[156N: Rules as at registration on 01/07/2014 [D2013/121]

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 23 both inclusive contain a true and correct copy of the registered rules of Consult Australia [Industrial]**.**

DELEGATE OF THE GENERAL MANAGER

FAIR WORK COMMISSION

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

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# Rules of Consult Australia [Industrial]

## A - INTRODUCTION

## 1. Name

The name of the association is “Consult Australia [Industrial]”.

## 2. Registered Office

The registered office of Consult Australia [Industrial] is level 6, 50 Clarence Street, Sydney, in the state of New South Wales or such other place or places as the National Council shall from time to time determine.

## 3. Definitions

In these Rules the following stipulations shall apply in the interpretation of words and expressions, unless the contrary intention appears.

(a) The singular shall include the plural, and vice versa.

(b) Headings are for convenience and do not affect the meaning of the text.

(c) A reference to a person shall include a natural person, a partnership, an association incorporated under any statute (Federal or State) or a corporation under the *Corporations Act 2001* (Cth)..

(d) “*Approved training*” means training approved by the General Manager pursuant to Section 154C of the RO Act.

(e) “*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.

(f) “*Consult Australia*” means Consult Australia, a company duly incorporated in Australia and limited by guarantee, having its registered office at Level 6, 50 Clarence Street, Sydney in the state of New South Wales and having an ACN number of 064 052 615.

(g) “*Councillor*” means a member of the National Council other than an office bearer.

(h) “*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 37(a); 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.

(i) “*Disclosure period*” for the purpose of these rules means the financial year unless a shorter period is specified.

(j) “*Electronic means*” shall mean the use of telephone, mobile phone, SMS and email or such other forms of electronic communication as may come into existence after the certification of these Rules;

(k) “*Financial Duties*” includes duties that relate to the financial management of the Association.

(l) “*financial member*” means a member other than a person who or which is unfinancial under Rule 14.

(m) “*Founding member*” means a member admitted to the Association pursuant to Sub (b) of Rule 47.

(n) “FWC” means the statutory body that is Fair Work Commission (by whatever name) or any tribunal or statutory body that succeeds or replaces Fair Work Australia,

(o) “*General Manager*” means the General Manager of Fair Work Commission.

(p) “*Industrial interests*” means interests arising in connection with employment or workplace relations matters, and extends to include any subjects directly related to such matters.

(q) “*Member*” means a member of the Association, whether a financial member or an unfinancial member.

(r) “*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.

(s) “*Office*” has the same meaning as defined by section 9 of the RO Act.

(t) “*Officer*” has the same meaning as defined by section 6 of the RO Act.

(u) “*Office Bearer*” means the offices of National President and Secretary/Treasurer.

(v) “*Peak Council*” has the same meaning as defined by section 12 of the FW Act.

(w) [Omitted]

(x) “*Related party*” has the same meaning as defined by section 9B of the RO Act.

(y) “*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.

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

(aa) “*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 36 (a) during the disclosure period;

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

(bb) *“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.

(cc) “*the RO Act*” means the *Fair Work (Registered Organisations) Act 2009* (Cth), or any Act amending or replacing that Act.

(dd) “*the FW Act*” means the *Fair Work Act 2009* (Cth), or any Act amending or replacing that Act.

(ee) “t*he Association*” means Consult Australia [Industrial], the Association governed by these Rules.

(ff) “the National Council” means the National Council of the Association by that name constituted pursuant to these Rules and being the Committee of Management of the Association.

(gg) “*Unfinancial member”* means any member who is unfinancial under Rule 14.

## 4. Model Rules

These Rules are intended to adopt, to the extent necessary, the model rules in respect of the conduct of officers and employees of registered organisations published pursuant to Section 148 of the RO Act in March 2013.

## B - OBJECTS

## 5. Objects

The Association is formed for the following purposes and has the following objects.

**Principal Objects**

The principal objectives of the Association are as follows.

(a) To promote, protect and advance the industrial interests of its members.

(b) To apply for registration as an organisation of employers pursuant to the RO Act and to do all such things as may be necessary to achieve such registration.

(c) Upon registration being achieved under the RO Act, to be a representative and effective organisation for its members.

(d) To act as an organisation and/or industrial union of employers under the laws of Australia or any State or Territory thereof.

(e) To maintain and improve relations between members and their employees with a view to the avoidance of industrial unrest and strikes, and to take all such steps as may be considered desirable in the settlement of strikes and industrial disputation between members and their employees.

(f) To prosecute or defend any suits, applications and proceedings, before any court or tribunal whatsoever as may be deemed necessary or expedient in the industrial interests of the Association, or its members.

(g) To arrange and settle whether by means of reference to arbitration and conciliation, or otherwise, any questions from time to time arising in relation to the employment of labour.

(h) To arrange and settle whether by means of reference to arbitration and conciliation, or otherwise, any questions from time to time arising in relation to the relationship between the Association and its members.

(i) To act as arbitrators in the settlement of and to appoint committees to deal with disputes between members or affecting members.

(j) To promote any measures and take any steps that may be considered advisable in the industrial interests of the members of the Association.

**Supporting Objects**

To assist in the attainment of the Association’s principal objects, the Association has the following additional supporting objects:

(k) To establish Branches or regions in any part of Australia or its territories and to provide for the establishment of local or regional Divisions to deal with local or regional matters.

(l) To enter into any negotiations or arrangements with any Government or authority, municipal, local or otherwise, that may seem beneficial to the interests of the members or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association considers desirable to obtain; and to carry out, exercise and comply with any such arrangements rights, privileges and concessions.

(m) To co-operate with, subscribe to or become a member of any other association or organisation, whether incorporated or not, whose objects are in whole or in part similar to those of the Association, provided that by such action the interests of the Association and its members are not prejudiced.

(n) To print, publish, issue and circulate such periodicals, books, circulars, advertisements, and other publications and films as may seem beneficial to the interests of the Association and its members.

