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(replaces 5/4/2007 [R2006/405] version)

**Victorian Association of Forest Industries**

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 21 both inclusive contain a true and correct copy of the registered rules of the Victorian Association of Forest Industries

DELEGATE OF THE GENERAL MANAGER

FAIR WORK AUSTRALIA

RULES OF THE VICTORIAN ASSOCIATION OF FOREST INDUSTRIES

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CONSTITUTION AND RULES OF THE VICTORIAN ASSOCIATION OF FOREST INDUSTRIES

## 1 - NAME OF ASSOCIATION

The Association shall be known as the "Victorian Association of Forest Industries" (hereinafter referred to as "the Association").

## 2 - OFFICE

The registered office of the Association shall be at such address as shall from time to time be determined by the Executive.

## 3 - OBJECTS

The objects of the Association are:-

(i) To protect and aid its members in the proper conduct of the business of growing, procuring, milling, treating, processing and selling all Australian grown timber produced, grown or handled by them, and to encourage trading between members.

(ii) To make representations to any Government or other duly constituted authorities in respect of any existing future or proposed Act or Regulation governing timber getting, forest leases and licences (including security of tenure), timber access and purchase charges and instruments, timber transport, forest fire protection and prevention and reafforestation, and to promote or oppose legislative and other measures affecting or likely to affect the business of members, and to obtain legal advice, and to test by action or otherwise the validity of any such actual or proposed Act or Regulation.

(iii) deleted

(iv) To advise, assist and represent members in industrial matters, and to utilize the provisions of Federal and State laws to have determined the wages and conditions of employment of employees of members.

(v) To secure and maintain domestic and international market access for Australian-grown timber, and to obtain the maximum production and utilization of such timber by ensuring that the importation into Australia of timber from other countries is limited to that which is legally and sustainably harvested.

(vi) To combine or join with any other association or organisation for the purpose of more fully carrying out any of the objects of the Association, and to contribute funds to any such other association or organisation, either alone or in conjunction with other associations or organisations.

(vii) deleted

(viii) To establish funds of such amounts and for such purposes as may from time to time be decided upon.

(ix) To raise money and to enter into agreements for the purpose of carrying out all or any of the objects of the Association.

(x) To acquire information in such form or forms as the Association may from time to time require for the purpose of its business.

(xi) To expend and/or invest the monies of the Association for the purpose of carrying into effect all or any of the objects of the Association.

(xii) To investigate any financial, technical or commercial problems arising in the industry.

(xiii) To do all things conducive to the attainment of all or any of the abovementioned objects.

## 4 – INDUSTRY

The Association is formed in or in connexion with the industry of saw-milling, tree-growing, logging, seasoning and processing of timber, and the disposal of the same.

## 5 - ELIGIBILITY FOR MEMBERSHIP

The Association shall consist of:-

(i) Those persons, firms and companies who at the date of the adoption of these rules (namely, the 28th day of September, 1945) were members of this Association (formerly called the Hardwood Millers Association of Victoria).

(ii) Any person firm or company who is or usually is an employer carrying on tree-growing, sawmilling or processing of timber, kiln seasoning of timber or independent logging operations in Victoria or in areas adjacent thereto.

(iii) Associate Members:-

Any person, firm, partnership, company, corporation, association (whether incorporated or not) or unincorporated body involved in the forest industries may be admitted as an Associate member of the Association subject to Rule 7 hereof.

(iv) Any sawmilling and/or logging association or any other Association may, if the Executive so agrees, be admitted as an Affiliate Member of the Association subject to Rule 7A hereof.

## 6 - APPLICATION FOR MEMBERSHIP

(i) 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 the Awards covering workers in the sawmilling, tree-growing, logging, seasoning and processing of timber industries 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 an entrance fee not exceeding $100 as determined by the Executive (and shall include a signed Agreement to abide by the Rules of the Association).

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

(a) the financial obligations arising from membership; and

(b) the circumstances and the manner in which a Member may resign from the Association.

(iii) The Executive Director shall submit all applications to the Executive, and the Executive may accept the application or may reject any application without giving any reason for so doing.

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. If the Executive 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 Annual General Meeting of members and such meeting may accept or reject the application.

The applicant shall be informed of the fate of his appeal by notice in writing signed by the Executive Director.

