



# INSTRUMENT OF RECOGNITION

*Fair Work (Registered Organisations) Act 2009*  
Sch.2 Cl. 1 – Recognition of State-registered association

**Queensland Master Builders Association, Industrial Organisation of Employers**  
(R2016/255)

MR ENRIGHT

MELBOURNE, 21 DECEMBER 2016

*Recognition of State-registered association*

[1] On 31 October 2016, the Fair Work Commission received an application from the Queensland Master Builders Association, Industrial Organisation of Employers for recognition as a State-registered association pursuant to Schedule 2 of the *Fair Work (Registered Organisations) Act 2009* (the RO Act).

[2] Being satisfied that the applicant is a State-registered association, that the association has no federal counterpart, that the association is registered under the *Industrial Relations Act 1999* of Queensland, and that the application was accompanied by the information as set out in subclause 1(3) of Schedule 2 of the RO Act, I hereby grant the application.



DELEGATE OF THE GENERAL MANAGER

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**From:** Martin Belfield <martin.belfield@mbqld.com.au>  
**Sent:** Monday, 31 October 2016 12:59 PM  
**To:** Orgs  
**Subject:** RSRA application from QMBA  
**Attachments:** QMBA.RSRA.application.signed declaration.pdf; QMBA . RSRA application. annexure 1.pdf; QMBA . RSRA.application. annexure 2.pdf; QMBA.RSRA.application.annexure 3.pdf

Please find attached the Application and 3 Annexures from Queensland Master Builders Association, Industrial Organisation of Employers, for RSRA under Schedule 2 of the Act.

Please contact me if you require further information. The original copy of the Declaration is available if you require.

**Kind Regards**

**Martin Belfield**

**Manager – Workplace Relations**



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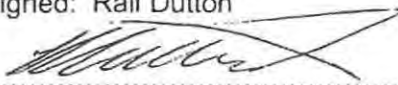
**APPLICATION TO BECOME A RECOGNISED STATE-REGISTERED ASSOCIATION in accordance with Schedule 2 of the *Fair Work (Registered Organisations) Act 2009***

**DECLARATION OF AUTHORISED OFFICER**

I, Ralf Dutton, of 417 Wickham Terrace, Brisbane, Queensland 4000, am the President of the Queensland Master Builders Association, Union of Employers, (the Association) and am authorised to give this declaration for an application to become a recognised state-registered association under Schedule 2 of the *Fair Work (Registered Organisations) Act 2009*.

1. I declare that the Association is registered in Queensland under the Industrial Relations Act 1999. A copy of the certificate of registration of the Association is annexed to this declaration and marked **Annexure 1**.
2. The address of the Association is 417 Wickham Terrace, Brisbane, Queensland 4000.
3. A copy of the current rules of the Association is annexed to this declaration and marked **Annexure 2**.
4. A list of the offices in the association and the name and address of each person holding those offices is annexed to this declaration and marked **Annexure 3**.
5. The Association has no federal counterpart listed and prescribed in Schedule 1A of the *Fair Work (Registered Organisations) Regulations 2009*.
6. There is no organisation registered under the *Fair Work (Registered Organisations) Act 2009* (a Registered Organisation) that:
  - a. has a branch (including a division of a branch or a constituent part of a branch) in Queensland that has (or purports to have):
    - i. substantially the same eligibility rules as the Association AND
    - ii. a history of integrated operation with the Association;
7. The Association has not purported to function as a branch (including a division of a branch or a constituent part of a branch) of a Registered Organisation.
8. I declare that the information set out in this declaration and all of the accompanying documents are true and correct to the best of my knowledge and belief.

Signed: Ralf Dutton



.....

Date..... 25TH OCTOBER.....2016

## **ANNEXURE 1**

**A copy of the certificate of registration of the  
Association**

*"Industrial Conciliation and Arbitration Acts 1932 to 1955"*  
(Section 35, Regulation 13)

**Certificate of Registration of an Industrial Union.**

I hereby certify that on the fourth day of July, one thousand nine hundred and fifty-seven, Queensland Master Builders' Association, Union of Employers was, at Brisbane, in the State of Queensland, registered by that name under *"Industrial Conciliation and Arbitration Acts 1932 to 1955"* as an Industrial Union of Employers.

Dated at Brisbane, in the State of Queensland, this fourth day of July, 1957.

(Sgd.) P.J. Davies,  
Industrial Registrar.

\*Title altered to Queensland Master Builders Association, Industrial Organisation of Employers on 4 February 1994.

(Sgd.) M.J. Callen,  
Industrial Registrar.

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I HEREBY CERTIFY that this is a true and correct copy of the Certificate of Registration of the "Queensland Master Builders Association, Industrial Organisation of Employers" which was registered as an Industrial Union of Employers on the fourth day of July, 1957 under the title of Queensland Master Builders' Association Union of Employers and whose title was altered to Queensland Master Builders Association, Industrial Organisation of Employers on 4 February 1994 and whose registration is continued under the Industrial Relations Act 1999.

Dated 23 September 2016.



B. PARIS,  
Deputy Industrial Registrar.

**ANNEXURE 2**  
**A copy of the current rules of the Association**

## RULES OF

# QUEENSLAND MASTER BUILDERS ASSOCIATION, INDUSTRIAL ORGANISATION OF EMPLOYERS

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## **1. Nature of Organisation**

- 1.1 The Association is an organisation carried on pursuant to the Act to protect and promote its Members' interests.

## **2. Name of Organisation**

- 2.1 The Association shall be known as the "Queensland Master Builders Association, Industrial Organisation of Employers".

## **3. Registered Office**

- 3.1 The registered office of the Association shall be 417-419 Wickham Terrace, Brisbane in the State of Queensland, or such other place as the Board may decide from time to time.

## **4. Objects**

- 4.1 The objects for which the Association is established are to:

- (a) promote the interests of Members as employers in the building and construction industry in Queensland in particular, and throughout the Commonwealth of Australia and its Territories and to provide a sound financial base for such activities;
- (b) safeguard by all lawful and proper means the interest of its Members as employers in their regular business or such other activities as are ancillary to and in which they are engaged, either as principal, agent, contractor or consultant in the building and construction industry;
- (c) protect and use all lawful means for the protection of its Members as employers in carrying out any work in the building and construction industry and against injustice or oppression in the fair and proper execution and construction of works as they may undertake from time to time;
- (d) maintain and improve relations between its Members and its Members' employees and the registered organisations of such employees, manufacturers, public authorities, government and suppliers of goods, materials or services;
- (e) support a practical system for the training of apprentices and other general technical education and to encourage and preserve professional skill and to support training of its Members or the employees of its Members in new professional skills which may emerge in the building and construction industry;
- (f) maintain, review and improve standard general conditions of contracts, forms of agreement, conditions of tender and like documents and to enter into agreements with bodies, public authorities of the Commonwealth of Australia and its Territories and any State or Local Government Authority and lending institution in relation to standard form of documentation;
- (g) discuss, consider and make lawful determinations, policies and recommendations in respect of all matters affecting the building and construction industry and to collect, distribute and disseminate such information relating thereto as the Board may consider appropriate PROVIDED THAT such collection, distribution and dissemination shall not constitute a restriction of trade;
- (h) establish a Code of Conduct amongst its Members and in the relationship between its Members and those who engage their services or enter into agreements with them or members of the public generally in relation to or arising out of any building and construction works, the submission of tenders and the form thereof, written contracts and the form thereof and the methods of acceptance of tenders and publication of the same;

- (i) acquire and dispose, construct, maintain, alter, lease or sublease any building, works, plant or machinery necessary or convenient for purposes of the Association and to manage the assets of the Association in whatever form they comprise;
- (j) bring before the appropriate authority established under any law of the State any industrial dispute or claims relating to industrial matters and to enter into any agreement with any organisation of employees representing employees employed by Members in the building and construction industry to have the object of preventing or settling industrial disputes and to represent the interests generally of its Members in all sections of the building and construction industry auxiliary or special to the building and construction industry, be they Commissions, Tribunals Courts (so called by any establishing legislation), Executives, Conciliation Committees or other bodies or at conferences with organisations of other employers or employees; and
- (k) provide for the effective and timely provision of advice, products and services in or related to the building and construction industry to Members and any other entities.

## **5. Powers**

- 5.1 The Association has the power to do all such acts, deeds, matters and things to enter into and make such arrangements as are incidental or conclusive to the attainment of any of the Association's objects.

## **6. Relationship with Master Builders Australia Limited**

- 6.1 The Association is a member of Master Builders Australia Limited and must have regard to the requirements that it must satisfy as a member, pursuant to the terms of Master Builders Australia Limited's constitution, as amended from time to time.
- 6.2 If there is any inconsistency between the Association's Constitution and the constitution of Master Builders Australia Limited, the Association's Constitution will apply.
- 6.3 The Board will elect, by secret ballot from their number, an individual to be appointed as the Association's representative to the Master Builders Australia Limited Board. On appointment, the appointee must be prepared to execute and be bound by all documents that govern the nature of the relationship between the Association and Master Builders Australia Limited.

## **7. Logo**

- 7.1 The Board shall cause to be designed a logo for the use by all Members of the Association under such conditions as the Board may decide.
- 7.2 The Board may withdraw authority to use the logo on any stationery or publication by a Member or former Member which may be being used to indicate that the Member or former Member is a Member of the Association.
- 7.3 The Board may register the logo as a registered trade mark or design, the ownership of which is vested in the Association.

## **8. Members**

### ***Membership***

- 8.1 The Members of the Association are the employers (being persons, partnerships, corporations, body corporates, statutory bodies/authorities and organisations) that were members of the Association immediately prior to the end of the general meeting at which this Constitution was adopted, and such other employers (being persons, partnerships,

corporations, body corporates, statutory bodies/authorities and organisations) as the Board admits to membership in accordance with this Constitution.

- 8.2 All those employers (being persons, partnerships, corporations, body corporates, statutory bodies/authorities and organisations) that apply for membership during the period following the adoption of this Constitution by Members and the approval by the Registrar and Member of the Industrial Relations Commission, will be deemed Members of the Association on the approval of this Constitution by the Member of the Industrial Relations Commission.
- 8.3 Membership of the Association shall be unlimited in number.
- 8.4 Membership of the Association shall consist of 2 classes of membership of the Association, comprised of Voting Members and Non-Voting Members.
- 8.5 The Voting Members comprise the following categories:
- (a) Builder Member; and
  - (b) Trade Contractor Member.
- 8.6 The Non-Voting Members comprise the following categories:
- (a) Retired Members;
  - (b) Life Members;
  - (c) Associates; and
  - (d) Students.

#### ***Builder Member***

- 8.7 Builder Member means a person who holds a current contractor licence in a builder category under the Queensland Building and Construction Commission Act 1991 in the State of Queensland and has applied for and been granted membership of the Association in accordance with this Constitution.
- 8.8 An applicant admitted to membership in the class of a Builder Member shall be entitled to use the term on all correspondence and other material. All other Members may state that they are a member of the Association but not use the term 'Master Builder'.
- 8.9 At the date of adoption of this Constitution, all persons, partnerships, corporations, body corporates, statutory bodies/authorities and organisations that were Master Builder members of the Association immediately prior to the end of the general meeting at which this Constitution was adopted will become Builder Members.

#### ***Trade Contractor Member***

- 8.10 A Trade Contractor Member means a person who holds a licence under the Queensland Building and Construction Commission Act 1991 in the State of Queensland and carries out work within the building and construction industry in the State of Queensland and has applied for and been granted membership of the Association in accordance with this Constitution.
- 8.11 At the date of adoption of this Constitution, all persons, partnerships, corporations, body corporates, statutory bodies/authorities and organisations that were Contractor Members of the Association immediately prior to the end of the general meeting at which this Constitution was adopted will become Trade Contractor Members.

#### ***Retired Member***

- 8.12 Retired Member means an individual who is not currently active in the building and construction industry and is no longer commencing any new projects, and has applied to have their Builder Member or Trade Contractor Member status changed, after complying with the process as determined by the Board from time to time and been granted membership in accordance with this Constitution.

### ***Life Member***

- 8.13 Life Member means an individual who has given exceptional service to the Association or building and construction industry and is elected to that position, after complying with the process as determined by the Board from time to time and been granted membership in accordance with this Constitution.

### ***Associates Member***

- 8.14 Associates Member means a person who is ineligible for membership of the Association, but whose activities are associated with the work carried on by Voting Members (including a principal or a member of a building and construction industry profession or trade or professional consultant), who has applied for and been granted membership of the Association in accordance with this Constitution.

### ***Student Member***

- 8.15 Student Member means an individual who is undertaking an apprenticeship, training course or study in a field which will qualify or equip such person to become a Builder Member or Trade Contractor Member, and has applied for and been granted membership of the Association in accordance with this Constitution.