(o) To appoint, employ, remove or suspend such persons on such terms or conditions as may be necessary or convenient for the purposes of the Association.

(p) To establish and support or aid in the establishment and support of trusts, funds and institutions calculated to benefit employees or past employees of the Association or the dependants or connections of any such person, and to grant pensions and allowances to such employees or former employees.

(q) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal, and any rights or privileges which may be requisite for the purposes or capable of being conveniently used in connection with any of the objects of the Association and in furtherance of the objects of the Association to sell, improve, demolish, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

(r) To construct, improve, maintain, develop, work, manage, carry out, alter, demolish, or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration, demolition or control thereof.

(s) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(t) To take or hold mortgages, debentures, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.

(u) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities.

(v) To subscribe or guarantee money or services for charitable or benevolent purposes, or for any public, general or useful object.

(w) To make any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.

(x) To collect and receive money by voluntary contributions, subscriptions, donations, sale of goods or property and legacies for the purpose of the Association.

(y) To lend money to persons, firms or companies, being members or not and on such terms as may from time to time seem expedient.

(z) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined upon fixed or other deposit in any Trading Bank or Savings Bank, and such other securities as the Association thinks fit and notes, stocks, shares, debentures or securities of or advances to any Company whether public or private.

(aa) To do all such lawful things as may appear to be incidental or conducive to the before mentioned objects or any of them and to adopt additional objects from time to time provided that the Association shall not be carried on for profit or gain.

(ab) To amalgamate, incorporate, or co-operate with any institutions, organisations, societies or associations whether incorporated or unincorporated having objects similar in whole or in part to those of the Association.

## C - MEMBERSHIP

## 6. Eligibility for Membership

A person is eligible for membership of the Association if, and only if that person:

(a) is or is usually an employer, or carries on business and intends to become an employer within 30 days of making an application for membership of the Association; and

(b) is an employer wholly or principally engaged in the business of providing professional consulting services to clients in connection with the built and/or natural environment;

*provided that* to avoid doubt, any employer wholly or principally engaged in any of the following businesses shall not be eligible for membership:

 the selling and/or installing of electrical products; or

 (i) plumbing, gasfitting or drainage contracting; or

 (ii) building construction.

“Professional consulting services” means such services provided by consulting engineers, architects, urban planners, quantity surveyors and environmental scientists.

## 7. Admission to Membership

Each application for membership of the Association shall be in writing. Such application shall bear the correct name and address of the applicant together with a description of the nature of the business carried on by it, a statement of the number of employees for subscription purposes and the signature of an authorised officer of such applicant, together with the name of the applicant's nominated representative.

The form of application for membership of the Association shall be as determined by the National Council from time to time, provided that such Form may with the consent of the National Council and Consult Australia appear in the one document with an application for membership of Consult Australia.

Upon receipt of an application for membership, the Association shall acknowledge receipt of same and inform the applicant, in writing, of:

(a) the financial obligations arising from membership; and

(b) the circumstances, and the manner, in which a member may resign from the organisation.

An applicant for membership that is eligible to be a member of the Association shall, subject to payment of the fees for membership as prescribed by Rule 12 and the provisions of the RO Act, be admitted to membership of the Association as and from the date of receipt of the application by the Association.

## 8. Resignation from Membership

(a) A member may resign from membership by written notice addressed and delivered to the Association.

(b) A notice of resignation from membership takes effect:

 (i) where the member ceases to be eligible to become a member of the organisation:

(A) on the day on which the notice is received by the organisation; or

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

 whichever is later; or

 (ii) in any other case:

(A) at the end of two weeks after the notice is received by the organisation; or

(B) on the day specified in the notice,

 whichever is later.

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

(d) A notice of resignation delivered to the Association shall be taken to have been received by the organisation when it was delivered.

(e) A notice of resignation that has been received by the organisation is not invalid because it was not addressed and delivered in accordance with sub rule (a).

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

## 9. Expulsion from Membership

The membership of the Association of any member shall terminate forthwith in the following circumstances.

(a) Upon the passing by a general meeting of a resolution that the name of such member be removed from the Register of Members of the Association on any one or more of the following grounds:

 (i) the member has ceased to be eligible for membership;

 (ii) the member is unfinancial and has continued in default after a final demand for payment, as prescribed by Sub Rule 14(b);

 (iii) the member has wilfully disobeyed any of these Rules having direct application to the member;

 (iv) the member has contravened any of the Rules and has failed to rectify any such contravention within 14 days of having been given written notice of the contravention and a direction as to how such contravention is to be rectified.

 The member threatened with removal shall be given at least fourteen days notice in writing of the calling of the meeting at which it is proposed to remove such member and shall be given notice of the reasons upon which it is proposed to rely at such meeting for the passing of such resolution. The member threatened with removal shall be given opportunity at such meeting to refute the allegations made against it.

(b) Upon the notification in a government gazette of the winding up or liquidation of a member company provided that at the written request of the liquidator accompanied bythe liquidator’sundertaking to pay in full all membership and other dues accruing as from the date of the commencement of the liquidation, National Council may resolve that the membership of the company in liquidation shall not terminate.

(c) Upon the passing by the National Council of a resolution that the name of such member be removed from the Register of Members of the Association under the provisions of Sub Rule 14(b), or by reason of the member ceasing to be eligible for membership.

## 10. No Rights on Termination

Any member who withdraws from membership or whose membership is otherwise terminated pursuant to these rules shall cease to have any claim or interest of any nature whatsoever to or in any of the funds or assets of the Association or against any Office Bearer or Councillor or against any member of the Association's staff.

## 11. Register of Members

(a) The Secretary/Treasurer shall cause to be kept at the registered office a Register of Members in which shall be recorded the name and address and voting rights including changes thereto of every member of the Association and such other particulars as the National Council may direct from time to time. An entry in the register shall be evidence of membership of the Association.

