[148V: Incorporates alterations of 14/08/2015] [R2015/155]

(replaces 01/01/14 version)

 **The Timber Merchants’ Association (Victoria)**

I CERTIFY under section 161 of the *Fair Work (Registered Organisations) Act 2009* that the pages herein numbered 1 to both inclusive contain a true and correct copy of the registered rules of The Timber Merchants' Association (Victoria)

 DELEGATE TO THE GENERAL MANAGER

 FAIR WORK COMMISSION

Rules of The Timber Merchants' Association (Victoria)

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RULES OF

THE TIMBER MERCHANTS' ASSOCIATION (VICTORIA)

## 1 - NAME OF ASSOCIATION

The Association shall be called THE TIMBER MERCHANTS' ASSOCIATION (VICTORIA).

## 2 - OFFICE

The Registered Office of the Association shall be at 180-182 Whitehorse Road, Blackburn or at such other place as may from time to time be determined by the Committee.

## 3 - INDUSTRY

The Association is formed in or in connexion with the Industry or Trade of Timber Merchants, Timber Processors, Joinery Manufacturers, and Suppliers of general building materials.

## 4 - OBJECTS

The objects of the Association are:-

(a) To maintain develop and preserve the trade or industry of timber merchants joinery manufacturers and builders suppliers in Victoria and to promote and protect the interest of persons from time to time engaged in the business of buying selling transporting cutting treating moulding machining or manufacturing of timber and joinery and buying selling transporting or manufacturing of hardware and general building materials.

(b) To take concerted action in matters affecting the interests of the trade.

(c) To remove abuses of the trade.

(d) To afford information to members with regard to the financial position of customers.

(e) To encourage trade between members.

(f) To promote the observance by Members of the highest standards of business ethics in their dealings with the public and amongst themselves and to promote, develop and preserve the Timber and Building Materials Industry generally.

(g) To intiate and/or co-operate on behalf of Members with duly authorised bodies for the setting up and implementation of Grading Rules or Standards in respect of any specie of timber or timber product and/or building material.

(h) To implement for the benefit of Members all avenues of research, training, product development, promotion and merchandising and to co-operate with any other Association or any other organisation for these purposes.

(i) To provide means of co-operation between Members regarding insurance of marine, fire, workers' compensation, vehicle, third party, accident, public risk and other risks, and to create insurance funds and/or agencies.

(j) To provide means of co-operation between Members and to enter into agreements with bankers, insurance companies or other lending authorities to establish funds and to utilise them in housing or other construction programmes.

(k) To obtain from Members, Manufacturers, Distributors, Wholesalers and others, information relevant to the cost of production, importation, transportation, cutting, treating, moulding machining, manufacturing, stocking and selling or timber, timber products or derivatives, timber panels or prefrabricated sections, joinery and other articles manufactured from timber or timber derivatives, builders hardware and all general building materials, boxes, cases and crates.

(l) Subject to compliance with any relevant law, to assess, publish and disseminate, for the information of Members and their customers, recommended wholesale, trade and retail selling prices of timber, timber products, joinery and other articles manufactured from timber, builders hardware and all general building materials within Victoria, and for services to be furnished by Members in connection therewith.

(m) To publish, from time to time, model Terms and Conditions of Sale in Victoria of timber, joinery and other articles manufactured from timber, and general building materials.

(n) To create such funds as may from time to time be decided upon.

(o) To combine or join with any other Association for the purposes of more fully completing any of the objects of the Association and to contribute funds to any such combination or Association.

(p) To raise money from such timber merchants joinery manufacturers and builders suppliers whether in pursuance or by means of agreements (by levies or otherwise) with a view of providing funds for all or any of the purposes of the Association.

(q) To acquire information either directly or indirectly from timber merchants joinery manufacturers and builders suppliers through agents or other persons and whether by periodical or other returns in writing or otherwise and in such form or forms as the Association may from time to time require for the purposes of its business and, in particular, information as to the responsibility and standing of parties with whom its members propose to transact business and to protect members against persons or companies whose character or circumstances render then unworthy of mercantile credit.

(r) To adopt such means of making known the goods, products and business of members as may seem expedient, and in particular by advertising in the Press and on buildings, erections or hoardings, by circulars, catalogues, pictures or posters, by exhibitions of any kind, by publication of books and periodicals and by granting prizes, rewards and donations.

(s) To lend money either with or without security and to invest the monies of the Association not immediately required in such manner as the Committee may from time to time determine and vary sell or dispose of all such investments and in particular but without limiting the generality of the foregoing to take subscribe for or otherwise acquire and hold any shares debentures stock or other security of any company or private undertaking or in any syndicate of persons notwithstanding that there may be a liability thereon.

(t) To purchase, take on lease or otherwise acquire, make advances on or sell all descriptions of freehold, leasehold or other property and all descriptions of produce or merchandise.

(u) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Association and to apply for any liquor licence the Committee may deem necessary from the Licensing Court of the State of Victoria or other competent authority which may be deemed appropriate in conjunction with the functions of any club rooms established by the Association.

(v) To give any guarantee or enter into any bond or give any indemnity.

(w) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable instruments and all deeds instruments or documents necessary for carrying out all or any of the objects of the Association.

(x) To borrow or raise or secure the payment of money in such manner as the Committee shall think fit.

(y) To expend money in any way which the Committee may think fit with the view of improving the value of any property of the Association and to make donations to such persons and in such cases as the Committee may think expedient.

(z) To do all or any of the abovementioned things where the same may lawfully be done respectively and either singly or in conjunction with any person firm corporation or association and either as principals agents contractors trustees or otherwise.

(aa) To do all such other things as the Committee may think incidental or conducive to the attainment of the abovementioned objects or any of them or for the general benefit of the industry or its members; this general statement of objects being deemed as enabling and not in any way as restrictive of the foregoing objects.

## 5

All the rules of the Association heretofore made shall be and are hereby repealed.

## 6 - ELIGIBILITY FOR MEMBERSHIP

 Any person in Victoria who:

(a) In the normal course of business imports, produces, resaws, moulds, machines, immunises, seasons or otherwise treats timber; remanufactures, processes, purchases or stocks for resale on a wholesale or retail basis, timber or other building materials; wooden packaging; pallets; and the like, and

(b) Is financially responsible, and

(c) Carries on business as a Timber Merchant within the State of Victoria, or

(d) Is engaged in manufacturing joinery for sale to timber merchants, builders and the public, subject to such joinery complying with Standards prepared or approved by the Standards Association of Australia or where no such Standards exist then in accordance with such Standards, Grades and Specifications as shall be determined from time to time by the Committee, and whose place of business is within the State of Victoria, and

(e) Agrees to be bound by these Rules,

shall be eligible for membership of the Association.

In addition to the persons eligible for membership under the last preceding clause the Committee may admit any person firm or company to associate membership and such latter type of membership shall carry such privileges and be subject to such terms and conditions as the Committee may from time to time by regulation lay down and the Committee may establish more than one grade or type of associate membership.

## 7 - APPLICATIONS FOR MEMBERSHIP

(a) Where any person firm or company desires to be admitted to membership of the Association he or it must sign and deliver to the Association an application for admission framed in such terms as the Committee shall require.

(b) Every application for admission shall be accompanied by a deposit of an amount to be fixed by the Committee. Should the applicant be admitted to membership in accordance with this rule such deposit shall be retained by the Association as entrance fee and if the applicant be not admitted the said sum shall be returned to him.