## 6A - REPRESENTATION OF MEMBERS

Every member or applicant for membership shall on or prior to his admission to membership appoint in writing under the hand of a Proprietor, Partner, Secretary or Director of the member or applicant, a representative who shall be a Director or employee to represent the member at all meetings at which the member is entitled to be represented.

Such representative while so acting, shall be entitled to hold office in the Association or any sub-committee thereof. Every such nomination shall be delivered to the office of the Association addressed to the Executive Director before the representative shall be entitled to exercise any of the privileges of membership, and the nomination of any representative may be revoked in like manner.

## 7 - PRIVILEGES OF ASSOCIATE MEMBERS

Associate membership shall carry such privileges and be subject to such terms and conditions as the Executive may from time to time by regulation determine. The Executive may establish more than one grade or type of associate membership, but no associate member shall be entitled to attend meetings, vote or hold office in the Association.

## 7A - PRIVILEGES OF AFFILIATE MEMBERS

(i) Affiliate membership shall entitle any Association admitted by the Executive to this class of membership and any person, firm, partnership or company which is a full financial member thereof to receive any advice issued by circular to Association members, and any information and advice sought on industrial, technical and trade matters normally available to members. The provision of such information and advice shall be subject to such terms and conditions as the Executive may from time to time determine.

(ii) A Sawmillers Association admitted to affiliate membership shall appoint in writing to the Executive Director not more than two persons duly authorised to represent it at meetings of the Association or at any thereof at which it is entitled to be represented provided that only one person so appointed shall have the right to vote at such meetings.

## 8 - SUBSCRIPTIONS

(i) In respect of wood processing and independent logging operations, the rates of annual fees and subscriptions to be paid by the Members shall be as determined by Members at a General Meeting.

(ii) In relation to wood processing and logging operations, annual subscriptions shall be calculated on the total quantity of forest produce held in licences or agreements in each financial year and forest produce processed from other sources in that year at all processing centres owned solely by the member or by a company which is a parent company or subsidiary company of the member. In the case of independent loggers, annual subscriptions shall be determined on the total quantity of sawlogs sold or despatched during the year or other such criteria that are determined by the Association from time to time.

An independent logger is one whose operations are conducted on an area other than one in which the rights to the milling timber are vested in the logger and includes a sawmiller who sells logs as such in addition to sawn timber.

(iii) Subscriptions applying to other types of membership and other fees shall be set by the Executive Committee.

(iv) For the purpose of this rule:-

(a) "Parent company" shall mean any company eligible for membership but not being a member of the Association which, in the opinion of the Executive, substantially owns or controls a member company but shall exclude, if the Executive by regulation so determines any parent company domiciled or carrying on operations outside Victoria.

(b) "Subsidiary company" shall mean any company eligible for membership but not being a member of the Association which, in the opinion of the Executive, is substantially owned or controlled by a member company but shall exclude, if the Executive by regulation so determines, any subsidiary company domiciled or carrying on operations outside Victoria.

(c) Without limiting the discretion of the Executive a company shall be deemed to be substantially owned or controlled by another company if ninety per cent or more of its share capital is in the ownership of such other company.

## 9 - SPECIAL LEVIES

The Executive may from time to time impose a special levy on members but the aggregate of the amount of all such levies imposed on any member in any financial year shall not exceed the amount of that member's annual fees and ordinary annual levies.

## 10 - UNFINANCIAL MEMBER

Any member who has not paid any subscription or levy within six months from the date on which such subscription or levy became due or payable, shall be disqualified from taking part in any proceedings of the Association and may be struck off the roll of membership by resolution of the Executive. Legal action may be taken to recover any monies owing by him to the Association.

## 11 - RESIGNATIONS

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

(2) Except as provided for in sub-rule 11(3), a written notice of resignation shall take effect:

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

(b) on the day specified in the notice;

whichever is later.

(3) Where a member ceases to be eligible to become a member of the Association, a written notice of resignation addressed and delivered to the Executive Director shall take effect:

(a) on the day on which the notice is received by the Association; 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.

(4) Upon the resignation becoming effective the member shall cease to have any interest in or claim upon the funds of the Association.

(5) Any dues payable but not paid by a former member of the Association, 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.

(6) A notice delivered to the Executive Director pursuant to sub-rule 11(1) shall be taken to have been received by the Association when it is delivered.

(7) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with sub-rule 11(1).