(b) A Member shall notify the Member’s address to the Association in writing not later than the time of commencement of membership.

(c) A Member shall also notify the Association in writing not later than the commencement of membership the identity of its representative for voting in elections and participating in meetings of the Association, which in the case of a member which is a company shall be either its Chief Executive Officer or an executive officer of the company, and where the member is not incorporated shall be a principal of the Member.

(d) The address recorded for a Member in the Register of Members shall be regarded as the Member’s registered address for the purposes of these Rules, including for the purpose of serving notices on or forwarding correspondence to that Member. A registered address must, where available to the member include a number for facsimile transmission, and an address for the receipt of electronic mail, which may be by way of an email address or mobile phone telephone number for Short Message Service (SMS), or both.

(e) Any Member wishing to change that Member’s address or other information contained in the Register of Members, including the identity and contact details of its representative, shall notify any such change to the Association in writing. No such change shall be effective until written notice of the change is received by the Association.

## 12. Subscriptions

(a) The National Council may from time to time fix and vary the rates of subscription for members.

(b) The subscription shall date from and shall be due on the 1st day of July of each year and shall be payable at such time or times as may be decided by the National Council.

(c) Notwithstanding the foregoing, a member shall not be obliged to pay any monies to the Association where the Association has entered into an agreement with Consult Australia whereby Consult Australia agrees to pay to the Association in respect of that member all or any membership fee, subscription or levy payable to the Association pursuant to these Rules.

 If such an agreement is entered into between the Association and Consult Australia, but there is default or failure in making the payment referred to in this sub rule in respect of any member, the Association shall notify such member forthwith of his or its obligation to pay future membership fees to the Association and the amounts thereof. Unless and until a member is so notified the financial status of the member of the Association shall be unaffected by any such default or failure. Following receipt of such notification the member shall have a period of four weeks before his or its financial status of the Association is in any way affected.

## 13. Entrance Fee

Subject to the provisions of Sub Rule 12(c) and Sub Rule 47(b), the National Council may direct the payment of an entrance fee by all members admitted under Rule 7 and determine the amount thereof from time to time, provided that the founding members of the Association shall not be liable to pay any entrance fee.

## 14. Unfinancial Members

(a) Any member failing to pay any amount due to the Association within 2 months after notification thereof has been posted to the member by the Association or being in arrears six months with subscription shall be disqualified from taking part in any procedures of the Association. In default of payment of any such amount within one month of final demand under the hand of the Secretary/Treasurer or other person duly authorised by that officer such amount and arrears may be recovered at law in proceedings instituted by the Secretary/Treasurer or other person duly authorised by him.

(b) Where a member continues in default of Sub Rule (a) of this Rule for more than one month after the final demand, the name of the member may be removed from the Register of Members.

 Subject to the limitations on recovery prescribed by Section 178 of the RO Act the Association may take proceedings to recover any arrears of subscription or other unpaid amount together with any costs and expenses associated with the recovery of such amounts.

 NOTE: Section 178 requires recovery proceedings to be commenced within twelve (12) months of subscriptions being in arrears, otherwise they become no longer payable.

## D - MEETINGS OF MEMBERS

## 15. Annual General Meeting

The Annual General Meeting of the Association shall be held by 31st October in each year. Fourteen days notice thereof shall be given to all members in writing. At such a meeting, a report on the affairs of the Association during the preceding year shall be submitted by the National President and the Secretary/Treasurer shall submit a financial report and balance sheet duly audited covering the 12 months to the previous 30th June. The auditors for the ensuing year shall be appointed and any other business may be transacted which in the opinion of the National President is expedient. A member may be represented at such meeting by proxy provided the proxy is found to be in order by the National President.

Notwithstanding any other provision of these Rules, the Annual General Meeting of the Association may be conducted in person, by telephone or videoconference, or by a combination of these forms of meeting or communication. Where any such meeting is conducted other than by way of all of the participants being present in person, such meeting shall be as valid as if all participants had met in person provided that:

 (i) any such meeting is convened and conducted in accordance with the requirements of the Rules, including (without limitation) the relevant rules relating to notice of and quorum for the meeting; and

 (ii) each of the members participating in the meeting must be able to hear each of the other members present at the meeting.

[See Rule 43 in relation to the form of notice to members.]

**Quorum**

At the Annual General Meeting of the Association five members shall constitute a quorum.

## 16. Special General Meeting

At the request of the National President or by decision of the National Council or on a requisition signed by at least five members, the Secretary/Treasurer shall cause a Special General Meeting of the Association to be called as promptly as possible. At least seven days notice shall be given thereof in writing to all members and no business shall be transacted at any such meeting except that for which the meeting has been called. Should there not be a quorum present within 30 minutes after the time for which the meeting was called, the meeting shall lapse.

A member may be represented at such meeting by proxy provided the proxy is found to be in order by the National President. Notwithstanding anything hereinbefore contained the provisions relating to the giving of at least seven days notice for the calling of a general meeting shall not apply to the inaugural meeting of the Association at which it is resolved to apply for registration.

Notwithstanding any other provision of these Rules, a Special General Meeting of the Association may be conducted in person, by telephone or videoconference, or by a combination of these forms of meeting or communication. Where any such meeting is conducted other than by way of all of the participants being present in person, such meeting shall be as valid as if all participants had met in person provided that:

 (i) any such meeting is convened and conducted in accordance with the requirements of the Rules, including (without limitation) the relevant rules relating to notice of and quorum for the meeting; and

 (ii) each of the members participating in the meeting must be able to hear each of the other members present at the meeting.

[See Rule 43 in relation to the form of notice to members.]

**Quorum**

At a Special General Meeting of the Association five members shall constitute a quorum.