(c) Every application for membership shall be made to the Executive Director in writing and shall contain the correct name and address of the applicant, a description of the nature of the business carried on by him, a statement of the average number of employees employed by him under Awards covering workers in the business of buying, selling, transporting, cutting, treating planing or manufacturing of timber joinery hardware and general building materials together with any other information the Committee may require and shall be signed by the applicant or in the case of a company applicant be sealed with its seal. Every application shall be accompanied by a deposit in accordance with Rule 7(b) hereof and shall include a signed Agreement to abide by the Rules of the Association and any other requirements in accordance with Rule 7(a) hereof.

(d) As soon as practicable after receipt by the Executive Director of an Application for Membership, the Applicant shall be informed in writing of:

 (i) the financial obligations arising from membership; and

 (ii) the circumstances and the manner in which a member may resign from the Association.

(e) Every applicant for membership must declare all shareholdings or other forms of financial interest which give the member or any Director or Partner of a member company or firm or any combination thereof a 50% or greater ownership or control in any firm or company engaged in merchandising timber or timber products and other building materials.

(f) The Executive Director shall submit the applications of all eligible applicants to the Committee and the Committee shall admit to membership any applicant who is eligible for membership and applies for membership in the prescribed form. No applicant shall be bankrupt, in receivership or in liquidation. The applicant shall be informed of the fate of his application for admission as a Member by notice in writing, signed by the Executive Director.

(g) If the Committee rejects the application the applicant may by notice in writing addressed to the Executive Director at the registered office of the Association within 30-days of notice of such rejection appeal to the next General Meeting of members. If three-fourths of the members present and voting shall vote in favour of admission of the appellant such appellant shall be declared eligible for membership and shall upon complying with the Rules be declared elected and enrolled as a member.

## 8 - GENERAL CONDITIONS OF MEMBERSHIP

(a) The Committee may at any time require any member to furnish to the Executive Director within 14-days a declaration of his shareholdings in other timber firms in the same manner as is prescribed by Clause 7(e) for applicants for membership.

(b) In the case where a member is the legal or beneficial owner of shares in a company which is eligible for membership of the Association to the extent of having a controlling interest in such company or of a share in a firm to the extent of having a controlling interest therein or of a share in a business carried on by some person on his behalf then it shall be the duty of the member so owning or controlling the company, firm or business to propose such company, firm or person carrying on the business as a member of the Association and the Association agrees that it will accept such company, firm or person as a member.

(c) A member may resign from membership by written notice addressed and delivered to the Executive Director.

(d) A notice of resignation from membership shall take effect:

 (1) Where the member ceases to be eligible to become a member of the Association:

 (i) on the day on which the notice is received by the Association; or

 (ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;

 whichever is the later; or

 (2) In any other case:

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

 (ii) on the day specified in the notice;

 whichever is the later.

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

(f) A notice delivered to the Executive Director pursuant to paragraph (c) of this clause shall be taken to have been received by the Association when it was delivered.

(g) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with paragraph (c) of this clause.

(h) A resignation from membership of the Association is valid even if it is not effected in accordance with this clause if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

(i) A member upon resigning in conformity with this Rule shall forfeit any interest in or right to any of the assets or property of the Association.

(j) Every member shall be bound to further to the best of his ability the objects interests and influence of the Association and shall observe the Rules of the Association.

(k) The annual subscription payable by members of the Association shall be as determined in accordance with Rule 35 hereof.

(l) Within 14 days after:

 (i) the business or part of the business of a member of the Association is assigned or transferred to a person who is not a member of the Association; or

 (ii) such a person succeeds to the business or part of the business of a member of the Association;

 the member is required to notify the Association of the assignment, transfer or succession and the member shall have no right to transfer his rights and privileges as a member to the assignee, transferee or successor unless such assignee, transferee or successor is eligible for membership.

(m) Each member shall notify the Executive Director of any change of his address or of any change in the effective control of any partnership or corporation in the industry of which he is a member.

## 9 - REGISTER OF MEMBERS

The Executive Director shall keep or cause to be kept a Register of Members in which shall be recorded the name and postal address of every member of the Association, the date upon which any member ceased to be a member, together with the names, postal addresses and occupations of the persons currently holding office in the Association. An entry of the name of a member in the register shall be as between the Association and the member prima facie evidence of membership of the Association.

## 10 - ASSOCIATE MEMBERSHIP

(a) Associate membership shall carry such privileges and be subject to such terms and conditions as the Committee may from time to time by resolution determine.

(b) An associate member shall pay such fees as shall from time to time be fixed by the Committee, provided that such fees shall not exceed the annual subscription payable by an ordinary member of equivalent size.

(c) An Associate member shall not have any share in the assets of the Association or its management and shall not be eligible to attend any meeting of the Association unless requested so to do by the Committee.

(d) An associate member shall not be eligible for election as a member of the Committee.

## 11 - INSOLVENCY

If at any time a receiver shall be appointed under any debenture given by any such member or if any such member becomes bankrupt or shall go into liquidation whether voluntarily or compulsorily the Committee may at any time after becoming aware of the appointment of a receiver or winding up as the case may be and notwithstanding the acceptance of subscription from such member give to such member seven days' notice in writing requiring such member to resign from the Association.

## 12 - COMMITTEE OF MANAGEMENT

Subject to the Members in meetings assembled the Management of the business and control of the Association shall be vested in a Committee elected in accordance with Rule 13 hereof. Without limiting the general authority conferred by these Rules, the powers of the Committee shall include the following:

(a) A meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the Rules of the Association for the time being vested in or exercisable by the office-bearers generally.

(b) The Committee shall consider and decide all disputes between individual members which may be submitted to it by both parties to the dispute and shall act in such matters as are elsewhere provided in these rules.

(c) The Committee shall cause minutes to be made in books provided for the purpose

 (i) of all appointments of officers made by the Committee, or elected in accordance with Rule 13 hereof.

 (ii) of the names of the office-bearers present at each meeting of the Committee and of any sub-Committee; and

 (iii) of all resolutions and proceedings at all meetings of the Association and of the Committee and of sub-Committees.

(d) All acts done by any meeting of the Committee or a sub-Committee or by any person acting as an office-bearer shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such office-bearer or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be an office-bearer.

(e) To nominate in the manner hereinafter prescribed an Executive Director and Secretary (if required) and appoint and discharge such other staff as may be required and to fix salaries and conditions attaching to the positions.

(f) The Committee may by resolution recommend to an Ordinary General Meeting of members that a direction be issued to members as to their course of action or conduct in relation to wages, hours, conditions of employment and/or any industrial matter generally. Such recommendation shall be submitted to members in General Meeting for approval and upon it being approved and communicated to members in the manner provided by these

 Rules it shall be binding upon all members in the same manner and to the same effect as if incorporated in these Rules. Any breach thereof may be regarded as a breach of these Rules and the offending member may be dealt with in the manner provided by Rule 48 hereof.

## 13 - ELECTION OF COMMITTEE

(a) The Committee of the Association shall consist of not less than 7 and not more than 10 persons qualified under these Rules to hold office who shall be elected in the manner hereinafter prescribed. The actual number to hold office from time to time shall be determined by an ordinary or special General Meeting. One of the positions on the Committee shall be reserved for a nominee whose main place of business is situated within a radius of 30 kilometres of the Chief Post Office at Geelong provided that the number of financial members similarly situated is not less than eight.

 The following positions on the Committee shall be reserved for nominees whose main place of business is situated outside the radius of 80 kilometres from the G.P.O. Melbourne or 30 kilometres from the C.P.O. Geelong:

 If the number of financial members similarly situated is:

 Not less than 20 - Two nominees

 Not less than 10 - One nominee

(b) At each Annual General Meeting the members of the Committee who have served two years since last being elected shall retire from office but shall be eligible for re-election subject to continued qualification under these Rules. For the purpose of this Rule a year shall be reckoned as the period between one Annual General Meeting and the next.

