[159N: Rules as at registration on 01/06/2016 in matter D2014/69]

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 36 both inclusive contain a true and correct copy of the registered rules of The Health Services Association of New South Wales.

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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## Rules of The Health Services Association of New South Wales

## 1 - PRELIMINARY

1.1 **Name of the Company**

The name of the Company (i.e., the “Association”) is The Health Services Association of New South Wales.

1.2 **Company limited by guarantee**

The Association is a Company limited by guarantee and the liability of Members is limited as provided in this document.

1.3 **Objects of the Company**

The Association is formed as a non-profit organisation with the following objects:

(a) To preserve, promote and represent the interests of public health service providers and public health service employers who are Members of the Association;

(b) Without limitation to 1.3(a), to promote the attainment of object 1.3(a) by the formulation of policies and the expression of views relative to:

(i) NSW and Commonwealth funded [direct funding, grants, or contract based] public health care services in the community (including but not restricted to aged care, mental health, disability services, hospitals and hospital services, public medical services, diagnostic and treatment services, ambulance services.)

(ii) All other matters relating to the development of public health care services as determined by the Board from time to time.

1.4 **Application of income and property**

(a) **Application**

(i) The Association must apply its income and property solely towards promoting the objects of the Association as stated in rule 1.3.

(b) **Governing Policy**

(ii) The application of the Association’s income and property must be by way of policy or policies approved by the Board from time to time and at any time.

(iii) The Board must report such policy or policies as the case may be to the Members at each Annual General Meeting.

(c) **Prohibitions**

(i) No part of the Association’s income or property may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members.

1.5 **Replaceable rules**

The replaceable rules referred to in section 141 (*Corporations Act*) do not apply to the Company and are replaced by the rules set out in this document.

1.6 **Definitions**

The following definitions apply in this document.

**“Appointor”** in relation to an Alternate, means the Director who appoints that Alternate.

**“Associate Members”** means those described in Rule 2.1.

**“Association”** means the Company named in Rule 1.1.

**“Board”** means the Directors acting collectively under this document.

**“Casual Vacancy”** has the meaning given by Rule 4.9.

**“Corporations Act”** means the *Corporations Act 2001* (Cth).

**“Director”** means a person who is, for the time being, a director of the Association.

**“Executive Director”** means an executive director appointed under Rule 15.

**“Health Service Members”** means those described in Rule 2.1.

**“Honorary Treasurer”** means the person appointed under Rule 17.5.

**“FO Act”** means the *Fair Work (Registered Organisations) Act 2009* (Cth).

**“Law”** means the *Corporations Act 2001* (Cth).

**“Member”** means a person who is a member of the Association.

**“Officer”** means a Director elected to the Board and the Secretary.

**“Ordinary resolution”** means a resolution of Members other than a special resolution.

**“President”** means the person appointed under Rule 5.1.

**“Public Health Service Employer”** means a Public Health Service Provider who is an employer.

**“Public Health Service Provider”** means any organisation funding by either the NSW State Government or Commonwealth Government to provide from time to time public health services and public health support services in NSW.

**“Public Health Service”** includes but is not restricted to aged care, mental health, disability services, hospitals and hospital services, public medical services, diagnostic and treatment services; ambulance services.

**“Register”** means the register of Members kept as required by sections 168 and 169 (*Corporations Act*).

**“Returning Officer”** means the person appointed pursuant to Rule 26.

**“Rules”** mean the Rules in this document made under and for the purposes of the

*Corporations Act 2001* and the *Fair Work (Registered Organisation) Act 2009*.

**“Secretary”** means, during the term of that appointment, a person appointed as a Secretary of the Association in accordance with this document.

**“Scruntineer”** means the person(s) appointed under Rule 27.

**“Vice-President”** means the person appointed under Rule 5.1.

1.7 **Interpretation of this document**

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

(a) A reference to:

(i) Legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;

(ii) A document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;

(iii) A person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and

(iv) Anything (including a right, obligation or concept) includes each part of it.

(b) A singular word includes the plural, and vice versa.

(c) A word which suggests 1 gender includes the other genders.

(d) If a word is defined, another part of speech has a corresponding meaning.

(e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

(f) The word **“agreement”** includes an undertaking or other binding arrangement or understanding, whether or not in writing.

(g) A power to do something includes a power, exercisable in the like circumstances to revoke or undo it.

(h) A reference to a power is also a reference to authority or discretion.

(i) A reference to something being **“written”** or **“in writing”** includes that thing being represented or reproduced in any mode in a visible form.

(j) Words (other than those defined in rule 1.5) which are defined by the Law have the same meaning in this document.

(k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Law.

## 2 - MEMBERSHIP

2.1 **Membership**

The Association shall consist of the following two categories of members:

(a) Health Service Members: all organisations that are public health service providers and/or public health service employers operating in New South Wales; and

(b) Associate Members: organisations that support public health service providers and public health service employers in New South Wales.

2.2 **Eligibility of Membership**

(a) On and after the date of adoption of this these Rules, any Public Health Service Provider and/or Public Health Service Employer may apply to the Association to become a Health Service Member.

(b) On and after the date of adoption of these Rules, any organisation that supports Public Health Service Providers and/or Public Health Service Employers may apply to the Association to become an Associate Member.

(c) Any application for membership must be in writing, in such form as may be prescribed from time to time by the Board.

2.3 **Initial membership**

The Members at the time of the adoption of this Constitution and these Rules will continue to be Members of the Health Services Association of New South Wales.

2.4 **Amalgamation, assignment, transfer, or succession of a Health Service Member’s business**

(a) If a current Health Service Member’s business amalgamates with, is assigned or transferred or succeeds to another current Health Service Member’s business the two pre-existing memberships will become one membership for the remainder of the membership year.

(b) If a current Health Service Member business amalgamates with, is assigned or transferred or succeeds to non Health Service Member’s business the pre-existing membership will be deemed to cover the entity for the remainder of the membership year.

2.5 **Amalgamation, assignment, transfer, or succession of Associate Members**

(a) If a current Associate Member business amalgamates with, is assigned or transferred or succeeds to another current Associate Member the two pre-existing memberships will become one membership for the remainder of the membership year.

(b) If a current Associate Member business amalgamates with, is assigned or transferred or succeeds to non Associate Member the pre-existing membership will be deemed to cover the entity for the remainder of the membership year

2.6 **Membership applications, fees and subscriptions**

(a) Membership of the Association is from 1 July to 30 June (the “Membership Year”).

(b) The Secretary shall inform in writing every applicant for membership to the Association of a member’s financial obligations arising from being a member of the Association, and the circumstances and the manner in which a member may resign from the Association.