## E - GOVERNANCE OF THE ASSOCIATION BETWEEN GENERAL MEETINGS

## 17. The National Council

There shall be a National Council which shall consist five (5) members eligible under Rule 22 all of whom shall be elected biennially in accordance with these Rules.  The Officers of the National Council are part time and honorary and are not entitled to remuneration but shall be entitled to such honoraria and attendance allowances as shall be determined from time to time by a General Meeting of the members. Such officers shall also be entitled to reimbursement from the Association for all reasonable expenses incurred by them in performing their duties provided that such expenses are substantiated to the satisfaction of the Secretary/Treasurer or, in the case of expenses incurred by the Secretary/Treasurer, to the satisfaction of the National President.

## 18. Proceedings of the National Council

(a) The National Council shall unless it otherwise determines meet at least once in every six months on such day and at such place as the National President may, from time to time determine, and may otherwise meet for the despatch of business and may adjourn and otherwise regulate all meetings and proceedings. The National President may also convene additional meetings of the National Council in accordance with sub rule (c) of this Rule.

(b) A duly convened meeting of the members of the National Council for the time being, at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these rules for the time being vested in or exercisable by the National Council generally.

(c) Subject to the provisions of Rule 26, a meeting of the National Council may be summoned by the National President or the Secretary/Treasurer upon the giving of at least seven (7) days written notice of such meeting by way of a notice in a form complying with the requirements of Rule 37.

(d) The quorum for a meeting of the National Council shall be three (3), of whom at least one shall be an Office Bearer.

(e) Such of the salaried staff of the Association as determined by the National Council may attend and speak at meetings of the National Council, provided that such staff shall have no voting rights at such meetings.

Notwithstanding any other provision of these Rules, a meeting of the National Council may be conducted in person, by telephone or videoconference, or by a combination of these forms of meeting or communication. Where any such meeting is conducted other than by way of all of the participants being present in person, such meeting shall be as valid as if all participants had met in person provided that:

 (i) any such meeting is convened and conducted in accordance with the requirements of the Rules, including (without limitation) the relevant rules relating to notice of and quorum for the meeting; and

 (ii) each of the members participating in the meeting must be able to hear each of the other members present at the meeting.

[See Rule 43 in relation to the form of notice to members.]

## 19. Powers of the National Council

(a) The supreme control of the Association is vested in the members of the Association in General Meeting. Subject thereto the management of the business and control of the Association shall be vested in the National Council which, in addition to the powers and authorities by these rules especially conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Association pursuant to its objects as specified in Rule 5 and are not hereby especially directed or required to be exercised or done by the Association in a General Meeting.

(b) Without in any way limiting the general powers conferred by these rules or otherwise on the National Council it is hereby expressly declared that it shall have the following powers, that is to say, power:

(i) to adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them;

(ii) to appoint, under contract or otherwise, salaried staff, clerks, agents and servants, for permanent, temporary or special services, as it may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments, subject to any contract, to remove, suspend, or dismiss, any such salaried staff, clerks, agents and servants;

(iii) to institute, conduct, defend, compound, or abandon, any legal proceedings by or against the Association or its staff, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Association;

(iv) subject to the limitations prescribed by the RO Act,to entrust to, delegate to or confer upon any member of the National Council or any other Committee of the Association or any member of the salaried staff of the Association or agent of the Association such of the powers or duties of the National Council as it sees fit and as may properly be so delegated according to the Laws of the Commonwealth of Australia and the respective States of the Commonwealth of Australia, the power delegated to be exercised only in accordance with the direction of the National Council;

(v) subject to the limitations prescribed by the RO Act,to appoint the Committees required under these Rules to be appointed, and Special Advisory Committees from amongst its own number or otherwise to examine and enquire into any special matter in connection with the objects or business of the Association, with power to take action therein, and to appoint Members of the Association to act with any such Special Advisory Committees, and dissolve such Special Advisory Committees whenever it may think proper, and generally to determine the constitution and regulation of the procedure of any Committee, whether special or appointed under these Rules;

(vi) from time to time to make and to alter, vary and rescind, such by-laws for the carrying out of these Rules, to put into effect the powers and authorities thereby vested in the National Council, and for regulating the conduct and proceedings of the Association and of the National Council meetings and generally to provide for all such matters and things relating to the management of the property of the Association and to the conduct of its business as are not inconsistent with or repugnant to these Rules or required to be done by the Association in General Meeting, provided that these by-laws shall not deal with matters required by the Act to be dealt with by the Rules;

(vii) to bring any industrial disputes, claims or matters before any Court, Commissioner, Committee, Enquiry Board, Body or any Tribunal whatsoever of the Commonwealth of Australia or of any of the States of the Commonwealth of Australia including, but without limiting the generality of the foregoing, the High Court of Australia, the Federal Court of Australia, FWC and any Court, Body or Tribunal constituted pursuant to the RO Act or the FW Act;

(viii) on behalf of the Association or any Members thereof to make and take any legal steps to enforce any claims or demands relating to industrial matters upon any Organisation or Industrial or Trade Union of Employees or Employers, or upon any individual employees or employers;

(ix) subject to the limitations prescribed by the RO Act,to enter into industrial agreements with any Trade or Industrial Union or Association of Employees of Employers; all such agreements shall be under the seal of the Association which shall be affixed and attested in accordance with these Rules.

 Any other instrument not required by law to be under seal shall be executed by such persons as the National Council may appoint.

 Any instrument required by law to be under seal shall be executed by such persons as the National Council may appoint.

(x) To appoint from time to time when necessary from among its number a person to act as President in accordance with Rule 21 hereof.

## 20. Election of officers

The National President, Secretary/Treasurer and the three (3) Councillors shall be elected by and from the members of the Association in accordance with these Rules, and collectively comprise the National Council of the Association.

## 21. Place and Time of Meetings

The National President or inthat officer’sabsence the member of the National Council appointed by the National Council pursuant to Sub Rule 19(b)(x)shall decide the place where and the time at which any General Meeting of the Association shall be held.

