

[162V: Incorporates alterations of 9 October 2023] [R2023/58]  
(replaces rulebook dated 16 October 2019 [R2019/112])

I CERTIFY under section 161 of the Fair Work (Registered Organisations)  
Act 2009 that the pages herein numbered 1 to 37 both inclusive contain  
a true and correct copy of the registered rules of the Visual Media Association.

DELEGATE OF THE GENERAL MANAGER  
FAIR WORK COMMISSION

[IMPORTANT: Enquiries about these rules or other rules relating to this organisation which are currently in force may  
be directed to any office of the Fair Work Commission.]

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### **1 - NAME OF THE ASSOCIATION**

The name of the Association shall be "Visual Media Association".

### **2 - INDUSTRY CONCERNED AND CONDITIONS OF ELIGIBILITY**

- (a) The Industry in or in connection with which the Association is formed is the Industry as defined in Rule 5 of these Rules.
- (b) The conditions of eligibility for membership of the Association are those prescribed by Rule 6 of these Rules.

### **3 - OFFICE**

The registered office of the Association shall be at Suite 3, 5-7 Compark Circuit, Mulgrave VIC 3170 or such other place as the Board may from time to time determine.

### **4 - OBJECTS**

The objects for which the Association is established are:-

- (a) To promote, protect, and further the interests of its members.
- (b) To effect a thorough organisation of employers in the Industry with a view to improving conditions in every proper and lawful manner.
- (c) To secure to the members of the Association the rights, privileges, and benefits enjoyed by organisations, associations, and industrial unions of employers under any Acts, Federal or State and any Law or Regulation whether or not concerning the Industry for the time being in force affecting the Association or its members.
- (d) To secure to the members of the Association all the advantages of unity of action, and to protect the interests of members in any lawful manner whatsoever in all matters relating to the said Industry.
- (e) To act as an organisation and/or industrial union of employers under the laws of the Commonwealth of Australia or any State within that Commonwealth.
- (f) To secure full and proper representation on or before Boards, Committees and Commissions constituted under any Acts or Regulations of the Commonwealth of Australia or any State within that Commonwealth.
- (g) To bring any industrial dispute or claims relating to industrial matters before the Industrial Relations Court of Australia and/or Fair Work Australia and/or any State Industrial Court and/or State Industrial Commission or Industrial Tribunal.
- (h) To represent any interests of the Industry before the Industrial Relations Court of Australia and/or Fair Work Australia and/or any State Industrial Court and/or State Industrial Commission or Industrial Tribunal and at conferences with other persons or bodies and to prosecute or defend all suits, applications, and proceedings before the Commission or any Court or

Tribunal aforesaid, as may be deemed necessary or expedient in the interests of the Association or its members.

- (i) To improve both abroad and within Australia the relations of members of the Association with their employees and unions of employees and with producers, distributors, and consumers of Australian products and manufactures.
- (j) To secure the aid of public opinion to influence Government policy in the development, advancement, and popularising of enterprises engaged in or incidental to the Industry.
- (k) To act as arbitrators in the settlement of, and to appoint committees to deal with disputes between members, customers, and suppliers.
- (l) To prosecute or defend any suits, applications, and proceedings, before any Court or Commission or Tribunal whatsoever, as may be deemed necessary or expedient in the interests of the Association or its members.
- (m) To enter into any affiliation or alliance with, or to promote or assist in the promotion of any other association, company, firm, or chamber, having objects similar to or calculated to benefit generally the members of this Association and to acquire shares and interests in or lend money upon debentures, or otherwise to any such Association, company, or firm.
- (n) To enter into any affiliation or alliance with or to support or to promote or assist in the promotion of or to enter into any contracts with any other Association or company having the object of indemnifying in any lawful manner, members or groups of members of this Association or employers generally against the whole or part of losses suffered by them in consequence of any industrial dispute or calling out of workmen or employees contrary to the provisions of any Federal or State awards or otherwise contrary to law and to acquire shares and interests in or lend money upon debentures or otherwise to any such Association or company.
- (o) To provide for the appointment of local committees to deal with local matters.
- (p) To act in conjunction or affiliate with and to appoint representatives to any association or union of employers, either in Australia or abroad.
- (q) To promote or oppose legislative and other measures affecting or likely to affect the Industry.
- (r) To advocate the principle of selective and/or effective protection by means of Customs duties and other measures calculated to advance the interests of the said Industry, and to secure proper presentation of views to Parliament for the furtherance and protection of such Industry.
- (s) To enter into contracts calculated to benefit either groups of members or members generally.
- (t) To sign and execute all deeds, documents, and other instruments, of every nature and kind whatsoever for carrying out the purposes of the Association herein set out.
- (u) To make, draw, accept, endorse, discount, execute, negotiate, or issue, such cheques, promissory notes, bills of exchange, bills of lading, warrants,

debentures, and other negotiable or transferable instruments or securities, as may be deemed necessary for the carrying out of the objects of the Association.

- (v) 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 associations, companies, firms, or chambers, with which this Association is authorised to amalgamate, affiliate, fuse or ally.
- (w) To accept, undertake, or execute, any trust or gift which may be deemed to be in accordance with, or which may further the objects of the Association or any of them.
- (x) To lend, borrow, or raise, or secure the payment of money in such manner as the Association shall think fit upon such terms and conditions as shall be deemed expedient, and, in particular, by mortgage or debenture, perpetual or otherwise, or other securities, and to charge if need be such mortgages, debentures, or other securities upon the floating assets or upon all or any of the property of the Association present or future.
- (y) To guarantee the performance of contracts in furtherance of the objects of the Association.
- (z) To raise funds by means of subscriptions of members and levies on members and otherwise, for all the purposes and objects of the Association in such amounts and in such manner as is provided for in these Rules.
- (aa) To adopt whatever procedure may be considered advisable in the interests of members of the Association and in the maintenance of the right of private enterprise.
- (bb) To support a practical system of training personnel combined with promotion and encouragement of any technical or other forms of training and education for the development of efficient personnel.
- (cc) To ensure an optimum supply of employees of all categories including managerial employees to meet the Industry's needs with regard to both quantity and quality and to obtain this supply under reasonable and equitable conditions of employment.
- (dd) To print and publish newspapers, periodicals and any other printed matter considered desirable for effective communication with respect to matters having relation to the objects of the Association.
- (ee) To promote exhibitions relevant to the Industry.
- (ff) To construct, maintain, and alter buildings, works, plant and machinery, necessary or convenient for the purposes of the Association.
- (gg) To purchase, take on lease, or licence, or hire, or otherwise acquire, real or personal property of any kind in furtherance of the objects of the Association and to sell, exchange, or otherwise dispose of any real or personal property on such terms as may be considered expedient.
- (hh) To form, establish, assist and support Societies or Scientific or Standardisation or like bodies, whose activities are calculated to be of interest to members.

## 5 - INTERPRETATION

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- (ii) To discuss and consider matters affecting the Industry, and to collect and disseminate such information.
- (jj) To establish or assist in the establishment of technical and statistical libraries, and to provide therefor copies of Parliamentary and Departmental reports, official and other papers having reference to the said Industry in Australia and other countries, and to collect, classify, tabulate and publish all information which might be calculated to interest members and the public generally in reference thereto.
- (kk) To establish bursaries and scholarships for educational purposes, and to furnish and award competitive prizes, or make contributions to prize funds of educational establishments.
- (ll) To negotiate industrial awards and agreements on behalf of members and to act on behalf of members in respect of any matters connected with industrial relations and negotiations generally.
- (mm) To do all such other lawful things as may appear to be incidental or conducive to the above objects or any of them.
- (nn) To adopt any additional objects from time to time.
- (oo) To provide annual evaluation of the standard of printing in Australia and to ensure that the Graphics Industry continues to strive to improve those standards.
- (pp) To recognise and honour achievements in excellence in printing in Australia by, amongst other things, holding annual awards functions.
- (qq) To increase awareness of the high standards of graphic reproduction and printing available in Australia by presenting a high profile of the capabilities of the Graphic Industry.

### 5 - INTERPRETATION

In the interpretation of these Rules and this Constitution the following words and expressions shall have the meaning hereinafter specified, unless the context otherwise requires:-

“the Act” means the Fair Work (Registered Organisations) Act 2009 or its successor.

"AFFILIATED ASSOCIATION" means an Association admitted pursuant to Rule 12.

"AGREEMENTS" mean instruments registered by Federal and/or State and/or Territory Industrial Relations Tribunals which regulate in whole or in part the terms and conditions of employment for employees employed by a member of the Association.

"ASSOCIATE " means an associate enrolled pursuant to Rule 13.

"ASSOCIATION" means the Visual Media Association.

"AUSTRALIAN CAPITAL TERRITORY" means the Australian Capital Territory including the territory accepted by the Commonwealth in pursuance of the Jervis Bay Acceptance Act, 1915.

"AUTHORISED REPRESENTATIVE" means a director, partner, officer or employee of a member of the Association admitted to membership pursuant to Rule 6.