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

## 11A - TRANSMISSION OF BUSINESS

Within 14 days after:

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

or

(b) such a person succeeds to the business, or part of the business, of a member;

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

## 12 - RECOVERY OF MONIES FROM MEMBERS

All monies due by any member of the Association may be sued for and recovered from such member in the name of the Association. Any such proceedings shall be taken by the Executive Director as and when he is so instructed by the Executive.

## 13 - REGISTER OF MEMBERS

The Executive Director shall keep or cause to be kept a register of names and addresses of members in which shall also be recorded the name and postal addresses and occupations of the persons 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. Each member shall notify the Executive Director of any change of his address or of any change in the constitution of any partnership of which he is a member or of any change in the control of any corporate body.

## 14 - MEETINGS OF MEMBERS

(i) An Annual General Meeting of members of the Association shall be held in the last quarter in each year at a time and place to be determined by the Executive.

(ii) A Special General Meeting of members of the Association shall be held within 60 days after a requisition in writing signed by at least thirty per cent (30%) of the financial members, stating the business for which such meeting is required, is received by the Executive Director or may be called by the Executive.

(iii) deleted

(iv) deleted

(v) Notices of meeting shall be forwarded by or on behalf of the Executive Director and shall be served upon all members entitled to attend, either personally or by post to the member's address appearing upon the register of members.

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

(vii) No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business, except as herein otherwise provided. The personal attendance or attendance by telephone or video conference of not less than thirty (30%) per cent of the members entitled to be present at any meeting shall form a quorum.

(viii) If within half an hour 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 half an hour from the time appointed for the meeting, the members present shall form a quorum.

(ix) The President or, in the President’s absence, a Vice-President, shall preside at all Annual and Special General Meetings of the Association. If at any such meeting the President or the Vice-President is not present within fifteen 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.

(x) deleted

(xi) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by at least three members, and unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been 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.

(xii) If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and 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 may be determined by the Chairman.

(xiii) 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.

(xiv) 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 during the meeting as the Chairman of the meeting directs.

(xv) On a show of hands every member present in person or by his accredited representative, as provided for herein, or by his duly appointed proxy, shall have one vote. A member present holding a proxy shall intimate to the Chairman during the taking of the show of hands the manner in which he desires his proxy vote recorded.

(xvi) At any meeting of members of the Association a member may be represented by its representative or by proxy and one other person being a principal, partner, director or employee of such member's business, or if a corporate member of a parent or subsidiary company of such member.

(xvii) On a poll, votes may be given either personally or by proxy.

## 15 - VOTING RIGHTS OF MEMBERS

(i) At a meeting of the Association or of a thereof, a member (including an affiliated member) shall have the right to exercise one vote only through his representative.

(ii) A representative of a member shall be entitled to nominate another person to vote by proxy on the member's behalf at any meeting of the Association or thereof. Such instrument appointing a proxy shall be in writing signed by the appointer and shall be deposited with the Executive Director prior to the commencement of the meeting. No person shall act as proxy for more than one accredited representative. Voting by proxy is not permitted at Executive Meetings of the Association.

## 16 - EXECUTIVE COMMITTEE

A. The management of the business and control of the Association shall be vested in the Executive Committee (hereafter referred to as the Executive) which subject to these Rules, and to any resolution of General or Special Meeting of members, shall have the general control and conduct of the business of the Association and without limiting the foregoing the powers of the Executive shall include the following:-

(i) To direct the policy of the Association in all matters affecting the interest of members.

(ii) To repeal, alter or add to any rule to enable the Association to comply with the prescribed conditions to enable its registration as an organisation or to remove a ground of objection taken by an objector in accordance with the Regulations under the Workplace Relations Act 1996 or by the Registrar.

(iii) To fix the remuneration (if any) to the Officers of the Executive.

(iv) To appoint and discharge office staff as may be required except as provided in Rule 22. To fix salaries and conditions attaching to the position.

(v) To impose special levies upon members as provided for in Rule 9.

(vi) To hear and determine any charge made against a member.

(vii) To act on behalf of the Association in all matters relative to bankrupts and insolvents, assignments for the benefit of creditors or liquidations.

(viii) To adopt such measures as it from time to time deems expedient for the purposes of giving effect to the objects of the Association or any of them.

(ix) To put into effect the powers and authorities hereby vested in the Executive and for regulating the conduct and proceedings of the Association and of the Executive 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 Meetings.