(c) Subject to Rule 10(d) hereof, candidates for election to the Committee shall be either financial individual members of the Association, a member of a firm which is itself a financial member or a Director, Manager, Secretary or an Executive Officer of a Company which is itself a financial member.

(d) DELETED

(e) The duty of Committee members shall be to attend meetings of the Committee. Any member of the Committee who without the leave of the Committee is absent from three consecutive meetings of the Committee shall be considered to be in breach of his duties under the rules. A member of the Committee so absenting himself shall be charged with gross neglect of duty in accordance with these rules.

(f) Nominations in writing shall be signed by two members of the Association and by the nominee signifying his willingness to stand for office and shall be lodged with the Returning Officer not later than 30-days prior to the date of each Annual General Meeting.

(g) Any nomination received within less than 30 days of the date of an Annual General Meeting shall be disregarded.

(h) The Returning Officer shall inspect the nominations of the candidates and satisfy himself as far as he reasonably can that such nominations are regular and valid. If only the required number of nominations for any office is received he shall declare by memorandum to the President the candidate or candidates elected to the office for which he or they was or were nominated.

## 14 - RETURNING OFFICER

The Committee shall appoint annually or as necessary a Returning Officer not being the holder of any other office in and not being an employee of the Association and such Returning Officer shall officiate in any election required under these Rules including the calling and acceptance or rejection of nominations. If the Returning Officer conducting such an election finds a nomination to be defective he shall before rejecting a nomination notify the person concerned of the defect and where it is practicable to do so give him the opportunity of remedying the defect within 7 days of his being so notified.

## 15 - POSTAL BALLOT FOR COMMITTEE

If there be more candidates for election to the Committee than there are vacancies the Returning Officer shall:

(a) Permit any duly nominated candidate to appoint by notice in writing over his signature any member as his scrutineer to represent him at all stages of the election.

(b) Prepare or cause to be prepared such number of ballot papers as there are financial members entitled to vote at the election on which the names of the duly nominated candidates shall appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.

 Prepare or cause to be prepared such number of ballot papers as there are financial members entitled to vote at the election on which the names of the duly nominated candidates shall appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election. The roll of voters for the ballot is to be closed 7 days before the day on which nominations for the election open.

(c) Within fourteen days of the close of nominations forward by pre-paid post to each financial member or if a company its proxy at his address on the Register of Members one ballot paper which the Returning Officer shall have previously initialled for each such election together with a declaration envelope and a prepaid envelope, both in the form prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.

(d) With such ballot papers, forward to each member a notification:

 (i) of the closing date for the receipt of returned ballot papers (which shall be 28-days after the close of nominations), and

 (ii) that the voting is to be conducted by striking out the name of each candidate for whom the member does not desire to vote.

(e) No ballot paper shall be counted unless the member returns it in the declaration envelope sent to him having first filled in membership name, address and member’s signature where provided on the flap of that envelope. The envelope containing the ballot paper must be placed in a prepaid envelope in the form prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.

(f) Hire or otherwise arrange for a post office box or other post office receptacle to which ballot papers may be forwarded to him and arrange as far as possible that such box or receptacle shall not be available to be opened nor be opened by any person other than himself.

(g) A scrutineer duly appointed by a candidate shall be entitled to be present throughout the election and may query the inclusion or exclusion of any vote in the count but the Returning Officer shall have final determination of any votes so queried. A scrutineer shall not be entitled to remove, mark, alter nor deface any ballot paper or other document used in connection with the election nor shall he interfere with or attempt to influence any member at the time such member is casting his vote.

(h) After the closing date collect the envelopes containing the ballot papers and check the same to ensure that no votes are cast except by members entitled to vote and that no member casts more votes than he is entitled to cast and shall then remove the sealed envelopes containing the ballot papers and open the same. He shall then mix the ballot papers so that they are not able to be identified.

(i) Admit ballot papers properly marked and count the votes thereon indicated.

(j) At the conclusion of the count declare by letter to the President the name of the candidate or candidates as the case may be receiving the majority of votes elected.

(k) In the case of a tie between candidates the Returning Officer shall draw lots.

(l) The results of the election of representatives on the Committee shall be declared at each Annual General Meeting whether or not a ballot is conducted.

(m) If a member who is entitled to vote at any election held under these rules will be absent from his usual address during a ballot, such member may apply to the Returning Officer, so that the application reaches the Returning Officer before the ballot opens, for the ballot paper to be sent to him at an address which he nominates. A completed ballot paper should be returned in the envelope provided so as to reach the Returning Officer before the ballot closes.

16 - ELECTION OF PRESIDENT AND VICE-PRESIDENTS

The Returning Officer shall call for nominations for the offices of President and two Vice-Presidents at a meeting of the Committee to be held within 14-days following the declaration of the result of the Committee election. The positions of President and Vice-Presidents shall be subject to annual election. Any member of the Committee shall be eligible for nomination as President or as a Vice-President. Such nominations must be moved by a member of the Committee present and seconded by another member of the Committee present. If only the required number of nominations is received the nominee for each office shall be declared duly elected. If there shall be more candidates than there are vacancies the Returning Officer shall conduct a ballot of the members of the Committee as provided in Rules 19 and 20.

## 17 - DUTIES OF EXECUTIVE DIRECTOR AND SECRETARY

(a) The Executive Director shall be elected by the members of the Association in accordance with Rule 18 for a term of four years on such conditions of employment as the committee may determine.

 The Executive Director shall:

 (i) Be responsible for the general administration of the Association.

 (ii) Act as Industrial Officer and Public Officer.

 (iii) Attend, unless excused, all meetings of the Committee, and General Meetings of members and where necessary or when instructed by the Committee any meetings of Sections or Districts.

 (iv) Summon members to meetings.

 (v) Keep the records required to be kept by an organization registered under the Industrial Relations Act 1988, lodge and file with and furnish to the Industrial Registrar all such documents as are required to be lodged or filed under such Act at the prescribed times and in the prescribed manner and generally do all things necessary to be done by a registered organization.

 (vi) Receive all monies and bank same in the Association's Bank Accounts, issue receipts therefor, arrange payment of the just debts of the Association by cheque drawn on the Association's Bank Accounts, keep or cause to be kept proper records of all financial transactions including investments of the Association.

 (vii) Prepare or cause to be prepared a Report and Balance Sheet for submission to the Committee or General Meeting as directed.

 (viii) Sign cheques on the Association's Bank Accounts and all other documents as instructed by the Committee.

 (ix) Perform all such duties as the Committee directs or as are required by his position.

(b) Secretary: The Committee may resolve that the duties of Secretary be undertaken or controlled by the Executive Director. Alternatively, the Committee take the necessary steps to make arrangements for the conduct of an election for Secretary in accordance with Rule 18 for a term of four years on such conditions of employment as the Committee may determine.

 The Secretary shall:

 (i) If so required by the Committee or Executive Director attend all meetings of the Committee and of members and keep and prepare the Minutes of such Meetings.

 (ii) Keep the books of account and allied records of the Association.

 (iii) Prepare statements of receipts and disbursements and Balance Sheets of the Association as required by the Committee or Executive Director.

 (iv) Act as signatory to the Association's Banks Accounts documents and records if so requested by the Committee.

 (v) Perform such other duties at the direction of the Committee or Executive Director as required.