"AWARDS" mean instruments registered by Federal and/or State and/or Territory Industrial Relations Tribunals which regulate the minimum terms and conditions of employment for employees employed in the industry.

"BOARD" means the Board of the Association as provided for under these Rules.

"BOARD" means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors.

"DECLARED PERSON OR BODY" means a person is a declared person or body if:

- (i) an officer of the Association has disclosed a material personal interest under [sub-rule 59(1)]; and
- (ii) the interest relates to, or is in, the person or body; and
- (iii) the officer has not notified the Association that the officer no longer has the interest.

"DISCLOSURE PERIOD" means the financial year unless a shorter period is specified.

"EMPLOYER" means a person, firm, company, or corporation employing persons working in the Industry whether on behalf of himself or itself, or any other person.

"FINANCIAL DUTIES" Includes duties that relate to the financial management of the Association.

"GENERAL MANAGER" means the General Manager of Fair Work Commission.

"INDUSTRY" means the printing and graphic arts industry which shall mean and include any trade industry business, undertaking, work, service, handicraft, employment or industrial occupation upon land, or on water or under water, wholly or in part concerned or connected with or incidental to letterpress printing, lithographic printing, flexographic printing, gravure printing, digital printing tinplate printing, screen stencil printing, graphic prepress, electronic media, designing and illustrating, writing and/or drawing, publishing, book binding and finishing, stationery making, cardboard box making, carton making, corrugated board and/or container making, fibre board container making, paper bag manufacturing, toilet paper manufacturing, paper pattern manufacturing, paper and paper board processing, direct mail systems operations, printing ink making and/or any other allied processes, trades, businesses or undertakings.

"IN WRITING" or "WRITTEN" includes printing, photography, typewriting, facsimile, electronic and other modes of representing or reproducing words in a visible form.

"MEMBER" means a member under Rule 6 hereof.

"MONTH" means a calendar month.

"NON-CASH BENEFIT" means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

"HONORARY SECRETARY" means the duly elected Honorary Secretary of the Association or such other person from time to time acting as the Honorary Secretary in accordance with these Rules.

"HONORARY TREASURER" means the duly elected Honorary Treasurer of the Association or such other person from time to time acting as the Honorary Treasurer in accordance with these Rules.

"OFFICE" has the same meaning as defined by Section 9 of the Fair Work (Registered Organisations) 2009.

"OFFICER" has the same meaning as defined by Section 6 of the *Fair Work (Registered Organisations) Act 2009*.

"OFFICE" means the registered office for the time being of the Association.

"PEAK COUNCIL" has the same meaning as defined by Section 12 of the *Fair Work Act 2009*.

"PRESIDENT" means the President of the Association or such other person who is acting in his or her stead in accordance with these rules.

"DEPUTY PRESIDENT" means the Deputy President of the Association elected from and by the members of the Board of the Association in accordance with these Rules.

"RELATED PARTY" has the same meaning as defined by Section 9B of the *Fair Work (Registered Organisations) Act 2009*.

"RELATIVE" in relation to a person, means:

- (i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
- (ii) the spouse of the first mentioned person.

"RELEVANT REMUNERATION" in relation to an officer of the Association for a disclosure period is the sum of the following:

- (i) any remuneration disclosed to the Association by the officer under [sub-rule 58(1)] during the disclosure period;
- (ii) any remuneration paid during the disclosure period, to the officer of the Association;

"RELEVANT NON-CASH BENEFITS" in relation to an officer of the Association for a disclosure period means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer's duties as an officer, by the Association or by a related party of the Association.

"REMUNERATION"

- (i) includes pay, wages, salary, fees, allowance, leave, benefits or other entitlements; but
- (ii) does not include a non-cash benefit; and
- (iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

"SALES" mean total sales excluding sales tax and any government imposts on sales.

## 7 - ADMISSION TO MEMBERSHIP

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"SOCIETY" means a grouping of members of the Association and/or Associates or employees or officers of members of the Association having some vocational, sporting, cultural, or other common interest.

"State of South Australia" means listed members of the Association carrying on business in South Australia and the Northern Territory.

"SECTION" means a grouping of Members and/or Associates or employees or officers of members of the Association based upon a common geographical area, product, productive process or commercial interest.

"STANDING COMMITTEE" means a grouping of Members, Affiliated Associations and Associates of the Association based upon a Section or a geographic area within the territorial limits of a State or Territory.

"TERRITORIES" means the two internal Australian territories namely the Northern Territory and the Australian Capital Territory, and all the external territories which the Commonwealth of Australia administers.

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

Words importing the masculine gender include the feminine gender.

Words importing persons include companies, partnerships, firms and corporations, statutory or otherwise.

## 6 - MEMBERSHIP

- (1) The Association shall consist of an unlimited number of persons, firms, partnerships, companies, corporations, and unincorporated bodies either engaged in or employing any worker within the Commonwealth of Australia and its territories in the Industry as defined in Rule 5 of these Rules. Provided that the membership of any such person, partnership, firm, company, corporation or unincorporated body who does not manufacture or compete in the general, Printing and Graphic Arts Industry shall only extend and apply in regard to the Printing and Graphic Arts occupations affecting the member's employees engaged in the Printing and Graphic Arts Industry.
- (2) Any registered industrial union or registered industrial organisation of employers or unregistered trade association in the Commonwealth of Australia and its territories engaged in the Industry may be admitted as an affiliated association under the name of such union or association, provided that each member of such union or association is a member of the Association.

## 7 - ADMISSION TO MEMBERSHIP

- (1) Each applicant for membership of the Association shall submit an application in such form as may be determined from time to time by the Board. The form of application for admission to the Association shall be submitted to the Board.

The Association shall inform applicants for membership, in writing of:

- (a) the financial obligations arising from membership; and
- (b) the circumstances, and the manner, in which a member may resign from the Association.

## 8 - WITHDRAWAL FROM MEMBERSHIP

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- (2) Subject to any award or order of Fair Work Australia the Board shall accept and approve each application for membership if it determines that:
  - (a) if the applicant is a natural person or comprised of natural persons, then the natural person or any natural person so comprised is not of general bad character.
  - (b) if the applicant is a body corporate that the constituent documents of the body corporate do not make provisions inconsistent with the objects of the Association, and
  - (c) the applicant has agreed to comply with the Rules of the organisation upon admission.

If the application is approved by the Board, the applicant shall be informed accordingly and the Honorary Secretary shall cause the member's name to be entered upon the Membership Register.

The applicant shall become a member of the Association on the date that the application is approved subject to payment of any amount properly payable in relation to membership.

- (3) Where an applicant is carrying on business in Australia in an area outside the areas covered by the States and the Australian Capital Territory, the application shall be submitted to the Board.

If in accordance with paragraph (2) hereof, it is approved by the Board the applicant shall be informed accordingly and will become a member of the Association on the date that the application was approved by the Board. The Board shall allocate such applicant to such State or States or the Australian Capital Territory as it may determine and the subscription payable will be calculated from the time of acceptance by the Board.

## 8 - WITHDRAWAL FROM MEMBERSHIP

- (1) A member of the Association may resign from membership by written notice addressed and delivered to the Honorary Secretary of the Association.
- (2) Any member of the Association who is a listed member of the Association in two or more States or in one or more States and the Australian Capital Territory may resign from being a listed member of the Association in any one of those States or the Australian Capital Territory by written notice addressed and delivered to the Honorary Secretary of the Association, provided that a member who is a listed member of the Association in two or more States or in one or more States and the Australian Capital Territory and who wishes to resign from membership of the Association may resign in accordance with paragraph (1) of this Rule.
- (3) A notice of resignation from membership of the Association takes effect;
  - (a) where the member ceases to be eligible to become a member of the Association;
    - i) on the day on which the notice is received by the Association; or
    - ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;

whichever is later; or

(b) in any other case:

i) at the end of two weeks after the notice is received by the Association; or

ii) on the day specified in the notice;

whichever is later.

- (4) Any dues payable but not paid by a former member of the Association in relation to a period before the member's resignation took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association.

Provided that legal proceedings for the recovery of an amount payable by a former member in respect of membership of the Association must not be commenced after the end of the period of 12 months starting on the day on which the amount became payable. Provided further that the amount ceases to be payable at the end of the period if legal proceedings to recover the amount have not commenced by then.

- (5) A notice delivered pursuant to paragraphs (1) or (2) of this Rule shall be taken to have been received by the Association when it was delivered.
- (6) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with paragraphs (1) and (2) of this Rule.
- (7) A resignation from membership of the Association is valid even if it is not effected in accordance with this Rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

## **9 - TERMINATION OF MEMBERSHIP**

The membership of the Association of any member shall terminate:-

- (1) Upon the passing by the Board of a resolution that the name of such member be removed from the Register of Members of the Association on the ground that the member has broken one or more of the Rules of the Association or has acted contrary to the interests of the Association provided that such Board shall not resolve that the name of a member be removed from the register of Members on any such grounds unless such member shall have been charged in writing at least fourteen days previously with a breach of the Rules and unless such member shall have been afforded the opportunity of appearing before the Board for the purpose of answering such charge.
- (2) In the case of a person upon the making of a sequestration order or the execution of a deed of assignment or arrangement for the benefit of creditors against or by the person.
- (3) In the case of a firm upon the dissolution thereof or upon the making of a sequestration order or the execution of a deed of assignment or arrangement for the benefit of creditors against or by the firm or any member thereof.