(c) Every applicant for membership must undertake, as a condition of admission, to pay to the Association such entrance fee (if any) and annual subscription as may from time to time be payable to the Association in accordance with these rules.

(d) Any acts on the part of a Member which is not a natural person may, so far as the Association is concerned, be done on its behalf by any person claiming to be a member of the board or other governing body of the Member concerned.

(e) The receipt by the Association of the entrance fee and annual subscription of an applicant for membership in advance of the applicant’s admission shall not, nor shall any other matter or thing bind the Board to admit the applicant and if the applicant is not admitted in due course by the Board a refund of any moneys paid by the applicant is a complete discharge to the Association.

(f) When an applicant has been accepted for membership, the Secretary will forthwith send to the applicant written notice of his, her or its acceptance, a request for payment of his, her or its entrance fee (if any) and first annual subscription and a copy of this document.

(g) After acceptance and subject to Rule 2.6(e), upon payment of the entrance fee (if any) and first annual subscription, the applicant becomes a Member of the Association.

(h) If the payment is not made within two months after the date of the notice, the Board may at its discretion cancel its acceptance of the application for membership of the Association.

(i) The entrance fee (if any) payable by the several categories of Members shall be as prescribed from time to time by the Board.

(j) The annual subscriptions payable by the categories of Members shall be as prescribed from time to time by the Board, provided that the Members of the Association in general meeting shall have the right by resolution to disallow any increase in the annual subscription payable from time to time and substitute a rate of annual subscription being not less than the rate charged at the date of passing of the resolution.

(k) All annual subscriptions shall become due and payable in advance on 31 July in every year.

2.7 **Limited liability of Members**

If the Association is wound up each Member of the Association undertakes to contribute to the assets of the Association up to an amount not exceeding $100 for payment of the debts and liabilities of the Association including the costs of the winding up. This undertaking continues for 1 year after a Member ceases to be a Member of the Association.

2.8 **Resigning as a Member**

(a) A Member may resign from the Association by giving written notice to the Secretary at any time during the course of the membership year.

(b) A resigning Member will continue to be liable for any annual subscription and all arrears due at the resignation and for all other moneys due to the Association.

(c) The Association is not obliged to refund any portion of a resigning Member’s membership fee for the current membership year.

2.9 **Censure, fining or expulsion of a Member**

(a) The Board may, by resolution of at least two thirds of those present and voting, suspend, censure, fine or expel (and removal of the Member’s name form the Association’s Register of Members) from the Association any Member:

(i) who does not comply with this document or any by-laws, rules or regulations of the Association; or

(ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Association.

(b) At least 7 days before the Board holds a meeting to suspend, censure, fine or expel (and remove the Member’s name from the Register) a Member, the Board must send a notice to the Member which states:

(i) the allegations against the Member;

(ii) the proposed resolution for the Member's suspension, censure, fining or expulsion;

(iii) that the Member has an opportunity at the meeting to address the allegations either orally or in writing; and

(iv) that if the Member notifies the Secretary in writing at least 48 hours before the meeting at which the resolution is to be considered by the Board, the Member may elect to have the question of that Member's suspension, censure, fining or expulsion (including the removal of the Member’s name from the Register) be dealt with by the Association in general meeting.

(v) Upon the receipt of this written request the Board must immediately call an Extraordinary General Meeting of Members for Members to deal with the resolution.

(c) The Association must censure, suspend, fine or expel a Member and remove the Member's name from the Register where:

(i) a general meeting is held to censure, suspend, fine or expel a Member; and

(ii) a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the Member to be suspended, censured, fined or expelled.

(d) The vote of this Extraordinary General Meeting must be taken by secret ballot. The procedure of this ballot is as follows:

(i) Following a discussion on the proposed resolution the President must put the resolution to a vote.

(ii) Upon the President putting the proposed resolution to a vote of the Members, the Secretary shall give to each Member or the Member’s representative or proxy as the case may be, a single piece of paper and instruct that each Member or the Member’s representative or proxy must mark on the ballot paper a “yes” or “no”.

(iii) Upon casting its vote a Member or the Member’s representative or proxy shall fold their ballot paper in such a way that no one can see their vote and place the vote into the receptacle provided by the Secretary.

(iv) Upon all ballot papers are placed into the receptacle, the Secretary shall take the receptacle to another place and count the votes.

(v) Ballot papers that are not marked, or marked with a “yes” and “no”, or marked with any other word or mark other than a “yes” or “no”, the Secretary shall deem these votes to be informal and shall discard them.

(vi) Upon counting the votes the Secretary shall write the result on a blank piece of paper, shall fold this paper in such a way that no one can see the result of the ballot, and shall re-enter the place where the general meeting is being held and shall hand this piece of paper to the President.

(vii) The President must declare the result of the ballot.

(viii) Upon declaring the ballot the President must close the meeting without any further discussion.

(e) A Member expelled from the Association does not have any claim on the Association, its funds or property

2.10  **Removal of privileges**

Without limitation to Rule 2.6 above, if the subscription of a Member remains unpaid for a period of two months after it becomes due then the Member may after notice of the default has been sent to the Member by the Secretary be debarred by resolution of the Board from all privileges of membership, provided that the Board may reinstate the Member on payment of all arrears if the Board thinks fit to do so.

## 3 - REGISTER OF MEMBERS

3.1 **Register of names**

The Association must maintain a register of Members.

In accordance with section 169 (*Corporations Act*), the register must contain the following information:

(a) The name and address of each Member;

(b) The date on which the entry of the Member's name in the register is made;

(c) The name and details of each person who stopped being a Member of the Association within the last 7 years;

(d) The date on which the person stopped being a Member; and

(e) An index of Member's names where the Association has more than 50 Members (and the register itself is not kept in a form that operates effectively as an index).

## 4 - DIRECTORS

4.1 **Number and source of Directors**

The Association may have up to **14** Directors comprised of the following:

(a) Up to 13 persons elected pursuant to Rule 4.24.2(a) by the Health Service Members; and

(b) Up to 1 person elected pursuant to Rule 4.2(b) by the Associate Members. and

4.2 **Membership qualification**

(a) For Directors elected from the Health Service Member category must be nominated by and represent the interests of the nominating Health Service Member.

(b) For a Director elected from the Associate Member category must be nominated by and represent the interests of the nominating Associate Member.

4.3 **Nomination, election, declaration, Appointment of Directors**

(a) Not less than one month before each annual general meeting the Board must by notice in writing to:

(i) Health Service Members, call for nominations of candidates for election to the Board from that category; and

(ii) Associate Members call for nominations of candidates for election to the Board from that category.