## 22. Eligibility for Membership of the National Council of the Association

A person shall be eligible to be a member of the National Council if, but only if, that person is the appointed representative of a member as prescribed by Sub Rule 11(c) of these Rules.

## 23. Removal from Office

An officer may be removed from an office in the Association by resolution of the National Council but only where the person has been found guilty, under the rules of the Association of:

(a) misappropriation of the funds of the Association; or

(b) a substantial breach of the rules of the Association; or

(c) gross misbehaviour or gross neglect of duty; or

(d) has ceased, under the rules of the Association, to be eligible to hold the office.

Notwithstanding the foregoing and to avoid doubt, a person ceases to be an officer forthwith upon ceasing to be a representative of a member.

## 24. National President

The National President shall take the chair at all meetings of the Association. In the absence of the President those present shall appoint a Chairperson.

## 25. Voting

(a) Each member of the Association shall be entitled to one vote only with each vote being of equal value.

(b) In the case of an equality of votes the Chairperson of the meeting shall both on a show of hands and at a poll or ballot have a casting vote in addition to the vote to whichthe Chairpersonmay be entitled as a member. At any general meeting unless a poll or ballot is demanded by at least three members present in person or by proxy and entitled to vote, or as is expressly provided for by these Rules, a declaration by the Chairperson of the meeting that a resolution has been carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive of the fact.

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

(d) No member shall be entitled to be present at or vote on any question at any General Meeting of the Association or upon a poll or ballot or be reckoned in a quorum whilst that member is an unfinancial member.

(e) If a meeting is conducted wholly or partly by electronic communication then voting shall be determined on the voices and in the case of dispute by ruling of the Chairperson.

(f) Voting by proxy is permitted at the Annual General Meeting or any General Meeting of the Association or any meeting of the National Council and every instrument of proxy shall be as nearly as circumstances permit in accordance with the following form:

**Form of Proxy**

**CONSULT AUSTRALIA [INDUSTRIAL]**

...........................................................................................................................................

(Full Name)

being a member of Consult Australia [Industrial] do hereby

appoint ...........................................................................................of (Company)

......................................................................................................................as its

proxy to vote for it on its behalf at the ................................................... Meeting

 (Name of Meeting)

of the Association to be held on the ......................... day of ........................ 20.....

and at any adjournment thereof.

As witness its hand this ..................................... day of ................................ 20......

Signed by the said .......................................................

In the presence of ........................................................

This form must be in the hands of the Secretary/Treasurer not later than 24 hours prior to any Annual General Meeting or 12 hours prior to any other General Meeting of members, or on the day of and prior to the commencement of any meeting of the National Council.

## 26. Urgent Meetings

Where the National President believes an urgent meeting is required, the National President may call a meeting of the National Council by the giving of not less than 24 hours notice given by telephone or electronic means to each member of the National Council.

Such meeting may be held in person or by way of telephone or video conference, or any combination of such methods, provided that there is a quorum at the appointed time for commencement of the meeting (or within 15 minutes of that time) and every member present (in whatever form) is able to at least hear every other member that is present.

## 27. Casual Vacancies

(a) In the event of any casual vacancy occurring amongst Councillors or Office Bearers of the National Council, and the unexpired part of the term of office does not exceed:

(i) 12 months; or

(ii) three quarters of the term of the office, whichever is the greater,

 the National Council may fill that casual vacancy by appointing thereto a person who is eligible to nominate for and hold the office in question.

(b) The National Council may determine that the vacancy referred to in sub rule (a) of this rule shall be filled by an election which election shall be conducted as far as practicable according to the provisions of these rules applying to election for the office in question.

(c) Where the unexpired part of the term of the office in which the casual vacancy has arisen exceeds that specified in sub rule (a) of this rule that vacancy shall be filled by an election conducted as soon as possible and as far as practicable in accordance with the provisions of these rules relating to election for the office in question.

(d) Where a casual vacancy is filled by an appointment/election pursuant to this rule the person so appointed/elected shall assume office upon the appointment/declaration of the election and shall serve the remainder of the term of office caused by the casual vacancy.

## 28. Leave of Absence

The National Council may at any time grant any one of its members leave of absence for such period and upon such grounds as it deems fit.

## F - ELECTION OF OFFICERS

## 29. Elections for the National Council including Office Bearers

(a) Appointment of Returning Officer

 Elections of officers shall be conducted by a Returning Officer of the Australian Electoral Commission (“the AEC”), pursuant to the RO Act.

 In relation to any other elections within the Association, at a meeting of the National Council not later than June of each year the National Council shall appoint by resolution a Returning Officer, who need not necessarily be a member of the Association, not being the holder of any office or an employee of the Association for the conduct of such elections (including the acceptance or rejection of nominations) throughout the ensuing year.

 Except during the conduct of an election the National Council may by resolution revoke any such appointment and appoint in place thereof another Returning Officer.

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

 Should a Returning Officer (other than one from the AEC) be such a candidate or unable or unwilling to act as and when required, then some person or persons nominated by the National President and willing to act shall be the Returning Officer.

(b) Powers of Returning Officers

(i) In addition to the powers and duties of the Returning Officerthat officershall take such action and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with such an election or in order to remedy any procedural defects and no person shall refuse or fail to comply with any such directions or obstruct or hinder a Returning Officer or any other person in the conduct of such an election or in the taking of any such action.

(ii) The decision of a Returning Officer shall be final and binding with regard to any matter touching the validity or formality of any nomination or vote or any matter touching or concerning such an election and the conduct thereof.

(ii) If an irregularity should occur in the conduct of such an election and in the opinion of the Returning Officer such irregularity will affect the result of such an election, then such an election and each and every step taken in connection therewith shall be null and void and another election under these Rules shall be held forthwith. Any person holding an office immediately prior to an election for such office which is null and void, shall remain in office untilthat person’ssuccessor is elected.