- (4) In the case of a company upon the notification in a Government Gazette of the winding-up or liquidation thereof. Provided that at the written request of the liquidator, accompanied by his or her undertaking to pay in full all membership and other dues accruing as from the date of the commencement of the liquidation, the Board may provide that the membership of the company in liquidation shall not terminate.

### **10 - CLAIMS OF FORMER MEMBERS**

Any member who withdraws from membership, or whose membership is otherwise terminated pursuant to these Rules, shall cease to have any claim or interest of any nature whatsoever to or in any of the funds or assets of the Association, or against any member of the Board or against any member of the salaried staff of the Association.

### **11 - REGISTER OF MEMBERS**

- (1) The Honorary Secretary shall cause to be kept at the Registered Office (or at such other office of the Association as Fair Work Australia may permit) a Register of Members arranged according to States and the Australian Capital Territory in which shall be recorded the name and postal address of every member of the Association, and such other particulars as the Board may direct from time to time. An entry in the Register shall be evidence of membership of the Association.
- (2) Upon receipt in writing of all alterations or additions to or deletions the Honorary Secretary shall cause the Register of Members of the Association to be amended accordingly.
- (3) A member of the Association within fourteen days after:
- (a) the business, or part of the business, of a member of the Association is assigned or transferred to a person who is not a member of the Association; or
  - (b) such a person succeeds to the business, or part of the business, of a member of the Association;

is required to notify the Association of the assignment, transfer or succession.

### **12 - AFFILIATED ASSOCIATIONS**

- (1) The Association may affiliate with or accept affiliation from other associations under such terms and conditions as may be approved by the Board.

### **13 - ENROLMENT OF ASSOCIATES**

- (1) Any person, partnership, firm, company, corporation, or unincorporated body carrying on business in the Commonwealth of Australia and its territories who is not eligible to apply for membership of the Association but who carries on a business which in the opinion of the Board is incidental to that of the industry as defined in rule 5 of these Rules may be enrolled as an Associate of the Association. Provided that any Government Printing Office of the Commonwealth of Australia or of any of its Territories may be enrolled as an Associate of the Association.

## 14 - WITHDRAWAL OF ASSOCIATES

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- (2) Each application for enrolment as an Associate shall be submitted to Board of the Association which shall accept and approve each application.
  - (a) if the applicant is a natural person or comprised of natural persons, then the natural person or any natural person so comprised is not of general bad character.
  - (b) if the applicant is a body corporate that the constituent documents of the body corporate do not make provisions inconsistent with the objects of the Association, and
  - (c) the applicant has agreed to comply with the Rules of the organisation upon admission.

If the application is approved by the Board, the applicant shall be informed accordingly and the Honorary Secretary shall cause the associate's name to appear in the Membership Register.

The applicant shall become an Associate of the Association, on the date that the application is approved by the Board.

- (3) Each Associate shall be entitled to send two representatives to attend all General Meetings of the Association and such representatives shall be entitled to exercise the same rights and privileges as any member except that neither representative shall be entitled to vote at any such General Meeting or upon a poll or ballot or be reckoned in a quorum, nor shall an Associate be entitled to take part in an election under these Rules.

## 14 - WITHDRAWAL OF ASSOCIATES

An Associate wishing to withdraw from enrolment as an Associate shall give two weeks notice of intention to do so in writing to the Association and such notice shall be accompanied by payment of any fees that may be due and owing by the Associate at the date of expiration of such notice of resignation. An Associate shall be required to pay a rateable proportion of the fees for the year during which the notice of resignation expires up to the date on which that notice of resignation expires. The Association may terminate the enrolment of such Associate pursuant to the provisions of Rule 9 hereof.

**15 - LIFE MEMBERSHIP**

- (1) The Board may appoint as a life member of the Association, any person being or having been a member or partner in a member firm and/or an authorised representative of any member of the Association and who has rendered long and distinguished service to the Association.
- (2) A decision by the Board to appoint a life member must be by unanimous vote of all Board members present and shall only be taken at a meeting of the Board and then only if at least one month's notice of the intention to do so has been given to the Board.
- (3) A life member shall be informed of and be entitled to attend and participate in all General Meetings of the Association but shall have no vote thereat except such vote to which he or she may be entitled as the authorised representative of any ordinary member of the Association.

**16 - HONORARY MEMBERSHIP**

The Board may by unanimous vote confer honorary membership of the Association upon any person for outstanding service to the Association and/or to the community. Such honorary membership shall confer no membership rights, privileges or obligations upon the person so appointed.

**17 - MEMBERS NOT PARTNERS**

Members of the Association are not partners.

**18 - ACTION OF MEMBERS**

No member, Associate, Affiliated Association, shall take any industrial action of importance to the industry or which is likely to affect another member, Associate, Affiliated Association, without first referring the matter to the Board.

**19 - SUBSCRIPTIONS - METHOD OF CALCULATION**

- (1) Subject to Rule 22 and the provision of paragraph (5) of this Rule, every member shall pay to the Association an annual subscription the amount of which shall be calculated on the basis of a formula set from time to time by the Board. The formula set by the Board may be based on:
  - (a) total wages and salaries paid by the member during the previous twelve months or ;
  - (b) total sales made by the member during the previous twelve months, or;
  - (c) total wages paid by the member to employees under certain awards and/or agreements or;
  - (d) the number of employees employed by the member.

Provided that employees engaged solely in the production of daily newspapers circulating in metropolitan areas of all State Capital Cities shall not be taken

into account in calculating such amount of annual subscription and provided that the Board shall have the right to exempt payment of subscriptions in respect of employees engaged on particular duties which the Board may specify from time to time.

In the event of the formula including calculations based on wages, the wages paid shall represent gross earnings before taxation and shall include overtime and bonus payments. The decision of the Board in relation to any matter relating to the calculation of annual subscriptions shall be final and binding.

- (2) For the purpose of paragraph (1) hereof.
- (a) Wages of the member shall include the wages of the following:
- (i) A firm in which the member has an interest of 50% or more.
  - (ii) A company in which a member owns 50% of the issued share capital or otherwise controls such company.
  - (iii) A firm or company which has an interest of 50% or more in such member where such member is a firm.
  - (iv) A firm or company which owns 50% of the issued share capital of a member or otherwise controls such member where such member is a company.
  - (v) Such other company or firm which in the opinion of the Board is sufficiently related to or associated with the member.
- (b) Sales of the member shall include the sales of the following:
- (i) A firm in which the member has an interest of 50% or more.
  - (ii) A company in which a member owns 50% of the issued share capital or otherwise controls such company.
  - (iii) A firm or company which has an interest of 50% or more in such member where such member is a firm.
  - (iv) A firm or company which owns 50% of the issued share capital of a member or otherwise controls such member where such member is a company.
  - (v) Such other company or firm which in the opinion of the Board is sufficiently related to or associated with the member.
- (c) The number of employees employed by the member shall include the numbers of employees of the following:
- (i) A firm in which the member has an interest of 50% or more.
  - (ii) A company in which a member owns 50% of the issued share capital or otherwise controls such company.
  - (iii) A firm or company which has an interest of 50% or more in such member where such member is a firm.

(iv) A firm or company which owns 50% of the issued share capital of a member or otherwise controls such member where such member is a company.

(v) Such other company or firm which in the opinion of the Board is sufficiently related to or associated with the member.

Providing that nothing in this paragraph shall operate so as to cause the wages and/or salaries paid to any one employee or sales of a member to be taken into account in assessing the subscriptions payable by more than one member of the Association.

- (3) The Association shall seek from each member prior to 31st December in each year, a completed subscription assessment form showing such information as may be required by the Board. Upon failure to receive such form from any member, the Association may issue an arbitrary assessment calculated in a manner determined by the Board. Provided that within fourteen days from the receipt of such arbitrary assessment, the member shall be afforded the opportunity of a review by the Board of such arbitrary assessment amount.
- (4) Each member of the Association shall at the request of the Board produce such records as show the wages paid to employees or the number of employees employed by the member on which its membership fees are calculated for the purpose of inspection by the Auditor of the Association or by a salaried officer of the Association authorised by the Board to make such inspection.
- (5) The subscription shall date from join date and shall be due from that date payable in advance on terms determined by the Board.

The subscription of a new member enrolled during the course of a year shall be calculated for that year as the annual subscription from the first day of the month in which his application for membership was approved.

- (6) Subscriptions paid by a member in accordance with this Rule shall entitle such member to such services as shall be determined by the Board from time to time. Other services shall, if supplied by the Association, be supplied at a fee to be fixed from time to time by the Board.

## **20 - DELETED**

## **21 - DELETED**

## **22 - FEES AND SUBSCRIPTIONS - ASSOCIATES**

- (1) The subscription of Associates shall date from their joining date and be due on their anniversary each year and shall be calculated and payable as determined by the Board.
- (2) Services shall be provided by the Association to Associates on such basis as may be determined by the Board.