### ***Eligibility for Membership***

- 8.16 Membership is open to any person who:
- (a) demonstrates to the satisfaction of the Board that he or she is supportive of or has a bona fide interest in the achievement of the objects of the Association;
  - (b) demonstrates the standard of behaviour expected of a person to retain the licence held by the applicant (which licence enables the person to be eligible for membership to the Association);
  - (c) reads the Code of Conduct, and declares in writing that they agree to be bound by the Code of Conduct and Constitution;
  - (d) completes, signs and lodges an Application for Membership and lodges it with the Secretary of the Association, together with such other supporting information as may be required by the Board;
  - (e) pays the Entrance Fee and Membership Fee, if any, which has been prescribed by the Board to be paid at the time of lodging the Application for Membership; and
  - (f) is accepted to membership by the Board.

### ***How Application for Membership must be dealt with***

- 8.17 In respect of each application for membership duly made in accordance with this Constitution:
- (a) the Secretary must provide the Application for Membership to the Board promptly after receipt of the application;
  - (b) the Board or its duly authorised delegate must consider the Application for Membership promptly;
  - (c) if the Application for Membership is accepted, the applicant must be admitted forthwith as a Member and the Secretary must:
    - (i) notify the applicant in writing of the admission to membership and the class and category, if any, of that membership; and
    - (ii) issue a receipt for the Membership Fee paid by the Member; and
    - (iii) notify the applicant in writing of their financial obligations;
    - (iv) notify the applicant in writing how they may resign from membership; and
    - (v) cause the required details to be entered in the Register of Members;

- (d) if the Application for Membership is rejected due to the applicant not meeting the membership criteria:
  - (i) the Secretary must notify the applicant in writing of the rejection of the application; and
  - (ii) the Secretary must refund in full the Membership Fee paid with the application.

### **Members' obligations and rights**

- 8.18 The Members agree to be bound by the provisions of this Constitution and the Code of Conduct.
- 8.19 For so long as a Member abides by the provisions of this Constitution, the Member will enjoy *the rights and privileges of membership under the Act, this Constitution and the By-Laws.*
- 8.20 Voting Members have the rights to:
  - (a) receive notices of, attend and be heard at any general meeting;
  - (b) cast one (1) vote per Membership Fee in person or by proxy at any properly convened general meeting of Members;
  - (c) cast one (1) vote per Membership Fee in any properly held postal ballot; and
  - (d) subject to the requirements set out in this Constitution, hold an Office role within the Association.
- 8.21 Non-Voting Members may:
  - (a) receive notices of, attend and be heard at any general meeting, but may not vote on any matter;
  - (b) not vote in any properly held postal ballot;
  - (c) not be elected to the MB Electoral College;
  - (d) be elected to the Division Committees of Management;
  - (e) subject to the requirements set out in this Constitution, be elected as committee members on the Housing Sector Committee and/or Construction Sector Committee; and
  - (f) subject to the requirements set out in this Constitution be elected as Additional Directors. During the tenure of a Non-Voting Member's role as Additional Director, the membership status of the individual will be elevated to that of a Voting Member and the individual will have all the rights of a Voting Member during that period. Immediately an Additional Director ceases to hold Management Office, the membership status of that individual will revert to that of a Non-Voting Member.

### **Membership fees**

- 8.22 Each Member must pay the Entrance Fee and Membership Fee at the time or times and in the manner prescribed by the Board.
- 8.23 For the purpose of calculating the Entrance Fee and Membership Fee payable by a Member a Member shall include the holding company of a corporation and all corporations that are subsidiaries of the holding company including trustee companies, unit trusts and discretionary trusts
- 8.24 If a Member's Membership Fee or any part of it remains unpaid for thirty (30) days after it becomes payable, the Board may give the Member a notice of default:
  - (a) requiring the Member to pay the unpaid Membership Fee within the time determined by the Board and specified in the notice; and

- (b) informing the Member that his or her rights as a Member (under this Constitution or otherwise) may be suspended and he or she may be removed from membership if the Membership Fee remains unpaid within the time specified in the notice.
- 8.25 If a Member's Membership Fee or any part of it remains unpaid after the time specified in a notice given to the Member under clause 8.24, the Board may, in its absolute discretion and without any further recourse to the Member, suspend the Member's rights as a Member (under this Constitution or otherwise) until such time as the Member has paid all arrears of Membership Fees.
- 8.26 A Member who resigns or is removed from Membership or otherwise ceases to be a Member is not entitled to any refund of any Entrance Fee paid by that Member.

### ***Other fees for services***

- 8.27 If a Member requires the Association to provide any specific and specialised service outside the scope of services provided to the class and category of membership that the Member holds, that fee will become due and payable by the Member. If the fee or any part of it remains unpaid for thirty (30) days after it becomes payable, the Board may give the Member a notice of default under clause 8.24 and all provisions of this Constitution that relate to the recovery of Membership Fees including any consequences of non-payment will apply as if the words 'Membership Fees' were substituted with the word 'fees'.

### ***Levies***

- 8.28 On the recommendation of the Board, the Association in a Special General Meeting may impose such levies or other contributions upon Members as are deemed advisable for the purpose of meeting any special expenditure by the Association on account of any legal proceedings, trade disputes, or other claims on expenditure outside of the ordinary working expenses. Such levies or contributions shall be due and payable within thirty (30) days of notification to Members of the decision to impose the same and such levies or contributions may be recovered in the same manner as this Constitution provides for the recovery of Membership Fees.

### ***Resignation from membership***

- 8.29 A Member may resign from membership by giving written notice to the Secretary or otherwise in accordance with the Act.
- 8.30 A Member's resignation takes effect at the time the notice is given to the Secretary or such later date as may be specified in the notice.
- 8.31 A Member's liability for any fees, subscriptions or other moneys in arrears at the date of resignation continues until discharged by payment.

### ***Removal from membership***

- 8.32 Subject to clause 8.33, if a Member:
- (a) fails to comply with any of the provisions of this Constitution and/or the Code of Conduct; and/or
  - (b) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association; and/ or
  - (c) shows behaviour which is causing or has caused, or is likely to cause harm to the Association; and/or
  - (d) has Membership Fees in arrears for a period of two (2) months or more following the giving of a notice to that Member under clause 8.24,
- the Member's membership may be suspended by the Board at a Board meeting duly convened and held, until a determination is made regarding the removal of the Member from membership by ordinary resolution of the Board.



- 8.33 A Member who has been suspended by the Board pursuant to clause 8.32(a)-(c), may only have their membership terminated if:
- (a) the Board has first given at least two (2) months' written notice to the Member which:
    - (i) states the intention to terminate the Member's membership;
    - (ii) sets out the grounds of the intended termination;
    - (iii) invites the Member to provide to the Board any written representations which the Member wishes to be put to the Board meeting;
    - (iv) specifies the time by which such written representations must be received;
  - (b) the Board is provided with a copy of the Member's written representations (unless the written representations were not provided by the Member in time to be included, in which case the written representations have, if required by the Member, been read out at the meeting);
  - (c) whether or not the Member has provided written representations, the Member has been given a full and fair opportunity to address the Board at its meeting; and
  - (d) an ordinary resolution is passed by the Board, confirming the removal of the Member's membership.
- 8.34 If the Board does not pass an ordinary resolution to remove the Member's membership, that Member will have their membership reinstated and will enjoy all rights and privileges of membership of the Association.

#### ***Other cessation of membership***

- 8.35 A Member otherwise ceases to be a Member immediately and the CEO will remove such member from the Register of Members and advise any such Member, if the Member:
- (a) fails to pay the Membership Fee;
  - (b) has their licence issued under the Queensland Building and Construction Commission Act 1991 cancelled;
  - (c) becomes of unsound mind or an individual whose property is liable to be dealt with under a law regarding mental health;
  - (d) is a partnership, and the partnership is dissolved;
  - (e) is an unincorporated body, and that unincorporated body is undissolved;
  - (f) dies;
  - (g) is convicted of an indictable offence under the Act; and
  - (h) becomes prohibited from being a Member by reason of the Act, any order made under the Act or otherwise at law.

## **9. Registers**

### ***Register of Members***

- 9.1 A Register of Members must be kept in accordance with the Act.
- 9.2 The following details must be entered and kept current in the Register of Members in respect of each Member:
- (a) the Member's full name, business address, residential address, postal address, telephone number and e-mail address;
  - (b) the date of admission to and cessation of membership;
  - (c) the class of membership;
  - (d) the category, if any, of membership; and

(e) such other information as the Board requires.

9.3 Each Member is responsible for notifying the Secretary of any change in that Member's name, residential address, postal address, telephone number or e-mail address and/or updating the details noted in the Register of Members (by updating an electronic database if one is available).

### ***Register of Officers***

9.4 A Register of Officers must be kept in accordance with the Act.

9.5 The following details must be entered and kept current in the Register of Officers in respect of each individual who held Office during the whole or part of the year for which the register is kept:

- (a) the individual's full name, residential address, postal address, telephone number and e-mail address;
- (b) each office the individual holds or held;
- (c) the day the individual was elected or appointed to each office; and
- (d) if an individual ceased or ceases to hold an office, the day the office holding ceased or ceases.

9.6 Each Officer is responsible for notifying the Secretary of any change in that Officer's name, residential address, postal address, telephone number or e-mail address and/or updating the details noted in the Register of Officers (by updating an electronic database if one is available).

## **10. General meetings**

### ***Annual General Meetings***

10.1 The Annual General Meeting of the Association shall take place on the third Tuesday in the month of October in each year unless that date in any year is a public holiday and/or the Board determines that it is in the best interests of the Association to hold the Annual General Meeting on another date. If that occurs, then the Annual General Meeting shall take place as near to the third Tuesday in the month of October as the Board determines.

10.2 At the Annual General Meeting, no business may be transacted other than the following (unless a Member has submitted items of business for consideration and the Board has approved such business and Members receive notice of that business under clause 10.9):

- (a) the receipt and consideration of the accounts;
- (b) reports of the Board;
- (c) auditors report;
- (d) any other business which the Act requires to be transacted at an Annual General Meeting; and
- (e) the President's report on the Association's activities during the preceding year.

10.3 Notice of an Annual General Meeting must be given in accordance with clauses 10.9 and 10.10.

### ***Special General Meetings***

10.4 Special General Meeting of the Members of the Association shall be called by the Secretary:

- (a) by virtue of a resolution of the Board;
- (b) on receipt of a written request signed by at least fifteen (15) MB Electoral College members;

- (c) on receipt of a written request signed by at least fifteen (15) Voting Members duly signed by each of the Voting Members requesting the meeting and clearly setting forth the subject to be discussed at such Special General Meeting;
- 10.5 A Special General Meeting shall deal only with such special business for which it has been called.
- 10.6 Notice of a Special General Meeting must be given in accordance with clauses 10.9 and 10.10.

### ***Calling of general meetings***

- 10.7 General meetings of the Association may be called and held at the times and places and in the manner determined by the Board.
- 10.8 The Association must provide reasonable means by which Members have an adequate opportunity to raise with the Board concerns about the governance of the Association.

### ***Notice of general meetings***

- 10.9 Notice of every general meeting must be given to every Member, Director and the auditor for the time being of the Association. No other person is entitled to receive notices of general meetings.
- 10.10 Notice of a general meeting:
- (a) must be given not less than twenty-eight (28) days prior to the meeting;
  - (b) may be given via newsletters, magazines, by advertisements in one daily newspaper circulated generally throughout the State of Queensland, by mail, or by email; and
  - (c) must specify:
    - (i) the place, the date and the time of the meeting;
    - (ii) if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this;
    - (iii) the general nature of the business to be transacted;
    - (iv) if it is proposed to move a special resolution at the meeting, the intention to propose the special resolution and the resolution; and
    - (v) any other matters required by the Act.
- 10.11 The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

### ***Business at general meetings***

- 10.12 Except as permitted by the Act or with the approval of the Board, no person may move at any general meeting any business of which notice has not been given under clause 10.10.
- 10.13 No subject upon which a decision has been arrived at shall be reintroduced within three (3) calendar months immediately following such decision unless circumstances have occurred which render such earlier decisions contrary to the interests of the Association and its objects.

### ***Quorum at general meetings***

- 10.14 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 10.15 A quorum for the purposes of all general meetings is fifteen (15) Voting Members.
- 10.16 For the purpose of calculation of a quorum, Voting Members must be regarded as present whether present personally or by proxy.

- 10.17 If a quorum is not present within thirty (30) minutes from the time appointed for the meeting or a longer period allowed by the Chairperson:
- (a) if the meeting was called or requisitioned by Voting Members, it must be dissolved; or
  - (b) in any other case, it must be adjourned to the same day in the next week at the same time and place, or to another day, time and place determined by the Board.
- 10.18 Notwithstanding any other provision of this Constitution, if a general meeting is adjourned under sub-clause 10.17(b):
- (a) not less than five (5) days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting;
  - (b) a quorum for the purpose of the adjourned meeting is three (3); and
  - (c) if a quorum is not present within thirty (30) minutes after the time appointed for the adjourned meeting, the meeting must be dissolved.

### ***Attendance at general meetings***

- 10.19 A person, whether or not a Member, who is invited or requested by the Board to attend a general meeting is entitled to attend that general meeting.