## 18 - ELECTION OF EXECUTIVE DIRECTOR AND SECRETARY

(a) The Executive Director and Secretary (if required) shall be elected by the members of the Association and shall hold office for a term of four (4) years unless before the expiration of such term he resigns by giving not less than one month's notice to the President of the Committee or is dismissed from office in accordance with Rule 32 hereof, provided that the elected Manager of the Association at the time of the introduction of the position of Executive Director shall fill that position until the conduct of an election for the position. An initial election for the position of Executive Director shall be conducted within six (6) months of the General Meeting approving such change.

(b) An election for the offices of Executive Director and Secretary shall be conducted by the Returning Officer appointed in accordance with Rule 14 "Returning Officer". Any member of the Committee may nominate any person for the offices of Executive Director and Secretary. Such nominations shall be made in writing and signed by the nominator and shall be assented to in writing by the nominee. The Returning Officer shall call for nominations for such offices from members of the Committee in the notice calling the first meeting of the Committee to be held within fourteen (14) days following the declaration of the result of the Committee election. If only the required number of nominations to fill the offices is received the Returning Officer shall forthwith declare the person or persons so nominated elected unopposed to the office for which he was nominated.

 If more than the nember of nominations required to fill the offices is received by the date and time of the meeting referred to above an election shall be conducted, mutatis mutandis, in accordance with the procedures prescribed by Rule 15 for the election of members of the Committee. The results of the election of Executive Director and Secretary shall be advised to the President in writing immediately after the conclusion of the count.

(c) A casual vacancy in the offices of Executive Director and/or Secretary may be filled by a person appointed by the Committee and such person shall retain office until an election is held in accordance with the procedure prescribed by sub-rule (b) hereof. Such election shall be held and completed within twelve (12) months of the date on which the office became vacant, and the person appointed to fill the casual vacancy shall be eligible to be a candidate for election.

##  19 - SECRET BALLOT FOR ELECTION OF EXECUTIVE OFFICERS

If all Committee members are present in person at any Meeting of the Committee at which an election is to be held for any of the offices of Executive Officers the duly appointed Returning Officer shall:

(a) Inspect the nominations of candidates and satisfy himself as far as he reasonably can that such nominations are regular and valid. If the returning officer finds a nomination to be defective, he shall before rejecting it advise the person concerned of the defect and where practicable give the person the opportunity of remedying the defect before the ballot is held.

(b) Permit any duly nominated candidate to appoint by notice in writing over his signature any member of the Association his scrutineer to represent him at the election.

(c) Prepare or cause to be prepared such number of ballot papers as there are Committee Members upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.

(d) Supply to each Committee Member one ballot paper which the Returning Officer shall have previously initialled.

(e) Direct the Committee Members to strike out on the ballot paper the name of each candidate for whom they do not desire to vote and thereafter to so fold the ballot paper that the marking thereon is not visible until unfolded.

(f) Collect the folded ballot papers and ensure that no person returns more ballot papers than he has votes.

(g) Admit ballot papers properly marked and count the votes thereon indicated.

(h) At the conclusion of the count declare to the meeting the candidate or candidates as the case may be receiving the majority of votes elected.

(i) In the case of a tie between candidates draw lots.

##  20 - POSTAL BALLOT FOR ELECTION OF EXECUTIVE OFFICERS

If all Committee members are not present at any Meeting for which an election is to be held for any of the offices of Executive Officers the Returning Officer shall:

(a) Inspect the nominations of candidates and satisfy himself as far as he reasonably can that such nominations are regular and valid. If the returning officer finds a nomination to be defective, he shall before rejecting it, notify the person concerned of the defect and where practicable give the person the opportunity of remedying the defect within 7 days of being so notified.

(b) Permit any duly nominated candidate to appoint by notice in writing over his signature any member of the Association as scrutineer to represent him at the election.

(c) Prepare or cause to be prepared such number of ballot papers as there are Committee Members upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.

(d) Within fourteen days of the date of the meeting forward by post to each Committee Member at his address appearing in the Register of Members, one ballot paper which the Returning Officer shall have previously initialled for each such election together with a declaration envelope and a prepaid envelope, both in the form prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.

(e) With such ballot papers the Returning Officer shall forward to each Committee Member a notification:

 (i) of the closing date for the receipt of returned ballot papers (which shall be between seven and ten days after the posting of the last of such ballot papers); and

 (ii) that the voting is to be conducted by striking out the name of each candidate for whom the member does not desire to vote.

(f) Hire or otherwise arrange for a post office box or other post office receptacle to which ballot papers may be forwarded to him and arrange as far as possible that such box or receptable shall not be available to be opened nor be opened by any person other than himself.

(g) After the closing date the Returning officer shall collect the envelopes containing the ballot papers and check the same to ensure that no votes are cast except by members entitled to vote and that no member casts more votes than he is entitled to cast and shall then remove the sealed envelopes containing the ballot papers and open the same. He shall then mix the ballot papers so that they are not able to be identified.

(h) Admit the ballot papers properly marked and count the votes thereon indicated.

(i) In the case of a tie between candidates, draw lots.

(j) Immediately following the conclusion of the count advise the President by letter the names of the persons declared by him to be elected.

(k) No ballot paper shall be counted unless the member returns it in the declaration envelope sent to him having first filled in membership name, address and member’s signature where provided on the flap of that envelope. The envelope containing the ballot paper must be placed in a prepaid envelope in the form prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003.

(l) Notwithstanding anything elsewhere contained in these Rules, all elections of officers of the Association shall be carried out in accordance with the provisions of the Industrial Relations Act 1988 or any amending or replacing legislation thereto.

## 21 - CASUAL VACANCIES - OFFICERS

(a) In the event of a casual vacancy in the office of President or Vice- Presidents nominations shall be called for in the Notice convening the next Committee Meeting following the creation of such vacancy and an election by the Committee Members shall be conducted as provided under Rule 19 or 20 as the case may be.

(b) In the event of a casual vacancy on the Committee, the Committee may by resolution appoint a person who is qualified under these Rules to fill such vacancy until the next Annual General Meeting or for a period not exceeding twelve months from the date of creation of such vacancy.

## 22 - PRESIDENT & VICE-PRESIDENTS

(a) The President shall be the official head of the Association. He shall:

 (i) Preside at all General Meetings and Meetings of the Committee and any Sub-Committees thereof at which he is present and preserve order thereat so that business may be conducted in due form and with propriety.

 (ii) Upon confirmation of the Minutes sign them in the presence of the Meeting.

 (iii) Sign all documents requiring his signature as official head of the Association.

 (iv) Instruct the Executive Director on any matters requiring decision between Meetings of the Committee.

(b) The Vice-Presidents in order of seniority shall deputise for the President on any occasion he is absent from a Meeting. They shall also carry out any other functions of the President in his absence and shall act with full powers of the President in such circumstances. The Committee may resolve to delegate any of the powers of President to a Vice-President either as a temporary measure or on a permament basis until determined otherwise.

## 23 - EXECUTIVE AND SUB-COMMITTEES

(a) The Executive shall consist of the President and two Vice-Presidents and the immediate past President (in an advisory capacity only). The Executive shall be responsible to and be controlled by the Committee and shall only exercise such powers as are specified in this rule. The Executive shall act on any matter requiring attention between Meetings of the Committee and shall carry out any other duties or responsibilities delegated by the Committee. Any decisions acts or authorisations by the Executive shall be reported to the next Meeting of the Committee but subject thereto the Executive shall be empowered to take any action and carry out any decision which the Committee is authorised and empowered to perform under these Rules. Meetings of the Executive shall be convened as provided in Rule 27 hereof.

(b) The Committee shall be empowered to set up Sub-Committees to consider report and recommend on any subject. Such Sub-Committees shall be responsible to and shall be controlled by the Committee and shall only exercise such powers as are delegated to a Sub-Committee by the Committee. Sub-Committees shall comprise members of the Committee but any other member of the Association may be co-opted to assist on Sub-Committees. Meetings of Sub-Committees shall be convened as provided in Rule 27 hereof.