## **23 - ENTRANCE FEE**

The Annual General Meeting may direct the payment of an entrance fee by all members admitted under Rule 7, and associates under Rule 13 and determine the amount thereof from time to time.

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**24 - LEVIES**

If the Board at any time deems that an emergency has arisen making it advisable that a levy should be made, the Honorary Secretary shall cause to be summoned a Special General Meeting of Members to consider whether such levy should be imposed, and, if so, in what amount. Two weeks notice of such meeting shall be given by circular to all members and associates. If such Special General Meeting, by resolution, determines that a levy should be imposed, the levy shall forthwith become due and payable from the date specified in the resolution.

If such a date is not specified in the resolution the levy shall be due and payable one month after notification thereof has been posted to members and associates by the Association.

The total amount of any such levy payable by a member and associate shall not in any one subscription year exceed the amount of the annual subscription payable under these Rules by such member or associate.

**25 - UNFINANCIAL MEMBERS AND ASSOCIATES**

- (1) Any member or Associate failing to pay any levy within two months after notification thereof has been given in writing by the Association and who has not obtained an extension of time from the Board, or being in arrears six months with subscription, shall be disqualified from taking part in any proceedings of the Association or its Regions and shall be liable to pay an additional penalty of ten percent (10%) of the levy and/or amount of arrears of subscription. In default of payment of the amount of any levy or subscription within one month of the final demand under the hand of the Board or a person duly authorised by it; such levy and arrears may be recovered at law in proceedings instituted by the Board or a person duly authorised by it.
- (2) The Association shall be entitled to suspend the provision of services to any member or associate who is disqualified under paragraph (1) of this Rule.
- (3) Where a member or Associate continues in default under paragraph (1) of this Rule for more than one month after final demand, the name and postal address of the member, or Associate shall be removed from the Register of Members of the Association. Such action shall be without prejudice to the right of the Association to recover any arrears of subscription or unpaid levy together with any additional penalty provided under paragraph (1) hereof.

**26 - PLACE AND TIMES OF MEETINGS**

- (1) The Board shall decide the place where and the time at which any General Meeting of the Association shall be held.

**27 - ANNUAL GENERAL MEETINGS**

- (1) The Annual General Meeting of the Association shall be held at a date and venue to be determined by the Board each year. One month's notice thereof shall be given to all members, affiliated associations and associates by letter, facsimile, electronic communications or telephone.
- (2) Members may assemble
  - (a) in person, or

(b) by members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place, and a member participating in such meeting shall be deemed present (including for the purposes of constituting a quorum) and entitled to vote at the meeting.

At such meeting a report on the affairs of the Association during the preceding year shall be submitted by the Board together with a financial report and balance sheet duly audited, covering the twelve months immediately preceding the previous thirty-first of December. Auditors for the ensuing year shall with their consent be appointed and any other business must be transacted which, in the opinion of the Chairman, is expedient.

## **28 - SPECIAL GENERAL MEETINGS**

- (1) At the request of the President or the Board or on a requisition signed by at least fifty members, the Honorary Secretary shall cause a Special General Meeting of the Association to be called as promptly as possible. At least fourteen days notice shall be given thereof and no business shall be transacted at any such meeting except that for which the meeting has been called. Should there not be a quorum present - by members in person or by members communicating with each other by any technological means by which they may be able simultaneously to hear each other and to participate in discussion [notwithstanding they (or one or more of them) are not physically present in the same place] and a member participating in the meeting shall be deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting - within thirty minutes after the appointed time of such meeting, the meeting shall lapse.

## **29 - ATTENDANCE AT MEETINGS**

- (1) Any individual member or partner in a member firm or director or executive officer or authorised representative of a member, corporation, or company shall be entitled to attend all General Meetings of the Association either in person or by means of electronic communication. Provided that at any meeting and except as hereinafter provided, only one representative of any member firm, company, or corporation shall be entitled to cast a vote to which such member firm, company or corporation is entitled and notification of the one representative who is to vote shall be given to the Chairman prior to the commencement of the meeting.
- (2) Any member firm, company or corporation that is a listed member of the Association in more than one State or in one State and the Australian Capital Territory shall be entitled to appoint a separate representative in respect of each State or the Australian Capital Territory of which it is a listed member for the purpose of casting a vote to which each such member firm, company or corporation is entitled in respect of its membership at a General Meeting of the Association.

- (1) At the Annual General Meeting or a Special General Meeting of the Association, representatives of eighteen members of the Association present in person or by means of electronic communication or by proxy shall form a quorum, provided that there shall be representatives of at least two members of the Association from each of at least three States in person or by means of electronic communication or by proxy at each meeting.

### **31 - CHAIRMAN**

- (1) The President or in his or her absence the Deputy President shall take the Chair at all meetings of the Association and in the event of the absence of the President and Deputy President those present shall appoint a Chairman.

### **32 - VOTING**

Every question submitted to a meeting of the Association shall be decided in the first instance by a show of hands, or by affirmation in which case, every member present or represented, shall have one vote, and in the case of an equality of votes the Chairman, shall both on a show of hands and at a poll or ballot have a casting vote in addition to the vote or votes to which he or she may be entitled to as a member. At any General Meeting unless a poll or ballot is demanded by at least three members present in person, or by proxy, entitled to vote, or is expressly provided by these Rules, a declaration by the Chairman that a motion has been carried, or carried by a particular majority and an entry to that effect in the Minute Book of the Association, shall be conclusive of the fact.

### **33 - POLL OR BALLOT**

If a poll or ballot is demanded, as aforesaid, or is expressly provided by these Rules, it shall be taken unless expressly otherwise provided by these Rules, in such manner and in such time and place as the meeting shall declare and either at once or after an interval or adjournment or otherwise, and the result of the poll or ballot shall be deemed to be the resolution of the meeting at which the poll or ballot was demanded. The demand for a poll or ballot may be withdrawn.

### **34 - VOTING SCALE**

When a poll, ballot or secret ballot of the Association is held, a member under Rule 6 shall be entitled to the following number of votes:-

One vote for every \$10,000 (or part thereof) of annual subscriptions paid by the member.

### **35 - PRESENCE AT MEETINGS**

No member shall be entitled to be present at or vote on any question at any General Meeting of the Association, or participate in a poll or ballot, or be reckoned on a quorum, whilst any subscription or other sum which is due and payable to the Association, by the member, is three months or more in arrears.

### **36 - VOTING BY PROXY**

- (1) Voting by Proxy is permitted at the Annual General Meeting or any Special General Meeting of the Association. Every instrument of proxy for a General Meeting of the

## 38 - ELIGIBILITY OF BOARD MEMBERS

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Association shall be in such form as may be determined by the Board from time to time.

No person shall be appointed as a proxy who is not a member or Partner in a member firm or Director or Authorised Representative of a Company or Corporation which is a member.

Where a member is a listed member of the Association in more than one State or in one State and the Australian Capital Territory, the member may appoint a separate proxy in respect of each group of votes to which the member is entitled as a listed member of the Association in each separate State or the Australian Capital Territory.

Any form of proxy reaching the registered office of the Association later than twenty four hours prior to an Annual General Meeting or later than twelve hours prior to a Special General Meeting shall be invalid.

### 37 - BOARD

- (1) There shall be a Board of 9 persons which shall consist of:-
  - (a) One person each elected by way of separate elections conducted among the listed members in the States of Queensland, New South Wales, Victoria, Tasmania, South Australia, Western Australia and the Australian Capital Territory; and
  - (b) 2 persons elected by way of separate elections conducted among all members of the Association.

provided that:

- (c) A person may be elected to the Board only under elections conducted under either paragraphs (a) or (b).
- (2) Board members elected in accordance with this Rule shall hold office for a period of two years.
- (3) Board member term limit of three terms. A Board member who is either President, Vice President, Secretary or Treasurer at time of reaching board term limit is eligible to stand for election for one extra term only, making a maximum term limit including executive extended tenure of four terms. At the completion of the term limit, a board member is not re-eligible to stand for re-election for a period of two terms.

### 38 - ELIGIBILITY OF BOARD MEMBERS

- (1) No person shall be eligible as a Board Member unless he or she is:

a member of the Association in his or her own right or unless he or she is a member of a partnership which is a member of the Association, or the authorised representative of such member in his or her own right, or of such a partnership, or a director, or an authorised representative of a company, or a corporation which is a member of the Association;
- (2) Notwithstanding the provision of sub Rule (1) hereof no person shall be eligible as a Board member if such person:

- (a) becomes bankrupt or insolvent or makes an assignment for the benefit of his or her creditors or compromise with his or her creditors; or
- (b) is a representative of a firm which becomes insolvent or of which any partner becomes bankrupt or which makes an assignment for the benefit of its or his or her creditors or is a representative of a corporation which is in the course of liquidation otherwise than for the purpose of reconstruction; or
- (c) is convicted of any fraud or crime in any Court of Law; or
- (d) from any cause whatsoever ceases to be a member or a representative of a member of the Association; or
- (e) infringes any of the regulations or by-laws of the Association or any of the by-laws or orders of the Board.