(b) Each nomination called for pursuant to Rule 4.3 must be:

(i) Signed by or on behalf of the Member; and

(ii) Countersigned by the nominee as evidence of the nominee's willingness to stand (so that there is no doubt, if the Member’s nominee has the authority to sign of behalf of the Member (e.g. a Chief Executive Officer), then the nominee may sign on behalf of the Member as well as countersigning the nomination); and

(iii) Received by the Returning Officer at the address specified in the notice within 14 days after the date on which the notice is sent, or before such time as the Board specifies in the notice (the **“Closing Date for Nominations”**).

(iv) If a nomination received by the Returning Officer is found to be defective, the Returning Officer must, before rejecting the nomination, notify the nominee of the defect, and where practicable, give the nominee an opportunity to remedy the defect.

**Roll of Voters**

(c) The Returning Officer shall declare closed the roll of voters 14 days before the Board calls for nominations pursuant to Rule 4.3(a).

**Election**

(d) In the event that the number of nominations received by the Returning Officer equals or is less than the number of vacancies to be filled, the Returning Officer shall declare at the annual general meeting in a report to the annual general meeting that those nominated are elected unopposed.

(e) In the event nominations received by the Returning Officer exceeds the number of vacancies to be filled, the Returning Officer shall conduct an election for Directors and that such an election shall be by way of direct voting through a secret postal ballot to be conducted not less than 7 days before the holding of the annual general meeting. The Returning Officer shall declare at the annual general meeting in a report to the annual general meeting the persons elected to the Board as Directors.

(f) In the event that insufficient number of nominations are received by the Returning Officer, the remaining vacant directorships shall be treated as casual vacancies capable of being filled at a later date in accordance with these rules.

**Appointment**

(g) A Director's appointment or election under this Rule takes effect at the end of the annual general meeting.

**Abesentee Voting**

(h) Any member who is entitled to vote at any election held under Rule 4.3€ and who will be absent from their usual address during the period in which the ballot is to be conducted may apply to the Returning Officer for ballot material to be sent to another address that the member so nominates.

(i) Notification to the Returning Officer shall be in a form acceptable to the Returning Officer and shall set out the members and shall set out the members name and usual address and the address to which the member elects to have the ballot material sent.

(j) Where a returning officer receives a request for an absent vote made in the form described in this rule, the Returning Officer shall comply with that request.

4.4 **Director’s term of office**

Upon election a Director holds the position until the conclusion of the next annual general meeting or whenever the Director’s appointment ceases pursuant to Rule 4.5.

4.5 **Cessation of Director's appointment**

The office of a Director automatically becomes vacant:

(a) If the person holding that office:

(i) Dies;

(ii) Becomes of unsound mind or physically or mentally incapable of performing the functions of that office; or

(iii) Is subject to the *Bankruptcy Act 1966* (Cth); or

(iv) Becomes disqualified from managing corporations under Part 2D.6 (*Corporations Act*) and is not given permission or leave to manage the Company under Part 2D.6 (*Corporations Act*); or

(v) Is removed from office under rule 203B or 203D (*Corporations Act*); or

(vi) Is removed from office under Rule 4.10; or

(vii) Holds any office of profit under the Association; or

(viii) Is directly or indirectly interested in any contract or proposed contract with the Association and has not declared his or her material personal interest.

(b) Without limiting Rule 4.4(a), if the Director is a Director nominated by a Health Service Member or a Associate Member, as the case may be, the Director ceases to be a Director:

(i) The Member ceases to be in the case of a Health Service Member, a public health service provider and/or public health service employer; or

(ii) The Member ceases to be in the case of a Associate Member, an organisation that supports public health service providers and/or public health service employers; or

(iii) The Member is placed into voluntary administration; or

(iv) The Member becomes insolvent under administration; or

(v) The Member’s business amalgamates with, is assigned or transferred or succeeds to another Member’s, Members’ or non-Member’s business; or

(vi) The Member withdraws its nomination of the Director.

4.6 **Withdrawal of Member nomination of a Director**

(a) Should a Member withdraw its nomination of a Director pursuant to Rule 4.5(c)(vi), the Member must advise the Secretary of the resignation of their nominated representative to the Board.

(b) Upon the receipt of this advice the Secretary shall in writing advise the Member that they are entitled to nominate a new representative to sit on the Board for the balance of the removed Director’s term.

(c) This Board position shall remain open for the Member to fill until the Member expressly states in writing that it intends not to nominate a representative. In this event the Member’s Board position becomes a Casual Vacancy.

4.7 **Amalgamations, assignments, transfers or successions of Health Service Members or Associate Members**

Should a Health Service Member or a Associate Member’s Director ceases to hold office pursuant to Rule 4.5(c)(v) the vacancy or vacancies as the case may be shall be deemed a Casual Vacancy or Casual Vacancies as the case may be, and the Secretary shall invite the new Member to nominate a person to represent the new Member on the Board as a Director.

4.8 **Retirement of Directors**

A Director not re-nominated by a Member or re-elected at or prior to the annual general meeting is automatically retired at the end of the annual general meeting.

4.9 **Casual Vacancies**

(a) A Member or Members from a Member category, as the case may be, may at any time prior to and up until the Board’s call for nominations from Members of that category for candidates to be elected at the next annual general meeting, nominate in writing to the Secretary a person to fill a casual vacancy or vacancies, as the case may be, from that particular Member category provided that the unexpired part of the term of the office to be filled does not exceed three quarters of the term of the office. Should the unexpired part of the term of the office be less than one quarter of the term of the office to be filled, then the office is to remain vacant until the next annual general meeting.

(b) If the number of nominations received equals the number of Casual Vacancy or Casual Vacancies required to be filled, the persons nominated will be deemed to have been elected to fill that Casual Vacancy or Casual Vacancies as the case may be.

(c) If the number of nominations received exceeds the number of Casual Vacancy or Casual Vacancies required to be filled, the Board must call an Extraordinary General Meeting of Members to fill by ballot the Vacancy or Casual Vacancies.

(d) A ballot required under Rule 4.9(c) is to follow the procedure pursuant to Rule 4.3(e), and must only occur

4.10 **Removal from office**

(a) Should the Secretary receive written notice alleging that a Director has during the Director’s current term of office:

(i) Misappropriated funds of the Association; or

(ii) Substantially breached the Rules of the Association; or

(iii) Engaged in such gross misbehaviour or gross neglect of duty; or

(iv) Ceased, under the Rules of the Association, to be eligible to be an office holder of the Association,

the Secretary shall refer the complaint to the President.

(b) The President shall direct the Secretary to undertake all necessary enquiries into the complaint and to provide the President a report into the complaint, including recommendations.

(c) The Secretary shall provide the President with the report into the complaint within 14 days of receiving the direction to provide the report.

(d) On receiving the report into the complaint the President must refer the complaint to the Board for determination:

(i) At the next Board meeting if that meeting is to be held within 21 days of the date of the referral; or

(ii) At a Special Board meeting called specifically to determine the complaint.