(x) Any casual vacancy of the position of President or Vice-President occurring between annual elections may be filled by resolution of a majority of Members attending the meeting at which the election is held. Such appointee shall only hold office until the next Annual General Meeting, when he shall be eligible to stand for election.

Any member of the Executive may be removed from office subject to compliance with the conditions pertaining to removal of office prescribed in Rule 22 hereafter.

(xi) To purchase, take on lease or licence or otherwise acquire, hold sell, lease, mortgage, exchange or otherwise own, possess or deal with any real or personal property and renovate, alter, improve or erect buildings on any property with the monies of the Association, let hire lease or sell such property, borrow on the security of any such property including power to mortgage charge or encumber same, for the purpose of the Association.

(xii) From time to time appoint a Returning Officer to conduct all elections to be held in accordance with these Rules and to terminate any such appointment. The Returning Officer may be a Member of the Association but cannot be an employee or holder of any office in the organisation or candidate for any office, the election of which he would conduct.

B. All members of the Executive shall retire annually, but shall be eligible for re-election.

C. The Executive Director shall call a meeting of the Executive at least once in every three months. Three members of the Executive present in person or by telephone or video conference

D. Each member of the Executive shall have one vote, and every question shall be decided by the majority of the votes of those present at the Executive Meeting. In case of an equality of votes, the Chairman shall have a second or casting vote.

E. deleted

deleted

F. deleted

## 17 - ELECTION OF OFFICE-BEARERS AND EXECUTIVE COMMITTEE

(i) The Executive of the Association shall consist of a President and four Vice-Presidents (who shall be the officers of the Association) and who shall be elected in the same manner hereinafter prescribed by and from the members annually and who shall take office annually and who shall take office at the then next Annual General Meeting together with three Executive Committee members elected annually by the members of the Association. The Annual General or Special General Meeting may increase or decrease the number of members on the Executive Committee.

(ii) deleted

(iii) deleted

(iv) deleted

(v) The Executive Committee may permit the members of the Association to elect one or more Deputy Executive Committee Members. A Deputy Executive Committee Member shall be entitled to attend all Executive Committee meetings but shall only be entitled to vote if the Executive Committee Member whom the Deputy Executive Committee member is representing is absent from any such meeting when a vote is being taken.

When requested by the Executive Committee Member, or at meetings in his absence, a Deputy shall assume the same rights, privileges and duties as those possessed by the Executive Committee Member and in such circumstances shall perform the duties and functions usually carried out by such Executive Committee Member.

(vi) (a) For the election of the President and four Vice-Presidents and for the other Executive Committee Member and, if appro­priate, Deputy Executive Committee Member nominations shall be called by the Returning Officer by circular letter to all full subscribing members, not later than 30 days prior and close 20 days prior to the date of the Annual General Meeting. Nominations shall be addressed to the Returning Officer at the Registered Office of the Association and be signed by two nominators and by the nominee signifying the nominee’s willingness to stand for office. Any member may nominate subject to the provisions of Rule 18 any other member or the accredited representative of a company member for the office of President or Vice-President and any member may nominate any other member thereof for the office Executive Committee Members or Deputy Executive Committee Members.

(b) Nominations for the position of Executive Director shall close within 30 days of being called. Only nominations made by members of the Executive Committee shall be accepted.

(c) The roll of voters for any ballot for any direct voting system election required under these rules is to be closed 7 days before the day on which nominations for the election open.

(vii) The Returning Officer shall:-

(a) Inspect the nominations of the candidates to determine the validity of nominations. In the case of a defective nomination, before rejection, the member concerned will be notified and given the opportunity to correct the defective nomination and where it is practicable to do so, the member shall be given not less than 7 days within which to correct the defect.

(b) If there be more candidates for any office than there are vacancies 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.

(c) 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.

(d) Within 7 days of the close of nominations, forward to the address as listed on the Register of Members, by prepaid post to each full member of the Association entitled to vote or each full member of the Division or Section entitled to vote in the case of Division or Section elections, a ballot paper, a declaration envelope and another envelope that comply with the following form:

(i) Ballot Paper

- one ballot paper that the returning officer shall have previously initialled for each such election. With each ballot paper, the returning officer shall provide notification

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

- that the voting is to be conducted by striking out the name of each candidate for whom the voter does not desire to vote.