**39 - DELETED**

**40 - IMMEDIATE PAST BOARD PRESIDENT**

The Immediate Past Board President, if not otherwise a member of the Board, shall be entitled to attend and to participate in all meetings of the Board so long as his or her successor to the office of Board President holds office as President providing that he or she shall not have the right to cast a vote at any such meeting.

**41 - POWERS OF THE BOARD**

- (1) The supreme control of the Association is vested in the members of the Association in General Meeting. The management of the business and control of the Association shall be vested in the Board, which, in addition to the powers and authorities by these Rules especially conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby especially directed or required to be exercised or done by the Association at a General Meeting.
- (2) Without in any way limiting the general powers conferred by these Rules or otherwise on the Board, it is hereby expressly declared that it shall have the following powers, that is to say, power:-
  - (a) To adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them.
  - (b) To purchase, take in exchange, or on lease, or otherwise acquire, any estate or interest therein, any real or personal property, rights or privileges, which the Association is authorised to purchase or acquire, and which it may deem requisite or expedient to acquire for the purpose of the Association's business, and at its discretion to sell, subdivide, let, exchange, or dispose of any property of the Association on such terms or otherwise as it may think fit.
  - (c) At its discretion to pay for any property, rights or privileges acquired by or services rendered to the Association, either wholly or partially in cash or in bonds, debentures, or other securities of the

Association, and any such bonds, debentures, or other securities, may be either specifically charged upon all or any part of the property of the Association, or not so charged.

- (d) To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any of the property of the Association for the time being or in such other manner as it may think fit.
- (e) To raise or borrow money in the name or otherwise on behalf of the Association as it may from time to time think expedient and to secure the repayment thereof or the fulfilment or discharge of any liability, guarantee, or obligation of, or undertaking by the Association in such manner and upon such terms and conditions as it thinks fit, and in particular, by the issue of bills or notes, by mortgage or charge on any of the property or assets of the Association, both present and future.
- (f) To appoint, under contract or otherwise, salaried staff, clerks, agents and servants, for permanent, temporary or special services, as it may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments, subject to any contract, to remove, suspend, or dismiss, any such salaried staff, clerks, agents and servants.
- (g) To institute, conduct, defend, compound, or abandon, any legal proceedings by or against the Association or its staff, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Association.
- (h) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
- (i) To act on behalf of the Association in all matters relative to bankrupts and insolvents, assignments, or liquidations.
- (j) To make and give receipts, releases, and other discharges, for money payable to the Association, and for the claims and demands of the Association.
- (k) To draw, accept, make, endorse, transfer, discount, guarantee, and negotiate, such cheques, bills of exchange, and promissory notes, and give such indemnities and guarantees, and enter into such other obligations as may seem to it to be expedient for the purposes of the Association.
- (l) To provide for the management of the affairs of the Association in such manner as it shall think fit, and to establish any local committee, provided that a Standing Committee shall be established from amongst the membership in each State and the ACT. Membership of each Standing Committee to include a member of the Board elected in accordance with Rule 37(1)(a).
- (m) To invest and deal with any moneys of the Association not immediately required for the purposes thereof upon such securities and in such manner as it may think fit, and from time to time to vary or realise such investments.

- (n) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute, and do all such acts, deeds and things, in the name and on behalf of the Association as it may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Association.
- (o) DELETED
- (p) To entrust to, delegate to or confer upon any member of the Board or any Committee of the Board or any member of the salaried staff of the Association or agent of the Association such of the powers or duties of the Board as it sees fit and as may properly be so entrusted, delegated or conferred according to the Laws of the Commonwealth of Australia and the respective States of the Commonwealth of Australia.
- (q) To affiliate the Association with, and consent to the affiliation with the Association or any organisation, association or body, corporate or incorporate, having objects altogether or in part similar to those of the Association, upon such terms and conditions and subject to the payment of such fees or subscription (if any) as the Board may think fit, and at any time to terminate or cancel such affiliation by or with the Association.
- (r) 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 Associations, companies, firms or chambers, with which this Association is authorised to amalgamate, affiliate, fuse, or ally, and to transfer all or any part of the property, assets, liabilities, and engagements of this Association to any one or more of the associations, companies, firms or chambers, with which this Association is authorised to amalgamate, affiliate, fuse, or ally.
- (s) To appoint the Committees required under these Rules to be appointed, and Special Committees from amongst its own number or otherwise to examine and inquire into any special matters in connection with the objects or business of the Association, with power to take action therein, and to appoint Members of the Association to act with any such Special Committees, and dissolve such Special Committees whenever it may think proper, and generally to determine the constitution and regulation of the procedure of any Committee, whether Special or appointed under these Rules.
- (t) From time to time to make and to alter, vary, and rescind, such by-laws for the carrying out of these Rules, to put into effect the powers and authorities thereby vested in the Board, and for regulating the conduct and proceedings of the Association and of the Board meetings and generally to provide for all such matters and things relating to the management of the property of the Association and to the conduct or its business as are not inconsistent with or repugnant to these Rules or required to be done by the Association in General Meeting.
- (u) To bring any industrial disputes, claims or matters before any Court, Commissioner, Committee, Inquiry, Board or Tribunal whatsoever of the Commonwealth of Australia or its territories or any of the States of the Commonwealth of Australia including, but without limiting the generality of the foregoing, the High Court of Australia,

the Federal Court of Australia, the Commonwealth Administrative Appeals Tribunal, the Australian Industrial Relations Commission, and any Court, Commission or Tribunal constituted pursuant to the Workplace Relations Act 1996 (as amended).

- (v) To give assistance to any member of the Association charged with a breach of any law, regulation, or award, involving a question of principle or of an established custom affecting members of the Association generally or members in any particular State or the Australian Capital Territory.
- (w) On behalf of the Association or any members thereof to make and take any legal steps to enforce any claims or demands relating to industrial matters upon any organisation or industrial or trade union of employees or employers, or upon any individual employees or employers.
- (x) To enter into industrial agreements with any organisation trade or industrial union or association of employees or employers; all such agreements shall be under the Seal of the Association which shall be affixed and attested in accordance with these Rules.

#### **42 - VACANCIES ON THE BOARD**

- (1) In the event of a casual vacancy occurring on the Board during the term of office of a Board Member elected under Rule 37 who by ceasing to be a member of the Board has caused that casual vacancy, the casual vacancy shall be filled in the following way:
  - (a) If the unexpired portion of the term of office exceeds three quarters of the term of the office then the position shall be filled by election in accordance with Rules 88 and 90 and the member elected shall hold office for the unexpired portion of his or her predecessor's term of office; or
  - (b) If the unexpired portion of the term of the office is three quarters or less than three quarters of the term of the office, then the Board at a meeting of which not less than seven days notice shall be given, may appoint another member to the position and that member will hold office for the unexpired portion of his or her predecessor's term of office.
- (2) In the event of any casual vacancy occurring among Office-Bearers on the Board, the Board may at its next meeting after the occurrence of the vacancy, by resolution, appoint one of its number to fill such vacant office.
- (3) Any person appointed as an Office-Bearer to fill a casual vacancy pursuant to paragraph (2) shall only remain in office for the unexpired period of the term of office (not exceeding twelve months) of the person who by ceasing to be an Office-Bearer has caused such casual vacancy.

#### **43 - LEAVE OF ABSENCE**

- (1) The Board may at any time grant leave of absence to any of its members for such period and upon such grounds as it deems fit.
- (2) It shall be a duty of each Board Member to attend the meetings of the Board and no Board Member shall without a leave of absence first obtained absent himself or herself from three consecutive meetings of the Board other than by reason of sickness or accident.

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**44 - OFFICE-BEARERS**

The President, the Deputy President, the Honorary Secretary and the Honorary Treasurer shall be the Office-Bearers of the Association and such Office-Bearers shall be elected from and by members of the Board in accordance with these Rules and prior to the Board taking office. They shall hold office during the ensuing calendar year and thereafter [until their successors are elected].

In the absence or the inability to act of the President, the Deputy President shall act as President in his or her stead and in the absence or inability to act of both the President and the Deputy President, the Board shall appoint a member of the Board to act as President.

In the absence or inability to act of the Honorary Secretary or the Honorary Treasurer, the Board shall appoint a member of the Board to act as Honorary Secretary or Honorary Treasurer.

The Board shall not elect any person to the office of President for more than three consecutive years, providing that any person who has held such office for three consecutive years shall again be eligible for election as President after the expiration of one year from the termination of his or her term of office of three consecutive years.