(e) At least 7 days before the Board is scheduled to meet to determine the complaint, the Board must send a written notice to the Member who nominated the Director to represent the Member on the Board, and to the Director who is the subject of the complaint, stating the:

(i) Allegations against the Director; and

(ii) Proposed Board resolution for the Director’s removal from the office of Director; and

(iii) Director may address the Board on the complaint either orally or in writing.

(f) Should the Board determine the complaint to be proved, the Board must:

(i) Remove the Director from the office of Director which the Director holds; and

(ii) Prohibit, for as long as the Board thinks fit, the Director from holding the office of Director; and

(iii) Advise the Member in writing of the Board’s decision.

(g) The removal of a Director pursuant to this Rule creates a casual vacancy in that office.

## 5 - OFFICE BEARERS

5.1 **Office Bearers**

(a) At the first Meeting of the new Board following the annual general meeting, the newly elected Board must elect from among its number the following office bearers:

(i) A President;

(ii) A Vice-President;

(iii) An Honorary Treasurer.

5.2 **Election**

(a) Before the Board commences deliberations and following the noting of any apologies the Returning Officer shall call for nominations from among the Directors present for a Director to serve as:

(i) The President; and

(ii) The Vice-President;

(iii) Honorary Treasurer.

(b) A Director who is nominated for a position must consent the nomination before the Board votes on whether to accept the nomination.

5.3 **Secret Ballot**

(a) In the event nominations received by the Returning Officer exceeds the number of vacancies to be filled, the Returning Officer shall conduct a secret ballot to determine the positions.

5.4 **Absent Director**

(a) Should a Director be absent at this meeting or during the period of the meeting when the secret ballot is to be conducted, as the case may be, the Director may appoint prior to the meeting:

(b) a delegate to represent the Director at this meeting; or

(c) Apply to the Returning Officer for a vote in absentia.

(d) Should a Director appoint a delegate, the Director may authorise the delegate to nominate the Director for a position when the Returning Officer calls for nominations.

(e) The Returning Officer must accept the delegate’s nomination of the Director.

(f) The absent Director’s delegate is authorised to consent to the nomination on behalf of the Director.

(g) Should a Director apply to vote in absentia the application received by the Returning Officer must be in a form acceptable to the Returning Officer.

(h) Should a Director be absent for the entire meeting the Returning Officer must issue ballot papers to the absent Director/s and request return of the papers within 7 days.

5.5 **Declaration**

(a) Should all the Directors be present at the Secret Ballot, whether in person or by way of a delegate, the Returning Officer shall declare the ballot following the final count of the vote.

(b) Should a Director or Directors, as the case may be, be absent during the secret ballot, then the Returning Officer shall declare the ballot at the following Board Meeting of the Association.

(c) Should the Returning Officer by required to declare the ballot at the next meeting of the Board under Rule 5.5(b) the Board shall appoint Directors to fill the said roles until the next Board meeting.

5.6 **Term of office**

(a) The term of office for an Office Bearer is until the next annual general meeting.

5.7 **Removal and replacement**

(a) An Office Bearer shall be removed by the Board if:

(i) The Office Bearer is subject to a Rule 4.10 complaint; and

(ii) The Board pursuant to Rule 4.10 determines the complaint to have been proven.

## 6 - EXECUTIVE COMMITTEE

6.1 **Members**

(a) The Office Bearers elected under Rule 5.1 shall form the Executive Committee of the Association.

(b) The Executive Committee will also include the Executive Director and at least one Board Member not an Office Bearer.

6.2 **Term of Office**

(a) The term of the Executive Committee is until the next annual general meeting.

6.3 **Quorum**

(a) A quorum for the Executive Committee is 50% plus 1.

6.4 **Chair**

(a) The President shall chair the Executive Committee, and in the absence of the President the Vice-President, and in the absence of the Vice-President the Honorary Treasurer, and in the event of the absence of all Office Bearers the Executive Committee members present provided that a quorum exists, shall elect from among themselves a person to chair the meeting.

6.5 **Voting**

(a) At a meeting of the executive committee, every member will have only one vote (excluding the Executive Director).

## 7 - ALTERNATE DIRECTORS

7.1 **Appointment of Alternates for Board Meetings**

Subject to approval of the Board a Member who has nominated a particular person to be a Director may nominate an alternate Director in the absence of the Director for that particular Board Meeting of the Association.

7.2 **Limitation on appointments**

A Member may not nominate an alternate if the original Director is going to be absent for more than 3 consecutive Board Meetings of the Association. The Member must nominate a new Director to represent the original Director.

## 8 - OFFICERS’ TRAINING

8.1 **Requirement for training**

(a) Each officer of the Association must undergo and complete training within 6 months of the officer’s appointment.

8.2 **Scope of Training**

(a) The Board is to determine the scope of training for each officer.

(b) An officer’s training must at least cover each of the officer’s financial duties.

(c) Training approved by the Fair Work Commission must form all or part of the training referred to in Rule 8.1.

8.3 **Reporting**

(a) At each Annual General Meeting of the Association the Board must report to Members of the training undertaken by each officer.

## 9 - OFFICERS' INDEMNITY AND INSURANCE

9.1 **Indemnity**

Subject to and so far as permitted by the *Corporations Act*:

(a) The Association must, to the extent the person is not otherwise indemnified, indemnify every Officer of the Association and the Executive Director, and the Association’s wholly owned subsidiaries and may indemnify its auditor against a Liability incurred as such an officer or auditor to a person (other than the Association or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Association or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and

(b) The Association may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this Rule, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

9.2 **Insurance**

Subject to the *Corporations Law*, the Association may enter into, and pay premiums on, a contract of insurance in respect of any person.

9.3 **Former officer**

The indemnity in favour of Officers under this Rule is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Association or a wholly owned subsidiary of the Association even though the person is not an officer at the time the claim is made.

## 10 - DISCLOSURE OF OFFICER’S MATERIAL PERSONAL INTEREST

10.1 **Compliance with Law**

Each Director must comply with sections 180 to 183, 205C and 205F (*Corporations Act*).

10.2 **Scope of Directors' duties**

A Director is not disqualified by reason only of being a Director from:

(a) Holding any office or place of profit or employment other than that of the Association’s auditor, or being a member or creditor, of any corporation (including the Association) or partnership other than the auditor; or

(b) Entering into any agreement with the Association.

10.3 **Disclosure of material personal interests**

(a) Each Officer of the Association shall disclose to the Association any material personal interest in a matter that:

(i) The Officer has or acquires; or

(ii) A relative of the Officer has acquires,

that relates to the affairs of the Association.