### ***Adjournment of general meetings***

- 10.20 The Chairperson of any general meeting at which a quorum is present may, with the consent of the meeting, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 10.21 The only business that may be transacted at any adjourned general meeting is the business left unfinished at the meeting from which the adjournment took place.
- 10.22 When a general meeting is adjourned under clause 10.20 for thirty (30) days or more notice of the adjourned meeting must be given in the same manner as in the case of an original meeting.
- 10.23 When a general meeting is adjourned under clause 10.20 for less than thirty (30) days, it is not necessary to give a further notice of the adjourned meeting.

### ***Cancellation of general meetings***

- 10.24 The Board may cancel or postpone any general meeting (other than a meeting which has been called or requisitioned by Voting Members) at any time prior to the date on which it is to be held.
- 10.25 If a general meeting has been cancelled or postponed, notice of the cancellation or postponement must be given in the same manner as in the case of the original meeting.

### ***Chairperson of general meetings***

- 10.26 The President is entitled to chair every general meeting.
- 10.27 The Directors present at a general meeting must elect one (1) of the Directors present to chair the meeting if any of the following apply:
- (a) there is not then a President;
  - (b) the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
  - (c) the President is not willing to act.
- 10.28 The Voting Members present at a general meeting must elect one (1) of the Voting Members present to chair the meeting if the Chairperson appointed by the Directors is not willing to act.

- 10.29 Except as provided by the Act, the order of business and general conduct of each general meeting and the procedures to be adopted at the meeting are as determined by the Chairperson, whose decision is final.
- 10.30 The Chairperson of a general meeting may, in his or her discretion, refuse admission to, or expel from, the meeting any person:
- (a) using a recording device;
  - (b) in possession of a placard or banner;
  - (c) in possession of an object considered by the Chairperson to be dangerous, offensive or liable to cause disruption;
  - (d) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
  - (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner;
  - (f) whose conduct, in the reasonable opinion of the Chairperson, is inappropriate; or
  - (g) who is not a Member, Director or auditor of the Association.

## **11. Voting at general meetings**

### ***Voting Rules***

- 11.1 At all meetings of the Association the Representative of a Builder Member or an individual Builder Member shall be entitled to one (1) vote per Membership Fee paid.
- 11.2 At all meetings of the Association the Representative of a Trade Contractor Member or an individual Trade Contractor Member shall be entitled to one (1) vote per Membership Fee paid.
- 11.3 At all meetings of the Association, Voting Members may appoint a representative in writing to vote by proxy on any specific matter on the agenda.
- 11.4 The Chairperson of a general meeting is not entitled to a second or casting vote on any resolution, whether by show of hands or on a poll.

### ***Show of hands***

- 11.5 At a general meeting, a resolution put to the vote of the meeting, must be decided by a majority vote of the Members present or represented and entitled to vote at the meeting on a show of hands unless a poll is demanded in accordance with clause 11.8. If the votes are equal, the question is decided in the negative.
- 11.6 For the avoidance of doubt, on a show of hands a Member may not vote by proxy.
- 11.7 If a poll is not duly demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### ***Poll***

- 11.8 A poll may be demanded in respect of a resolution at a general meeting by:
- (a) at least five (5) Members entitled to vote on the resolution; or
  - (b) the Chairperson.
- 11.9 A poll may be demanded in respect of a resolution at a general meeting:
- (a) before the vote on that resolution is taken; or

- (b) before the voting result on a show of hands is declared.
- 11.10 Every Member present in person or by proxy has:
  - (a) the right to join in the demand for a poll; and
  - (b) one (1) vote in the poll per Membership Fee paid.
- 11.11 The demand for a poll may be withdrawn.
- 11.12 If a poll is duly demanded, it must be:
  - (a) secret;
  - (b) taken in the manner directed by the Chairperson;
  - (c) on a question of adjournment, taken immediately;
  - (d) on any other question, taken either at once or after an interval or adjournment or otherwise as directed by the Chairperson and does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll is demanded.
- 11.13 In the case of any dispute as to the admission or rejection of a vote, the Chairperson's determination in respect of the dispute is final.
- 11.14 The result of the poll is the resolution that was adopted at the meeting at which the poll is demanded.

### ***Postal ballot***

- 11.15 Notwithstanding any other provision of this Constitution, to the extent permitted by law, a resolution of the Members decided by postal ballot conducted in accordance with this Constitution is as valid and effective as if it had been passed at a general meeting duly called and constituted.
- 11.16 Without limiting the purposes for which the Board may conduct a postal ballot amongst the Members, a postal ballot must be held for the election of the MB Electoral College and Divisional Representatives.
- 11.17 All postal ballots must be held in such a manner as to provide a reasonable opportunity for the Members to cast a vote and otherwise in the manner prescribed from time to time by the Board.
- 11.18 A postal ballot may be held by any means provided under the Act.

### ***Proxies***

- 11.19 A Member entitled to vote at a general meeting may appoint one (1) Voting Member as his or her proxy, to attend and vote in his or her place at a general meeting.
- 11.20 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Member appointing the proxy.
- 11.21 A person attending a general meeting as proxy has all the rights and powers of the relevant Member, except where expressly stated to the contrary in:
  - (a) the document appointing the proxy; or
  - (b) this Constitution.
- 11.22 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.
- 11.23 A document appointing a proxy is valid at any adjournment of a meeting to which the proxy relates, unless otherwise specified in the document.

- 11.24 A document appointing a proxy may appoint the proxy for a period of up to one (1) year, for all or stipulated general meetings during that period.
- 11.25 A document appointing a proxy is invalid unless the document appointing the proxy is received by the Association:
- (a) at the Association's registered office (or other address, facsimile number or electronic address specified for that purpose in the notice convening the meeting); and
  - (b) at least twenty-four (24) hours (or lesser period specified in the notice convening the meeting) before the time for holding the meeting or adjourned meeting at which the proxy is proposed to vote.
- 11.26 A vote made under a proxy is valid despite any of the following facts, unless the Association receives written notice of the fact before the commencement of the meeting at which the vote is cast the:
- (a) Member has died;
  - (b) Member has become mentally unfit to vote;
  - (c) proxy or authority under which the proxy was signed has been revoked.
- 11.27 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

## **12. Members' Representatives**

- 12.1 Members that are organisations must appoint an individual as a Representative to exercise all or any of the powers of the Member under this Constitution or the Act or otherwise at law.
- 12.2 The following Members may appoint more than one (1) Representative but only one (1) Representative may exercise the Member's powers at any one time:
- (a) in the case of a partnership admitted to membership such partnership shall be entitled to appoint two (2) Representatives to represent the Member in any matter in which the Member would be entitled to attend and exercise its rights as a Member; and
  - (b) in the case of a company or other body admitted to membership such company or other body shall be entitled to appoint three (3) Representatives to represent the Member in any matter in which the Member would be entitled to attend and exercise its rights as Member.
- 12.3 The exercise of powers extends to limiting only one (1) Representative to be elected to the MB Electoral College to represent that Member's interest. That is, if a Member appoints more than one (1) Representative, and more than one (1) Representative seeks to be elected to the MB Electoral College, a first past the post rule will apply and only one (1) Representative may be elected to represent that Member's interests.
- 12.4 An application must be forwarded to the CEO seeking the appointment of such Representative or Representatives. An individual nominated shall be a director, member, or executive member of the company, firm, partnership or body which he/she is to represent as the case may be and the appointment of such Representative/s shall be approved by the Board before such Representative/s shall be entitled to exercise any rights or privileges as such Representative/s.
- 12.5 The appointment of a Representative/s may be a standing one.
- 12.6 The appointment may set out restrictions on a Representative/s powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

- 12.7 Unless otherwise specified in the appointment, the Representative may exercise, on the Member's behalf, all of the powers that the Member could exercise at a meeting or in voting on a resolution.
- 12.8 Representatives of Members appointed under this clause shall be subject to the same disciplinary procedures as Members. The Board will have the power to determine that an individual is not eligible to be a Representative of a Member.
- 12.9 The persons who, at the date of adoption of this Constitution appear in the Register of Members as Representatives shall be deemed to be Representatives of the Members that they represent.
- 12.10 The individuals who are nominated as Representatives by employers applying for membership during the period between following the adoption of this Constitution by Members and the approval by the Registrar and Member of the Industrial Relations Commission, will be deemed to be Representatives of the Members that they represent on the approval of this Constitution by the Registrar.

## **13. Board**

### ***Duties owed by Directors***

- 13.1 The Directors are subject to and must comply with duties owed at law, including but not limited to the duties prescribed by the Act and this Constitution.

### ***Number of Directors***

- 13.2 The number of Directors must be not less than six (6) and not more than eight (8) individuals elected from the members of the MB Electoral College, with an option to elect Additional Directors.
- 13.3 If the number of Directors is reduced below the minimum number prescribed by this Constitution, the continuing Director or Directors may act only:
- (a) in the event of offices being vacated, to appoint individuals subject to the casual vacancy requirements;
  - (b) in the event of office roles not being filled on an election process, to require the MB Electoral College to elect additional Directors to the minimum number prescribed by this Constitution; or
  - (c) to convene a general meeting.
- 13.4 The Board must comprise:
- (a) the President;
  - (b) the Chairperson of the Housing Sector Committee;
  - (c) the Chairperson of the Construction Sector Committee;
  - (d) at least two (2) and no more than five (5) members from the Greater Brisbane Region; and
  - (e) at least two (2) and no more than five (5) members from the Divisions.
- 13.5 The Association may, by ordinary resolution, increase the maximum number of Directors.

### ***Invitees of the Board***

- 13.6 The Board may in its absolute discretion invite any persons to attend and speak at Board meetings. Such persons are not Directors, are not counted in the quorum of Directors and are not entitled to vote at Board meetings.



## **Director Eligibility**

- 13.7 The following Eligibility Criteria must be satisfied before an individual is eligible for election as a Director:
- (a) the individual is a Member or Member's Representative;
  - (b) the individual is elected to the MB Electoral College (unless it is the election of an Additional Director);
  - (c) the composition requirements under clause 13.4 are satisfied;
  - (d) upon appointment as a Director, he/she will resign as an employee of the Association or of any related entity employing staff of the Association; and
  - (e) one of the following applies:
    - (i) the individual has served less than three (3) consecutive terms of office as a Director; or
    - (ii) if an individual has already served the maximum number of consecutive terms of office, at least one (1) term of office has elapsed since their last appointment (making an individual eligible to serve as a Director for a further three (3) consecutive terms of office as a Director); and
  - (f) the individual is not prohibited under this Constitution or by law from being appointed to Office of the Association.
- 13.8 A Director must notify the Board if any circumstances arise which have the potential to impact upon their eligibility to continue as a Director.

## **Election of Directors**

- 13.9 Directors, other than Additional Directors, are elected by the MB Electoral College as follows:
- (a) any Member elected to the MB Electoral College may nominate to be elected as a Director;
  - (b) the Returning Officer must call for nominations from the MB Electoral College candidates at least fourteen (14) days before the Annual General Meeting;
  - (c) the nomination must be:
    - (i) in the form prescribed by the Board;
    - (ii) signed by the nominee; andgiven to the Returning Officer in the manner and within the time prescribed by the Returning Officer;
  - (d) if the number of candidates who are eligible for election in accordance with the Eligibility Criteria is less than or equal to the number of vacancies, the candidates are automatically elected as Directors from the close of the MB Electoral College Meeting immediately following the Annual General Meeting;
  - (e) if the number of candidates who are eligible for election in accordance with the Eligibility Criteria is less than the number of vacancies, and/or no nominations are received, then the Returning Officer may call for nominations to be provided in writing, in a form approved by the Board, at the MB Electoral College meeting. If the number of candidates is equal to the number of vacancies, the individuals will be automatically elected as Directors from the close of the meeting. If, however, the number of nominations received is more than the number of vacancies, then the MB Electoral College must hold a secret ballot in accordance with the process set out in (f) below;
  - (f) if the number of candidates who are eligible for election in accordance with the Eligibility Criteria is more than the number of vacancies:

- (i) a list of the names of all candidates who are eligible for election in accordance with the Eligibility Criteria, must be provided to all members of the MB Electoral College at its meeting;
  - (ii) unless a MB Electoral College member appoints a proxy and directs how that proxy is to be exercised, the Chairperson will be automatically appointed to exercise any proxy votes received from MB Electoral College members who are unable to vote in person;
  - (iii) the MB Electoral College must hold a secret ballot for the election of Directors at the MB Electoral College meeting;
  - (iv) the method of voting and deciding the result of the ballot shall be a first past the post system;
  - (v) in the event of an equality of votes, the matter must be determined by the drawing of lots;
  - (vi) an individual elected shall not be eligible to be elected in more than one capacity and once elected the Returning Officer will remove the candidate from the election for other positions;
  - (vii) each candidate may appoint one (1) scrutineer who may carry out the duties and functions set out in clauses 13.15 to 13.18;
  - (viii) each member of the MB Electoral College who is eligible to vote may vote for such number of candidates as there are vacant positions of Directors;
- (g) at the meeting, the Returning Officer must announce which individuals have been elected as Directors under this clause.