**44A - HONORARY SECRETARY**

- (1) The Honorary Secretary in addition to the duties elsewhere specified in these Rules shall cause to be kept:-
  - (a) a faithful record of the business transacted at all meetings of the Association or any committees thereof;
  - (b) a Register of Members of the Association and their postal addresses arranged States and the Australian Capital Territory. Such Register to be kept at the Registered Office of the Association.
- (2) The Honorary Secretary shall cause to be issued:-
  - (a) Notices of all resolutions, decisions, amendments in Association Rules, Regulations, Agreements and of all meetings connected with the Association;
  - (b) All notices and returns required to be given by or on behalf of the Association under any Act of Parliament.
- (3) The Honorary Secretary and any member or members of the salaried staff of the Association or any agent of the Association to whom he or she delegates authority, are hereby authorised on behalf of the Association to bring or defend or cause to be brought or defended any proceedings, applications, actions, prosecutions or complaints before any Court, Commission, Committee, Inquiry, Board or Tribunal whatsoever of the Commonwealth of Australia or its Territories or any of the States of the Commonwealth of Australia touching or concerning any matter in which the Association (either on its own behalf or on behalf of any member or members) may be concerned or interested, or touching or concerning any property or any right or claim to property of the Association and to sue for or institute proceedings in respect of arrears of the contributions, subscriptions, levies or any other moneys payable by members of the Association. He or she and any member of the salaried staff of the Association to whom he or she delegates authority are also authorised to represent and appear on behalf of

the Association or any member thereof in any such Court, Commission, Committee, Inquiry, Board or Tribunal in any proceedings concerning the Association or any member thereof.

#### **45 - PROCEEDINGS OF THE BOARD**

The Board shall, unless it otherwise determines, meet at least twice every twelve months on such day and at such place as the Board may from time to time determine and may otherwise meet for the dispatch of business and may adjourn and otherwise regulate all meetings and proceedings.

The Board shall have the power to allow any person or persons to attend and take part in its meetings as an observer; providing that any such person admitted as an observer shall not have the right to vote on questions arising at any such meetings.

#### **46 - QUORUM OF THE BOARD**

A quorum for a meeting of the Board shall be one third of the total number of Board Members providing that where the total number of Board Members is a number not divisible by three, such quorum shall be one third of the next lowest number below the total number of Board Members that is divisible by three. Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the President shall have a second or casting vote.

#### **47 - VOTING WITHIN THE BOARD**

The President may submit any question to a vote by the members of the Board. He or she may cause such question to be submitted by letter, facsimile, electronic communication, lettergram, telex, or telephone, and may direct that the replies of the members of the Board shall be either by letter, facsimile, electronic communication, lettergram, telex, or telephone.

The decision of the majority of the members of the Board who cast a vote shall have the like force as a decision made by the Board as if it had been passed at a meeting of the Board duly called and constituted. The Honorary Secretary shall cause any such decision to be recorded in the Minutes of the next meeting of the Board.

#### **48 - MEETINGS DEFINED**

For the purposes of these Rules, a meeting of members (including, but not limited to, meetings of members of the Board, and meetings of members of any committees) shall mean:-

- (a) a meeting of members assembled in person on the same day at the same time and place; or
- (b) the members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place, and a member participating in the meeting under (b) shall be deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting.

#### **49 - DELETED**

#### **50 - VACATION OF OFFICE**

It shall be competent for the Board by resolution of a majority of its members present to declare vacant the office of any member of the Board, if such member:

- (i) In the opinion of the majority of the Board (such opinion not being determined until such member has been afforded a reasonable opportunity of being heard in his or her defence) is:
  - (a) guilty of misappropriation of the funds of the Association; or
  - (b) guilty of a substantial breach of the rules of the Association; or
  - (c) guilty of gross misbehaviour or gross neglect of duty; or
- (ii) by writing resigns from the Board; or
- (iii) ceases to be eligible as a Board Member under Rule 38.

### **51 - STANDING COMMITTEES**

The geographical areas of the Association to which these rules are applicable are the Queensland State, the New South Wales State, the Australian Capital Territory, the Victorian State, the Tasmanian State, the Western Australian State and the South Australian State incorporating the Northern Territory.

Each States and Section shall have a Standing Committee under Rule 41(1) and membership of each Standing Committee is to include any State or Section member of the Board elected in accordance with Rule 37(1)(a).

All the members of a Standing Committee shall be by open invitation to the listed members in each State or Section and shall be eligible for re-appointment.

The Standing Committee shall consist of a Chairman who will be the elected board member under Rule 37(1)(a) and a minimum of six (6) other persons or such number as may be determined by the State or Section.

### **52 - CONVENING OF STANDING COMMITTEE MEETINGS**

At the request of the elected Board Member under Rule 37(1)(a) of its State or on requisition signed by at least ten members of its State or Section, the Honorary Secretary shall cause a Standing Committee meeting to be called promptly as possible and shall decide the place within that State where and the time at which any Standing Committee Meeting of that State or Section shall be held.

### **53 - POWERS OF THE STANDING COMMITTEES**

The Standing Committees are established under Rule 41(1) of the Constitution Rules.

The Standing Committee will undertake all those matters delegated to it by the Board and shall not exercise any power which is in conflict with the policies and decisions of the Board.

### **54 - PROCEEDINGS OF A STANDING COMMITTEE**

Standing Committees provide an opportunity for members to network at a State or Section level. They are a forum to discuss local or Section matters and issues of relevance to the industry and the association. They can also provide feedback to the Board on policy, service needs and organisational issues.

A Standing Committee may pass resolutions relating to matters in their State or Section. These are to be considered by the National Board at the next national board meeting.

## **58 - DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS**

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A Standing Committee shall, unless it shall otherwise determine, meet at least twice every twelve months on such day or days as the State or Section shall from time to time determine, and may otherwise meet for the dispatch of business and may adjourn and otherwise regulate all meetings and proceedings.

The elected Board Member under Rule 37(1)(a) of the State shall take the Chair at all meetings of the Standing Committee and in the event of the absence of the elected Board Member those present shall appoint a Chairman.

## **55 - QUORUM OF A STANDING COMMITTEE**

A quorum for a meeting of a Standing Committee shall be the total number of invited members present. Questions arising at any meeting of a Standing Committee shall be decided by a majority of votes and in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

## **56 - MEETINGS OF A STANDING COMMITTEE**

A duly convened meeting of the members of a Standing Committee at which a quorum is present shall be competent to exercise all or any of the authorities and discretions, delegated by the Board, for the time being vested in or exercisable by a Standing Committee generally.

## **57 - ASSOCIATION EXPENDITURE POLICIES AND PROCEDURES**

The Association shall develop and implement policies and procedures relating to the expenditure of the Association.

## **58 - DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS**

- (1) Each officer of the Association shall disclose to the Association any remuneration paid to the officer:
  - (a) because the officer is a member of a board, if:
    - (i) the officer is a member of the board only because the officer is an officer of the Association; or
    - (ii) the officer was nominated for the position as a member of the board by the Association, a branch of the Association, or a peak council; or
  - (b) by any related party of the Association in connection with the performance of the officers' duties as an officer.
- (2) The disclosure required by Rule 58(1) shall be made to the Association;
  - (a) as soon as practicable after the remuneration is paid to the officer; and
  - (b) in writing.
- (3) The Association shall disclose to the members of the Association:
  - (a) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period; and
  - (b) for those officers:
    - (i) the actual amount of the officers' relevant remuneration for the disclosure period; and

- (ii) either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.
- (4) For the purposes of Rule 58(3), the disclosure shall be made:
  - (a) in relation to each financial year;
  - (b) within six months after the end of the financial year; and
  - (c) in writing.

#### **59 - DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS**

- (1) Each officer of the Association shall disclose to the Association any material personal interest in a matter that:
  - (a) the officer has or acquires; or
  - (b) a relative of the officer has or acquires;that relates to the affairs of the Association.
- (2) The disclosure required by Rule 59(1) shall be made to the Association:
  - (a) as soon as practicable after the interest is acquired; and
  - (b) in writing.
- (3) The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to Rule 59(1).
- (4) For the purposes of Rule 59(3), the disclosures shall be made:
  - (a) in relation to each financial year;
  - (b) within six months after the end of the financial year; and
  - (c) in writing.

#### **60 - DISCLOSURE BY ASSOCIATION OF PAYMENTS**

- (1) The Association shall disclose to the members of the Association either:
  - (a) each payment made by the Association, during the disclosure period:
    - (i) to a related party of the Association; or
    - (ii) to a declared person or body of the Association; or
  - (b) the total of the payments made by the Association, during the disclosure period:
    - (i) to each related party of the Association; or
    - (ii) to each declared person or body of the Association.

## 68A - LOAN, GRANT OR DONATION

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- (2) Rule 60(1) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.
- (3) For the purposes of Rule 60(1), the disclosures shall be made:
- (a) in relation to each financial year;
  - (b) within six months after the end of the financial year; and
  - (c) in writing.

## 61 - BOARD MEMBER FINANCIAL TRAINING

The relevant officers of the Board will undertake a financial management training course approved by the Fair Work Commission within the six month period after the individual commences to hold the Board position or office.

## 62 - DELETED

## 63 - DELETED

## 64 - DELETED

## 65 - SECTIONS

The Board may at any time constitute any number of Sections on any basis that the Board may determine. In any such resolution the Board shall specify the Section or Sections of the Industry to be covered by the Section so constituted. Each Section will at all times be under the control of the Board.