(c) An audit sub committee shall be appointed by the Committee each year after the election of new office bearers. The duties of this sub committee shall be to meet with the auditors of the Association and to review the audit of the Association's accounts prior to submission of accounts to the Committee. the sub committee shall carry out any other duties or responsibilities delegated by the Committee.

## 24 - REPRESENTATION AT MEETINGS

(a) Every member of the Association shall in writing duly delivered to the Executive Director nominate at least one and not more than three persons to represent such member at meetings of the Association. Any person so nominated must be:

 (i) in the case of solely owned businesses, the member in person or his Manager,

 (ii) in the case of firms a member or Manager of such firm, or

 (iii) in the case of companies a Director Manager Secretary or Executive Officer of such company.

(b) Any person nominated in accordance with sub-clause (a) hereof must be empowered to vote and bind his principal on any matter submitted to a vote at any Meeting.

(c) The Executive Director shall, subject to the approval of the Committee, record the names of all nominees in a Register of representatives entitled to attend and vote at Meetings of the Association. Provided, however, that only one representative of each member shall be entitled to be present at any meeting unless the Committee determines from time to time that a greater number may attend. Ballot papers shall be forwarded to the first named representative.

(d) Only one representative of each member shall be permitted to vote at any of the Association.

(e) Any representative may be removed and an approved substitute appointed by the member provided notice in writing be given to the Executive Director not less than 48 hours prior to the holding of any meeting.

(f) No person except a proxy appointed pursuant to Rules 30(a) (b) (c) and (d) shall be eligible to represent more than one member at any meeting or meetings of the Association.

(g) The Committee may at any time resolve that any nominee of a member (not being the member himself in the case of an individual member) is no longer approved as a nominee and thereupon such nominee shall cease to be the nominee of such member and the member shall within 14-days after notice in writing by the Executive Director, nominate another person to represent such member as aforesaid, subject to such person being acceptable to the Committee.

## 25 - GENERAL AND DISTRICT MEETINGS

(a) (i) An Ordinary General Meeting of the members shall be held once every second month unless otherwise determined by the Committee at such time and place as the Committee may determine.

 (ii) Additional to holding a General Meeting of all members the Committee shall be empowered to arrange for the holding of meetings at some centrally situated place within any District and to prescribe the Rules and conditions governing the conduct of such meetings.

 (iii) The Committee shall be empowered to approve the setting up of Sections within the Association to provide extra services to members engaged in specialised activities including the manufacture of joinery or other timber products, home improvement (consumer market) selling, and the sale of general building supplies, or any other approved activity, to fix the dues or levies to be paid by such members in respect of such extra services and to prescribe the Rules and Conditions governing the conduct of such Sections.

(b) The Annual General Meeting shall be held once in every calendar year within fifteen months of the date of the previous Annual General Meeting at a place prescribed by the Committee.

(c) The Annual General Meeting may be held on the same day and at the same place as an Ordinary General Meeting.

(d) The abovementioned General Meetings shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

(e) The Committee may whenever it may think fit convene an Extra-ordinary General Meeting and Extra-ordinary General Meetings shall also be convened on the requisition of 10 financial members of the Association. The requisition shall state the objects of the Meeting and be signed by the requisitionists and be lodged with the Executive Director who shall within 7-days give 21 days' notice in writing of such Meeting together with the objects thereof to each member.

## 26 - MEETINGS OF COMMITTEE

(a) The office-bearers may meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined five office-bearers shall be a quorum.

(b) Not less than four office-bearers may at any time and the Executive Director upon the request of not less than four office-bearers shall convene a meeting of the Committee.

(c) Questions arising at any meeting of the Committee shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

(d) The President shall be Chairman of the Committee and failing him a Vice- President shall so act. If at any meeting the President or a Vice- President are not present at the time appointed for holding the same the Committeemen present may choose some one of their number to be Chairman of such Meeting.

(e) A resolution in writing signed by all the office-bearers shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

## 27 - NOTICES OF MEETINGS

(a) Notices wherever required by these Rules shall be served upon a member either personally or by sending such notice through the post in a prepaid envelope or wrapper addressed to such member at his place of address as notified by him for such purpose to the Executive Director when becoming a member or at any address which he may subsequently notify to the Executive Director in lieu thereof for the purpose of this Rule.

(b) The accidental omission to give notice of a meeting to or the non-receipt of notice of a Meeting by any member shall not invalidate the proceedings at any Meeting.

(c) Seven clear days' notice shall be given specifying the place, day and the hour of all Ordinary General Meetings and in the case of special business the general nature of that business shall be given. Provided, however, that the Executive Director may after consultation with the President or a Vice- President convene such meetings at shorter notice to deal with urgent business.

## 28 - PROCEEDINGS AT GENERAL MEETINGS

(a) The business of an Ordinary General Meeting shall be to consider and deal with such matters as the Committee or the members may bring before it.

(b) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business, except as herein otherwise provided, the attendance in person or by representation in manner provided by these Rules, of not less than twelve and a half percent of the members entitled to be present at any meeting shall form a quorum.

(c) If within 15 minutes from the time appointed for the Meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned Meeting a quorum is not present within 15 minutes from the time appointed for the Meeting the members present shall be a quorum.

(d) The President of the Association shall preside as Chairman at every General Meeting of the Association at which he is present.

(e) If there is no such President then a Vice-President shall preside. If at any Meeting neither the President or a Vice-President is present within 15 minutes after the time appointed for holding the Meeting or is unwilling to act as Chairman the members present shall choose some one of their number to be Chairman.

(f) The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10-days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(g) At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before a declaration of the result of the show of hands) demanded by at least seven members present in person or by nominee entitled to vote and unless a poll is so demanded a declaration by the Chairman 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 of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(h) If a poll is duly demanded it shall be taken in such manner as the Chairman directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The admissibility of any vote to be determined by the Executive Director.

(i) In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

(j) A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. The admissibility of any vote to be determined by the Executive Director.

## 29 - VOTES OF MEMBERS

(a) Each member of the Association shall be entitled to one vote at any vote of the members either by a show of hands or by a poll of the members.

(b) No member shall be entitled to vote unless all monies presently payable by him to the Association have been paid. For the purpose of this clause all monies are due and payable within one month of demand.

(c) On a poll votes may be given either personally or by proxy or by attorney.

## 30 - PROXIES

(a) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a company, either under the seal or under the hand of an officer or attorney so authorised. A proxy must be a member of the Association or duly appointed representative of a member.

(b) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Association not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument or proxy shall not be treated as valid.

(c) An instrument appointing a proxy may be in the following form or to that effect or any other form which the Association approves:

 "I of

 a member of

 hereby appoint of

 as my proxy to vote for me and on my behalf at the (Ordinary or Extraordinary as the case may be) General Meeting of the Association to be held on the day of and at any adjournment thereof.

Signed this day of 19 ."

(d) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## 31 - DISQUALIFICATION OF OFFICE BEARERS

An office bearer shall cease to be eligible to hold office if such office bearer

(a) becomes insolvent or bankrupt or suspends payment or liquidates by arrangement or assigns his estate for the benefit of his creditors;

(b) becomes mentally ill within the meaning of the Mental Health Act 1958;

(c) be imprisoned for a criminal offence;

(d) ceases to be the nominee of the member whom he represents; or

(e) the member he represents ceases to be a member.

When an office bearer ceases to be eligible to hold office the Committee shall by resolution declare vacant that office.