(b) The disclosure required by this Rule shall be made to the Association:

(i) As soon as practicable after the interest has been acquired; and

(ii) In writing.

(c) The Association shall disclose to the Members of the Association any interests disclosed to the Association pursuant to this Rule.

(d) For the purposes of Rule 10.3(c), the disclosure or disclosures as the case may be, shall be made:

(i) In relation to each financial year;

(ii) Within 6 months after the end of the financial year; and

(iii) In writing.

(e) Without limiting this Rule, each Director must comply with:

(i) Section 191 (*Corporations Act*);

(ii) Section 195 (*Corporations Act*) in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest Subject to section 195:

a. A Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;

b. The Association may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Association;

c. The Director may retain benefits under the transaction even though the Director has the interest; and

d. The Association cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, Rule 10.3(c) applies only if it is disclosed before the transaction is entered into.

10.4 **Agreements with third parties**

The Association cannot avoid an agreement with a third party merely because a Director:

(a) Fails to make a disclosure required under this Rule; or

(b) Is present at, or counted in the quorum for, a meeting that considers, votes on, or participates in the execution of, that agreement in breach of section 195 (*Corporations Act*).

## 11 - DIRECTORS' REMUNERATION

11.1 **Directors' not to receive remuneration**

The Association must not:

(a) Appoint a Director to any salaried office of the Association or any office of the Association paid by fees; or

(b) Pay or give a Director remuneration or other benefit in money or money's worth except, with the approval of the Board, repayment of out-of-pocket expenses and reasonable interest on money lent or reasonable rent for premises leased to the Association.

11.2 **Remuneration for services rendered**

Nothing in this document prevents the payment in good faith of to any officers or employees of the Association or to any Member of the Association in return for:

(a) Any services actually rendered to the Association;

(b) Goods supplied in the ordinary and usual way of business;

(c) Reasonable rent for premises leased by any Member to the Association.

## 12 - DISCLOSURE OF OFFICER’S RELEVANT REMUNERATION AND NON-CASH BENEFIT

12.1 **Disclosure**

Each office holder of the Association shall disclose to the Association:

(a) any remuneration paid to the office holder because (i) the office holder is a member of another Board and (ii) he/she is a member of that other Board only because he/she is an office holder of the Association or was nominated to that other Board by the Association or by a peak council; or

(b) any remuneration paid to the officer holder by a related party of the Association in connection with the office holder’s performance of his/her duties as an office holder

12.2 **To whom the disclosure is to be made**

(a) The disclosure required under Rule 12.1 shall be made to the Association:

(i) As soon as practicable after the remuneration is paid to the office holder; and

(ii) In writing.

12.3 **Reporting**

(a) The Association must disclose to the Members of the Association:

(i) The identity of the office holder’s who are the five highest paid in terms of relevant remuneration for the disclosure period; and

(ii) For each of those office holders so identified:

i. The actual amount of the office holder’s relevant remuneration for the disclosure period; and

ii. Either the value of the office holder’s relevant non-cash benefits, or the form of the office holder’s relevant non-cash benefits, for the disclosure period.

(b) For the purposes of Rule 12.3, the disclosure shall be made:

(i) In relation to each financial year; and

(ii) Within 6 months after the end of the financial year; and

(iii) In writing.

## 13 - OBLIGATION OF SECRECY

13.1 **Obligation**

(a) Each office holder must keep the transactions and affairs of the Association and the state of its accounts confidential unless required to disclose them:

(i) In the course of duties as an office holder of the Association; or

(ii) By the Board or the Association in general meeting; or

(iii) By law.

**Confidentiality undertaking**

(b) The Association may require an office holder, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this Rule. An office holder must do so if required by the Association.

## 14 - EXECUTING NEGOTIABLE INSTRUMENTS

14.1 **Manner of executing negotiable instruments**

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Association. The Association may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

## 15 - EXECUTIVE DIRECTOR

15.1 **Appointment and Power of Executive Director**

The Executive Director shall be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit.

15.2 **Indemnification of Executive Director**

The Board shall indemnify the Executive Director.

15.3 **Attendance at meeting of Executive Director**

Subject to such regulations as may from time to time be imposed upon him or her by the Board, the Executive Director shall be entitled to attend and speak, but not to vote, at all meetings of the company, the Board, the executive committee and other committee established by the Board.

15.4 **Termination of Appointment of Executive Director**

The Board may terminate the appointment of the Executive Director in accordance with the Board’s contractual obligations to the Executive Director.

## 16 - POWERS OF THE BOARD

16.1 **Powers general**

Except as otherwise required by the *Corporations Law*, the *RO Act*, or any other applicable law or this document, the Board:

(a) Has power to manage the business of the Association; and

(b) May exercise every right, power or capacity of the Association to the exclusion of the Association in general meeting and the Members.

16.2 **Election Irregularities**

The Board shall consider a Report provided by the Returning Officer pursuant to Rule 26.2(b) and recommend to the Members any changes to the Rules as it deems necessary to remedy any Election irregularity raised by the Returning Officer.

16.3 **Exercise of powers**

A power of the Board can be exercised only:

(a) By resolution passed at a meeting of the Board or otherwise in accordance with Rule 18; or

(b) In accordance with a delegation of the power under Rule 17.

16.4 **Divisions**

Without limiting this Rule, the Board is entitled to establish such regional and other divisions of the Association as it thinks fit, and to make regulations governing the establishment, conduct and affairs of any such division.

## 17 - DELEGATION OF BOARD POWERS

17.1 **Delegation to committee or attorney**

(a) The Board may delegate any of its powers to:

(iii) A Director;

(iv) The Executive Director;

(v) The Secretary;

(vi) A committee consisting of at least 1 Director which may also include people who are not Directors; or

(vii) An attorney,

and may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period. This rule is supplemental to section 126(1) (*Corporations Act*). Powers delegated under Rules 17.1(a) and 17.1(b) must be exercised in accordance with direction of the Board.

(b) The Board may at any time dissolve any committee or may terminate the appointment of any member of a committee.

(c) Notwithstanding any of the above, Directors are entitled to attend, speak and vote at any meeting of a committee.

17.2 **Terms of delegation**

A delegation of powers under Rule 17.1 may be:

(a) Made for a specified period or without specifying a period; and

(b) Made on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A power exercised in accordance with a delegation of the Board under this Rule is treated as being exercised by the Board.

17.3 **Powers of attorney**

A power of attorney under Rule 17.1 may contain the provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

17.4 **Proceedings of committees**

(a) A committee to which any powers have been delegated under Rule 17.1 may elect one of its number as a chairman of their meetings.

(b) Where a meeting is held by the committee and:

(i) A chairman has not been elected as provided by Rule 17.4(a); or

(ii) The chairman is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act,

the members of the committee who are present may elect one of their number to be chairman of the meeting.