(ii) Declaration envelope

a declaration envelope that is smaller than the prepaid envelope into which it is to be placed without the need to be folded

the declaration envelope contains on it, a removable flap or label with the following printed on it:

(1) the name and postal address of the voter

(2) the Declaration that the voter is the voter named on the envelope, has voted on the ballot paper contained in the envelope and; has not voted before in this ballot

(3) a place for the signature of the voter

(iii) Outer envelope-

(1) another envelope that is prepaid and the returning officer conducting the election is satisfied is large enough to have a Declaration envelope placed in it for return to the Returning Officer.

(2) The return address for return of the ballot material is printed on the outer envelope.

(iv) No member shall mark a ballot paper or the envelope immediately containing the same with the member’s name or otherwise publish or disclose the member’s identity thereon or therein, other than in the case of a postal ballot, where the member is required to complete the declaration in the appropriate manner on the declarative envelope.

(e) deleted

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

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

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

(k) 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.

(l) No member shall mark a ballot paper or the envelope immediately containing the same with his name or otherwise publish or disclose his identity thereon or therein, but in the case of a postal ballot shall sign his name on the inside of the flap of the external envelope containing the envelope within which is the ballot paper.

## 18 - PRESIDENT

The President shall be the official head of the Association. No person shall hold the office of President for more than three consecutive years. The President shall:-

(i) Preside at all General Meetings and Meetings of the Executive Committee at which the President 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 the President’s signature as official head of the Association.

(iv) Instruct the Executive Director to call all meetings.

## 19 - VICE-PRESIDENT

If the President is absent from a meeting then one of the Vice-Presidents (and if more than one be present one shall is appointed to act by the meeting) shall act in his place with full powers of the President while so acting. In the event of neither the President nor a Vice-President being present then the members shall elect one of their number to act as Chairman and while so acting the Chairman shall have the powers of the President.

## 20 - EXECUTIVE DIRECTOR

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 Executive Committee and, all meetings of members.

(iv) Summon members to meetings.

(v) Keep the records required to be kept by an organisation registered under the Workplace Relations Act 1996, 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 organisation.

(vi) Receive all monies and bank same in the Association's bank accounts, issue receipts~~,~~ arrange payment of the just debts of the Association, 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 Executive Committee or General Meeting as directed and/or as required to ensure, statutory compliance by the Association.

(viii) Sign instruments on the Association's bank accounts and all other documents required to ensure statutory compliance by the Association.

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

The Executive Director shall be elected for a period of four years. At the end of which period an election for the office shall take place for a period not exceeding four years or a lesser period determined by the Executive Committee prior to the election. The election for this office shall be conducted in accordance with the provisions of Rules 17 (vi)(b) and 17 (vii).

## 21 – PROPERTY

All monies and.or property held or acquired by the Association shall be vested in the Association and the Executive Committee shall have power to control and invest the same in the name of the Association. At the direction and discretion of the Executive the Association may buy and sell at auction or by private contract any freehold or Lease-hold property, take on lease or licence any property and expend monies on the renovation, 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.

## 22 - VACATION OF OFFICE

It shall be competent for the Executive Committee, by resolution of a majority of its members present, to declare vacant the offices of Executive Director, or any member of the Executive Committee, if such officer ceases to be eligible to hold office and:-

(i) After being given the opportunity of being heard in his own defence, is found guilty of:-

(a) Misappropriation of Association funds.

(b) A substantial breach of the rules of the Organisation.

(c) Gross misbehaviour or gross neglect of duty.

(ii) Submits in writing his resignation from the office and in relation to the Executive Director, gives not less than one months notice of intention to resign.

(iii) A Member of the Executive Committee shall cease to be eligible to hold office if such member:-

(a) Becomes bankrupt or insolvent or makes an assignment for the benefit of his creditors or compounds with his creditors.

(b) Is a representative of a firm, which or any partner in which, becomes bankrupt or insolvent or makes an assignment for the benefit of its or his creditors or compounds with its or his creditors, or is a representative of a corporation which is in course of liquidation, otherwise than for the purposes of reconstruction.

(c) From any cause whatsoever ceases to be a member or a representative of a member of the Association.

## 23 - ACCOUNTS

(i) The funds of the Association and its income and property shall be under control of the Executive Committee which shall have the sole management thereof.

(ii) The Executive Committee shall cause proper books of Account to be kept by the Executive Director of 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 and such books of account shall be kept at the office of the Association or such other place or places as the Executive from time to time determines.

