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**STATEMENT OF PURPOSES**

**AND**

**RULES OF THE**

**INSIGHT INSURANCE BROKERS ASSOCIATION**

**NEVETT FORD**  
**Lawyers**

## **STATEMENT OF PURPOSES**

### **INSIGHT INSURANCE BROKERS ASSOCIATION**

1. The name of the proposed incorporated association is the INSIGHT INSURANCE BROKERS ASSOCIATION.
2. The purposes for which the proposed incorporated association is established are:-
  - (i) To provide a forum to discuss issue of mutual interest to insurance brokers.
  - (ii) To provide ongoing education for its members in the profession of insurance broking.
  - (iii) To work harmoniously with other organisations to improve the level of service and professionalism provided by insurance brokers.
  - (iv) To provide a forum where professional insurance brokers may meet socially.
  - (v) To assist its members in the development of their insurance broking practices.
  - (vi) To explore and develop new areas in which insurance brokers can better serve their clients.

## RULES OF THE INSIGHT INSURANCE BROKERS ASSOCIATION

1. The name of the incorporated association is INSIGHT INSURANCE BROKERS ASSOCIATION (in these Rules called "the Association").
2. (1) In these Rules, unless the contrary intention appears -
  - "Board" means the Board of Management of the Association.
  - "Financial Year" means the year ending on 30th June.
  - "General Meeting" means a general meeting of members convened in accordance with Rule 11.
  - "Member" means a member of the Association.
  - "Ordinary member of the Board" means a member of the Board who is not an officer of the association under Rule 21.
  - "The Act" means the Associations Incorporation Act 1981.
  - "The Regulations" means regulations under the Act.
  - "Person" includes bodies corporate.
- (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.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provision of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.
3. (1) A natural person or a body corporate who or which is currently practising as an Insurance Broker or a Licensee and who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the Incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership
  - (a) unless he is nominated as provided in sub-clause (3); and
  - (b) his admission as a member is approved by the Board.
- (3) A nomination of a person for membership by the Association -

- (a) Shall be made in writing in the form set out in appendix 1; and
  - (b) Shall be lodged with the Secretary of the Association.
- (4) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
  - (5) Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination.
  - (6) Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
  - (7) The Secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Association.
  - (8) A right, privilege, or obligation of a person by reason of his membership of the Association -
    - (a) Is not capable of being transferred or transmitted to another person; and
    - (b) Terminates upon the cessation of his membership whether by death or resignation or otherwise.
4. (1) The entrance fee shall be such fee if any as the Board shall from time to time determine.
  - (2) The annual subscription shall be such fee if any as the Board shall from time to time determine.
5. 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 public officer.
6. (1) A member of the Association who has paid all monies due and payable by him to the Association may resign from the Association by first giving one months notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
  - (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
7. (1) Subject to these Rules, the Board may by resolution -
    - (a) Expel a member from the Association;

- (b) Suspend a member from membership of the Association for a specified period; or
- (c) Fine a member in accordance with the regulations -

If the Board is of the opinion that the member -

- (i) has refused or neglected to comply with these rules; or
  - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Board under sub-clause (1) -
- (a) Does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) Where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Board passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing-
- (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he may do one or more of the following:
    - (i) Attend that meeting;
    - (ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
    - (iii) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the Resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Board-
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.

- (5) Where the secretary receives a notice under sub-clause (3), he shall notify the Board and the Board shall convene a general meeting of the Association to be held within twenty-one days after the date on which the secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5)-
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting-
  - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.
8.
  - (1) The Association shall in each calendar year convene an annual general meeting of its members.
  - (2) The annual general meeting shall be held on such day as the Board 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 last preceding Annual General Meeting and of any General Meeting held since that meeting;
    - (b) To receive from the Board reports upon the transactions of the Association during the last preceding financial year;
    - (c) To elect members of the Board;
    - (d) To receive and consider the Statement submitted by the Association in accordance with Section 30(3) of the Act; and
  - (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 Meetings that may be held in the same year.
9. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

10. (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
  - (2) The Board shall, on the Requisition in writing of members representing not less than five percent of the total number of members, convene a Special General Meeting of the Association.
  - (3) 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.
  - (4) If the Board does not cause a Special General Meeting to be held within one month 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 three months after that date.
  - (5) 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 Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
11. (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 member of the Association at his address appearing in the register of members, a notice by prepaid 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 member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
12. (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 specially 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 members entitled under these rules to vote is present during the time when the meeting is considering that item.
  - (3) Five members personally present (being members entitled under these rules to vote at a general meeting) 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 members 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 Chairperson of the meeting at the time of the adjournment or by written notice to the 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 members present (being not less than 3) shall be a quorum.
13. (1) The Chairperson, or in his absence, the Deputy Chairperson, shall preside as Chairperson at each general meeting of the Association.
- (2) If the Chairperson and the Deputy Chairperson are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the Meeting.
14. (1) The Chairperson 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 for fourteen 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 sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson of the meeting 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 the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) Upon any question arising at a General Meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
17. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson of the meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson of a meeting or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson of the meeting may direct.