### ***Proxy votes***

- 13.10 A MB Electoral College member may appoint another MB Electoral College member as proxy to attend and vote in his or her place.
- 13.11 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the MB Electoral College member appointing the proxy.
- 13.12 If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy is not entitled to vote on the resolution except in the manner specified in the document.
- 13.13 A document appointing a proxy is invalid unless the document appointing the proxy is received by the Returning Officer no later than twenty-four (24) hours (or lesser period specified in the notice convening the meeting) before the time for holding the meeting or adjourned meeting at which the proxy is proposed to vote.
- 13.14 A vote made under a proxy is valid despite any of the following facts, unless the Returning Officer receives written notice of the fact before the commencement of the meeting at which the vote is cast the:
- (a) MB Electoral College member has died;
  - (b) MB Electoral College member has become mentally unfit to vote;
  - (c) proxy or authority under which the proxy was signed has been revoked.

### ***Scrutineers' rights and functions***

- 13.15 Before votes are counted, a scrutineer may advise the Returning Officer that the scrutineer considers an error has been made in conducting the ballot.
- 13.16 If a scrutineer objects under clause 13.15, the Returning Officer must:
- (a) decide whether the error has been made; and
  - (b) if appropriate, direct action to correct or mitigate the error.

- 13.17 When votes are counted, a scrutineer may:
- (a) object to a ballot paper being admitted as formal or rejected as informal by the Returning Officer; or
  - (b) advise the Returning Officer that the scrutineer considers an error has been made in conducting the ballot or counting votes.
- 13.18 If a scrutineer objects under clause 13.17, the Returning Officer must:
- (a) decide whether the ballot paper is to be admitted or rejected; and
  - (b) note the decision on the ballot paper and initial the note.

### ***Election of Additional Directors***

- 13.19 The Board will provide a recommendation to the MB Electoral College as to a candidate's suitability for election as an Additional Director.
- 13.20 If the recommendation is for the election of a Non-Voting Member, the recommendation should:
- (a) address the candidate's suitability including as to character;
  - (b) provide details as to candidate's qualifications and experience;
  - (c) address how the candidate's appointment will assist the Board in discharging its obligations under this Constitution.
- 13.21 Once an ordinary resolution is passed by the MB Electoral College, the candidate will be elected to the Board.

### ***Committee role***

- 13.22 Nothing prohibits an individual who is elected as a Director from being appointed as a Committee member.

### ***Term***

- 13.23 Each Director will serve for a term of approximately three (3) years commencing from the close of the MB Electoral College meeting at which the Director was elected, but is eligible for re-election as a Director if not then disqualified by this Constitution or the Act from being re-elected.
- 13.24 The maximum term that a director may serve as a Director is nine (9) years made up of 3 + 3 + 3 year terms.

### ***Resignation from office***

- 13.25 A Director may resign from office by giving written notice to the Chairperson of the Board and/or Secretary.
- 13.26 A Director's resignation takes effect at the time the notice is given to the Chairperson of the Board and/or Secretary or such later date as may be specified in the notice.

### ***Removal from office***

- 13.27 The MB Electoral College may, by ordinary resolution, remove any Director from office, in circumstances where:
- (a) the Director ceases to meet the Eligibility Criteria; or
  - (b) has been found guilty by the MB Electoral College of:
    - (i) misappropriation of the organisation's property; or
    - (ii) a substantial contravention of the rules; or
    - (iii) gross misbehaviour or gross neglect of duty in the office.

- 13.28 At any meeting of the MB Electoral College at which it is proposed to remove a Director under clause 13.27, the Director must be given the opportunity to present his or her case, orally or in writing or by both of those means.
- 13.29 There is no right of appeal from any decision made by the MB Electoral College.
- 13.30 A Director who is removed under clause 13.27 retains office until the dissolution or adjournment of the meeting at which the Director is removed.
- 13.31 The MB Electoral College may, by ordinary resolution, appoint an individual to take the place of the Director who has been removed under clause 13.27.
- 13.32 The term of appointment of a Director appointed under clause 13.31 continues until the annual Electoral College meeting at which the individual who was removed from office would have been required to retire pursuant to this Constitution if he or she had not been removed.

### ***Vacation of office***

- 13.33 The office of a Director becomes vacant if the Director:
- (a) becomes prohibited from being a director of the Association by reason of the Act, any order made under the Act or otherwise at law;
  - (b) becomes of unsound mind or an individual whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (c) ceases to be a Member or a Member's Representative;
  - (d) becomes an employee of the Association or any related entity employing staff of the Association;
  - (e) fails to pay any debt outstanding to the Association and that debt remains due and owing to the Association for a period exceeding thirty (30) days and the Secretary has issued a further notice in writing to the Director advising that the debt is payable within thirty (30) days and if it has not been paid by the end of that thirty (30) day period then the Director's office will become vacant;
  - (f) fails to attend three (3) consecutive meetings without leave of absence from the Board (which would amount to a gross neglect of duty under clause 13.27);
  - (g) the director misses a total of five meetings in any one year without adequate reason given in writing to the Board (which would amount to a gross neglect of duty under clause 13.27);
  - (h) the MB Electoral College resolves that the office of that Director be vacated under clause 13.27.

### ***Casual vacancies***

- 13.34 Subject to clause 13.36, if a casual vacancy arises in relation to a Director, the Board may appoint an individual who is eligible for appointment in accordance with the Eligibility Criteria as Director to fill the casual vacancy until the next meeting of the MB Electoral College.
- 13.35 The appointment of Directors at the next meeting of the MB Electoral College must include the appointment of an individual to fill the vacancy. Any individual appointed under clause 13.34 is eligible as a candidate in that election if not then disqualified by this Constitution or the Act.
- 13.36 Notwithstanding anything to the contrary in this Constitution, a casual vacancy may not be filled other than by election by the MB Electoral College, if the unexpired part of the term of the office is longer than the greater of:-
- (a) one (1) year; or
  - (b) three-quarters (3/4) of the term of office,
- which, whilst three (3) year terms remain, will require that a casual vacancy that arises within nine (9) months of an election, to be filled by calling for an election carried out by the MB

Electoral College, and in circumstances where a casual vacancy arises after nine (9) months from election, the Board may appoint an individual.

- 13.37 The term of appointment of a Director appointed or elected continues until the meeting at which the individual who vacated office early would have been required to retire pursuant to this Constitution if he or she had not vacated office early.

## **14. Board may appoint Independent Advisors**

14.1 The Board may appoint Independent Advisors, who must demonstrate that they support the objects of the Association, to assist the Board in carrying out their duties and functions.

14.2 Appointment of Independent Advisors must be made on the basis that appointees are of suitable character, appropriately qualified and sufficiently experienced.

14.3 An Independent Advisor:

- (a) need not be a Member of the Association;
- (b) will not be an officer under the Act;
- (c) has no voting power;
- (d) will serve for a term to be agreed by a majority of the Board;
- (e) may be removed on a majority vote of the Board, and will have no ground to appeal their removal by the Board.

## **15. Powers of the Board**

15.1 The governance of the Association is the responsibility of the Board duly appointed under and in accordance with this Constitution.

15.2 The Board may exercise all the powers of the Association which are not, by the Act or by this Constitution, required to be exercised by the Association in general meeting.

15.3 The President must give notice of the existence or likelihood of industrial disputes in the way required by the Act.

15.4 If the Association holds or owns membership, shares or other interests in another body corporate, trust or other entity, the Board, CEO and/or their delegates may exercise any and all voting rights conferred by the membership, shares or interests in any manner it considers fit.

## **16. Board meetings**

### ***Convening of Board meetings***

16.1 Subject to the provisions of the Act and this Constitution, the Board may meet for the dispatch of business and regulate its meetings as it thinks fit.

16.2 The Board must meet at least nine (9) times in each financial year.

16.3 Any two or more Directors may request the President and/or Secretary to convene a Board meeting at any time and the President and/or Secretary must comply with such request.

### ***Notice of Board meetings***

16.4 Notice of each Board meeting requested under clause 16.3 must be given to each Director at least three (3) days before the meeting or otherwise as determined by the Board, except all Directors may waive in writing the required period of notice for a particular meeting.

16.5 Notice of Board meeting may be given to a Director by:

- (a) mail or delivery to the usual place of residence of the Director; or

- (b) mail, delivery, facsimile transmission or e-mail to any other address, facsimile number or e-mail address given by the Director to the Secretary for that purpose (unless and until the Director informs the Secretary that he or she may not be contacted at that other address, facsimile number or e-mail address).

### ***Mode of Board meetings***

- 16.6 A Board meeting may be called or held using any technology consented to by all Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable time before the meeting.

### ***Quorum at Board meetings***

- 16.7 A quorum for the purposes of a Board meeting is half the number of Directors then on the Board, plus one (1).
- 16.8 If a quorum is not present within thirty (30) minutes from the time appointed for a Board meeting or a longer period allowed by the Chairperson:
- (a) the meeting must be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chairperson may determine; and
  - (b) if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting lapses.

### ***Voting at Board meetings***

- 16.9 Questions arising at a Board meeting must be decided by a majority vote (rounded up to the nearest whole number) of Directors present and voting. If the votes are equal, the question is decided in the negative.
- 16.10 The Chairperson does not have a second or casting vote at Board meetings.

### ***Minutes***

- 16.11 The Board must cause minutes of all proceedings (except resolutions in writing treated as determinations of the Board) of meetings of the Board to be signed by the chairperson of the meeting at which the proceedings took place, or by the chairperson of the next succeeding meeting, PROVIDED ALWAYS that the minutes are entered within one (1) month after the relevant meeting is held, in books kept for the purpose.

### ***Resolution in writing***

- 16.12 The Directors may pass a resolution in writing without holding a meeting if the following conditions are met:
- (a) all Directors who are entitled to vote on the resolution are provided with a copy of the resolution;
  - (b) reasonable attempts have been made to contact all Directors to obtain their response;
  - (c) at least 80% of all Directors (excluding Directors who have been given leave of absence) sign the document or documents or identical copies of it or them; and
  - (d) a copy of any resolution passed in writing is provided to those Directors who did not respond.
- 16.13 A resolution in writing may consist of several documents in like form, including facsimile and email copies, each signed by one or more Directors and the resolution takes effect on the latest date on which a Director signs one of the documents.
- 16.14 For the purpose of this clause, a resolution bearing an electronic copy of a signature is deemed to be signed.

- 16.15 The resolution will be valid and effectual as if it had been passed at a Board meeting duly convened and held.

## **17. Transitional Board**

### ***Appointment and composition of Transitional Board***

- 17.1 The Transitional Board are the individuals who sat on the Executive (including the President) at the date of adoption of this Constitution, who will be appointed on an interim basis to carry out the role of the Board.

### ***Transitional provisions for Transitional Board***

- 17.2 The individuals on the Transitional Board will hold office until they are required to retire under this rule. The Transitional Board members must retire at the time that they would have been required to do so had this Constitution not been adopted.
- 17.3 Notwithstanding anything to the contrary, for so long as a Transitional Board member sits on the Transitional Board, that Transitional Board member is deemed to be elected until such time as they are required to resign under this clause, and the members will not vote to elect that individual to the role of Director.

## **18. MB Electoral College**

### ***MB Electoral College election***

- 18.1 All members of the MB Electoral College must be elected by the Members by secret postal ballot via the Direct Voting System.
- 18.2 The successful applicants will be notified by email as soon as possible following the declaration of their election to the MB Electoral College and the Members will be notified at the Annual General Meeting.

### ***MB Electoral College roles and powers***

- 18.3 The MB Electoral College shall be an advisory representative body of the Members.
- 18.4 The role of the MB Electoral College is to:
- (a) act as the electoral college under the Collegiate Voting System; and
  - (b) provide an arena for ongoing review and involvement of stakeholders through an annual information sharing forum at which it is provided with an update on the governance of the Association and the development of guidelines, processes, procedures and policies of the Association.
- 18.5 The MB Electoral College shall have the following powers:
- (a) to elect the President;
  - (b) to elect the Chairpersons of the Housing Sector Committee, and Construction Sector Committee;
  - (c) to elect the members of the Board;
  - (d) to fill casual vacancies under clauses 18.23(a) 13.35; and
  - (e) to share its views with the Board at the annual information sharing forum on issues set out in clause 18.4(b) above.

### ***Composition of the MB Electoral College***

- 18.6 The number of MB Electoral College members shall be a minimum of twenty-five (25) and a maximum of forty-five (45) individuals, which must comprise:
- (a) the President;

- (b) the Chairperson of the Housing Sector Committee;
- (c) the Chairperson of the Construction Sector Committee;
- (d) the nine (9) Divisional Representatives;
- (e) a minimum of thirteen (13) and maximum of thirty-three (33) others;
- (f) a minimum of twenty-five percent (25%) and up to fifty percent (50%) of all individuals appointed must be from the Greater Brisbane Region; and
- (g) there must not be more than fifty percent (50%) of all individuals that are Trade Contractor Members.

18.7 If a Member appoints more than one (1) Member Representative, that Member may only be represented by one (1) Member Representative on the MB Electoral College.