(iii) The Executive Director shall receive and examine all accounts against the Association and shall submit them to the Executive Committee at its next meeting after such accounts have been received.

(iv) Cheques drawn on the Association's general account shall be signed by any two Executive Committee members of the Association or by any two of the Executive Director and any other officer appointed by the Executive Committee or by one of these and a member of the Executive Committee, as determined by the Executive Committee.

(v) Funds may be disbursed for ordinary or extraordinary purposes by or under any resolution of the Executive Committee or General Meeting of Members. Details of all payments or expenditure and the purpose for which the payment or expenditure was made shall be made available to the Executive Committee on request.

## 24 - PAYMENTS TO THE ASSOCIATION

All monies due by any member to the Association shall be paid to the Executive Director or to such other person as the Executive Committee may direct and the monies so received shall be banked in such bank accounts as the Executive Committee may direct.

## 25 - AUDIT

An Auditor shall be appointed for the ensuing twelve months at the Annual General Meeting of the Association. A duly audited statement of accounts, covering the period from the date of the presentation of the last statement of accounts, up to the date of closing of the Association's financial year, together with a balance sheet at the latter date, shall be prepared by the Executive Director, be audited by the Auditor and be presented to the Annual General Meeting.

## 26 - FINANCIAL YEAR

The financial year of the Association shall commence on the first day of July in each year and shall end on the 30th day of June next succeeding.

## 27 - LOANS, GRANTS AND DONATIONS

A loan, grant or donation of an amount exceeding $1,000 shall not be made by the Association until 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 are satisfactory; and

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

## 28 - OBSERVANCE OF RULES

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.

## 29 - BREACHING OF RULES

(i) The Executive Director may, and shall, if so directed by the Executive Committee, charge any member with an offence against these rules. Such charge shall be in writing, signed by the Executive Director, and a copy thereof shall be sent to the member as charged by post addressed to him at his address on the Register of Members.

(ii) It shall be the duty of every member to report to the Executive Director and/or the Association any information that may be in his possession or come to his knowledge concerning an alleged breach of these rules, and it shall be the Executive Director's duty to investigate such report, but the Executive Director shall not be obliged to investigate any report which is based on hearsay, or which may be unsupported by prima facie evidence.

(iii) If any member be charged with a breach of these rules or failure to observe a resolution of the Executive Committee of which he shall have notice he shall within fourteen days of the time when a copy of the charge shall have been posted or delivered to him, answer such charge in writing. The Executive Director shall thereupon proceed to make or cause to be made such investigations as he may think fit, and the member charged shall produce to the Executive Director all documents and records in his possession or under his control relating to the subject matter of the charge and shall afford the Executive Director all facilities for such investigation.

(iv) The Executive Director shall report to the Executive Committee all relevant facts surrounding the charge made, the result of the investigation and the answer made by the member charged and the Executive Committee shall deal with the matter on the evidence tendered by the Executive Director, and the member charged may, if he so desires, personally appear before the Executive Committee and answer the charge. The member charged shall be given seven days' notice of the meeting at which the Executive Director's report is to be considered and a copy of that report and be advised that he may attend that meeting to answer the charge.

(v) If, upon any charge as aforesaid, a member be held by the Executive Committee to have committed any breach of these rules and after being heard in his own defence, or to have failed to observe a resolution of the Executive Committee of which he has had notice he may by resolution of the Executive Committee:-

(a) Be reprimanded; or

(b) deleted

(c) Be expelled from the Association.

(vi) The decision of the Executive Committee shall be conveyed to the member charged in writing signed by the Executive Director.

(vii) If a charge be made against a Member of the Executive Committee, such member shall take no part in dealing with such complaint save that he may reply to the charge and attend before the Executive Committee to answer the charge aforesaid.

(viii) Any member who shall be expelled from the Association or struck off the roll of membership shall forfeit any interest in or right to any of the assets or property of the Association.

(ix) A member expelled from the Association under this rule may by notice in writing addressed to the Executive Director at the office of the Association within twenty-one days of the date of the Executive Director's notification to the member of the member’s expulsion appeal to the next Annual General Meeting which shall hear his representations and a report from the Executive Committee and may allow the appeal or dismiss it or, in lieu of expulsion, fine the member a sum not exceeding two year's subscription.

## 30 - INSPECTION OF BOOKS

(i) The Executive Director may, and shall if directed by the Executive Committee, inspect, compare and investigate the books, accounts, documents and transactions of members at any time within the 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 and the resolution of the Executive Committee under Rule 33.