18. A member 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.
19. (1) Each member shall be entitled to appoint another member 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 Appendix 2.
20. (1) The affairs of the Association shall be managed by a Board of Management as constituted as provided in Rule 22.
  - (2) The Board -
    - (a) Shall control and manage the business and affairs of the Association;
    - (b) May, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Association; and
    - (c) Subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
    - (d) May appoint such sub-committees as it sees fit and delegate any of its powers whatsoever to such sub-committees as it deems desirable for the efficient management of the Association.
    - (e) Shall have the power from time to time to make alter and repeal such regulations and by-laws as the Board deems desirable for the proper conduct and management of the affairs of the Association.
21. (1) The officers of the Association shall be -
  - (a) A Chairperson.
  - (b) A Deputy Chairperson.
  - (c) A Finance Director; and
  - (d) A Secretary.

and shall be elected by the Board at the first meeting of the Board following the Annual General Meeting in each year.

  - (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

- (3) Each officer of the Association shall hold office until the Board meeting following the Annual General Meeting next after the date of his election as an officer but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Board meeting following the Annual General Meeting next following the date of his appointment.
22. (1) Subject to Section 23 of the Act the Board shall consist of -
- (a) The officers of the Association, and
- (b) Two ordinary members each of whom shall be elected at an Annual General Meeting of the Association.
- (2) Each member of the Board shall, subject to these Rules, hold office until the third Annual General Meeting next after the date of his election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of a member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his appointment.
- (4) At each Annual General Meeting at least one third of the members of the Board must vacate office but are eligible for re election.
- (5) If less than one third of the members of the Board have served for less than three years since last elected to the Board the members of the Board required to vacate office must be drawn by lot.
- (6) At the first Board meeting following the 1999 Annual General Meeting lots must be drawn to determine which two Board members must vacate office at the 2000 Annual General Meeting and which two Board members must vacate office at the 2001 Annual General Meeting.
23. (1) Nominations of candidates for election as officers of the Association or as members of the Board -
- (a) Shall only be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) Shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting or the following Board meeting as the case requires.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
  - (5) The ballot for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
  - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
  - (7) Notwithstanding anything else provided for in these rules there shall not be more than one member of the Board employed in any particular insurance broking business. In the event that more than one person from any insurance broking business is nominated as a member of the Board the member for whom the most votes are cast shall be elected the member of the Board.
24. For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Board becomes vacant if the officer or member -
- (a) Ceases to be a member of the Association;
  - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - (c) resigns his office by notice in writing given to the secretary.
25. (1) The Board shall meet at least 3 times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chairperson or by any four of members of the Board
  - (3) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
  - (4) Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
  - (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
  - (6) At meetings of the Board-
    - (a) the Chairperson or in his absence the Deputy Chairperson shall preside; or

- (b) if the Chairperson and the Deputy Chairperson are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
  - (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
  - (8) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
  - (9) Written notice of each Board meeting shall be served on each member of the Board by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
  - (10) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.
26. The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.
27. (1) The Finance Director of the Association-
- (a) shall collect and receive all moneys 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) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.
28. (1) The Association in general meeting may by resolution remove any member of the Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or Chairperson of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the Chairperson may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.
29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board.
30. (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 Board and the affixing of the common seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Association.
31. These rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.
32.
  - (1) A notice may 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 as shown in the Register of Members.
  - (2) Where a document is properly addressed prepaid 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.
33. 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.
34. 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.
35. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.
36. Without in any way limiting the generality of any of the foregoing Rules of the Association, the Association shall be entitled to:
  - (1) Print any news sheets, leaflets or the like or engage in any other lawful forms of mass communication that the Association may think desirable for the promotion of its objects.
  - (2) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real or personal, or 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.
  - (3) 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 and to obtain from any government or authority any rights, privileges or 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.
  - (4) To employ any person or persons as may be necessary to further the purposes of the Association.
  - (5) To do all such things as may be necessary, conducive or incidental to the attainment of the purposes of the Association.

**APPENDIX ONE**

**APPLICATION FOR MEMBERSHIP OF THE  
INSIGHT INSURANCE BROKERS ASSOCIATION**

I, \_\_\_\_\_ (full name of Applicant)  
of \_\_\_\_\_ (address)  
\_\_\_\_\_ (occupation) desire to become a member of

In the event of my admission as a member I agree to be bound by the Rules of the Association for the time being in force.

.....  
Signature of Applicant

.....  
Date

I, \_\_\_\_\_ (name) a member of the  
Association nominate the Applicant, who is personally known to me for membership of the  
Association.

.....  
Signature of Proposer

.....  
Date

I, \_\_\_\_\_ (name) a member of the  
Association second the nomination of the Applicant, who is personally known to me for  
membership of the Association.

.....  
Signature of Secunder

.....  
Date

**APPENDIX TWO**

**FORM OF APPOINTMENT OF PROXY**

I,  
of  
being a member of  
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 the                      day of                      20    and any adjournment of  
that meeting.

My Proxy is authorised to vote in favour of/against  
(delete as appropriate) the Resolution (details).

.....  
Signed

.....  
Date