### ***Term***

18.8 Each MB Electoral College member will serve for a term of approximately three (3) years commencing from the close of the MB Electoral College meeting immediately following the declaration of the member's election to the MB Electoral College, but is eligible for re-election as a MB Electoral College member if not then disqualified by this Constitution or the Act from being re-elected.

18.9 The maximum term that a MB Electoral College member may serve is nine (9) years made up of 3 + 3 + 3 year terms.

### ***Eligibility for election as a MB Electoral College***

18.10 An individual is only eligible for election as a MB Electoral College member if:

- (a) they are a Voting Member or Voting Member's Representative;
- (b) they are a Financial Member;
- (c) should it be necessary, upon appointment as a MB Electoral College member, they resign from their role as employee of the Association or of any related entity employing staff of the Association; and
- (d) starting from the time the individual was elected to the MB Electoral College:
  - (i) the individual has served less than three (3) consecutive terms of office as a MB Electoral College member; or
  - (ii) if an individual has already served the maximum number of consecutive terms of office, at least one (1) term of office has elapsed since their last appointment (making an individual eligible to serve as a MB Electoral College member for a further three (3) consecutive terms of office as a MB Electoral College member); and
- (e) the individual is not prohibited under this Constitution or by law from being appointed to Office of the Association

### ***Chairperson of the MB Electoral College***

18.11 At the meeting of the MB Electoral College immediately following the Annual General Meeting, the MB Electoral College shall elect from amongst their number a Chairperson.

18.12 The Chairperson or, in his/her absence, a member of the MB Electoral College, shall preside as chair at every meeting of the MB Electoral College.

18.13 If for any reason there is not a Chairperson present within fifteen (15) minutes of the time nominated for the MB Electoral College meeting to start, the MB Electoral College members who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

### ***Resignation from office***



- 18.14 A MB Electoral College member may resign from office by giving written notice to the Chairperson of the MB Electoral College and/or Secretary.
- 18.15 An MB Electoral College member's resignation takes effect at the time the notice is given to the Chairperson of the MB Electoral College and/or Secretary or such later date as may be specified in the notice.

### ***Removal from office***

- 18.16 The MB Electoral College may, by ordinary resolution, remove any MB Electoral College member from office, in circumstances where:
- (a) the MB Electoral College member ceases to meet the eligibility criteria set out in clause 18.10; or
  - (b) has been found guilty by the MB Electoral College of:
    - (i) misappropriation of the organisation's property; or
    - (ii) a substantial contravention of the rules; or
    - (iii) gross misbehaviour or gross neglect of duty in the office.
- 18.17 At any meeting of the MB Electoral College at which it is proposed to remove a MB Electoral College member under clause 18.4, the MB Electoral College member must be given the opportunity to present his or her case, orally or in writing or by both of those means.
- 18.18 There is no right of appeal from any decision made by the MB Electoral College.
- 18.19 A MB Electoral College member who is removed under clause 18.4, retains office until the dissolution or adjournment of the meeting at which the MB Electoral College member is removed.
- 18.20 The MB Electoral College may, by ordinary resolution, appoint an individual to take the place of the MB Electoral College member who has been removed under clause 18.4.
- 18.21 The term of appointment of a MB Electoral College member appointed under clause 18.20 continues until the MB Electoral College meeting immediately following the Annual General Meeting at which the individual who was removed from office would have been required to retire pursuant to this Constitution if he or she had not been removed.

### ***Vacation of office***

- 18.22 The office of a MB Electoral College member becomes vacant if the MB Electoral College member:
- (a) becomes prohibited from holding Office within the Association by reason of the Act, any order made under the Act or otherwise at law;
  - (b) becomes of unsound mind or an individual whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (c) ceases to be a Member or a Member's Representative;
  - (d) becomes an employee of the Association or any related entity employing staff of the Association;
  - (e) fails to pay any debt outstanding to the Association and that debt remains due and owing to the Association for a period exceeding thirty (30) days and the Secretary has issued a further notice in writing to the MB Electoral College member advising that the debt is payable within thirty (30) days and if it has not been paid by the end of that thirty (30) day period then the MB Electoral College member's office will become vacant;
  - (f) the MB Electoral College resolves that the office of that MB Electoral College member be vacated under clause 18.16.

### ***Casual vacancies of MB Electoral College members***

- 18.23 Subject to clause 18.24, if a casual vacancy arises in relation to a MB Electoral College member:
- (a) the MB Electoral College may appoint an individual to fill the casual vacancy until the next MB Electoral College election after their appointment provided that the individual is not disqualified from being appointed by law or by this Constitution;
  - (b) their appointment as a MB Electoral College member shall be submitted to a vote of the Members conducted by postal ballot in accordance with this Constitution;
  - (c) the individual's appointment to fill the casual vacancy shall be deemed to be confirmed if supported by the Members in the postal ballot; and
  - (d) that individual shall then be eligible for re-election provided that they are not otherwise disqualified by law or by this Constitution.
- 18.24 Notwithstanding anything to the contrary in this Constitution, a casual vacancy may not be filled other than by election by the Members, if the unexpired part of the term of the office is longer than the greater of:
- (a) one (1) year; or
  - (b) three-quarters (3/4) of the term of office,
- which, whilst three (3) year terms remain, will require that a casual vacancy that arises within nine (9) months of an election, to be filled by calling for an election by the Members, and in circumstances where a casual vacancy arises after nine (9) months from election, the MB Electoral College may appoint an individual.
- 18.25 The individual's appointment or election to the MB Electoral College shall continue as and from the close of the MB Electoral College Meeting at which they are elected only until the MB Electoral College Meeting immediately following the Annual General Meeting at which the individual who vacated the office of MB Electoral College member early would have been required to retire pursuant to this Constitution if they had not vacated office early.

### ***Proceedings of MB Electoral College***

- 18.26 The MB Electoral College shall meet face to face at least annually, immediately following the Annual General Meeting of the Association, but otherwise as necessary to discharge their duties and functions.
- 18.27 The Chairperson or any other 5 (five) MB Electoral College members may request the Secretary to convene a meeting of the MB Electoral College at any time and the Secretary must comply with such request.
- 18.28 Notice of each meeting of the MB Electoral College must be given to each MB Electoral College members at least three (3) days before the meeting, or otherwise as determined by resolution of the MB Electoral College members, except in the case of a MB Electoral College member who is out of Australia or who has been given leave of absence from the MB Electoral College.
- 18.29 A MB Electoral College meeting may be called or held using any technology consented to by all the MB Electoral College members. The consent may be a standing one. A MB Electoral College member may only withdraw their consent within a reasonable period before the meeting. The MB Electoral College members may otherwise regulate their meetings as they think fit.

### ***Quorum and voting at MB Electoral College meetings***

- 18.30 A quorum for the purposes of a meeting of the MB Electoral College is three quarters (rounded up to the nearest whole number) of the MB Electoral College as then constituted.

- 18.31 Questions arising at a meeting of the MB Electoral College must be decided in the manner from time to time determined by the MB Electoral College, and in the absence of any such agreement, by a majority of votes of MB Electoral College cast by those present and voting (in person or by proxy).

### ***No casting vote of Chair***

- 18.32 The Chairperson has no casting vote at meetings of the MB Electoral College.

### ***Minutes***

- 18.33 The MB Electoral College must cause minutes of all proceedings (except resolutions in writing treated as determinations of the MB Electoral College) to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting, PROVIDED ALWAYS they are entered within one (1) month after the relevant meeting is held, in books kept for the purpose.

### ***Resolution in writing***

- 18.34 The MB Electoral College may pass a resolution in writing without holding a meeting if the following conditions are met:
- (a) all MB Electoral College members who are entitled to vote on the resolution are provided with a copy of the resolution;
  - (b) reasonable attempts have been made to contact all MB Electoral College members to obtain their response;
  - (c) at least eighty (80%) of all Electoral College Members (excluding MB Electoral College members who have been given leave of absence) sign the document or documents or identical copies of it or them; and
  - (d) a copy of any resolution passed in writing is provided to those MB Electoral College members who did not respond.
- 18.35 A resolution in writing may consist of several documents in like form, including facsimile and email copies, each signed by one or more MB Electoral College members and the resolution takes effect on the latest date on which a MB Electoral College member signs one of the documents.
- 18.36 For the purpose of this clause, a resolution bearing an electronic copy of a signature is deemed to be signed.
- 18.37 The resolution will be valid and effectual as if it had been passed at a MB Electoral College meeting duly convened and held.

## **19. Transitional MB Electoral College**

### ***Appointment and composition of MB Electoral College***

- 19.1 The State Council, Executive and any other individuals appointed as President, Chairpersons of the Committees and the nine (9) Divisional Representatives as at the date of adoption of this Constitution shall be those individuals required to meet the composition requirements set out in clause 18.6, and shall carry out the role of the Transitional MB Electoral College on an interim basis.

### ***Transitional provisions for MB Electoral College***

- 19.2 The individuals on the Transitional Electoral College will hold office until they are required to retire under this rule. The Transitional MB Electoral College members must retire at the time that they would have been required to do so had this Constitution not been adopted.
- 19.3 Notwithstanding anything to the contrary, for so long as a Transitional MB Electoral College member sits on the Transitional MB Electoral College, that Transitional MB Electoral College

member is deemed to be elected until such time as they are required to resign under this clause, and the members will not vote to elect that individual to the role of MB Electoral College member.

## **20. Divisions**

### ***Existing Divisions***

20.1 The following Divisions existing at the date of this Constitution shall be deemed to be Divisions of the Association:

- (a) Gold Coast;
- (b) Downs & Western;
- (c) Sunshine Coast;
- (d) Wide Bay Burnett;
- (e) Central Queensland;
- (f) Mackay & Whitsunday;
- (g) North Queensland;
- (h) Far North Queensland; and
- (i) Institute of Building Consultants.

### ***New Divisions***

20.2 In accordance with the objects of the Association the Board may create Divisions of the Association in such localities or on any other basis as it may from time to time in its absolute discretion determine.

20.3 At the same time as a Division is created the Board shall define the boundaries of the locality for which such Division is created.

20.4 All members of a Division must be Members of the Association.

### ***Boundaries***

20.5 The Board may from time to time in its absolute discretion alter, amend, vary, and/or add to the boundaries of the locality of any Division.

### ***Division By-Laws***

20.6 The Board shall have the power to make By-Laws not inconsistent with this Constitution and/or the Act covering the conduct of Divisions and may from time to time in its absolute discretion alter, amend or substitute such By-Laws.

## **21. Election of Divisional Representatives**

### ***Voting Requirements***

21.1 All Divisional Representatives will be elected by postal ballot via the Direct Voting System and the process will be carried out adopting the same process as that for the MB Electoral College and the timing will be concurrent with the election of MB Electoral College members.

### ***Eligibility for election as Divisional Representative***

21.2 An individual is only eligible for election as a Divisional Representative if:

- (a) they are a Voting Member or Voting Member's Representative within the Division in which the Member has its principal place of business; and
- (b) they are a Financial Member within the Division.

## **Term**

- 21.3 All Divisional Representatives will serve for a term of approximately three (3) years commencing from the close of the MB Electoral College meeting immediately following the declaration of the Member's election as Divisional Representative, but is eligible for re-election as a Divisional Representative if not then disqualified by this Constitution or by law from being re-elected.

## **Divisional Representatives as MB Electoral College Members**

- 21.4 The individuals elected as Divisional Representatives will automatically be appointed to the MB Electoral College.

## **22. Direct Voting System**

### **Notice Requirements**

- 22.1 Notice calling for nominations MB Electoral College and Divisional Representatives positions shall be sent to each member of the Association or published in the Association's official journal and/or general newsletters circulated amongst its members, at least seventy (70) days prior to the date of the Annual General Meeting. Such notice must state that nominations have been called and the manner in which a Financial Member of the organisation may nominate.
- 22.2 Nominations for MB Electoral College and Divisional Representatives positions shall open on the date sixty-eight (68) days prior to the date of the Annual General Meeting, shall be in writing and signed by the nominee. Nominations shall be delivered to the Returning Officer at least fifty-four (54) days prior to the date of the Annual General Meeting.
- 22.3 If only the required number of nominations is received, the Returning Officer shall forthwith declare the individual or individuals so nominated elected unopposed to the office for which the individual or individuals has nominated.
- 22.4 In the event of insufficient nominations being received for any position with respect to the election of the MB Electoral College or Divisional Representatives, the Returning Officer may only make a further call for nominations upon the Registrar issuing a decision to approve the conduct of a by-election.
- 22.5 Notwithstanding anything to the contrary, only Financial Members within a Division may vote for their respective Divisional Representative.

