine and neuter genders and vice versa.