(ii) Members shall afford the Executive Director every facility for making the investigations and inspections referred to under clause (i) above.

## 31 - 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 Executive Committee and when so affixed shall be authenticated by the signatures of the President or one of the Vice-Presidents and the Executive Director.

## 32 - ARBITRATION PROCEEDINGS

The Executive 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 as may be determined by the Executive Committee.

## 33 - EXECUTION OF DOCUMENTS

Subject to Rule 30 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 acting under the authority of a resolution of the Executive Committee.

## 34 - ALTERATION OF RULES

Subject to Rule 16 (a)(ii) 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 twenty-one 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.

## 35 - PROTECTION OF EXECUTIVE COMMITTEE AND OFFICERS

No matter or thing done by any member of the Executive 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 Executive Committee, officer, or other person, to any personal liability in respect thereof, and it shall be the duty of the Executive 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.

Indemnity of Officers

Every person who is or has been an Office Bearer, Executive Director or employee of the Association is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Association against any liabilities for costs and expenses incurred by that person:

2. in defending any proceedings relation to that person’s position with the Association, whether civil or criminal, in which judgement is given in that person’s favour or in which that person is acquitted or which are withdrawn before judgement; or

3. in connection with any administrative proceedings relating to that person’s position with the Association, except proceedings which give rise to civil or criminal proceedings against that person in which judgement is not given in that person’s favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or

4. in connection with any application in relation to proceedings relating to that person’s position in the Association, whether civil or criminal, in which relief is granted to that person under the Corporations Law by the court.

Every person who is or has been an Office Bearer, Executive Director or employee of the Association is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Association against any liability to another person (other than the Association) as such an officer unless the liability arises out of conduct involving a lack of good faith.

The Association may pay a premium for a contract insuring a person who is or has been an Office Bearer, Executive Director or employee of the Association against:

(a) any liability incurred by that person as such an officer which does not arise out of conduct involving a willful breach of duty in relation to the Association or a contravention of sections 232(5) or (6) of the Law; and

(b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person’s position with the Association, whether civil or criminal, and whatever their outcome.

## 36 - WINDING UP

The Association may be wound up by a resolution carried by a three-fourths majority of the members present at a General Meeting specifically called for the purpose, of which twenty-one days notice in writing setting forth in detail the object of the meeting, shall have been given to all members.

If upon winding up or dissolution of the Association a surplus remains after the satisfaction of all its debts and liabilities any money or property whatsoever, must not be paid or distributed among the members of the Association but must be given or transferred to some other organization, having objects similar to those of the Association and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under these rules as determined by the Executive Committee at or before the time of dissolution and, in default, by application to the Supreme Court for determination.

## PART A

## DEFINITIONS

(a) 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.

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

(c) 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 39(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.

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

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

(f) 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.

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

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

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

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

(k) 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.

(l) 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 38(A)] during the disclosure period;

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

(m) 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, 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.

(n) 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.

## RULE 37 - ORGANISATION POLICIES AND PROCEDURES

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

## RULE 38 - 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:

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

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

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

b) 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:

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

b) in writing.

C. The Association shall disclose to the members of the Association :

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

b) for those officers:

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

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

D. For the purposes of sub-rule (C), the disclosure shall be made:

a) in relation to each financial year;

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

c) in writing.

## RULE 39 - 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:

a) the officer has or acquires; or

b) 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:

a) as soon as practicable after the interst is acquired; and

b) 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 disclosues shall be made:

a) in relation to each financial year;

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

c) in writing.

## RULE 40 - DISCLOSURE BY THE ASSOCIATION OF PAYMENTS

A. The Association shall disclose to the members of the Association either:

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

i. to a related party of the Association or

ii. to a declared person or body of the Association ; or

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

i. to each related party of the Association; or

ii. to each declared person or body of the Association.

B. Sub-rule (A) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.

C. For the purposes of sub-rule (A), the disclosures shall be made:

a) in relation to each financial year;

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

c) in writing.

## RULE 41 - APPROVED TRAINING

An officer whose duties include duties that relate to the financial management of the Association shall undertake Training as determined and approved by the General Manager of the Fair Work Commission.

Such training is that which is approved in accordance with Section 154C of the Fair Work (Registered Organisations) Act 2009 and must be undertaken within 6 months after the officer begins to hold office.

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