## 32 - DISMISSAL OF OFFICE BEARERS

(a) The Committee by resolution may dismiss an Office Bearer who has been found guilty in accordance with these Rules of:

 (i) misappropriation of the funds of the Association, or

 (ii) a substantial breach of the Rules of the Association, or

 (iii) gross misbehaviour, or

 (iv) gross neglect of duty.

(b) Any charge brought against an Office Bearer shall be considered by a meeting of the Committee convened within the provisions of these Rules, held within twenty-one days of receipt of such charge and shall be resolved by a motion carried by not less than three-fourths of the Members of the Committee present at such meeting, subject to:

 (i) No Office Bearer who is the subject of a complaint before the Committee shall participate in the consideration of or voting on such complaint.

 (ii) Provided however that no dismissal shall be effective unless the Office Bearer against whom the complaint is lodged shall have had, at least one week before the meeting at which such resolution is passed, notice in writing of the meeting and of the details of the complaint and he shall at such meeting and before the passing of such resolution have had reasonable opportunity of giving orally or in writing any explanation or defence he may think fit.

 (iii) The Committee shall not be obliged to deal with any complaint which it considers to be frivolous, malicious or vexacious.

## 33 - ACCOUNTS

(a) The Committee shall cause proper accounts to be kept with respect to -

 (i) all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and

 (ii) the assets and liabilities of the Association.

(b) The accounts shall be kept at the office of the Association or at such other place or places as the Committee thinks fits.

(c) The Executive Director shall prepare and present to the Annual General Meeting of the Association a duly audited Revenue Account covering the period from the date of the presentation of the last Revenue Account up to the date of the closing of the Association's financial year together with a Balance Sheet as at the latter date.

(d) The Association's financial year shall be from 1 January to 31 December each year unless otherwise decided by the members at a General Meeting.

## 34 - AUDIT

An Auditor shall be appointed for the ensuring 12 months at the Annual General Meeting of the Association. A duly audited Statement of Accounts for the 12 months up to the date of the closing of the Association's financial year together with a Balance Sheet at the latter date shall be prepared by the Executive Director or at his direction and shall be audited by the Auditor and be presented to the Annual General Meeting.

## 35 - ANNUAL SUBSCRIPTIONS

(a) The Committee shall set a subscription fee policy each year after considering the financial commitments and operation of the Association. This policy shall ensure that all members are treated in a fair and equitable manner.

(b) The annual subscription payable to the Association shall be as determined by the Executive in accordance with the fee policy determined by the Committee.

(c) All subscriptions are due and payable in advance on the first day of July each year, but may be paid by quarterly instalments on the first days of July, October, January and April of each year.

(d) Appeal

 All members shall have the right of appeal against fees determined on the following conditions:

 (i) Notification of appeal must be forwarded to the President within 14 days of receipt of initial notification of annual fees, stating brief grounds on which appeal is made.

 (ii) A Statutory Declaration of turnover, staff and the reason of appeal may be requested by the Executive.

 (iii) The President shall instruct the Executive Director to obtain all necessary information required for initial review by the Executive.

 (iv) The Executive shall meet within 30 days of receipt of application to consider any appeal and the Executive Director will notify the member of the decision of the Committee.

 (v) If the member is not satisfied with the review made by the Executive the appeal shall be referred to the Committee for final decision.

## 36 - LEVIES

(a) General Levies

 The Committee may whenever in its opinion it is necessary or desirable to meet any present or anticipated liability of the Association or otherwise for the purposes of the Association impose a levy upon members in porportion to their respective last annual subscriptions under Rule 35 hereof and every member shall pay his proportion of such levy to the Executive Director wihin one month after demand in writing therefor. Provided that no member shall be liable to pay more than $200 in all by way of levy in any one financial year except as provided by clause (b) hereof.

(b) Promotional Levies

 (i) In addition to the powers conferred by clause (a) of this Rule, the Committee may, subject to sub-clause (ii) hereof, impose special levies upon members for the purposes of promoting advertising exhibiting and publicising timber, timber products, joinery, general building materials and related services and generally for furthering and assisting the sale by members of the various products and services covered by these Rules. Such levies may be imposed upon all members or upon such classes of members as may be determined by the Committee.

 (ii) No levies under clause (b) (i) of this Rule shall be imposed upon any member except in accordance with a resolution carried by a two- thirds majority of the members present at a General Meeting convened in accordance with Rule 27 of these Rules and subject to notice of the Committee's intention to impose such levies together with relevant details thereof having been given in the notice convening such Meeting.

 (iii) Levies under the within clause (b) shall be calculated in accordance with, and shall be of such amounts as is determined by the resolution or resolutions adopted as provided by sub-clause (ii) thereof and the limit imposed by clause (a) of this Rule shall not apply to levies governed by clause (b) thereof.

## 37 - PAYMENTS BY MEMBERS

All monies due by members of the Association including subscriptions levies and fines shall be paid within one month of demand. The mailing of an account shall be deemed to be a demand.

In default of payment of any money due to the Association within the time specified in this Rule the Committee may at its discretion without prejudice to Rule 48 hereof suspend the member from all rights and privileges of membership. Any member who has not paid any subscription or levy within the time specified by these Rules or within any longer period permitted by the Committee may be struck off the Roll of Membership by resolution of the Committee.

## 38 - RECOVERY OF MONEY FROM MEMBERS

All monies due by any member to the Association may be recovered against such member at the suit of the Executive Director acting on behalf of the Association or may at the option of the Committee be deducted out of any funds (including trust funds) in the hands of the Association in which such member shall have an interest.

## 39 - PAYMENTS TO AND BY ASSOCIATION

(a) All monies due by any member to the Association shall be paid to the Executive Director or to such other person as the Committee may direct and the monies so received shall be banked within 24 hours of receipt in such bank account as the Committee may direct.

(b) All payments of $2 or over made by the Association shall be by cheque. Cheques drawn on the Association's General Accounts shall be signed by any two members of the Committee and countersigned by the Executive Director. Until otherwise determined by the Committee cheques on the Association's Managerial Account may be signed by the Executive Director only.

## 40 - ACCUMULATED FUNDS:

The Committee shall have power to use the accumulated funds of the Association for any purpose within the ambit of these Rules which it may consider conducive to the interests of the Association.

A loan, grant or donation of an amount exceeding $1,000 shall not be made by this organization or any branch thereof as the case may be unless the Committee of Management of the organization or of the branch, as the case may be -

 (a) has satisfied itself -

(i) that the making of the loan, grant or donation would be in accordance with the other rules of the organization or of the branch as the case may be, and

 (ii) in relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and

 (b) has approved the making of the loan, grant or donation.

## 41 - CREDIT BUREAU

(a) Each member shall forward to the Executive Director on forms provided for the purpose complete lists of debtors whose accounts are overdue for a greater period than determined by the Committee or a General Meeting. Such lists shall not include amounts owing by members of the Association and they shall be lodged with the Executive Director not later than the nineteenth day of each month.

(b) The Executive Director may and shall if so directed by the Committee publish and circulate amongst members information derived from such lists and shall be entitled to furnish with any such information such persons or organisations as are by resolution of the Committee approved for the reception of credit information and the disclosure by the Executive Director of any information to persons or organisations approved in accordance with this Rule shall not be deemed to be a breach of Rule 54 hereof.

(c) The Executive Director may at the direction of the Committee institute and carry out the functions of a mercantile agency for the benefit of members and in regard thereto may affiliate with any other mercantile agency and pay to such agencies any fees authorised by the Committee.

(d) The Executive Director may debit to the account of any member fees or other charges for the provision of credit information or reports on the constitution of any corporation or firm in accordance with scales of charges determined by the Committee.