(c) A committee may meet and adjourn as it thinks proper.

(d) Questions arising at a meeting of a committee are determined by a majority of votes of the members of the committee present and voting.

(e) In the case of an equality of votes, the chairman of the committee, in addition to their deliberative vote (if any), has a casting vote.

(f) A meeting of a committee may be held using any means of audio or audio-visual communication by which each committee member participating can hear and be heard by each other committee member participating or in any other way consented to by all the members of the committee. A committee meeting held solely or partly by technology is treated as held at the place at which the greatest number of the committee members present at the meeting is located or, if an equal number of committee members is located in each of 2 or more places, at the place where the chairman of the meeting is located.

17.5 **Honorary Treasurer**

(a) The duties to be performed by the Honorary Treasurer are to be as prescribed from time to time by the Board.

(b) Without limiting Rule 17.5(a), the Honorary Treasurer will:

(i) Prepare and submit to each meeting of the Board an analysed statement of the income and expenditure of the Association since the last meeting of the Board;

(ii) Prepare and submit to the Board an analysed statement of all moneys received and expended up to 31 March in each year;

(iii) Prepare for the approval of the Board the annual accounts of the Association; and

(iv) Ensure that the accounting records of the Association are kept in such a way as to facilitate them being audited.

## 18 - BOARD MEETINGS

18.1 **Convening Board meetings**

The President or at least two Directors may at any time, and the Secretary must on request from the President or at least two Directors, convene a Board meeting.

18.2 **Notice of Board meeting**

The convenor of each Board meeting must give:

(a) As much notice as is reasonably possible of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and

(b) Notice in writing directed to such address as the Director in question furnishes to the Secretary from time to time; and

(c) As much information as is reasonably possible concerning the business to be dealt with by the meeting to which it relates,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

18.3 **Use of technology**

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D (*Corporations Law*). A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of 2 or more places, at the place where the chairman of the meeting is located.

18.4 **Chairing Board meetings**

The President or in the President's absence, the Vice-President must preside at all meetings of the Board, except that if at any meeting none of them is present within 15 minutes after the time appointed to hold the meeting, the Directors may choose one of their number to be the chairman of the meeting.

18.5  **Quorum**

Business must not be transacted at any meeting of the Board unless a quorum is present at the time the meeting proceeds to business. Unless the Board decides otherwise by special resolution, the quorum for a Board meeting is half the number of Directors and a quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than 1 Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D (Corporations Law), the Board must resolve the basis on which Directors are treated as present.

18.6 **Majority decisions**

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairman in the event of there being an equality of votes shall in addition to his or her deliberative vote have a casting vote.

18.7 **Procedural rules**

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

18.8 **Written resolution**

(a) If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

(b) For the purposes of Rule 18.8(a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors are together deemed to constitute one document containing a statement in those terms signed by the Directors on the respective days on which they signed the separate documents.

18.9 **Additional provisions concerning written resolutions**

For the purpose of Rule 18.8:

(a) Two (2) or more separate documents in identical terms, each of which is signed by 1 or more Directors, are treated as 1 document;

(b) Signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;

(c) Signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and

(d) A telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

18.10 **Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or Member of a committee is valid even if it is later discovered that:

(a) There was a defect in the appointment of the person; or

(b) The person was disqualified from continuing in office, voting on the resolution or doing the thing.

## 19 - MEETINGS OF MEMBERS

19.1 **Annual General Meeting of Members**

The Association must hold an Annual General Meeting once in each calendar year and within 5 months after the end of Association’s financial year as required by section 250N (*Corporations Law*).

19.2 **Extraordinary General Meeting of Members**

(a) The Association may hold general meetings of Members between Annual General Meetings of the Association. Such meetings shall be called Extraordinary General Meeting of Members.

(b) An Extraordinary General Meeting of Members is to occur pursuant to these Rules.

19.3 **Calling meetings of Members**

(a) The Board or not less than three Directors may at any time; and

(b) the Board must when requested by Members under section 249D or 250N (Corporations Law) or when ordered by the Court under section 249G (Corporations Law),

convene a meeting of Members.

19.4 **Notice of meeting**

Subject to Rule 19.5, at least 21 days' written notice of a meeting of Members must be given individually to:

(a) Each Member (whether or not the Member is entitled to vote at the meeting);

(b) Each Director; and

(c) To the auditor.

The notice of meeting must comply with section 249L (*Corporations Law*) and may be given in any manner permitted by section 249J(3) (*Corporations Law*).

19.5 **Short notice**

Subject to sections 249H(3) and (4) (*Corporations Law*):

(a) If the Company has elected to convene a meeting of Members as the annual general meeting, if all the Members entitled to attend and vote agree; or

(b) Otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

19.6 **Postponement or cancellation**

Subject to sections 249D(5) and 250N (*Corporations Law*), the Board may:

(a) Postpone a meeting of Members;

(b) Cancel a meeting of Members; or

(c) Change the place for a general meeting

by written notice given individually to each person entitled to be given notice of the meeting.

19.7 **Fresh notice**

If a meeting of Members is postponed or adjourned for 1 month or more, the Company must give new notice of the resumed meeting.

19.8 **Technology**

The Company may hold a meeting of Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

19.9 **Accidental omission**

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

## 20 - PROCEEDINGS AT MEETINGS OF MEMBERS

20.1 **Member present at meeting**

If a Member has appointed a proxy or attorney or (in the case of a Member which is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

20.2 **Quorum**

The quorum for a meeting of Members is 10% of the voting Members or 10 voting Members (whichever is the less). Each individual present may only be counted once toward a quorum.

20.3 **Quorum not present**

If a quorum is not present within 30 minutes after the time for which a meeting of Members is called:

(a) If called as a result of a request of Members under section 249D, the meeting is dissolved; and

(b) In any other case:

(i) The meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and

(ii) At the adjourned meeting three or more voting Members will constitute a quorum, but if a quorum (as defined in this rule 20.3(b)(ii))is not present at the adjourned meeting, the meeting is dissolved.

20.4 **Chairing meetings of Members**

The President or in his or her absence the Vice-President shall be entitled to preside as chair at every general meeting or if at any such meeting none of them is present within 15 minutes after the time appointed for the holding of the meeting or is willing to act as chairman of the meeting then the Directors present shall choose one of their number to act as chairman and if no Directors are present or if all the Directors present decline to take the chair the voting Members must choose one of their number to be chairman.

20.5 **Attendance at general meetings**

(a) Every Member has the right to attend all meetings of Members.

(b) Every Director has the right to attend and speak at all meetings of Members of the Company.