## 66 - SCOPE OF A SECTION - ALTERATION

The Board shall have the power at any time to alter the scope of a Section constituted under Rule 65.

## 67 - DELETED

## 68 - ASSOCIATION FUNDS AND PROPERTY

The total funds of the Association and its income expenditure and property shall be under the control of the Board which shall have the sole management thereof.

## 68A - LOAN, GRANT OR DONATION

Without limiting in any way the general and the specific powers conferred from time to time by these Rules on the Board of the Association, no loan, grant or donation of an amount exceeding \$1,000 shall be made by the Association, unless the Board of the Association;

- (a) has satisfied itself -

- (i) that the making of such loan, grant or donation would be in accordance with the rules of the Association; and
  - (ii) in relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
- (b) has approved the making of such loan, grant or donation.

## **69 - RECORDS OF FINANCIAL TRANSACTIONS**

The Board shall cause proper books of account to be kept by the Association, recording a true account of the financial transactions of the Association.

## **70 - BOOKS OF ACCOUNTS**

The Honorary Treasurer shall, in accordance with these Rules cause the books of account to be maintained completely written up as hereinbefore required and at the end of each financial year of the Association shall cause to be prepared a Financial Report including statement of revenue and expenditure and a Balance Sheet for such financial year, which shall be submitted to the Board for its approval.

## **71 - EXAMINATION OF ACCOUNTS**

The Honorary Treasurer shall cause to be received and examined all accounts against the Association.

## **72 - CHEQUES - SIGNATORIES**

Cheques shall be signed by such persons as may from time to time be authorised by the Board.

## **73 - CHEQUES AND MONEYS - TRANSACTIONS**

All cheques, negotiable instruments and moneys belonging to the Association, shall forthwith, upon receipt thereof, be paid to such bankers as shall from time to time be nominated by the Board for the credit of the Association.

## **74 - VERIFICATION OF ACCOUNTS**

The Honorary Treasurer shall cause to ensure all accounts for payment are certified to their correctness by the Association and no statement of receipt and expenditure or Balance Sheet, shall be submitted to any meeting of the Association unless the same shall have first been certified as correct.

## **75 - DELETED**

## **76 - AUDIT**

One or more properly qualified Auditor or Auditors shall be appointed by the Association at the Annual General Meeting.

### **77 - AUDITORS - DUTIES**

The Auditor or Auditors shall at least once in every year examine the accounts of the Association and shall ascertain the correctness of the profit and loss account and balance sheet of the Association.

The Auditor or Auditors shall for audit purposes only, at all reasonable times have access to the books and accounts of the Association and shall be entitled to examine the Office-Bearers of the Association, members of the Board, and members of the staff of the Association with regard thereto, and to require such information and explanation or the inspection of any documents or vouchers as to the Auditor or Auditors may appear necessary and proper, and may report from time to time to the Board with regard to such books and accounts.

### **78 - AUDITORS - TENURE OF OFFICE**

The Auditor or Auditors shall hold office from the time of appointment until the next Annual General Meeting of the Association, unless such auditor or auditors have died or retired and any casual vacancy occurring in the office of Auditor may be filled by resolution of the Board.

### **79 - AUDITORS - RE-APPOINTMENT**

A retiring Auditor shall be eligible for re-appointment.

### **80 - DELETED**

### **81 - INDEMNIFICATION**

Every Board Member, Member, or member of the staff of the Association shall be indemnified against and it shall be the Association's duty out of its funds to pay all costs, losses, charges, and expenses which any such Board Member, Member, or member of the staff of the Association may in good faith incur, or become liable for by reason of any contract entered into or act or deed done by him or her in good faith as such Board Member, Member, or a member of the staff in the discharge of his or her duties in accordance with these Rules and any such Board Member, Member, or member of the staff entitled to such indemnity shall on the establishment of his or her claim therefor, have a lien on the property of the Association for the amount thereof.

### **82 - THE SEAL**

The Seal of the Association shall be kept at the Registered Office of the Association. It shall be used only by the authority of the Board or the President and in the presence of any two Board Members appointed by the President for that purpose.

### **83 - EXECUTION OF INSTRUMENTS**

- (a) Any instrument not required by law to be under Seal (except an industrial agreement) shall be executed by the President and the Honorary Secretary of the Association.
- (b) Industrial Agreements when authorised under these Rules shall be executed on behalf of the Association by the President or any member of the salaried staff to whom he or she may delegate authority or by a member of the Board appointed by it for this purpose.

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**84 - ALTERATION OF RULES**

- (1) No new Rule shall be made nor shall any part of the Constitution or any of the Rules herein contained or hereafter to be made, be altered or rescinded unless by decision of a Special General Meeting called for that purpose at the request of the Board or on a requisition signed by at least fifty members and of which fourteen days notice in writing shall have been given to all members containing full particulars of all proposed amendments.

**85 - NOTICES**

Any notice required or authorised by the Association may be given to any member either personally or by sending it through the post in a prepaid envelope or a wrapper to the address supplied by the member for the giving of notices or by insertion in any journal or publication published by or on behalf of the Association and which is circulated by it to its members or by sending it by facsimile or by electronic transmission.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting the letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

**86 - DISSOLUTION OF THE ASSOCIATION**

For the dissolution of the Association the affirmative vote of two-thirds of the financial members on the list of members shall be requisite, such vote to be taken by poll or ballot at a Special General Meeting, duly called by circular stating the objects of such meeting, or should the number of members at any time fall below twenty-five, the Association shall then be defunct.

**87 - DISPOSAL OF FUNDS**

Upon the dissolution of the Association, or should it become defunct, as provided by Rule 86, the meeting deciding upon such dissolution or the members of the Association may, after providing for payment of all debts then due, provide for their disposal in such way as they may think fit.

**88 - ELECTIONS**

The following provisions shall mutatis mutandis apply to elections held under Rules 90 and 92 [unless a contrary provision is contained in such Rules.]

- (1) Appointment of Returning Officers and Scrutineers -

Prior to the 31 July in each year the Board shall appoint a Returning Officer who shall not be the holder of any other office in and not be an employee of the Association, section or division of the Association, for the conduct of such elections as may be held for the election of members of the Board under Rule 37 throughout the ensuing year. The Board shall at the same time and in the same manner appoint Scrutineers not exceeding four, to represent the candidates at any such election. A Returning Officer and Scrutineers shall not while holding any such position, be candidates at any such election within the Association and shall hold office until their successors are appointed.

Should a Returning Officer or any Scrutineer be such a candidate or candidates or be unable or unwilling to act as and when required, then some person or persons nominated and appointed by the President and willing to act shall be the

Returning Officer or Scrutineer as the case may be. Any such person or persons so appointed shall not be the holder of any other office in and not be an employee of the Association or of a section or division of the Association.

(2) Powers of Returning Officers:-

- (a) In addition to the powers and duties of the Returning Officers herein contained, a Returning Officer shall take such action and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with such an election or in order to remedy any procedural defects and no person shall refuse or fail to comply with any such directions or obstruct or hinder a Returning Officer or any other person in the conduct of such an election or in the taking of any such action.
- (b) The decision of a Returning Officer shall be final and binding with regard to any matter touching the validity or formality of any nomination or vote or any matter touching or concerning such an election and the conduct thereof.
- (c) If an irregularity should occur in the conduct of an election and in the opinion of the Returning Officer such irregularity will affect the result of such an election then such election and each and every step taken in connection therewith shall be null and void and another election under these Rules shall be held forthwith. Any person holding an office immediately prior to an election which is null and void shall remain in office until his or her successor is elected.
- (d) Where another election is to be held under paragraph (2) (c) of this Rule any times fixed in the Rules for the conduct of such an election whether by reference to a date or not shall be as from the date upon which such election became necessary or such other date within fourteen days thereof as may be decided by the Returning Officer.

(3) Scrutineers - In any such election each candidate duly nominated shall be entitled to appoint by writing under his or her signature any member of the Association to act as Scrutineer on his or her behalf at the election and the candidate may so appoint any member (other than another candidate) in substitution for or in place of such person.

All Scrutineers shall so far as is possible having regard to the time of their appointment, in the case of a ballot be entitled to observe the admission and counting of votes and the conduct of and determination of the election by lot and the declaration of the poll. In every case the Scrutineer shall observe any direction given by the Returning Officer and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each Scrutineer to exercise his or her rights but no election shall be vitiated by reason of the fact that a Scrutineer does not in fact exercise any or all of such rights if he or she had reasonable opportunity so to do. A Scrutineer shall do all things necessary so that the conduct of the election shall conform to the Rules and so that the secrecy of the ballot shall be preserved.

(4) Voting - A Voter at any such election shall not mark a ballot-paper or any unaddressed envelope containing the same with his or her name or otherwise disclose his or her identity thereon or therein.

A voter shall indicate his or her preference on a ballot-paper by striking out the name of any candidate for whom he or she does not desire to vote.

- (5) Secret Postal Ballot - Elections shall be by secret postal ballot and shall be conducted as provided by these Rules which shall be observed by Returning Officers, Scrutineers and those entitled to vote respectively.