### **Postal Ballot Requirements**

- 22.6 In the event of there being more nominations for any position than the number required a secret postal ballot shall be held for the Financial Members of the Association and the following provisions shall apply:
- (a) the conduct of the election shall be in the hands of the Returning Officer;
  - (b) the Returning Officer who finds a nomination to be defective, before rejecting the nomination, is to notify the individual concerned of the defect and where practicable give the individual the opportunity of remedying the defect within such period as is practicable, but must not be less than seven (7) days after the individual is notified;
  - (c) the Returning Officer shall be supplied with a roll of Financial Members entitled to vote, containing the names and addresses of such Members. Should a Financial Member be absent from their address they may notify the Returning Officer of an alternative address.
  - (d) the Returning Officer shall have printed a sufficient number of ballot papers to ensure that every Financial Member entitled to vote is provided with a ballot paper and shall obtain a Certificate from the printer as to the number of ballot papers printed;

- (e) the ballot papers shall contain all the names of candidates nominated for positions in respect to which an election is required to be held and directions as to the manner in which the Financial Members shall record their vote and the date and time fixed for the return of ballot papers;
- (f) the Returning Officer shall at least thirty-nine (39) days prior to the date of the Annual General Meeting post to every Financial Member a ballot paper together with an envelope for the return of such ballot paper which envelope shall bear the endorsement 'Ballot Paper' and shall be addressed to the Returning Officer;
- (g) the ballot papers when received by the Returning Officer shall be placed in a locked ballot box the key of which shall be and remain in the possession of the Returning Officer and such ballot box shall not be opened until after the closing time for the return of ballot papers and in the presence of any scrutineers who may have been appointed;
- (h) the Returning Officer shall notify each candidate for election of the date, time and place fixed for the counting of the ballot papers at least seven (7) days prior to the date;
- (i) the Ballot shall close twenty-one (21) days before the scheduled time of the Annual General Meeting;
- (j) the Returning Officer shall mark the roll of Financial Members so as to indicate each Financial Member to whom a ballot paper is posted. If any Financial Member indicates to the Returning Officer prior to the posting of the ballot, that the Financial Member will be unavailable to vote during the period of the ballot, the Returning Officer shall, as far as is practicable, allow the Financial Member to be permitted to cast a vote prior to the posting of the ballot papers, and shall mark the roll accordingly. Any ballot paper marked by such Financial Member shall be kept in a secure place by the Returning Officer and placed in the locked ballot box as soon as possible.

22.7 Candidates will be provided equal opportunity to express their views to Financial Members of the Association in a statement that is:

- (a) given to each Financial Member with the ballot papers for the election; and
- (b) paid for by the Association; and
- (c) published in the same way as the notice calling for nominations.

### ***Result, Method of Voting and Irregularities***

22.8 The method of voting and deciding the result of the ballot shall be a first past the post system.

22.9 The Returning Officer shall ensure, as far as practicable, that no irregularities occur in relation to an election. In the event that an irregularity does occur, the Returning Officer shall remedy such irregularity by taking necessary steps as prescribed by the Act.

22.10 In the event of a tie in the ballot, the Returning Officer shall determine the outcome by lot.

22.11 Notwithstanding anything to the contrary contained in this Constitution, Members may not vote by show of hands with respect to the election of MB Electoral College members and/or Divisional Representatives.

### ***Scrutineers Role and Functions***

22.12 Any candidate may appoint one (1) scrutineer to oversee the counting of the ballot. Such appointment shall be notified by the candidate to the Returning Officer not later than forty-eight (48) hours before the closing of the ballot.

22.13 Each candidate, or a scrutineer in the candidate's place, shall be entitled to be present at the opening of the ballot box and at any time that ballot papers are counted or recounted, but

shall not be entitled to handle or take into their possession any ballot paper at any time, unless with the express authority of, and in the presence of, the Returning Officer.

- 22.14 If a candidate appoints a scrutineer, the candidate shall not be entitled to personally attend at the opening of the ballot box or counting of the ballot, unless the Returning Officer permits the candidate to do so.

### ***Right of inspection after declaration of result***

- 22.15 Any candidate or Member has the right, up to thirty (30) days after the declaration of the result of the election, free of charge:
- (a) to inspect at the Association's registered office at a time when the Association is open for business, the roll of persons who voted in the ballot; and
  - (b) to be given a copy of the whole or a stated part of the roll.

## **23. Committees**

- 23.1 At the date of adoption of this Constitution, the Association will have two (2) permanent Committees which will be accountable to the Board and shall conform to the directions of the Board:

- (a) Housing Sector Committee; and
- (b) Construction Sector Committee;

- 23.2 Members of Committees and/or Committees collectively have no power to:

- (a) manage the affairs of the Association;
- (b) decide the policy of the Association;
- (c) enforce the Code of Conduct, this Constitution and/or any other rules of the Association.

### ***Elections of Housing Sector, and Construction Sector Committee Chairpersons***

- 23.3 As the chairpersons of the Housing Sector Committee, and Construction Sector Committee will be Directors, they will be officers and must be elected by the MB Electoral College as follows:

- (a) any Member elected to the MB Electoral College may be eligible to be elected as chairperson of the Housing Sector Committee or the Construction Sector Committee;
- (b) the Returning Officer must call for nominations from the MB Electoral College candidates at least fourteen (14) days before the Annual General Meeting
- (c) the nomination must be:
  - (i) in the form prescribed by the Board;
  - (ii) signed by the nominee; andgiven to the Returning Officer in the manner and within the time prescribed by the Returning Officer;
- (d) if the number of candidates who are eligible for election in accordance with the Eligibility Criteria is less than or equal to the number of vacancies, the candidate/s are automatically elected to the role of chairperson of the relevant committee from the close of the MB Electoral College meeting immediately following the Annual General Meeting;
- (e) if the number of candidates who are eligible for election in accordance with the Eligibility Criteria is less than the number of vacancies, and/or no nominations are received, then the Returning Officer may call for nominations to be provided in writing, in a form approved by the Board, at the MB Electoral College meeting. If

the number of candidates is equal to the number of vacancies, the individuals will be automatically elected as the chairpersons of the Housing Sector Committee and Construction Sector Committee from the close of the meeting. If, however, the number of nominations received is more than the number of vacancies, then the MB Electoral College must hold a secret ballot in accordance with the process set out in 13.9(f) below;

- (f) if the number of candidates who are eligible for election is more than one:
  - (i) a list of the names of all candidates who are eligible for election must be provided to all members of the MB Electoral College at its meeting;
  - (ii) unless a MB Electoral College member appoints a proxy and directs how that proxy is to be exercised, the Chairperson will be automatically appointed to exercise any proxy votes on behalf of MB Electoral College members who are unable to vote in person;
  - (iii) the MB Electoral College must hold a secret ballot for the election of the chairpersons of the Housing Sector Committee and Construction Sector Committee at the MB Electoral College meeting;
  - (iv) the method of voting and deciding the result of the ballot shall be a first past the post system;
  - (v) in the event of an equality of votes, the matter must be determined by the drawing of lots;
  - (vi) an individual elected shall not be eligible to be elected in more than one capacity and once elected the Returning Officer will remove the candidate from the election for other positions;
  - (vii) each candidate may appoint one (1) scrutineer who may carry out the duties and functions set out in clauses 23.11 to 23.14;
- (g) at the meeting, the Returning Officer must announce who has been elected as chairpersons of the Housing Sector Committee and Construction Sector Committee under this clause.

23.4 Upon election, the chairpersons of the Housing Sector Committee and Construction Sector Committee will automatically be appointed as Directors to the Board.

23.5 The 'Casual Vacancy' provisions set out in this clause 23 will apply as if the words 'Committee member' were substituted with 'Chairperson' and the word 'Board' was substituted with 'MB Electoral College'.

### **Proxy votes**

23.6 A MB Electoral College member may appoint another MB Electoral College member as proxy to attend and vote in his or her place.

23.7 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the MB Electoral College member appointing the proxy.

23.8 If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

23.9 A document appointing a proxy is invalid unless the document appointing the proxy is received by the Returning Officer no later than twenty-four (24) hours (or lesser period specified in the notice convening the meeting) before the time for holding the meeting or adjourned meeting at which the proxy is proposed to vote.

23.10 A vote made under a proxy is valid despite any of the following facts, unless the Returning Officer receives written notice of the fact before the commencement of the meeting at which the vote is cast the:

- (a) MB Electoral College member has died;



- (b) MB Electoral College member has become mentally unfit to vote;
- (c) proxy or authority under which the proxy was signed has been revoked.

### ***Scrutineers' rights and functions***

- 23.11 Before votes are counted, a scrutineer may advise the Returning Officer that the scrutineer considers an error has been made in conducting the ballot.
- 23.12 If a scrutineer objects under clause 23.11, the Returning Officer must:
- (a) decide whether the error has been made; and
  - (b) if appropriate, direct action to correct or mitigate the error.
- 23.13 When votes are counted, a scrutineer may:
- (a) object to a ballot paper being admitted as formal or rejected as informal by the Returning Officer; or
  - (b) advise the Returning Officer that the scrutineer considers an error has been made in conducting the ballot or counting votes.
- 23.14 If a scrutineer objects under clause 23.13, the Returning Officer must:
- (a) decide whether the ballot paper is to be admitted or rejected; and
  - (b) note the decision on the ballot paper and initial the note

### ***Elections of Housing Sector Committee and Construction Sector Committee members***

- 23.15 As the members of the Housing Sector Committee and Construction Sector Committee are not officers under the Act, they will be elected by secret ballot by the Board.
- 23.16 Individuals elected to the MB Electoral College will be invited to nominate for positions on the Housing Sector Committee and Construction Sector Committee and the Board must have regard to those nominations.
- 23.17 The Board may, in its absolute discretion, seek further nominations from Voting Members and Non-Voting Members who do not sit on the MB Electoral College.
- 23.18 The Board must, at its first meeting immediately following the MB Electoral College meeting, elect the members of the Housing Sector Committee and Construction Sector Committee by secret ballot.

### ***Housing Sector Committee***

- 23.19 Without limiting the scope of the role of the Housing Sector Committee, the committee is accountable to the Board for:
- (a) identifying, discussing and recommending courses of action in relation to local and industry issues;
  - (b) providing recommendations to the Board on policy and industry-wide issues, such as proposed or recommended changes to the law, codes and regulations; and
  - (c) identifying industry issues that affect the housing sector.
- 23.20 The membership of the Housing Sector Committee must comprise a minimum of ten (10) and maximum of fourteen (14) Members, of which:
- (a) one (1) must be the Chairperson elected under clause 23.3;
  - (b) there must be a minimum of five (5) and no more than fifty percent (50%) from the Greater Brisbane Region; and
  - (c) there must be no more than fifty percent (50%) of Trade Contractor Members.

### **Construction Sector Committee**

- 23.21 Without limiting the scope of the role of the Construction Sector Committee, the committee is accountable to the Board for:
- (a) identifying, discussing and recommending courses of action in relation to local and industry issues;
  - (b) providing recommendations to the Board on policy and industry-wide issues, such as proposed or recommended changes to the law, codes and regulations; and
  - (c) industry issues that affect the commercial sector.
- 23.22 The membership of the Construction Sector Committee must comprise a minimum of ten (10) and maximum of fourteen (14) Members of which:
- (a) one (1) must be the Chairperson elected under clause 23.3;
  - (b) there must be a minimum of five (5) and no more than sixty percent (60%) from the Greater Brisbane Region; and
  - (c) there must be no more than fifty percent (50%) of Trade Contractor Members.

### **Other Committees**

- 23.23 The Board may appoint one or more other committees consisting of such Directors or other Members as the Board thinks fit. In those circumstances, the Board may appoint any member of a committee as chairperson of that committee, but if it does not do so, the committee members present must elect a chairperson.

### **Terms of Reference**

- 23.24 The Board will adopt terms of reference with guidelines as to the role, operations, purpose, responsibilities and reporting expected of the Housing Sector Committee, Construction Sector Committee, and any other committee that it appoints.

### **Delegation of powers to committees**

- 23.25 The Board may delegate tasks to a Committee.
- 23.26 In carrying out its role, a Committee must:
- (a) conform to the directions of the Board;
  - (b) report to the Board; and
  - (c) otherwise conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.

### **Term and eligibility**

- 23.27 Each Committee member will serve for a term of approximately three (3) years commencing from the meeting at which the Committee member was elected, but is eligible for re-election as a Committee member if not then disqualified by this Constitution or the Act from being re-elected.
- 23.28 The maximum term that an individual may serve as a Committee member is nine (9) years made up of 3 + 3 + 3 year terms.
- 23.29 A Committee member must also satisfy the following eligibility criteria:
- (a) one of the following applies:
    - (i) the individual has served less than three (3) consecutive terms of office as a Committee member; or
    - (ii) in the case of a Committee member (other than a Committee Chair) who has already served the maximum number of three (3) consecutive terms of office, the individual is appointed as a Director or President; or

- (iii) subject to 23.29(a)(ii), if an individual has already served the maximum number of consecutive terms of office, at least one (1) term of office has elapsed since their last appointment (making an individual eligible to serve as a Committee member for a further three (3) consecutive terms of office as a Committee member); and
- (b) the individual is not prohibited under this Constitution or by law from being appointed to Office of the Association.

### ***Resignation from office***

23.30 A Committee member may resign from office by giving written notice to the Chairperson of the Committee and/or Secretary.

23.31 A Committee member's resignation takes effect at the time the notice is given to the Chairperson of the Committee and/or Secretary or such later date as may be specified in the notice.