(c) The auditor has the right to attend any meeting of Members of the Company and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

20.6 **Votes required to pass a Special Resolution**

At least 75% of the votes of Members present at the meeting of Members in favour of a Special Resolution is required for the Special Resolution to pass.

20.7 **Adjournment**

Subject to Rule 20.4, the chair of a meeting of Members at which a quorum is present:

(a) May; and

(b) Must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

20.8 **Business at adjourned meetings**

The only business that may be transacted at a meeting of Members resumed after an adjournment is the business left unfinished immediately before the adjournment.

## 21 - PROXIES, ATTORNEYS AND REPRESENTATIVES

21.1 **Appointment of proxies**

A Member may appoint a proxy to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Company:

(a) That complies with section 250A(1) (*Corporations Law*); or

(b) In any other form and mode that is, and is signed or acknowledged by the Member in a manner, satisfactory to the Board;

and:

(c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;

(d) An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy must not vote in respect of the resolution;

(e) Subject to the above, unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit; and

(f) an instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

21.2 **Member's attorney**

A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of the Association. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

21.3 **Deposit of proxy forms and powers of attorney**

An appointment of a proxy or power of attorney is not effective for a particular meeting of Members unless:

(a) In the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and

(b) In the case of an attorney, the power of attorney or a certified copy of it,

is received by the Association at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 24 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

21.4 **Corporate representatives**

A Member that is a body corporate may appoint an individual to act as its representative at meetings of Members as permitted by section 250D (*Corporations Law*).

21.5 **Standing appointments**

A Member may appoint a proxy, attorney or representative to act at a particular meeting of Members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a Member.

21.6 **Suspension of proxy or attorney's powers if Member present**

A proxy or attorney has no power to act for a Member at a meeting at which the Member is present:

(a) In the case of an individual, in person; or

(b) In the case of a body corporate, by representative.

A proxy has no power to act for a Member at a meeting at which the Member is present by attorney.

21.7 **Priority of conflicting appointments of attorney or representative**

If more than 1 attorney or representative appointed by a Member is present at a meeting of Members and the Association has not received notice of revocation of any of the appointments:

(a) An attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and

(b) Subject to Rule 21.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

21.8 **More than 2 current proxy appointments**

An appointment of proxy by a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Association receives a further appointment of proxy from that Member which would result in there being more than 2 proxies of that Member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

21.9 **Continuing authority**

An act done at a meeting of Members by a proxy, attorney or representative is valid even if, before the act is done, the appointing Member:

(a) Dies or becomes mentally incapacitated;

(b) Becomes bankrupt or an insolvent under administration or is wound up; or

(c) Revokes the appointment or the authority under which the appointment was made by a third party,

unless the Association has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

## 22 - ENTITLEMENT TO VOTE

22.1 **Who can vote at a meeting of Members**

Only financial Members of the Association are entitled to vote at a meeting of Members.

22.2 **Number of votes**

Each Member has 1 vote.

22.3 **Casting vote of chairman**

If an equal number of votes are cast for and against a resolution at a meeting of Members the chairman has a casting vote.

22.4 **Decision on right to vote**

A Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

22.5 **Suspension or automatic delegation of right to vote**

(a) No Member is entitled to vote at any meeting of Members if that Member's annual subscription is more than one month in arrears at the date of the meeting.

## 23 - HOW VOTING IS CARRIED OUT

23.1 **Method of voting**

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 23.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

23.2 **Demands for a poll**

A poll may be demanded on any resolution except a resolution concerning the election of the chairman of a meeting by:

(a) At least five voting Members entitled to vote on the resolution; or

(b) The Chair.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

23.3 **When and how polls must be taken**

If a poll is demanded:

(a) If the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to Rule 23.3(c), in the manner that the chairman of the meeting directs;

(b) In all other cases, the poll must be taken at the time and place and, subject to Rule 23.3(c), in the manner that the chairman of the meeting directs;

(c) Votes which section 250A(4) (*Corporations Act*) requires to be cast in a given way must be treated as cast in that way;

(d) A person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and

(e) The result of the poll is the resolution of the meeting at which the poll was demanded.

## 24 - SECRETARY

24.1 **Appointment and removal of Secretary**

The Board must appoint a person to be the Secretary of the Company at the first Board Meeting following the annual general meeting.

24.2 **Terms and conditions of office**

A Secretary holds office until the next annual general meeting.

24.3 **Conditions of office**

A Secretary holds office on the conditions (including as to remuneration) that the Board decides.

24.4 **Cessation of office**

Subject to the contract between the Association and the Secretary, the Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

24.5 **Responsibilities**

Subject to the direction and control of the Board, the Secretary:

(a) Is responsible to the Board for the management and superintendence of the Association, its facilities, staff and resources in accordance with the policies of the Board and directives issued by the Board;

(b) Will attend all meetings of the Association and of the Board;

(c) Will ensure that the attendance of all persons present at the meetings of the Association and the Board is recorded;

(d) Will ensure that the minutes of the proceedings at all meetings of the Association are recorded;

(e) Will ensure that all books of account and records of the Association are kept in a proper manner;

(f) Will have the custody of all documents and records and books of account of the Association that are not by the direction of the Board required to be kept in some other place; and

(g) Perform such other duties as the Board may from time to time prescribe or as are required by the *Corporations Law*.

## 25 - MINUTES

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25.1 **Minutes must be kept**

The Board must cause minutes of:

(a) Proceedings and resolutions of meetings of the Association’s Members;

(b) The name of Directors present at each Board meeting or committee meeting;

(c) Proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under Rule 8, and signed by the chairman of the meeting at which the proceedings were held or the chairman of the succeeding meeting); and

(d) Resolutions passed by Directors without a meeting,

to be kept in accordance with sections 191A, 192 and 251A (*Corporations Law*).

25.2 **Minutes as evidence**

A minute recorded and signed in accordance with section 251A (Corporations Law) is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

25.3 **Inspection of minute books**

The Association must allow Members to inspect, and provide copies of the minute books for the meetings of Members in accordance with section 251B (*Corporations Law*).

## 26 - APPOINTMENT AND POWERS OF RETURNING OFFICER

26.1 **Appointment of Returning Officer**

(a) The Association shall at each Annual General Meeting appoint a Returning Officer to conduct elections as prescribed in these Rules.

(b) The Returning Officer cannot be an Office holder or an employee of the Association, or an employee of a Member whose representative is an Office holder of the Association.

(c) The Returning Officer may be a Member of the Association or the Executive Director provided that the Executive Director is not an employee of the Association.

(d) If the appointed Returning Officer is unable, unwilling or becomes ineligible to act as the Association’s Returning Officer when called upon to do so, the Board may appoint another Returning Officer who shall hold office until the next Annual General Meeting.