- (6) Nomination Forms -

Returning Officers shall forward by post or hand a nomination form to each member entitled to nominate a candidate or candidates for an election. The seventh day before posting is the date on which the roll of voters closes. Any nomination form shall carry thereon or therewith a notification of the closing date of nominations which shall be not less than fourteen (14) days nor more than twenty eight (28) days from the date the Returning Officer so delivers by hand or posts the nomination form.

Nominations shall also state : -

- (a) That nominations will not be received after the closing date so fixed.
- (b) That a nomination will not be valid unless a signed consent of the nominee is received by the Returning Officer before the closing date.
- (c) That if the nominee is an authorised representative of a member of the Association a nomination will not be valid unless a signed consent of that member or where the member is a company a consent signed by a Director of that company is received by the Returning Officer before the closing date.
- (d) The address to which the nominations and consents are to be forwarded.

A nomination shall in every case be in writing, shall be signed by the nominator and shall be assented to in writing signed by the nominee.

Nominations and consents shall be forwarded to the Returning Officer so as to reach him or her not later than 4.00 p.m. on the date fixed by him or her pursuant to this Rule.

The Returning Officer shall inspect nominations and consents and satisfy himself or herself as far as he or she reasonably can that each of them is in order.

If the Returning Officer finds a nomination to be defective he or she shall, before rejecting the nomination, notify the person concerned of the defect and where it is practicable to do so, give him or her the opportunity of remedying the defect within seven (7) days after his or her being so notified.

If only the required number of valid nominations is received or if less than the required number of valid nominations is received the Returning Officer shall certify to the President that those candidates have been elected unopposed.

- (7) Ballot Papers - If more than the required number of valid nominations is received, the Returning Officer shall prepare or cause to be prepared a sufficient number of ballot papers on which shall appear the names of the candidates in alphabetical order and subject to sub rule 92(8) a direction to the voter to strike out from the Ballot Paper the name of each candidate for whom he or she does not desire to

vote leaving only the number to be elected and thereafter to fold the ballot paper so that the marking thereon is not visible until unfolded.

One ballot paper may contain provision for voting in more than one election. A voter shall not vote for a greater or lesser number of candidates than the number to be elected and any vote contrary to this rule or which otherwise fails to observe the direction contained on the ballot paper shall be deemed informal.

Within fourteen (14) days after the closing date for nominations, the Returning Officer shall forward by prepaid post to each member entitled to vote in that election the number of ballot papers, each identified by the hand written initials of the Returning Officer, corresponding to the number of votes to which each member is entitled together with:-

(a) A declaration envelope suitable to contain the ballot paper or ballot papers of each member and that fits inside the prepaid envelope referred to in sub-rule 88(7)(b) hereunder without needing to be folded. The declaration envelope must contain on it a removable flap or label with the following details printed on the flap or label:

- (i) the name and postal address of the voter; and,
- (ii) a declaration stating that the voter is the voter:
  - a. named on the envelope;
  - b. has voted on the ballot paper contained in the envelope; and
  - c. has not voted before in this ballot.

(iii) a place for the signature of the voter.

(b) A prepaid envelope which complies with the forms prescribed by the Fair Work (Registered Organisations) Regulations 2009 or its successor suitable to contain the foregoing addressed to the Returning Officer at an address arranged by him or her for the return of the ballot papers by post without expense to the voter.

The Returning Officer shall arrange for the use of a ballot box at the address for the return of ballot papers as set out in (b) above.

If the Returning Officer is satisfied that any ballot paper has been destroyed, lost, damaged or misused and in the case of a damaged or misused ballot paper on receipt thereof he or she shall supply to the person to whom the original ballot paper was supplied a substitute ballot paper which shall be marked "substitute ballot paper" and on which he or she shall write his or her initials.

The Returning Officer shall advise all voters of the closing date for the receipt of returned ballot papers which he or she shall fix and which shall not be less than fourteen (14) days and not more than twenty eight (28) days from the date he or she posts such ballot papers.

The Returning Officer shall make provision for the use of absentee voting so that any member who expects to be absent from his or her usual postal address at the time of any ballot shall be entitled to have his or her ballot paper forwarded to his or her temporary address upon making written application to the Returning Officer.

The Returning Officer shall after the closing date for the receipt of returned ballot papers, collect the same from the ballot box and after opening the same, mix the ballot papers so that separate identification becomes impossible.

The Returning Officer shall count the votes indicated upon the ballot papers which are properly marked.

As between candidates receiving an equal number of votes in any case and which it is necessary to determine which of such candidates shall be elected, the Returning Officer shall determine which candidates shall be elected by lot and thereupon shall certify such candidate or candidates to have been duly elected.

Within seven (7) days of the closing date for the receipt of returned ballot papers, the Returning Officer shall declare the result of the ballot as aforesaid, or in the case where he or she has certified that the candidates have been elected unopposed, declare them elected.

- (8) Insufficient Nominations. If less than the required number of valid nominations of candidates have been received by the Returning Officer in respect of an election he or she shall certify to the President that those validly nominated candidates have been elected. The Returning Officer shall then call for further nominations and shall proceed mutatis mutandis in accordance with these Rules. If more than sufficient nominations are received the Returning Officer will conduct a secret postal ballot in accordance with these Rules to fill such vacancies and shall declare the successful candidates duly elected.

#### **89 - DELETED**

#### **90 - ELECTION OF BOARD MEMBERS**

- (1) The members of the Board to be elected to serve a term of office of two years under Rule 37 shall be elected by all the members of the Association in accordance with the requirements of Rule 37. Each member may nominate only one candidate for election.
- (2) On or before the 1st September of each year in which an election is required the Returning Officer shall forward by post to each member entitled to vote at the election a nomination form.
- (3) At the conclusion of any ballot necessary under this Rule, the Returning Officer shall certify the result of such ballot and notify the President.
- (4) Any candidate or candidates declared to have been elected shall assume office on the First day of January in the following year and hold office for the ensuing two years.

#### **91 - DELETED**

#### **92 - ELECTION OF OFFICE-BEARERS**

- (1) The election of the President, Deputy President, Honorary Secretary and Honorary Treasurer who are to be elected under Rule 44 shall be conducted in accordance with this Rule.

- (2) Prior to the 31st December in each year the Board shall appoint a Returning Officer who shall not be the holder of any other office in and not be an employee of the Association, section or division of the Association, for the conduct of such elections as may be held for the election of Office Bearers to take office throughout the ensuing year. The Board shall at the same time and in the same manner appoint Scrutineers not exceeding four, to represent the candidates at any such election.

A Returning Officer and Scrutineers shall not while holding any such position be candidates at any such election within the Association and shall hold office until their successors are appointed.

- (3) Should a Returning Officer or any Scrutineer be such a candidate or candidates or be unable or unwilling to act as and when required, then some person or persons nominated and appointed by the President and willing to act shall be the Returning Officer or Scrutineer as the case may be. Any such person or persons so appointed shall not be the holder of any other office in and not be an employee of the Association, section or division of the Association.
- (4) Within seven (7) days after the Returning Officer has issued certification of the election of the Board for the ensuing year, the Returning Officer shall deliver by hand or forward by post to each member of the Board elected for the ensuing year and to each member of the Board continuing in office for the second year, nomination forms for the said offices.
- (5) The closing date for such nominations shall be not less than seven (7) days nor more than twenty eight (28) days from the date he or she so delivers by hand or posts the nomination forms to the members of the Board elected for the ensuing year.
- (6) Nominations may be made by members of the Board who have been elected for the ensuing year. Nominations shall be confined to such members of the Board.
- (7) In the event of an election being required, each Board Member who has been elected under either rule 37(1)(a) or 37(1)(b) for the ensuing year, shall have one vote only in respect of each office which is to be filled.
- (8) The Returning Officer shall within fourteen (14) days after the closing date for nominations forward by prepaid post to each Board Member entitled to vote in the election a ballot paper or ballot papers.

The Returning Officer shall cause the ballot papers for each of the offices of Office Bearers to allow for an order of preference to be indicated by the voter so that in the event of the elimination of a candidate(s) an effective vote may still be cast.

- (9) As soon as the election of the Office Bearers has been completed, the Returning Officer shall declare the results and shall forthwith forward to the President his or her certificate containing the names of the successful candidates. The Office Bearers shall assume office on the first day of the following year and hold office for the full calendar year.
- (10) In the event of a candidate being elected unopposed to more than one of the offices of Office Bearer he or she shall be deemed to have been elected to the most or more important office which shall be determined by the following order of importance, namely President, Deputy President, Honorary Secretary, Honorary Treasurer and the less important office shall not be filled by him or her.

When counting any ballot for any of the offices of Office Bearer the offices shall rank in the following order namely President, Deputy President, Honorary Secretary, Honorary Treasurer. In the counting of votes for any lower position a successful candidate for a higher position shall be eliminated from the ballot for the lower position and the candidate's votes allocated in accordance with the preference shown on such votes.

**93 - DELETED**

\*\*\*\*END OF RULES\*\*\*\*