(iv) Where another election is to be held under paragraph (b)(iii) of the Rule any times fixed in the Rules for the conduct of such an election whether by reference to a date or not, shall be as from the date upon which such election became necessary or such other date within fourteen days thereof as may be decided by the Returning Officer.

(c) Scrutineers

 In any such election each candidate duly nominated shall be entitled to appoint by writing underthe candidate’ssignature any member of the Association to act as Scrutineer onthat candidate’sbehalf at the election and the candidate may so appoint any member (other than another candidate) in substitution for or in place of such person.

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

(d) Voting

 A voter at any such election shall not mark a ballot paper withthat voter’sname or otherwise disclosethe voter’sidentity thereon.

 A voter shall indicatethe voter’spreference on a ballot paper by striking out the name of any candidate for whomthat voterdoes not desire to vote.

(e) Absentee Voting

 A voter may wherethat voteris likely to be temporarily absent fromthe voter’s usual place of address at the time of an election notify the Returning Officer ofsuchtemporary address in order that the ballot paper may be forwarded to him.

(f) The Returning Officer shall provide by prepaid post all voters voting by post with a pre-paid envelope to enable the ballot paper to be returned to the Returning Officer without any cost or expense to the voter.

## 30. Election of the National Council

(a) The members of the National Council who are to be elected biennially shall be elected by the members of the Association by secret postal ballot, and all financial members of the Association shall be entitled to vote at such election. Each member may nominate a candidate eligible under Rule 22. The Returning Officer shall conduct the election provided by these Rules which shall be observed by the Returning Officer, the Scrutineer and the members respectively.

 The roll of voters for the ballot shall close seven days before the day on which nominations open.

(b) At least ten weeks before 31st December in each second year occurring after the registration of the Association under the RO Act the Returning Officer shall forward by post to each member entitled to vote at the election a nomination form for the position of National Council office bearer or Councillor with a notification thereon or therewith of the closing date of nominations, whichthe Returning Officershall fix and which shall be not less than fourteen days from the date upon whichthe Returning Officer sends the nomination forms nor later than 4.00 p.m. on the 31st December.

(c) The aforesaid notification shall also state:

(i) that notifications will not be received by him after the closing date so fixed;

(ii) that a nomination will not be valid unless it certifies that the nominee is the Chief Executive Officer or an executive officer of the member company, or (where the member is unincorporated) the principal or a principal or partner of the member; bears a signed consent of the nominee; and is received by him before the closing date; and

(iii) the address to which the nominations and consents are to be forwarded.

(d) For the purposes of this sub Rule, the hierarchy of offices is President, Secretary/Treasurer, Councillor. A nomination shall in every case be in writing, shall be signed by the nominator and shall be assented to in writing signed by the nominee. A person eligible to nominate may nominate for election as either of the Office Bearers and election as a Councillor, but may only be elected to a lower office if not successful in election to the higher office.

(e) Nominations and consents shall be forwarded to the Returning Officer so as to reach him not later than 4.00 p.m. on the date fixed by him pursuant to paragraph (b) above.

(f) The Returning Officer shall inspect the nominations and consents received and shall determine to that officer’s reasonable satisfaction that each of them is in order, provided wherethe Returning Officerfinds a nomination to be defectivethe Returning Officershall, before rejecting the 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 such period as is applicable under the Rules, which shall where practicable be not less than seven days afterbeing so notified.

(g) If only the required number of valid nominations is received the Returning Officer shall certify to the National President that the said candidates have been elected unopposed.

(h) If more than the required number of valid nominations is received the Returning Officer shall prepare or cause to be prepared a sufficient number of ballot papers on which shall appear the names of the candidates in alphabetical order and a direction to the voter to strike out from the ballot paper the name of each candidate for whomthat voterdoes not desire to vote and thereafter to fold the ballot paper so that the marking thereon is not visible until unfolded.

(i) No voter shall vote for a greater or lesser number of candidates than the number to be elected, and any vote contrary to this Rule, or which otherwise fails to observe the direction contained on the ballot paper, shall be deemed informal.

(j) The Returning Officer shall within fourteen days after the closing date for nominations forward by prepaid post to every member entitled to vote in the election a ballot paper together with:

(i) a declaration envelope marked "voting paper" suitable to contain the ballot paper or ballot papers of such member; and

(ii) an outer envelope suitable to contain the declaration envelope addressed to the Returning Officer at an address arranged by him for the return of the ballot papers as set out in paragraph (m) below without expense to the voter.

 The declaration envelope and the outer envelope shall be in the form prescribed by the regulations made under the RO Act.

(k) If the Returning Officer is satisfied that any such ballot paper has been destroyed, lost, damaged, or misused and in the case of a damaged or misused ballot paper on receipt thereof,the Returning Officershall supply to the person to whom the original ballot paper was supplied a substitute ballot paper whichthe Returning Officer shall have initialled and which shall be marked "substitute ballot paper".

(l) The Returning Officer shall advise all voters of the closing date for the receipt of returned ballot papers whichthe Returning Officershall fix and which shall not be less than fourteen days from the datethe Returning Officer sends such ballot paper to members.

(m) The Returning Officer shall arrange for the use of a post office box or other receptacle to which ballot papers may be returned to him and arrange for the same not to be opened by any other person.

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

(o) The Returning Officer shall count the votes indicated upon the ballot papers which are properly marked. The Returning Officer shall firstly count the votes for the offices of National President and Secretary/Treasurer and after ascertaining the results of the elections for those offices, count the votes for the offices of Councillors (3 to be elected), and then determine the results of that election. [Note: a candidate who has nominated for election to more than one office shall be excluded from the count for the election to lower offices if that candidate has been already successful in the ballot for election to a higher office.

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

(q) At the conclusion of the count the Returning Officer shall certify to the National President the result of such ballot.

(r) On 7th February, or at the Annual General Meeting, whichever shall be the later occurring, the Returning Officer shall declare the result of the ballot as aforesaid or in the case wherethe Returning Officerhas certified that the candidates have been elected unopposed, declare them elected. Thereupon the candidates so declared to have been elected shall assume office at the next meeting of the National Council.