26.2 **Powers of the Returning Officer**

(a) In addition to the powers expressed or implied in these Rules the Returning Officer shall take such action and give such directions as are reasonably necessary to ensure that no irregularities occur in or in connection with any election or to remedy any procedural defects and no person shall refuse or fail to comply with any such direction or obstruct or hinder the Returning Officer or any other persons under the direction of the Returning Officer in the conduct of the election or the taking of any such action or compliance with any such direction.

(b) As soon as practicable after each election the Returning Officer shall provide a written report on to the Board, including recommendations with respect to, any:

(i) Actions taken or direction given to ensure no irregularities occurred in or in connection with the election; and/or

(ii) Any action taken or direction given to remedy any procedural defect in the election.

## 27 - SCRUTINEERS

27.1 **Appointment**

(a) The Association may at each Annual General Meeting appoint a Scrutineer to attend elections as prescribed in these Rules.

(b) Any candidate may, by notice in writing addressed to the Returning Officer and received by the Returning Officer prior to the close of voting, appoint a Scrutineer.

27.2 **Conduct and Duties of a Scrutineer**

(a) A Scrutineer shall be entitled to be present throughout a ballot and may query the acceptance or otherwise of any nomination of any candidate, and inclusion or exclusion of any vote in the count but final determination of these matters shall remain with the Returning Officer.

(b) A Scrutineer shall not be entitled to remove, mark, alter or deface any ballot paper or any other document used in connection with the election.

(c) In every case a 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 the Scrutineer to exercise the Scrutineer’s rights with respect to the direction given by the Returning Officer, but the election shall not be vitiated by reason of the fact that the Scrutineer did not exercise such rights.

(d) A Scrutineer shall observe the secrecy of the ballot.

## 28 - INDUSTRIAL RELATIONS

28.1 **Consent to become and remain a Registered Organisation**

(a) Pursuant to the endorsement of the Members, the Board must consent to the Association becoming a Registered Organisation and maintaining such registration under the RO Act.

28.2 **Industrial Activities and Representations**

(a) It shall be competent for the Association to be represented before any industrial authority or authorities either Commonwealth or State, in any matters in which the Association’s Members may be interested in and to become a party to be bound by any such decisions which may apply to the Association’s Members arising from that matter or matters as the case may be.

(b) It shall be competent for the Association to represent the Association’s Members or any of the Members before an industrial authority or authorities either Commonwealth or State on any industrial matter.

(c) It shall be competent for the Association to originate an industrial dispute on behalf of one or more of the Association’s Members for the purpose of such being referred to industrial authority either Commonwealth or State.

(d) It shall be competent for the Association to act as a bargaining agent on behalf of one or more of the Association’s Members with respect to an industrial agreement with a registered employee organisation.

## 29 - ALTERATION OF RULES

29.1 Alteration

(a) These Rules may be amended, altered, varied, modified, deleted or added to only by a resolution of a meeting of Members either at the Association’s Annual General Meeting or an Extraordinary Meeting of Members called by the Board.

29.2 Minor amendments

(a) Without limiting Rule 29.1 the Board may direct from time to time and at any time the correction of any spelling, grammatical or structural errors or problems found to be contained the Rules and the structure of the Rules.

## 30 - LOANS, GRANTS AND DONATIONS

30.1 **No authority**

(a) The Association shall make no loans, grants or donations to any organisation or party, howsoever described.

## 31 - COMPANY SEALS

31.1 **Common seal**

The Board:

(a) May decide whether or not the Association has a common seal; and

(b) Is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2) (*Corporations Law*).

31.2 **Use of seals**

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123 (*Corporations Law*).

31.3 **Fixing seals to documents**

The fixing of the common seal, or any duplicate seal, to a document must be witnessed by:

(a) 2 Directors;

(b) 1 Director and 1 Secretary; or

(c) Any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

## 32 - ACCOUNTS AND AUDIT, POLICIES AND PROCEDURES

32.1 **Association must keep accounts**

The Board must cause the Association to keep written financial records that:

(a) Correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and

(b) Would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the auditor to inspect those records at all reasonable times.

32.2 **Financial reporting**

The Board must ensure the Association complies with its financial reporting obligations according to Law.

32.3 **Audit**

The Board must cause the Association's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by sections 324 to 331 inclusive, 1280 and 1289 (Corporations Law).

32.4 **Conclusive reports**

Audited financial reports laid before the Association in general meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant general meeting. If the Association receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

32.5 **Inspection of financial records and books**

The books of account of the Association must be kept at the registered office of the Association or at such place or places as the Board thinks fit and must be open to inspection by Members at all reasonable times.

32.6 **Disclosures to Members**

The Association must disclose to Members at each Annual General Meeting, provided that the Association’s Annual General Meeting occurs within 6 months of the end of the Association’s financial year, or within such a longer period as the General Manager (Fiar Work Commission) allows, each payment and the total of the payments made during the previous 12 months to a:

(a) Related party of the Association; or

(b) Declared person or body of the Association.

32.7 **Policies and procedures**

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

## 33 - WINDING UP OR AMALGAMATION

33.1 **Amalgamation**

The Association may only amalgamate with another income-tax exempt corporation whose constitution complies with section 150(1)(a), (b) and (c) (*Corporations Law*).

33.2 **Winding up**

If the Association is wound up any surplus property must not be paid to Members but must be paid or transferred to another income-tax exempt corporation whose constitution complies with section 150(1) (a), (b) and (c) (*Corporations Law*).

## 34 - NOTICES

34.1 **Notices by the Association**

A notice is properly given by the Association to a person if it is:

(a) In writing signed on behalf of the Association (by original or printed signature);

(b) Addressed to the person to whom it is to be given; and

(c) Either

(i) Delivered personally;

(ii) Sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address; or

(iii) Sent by fax to the fax number (if any) nominated by that person; or

(iv) Sent by electronic message to the electronic address (if any) nominated by that person.

34.2 **Overseas Members**

A Member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

34.3 **When notice is given**

A notice to a person by the Association is regarded as given and received:

(a) If it is delivered personally or sent by fax or electronic message:

by 5.00 p.m. (local time in the place of receipt) on a business day - on that day; or

after 5.00 p.m. (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and

(b) If it is sent by mail:

within Australia - 3 business days after posting; or

to a place outside Australia - 7 business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

34.4 **Business days**

For the purposes of rule 24.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

34.5 **Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

34.6 **Notices to "lost" Members**

If:

(a) On 2 or more consecutive occasions a notice served on a Member in accordance with this Rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or

(b) The Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Association under Rule 24.2,

the Association may give effective notice to that Member by exhibiting the notice at the Association's registered office for at least 48 hours.

This rule ceases to apply if the Member gives the Association notice of a new address.

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