## 42 - ESSENTIAL RETURNS

(a) The Committee may require all members or any selected group of members to submit returns relating to such matters and in such form as it may determine. Any such return may be declared to be "Essential" and upon such declaration each member required to make such return shall submit the same to the Executive Director within such time as the Committee may determine.

(b) In addition to and notwithstanding anything in these Rules elsewhere contained every member who fails or neglects to lodge an "Essential" return within the required time or who lodges an incomplete or incorrect return shall forfeit the right to receive Credit Lists or Statistical Returns in respect of the period involved in his failure or neglect to furnish complete and correct returns. The member may also be deemed to be guilty of a breach of these Rules and may be dealt with by the Committee accordingly.

## 43 - COSTING AND MARKETING SERVICES

Subject to Rule 44, and compliance with any relevant law, the Executive Director shall be empowered to -

(a) Obtain from Members and to request from Manufacturers, Distributors, Wholesalers and others, information relevant to the costs of production, importation, transportation, cutting, treating, moulding, machining, manufacturing, stocking and selling of timbers, timber products or derivatives, timber panels or prefabricated sections, joinery and other articles manufactured from timber or timber derivatives, builders hardware and all general building materials, and boxes, cases and crates, or such other information as he may require for the

purposes of Rules 43 and 44.

(b) Collate, analyse and compare the information obtained in accordance with Clause (a) hereof and advise Members verbally or in writing, individually or collectively, the results thereof; but only in such manner that preserves the confidentiality of the details supplied by individuals.

(c) Assess, and publish for the information of Members and their customers, recommended or guideline selling prices within Victoria, of timber, timber products or derivatives, timber panels, or prefabricated sections, joinery and other articles manufactured from timber or timber derivatives, boxes, cases and crates, builders hardware and all general building materials; and recommended or guideline charges for services to be furnished by members in connection therewith.

(d) Publish model Terms and Conditions of Sale, including recommendations as to discounts and delivery charges in Victoria, for timber, timber products and allied building materials.

(e) Advise members regarding costing and marketing factors generally, including assessment of margins and recovery of costs believed necessary to obtain in order to achieve a reasonable return on invested capital and other funds employed in their businesses.

## 44 - RECOMMENDED OR GUIDELINE PRICES

(a) All recommended prices, discounts or conditions of sale established in accordance with Rule 43 shall consider the Public Interest and the benefit to the Public of the availability of basic information on Timber Industry average prices, and shall therefore be reasonable from the point of view of users of timber, joinery and other timber products and allied building materials, and the Public, as well as of members of the Association, and no prices, discounts or conditions so established shall exceed any limitations fixed by or under any relevant State or Federal Act or Regulation for that kind, grade or quality of timber, joinery and other building materials.

(b) No member shall be required or induced by the Committee or by any other member or officer of the Association, to use such prices, charges, terms and conditions, or any of them in or in connection with any sale or acquisition of timber, joinery and other timber products or other building materials.

(c) Such prices, charges, discounts or terms and conditions of sale shall not be used by members for the purpose of collusive tendering in contravention of any State or Federal Act.

(d) Recommended prices, discounts and conditions of sale published by the Association in accordance with Rule 43 are based on Industry averages, and Members are required to individually decide their actual selling prices.

(e) Members shall not act in collusion to fix or adopt common prices to be observed by them in contravention of any relevant State or Federal Act.

## 45 - RESPONSIBILITY OF MEMBERS

Every member of the Association shall accept responsibility for all acts done or omitted to be done by an agent traveller employee or representative of his whether or not such act or omission is within the actual or apparent scope of the authority of such agent traveller employee or representative.

## 46 - DISCOVERING BREACHES OF RULES

(a) Every member of the Association shall use all due diligence not only in preventing but in bringing before the Executive Director or the Association any evasion or breach or attempted evasion or breach of the Rules either by any member or by any clerk agent servant broker or other person directly or indirectly representing any member.

(b) In the event of the Executive Director discovering any mistake or irregularity by any member it shall be obligatory upon the Executive Director to report the fact and nature of the irregularity and the details thereof forthwith to the Committee and thereupon the Executive Director shall take such action as the Committee directs.

## 47 - INSPECTION OF BOOKS

(a) The Executive Director may and shall if directed by the Committee inspect compare and investigate the books accounts documents and transactions of members at any time within usual business hours for the purpose of checking any returns made by members and generally for the true observance by them of the Rules of the Association.

(b) The members of the Association shall afford the Executive Director every facility for making the investigations and inspections referred to under clause (a) above.

## 48 - EXPULSION

(i) A member shall be liable to expulsion by Resolution of the Committee if he shall -

 (a) refuse or neglect after not less than seven days notice in writing to pay any moneys which may from time to time be due to the Association in respect of subscription or levy, or

 (b) cease to be eligible for membership, or

 (c) refuse or neglect after not less than seven days notice in writing to comply with the provisions of the Rules of the Association, or

 (d) be guilty of a breach of the Rules of the Association.

(ii) No such resolution for expulsion shall be effective in respect of any member unless he shall have had at least one week before the meeting at which such resolution is passed, notice in writing of the meeting and of the intended Resolution for his expulsion and he shall at such meeting and before the passing of such resolution have had a reasonable opportunity of giving orally or in writing any explanation or defence he may think fit.

(iii) Where the expulsion of a member being a Corporation or Associate member or a firm is being considered at any such meeting an oral explanation or defence may be given on its behalf by an officer of such Corporation or Associate member approved by it in writing or by any one of the partners of such firm.

(iv) Any member who shall be expelled from the Association shall forfeit any interest in or right to any of the assets or property of the Association.

## 49 - ARBITRATION PROCEEDINGS

The Committee may by resolution give the consent of the Association to the submission of an industrial dispute to conciliation and arbitration. Thereupon such dispute shall be so submitted and the Association be represented therein by the Executive Director or by such other persons or organisations as may be determined by the Committee.

## 50 - INDUSTRIAL AGREEMENT

Subject to Rule 51 Industrial Agreements and other documents may be entered into and executed by or on behalf of the Association by the President or one of the Vice-Presidents and the Executive Director or other executive officer acting under the authority of a resolution of the Committee.

## 51 - SEAL

The Common Seal of the Association shall be kept in the custody of the Executive Director, such seal shall not be affixed to any instrument without the authority of a resolution of the Committee and when so affixed shall be authenticated by the signatures of the President or one of the Vice-Presidents and the Executive Director or other executive officer.

## 52 - PROPERTY

All property which may be acquired or purchased with the monies of the Association or be donated to the Association shall be vested in the Association and the Committee shall have power to control and invest the same in the name of the Association. At the direction and discretion of the Committee the Association may buy and sell at auction or by private contract any freehold or leasehold property, take on lease or licence any property and expend monies on the renovations, alteration and improvement of such property or may purchase land and erect buildings thereon for the purpose of furthering any of the objects of the Association and lease, let or hire any such property, borrow money on the security of any such property including power to mortgage, charge, or encumber such property.

## 53 - APPROVED SUPPLIERS OF TIMBERS AND BUILDING MATERIALS

(a) The Committee may register approved agents and/or approved wholesale suppliers and shall recommend to members that they give preference to such agents and wholesale suppliers when purchasing timber and/or other building materials.

(b) For the purpose of this Rule "timber" shall mean flitches sawn or dressed boards of every species thickness and size and shall also include milled products timber manufactured or partly manufactured fabricated or partly fabricated and joinery made from any species of timber but shall not include plywood wallboards or pressed boards of any description.