## G - FINANCIAL MATTERS

## 31. Association Accounts

The funds of the Association and its income and property shall be under the control of the National Council which shall have the sole management thereof.

(a) The National Council shall cause proper books of accounts to be kept by the Association, recording a true account of the financial transactions of the Association, and of all receipts and expenditure, and the assets, credits and liabilities of the Association.

(b) The Secretary/Treasurer shall in accordance with these Rules cause the books of account to be maintained completely written up as hereinbefore required, and at the end of each financial year of the Association in sufficient time to allow distribution of the said report to the members, following audit, not less than 21 days prior to the Annual General Meeting.

(c) The National Council may authorise the Secretary/Treasurer to approve all ordinary expenditure items which are contemplated within the financial budget adopted by National Council.

 All extraordinary expenditure, before it is incurred, shall be submitted to National Council for approval.

(d) Cheques shall be signed by such members of the National Council and staff of the Association as may from time to time be authorised by the National Council in that behalf.

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

(f) The financial year of the Association shall terminate on 30th June each year.

## 32. Audit

A properly qualified auditor or auditors shall be appointed by the Association at its Annual General Meeting.

(a) The auditor or auditors shall carry out at least once yearly an audit of the books and accounts of the Association for audit purposes only and, at all reasonable times, have access to the books and accounts of the Association and shall be entitled to examine the Office Bearers of the Association and members of the staff with regard thereto and to require such information and explanation or the inspection of any documents or vouchers as to him may appear necessary and proper and may report from time to time to the National Council with regard to such books and accounts.

(b) The auditor or auditors shall hold office from the time of appointment until the next Annual General Meeting of the Association unlessthe auditor has or the auditors have died or retired and any casual vacancy occurring in the office of auditor may be filled by resolution of a General Meeting.

(c) A retiring auditor shall be eligible for re-appointment.

## 33. Secretary/Treasurer

(a) The Secretary/Treasurer, in addition to duties specified elsewhere in these Rules shall cause to be kept:

(i) a faithful record of the business transacted at all meetings of the Association, or any Committees thereof;

(ii) a Register of Members of the Association and their addresses.

(b) The Secretary/Treasurer shall also cause to be issued:

(i) notices of all resolutions, decisions, amendments in Association Rules, Regulations, Agreements and of all meetings connected with the Association;

(ii) all notices and returns required to be given by or on behalf of the Association under any Act of Parliament.

(c) The Secretary/Treasurer is hereby authorised on behalf of the Association to bring or defend, or cause to be brought or defended, any action, prosecution or complaint in any Court of Law and/or Arbitration or any Tribunal or body touching or concerning any property or any right or claim to property of the Association, and in particular to sue for or institute proceedings in respect of arrears of contributions, subscriptions, fees, levies, fines, or any other moneys payable by members to the Association.

(d) The Secretary Treasurer shall be responsible for the day to day management of the affairs of the Association between meetings of the National Council, and to direct any staff or agents to assist the Secretary Treasurer in those duties as may have been appointed by the National Council under paragraph (ii) of Sub Rule 19(b), provided that all such action he or such staff or agents take shall be in accordance with the directions of the National Council and reported to the National Council at its next meeting by the Secretary Treasurer.

## H - OTHER MATTERS

## 34. Loans, Grants or Donations

Any loan, grant or donation of an amount exceeding $1,000 shall not be made by the Association unless the National Council of the Association:

(a) has satisfied itself:

(i) that the making of the loan, grant or donation would be in accordance with the other rules of the Association; and

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

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

## 35. Association Policies & Procedures

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

## 36. Disclosure of Officer’s Relevant Remuneration and Non-Cash Benefits

(a) 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:

(A) the officer is a member of the board only because the officer is an officer of the Association; or

(B) 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 officers’ duties as an officer.

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

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

(ii) in writing.

 (c) 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:

(A) the actual amount of the officers’ relevant remuneration for the disclosure period; and

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

(d) For the purposes of sub-rule (c), 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.

## 37. Disclosure of Officer’s Material Personal Interests

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

(i) the officer has or acquires; or

(ii) a relative of the officer has or acquires;

 that relates to the affairs of the Association.

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

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

(ii) in writing.

(c) The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to sub-rule (a).

(d) For the purposes of sub-rule (c), 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.

## 38. Disclosure by Association of Payments

(a) The Association shall disclose to the members of the Association either:

(i) each payment made by the Association, during the disclosure period:

(A) to a related party of the Association; or

(B) to a declared person or body of the Association; or

(ii) the total of the payments made by the Association, during the disclosure period:

(A) to each related party of the Association; or

(B) to each declared person or body of the Association.

(b) Sub-rule (a) does not apply to:

(A) a payment to an officer of the Association which either consists of remuneration paid to the officer by the Association or is reimbursement for expenses reasonably incurred by the officer in performing the officers’ duties; or

(B) a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.

(c) For the purposes of sub-rule (a), 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.

## 39. Approved Training in relation to Financial Management

Each officer of the Association whose duties include duties that relate to the financial management of the Association shall undertake approved training that covers each of that Officer’s financial duties and shall undertake that training:-

(a) In the case of an officer holding such an office at the date of registration of the Association under the RO Act –not later than six (6) months after the date of registration;

(b) In the case of an officer beginning to hold an office after the date of registration of the Association under the RO Act – not later than six (6) months after the date that the officer begins to hold office.

 **NOTE:** All of the Members of the National Council have financial duties – see for example Rule 31.

## 40. Indemnification

Every member of the National Council including every Office Bearer or any member of the staff of the Association shall be indemnified against and it shall be the Association's duty out of its funds to pay all costs, losses, charges and expenses which any such person may, in good faith, incur or become liable for by reason of any contract entered into or act or deed done by him in good faith in the discharge ofthat officer’sduties in accordance with these Rules and any person entitled to such indemnity shall, on the establishment ofsuch claim therefore, have a lien on the property of the Association for the amount therefore.