### ***Casual vacancies***

23.32 Subject to clause 23.34, if a casual vacancy arises in relation to a Committee member, the Committee may appoint an individual who is eligible for election to fill the casual vacancy until the next meeting of the Board.

23.33 The appointment of Committee members at the next meeting of the Board must include the election of an individual to fill the vacancy. Any individual elected under clause 23.32 is eligible as a candidate in that election if not then disqualified by this Constitution or the Act.

23.34 Notwithstanding anything to the contrary in this Constitution, a casual vacancy may not be filled other than by election by the Board, if the unexpired part of the term of the office is longer than the greater of:

- (a) one (1) year; or
- (b) three-quarters (3/4) of the term of office,

which, for the sake of completeness, whilst three (3) year terms remain, will require that a casual vacancy that arises within nine (9) months of an election to be elected by the Board, but in circumstances where a casual vacancy arises after nine (9) months from election, the Committee may appoint an individual.

23.35 The term of appointment of a Committee member appointed or elected continues until the meeting at which the individual who vacated office early would have been required to retire pursuant to this Constitution if he or she had not vacated office early.

### ***Minutes***

23.36 A Committee must cause minutes of all proceedings of meetings to be signed by the chairperson of the meeting at which the proceedings took place, or by the chairperson of the next succeeding meeting, PROVIDED ALWAYS that the minutes are entered within one (1) month after the relevant meeting is held, in books kept for the purpose.

### ***Invitees of Committees***

23.37 Committees may invite any individuals to attend and speak at their meetings. Such individuals are not members of the Committees, and are not counted in the quorum of Committees and are not entitled to vote at meetings.

## **24. President**

### ***Eligibility for election to role of President***

24.1 To be eligible for election as President, an individual must not have served as President for more than two (2) consecutive terms of 3 + 3 years.

- 24.2 If an individual has served two (2) consecutive terms of 3 + 3 years, at least one (1) term of office must have elapsed since the individual's last appointment before an individual is eligible to serve as a President for a further two (2) consecutive terms of office as President.

### ***Election of President***

- 24.3 The President is elected by the MB Electoral College as follows:
- (a) any Member elected to the MB Electoral College may be elected as President;
  - (b) the Returning Officer must call for nominations at least fourteen (14) days before the date of the Annual General Meeting;
  - (c) the nomination must be:
    - (i) in the form prescribed by the Board;
    - (ii) signed by the nominee; andgiven to the Returning Officer in the manner and within the time prescribed by the Returning Officer;
  - (d) if only one candidate is received and that candidate is eligible for election in accordance with the Eligibility Criteria, the candidate is automatically elected as President from the close of the MB Electoral College meeting immediately following the Annual General Meeting;
  - (e) if no candidate is eligible for election in accordance with the Eligibility Criteria, and/or no nomination is received, then the Returning Officer may call for nominations to be provided in writing, in a form approved by the Board, at the MB Electoral College meeting. If only one candidate is nominated at the meeting, that person will be automatically elected as President from the close of the meeting. If, however, the number of nominations received is more than the number of vacancies, then the MB Electoral College must hold a secret ballot in accordance with the process set out in 13.9(f) below;
  - (f) if the number of candidates who are eligible for election is more than one:
    - (i) a list of the names of all candidates who are eligible for election must be provided to all members of the MB Electoral College at its meeting;
    - (ii) unless a MB Electoral College member appoints a proxy and directs how that proxy is to be exercised, the Chairperson will be automatically appointed to exercise any proxy votes on behalf of MB Electoral College members who are unable to vote in person;
    - (iii) the MB Electoral College must hold a secret ballot for the election of the President at the MB Electoral College meeting;
    - (iv) the method of voting and deciding the result of the ballot shall be a first past the post system;
    - (v) in the event of an equality of votes, the matter must be determined by the drawing of lots
    - (vi) an individual elected shall not be eligible to be elected in more than one capacity and once elected the Returning Officer will remove the candidate from the election for other positions;
    - (vii) each candidate may appoint one (1) scrutineer who may carry out the duties and functions set out in clauses 24.9 to 24.12;
  - (g) at the meeting, the Returning Officer must announce who has been elected as President under this clause.

### ***Proxy votes***

- 24.4 A MB Electoral College member may appoint another MB Electoral College member as proxy to attend and vote in his or her place.

- 24.5 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the MB Electoral College member appointing the proxy.
- 24.6 If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy is not entitled to vote on the resolution except in the manner specified in the document.
- 24.7 A document appointing a proxy is invalid unless the document appointing the proxy is received by the Returning Officer no later than twenty-four (24) hours (or lesser period specified in the notice convening the meeting) before the time for holding the meeting or adjourned meeting at which the proxy is proposed to vote.
- 24.8 A vote made under a proxy is valid despite any of the following facts, unless the Returning Officer receives written notice of the fact before the commencement of the meeting at which the vote is cast the:
- (a) MB Electoral College member has died;
  - (b) MB Electoral College member has become mentally unfit to vote;
  - (c) proxy or authority under which the proxy was signed has been revoked.

### ***Scrutineers' rights and functions***

- 24.9 Before votes are counted, a scrutineer may advise the Returning Officer that the scrutineer considers an error has been made in conducting the ballot.
- 24.10 If a scrutineer objects under clause 24.9, the Returning Officer must:
- (a) decide whether the error has been made; and
  - (b) if appropriate, direct action to correct or mitigate the error.
- 24.11 When votes are counted, a scrutineer may:
- (a) object to a ballot paper being admitted as formal or rejected as informal by the Returning Officer; or
  - (b) advise the Returning Officer that the scrutineer considers an error has been made in conducting the ballot or counting votes.
- 24.12 If a scrutineer objects under clause 24.11, the Returning Officer must:
- (a) decide whether the ballot paper is to be admitted or rejected; and
  - (b) note the decision on the ballot paper and initial the note.

### ***Role of the President***

- 24.13 Subject to the terms set out in this Constitution, upon election, the President:
- (a) is automatically elected as a Director to the Board;
  - (b) will preside as chairperson at every Board meeting;
  - (c) will preside as chairperson at every meeting of Members; and
  - (d) may hold the role as a committee member, but may not act as a committee chair.

### ***Term of office***

- 24.14 A President holds office until the:
- (a) expiration of that President's current term of office as President;
  - (b) President ceases to be a Director in accordance with this Constitution;
  - (c) President resigns from the office by written notice to the Board and/or Secretary; or
  - (d) MB Electoral College, by ordinary resolution (excluding the President), removes the President from office in accordance with this Constitution.

### ***No casting vote of President***

24.15 The President is not entitled to a second or casting vote on any resolution.

### **25. Transitional President Role**

25.1 The individual who at the time of adoption of this Constitution holds the role of President must, on an interim basis, carry out the role of the President until they are required to retire at the time that they would have been required to do so had this Constitution not been adopted.

25.2 Notwithstanding anything to the contrary, for so long as the Transitional President holds office, the Transitional President is deemed to be elected until such time as they are required to resign under this clause, and the members will not vote to elect that individual to the role of President.

### **26. Secretary**

26.1 The Board may appoint one or more individuals to carry out the role of Secretary of the Association (on the terms and conditions it sees fit) and terminate such appointment as it sees fit.

26.2 The Secretary is responsible for carrying out all acts and deeds required by this Constitution or the Act to be carried out by the secretary of the Association.

### **27. Chief Executive Officer**

27.1 The Board may appoint an individual to the position of CEO for the period and on the terms and conditions (including as to remuneration) the Board sees fit, provided that the CEO's employment may only be terminated only by a resolution of the Board passed by a two-thirds majority (rounded up the next whole number).

27.2 The Board may, upon terms and conditions and with any restrictions it sees fit, require the CEO to carry out duties in accordance with the policy and budget of the Association.

27.3 The Board may at any time revoke or vary an appointment of, or any of the powers conferred on, the CEO.

27.4 If the CEO becomes incapable of acting in that capacity, the Directors may appoint any other individual other than a Director to act temporarily as CEO until such time as the position can be filled permanently.

### **28. By-Laws**

28.1 The Board may make, adopt, amend and repeal By-Laws (not inconsistent with the Act) with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of the Association, which By-Laws are binding on the Members.

28.2 To the extent of any inconsistency, this Constitution prevails over the By-Laws.

### **29. Conflicts of Interest**

29.1 The Board must agree from time to time in writing on the regulation of conflicts of interest, within the Association.

29.2 At a minimum, the regulation of conflicts of interest must provide:

- (a) the need to disclose material personal interests in accordance with the Act;

- (b) that it binds all individuals who hold Office within the Association, including the President, Board members, MB Electoral College members, and Divisional Representatives;
- (c) if there are not enough Directors to form a quorum as a result of one (1) or more Directors having an interest which disqualifies them from voting, then one (1) or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting and the Association in general meeting may pass a resolution to deal with the matter; and
- (d) that a Director may only be engaged to provide goods or services to or on behalf of the Association if:
  - (i) that Director is for bona fide reasons considered by the Board and agreed to be a suitable person to provide, such goods or services;
  - (ii) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Director's rates and service levels;
  - (iii) the goods or services are provided on arms-length terms;
  - (iv) the provision of the goods and services is disclosed clearly and expressly to the Members in the Association's annual report; and
  - (v) the Board agrees, by ordinary resolution excluding the interested Director, to the provision of the goods or services by the Director.

29.3 Notwithstanding anything set out in this Constitution, nothing shall preclude a member of the Board or MB Electoral College from being engaged to perform services for the Association on normal commercial terms.

### **30. Confidential Information**

30.1 All Board related documents and materials and all matters discussed or business transacted at meetings of the Board is confidential information and must remain confidential unless otherwise resolved by the Board.

30.2 Confidential information may only be disclosed if:

- (a) reasonable notice is given to the Association to allow the Association to legally challenge the required disclosure; and
- (b) it is required to comply with an applicable law or legally binding order of any court, government or semi-government authority, administrative or judicial body, or a requirement of a regulator, as long as only the minimum amount of confidential information is disclosed to satisfy the law.

30.3 Confidential information may also be disclosed if it is information available in the public domain otherwise than as a result of a breach of this clause or other obligation of confidence.

### **31. Loans, Grants and Donations**

31.1 The Association must not make donations, grants or loans totalling more than \$1,000 to the same person unless the Board, or other such delegation as approved by the Board:

- (a) has approved the payment;
- (b) is satisfied the payment is not otherwise provided under this Constitution; and
- (c) if the payment is a loan, is made on reasonable commercial terms.

## **32. Indemnities and insurance**

### ***Insurance premiums***

- 32.1 The Association may pay the premium on a contract insuring an individual who is or has been an officer of the Association against:
- (a) a liability for costs and expenses incurred by the individual in defending proceedings arising out of the individual's conduct as an officer, whether civil or criminal and whatever their outcome; and
  - (b) any other liability incurred by the individual as an officer of the Association, except a liability which arises from conduct that involves a wilful breach of duty in relation to the Association.

## **33. Execution of documents**

- 33.1 The Association will not have a Seal.
- 33.2 The Association may execute a document, including a deed, if the document is signed by:
- (a) two (2) Directors; or
  - (b) a Director and some other person appointed by the Board for the purpose.
- 33.3 Notwithstanding clause 33.2, any document, including a deed, may be executed by the Association in any other manner permitted by law.

## **34. Accounts, audit and records**

### ***Financial year***

- 34.1 The financial year of the Association commences on the 1st day of July and ends on the 30th day of June in the following calendar year.

### ***Banking of monies***

- 34.2 All monies of the Association must be banked in a bank account in the name of the Association at such bank as the Board may from time to time direct. The funds of the Association shall be applied towards the maintenance of the Association and the furtherance of its aims and objects.

### ***Investment of funds***

- 34.3 Any portion of the Association's current funds not required immediately for expenditure may, upon resolution of the Board, be invested for the benefit of the Association and on behalf of the Association in any security or investment.

### ***Accounts, records and reports***

- 34.4 The Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and providing accounts to Members.
- 34.5 The Board must provide for the safe custody of the books, records, documents, instruments of title and securities of the Association.

### ***Audit***

- 34.6 A competent person must be appointed as auditor to the Association by the Board.
- 34.7 The auditor may exercise all the powers provided under the Act, and must carry out his/her duties (including the making of an audit report within four (4) months after the end of each financial year) in accordance with the Act.



- 34.8 The auditor shall hold office until the Board determines (by a majority resolution) to remove the auditor from office.
- 34.9 The auditor or his or her representative is entitled to attend any general meeting and be heard on any part of the business of the meeting which concerns the auditor. The auditor or his or her representative, if present at the meeting, may be questioned by the Members about the audit.

### **35. Rights of inspection**

- 35.1 Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them are open to the inspection of Members. A Member does not have the right to inspect any document of the Association except as provided by the Act or authorised by the Board.