(c) "Building Materials" shall mean plywood wallboards pressed boards and all other materials having timber fibre base together with asbestos cement products cement and cement products galvanised iron steel aluminium and plastic products and builder's hardware.

(d) The Committe shall prescribe the conditions under which agents and/or wholesale suppliers shall be registered but the basic qualification shall be adherence to a policy of distribution through recognized bona fide timber merchants at equitable and competitive prices.

(e) The Committee may withdraw the registration of any agent or supplier who ceases to comply with the requirements prescribed by the Committee in accordance with these Rules.

(f) The Executive Director shall maintain a register of all approved agents and approved wholesale suppliers.

(g) The Executive Director shall notify members the names and addresses of approved agents and approved wholesale suppliers and any additions or deletions made by the Committee from time to time.

## 54 - SECRECY

All deliberations of the Committee and of the Association and all agreements reports minutes and communications sent to members shall be and be deemed to be private and confidential and no member or officer or servant of the Association shall disclose the same to any person whatsoever.

## 55 - ALTERATIONS OF RULES

These Rules may be amended altered varied modified deleted or added to at any General Meeting of the Association duly convened and held provided that notice in writing of the proposed amendments shall have been sent to all members at least 21-days prior to such meeting and provided that no Rule shall be amended altered varied modified deleted or added to except by a resolution carried by a three-fourths majority of the members present and voting.

## 56 - PROTECTION OF COMMITTEE AND OFFICERS

No matter or thing done by any member of the Committee, or by any Officer or other person appointed or employed by the Association, if done bona fide in the exercise of his powers or in the performance of his duties under the Rules of the Association, shall subject such member of the Committee, Officer, or other person, to any personal liability in respect thereof, and it shall be the duty of the Committee, out of the funds of the Association, to pay and satisfy all costs, losses, expenses and liabilities so incurred in the course of the business of the Association.

## 57 - WINDING UP

(a) The Association may be wound up by a resolution carried by a three-fourths majority of the members present and voting at a General Meeting specifically called for the purpose of which 21-days notice in writing setting forth in detail the objects of the Meeting shall have been given to all members. The funds and assets of the Association shall be dealt with in such manner as is set out in a resolution carried by a three- fourths majority of the members present and voting at a General Meeting called as aforesaid and in particular such funds and assets may be paid or delivered to any person firm or corporation on such terms and conditions as the Association by such resolution at such General Meeting may determine.

(b) At any General Meeting at which a resolution for winding up the Association is duly carried a Liquidator may be appointed and his remuneration fixed.

## 58 - REQUIREMENTS OF THE COMMITTEE OF MANAGEMENT

(a) The definitions set out below are relevant only for the purpose of this clause 58.

 (i) board means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors.

 (ii) disclosure period For the purpose of these rules means the financial year unless a shorter period is specified.

 (iii) declared person or body A person is a declared person or body if:

 (i) an officer of the Association has disclosed a material personal interest under sub-rule 58(g); and

 (ii) the interest relates to, or is in, the person or body; and

 (iii) the officer has not notified the Association that the officer no longer has the interest.

 (iv) financial duties includes duties that relate to the financial management of the Association.

 (v) financial year means the financial year as defined in clause 33(d) of these rules

 (vi) General Manager means the General Manager of the Fair Work Commission.

 (vii) non-cash benefit means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

 (viii) peak council has the same meaning as defined by section 12 of the *Fair Work Act 2009.*

 (ix) office has the same meaning as defined by section 9 of the *Fair Work (Registered Organisations ) Act 2009*

 (x) officer has the same meaning as defined by section 6 of the *Fair Work (Registered Organisations) Act 2009*

(xi) related party has the same meaning as defined by section 9B of the *Fair Work (Registered Organisations) Act 2009.*

 (xii) relative in relation to a person, means:

 (i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or

 (ii) the spouse of the first mentioned person.

 (xiii) relevant remuneration in relation to an officer of the Association for a disclosure period is the sum of the following:

 (i) any remuneration disclosed to the Association by the officer under sub-rule 58(c) during the disclosure period;

 (ii) any remuneration paid during the disclosure period, to the officer of the Association;

 (xiv) relevant non-cash benefits in relation to an officer of the Association for a disclosure period means the non-cash benefits provided to the officer, at any time duringthe disclosure period, in connection with the performance of the officer’s duties as an officer, by the Association or by a related party of the Association.

 (xv) remuneration (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but

 (ii) does not include a non-cash benefit; and

 (iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

**ASSOCIATION POLICIES AND PROCEDURES**

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

**DISCLOSURE OF OFFICER’S RELEVANT REMUNERATION AND NON-CASH BENEFITS**

(c) Each officer of the Association shall disclose to the Association any remuneration paid to the officer:

 i) because the officer is a member of a board, if:

 I. the officer is a member of the board only because the officer is an officer of the Association; or

 II. the officer was nominated for the position as a member of the board by the Association or a peak council; or

 ii) by any related party of the Association in connection with the performance of the officer’s duties as an officer.

(d) The disclosure required by sub-rule (c) shall be made to the Association:

 i) as soon as practicable after the remuneration is paid to the officer; and

 ii) in writing.

(e) The Association shall disclose to the members of the Association:

 i) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and

 ii) for those officers:

 I. the actual amount of the officers’ relevant remuneration for the disclosure period; and

 II. either the value of the officers’ relevant non-cash benefits, or the form of the officers’ relevant non-cash benefits, for the disclosure period.

(f) For the purposes of sub-rule (e), the disclosure shall be made:

 i) in relation to each financial year;

 ii) within six months after the end of the financial year; and

 iii) in writing.

**DISCLOSURE OF OFFICER’S MATERIAL PERSONAL INTERESTS**

(g) Each officer of the Association shall disclose to the Association any material person interest in a matter that:

 i) the officer has or acquires; or

 ii) a relative of the officer has or acquires;

 that relates to the affairs of the Association.

(h) The disclosure required by sub-rule (g) shall be made to the Association:

 i) as soon as practicable after the interest is acquired; and

 ii) in writing.

(i) The Association shall disclose to the members of the Association and its branches any interests disclosed to the Association pursuant to sub-rule (g).

(j) For the purposes of sub-rule (i), the disclosures shall be made:

 i) in relation to each financial year;

 ii) within six months after the end of the financial year; and

 iii) in writing.

**REQUIREMENT FOR OFFICERS TO UNDERTAKE TRAINING**

(k) Each officer of the Association whose duties include financial duties that relate to the financial management of the Association must undertake training approved by the General Manager of the Fair Work Commission under section 154C of the *Fair Work (Registered Organisations) Act 2009*.

(l) This training must be undertaken within 6 months of the officer taking office.

**DISCLOSURE BY ORGANISATION/BRANCH OF PAYMENTS**

(m) The organisation shall disclose to the members of the organisation and its branches either:

i. each payment made by the organisation, during the disclosure period:

I. to a related party of the organisation or of a branch of the organisation; or

II. to a declared person or body of the organisation or a branch of the organisation; or

ii. the total of the payments made by the organisation, during the disclosure period:

I. to each related party of the organisation; or

II. to each declared person or body of the organisation.

(n) Sub-rule 58(m) does not apply to a payment made to a related party if:

i. the payment consists of amounts deducted by the organisation from remuneration payable to officers or employees of the organisation; or

ii. the related party is an officer of the organisation, and the payment:

I. consists of remuneration paid to the officer by the organisation; or

II. is reimbursement for expenses reasonably incurred by the officer in performing the officer’s duties as an officer.

(o) For the purposes of sub-rule 58(m), the disclosures shall be made:

i. in relation to each financial year;

ii. within six months after the end of the financial year; and

iii. in writing.

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