##  41. The Seal

The National Council shall provide for the safe custody of the seal which shall only be used by the authority of the National Council and in the presence of any two members of the National Council or one member of the National Council and such member of the salaried staff of the Association as the National Council may appoint for the purpose and such persons so appointed shall sign every instrument to which the seal of the Association is affixed in their presence.

## 42. Alteration of Rules

No new rules shall be made nor shall any part of the Constitution or any of the rules herein contained or hereafter to be made, be altered or rescinded unless by a majority, at a poll or ballot taken at a General Meeting or by electronic means in accordance with Rule 15 or 16 (as the case may be) and of which seven days notice in writing shall have been given to all members containing full particulars of all proposed amendments.

Notwithstanding the foregoing and any other provision of these Rules, the National Council may, for the purpose of bringing these Rules into conformity with the provisions of the RO Act or any other law or in order that the Association may obtain registration as an organisation of employers under the RO Act, amend these Rules as they may be recommended in writing to do by the legal advisors to the Association. Any such amendment shall be taken to be validly made if such amendment is approved by a resolution of the National Council adopted in accordance with Rule 26 (Urgent Meetings).

## 43. Notices

Notices for the convening of any meeting of the National Council or of the Members (whether by way of a General or Special meeting) shall comply with the requirements of this Rule.

(i) Any notice of meeting which the Association desires to serve upon any Member or any member of the National Council may be served either personally or by sending it through the post in a prepaid envelope or by facsimile or electronic mail or by any other electronic communication, including but not limited to short message service (SMS*)* addressed to such Member or National Council officer at their address as recorded in the Register of Members.

(ii) Any notice calling for nomination for election or forwarding ballot papers may be served by sending it in a pre-paid circular or letter through the post addressed to the Member at their registered address with the Association.

(iii) The signature to any notice to be given by the Association may be written or printed.

## 44. Notifying Industrial Disputes

If the Association is required or decides to notify an industrial dispute, the Secretary/Treasurer, or in his absence the President, shall promptly notify FWC in writing of the dispute and provide such particulars as it can or as directed by FWC.

## 45. Dissolution of the Association

For the dissolution of the Association the affirmative vote of three quarters of the financial members present and voting, either in person or by proxy, with such vote to be taken by poll or ballot at a General Meeting, duly called by circular stating the object of such meeting.

## 46. Disposal of Funds

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property must not be paid to or distributed among the members of the Association but must be given or transferred to Consult Australia or, if Consult Australia does not exist at that time, to some other institution having objects similar to the objects of the Association and whose Constitution prohibits the distribution of its income and property among its members, being an institution or institutions determined by the members of the Association at or before the time of dissolution or, if no such determination is made, by the Federal Court of Australia.

## 47. Transitional Matters

 (a) The following provisions of this Rule shall apply notwithstanding any other provision of these Rules.

 (b) Those persons who subscribe their names to the initial members list of the Association at the meeting held on 26 July 2013 (“the inaugural meeting”) shall be deemed to be financial members of the Association from that date. Any eligible person who on or before 31 October 2013 completes, signs and forwards to the Association an application in the form approved by the inaugural meeting shall become a financial member of the Association from the date of receipt of such application.

 (c) Persons admitted to financial membership of the Association pursuant to Sub rule (b) hereof, shall be treated as financial members of the Association until such time as payment is due of the subscription (if any) which the National Council determines shall be payable by members for the period from the commencement of membership until 30 June 2013 provided that the National Council shall so determine the subscription within the three months of the inaugural meeting.

 (d) At the inaugural meeting the following steps shall be taken, following adoption of these Rules, to elect interim officers of the National Council of the Association.

(i) A Returning Officer, who shall not be an officer or employee of Consult Australia or the Association, shall be appointed by the meeting to conduct the election;

(ii) The offices to be filled shall be, in order of election, Interim National President, Interim Secretary Treasurer and three (3) Interim Councillors.

(iii) The Returning Officers shall call nominations from the floor for the aforesaid offices, commencing with the President, followed by the Secretary Treasurer, followed by Councillors;

(iv) Candidates for each office shall be nominated orally by two members present at the meeting, but any candidate must accept the nomination in writing tendered to the person appointed Chair of the meeting;

(v) To be qualified to be elected to one of these offices a candidate must be a person qualified to be a representative of a member pursuant to Rule 22;

(vi) In the event of there being more than one candidate for an office under this Sub Rule, the Returning Officer shall conduct the election by way of a show of hands of those members present, unless the meeting resolves that the election be conducted by way of a secret ballot, in which case the Returning Officer shall apply the Rules in relation to such ballots, mutatis mutandis and to the extent that those Rules are capable of being so applied;

(vii) The Returning Officer shall declare the result of the election for each office in the order of offices referred to in paragraph (ii) and any candidate who is unsuccessful in any such election shall be eligible to stand for the next office to be elected.

(viii) At the completion of the elections, the Returning Officer shall record the names and addresses of each person so elected, and verify the results by signing the record as true and correct.

(e) Within 60 days of the registration of the Association under the RO Act the Secretary/Treasurer shall apply to FWC for the Australian Electoral Commission to conduct elections for the Offices Bearers and the Councillors of the National Council pursuant to the provisions of these Rules. The officers elected in those elections shall hold office until the holding of elections in accordance with the schedule prescribed by Sub Rule 30 (b).

(f) Casual vacancies occurring in any office shall be filled by appointment in accordance with Sub Rule 27 (a), mutatis mutandis.

(g) The inaugural meeting and the subsequent meeting called by that meeting to confirm the minutes of that meeting and to hear a report of progress shall be and be deemed to be validly called, quorate and validly conducted general meetings of the Association and the business transacted by those meetings shall be deemed to be validly transacted for the purposes of these Rules.

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