### **36. Ownership of Property and Dissolution of Association**

- 36.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and in and towards the maintenance of the Association. No portion thereof shall be paid or transferred howsoever, whether directly or indirectly, by way of gift, division, bonus or otherwise to any member or any person who may have been a member of the Association PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the repayment of money advanced by any member to or for the purpose of the Association or the payment of interest thereon at a rate not exceeding the rate for the time being charged by bankers in Brisbane on overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Association.
- 36.2 Subject to any provisions of law in that regard the Association may be dissolved in the following manner:-
- (a) Any member may at any Special General Meeting give notice in writing of his intention to move a resolution that the Association be dissolved;
  - (b) Such resolution shall appear on the business paper of the next Special General Meeting and if such resolution shall at that meeting be supported by a two-third's majority of the members present and voting such resolution shall then stand in the business paper for the next Annual General Meeting and if such resolution shall at this Annual General Meeting be carried by a two-third's majority of the members present at that meeting and voting the Association shall thereupon be dissolved and the fact of the dissolution shall be published once in a newspaper circulating throughout the State;
  - (c) Should the membership of the Association fall below fifteen (15) Financial Members the Association shall thereby be dissolved and the fact of the dissolution shall be published in a newspaper circulating throughout the State;
  - (d) On dissolution of the Association and before any distribution of funds provision shall be made so far as there are funds available so to do, satisfy all and every legitimate claim against the Association;
  - (e) If upon dissolution there remains after the satisfaction of all its debts and liabilities any money or property whatsoever the same shall not be paid to or distributed amongst the members but shall be given or transferred to some other organisation having objects similar to the objects of the Association and which prohibit the distribution of its or their income and property among its or their members to an extent equivalent to the prohibition in this Rule such other organisation to be

determined by the members of the Association at or before the time of dissolution and in default thereof by the Chief Justice of the Supreme Court of Queensland or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

### **37. Remuneration of Board members**

37.1 Directors shall be entitled to the payment of meeting fees as set out in the Board's By-Laws.

### **38. Reimbursement of expenses**

38.1 Directors and MB Electoral College members may be entitled to be paid all reasonable travelling, accommodation and other expenses properly incurred by them in attending and returning from meetings or otherwise in the execution of their duties, provided that such expenses are incurred in accordance with the Board's By-Laws.

### **39. Amendments to Constitution**

39.1 Subject to any conditions required by the Act the Constitution may be amended, added to or rescinded or repealed and a new constitution may be made in the following manner:

- (a) fifteen (15) Voting Members may give the Board written notice of their intention to seek a resolution to amend or alter the Constitution. Such resolution shall be put forward at the next Annual General Meeting and shall be dealt with at that meeting and provided two-thirds of the members present and voting at such Annual General Meeting vote in favour of the resolution the Constitution shall be amended or altered accordingly; or
- (b) the Board may call a Special General Meeting of the Association at any time to deal with any proposed amendment or alteration and provided two-thirds of the members present and voting at such Special General Meeting vote in favour of the resolution the Constitution shall be amended or altered accordingly.

### **40. Notices**

#### ***Persons authorised to give notices***

40.1 A notice given under this Constitution may be given:

- (a) on behalf of the Association by a solicitor for the Association, the Secretary or a Director; or
- (b) on behalf of a Member by a solicitor, secretary or director of the Member.

40.2 The signature of a person on a notice given by the Association or a Member may be written, printed or stamped.

#### ***Method of giving notices***

40.3 A notice by the Association or a Member may be given under this Constitution by any of the following means:

- (a) by delivering it to the street address of the addressee;
- (b) by sending it by prepaid ordinary post (or by airmail if outside Australia) to the street or postal address of the addressee; or
- (c) by sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

### ***Address for notices***

- 40.4 For the purposes of clause 40.3:
- (a) the street and postal address of the Association is the registered office of the Association, or such other address as was last formally notified by the Association to the Member;
  - (b) the facsimile number and e-mail address of the Association are the details last formally notified by the Association to the Member;
  - (c) the street and postal addresses, facsimile number and e-mail address of a Member are the details noted in the Register of Members.

### ***Time notice is given***

- 40.5 A notice given in accordance with this Constitution is deemed to be given, served and received at the following times:
- (a) if delivered to the street address of the addressee, at the time of delivery;
  - (b) if sent by post to the street or postal address of the addressee, on the 3<sup>rd</sup> business day (or 5<sup>th</sup> business day if outside Australia) after posting; or
  - (c) if sent by facsimile or e-mail, at the time transmission is completed unless it is sent after 3pm in which it will be deemed to have been received the next business day.

### ***Proof of giving notices***

- 40.6 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:
- (a) a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or
  - (b) a print out of an acknowledgement of receipt of the e-mail or equivalent proof that the email was successfully transmitted.

### ***Electronic Mail***

- 40.7 Notwithstanding anything set out in this Constitution, if a Member or a person on a Register has provided an electronic mail address, notice or correspondence required pursuant to the Act or this Constitution may be forwarded by electronic mail to the electronic mail address as nominated by that person. Notice sent by such electronic means shall comply with this Constitution and satisfy any written notice requirement.

## **41. Interpretation**

- 41.1 In this Constitution, unless the context requires otherwise:
- (a) a reference to any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation and a reference to a specific provision of such legislation is a reference to the equivalent provision in any later amended, re-enacted or replacement legislation;
  - (b) a reference to this Constitution, where amended, means this Constitution as so amended;
  - (c) a reference to a clause, sub-clause or schedule is a reference to a clause, sub-clause or schedule of this Constitution;
  - (d) a word which denotes:
    - (i) the singular denotes the plural and vice versa;
    - (ii) any gender denotes the other genders; and

- (iii) a person denotes an individual, a body corporate partnership, corporation, body corporate, statutory body/authority and organisations;
- (e) where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;
- (f) an expression used but not defined in this Constitution has the same meaning as given in the Act;
- (g) writing includes any mode of representing or reproducing words in a visible form; and
- (h) a reference to 'dollars' or '\$' means Australian dollars.

41.2 Headings and any table of contents must be ignored in the interpretation of this Constitution.

### **Calculation of time**

41.3 In this Constitution, unless the context requires otherwise:

- (a) a reference to a time of day means that time of day in the state or territory in which the Association's registered office is located;
- (b) a reference to a business day means a day during which banks are open for general banking business in Queensland;
- (c) for the purposes of determining the length of a period (but not its commencement) a reference to:
  - (i) unless otherwise stated, a day means a period of time commencing at midnight and ending twenty-four (24) hours later; and
  - (ii) a month means a calendar month which is a period commencing at the beginning of a day of one (1) of the twelve (12) months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month;
- (d) where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event; and
- (e) a provision of this Constitution, except that specifying the time for deposit of proxies with the Association, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

## **42. Definitions**

42.1 In this Constitution, unless the context requires otherwise:

- (a) **Act** means the Industrial Relations Act 1999 (Qld) as amended from time to time;
- (b) **Additional Directors** means up to twenty percent (20%) of individuals (calculated by reference to the total number of individuals elected to the Board at that time) who need not be individuals elected as MB Electoral College members but who must be a Voting or Non-Voting Member, that may be elected in accordance with this Constitution to perform the duties required of an individual holding the role of Management Office;
- (c) **Application for Membership** means an application for membership of the Association which is in the form prescribed by the Board from time to time;
- (d) **Association** means Queensland Master Builders Association, Industrial Organisation of Employers;

- (e) **Board** means the Board of Directors of the Association elected by the MB Electoral College pursuant to the Collegiate Voting System;
- (f) **By-Laws** means by-laws made or adopted under clause 28;
- (g) **CEO** means the Chief Executive Officer of the Association, appointed under clause 27.1;
- (h) **Chairperson** means the individual entitled to preside as chair at a particular:
  - (i) general meeting, as determined under clauses 10.26 to 10.28;
  - (ii) MB Electoral College meeting, as determined under clause 18.12;
  - (iii) Board meeting, as determined under clause 24.13; and
  - (iv) Committee meeting, as determined under clause 23.4;
- (i) **Code of Conduct** means the code of conduct of the Association adopted by the Board as amended from time to time;
- (j) **Collegiate Voting System** means the system of voting carried out pursuant to the requirements of the Act which requires that the members elect the MB Electoral College by a Direct Voting System and at a subsequent stage, for at least 80% of those individuals elected to the MB Electoral College to be elected to the Office roles;
- (k) **Committee** means the Housing Sector Committee, Construction Sector Committee, or any other committee appointed by the Board under clause 23;
- (l) **Construction Sector Committee** means a committee of the Association established to carry out the role set out in clause 23.21;
- (m) **Direct Voting System** means an electoral system in which all eligible members may vote to appoint Officers, the general requirements of which are set out in clause 22;
- (n) **Director** means an individual elected in accordance with this Constitution (including Additional Directors) to perform the duties required of an individual holding the role of Management Office;
- (o) **Eligibility Criteria** means the criteria that the criteria set out in clause 13.7 which must be satisfied before an individual may be elected as a Director;
- (p) **Division** means a part of the Association established for the purpose of facilitating the work of the Association, the officers of which are elected via the Direct Voting System;
- (q) **Divisional Representatives** means the individuals elected by the Direct Voting System to represent each Division, and who hold Office and are automatically elected to the MB Electoral College;
- (r) **Entrance fee** means the entrance fee prescribed by the Board from time to time;
- (s) **Executive** means the individuals who held Management Office at the date of adoption of this Constitution whose role, into the future, will be carried out by the Board;
- (t) **Financial Member** means a Member who was not in default in payment of any fees or charges which have been properly imposed by the Association and are due and owing, on the day thirty (30) days prior to the opening day for nominations;
- (u) **Government** means any local Government, state Government or Federal Government;
- (v) **Greater Brisbane Region** means those members who are not registered in a Division as set out in clause 20;
- (w) **Housing Sector Committee** means a committee of the Association established to carry out the role set out in clause 23.19;

- (x) **MB Electoral College** means the officers elected by the Members via the Direct Voting System to carry out the role set out in clause 18;
- (y) **Management Office** has the meaning given by the Act, and includes individuals who hold the office of President, and members of the Board. Individuals who hold a management office role must complete a statement of interests and perform their duties and exercise their powers pursuant to the requirements set out in the Act;
- (z) **Member** means a person who, at the relevant time, is a member of the Association in accordance with this Constitution (whether a Voting or Non-Voting member unless otherwise specified);
- (aa) **Membership Fee** means the membership fee payable annually by each Member which is prescribed by the Board from time to time;
- (bb) **Non-Voting Members** means those persons, partnerships, corporations, body corporates, statutory bodies/authorities and organisations admitted to the non-voting class of membership under clause 8.6;
- (cc) **Office** has the meaning given to it by the Act and includes someone holding the role of President, members of the Board, the Divisional Representatives and any member of a collective body that has power to do any of the following:
  - (i) manage the affairs of the Association;
  - (ii) decide the policy of the Association;
  - (iii) make, amend or repeal the rules of the Association;
  - (iv) enforce the rules of the Association.
- (dd) **Person** denotes an individual, a body corporate partnership, corporation, body corporate; statutory body/authority and organisations;
- (ee) **President** means the individual elected from time to time by the MB Electoral College pursuant to the Collegiate Voting System;
- (ff) **Register** means the registers required to be kept by the Association under the Act, including the Register of Members, and Register of Officers;
- (gg) **Representative** means, in relation to a Member, the representative/s of the Member appointed under clause 12;
- (hh) **Returning Officer** means an individual who does not hold office or is an employee or Member of the Association, who is appointed by the Board and approved by the Industrial Registrar, to conduct the election process;
- (ii) **Secretary** means an individual who may be appointed to the role of secretary of the Association under clause 26.1;
- (jj) **State Council** means the individuals who were elected at the date of adoption of this Constitution whose role, into the future, will be carried out by the MB Electoral College;
- (kk) **Voting Members** means those persons, partnerships, corporations, body corporates, statutory bodies/authorities and organisations admitted to the voting class of membership under clause 8.5.

### **43. Date of Effect**

- 43.1 This Constitution shall take effect on and from the date of approval by the Registrar of the Queensland Industrial Relations Commission pursuant to the Industrial Relations Act 1999 (Qld) and a Member of the Queensland Industrial Relations Commission.

## ANNEXURE 3

### LIST OF OFFICES AND THE NAME AND ADDRESS OF EACH PERSON HOLDING OFFICE IN THE ASSOCIATION

OFFICE	NAME OF PERSON HOLDING OFFICE	PROFESSIONAL/STREET ADDRESS OF PERSON HOLDING OFFICE
President	Ralf Dutton	417 Wickham Terrace , Brisbane , Queensland, 4000
Construction Sector Committee Chair	Rod McDonald	417 Wickham Terrace , Brisbane , Queensland, 4000
Housing Sector Committee Chair	Ross Hognno	417 Wickham Terrace , Brisbane , Queensland, 4000
General Board Member	Geoff Baguley	417 Wickham Terrace , Brisbane , Queensland, 4000
General Board Member	Drew Brockhurst	417 Wickham Terrace , Brisbane , Queensland, 4000
General Board Member	Adrian Gabrielli	417 Wickham Terrace , Brisbane , Queensland, 4000
General Board Member	Nick Herron	417 Wickham Terrace , Brisbane , Queensland, 4000
General Board Member	Peter Schriek	417 Wickham Terrace , Brisbane , Queensland, 4000